



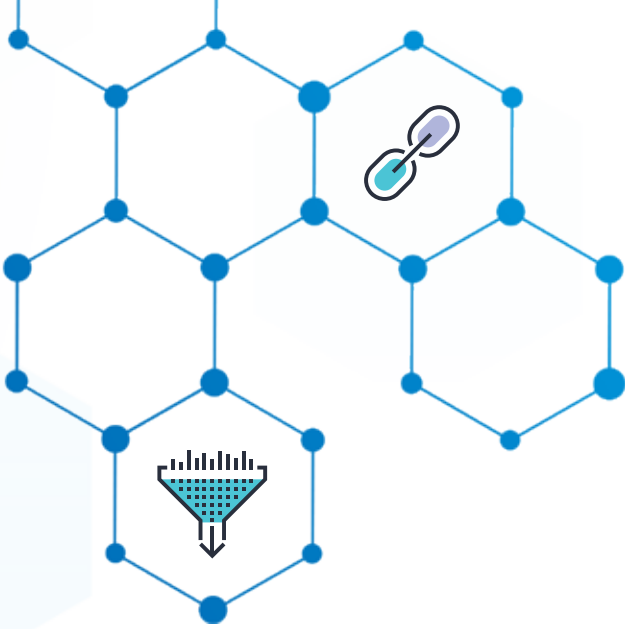
# **INNOVATION AND EXCELLENCE**

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**ANNUAL REPORT 2021**

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# ***HARNESSING DIGITAL, ENABLING TRANSFORMATION***

In the age of digital transformation and disruption, Info-Communication Technology and digitisation have transformed the way we communicate and conduct business, which in turn changes the way we live.

With more than 40 years of experience, NERA TELECOMMUNICATIONS LTD is a leading system integrator and solution provider in over 16 countries across 4 different continents. We provide multi-domain technological solutions, with a growing emphasis on cybersecurity and 5G related technologies, to support our customers' growth.





# CHAIRMAN AND CEO STATEMENT



## Dear Shareholders,

On behalf of the Board, we are pleased to present the Annual Report and Financial Statements of Nera Telecommunications Ltd for the year ended 31 December 2021 ("**FY 2021**").

## ECONOMIC BACKDROP

The global economy recovered from the COVID-19 induced recession last year, as the widespread roll-out of vaccinations in most developed countries allowed economies to re-open and business activities to gradually normalise. According to the International Monetary Fund's latest outlook, the global economy is expected to grow by 5.9% in 2021<sup>1</sup>, after contracting by 3.5% in 2020. Singapore's economy grew in tandem, expanding 7.6% for the year<sup>2</sup>.

## FINANCIAL HIGHLIGHTS

For FY 2021, it is noteworthy that we have seen more opportunities and leads especially from the Enterprise, as well as the Government, Transport and Utilities ("**GTU**") sectors as a result of the progressive reopening of economies, as countries transition to a "living with COVID strategy". This has translated to a growth in order intake as well as higher closing order backlog.

NeraTel secured approximately \$137.7 million in order intake, which marked a 14.8% increase compared to

\$120.0 million in FY 2020. We are encouraged to have experienced a broad-based increase in order intake for all three business sectors. Our closing order backlog stood at a 20.3% increase to \$148.7 million, up from \$123.6 million over the same period.

On a sequential or Q-o-Q basis, it is also notable that the Group reported growth in all three sectors, reaffirming NeraTel's customer diversification efforts. We achieved a 9.7% increase in revenue contributions from the Service Provider sector to \$15.9 million for the fourth quarter ended 2021 ("**4Q 2021**") as compared to \$14.5 million for the same corresponding period ("**3Q 2021**"). The GTU sector surged 140.0% to \$12.0 million from \$5.0 million over the same period whilst the Enterprise sector rose 40.0% to \$7.0 million for 4Q 2021, up from \$5.0 million in 3Q 2021.

However, overall, for FY 2021, the Group experienced a general slowdown in project progression across a majority of the Group's geographical markets amid the global pandemic and macro uncertainties. This, together with one-off increases in legal costs and additional accrual of tax liabilities, have impacted the Group's FY 2021 operational performance.

The Group's revenue decreased by 21.7% to \$102.6 million from \$131.1 million in the corresponding period a year ago ("**FY 2020**").

<sup>1</sup> International Monetary Fund, 25 January 2022 – World Economic Outlook Update, January 2021: Rising Caseloads, A Disrupted Recovery, and Higher Inflation

<sup>2</sup> Ministry of Trade and Industry, 12 February 2022



# CHAIRMAN AND CEO STATEMENT

Gross profit in FY2021 fell 34.6% to \$19.5 million, from \$29.8 million in FY 2020, mainly in line with the drop in revenue in FY 2021. As for gross profit margin, this dipped by 3.7 percentage points to 19.0% in FY 2021, from 22.7% in FY 2020.

A loss before tax of \$15.1 million in FY 2021 was recorded as compared to a profit before tax of \$4.4 million in FY 2020, with lower revenue, gross profit and a decrease in grants from government relief measures related to the COVID-19 pandemic, partially offset by a gain on divestment of the Group's Indonesian assets. In addition, the Group's performance was adversely impacted by higher total operating expenses mainly due to provision for doubtful debts in Indonesia, and an increase in legal fees due to closure of arbitration proceedings against Sandvine Corporation. Overall, the Group incurred a net loss of \$16.0 million in FY 2021, from a net profit of \$2.9 million in FY 2020.

Basic earnings per ordinary share for the year, based on the net profit from continuing operations attributable to shareholders, were recorded at (4.42) Singapore cents compared to 0.81 Singapore cents in FY 2020. Net Asset Value per ordinary share, based on issued share capital of 361,897,000 ordinary shares, stood at 12.86 Singapore cents compared to 17.72 Singapore cents in FY 2020.

NeraTel's cash and cash equivalents remained healthy at \$23.4 million as at 31 December 2021. Shareholders' equity stood at \$46.5 million at the end of the reporting period.

## OUTLOOK

Looking ahead, the spread of the more contagious COVID-19 variants; and a spike in geo-political risks due to the conflict between Russia and Ukraine, will likely create uncertainties for the Group's business outlook. Navigating through the pandemic, the Group will continue to take a more conservative approach and be selective in the projects that it chooses to undertake. The Group will also look at opportunities to improve cash flow as well as optimise our working capital.

Barring unforeseen circumstances, the long-term outlook and growth of the 5G infrastructure and enterprise sector remains robust, as countries around the world continue to roll out their 5G networks, and companies build applications to leverage on the higher data speed. The 5G infrastructure market is expected to reach \$128.6 billion by 2027, growing at a CAGR of 17.8% from 2021<sup>3</sup>. We are actively positioning ourselves to pursue 5G-related projects with service providers. Potentially, these include the upgrading of existing IP infrastructure, fronthaul and backhaul networks, amongst others.

Moreover, the proliferation of new connected technologies such as the Internet-of-Things (IoT), cloud computing

and Software-as-a-Service (SaaS) have introduced additional entry points for cyber threats, which requires more sophisticated defenses. Even the wider adoption of digitalisation of everyday services such as banking and government services could expose the system to more security issues. This was recently highlighted painfully in the phishing scams experienced by some banks which resulted in more than ten million dollars of losses.

Tapping on NeraTel's strong foundation, the Group will further drive core strategies and identified growth domains including Systems Integration, Cybersecurity and 5G-related opportunities. A top priority will be to strengthen the strategic partnerships and network that the Group has built over the years. This includes various partners, including global OEM vendors and technological players, as well as our long term customers, many of whom are Tier 1 Service Providers, whilst we continue to develop new collaborations globally to better support the requirements of clients. Market-wise, we will explore new growth areas in both existing and new countries to broaden our geographical reach globally.

## ACKNOWLEDGEMENTS

On behalf of the Board, we would like to thank our shareholders, valued customers, business partners and stakeholders for their patience and loyal support. Specifically, a special word of appreciation goes to our management and staff for their commitment and dedication to the company during this challenging period. Our appreciation also goes to our fellow Board members for their guidance, wise counsel and advice.

The Board would like to take this opportunity to welcome Mr. Wong Chee-Yann as Non-Executive Director of the Company with effect from 28 February 2022. We also look forward to the continuing counsel of Dr Lim Puay Koon, an existing Independent Director of the Company, who has been appointed as the Chairman of the RC and a member of the Audit and Risk Management Committee with effect from 8 March 2022. The Board would also like to express its appreciation to Mr. Tan Choon Hong and Dr Lee Kwok Cheong for their past contributions to NeraTel and we wish them well in their future endeavours. We would also like to thank Mr. Beck Tong Hong for his eight years of contribution to the Group.

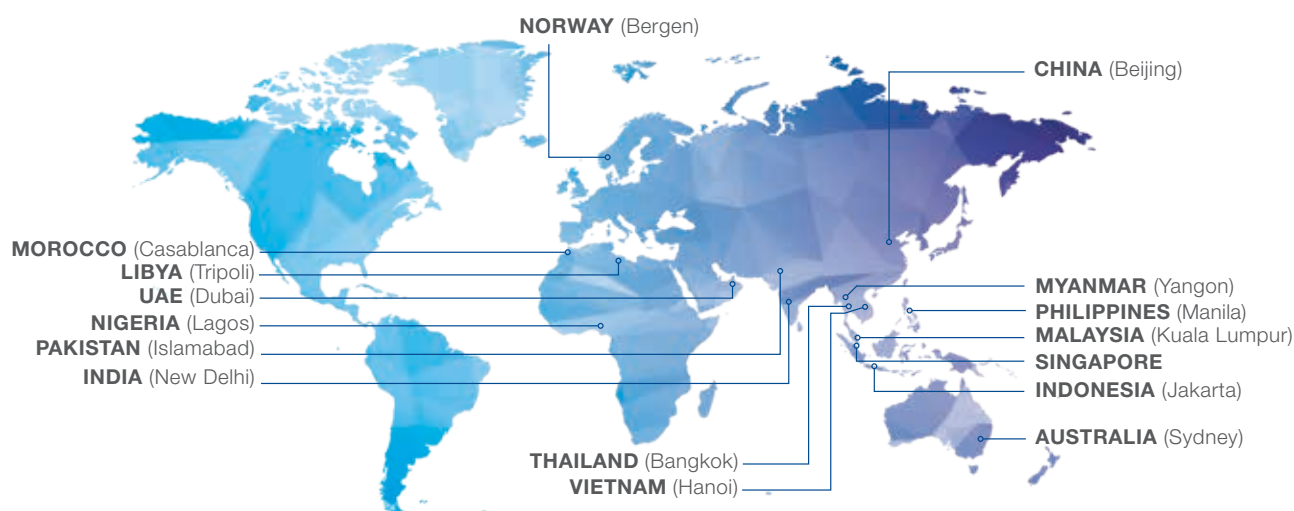
In conclusion, leveraging on the deep experience of the senior management team and the strong expertise of our talented team at NeraTel, we will work closely together to chart the Group's next phase of growth. We look forward to your continued support as we forge ahead with our long-term strategy of driving sustainable value for our shareholders and stakeholders.

**MS WONG SU-YEN**  
Chairman

**MR CHONG HOI MING**  
CEO

<sup>3</sup> Industry Research – GLOBAL 5G AND MOBILE NETWORK INFRASTRUCTURE MARKET SIZE, STATUS AND FORECAST 2022 – 6 January 2022

# GEOGRAPHICAL PRESENCE



## NAME OF NERA TELECOMMUNICATIONS LTD SUBSIDIARY COMPANIES

- Nera Networks (S) Pte. Ltd., Singapore
- Nera (Malaysia) Sdn. Bhd., Malaysia
- Nera Infocom (M) Sdn. Bhd., Malaysia
- P.T. Nera Indonesia, Indonesia
- Nera (Thailand) Limited, Thailand
- Nera (Philippines), Inc., Philippines
- Nera Telecommunications (Myanmar) Co. Ltd., Myanmar
- Nera Telecommunications (India) Pvt. Ltd., India
- Nera Telecommunications (Australia) Pty. Ltd., Australia
- Nera Telecommunications (Vietnam) Co. Ltd., Vietnam
- Nera Telecommunications (Vietnam) Co. Ltd. – Ho Chi Minh City Branch, Vietnam

## SUBSIDIARIES OF NERA NETWORKS (S) PTE LTD

- Nera Telecommunications AS, Norway
- Nera Telecommunications AS, Libya Branch, Libya
- Nera Telecommunications Maroc S.A.R.L AU, Morocco
- Nera Telecommunications (Pakistan) (Private) Limited, Pakistan
- Nera Telecommunications FZ-LLC, United Arab Emirates
- Nera Networks (Nigeria) Limited, Nigeria
- Nera Telecommunications Holding (Thailand) Co. Ltd

## REPRESENTATIVE OFFICE

- Nera Telecommunications Ltd, Beijing, Representative Office, China

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Ms Wong Su-Yen\*  
Mr Chong Hoi Ming\*\*  
Mr Basil Chan\*\*\*  
Dr Lim Puay Koon\*\*\*  
Mr Tommy Teo Zhi Zhuang\*\*\*\*  
Mr Wong Chee-Yann\*\*\*\*

\* *Chairman, Independent Director*

\*\* *Executive Director and Chief Executive Officer*

\*\*\**Independent Director*

\*\*\*\**Non-Executive Director*

## AUDIT AND RISK MANAGEMENT COMMITTEE

Mr Basil Chan, Chairman  
Mr Tommy Teo Zhi Zhuang  
Dr Lim Puay Koon

## NOMINATING COMMITTEE

Ms Wong Su-Yen, Chairman  
Mr Basil Chan  
Mr Wong Chee-Yann

## REMUNERATION COMMITTEE

Dr Lim Puay Koon, Chairman  
Ms Wong Su-Yen  
Mr Wong Chee-Yann

## COMPANY SECRETARY

Ms Chan Wan Mei  
Ms Chan Lai Yin

## REGISTERED OFFICE

109 Defu Lane 10  
Singapore 539225  
Tel: (65) 6281 3388  
Fax: (65) 6383 9566

## REGISTRARS AND SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services  
80 Robinson Road #02-00  
Singapore 068898  
Tel: (65) 6236 3333  
Fax: (65) 6236 4399

## AUDITORS

Ernst & Young  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583  
Partner-in-charge: Mr Ong Beng Lee, Ken  
(appointed with effect from 31 December 2020)

## PRINCIPAL BANKERS

DBS Bank Ltd  
The Hong Kong and Shanghai Banking Corporation Limited  
RHB Bank Berhad  
Hong Leong Bank Berhad  
Citibank, N.A.



## BOARD OF DIRECTORS



### MS WONG SU-YEN

- ◆ Independent Director since 23 December 2013
- ◆ Chairman of the Board since 30 April 2014
- ◆ Chairman, Nominating Committee since 23 December 2013
- ◆ Member, Remuneration Committee since 23 December 2013
- ◆ Last re-elected on 29 May 2020

Ms Wong brings with her nearly 30 years of experience in driving business strategy, strategic talent development, organisation transformation, operation redesign and risk management. She serves as Independent Non-Executive Director on the Boards of several publicly listed companies on the Singapore Stock Exchange namely First Resources Ltd, CSE Global Limited, Pegasus Asia, and Yoma Strategic Holdings Ltd. She is a Fellow and Chairperson of the Governing Council of the Singapore Institute of Directors.

Previously she was Chief Executive Officer of the Human Capital Leadership Institute. Prior to that, she was Chairman (Singapore) for Marsh & McLennan Companies Inc, a global professional services firm specialising in risk, strategy, and human capital advice and solutions. She was also Senior Partner and Managing Director, Southeast Asia at Mercer, a global leader in human resource consulting and related financial services. Earlier, she was Asia Managing Partner for the Communications, Information & Entertainment practice at Oliver Wyman, a leading strategy consulting firm. She has advised clients across North America and Asia, and has previously been based in Boston, Bangkok, Hong Kong, Beijing and Seoul.

Ms. Wong holds a B.A. in Music and Computer Science from Linfield University and an M.B.A. from the University of North Carolina at Chapel Hill.



### MR CHONG HOI MING

- ◆ Executive Director since 07 February 2022
- ◆ Chief Executive Officer since 07 February 2022

Mr Chong is the CEO of the Company and is responsible for the overall performance of the Group. He has over 26 years of experience in corporate leadership, including change and general management, and senior management experience in leading specialist IT infrastructure solutions, applications and services business in international, multicultural environments. He had worked in various capacities at Dimension Data Asia-Pacific Pte Ltd ("Dimension Data"), 3D Networks Pte Ltd, BMC Software (M) Sdn Bhd, Global IM-PACT (now known as Silverlake Innovation Partners Sdn Bhd), IBM Malaysia and Mesiniaga Berhad, prior to joining Nera.

Mr Chong holds a Bachelor of Computing and Mathematical Sciences from University of Waikato, New Zealand, with a major emphasis on computing, mathematics, business management, marketing and psychology.

## BOARD OF DIRECTORS



### MR TOMMY TEO ZHI ZHUANG

- ◆ Non-Executive Director since 27 February 2018
- ◆ Member, Audit and Risk Management Committee since 19 April 2018
- ◆ Last re-elected on 27 April 2021

Mr Teo is a Managing Director at Vulcan Capital and leads the investment team based in Singapore. Prior to joining Vulcan, Mr Teo was an Executive Director with the Northstar Group, a Singapore headquartered private equity firm where he focused on growth and technology opportunities in Southeast Asia. Previously, Mr Teo was an investment banker with Citigroup in Singapore, and with Perella Weinberg Partners and Bear, Stearns & Co. Inc. in New York. Mr Teo was also an analyst at hedge fund sponsor Capital Z Asset Management.

Mr. Teo graduated with a Bachelor of Business Administration from the Stephen M. Ross School of Business at the University of Michigan.



### MR BASIL CHAN

- ◆ Independent Director since 18 March 2020
- ◆ Chairman, Audit and Risk Management Committee since 18 March 2020
- ◆ Member, Nominating Committee since 29 May 2020
- ◆ Last re-elected on 29 May 2020

Mr Basil Chan is the Founder and Managing Director of MBE Corporate Advisory Pte Ltd. He was a Council Member and Board Director of the Singapore Institute of Directors ("SID") from 2002 to 2013 and was formerly a member of SID's Audit Committee Chapter. He was a member of the Corporate Governance Committee in 2001 that developed the Singapore Code. He was previously a member of the Accounting Standards Committee of the Institute of Certified Public Accountants of Singapore ("ICPAS"), formerly a member of the Audit and Assurance Standards Committee of the Institute of Singapore Chartered Accountants ("ISCA", formerly known as "ICPAS") and was formerly the Deputy Chairman of the Corporate Governance Committee of ISCA. He has been re-appointed as member on the Audit and Assurance Standards Committee of ISCA. Mr Chan has more than 35 years of audit, financial and general management experience having held senior financial positions in both private and listed companies. Mr Chan is also an Independent Non-Executive Director on the Boards of several publicly listed companies on the Singapore Stock Exchange namely Grand Banks Yachts Limited, Broadway Industrial Group Limited, and Memories Group Ltd. In the last 3 years, he previously sat on the Boards of Global Invacom Group Limited and AEM Holdings Ltd.

He holds a Bachelor of Science (Economics) Honours degree majoring in Business Administration from the University of Wales Institute of Science and Technology, United Kingdom and is a Fellow Member of the Institute of Chartered Accountants in England and Wales as well as a Fellow Member of ISCA. He is a Fellow Member of the Singapore Institute of Directors.

## BOARD OF DIRECTORS



### DR LIM PUAY KOON

- Independent Director since 21 October 2021
- Chairman, Remuneration Committee since 08 March 2022
- Member, Audit and Risk Management Committee since 08 March 2022

Dr Lim Puay Koon was appointed to our Board on 21 October 2021 as an Independent Director. Dr Lim is currently a non-executive independent director of SGX-listed Procurri Corporation Limited and SGX-listed Nova Tellus Alpha Acquisition. Dr Lim was previously a Board of Director and Audit Committee Member for SGX-listed HupSteel from 1994 to 2019. He was the CEO (North Asia) at Dimension Data Asia Pacific Pte Ltd from October 2014 to December 2019, and the Managing Director (ASEAN) at Dimension Data Asia Pacific Pte Ltd from April 2008 to October 2014. He was also Director & General Manager for Outsourcing Services (South East Asia) and business development (Asia Pacific) for 12 years at Hewlett Packard Asia Pacific Pte Ltd. He has held leadership positions in Dell Asia Pacific and IDA. He has over 30 years of extensive international experience driving strong growth in IT solutions and infrastructure businesses across Asia Pacific region.

Dr Lim obtained a Bachelor of Science, a Master of Engineering and a PhD in Computer & Systems Engineering, as well as an MBA from Rensselaer Polytechnic Institute, Troy, New York.



### MR WONG CHEE-YANN

- Non-Executive Director since 28 February 2022
- Member, Remuneration Committee since 28 February 2022
- Member, Nominating Committee since 28 February 2022

Mr Wong Chee-Yann is the Chief Investment Officer of Northstar. Northstar is a Southeast Asia-focused private equity fund manager with more than US\$2.5B under management. Chee-Yann has focused on private equity investments in Southeast Asia and China since 2004, with a particular focus on consumer, financial services, and digital economy sectors. Prior to joining Northstar, he was with Actis Capital in its Beijing and Singapore offices. Chee-Yann began his private equity career with GIC Special Investments.

He holds a Bachelor of Science and Master of Engineering from Cornell University, and a Master of Finance from Princeton University.



## SENIOR MANAGEMENT

**MS TAN GEOK LENG JACQUELINE** is the Chief Financial Officer. She is responsible for financial and reporting matters for the Group and supports the Group's investor relations. She has more than twenty years of experience in finance and accounting in various industries such as telecommunications and information technology, packaging, property development, ship repair and electronics manufacturing. Ms Tan holds an honours degree in Commerce from the Flinders University of South Australia. She is also a member of CPA Australia.

**MR TAN CHAM KHAIN ORLANDO** is the Chief Commercial Officer. He is responsible for the Group's commercial strategies, client engagements as well as sales force development and management. He has more than twenty years of APAC experiences in ICT (Information & Communications Technology) industry and proven track record in sales & marketing management, channel development and new business strategy. Mr Tan holds a Master in Advanced Business Practice from the University of South Australia, an MBA in Banking and Finance from Nanyang Technological University Singapore, a Bachelor of Engineering in EEE from the University of Surrey UK and a Diploma in EEE from Ngee Ann Polytechnic.

**MR PANTOJA, RODOLFO PAGUIA** is the Country Manager of Nera (Philippines) Inc. He is responsible for the Group's overall business in the Philippines. Prior to joining Nera, Mr Pantoja worked at PT. Smartfren Telecom Tbk, Indonesia, (telco/mobile operator, member of the Sinarmas group) and held various positions, such as CFO and CEO. His last role was Senior Advisor to the Chairman and Chief Executive Officer. He had also held senior management positions in various companies in Indonesia, including Group Finance Head of PT. Rajawali Corporation (a holding company), and COO and CFO respectively of its subsidiaries, PT. Bentoel (a leading cigarette making company) and PT. Excelcomindo Pratama (a mobile operator in cooperation with NYNEX of USA) and as well as CFO/COO PT Sierad Produce Tbk, a listed company in Indonesia and one of the largest integrated poultry operators. He holds a Masters degree in Business Management from the Asian Institute of Management and Bachelor of Science and Bachelor of Arts degrees from the De La Salle University in the Philippines.

## BUSINESS LINES

The combined forces of the COVID-19 pandemic and disruptive technologies have accelerated the development of new technology and innovation applications aiming to change the business world dramatically. Advances in technologies will play an ever-increasingly role in driving business operations and processes across multitude of industries. These wide-range disruptions are forcing businesses to adapt to the new normal, prioritizing digital transformation initiatives and projects.

NeraTel aims to support these digital transformations, as we strive to design and build best-in-class products and solutions for our customers. We employ technological solutions to provide our customers with frameworks that are flexible and adaptable to meet their changing business requirements. The frameworks are built from technologies, tools and processes necessary for our customers' digital transformations.

### 5G Technology

With 5G spreading throughout the globe and with many countries starting to deploy 5G services, Internet of Things (IoT) development is just around the corner. Creative and innovative use cases like autonomous vehicles,

virtual reality, augmented reality, remote healthcare and smart city applications which utilizing 5G features and capabilities will eventually become a reality.

As we continue to build the network infrastructure to cater for 5G services and IoT, NeraTel is fully committed to providing end-to-end solutions to build, upgrade, improve and optimize networks covering Wireless, IP Networking, Optical, Cybersecurity, Terminal Devices and Infrastructure making NeraTel to be your competent and desired one stop solution provider with careful planning, time to market, lower capital and operation expenses.

Companies can leverage on 5G technology to create environments with services that are virtualized, agile, software-defined and responsive to user experiences whilst improving operational efficiencies with user-centric designs and user convenience.

To support the requirements of growing 5G Technology, NeraTel's 5G service offerings will address the ever-increasing demands of telecommunication service providers, infrastructure providers, manufacturing, healthcare, government, energy & utilities, transportation, logistics and education sectors.



## BUSINESS LINES

### Cybersecurity

With the rapid evolution and sophistication of cyber-attacks worldwide, cybersecurity has grown to be a major concern for all organizations. This is especially so for organizations which are continuously accumulating technologies to address their business and cloud migration activities with an ever-expanding IT network. With 5G deployment, there will be a growing demand for IoT connected devices and mass machine type communication, which will lead to the rise in security-threats which threat actors can take advantage of.

This increasing sophistication and persistence of cyber-attacks means organizations must take more advanced approaches in the detection of malicious activities, conduct investigation with contextual information and quick response on any security incident.

Today's distributed and rapidly growing digital landscape makes complex demands requiring a new approach to our security strategy. NeraTel continues to expand its cybersecurity portfolio providing a comprehensive suite of industry-leading security solutions ranging from network, endpoint, data and information security which enables our customers to dynamically adapt to stop cyber-attacks and network breaches without slowing down their business operations.

To enhance our security portfolio, we offer cybersecurity services which can be bundled into NeraTel's offerings, ranging from network vulnerability assessment, penetration testing, threat monitoring and hunting, managed security services. These cybersecurity services aim to improve our customers security posture.

### Software Defined Networking

Networking plays an even greater and more important role with the digitalisation movement fuelled by the need of working from home. As many of our customers continue moving to programmable and automated network operations, we recognise that it can be a challenge in managing, orchestrating, and securing that complex transition.

NeraTel provides a software defined networking (SDN) solution coupled with an intent-based networking platform. Our solution delivers an agile, reliable and highly available infrastructure, connecting the customers' workloads across their private data centres and the public/hybrid cloud.

We believe it is critical for us to deliver continuous value to our customers. We take an innovative approach to deliver SDN solutions, which focuses on simplicity, automation and security. This allows our customers to manage and govern the interactions of users, devices and applications across their IT environments. Through these solutions, our customers can streamline and automate their networks for faster network changes, quicker deployment of new applications and more intuitive troubleshooting.

### Optical Networks

The optical domain has remained the preferred choice when it comes to transmitting high amounts of data going to terabytes and petabytes. NeraTel provides enterprise and carrier-grade optical network solutions to serve the mobile optical transport, business services, data center interconnections, edge and provider aggregation. Our solutions cater to a wide range of customers from all sectors which shows our competency and capability.

NeraTel's product solution suites includes high-capacity, high network resilience and ultra-low latency long haul and very long-haul systems, across the network dense and coarse wavelength division multiplexing solution, optical multi-service platforms, and mobile xHaul (fronthaul/midhaul/backhaul) solutions which is important in delivering 5G technology. This comprehensive suite of optical networking products aims to provide our customers with seamless and cost-effective solutions to enable higher data throughput, better latency and quality of service in their digitised network.

### Microwave Transmission

Our highly versatile Evo series microwave radio is built around a software-defined core which enables a wide range of radio applications to be based on one common product platform. The cutting-edge technology deployed in the Evo series microwave radio is 5G-ready to meet the high capacity and low latency requirements in 5G networks.

### Mobile Coverage

Our passive and active solutions for In Building System (IBS) focus on delivering quality solutions for our customers' indoor mobile coverage needs. Additionally, our outdoor solutions deliver tremendous value relative to its cost.



# BUSINESS LINES

## Managed Services

As technology advances, network and infrastructure have become more complicated affair every minute. With game-changing products and innovative technologies hitting the market at a rapid pace, organizations are finding ways to balance their cost effectiveness in the context of software, hardware and in-house expertise.

NeraTel provides a comprehensive managed services letting organizations to focus on their business competency while able to utilize the most effective solutions without hiring additional headcount or even worry about product life-cycles and maintenance.

Hackers are constantly finding new ways to breach on organization and these threats are often zero-day malware and existing security solutions offer limited visibility and protection against them.

To alleviate these events, NeraTel provide NOC (Networking Monitoring Centre) and SOC (Security Operations Centre) services to manage organizations' operations, security fabric and monitoring to prevent, mitigate and remediate any threats as part of organization's cybersecurity defences.

## Other Products and Services

**Multi-cloud:** NeraTel's multi-cloud architecture allows our customers' IT functions to establish a competitive advantage for their business stakeholders, translating into cost savings, performance optimisation and improved reliability without locked-in period.

**Broadcast Networks:** NeraTel offers various digital TV broadcast solutions, complete over the top platform and services to the broadcasters and service providers. Our range of products include content creation, acquisition, IP video transport solutions, encoders/multiplexers, transmission and complete network management system.

**IoT and Smart City Solutions:** NeraTel provides a seamless portfolio of Smart City solutions from sensors and data acquisition devices to collection of last-mile information in real-time. NeraTel's solutions address an open platform of IoT/M2M gateway that supports both analog and digital devices, and any brand of input devices. We provide analytics hosted either on-prem or in the public cloud to provide visualization and gain insights which are valuable for users.

**Radio Access Network:** NeraTel provides a comprehensive service and solution portfolio for Radio Access Network optimisation and performance benchmarking. We provide full turnkey solutions for private mobile networks in both licensed and unlicensed frequency bands.

**Turnkey Solutions and Projects:** NeraTel maintains our strategy of undertaking long-term, comprehensive projects that span across the projects' complete life-cycles. Our highly trained and experienced teams provide expertise in planning, designing, installation, commissioning and testing of solutions, including our comprehensive post-sales service and support to provide a one-stop service to our customers.

## FINANCIAL HIGHLIGHTS

### REVENUE (\$M)

FY2021	102.6
FY2020	131.1
FY2019	144.4
FY2018	166.5
FY2017	194.1

### PROFIT BEFORE TAX (\$M)

FY2021	(15.1)
FY2020	4.4*
FY2019	5.1
FY2018	10.1
FY2017	11.9

### PROFIT AFTER TAX (\$M)

FY2021	(16.0)
FY2020	2.9*
FY2019	3.9
FY2018	6.3
FY2017	7.8

\* Please refer to pages 142-143 for the explanation on the restatement

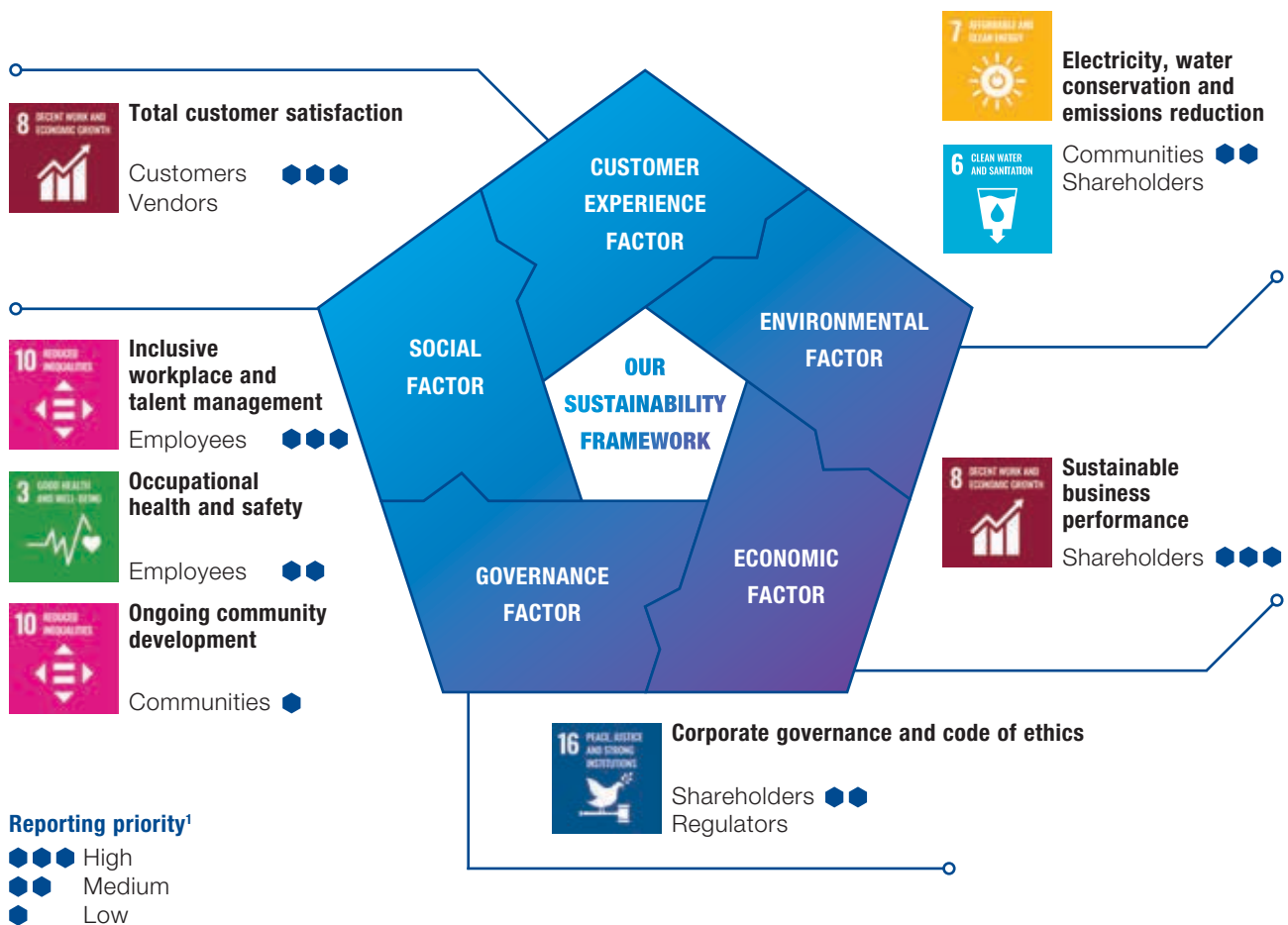
# SUSTAINABILITY REPORT

## 1. BOARD STATEMENT

Our sustainability agenda is led by our Board of Directors (“Board”) who oversees and ensures that we pursue our commercial objectives, whilst remaining a responsible and sustainable organisation.

Whilst mindful of our profit-oriented objective, we are committed to strike a balance between growth, profit, governance, environmental considerations, the development of our people and well-being of our communities to secure the long-term future of our business. This commitment is reflected in our sustainable business strategy, the material environmental, social, governance (“ESG”) factors, economic performance and customer experience (collectively as “Sustainability Factors”) which are shown in this sustainability report (“Report”).

Our sustainability framework communicates our commitment towards supporting the United Nations’ Sustainable Development Goals (“SDGs”) and creating long-term value for key stakeholders, comprising communities, customers, employees, regulators, shareholders and vendors. We work closely with stakeholders in our value chain and their inputs drive our sustainability focus. Our material Sustainability Factors and related SDGs are as follows:



<sup>1</sup> Reporting priority refers to the ranking assigned to each Sustainability Factor based on the level of concern to stakeholders and the significance of our impacts on the economy, environment and society. Please refer to section 8.4 for further details.

# SUSTAINABILITY REPORT

A summary of our key sustainability performance in FY2021 is as follows:

Sustainability factor	Performance Indicator	Sustainability performance	
		FY2021	FY2020
Customer satisfaction	Market presence	16 countries across 4 continents	16 countries across 4 continents
Economic	Revenue	\$102.6 million	\$131.1 million
	(Loss)/Profit after tax	(\$16.0 million)	\$2.9 million <sup>2</sup>
	Dividend	-	0.5 Singapore cents per ordinary share
Environmental	Energy consumption (kWh) per employee	5,274.5	4,801.4
	Water consumption (cu M) per employee	3.5	4.5
	Greenhouse Gas ("GHG") emissions (tonnes CO2e) <sup>3</sup>	553	716
	GHG emissions intensity (tonnes CO2e per employee)	2.4	2.8
Social	Number of reported incidents of unlawful discrimination against employees	-	-
	Average training hours per employee	9.9	6.3
	Number of non-fatal workplace injuries <sup>4</sup>	1	1
	Number of man-days lost	25	4
Governance	Number of fraud incidents <sup>5</sup>	-	-

The prolonged global pandemic, exacerbated by the more contagious COVID-19 variants, has negatively affected our business across a majority of our geographical markets. We are encouraged to see the growth in the order intake and the higher closing order backlog with the progressive reopening of economies. Notwithstanding the initial recovery, macro uncertainties continue to linger with the unexpected surge in COVID-19 cases globally, supply chain disruptions brought on by shortages in the global semiconductor supply chain, and the ongoing conflict between Russia and Ukraine.

We will continue to take a conservative approach, be selective in the projects we choose to undertake and explore opportunities to improve cash flow and optimise working capital. We will also push forward with our identified growth domains including Systems Integration, Cybersecurity and 5G-related opportunities. Market-wise, we will explore new growth areas in both existing and new ones to broaden our geographical reach globally to navigate this challenging operating environment.

We have detailed our responses to the impact of the pandemic in the relevant sections of this Report.

<sup>2</sup> Figure has been restated as a correction.

<sup>3</sup> GHG emissions from electricity purchased by the Company (Scope 2) are calculated based on the emissions factors published by the relevant local authorities.

<sup>4</sup> A workplace injury is defined as one whereby an employee is injured in a work accident resulting in (i) hospitalisation of at least 24 hours and/or (ii) an issuance of a medical certificate of more than 3 days (need not be consecutive).

<sup>5</sup> A fraud incident is defined as one that involves fraud or dishonesty amounting to not less than \$100,000 and punishable by imprisonment for a term of not less than 2 years which is being or has been committed against the Company by officers or employees of the Company.



# SUSTAINABILITY REPORT

## 2. INTRODUCTION

We are experiencing digital transformation and disruption across many sectors globally. Unparalleled changes have been taking place in the way we communicate, and conduct business, which in turn changes the way we live.

Info-Communications Technology and digitalisation are key driving forces behind much of those changes, and we believe the new changes and developments will continue to transform the environment we operate in.

As we innovate and grow amidst this changing environment, we recognise that managing our impact on society and the environment is one of our key responsibilities. Our businesses will continue to have a strong sense of responsibility to our stakeholders, beyond the pursuance of pure economic gains.

Our material Sustainability Factors identified are closely linked to our business operations. An overview is presented as follows:



## 3. VISION, MISSION AND CORE VALUES

Our vision, mission and core values are closely aligned with the SDGs and we aim to create long-term value for our key stakeholders. Please refer to our corporate website for further details <https://nera.net/about-us.html>.

## 4. REPORTING FRAMEWORK

This Report has been prepared in accordance with the internationally recognised Global Reporting Initiative (“GRI”) Standards: Core option. It also complies with Singapore Exchange Securities Trading Limited (“SGX-ST”) listing rules 711A and 711B. The GRI content index can be found in the Appendix.

As part of our continual efforts to align our sustainability reporting with relevant market standards, we have mapped our sustainability efforts to the 2030 Agenda for Sustainable Development which is adopted by all United Nations Member States in 2015 (“UN Sustainability Agenda”). The UN Sustainability Agenda provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its heart, are 17 SDGs which form an urgent call for action by all countries - developed and developing - in a global partnership. We have incorporated the SDGs, where appropriate, as a supporting framework to shape and guide our sustainability strategy. Please refer to Section 10 for more details on the alignment of our material Sustainability Factors with SDGs.

While we have not sought external assurance for this sustainability report, we relied on internal data monitoring and verification to ensure its accuracy. We will work towards external assurance for our future sustainability reports.

# SUSTAINABILITY REPORT

## 5. REPORTING PERIOD AND COVERAGE

This reporting period is for our financial year ended 31 December 2021 ("FY2021" or "Reporting Period") and a report will be published annually.

This Report covers Singapore, Malaysia, Philippines and Indonesia operations (collectively known as the "Operations") which contributed approximately 84% (FY2020: 76%) of our total revenue for the Reporting Period.

## 6. FEEDBACK

We welcome feedback from all stakeholders on this Report. You may send related questions, comments, suggestions or feedback to our investor relations email account at [corporate@nera.net](mailto:corporate@nera.net)

## 7. STAKEHOLDER ENGAGEMENT

Through an internal stakeholder mapping exercise, we have identified key stakeholder groups which we prioritise our engagements with. These include entities or individuals that can reasonably be expected to be significantly affected by our activities, products or services and whose actions can reasonably be expected to affect our ability to implement our strategies to achieve our objectives.

Our efforts on sustainability are focused on creating sustainable value for our key stakeholders, which comprise communities, customers, employees, regulators, shareholders and vendors.

We actively engage our key stakeholders through the following channels:

S/N	KEY STAKEHOLDER	ENGAGEMENT CHANNEL	FREQUENCY OF ENGAGEMENT	KEY CONCERN RAISED BY STAKEHOLDER
1	Communities	Community campaigns	Ongoing	Social inclusion
2	Customers	<ul style="list-style-type: none"> <li>Meetings and visits</li> <li>Email communications</li> <li>Phone calls</li> <li>Teleconferences</li> </ul>	Regularly	<ul style="list-style-type: none"> <li>Market presence</li> <li>Customer service</li> <li>Diversity, quality and safety of products</li> </ul>
3	Employees	Staff evaluation sessions	Annually	<ul style="list-style-type: none"> <li>Career development and training opportunities</li> </ul>
		Virtual town hall meetings	Quarterly	<ul style="list-style-type: none"> <li>Job security</li> <li>Remuneration</li> </ul>
4	Regulators	Consultations and briefings organised by key regulatory bodies such as Singapore Stock Exchange	Ad-hoc	Corporate governance
5	Shareholders	<ul style="list-style-type: none"> <li>Annual general meetings</li> <li>Annual reports</li> <li>Results announcement on SGXNET</li> <li>Company website</li> <li>Corporate announcements</li> </ul>	Annually  Half-yearly Regularly When needed	<ul style="list-style-type: none"> <li>Sustainable business performance</li> <li>Market valuation</li> <li>Dividend payment</li> <li>Corporate governance</li> </ul>
6	Vendors	<ul style="list-style-type: none"> <li>Email communications</li> <li>Meetings and visits</li> <li>Virtual events such as vendor conferences</li> </ul>	Regularly	<ul style="list-style-type: none"> <li>Ability to distribute products</li> <li>Maintain and expand brand presence</li> <li>Maximise end customers' satisfaction</li> </ul>

Through the above channels, we seek to understand the views of key stakeholders, communicate effectively with them and respond to their concerns.

# SUSTAINABILITY REPORT

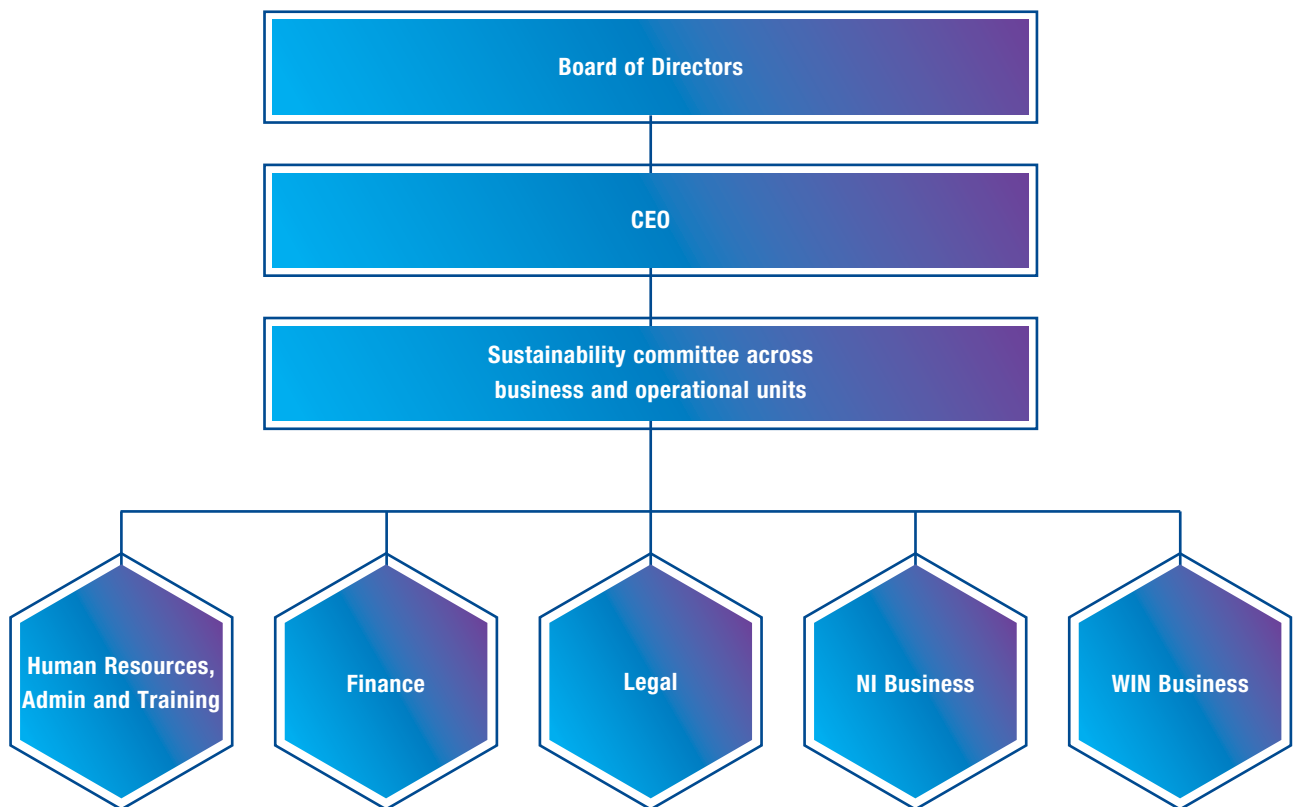
## 8. POLICY, PRACTICE AND PERFORMANCE REPORTING

### 8.1 REPORTING POLICY

A sustainability policy covering our sustainability strategies, reporting structure, materiality assessment and processes in identifying and monitoring material Sustainability Factors has been established since FY2018 and serves as a point of reference in the conduct of our sustainability reporting.

### 8.2 REPORTING STRUCTURE

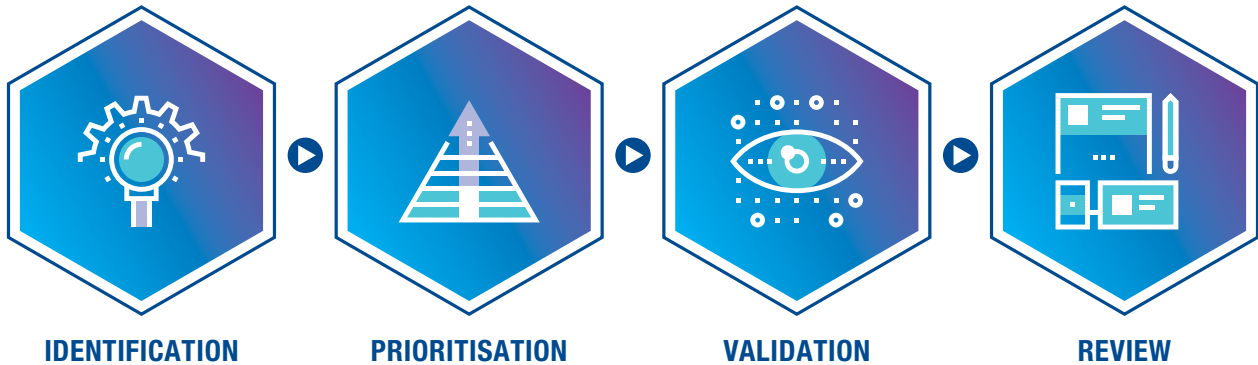
Our sustainability strategy is developed and directed by Senior Management in consultation with the Board of Directors. Our sustainability committee ("SC"), which includes Senior Management executives, is led by the Chief Executive Officer ("CEO"). The CEO leads the SC in reporting to the Board as well as providing updates such as relevant proposals on our sustainability strategy and performance for the Board's review and approval.



# SUSTAINABILITY REPORT

## 8.3 SUSTAINABILITY REPORTING PROCESSES

Our sustainability process begins with the identification of relevant factors. Relevant factors are then prioritised as material Sustainability Factors which are then validated. The end result of this process is a list of material Sustainability Factors disclosed in this Report. Inter-relations are as shown in the diagram below:



Identification of the material Sustainability Factors that are relevant to our business activities and data points for performance reporting

Prioritisation of the material Sustainability Factors and identification of key Sustainability Factors to be reported

Validation involves the verification of information and data gathered on material factors and to perform an assessment on the completeness of key Sustainability Factors to finalise the sustainability report content

Monitor, review and update our material Sustainability Factors from previous reporting period, taking into account the feedback received from engagement with stakeholders, organisational and external developments

## 8.4 MATERIALITY ASSESSMENT

Under our sustainability policy, each Sustainability Factor is assigned a reporting priority that determines the actions required as illustrated in the table below:

REPORTING PRIORITY	DESCRIPTION	CRITERIA
●●●	High	Factors with high reporting priority are reported on in detail.
●●	Medium	Factors with medium reporting priority are considered for inclusion in the Report. They may not be included in this Report if not material.
●	Low	Factors with low reporting priority may be reported to fulfil regulatory or other reporting requirements. They are not included in this Report if not material.

The reporting priority is supported by a material factor matrix which considers the level of concern to stakeholders ("Stakeholders' Concern") and significance of our impacts on the economy, environment and society ("Business Impact").



# SUSTAINABILITY REPORT

## 8.5 PERFORMANCE TRACKING AND REPORTING

We track the progress of our material Sustainability Factors by identifying the relevant data points, measuring and monitoring them. In addition, we set performance targets that are aligned with our strategy to ensure that we remain focused on our path to sustainability. We shall consistently enhance our performance-monitoring processes and improve our data capture systems.

## 9. MATERIAL FACTORS

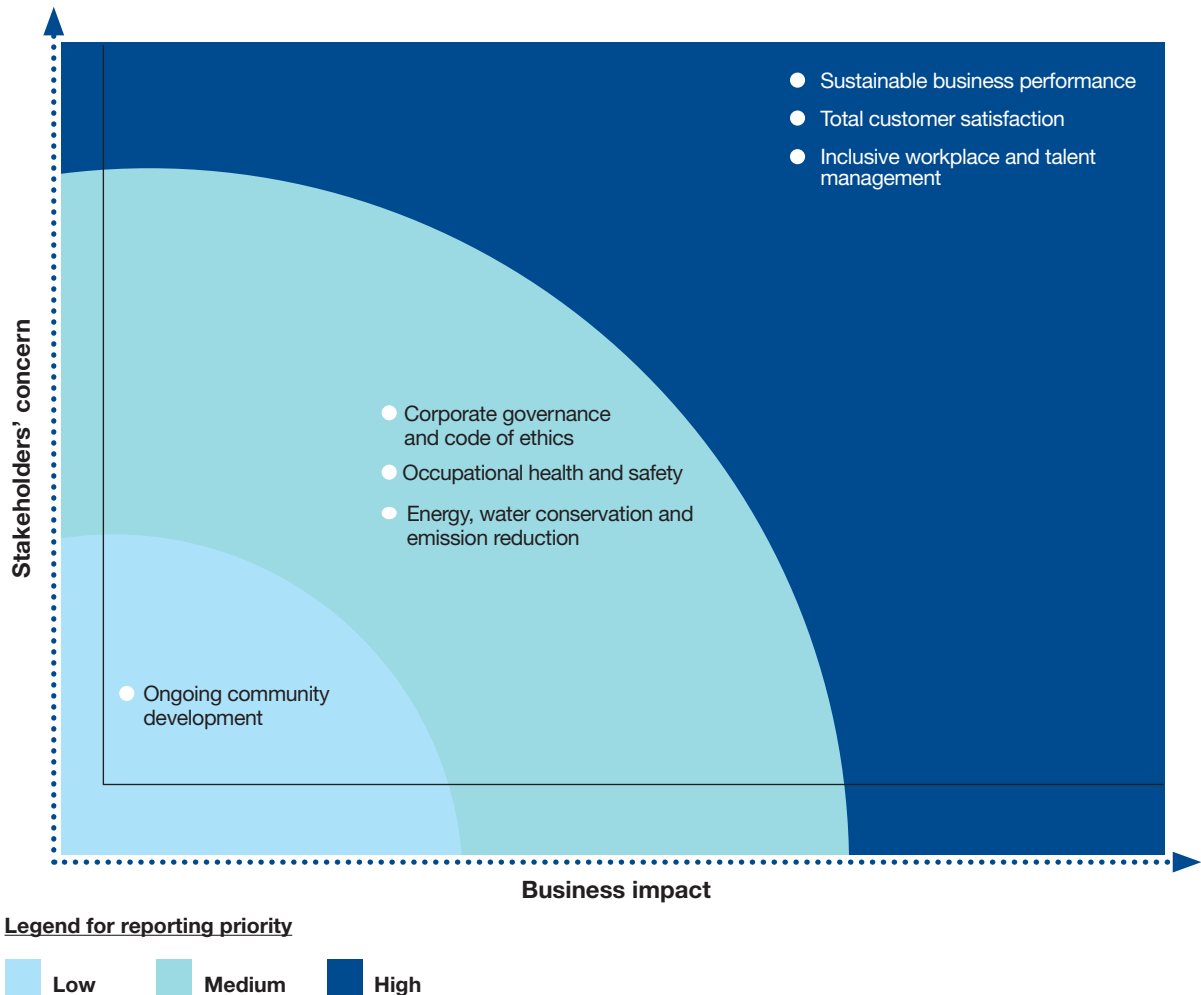
In 2021, a materiality assessment was conducted by the SC to understand the concerns and expectations of our stakeholders. Through the materiality assessment, factors material to the sustainability of our business and their reporting priority level were updated. In this Report, we have also reported our progress in managing these factors and set related targets to improve our sustainability performance.

Presented below is a list of key Sustainability Factors applicable to our Operations:

S/N	MATERIAL SUSTAINABILITY FACTOR	SDG	KEY STAKEHOLDER	REPORTING PRIORITY
<b>CUSTOMER EXPERIENCE</b>				
1	Total customer satisfaction	Decent work and economic growth	<ul style="list-style-type: none"> <li>Customers</li> <li>Vendors</li> </ul>	●●●●
<b>ECONOMIC</b>				
2	Sustainable business performance	Decent work and economic growth	Shareholders	●●●●
<b>ENVIRONMENTAL</b>				
3	Energy, water conservation and emission reduction	Affordable and clean energy Clean water and sanitation	<ul style="list-style-type: none"> <li>Communities</li> <li>Shareholders</li> </ul>	●●
<b>SOCIAL</b>				
4	Inclusive workplace and talent management	Reduced inequalities	Employees	●●●●
5	Occupational health and safety	Good health and well-being	Employees	●●
6	Ongoing community development	Reduced inequalities	Communities	●
<b>GOVERNANCE</b>				
7	Corporate governance and code of ethics	Peace, justice and strong institutions	<ul style="list-style-type: none"> <li>Shareholders</li> <li>Regulators</li> </ul>	●●

# SUSTAINABILITY REPORT

## Material factor matrix



We will update the material Sustainability Factors on an annual basis to reflect changes in business operations, environment, stakeholder's feedback and sustainability trends. The details of each key Sustainability Factor are presented as follows:

### 9.1 TOTAL CUSTOMER SATISFACTION

Our clientele comprises service providers, enterprises, governments, transport and utilities companies that require infocomm solutions. In line with our mission to deliver best-in-class solutions that elevate business values for our clients, we are committed to customer satisfaction for our long-term sustainability through the following:

#### Maintain presence and proximity to whom we serve

Over the years, we have established ourselves in 16 countries across 4 different continents (FY2020: 16 countries across 4 different continents). This geographical spread brings us closer to the markets we serve and more importantly, to the clients we serve. You may refer to our geographical presence in this Annual Report for further details.

#### Nurture a team of highly trained and experienced employees

We are dependent on our highly trained and experienced teams to serve our clients by providing expertise in planning, designing, installation, commissioning and testing of solutions, inclusive of comprehensive post sales service and support management.

# SUSTAINABILITY REPORT

Our strategy to establish a best-in-class service is driven by a core regional team of qualified and experienced professional engineering staff that supports our local operations in the development and delivery of complex end-to-end turnkey solutions to our clients.

For staff retention, refer to section 9.4 for further details.

## Cultivate a long-term and sustainable relationship with our vendors

Our solutions are built on hardware and software sourced from various reputable international vendors. Such vendors include distributors and principals with whom we maintain long-term sustainable relationships. We seek to select vendors that supply goods which meet our requirements on functionality, features, quality and safety, with preference towards vendors with good sustainability practices. Upon acceptance, they are evaluated regularly to ensure that they continue to supply goods that meet ours as well as customers' requirements and maintain good sustainability practices.

With strategic vendors, we are able to gain access to a wider range of hardware and software and develop solutions that meet customers' requirements. In addition, our volume purchases allow us to secure competitive prices through discounts, rebates or pricing protection support which we can then leverage on to provide our customers with value-for-money solutions.

## Better solutions through continuous feedback and building a knowledge base

We recognise the need to constantly develop new and better solutions that meet our customers' requirements. Our efforts on this front are as follows:

- Customer feedback is collected from various touchpoints such as sales teams and annual customer satisfaction surveys and mined to gather valuable insights into current and future customers' requirements. Insights gathered are discussed during regular management meetings to drive product and service improvements, enhance operational level and provide inputs for better strategies;
- A centralised knowledge database is maintained to retain the cumulative and valuable knowledge gained from past projects such as designs, marketing strategies, used cases and lessons learned. The knowledge base serves multiple purposes of securing sales, developing solutions, customer support, employee training and employee on-boarding. The knowledge base is stored in a secured location and made accessible to authorised personnel; and
- To better nurture and build closer customer relationships, a customer relationship management system has been implemented to organise and manage customer information and opportunities.

## Adopt market standards for the quality and safety of our products

Our operations in Singapore are certified under ISO 9001:2015 and the adoption of such international standards demonstrates our ability to consistently provide products and services that meet customer and applicable statutory and regulatory requirements.

## Supporting customers during the pandemic

As work-from-home arrangements have become more common amidst the pandemic, we developed and offered IT solutions that allow our customers to implement their business continuity plans and to facilitate their shift towards a hybrid work model.

Target for FY2021	Performance in FY2021	Target for FY2022
<ul style="list-style-type: none"> <li>• Maintain or improve market presence</li> <li>• Adhere to the market standards for quality and safety of our products</li> </ul>	<ul style="list-style-type: none"> <li>• We maintain our market presence in 16 countries across 4 different continents</li> <li>• We adhere to international standards for quality and safety of our products</li> </ul>	<ul style="list-style-type: none"> <li>• Maintain or improve market presence subject to market conditions</li> <li>• Adhere to the market standards for quality and safety of our products</li> </ul>

# SUSTAINABILITY REPORT

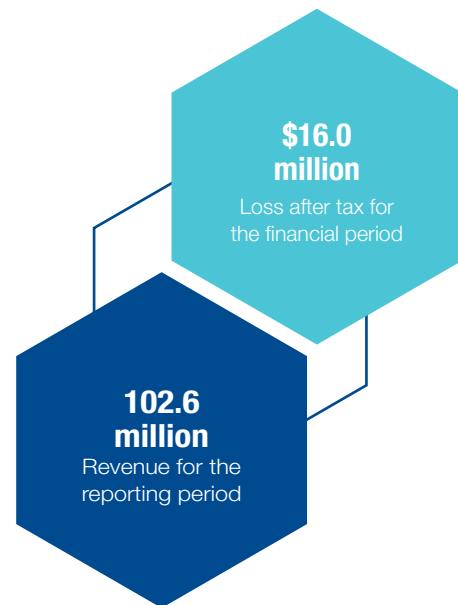
## 9.2 SUSTAINABLE BUSINESS PERFORMANCE

We believe in creating long-term economic value for shareholders by striking a balance between rewarding shareholders by way of consistent profits, dividend payments and maintaining a robust balance sheet with strong operating cash flows.

In FY2021, we recorded revenue of \$102.6 million (FY2020: \$131.1 million) and a loss after tax of \$16.0 million (FY2020: profit after tax of \$2.9 million). No tax-exempt (one-tier) dividend is declared for FY2021 (FY2020: 0.5 cents per share) as the management plans to conserve cash for the Group's operations.

We will continue to leverage on opportunities brought about by the increasing digitalisation trend.

Details of our economic performance can be found in the financial contents and audited financial statements of this Annual Report.



Target for FY2021	Performance in FY2021	Target for FY2022
Maintain or improve our financial performance subject to market conditions	We reported a net loss after tax to the decline in revenue as a result of a general slowdown of project progression across the majority of the Group's geographical markets in light of the pandemic and higher operating expenses mainly due to provision for doubtful debts in Indonesia and an increase in legal fees due to closure of arbitration proceedings against Sandvine Corporation	Maintain or improve our financial performance subject to market conditions

## 9.3 ENERGY, WATER CONSERVATION AND EMISSION REDUCTION

In line with our mission to be environmentally responsible, we are committed to responsible usage of electricity and water resources that helps to reduce carbon emissions and preserve the environment in which we operate in. It also reduces cost and enhances returns to our shareholders.

To run our Operations, we rely on energy and water resources in the following areas:

- Electricity for running equipment for lighting, office work, cooling and ventilation; and
- Water for cleaning purposes, restrooms and pantries.



# SUSTAINABILITY REPORT

Key statistics on electricity and water consumption and GHG emissions during the Reporting Period are as follows:

Performance indicator	Unit of measurement	FY2021	FY2020
<b>Energy consumption</b>			
Electricity consumption	kWh	1,234,243	1,219,547
Electricity consumption intensity	kWh/ total number of employees	5,274.5	4,801.4
<b>Water consumption</b>			
Water consumption	cu M	830	1,143
Water consumption intensity	Cu M/ total number of employees	3.5	4.5
<b>GHG emissions</b>			
Total GHG emissions (Scope 2 <sup>6</sup> )	tonnes CO <sub>2</sub> e	553	716
GHG emissions intensity	tonnes CO <sub>2</sub> e/ total number of employees	2.4	2.8

The increase in electricity consumption is mainly due to the return to office arrangement in Singapore as a result of easing COVID-19 measures during the Reporting Period but this is partially mitigated by a significant decline in electricity consumption in Indonesia due to tighter COVID-19 measures. The GHG emissions improved mainly due to the decline in electricity consumption in Indonesia which has a higher electricity grid emission factor. The decrease in water consumption is mainly due to employees in Malaysia and Philippines are primarily working from home in light of the pandemic.

Some of our key energy and water conservation initiatives are as follows:

- Turn off air conditioners earlier than usual operating hours;
- Switch on the chiller an hour later and turn off half-an hour earlier on working days;
- Switch off office lights in the common areas half-an hour earlier on working days and during lunch hour;
- Put up signage at light switches to remind staff to switch off lights when not in use; and
- Deploy and use water efficient tap filters to optimise water usage.

Target for FY2021	Performance in FY2021	Target for FY2022
<ul style="list-style-type: none"> <li>• In the event the pandemic comes to an end with the resumption of normal business activities, reduce or maintain the energy and water consumption rates achieved in FY2019</li> <li>• In the event of continuation of the pandemic, reduce or maintain the energy and water consumption rates achieved in FY2020</li> </ul>	<p>In the event of continuation of the pandemic, electricity consumption intensity increases, while water consumption intensity decreases</p>	<ul style="list-style-type: none"> <li>• In the event the pandemic comes to an end with the resumption of normal business activities, reduce or maintain the GHG emissions and water consumption rate achieved in FY2019</li> <li>• In the event of continuation of the pandemic, reduce or maintain the GHG emissions and water consumption rate achieved in FY2021</li> </ul>

<sup>6</sup> GHG emissions from the generation of purchased electricity consumed by the Company. Scope 2 emissions physically occur at the facility where electricity is generated.

# SUSTAINABILITY REPORT

## 9.4 INCLUSIVE WORKPLACE AND TALENT MANAGEMENT

We have a workforce of 234 full-time employees for the Operations as at 31 December 2021, (254 as at 31 December 2020).

In line with our mission to inspire and nurture our people, we focus on employee retention and aim to provide a work environment for employees that fosters fairness, equality and respect for social and cultural diversity, regardless of their gender and age. Our related initiatives are as follows:

### Inclusive workplace

We value diversity and strive to create a comprehensive and all-encompassing working environment that drives each of us to actively participate in and contribute effectively to Nera's success. In addition, it is stipulated in our employee handbook that decisions on recruitment, selection, promotion and transfer are made based on merits regardless of age, race, gender, religion, nationality, marital status, family responsibilities and physical disability. We will continue to adopt this approach towards our valued people.

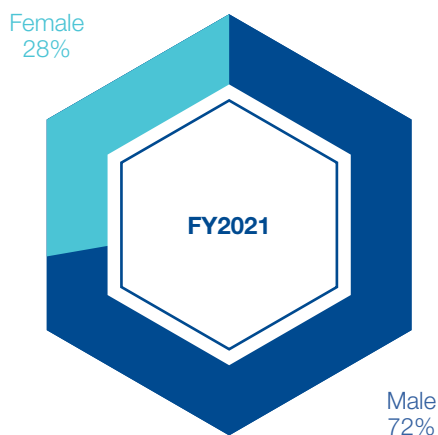
With regards to gender diversity, we view diversity in the Board and Company as essential in supporting sustainable development. In relation to the Board, one out of six directors is female (FY2020: one out of six directors) or 17% (17% as at 31 December 2020) of the Board. The percentage of female to total full-time employees is 28% as at 31 December 2021 (30% as at 31 December 2020).

On age diversity, matured workers are valued for their experience, knowledge and skills. The distribution of staff by age group as at 31 December 2021 is as follows:

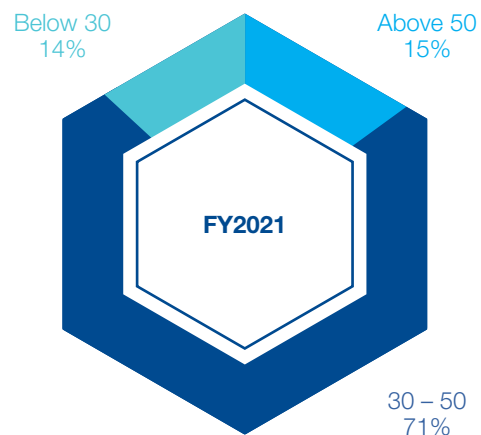
Age Group	FY2021	FY2020
Above 50	15%	7%
30 – 50	71%	78%
Below 30	14%	15%
<b>Total</b>	<b>100%</b>	<b>100%</b>

During the Reporting Period, we have no (FY2020: zero) reported incident of unlawful discrimination against employees.

### GENDER DIVERSITY (ALL EMPLOYEES)



### AGE DIVERSITY (ALL EMPLOYEES)

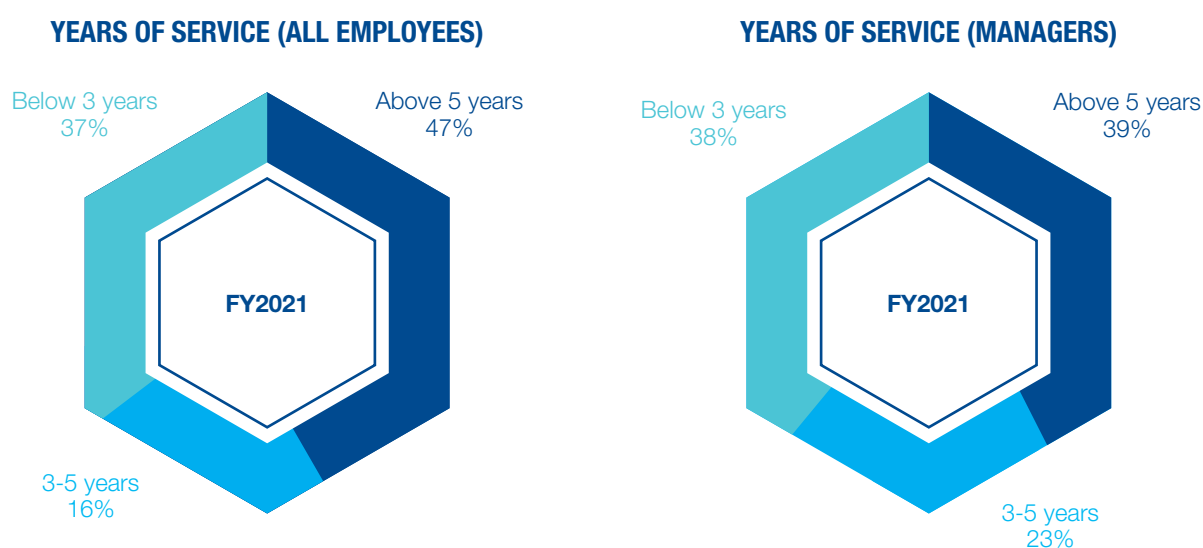


# SUSTAINABILITY REPORT

## Talent management

Effective employee training program is vital to the long-term success of any business. We have a set of training programmes that caters to various types and levels of our employees. One of the key objectives of such programmes is to develop our human capital base so that our employees can better perform their jobs, better serve our customers and also to raise productivity. We place a high priority on the competency development of our employees. Technical staff are encouraged to attain technical certifications relevant to their work whilst Management staff are also encouraged to attend Leadership Development courses and programmes. During the Reporting Period, the average training expenditure per employee is \$217 (FY2020: \$198) with average training hours attained per employee of 9.9 hours (FY2020: 6.3 hours). In addition, our certified professionals as at 31 December 2021 accounted for around 24% of total workforce (23% as at 31 December 2020). The increase in the average training expenditure and training hours per employee is mainly due to the increase in training to recertify our employees with support from the government. We will continue to invest in training and development to enhance our competencies, that is, not limited to functional skills but also in areas such as leadership capabilities, succession planning and team performance.

On an overall basis, we track this factor through the employee retention rate. Approximately 47% (43% as at 31 December 2020) of the employees and 39% (29% as at 31 December 2020) of the managers have more than 5 years of service with us as at 31 December 2021.



Target for FY2021	Performance in FY2021	Target for FY2022
<ul style="list-style-type: none"> <li>Move towards a more balanced or maintain existing gender, age and educational diversity ratios</li> <li>Improve or maintain employee retention rate subject to market conditions</li> </ul>	<ul style="list-style-type: none"> <li>No material changes in gender and age diversity ratios</li> <li>Improvement in employee retention rate</li> </ul>	<ul style="list-style-type: none"> <li>Maintain zero reported incident of unlawful discrimination against employees</li> <li>Improve or maintain employee retention rate subject to market conditions</li> </ul>

## 9.5 OCCUPATIONAL HEALTH AND SAFETY

A work environment that improves the well-being of employees and allows them to work safely without worry of getting injured builds loyalty amongst employees and supports the sustainability of our business. Accordingly, we place emphasis on creating a workplace that allows employees to perform and develop in a safe and conducive working environment.

Key measures adopted to manage health and safety in the workplace environment are as follows:

- A set of safety rules and regulations is in place;

# SUSTAINABILITY REPORT

- Safety committees are in place and safety inspections are performed and reported regularly;
- Briefings, talks and trainings on occupational safety are organised regularly; and
- Accidents are tracked and monitored regularly.

Our operations in Singapore are ISO 45001:2018, bizSAFE STAR and SafeContractor Accreditation certified and these certifications recognise our continuous efforts to incorporate safety as part of our business model.

We recorded 1 non-fatal workplace injury during the Reporting Period (FY2020: 1 non-fatal workplace injury), resulting in 25 man-days (FY2020: 4 man-days) lost during the Reporting Period. Lessons from the non-fatal workplace injury are shared across business units to prevent recurrence and we will continuously work towards reducing both the occurrence and severity of workplace accidents.

The pandemic has impacted and taken a toll on our employees mentally, emotionally and physically. To take care of our employees' mental, emotional and physical well-being, we have put in place the following initiatives:

- "Family Fridays" initiative, where employees officially end their working day at 5.00 pm on every last Friday of the month so that they can spend quality time with their family;
- Posters are put up to raise awareness on mental wellness and help our employees to cope with stress and anxiety during the pandemic;
- Circulate periodic COVID-19 and health and safety announcements to provide guidelines for our employees;
- Organise well-being activities such as cycling, lantern making and massage sessions for our employees; and
- Distribute tokens of appreciation for our employees during festivals and occasions such as Chinese New Year and Mother's Day to boost employees' morale.



TARGET FOR FY2021	PERFORMANCE IN FY2021	TARGET FOR FY2022
Minimise the number of workplace accidents	The number of non-fatal workplace accident maintained at 1, but the severity increased to 25 man-days lost	Minimise the number of workplace accidents

## 9.6 ONGOING COMMUNITY DEVELOPMENT

In line with our mission to give back to the community and contribute to a more inclusive society, we strive to set a good example and encourage individuals and other corporations to embrace the spirit of giving, especially during this pandemic when the vulnerable in our community are impacted most. We recognise that the long-term success of our business is closely related with the health and prosperity of the community which we operate in. During the Reporting Period, we engaged in various initiatives to help the communities as follows:



# SUSTAINABILITY REPORT

## Making a difference to Dover Park Hospice

Dover Park Hospice was founded in 1992 as a secular, non-profit organisation to meet the growing need in Singapore for hospice care for terminally-ill patients. The goal is to enhance the living, comfort of the dying and support the grieving with compassion and dignity.

Motivated by our desire to give back to the vulnerable community during the pandemic, we conducted an online donation drive from 25 August to 18 September 2021 and matched our employees' donation by 1.5 times. Arising from the donation drive, over \$7,013 was donated to the hospice. The amount donated went towards caring for those who are suffering from life-limiting diseases and to support the grieving families in the impending passing of a loved one.

## Showing appreciation for healthcare workers

In support of the healthcare workers at Tan Tock Seng Hospital who have been working extra hard and risking their well-being and safety everyday during the pandemic, we donated chicken essence and steam eye masks to help relieve the fatigue and stress faced by the healthcare workers.

## Support Singapore Association of the Visually Handicapped

The Mobile Massage Team is an initiative by the Singapore Association of the Visually Handicapped ("SAVH") to facilitate the provision of massage services by a group of qualified, visually-handicapped masseurs at SAVH. We engaged the massage services provided by SAVH as a form of relaxation for our employees and in turn support the livelihood for the masseurs and help the masseurs gain independence and live with dignity.

## Support the underprivileged at Rumah Amal Al Firdaus

The slogan "Kita Jaga Semua" which means "We Take Care All" reflects the objective of the campaign to help the underprivileged people during the pandemic. In order to build a stable nation economically and socially, it brings the awareness and kindness of our Malaysia-based employees who put the interests of others ahead of their own. We donated cash and delivered some essential food to Rumah Amal Al Firdaus, an orphanage home.



Target for FY2021	Performance in FY2021	Target for FY2022
Initiate various campaigns to help the communities	Initiate various community engagement campaigns.	Initiate various campaigns to help the communities

# SUSTAINABILITY REPORT

## 9.7 CORPORATE GOVERNANCE AND CODE OF ETHICS

A high standard of corporate governance and code of ethics is integral in ensuring sustainability of our business as well as safeguarding shareholders' interest and maximising long-term shareholder value. We are committed to carry out business with integrity by avoiding corruption in any form, including bribery, and complying with the local relevant regulatory requirements in the areas, regions or places we operate in.

We have put in place a risk management framework to track and manage the risks to which we are exposed. We regularly assess and review our businesses and operational environment to identify and manage emerging and strategic risks that may impact our sustainability. With a positive and proactive attitude, we believe that risks faced by the Group can be converted into opportunities which will lead to favourable results for us.

An employee handbook is also in place to provide guidance to employees on our culture, fairness and compliance. In addition, we have put in place a whistle blowing policy to provide a mechanism for employees to raise concerns through accessible confidential disclosure channels about possible improprieties in matters of financial reporting, business activities and operations and others.



Our overall Singapore Governance and Transparency Index ("SGTI") score assessed by National University of Singapore Business School is 82 for FY2021 (FY2020: 88). In FY2021, no fraud incidents have been reported (FY2020: zero).

You may refer to the Corporate Governance Report of this Annual Report for details for our corporate governance practices.





Target for FY2021	Performance in FY2021	Target for FY2022
Maintain zero incident of fraud	Maintain zero incident of fraud	Maintain zero incident of fraud

## 10. SUPPORTING THE UN SUSTAINABLE DEVELOPMENT GOALS

We have incorporated the SDGs under the 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015, where appropriate, as a supporting framework to shape and guide our sustainability strategy. The results shown below are how our Sustainability Factors relate to these SDGs:

SDG	Our effort
 <p>3 GOOD HEALTH AND WELL-BEING</p>	<p>Ensure healthy lives and promote well-being for all at all ages</p> <p><u>Section 9.5 Occupational health and safety</u> We create a safe working environment that will lower injury or illness costs, reduce absenteeism and turnover, increase productivity and raise employee morale.</p>
 <p>6 CLEAN WATER AND SANITATION</p>	<p>Ensure availability and sustainable management of water and sanitation for all</p> <p><u>Section 9.3 Energy, water conservation and emission reduction</u> We implement checks and measures to reduce water wastage, which in turn help us to work towards achieving sustainable management and efficient use of natural resources.</p>

# SUSTAINABILITY REPORT

SDG	Our effort
 <p>7 AFFORDABLE AND CLEAN ENERGY</p>	<p>Ensure access to affordable, reliable, sustainable and modern energy for all</p> <p><u>Section 9.3 Energy, water conservation and emission reduction</u></p> <p>We implement measures to reduce our energy consumption as not only does it help to improve energy efficiency and reduce GHG emissions, it also helps us to reduce costs incurred to support our business operations.</p>
 <p>8 DECENT WORK AND ECONOMIC GROWTH</p>	<p>Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all</p> <p><u>Section 9.1 Total customer satisfaction</u></p> <p>We are determined to bring outstanding products and services to our customers, starting from quality management to being attentive and responsive to customer feedback.</p> <p><u>Section 9.2 Sustainable business performance</u></p> <p>We contribute to economic growth through creating long-term economic value for our shareholders.</p>
 <p>10 REDUCED INEQUALITIES</p>	<p>Reduce inequality within and among countries</p> <p><u>Section 9.4 Inclusive workplace and talent management</u></p> <p>We ensure equal opportunities for all employees regardless of age, gender, race as well as educational background.</p> <p><u>Section 9.6 Ongoing community engagement</u></p> <p>We engage in various initiatives to help the communities.</p>
 <p>16 PEACE, JUSTICE AND STRONG INSTITUTIONS</p>	<p>Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels</p> <p><u>Section 9.7 Corporate governance and code of ethics</u></p> <p>We maintain a high standard of corporate governance to safeguard our shareholders' interest and maximise long-term shareholder value and carry out business with integrity by avoiding corruption in any form.</p>

# SUSTAINABILITY REPORT

## 11. GRI CONTENT INDEX

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
<b>ORGANISATION PROFILE</b>			
102-1	Name of the organization	Cover page	–
102-2	Activities, brands, products, and services	<ul style="list-style-type: none"> <li>• Business Lines</li> <li>• Sustainability Report &gt; Material Factors &gt; Total Customer Satisfaction</li> <li>• Notes to the Financial Statements &gt; Investments in Subsidiaries</li> </ul>	10-12 21-22  101-104
102-3	Location of headquarters	<ul style="list-style-type: none"> <li>• Corporate Information</li> <li>• Notes to the Financial Statements &gt; Corporate Information</li> </ul>	5 79
102-4	Location of operations	Geographical Presence	4
102-5	Ownership and legal form	<ul style="list-style-type: none"> <li>• Notes to the Financial Statements &gt; Corporate Information</li> <li>• Notes to the Financial Statements &gt; Investments in Subsidiaries</li> <li>• Shareholdings Statistics</li> </ul>	79  101-104  144-145
102-6	Markets served	Geographical Presence	4
102-7	Scale of the organization	<ul style="list-style-type: none"> <li>• Financial Highlights</li> <li>• Sustainability Report &gt; Material Factors &gt; Sustainable Business Performance</li> <li>• Sustainability Report &gt; Material Factors &gt; Inclusive Workplace and Talent Management</li> <li>• Balance Sheets</li> <li>• Consolidated Statement of Comprehensive Income</li> </ul>	13 23  25-26  74 75
102-8	Information on employees and other workers	Sustainability Report > Material Factors > Inclusive Workplace and Talent Management	25-26

# SUSTAINABILITY REPORT

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
102-9	Supply chain	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Introduction</li> <li>• Sustainability Report &gt; Material Factors &gt; Total Customer Satisfaction</li> </ul>	16 21-22
102-10	Significant changes to the organization and its supply chain	There was no significant changes to the organization and its supply chain during the reporting period	–
102-11	Precautionary Principle or approach	None	–
102-12	External initiatives	Sustainability Report > Supporting the UN Sustainable Development Goals	29-30
102-13	Membership of associations	None	–
STRATEGY			
102-14	Statement from senior decision-maker	Sustainability Report > Board Statement	14-15
ETHICS AND INTEGRITY			
102-16	Values, principles, standards, and norms of behaviour	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Vision, Mission and Core Values</li> <li>• Sustainability Report &gt; Material Factors &gt; Corporate Governance and Code of Ethics</li> <li>• Corporate Governance Report</li> </ul>	16 29 37-64
GOVERNANCE			
102-18	Governance structure of the organization	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Policy, Practice and Performance Reporting &gt; Reporting Structure</li> <li>• Corporate Governance Report</li> </ul>	18 37-64



# SUSTAINABILITY REPORT

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
<b>STAKEHOLDER ENGAGEMENT</b>			
102-40	List of stakeholder groups	Sustainability Report > Stakeholder Engagement	17
102-41	Collective bargaining agreements	None of our employees are covered by collective bargaining agreements	–
102-42	Identifying and selecting stakeholders	Sustainability Report > Stakeholder Engagement	17
102-43	Approach to stakeholder engagement	Sustainability Report > Stakeholder Engagement	17
102-44	Key topics and concerns raised	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Stakeholder Engagement</li> <li>• Sustainability Report &gt; Material Factors &gt; Total Customer Satisfaction</li> </ul>	17 21-22
<b>REPORTING PRACTICE</b>			
102-45	Entities included in the consolidated financial statements	Notes to the Financial Statements > Investments in Subsidiaries	101-104
102-46	Defining report content and topic Boundaries	Sustainability Report > Sustainability Reporting Processes	19
102-47	List of material topics	Sustainability Report > Material Factors	20-29
102-48	Restatements of information	There is minor restatement of the following: <ul style="list-style-type: none"> <li>• Sustainability Report &gt; Material Factors &gt; Sustainable Business Performance</li> </ul>	23
102-49	Changes in reporting	None	–
102-50	Reporting period	Sustainability Report > Reporting Period and Coverage	17

# SUSTAINABILITY REPORT

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
102-51	Date of most recent report	Annual Report 2020 > Sustainability Report	–
102-52	Reporting cycle	Sustainability Report > Reporting Period and Coverage	17
102-53	Contact point for questions regarding the report	Sustainability Report > Feedback	17
102-54	Claims of reporting in accordance with the GRI Standards and GRI content index	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Reporting Framework</li> <li>• Sustainability Report &gt; GRI Content Index</li> </ul>	16 31-36
102-55	GRI content index	Sustainability Report > GRI Content Index	31-36
102-56	External assurance	We will work towards external assurance for our future sustainability reports	–
MANAGEMENT APPROACH			
103-1	Explanation of the material topic and its Boundary	Sustainability Report > Material Factors	20-29
103-2	The management approach and its components	<ul style="list-style-type: none"> <li>• Sustainability Report &gt; Board Statement</li> <li>• Sustainability Report &gt; Policy, Practice and Performance Reporting</li> <li>• Sustainability Report &gt; Material Factors</li> </ul>	14-15 18-20 20-29
103-3	Evaluation of management approach	Sustainability Report > Material Factors	20-29
CATEGORY: ECONOMIC			
201-1	Direct economic value generated and distributed	<ul style="list-style-type: none"> <li>• Financial Highlights</li> <li>• Sustainability Report &gt; Material Factors &gt; Sustainable Business Performance</li> <li>• Balance Sheets</li> <li>• Consolidated Statement of Comprehensive Income</li> </ul>	13 23 74 75

# SUSTAINABILITY REPORT

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
205-3	Confirmed incidents of corruption and actions taken	Sustainability Report > Material Factors > Corporate Governance and Code of Ethics	29
<b>CATEGORY: ENVIRONMENTAL</b>			
302-3	Energy intensity	Sustainability Report > Material Factors > Energy, Water Conservation, Emission Reduction	23-24
303-5	Water consumption	Sustainability Report > Material Factors > Energy, Water Conservation, Emission Reduction	23-24
305-2	Energy indirect (Scope 2) GHG emissions	Sustainability Report > Material Factors > Energy, Water Conservation, Emission Reduction	23-24
305-4	GHG emissions intensity	Sustainability Report > Material Factors > Energy, Water Conservation, Emission Reduction	23-24
<b>CATEGORY: SOCIAL</b>			
403-9	Work-related injuries	Sustainability Report > Material Factors > Occupational Health and Safety	26-27
404-1	Average expenditure of training per year per employee	Sustainability Report > Material Factors > Inclusive Workplace and Talent Management	25-26
404-2	Programs for upgrading employee skills and transition assistance programs	Sustainability Report > Material Factors > Inclusive Workplace and Talent Management	25-26

# SUSTAINABILITY REPORT

GENERAL STANDARD DISCLOSURE		SECTION REFERENCE	PAGE
405-1	Diversity of governance bodies and employees	Sustainability Report > Material Factors > Inclusive Workplace and Talent Management	25-26
406-1	Incidents of discrimination and corrective actions taken	Sustainability Report > Material Factors > Inclusive Workplace and Talent Management	25-26
413-1	Operations with local community engagement, impact assessments, and development programs	Sustainability Report > Material Factors > Ongoing Community Development	27-28

# CORPORATE GOVERNANCE REPORT

Nera Telecommunications Ltd (the “Company”) is committed to high standards of corporate governance so as to ensure greater transparency and protect the interests of its employees, customers and shareholders. The Board of Directors (“Board”) and Management believe that good corporate governance is key to the integrity of the Group and essential to the long-term sustainability of the Group’s businesses and performance.

To discharge its governance function, the Board and its committees have established policies and rules to govern their activities. The Board and its committees are guided by their respective Terms of References.

The Board is pleased to report to its shareholders on the Company’s corporate governance practices for the financial year ended 31 December 2021 with specific reference to each provision of the Code of Corporate Governance 2018 (the “Code”) issued in August 2018. The Board confirms that the principles and provisions of the Code have been adhered to and to the extent that the Company’s practices may vary from the provisions of the Code, the Company has explained in this report how its practices are consistent with the intent of the relevant principles of the Code.

## BOARD MATTERS

The Board oversees the overall strategy and business direction of the Group and is collectively responsible for its success. The Management also plays a pivotal role in providing Board members with complete, adequate and timely information to assist the Board in the fulfilment of its responsibilities.

### PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

#### *Provision 1.1*

#### *Board’s Role*

The principal functions of the Board include, inter alia, providing entrepreneurial leadership, setting strategic objectives, monitoring Management’s performance, establishing a framework for prudent and effective control for risk management, safeguarding shareholders’ interests and the Company’s assets as well as setting values and standards (including ethical standards) for the Company. The Board is also mindful of the Company’s social responsibilities.

The Board sets the directions for the Company where ethics and values are concerned. This helps to nurture an environment where integrity and accountability are keys.

#### *The Board’s Conduct of Affairs*

The principal functions of the Board include, inter alia:

- (a) Providing entrepreneurial leadership, setting key business and financial strategic objectives and strategies and ensuring necessary financial and human resources are in place for the Company to meet those objectives;
- (b) Approving the annual budget, major investments and divestments, and funding proposals;
- (c) Reviewing and monitoring Management’s performance;
- (d) Establishing a framework for the oversight of prudent and effective internal controls, risk management, financial reporting and compliance; and
- (e) Assuming the responsibility for good corporate governance to protect the Company’s assets and enhancing the long-term value of the Company for its shareholders.

# CORPORATE GOVERNANCE REPORT

## **Objective Decision Making**

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group and works with the Management to take objective decisions in the interest of the Group.

Any Director who has a conflict of interest which is likely to impact his or her independence or conflict with a subject under discussion by the Board is required to immediately declare his or her interest to the Board, remove himself or herself from the information flow and recuse from participating in any further discussion or voting on the subject matter.

## **Provision 1.2**

## **Continuous Training and Development of Directors**

Management and Professional Advisers keep the Directors up-to-date on pertinent developments in the business including changes to laws and regulations, corporate governance, financial reporting standards and industry-related matters. Such periodic updates are provided to the Directors to facilitate the discharge of their duties.

The Directors also attend other appropriate courses, conferences and seminars conducted by various Regulatory Authorities, Financial Institutions and Professional Consultants, including, Accounting and Corporate Regulatory Authority (ACRA), Association of Chartered Certified Accountants (ACCA), Australian Institute of Company Directors (AICD), A.T. Kearney, Certified Practising Accountants (CPA) Australia, National Association of Corporate Directors (NACD), Stewardship Asia Centre (SAC), Singapore Institute of Directors (SID), PricewaterhouseCoopers (PwC) and Ernst & Young (EY). Funding is also provided in support of relevant training for the Directors.

The details of courses, conferences and seminars attended by some of the Directors during FY2021 are listed below, with attendance hours totaling approximately 70 hours in aggregate:

ACRA-SGX-SID Audit Committee Seminar
CIMB Cooler Earth Sustainability Summit
CPA Australia Public Practice Conference
INSEAD Towards A Hybrid Corporate Governance Paradigm
SGX Regulatory Symposium 2021
SGX Sustainability Seminar
SID Board Governance Of SPACs
SID Corporate Governance Roundup
SID Creating Value At Board-Level – Markets VS Stock Value
SID Critical Eye Board's Role In Reimagining The Workforce
SID Directors Conference
SID Launch Of The Singapore Directorship Report 2021
SID LED Remuneration Committee Essentials
SID So, You Want To Be A Director
SID Valuation – Addressing Challenges In Uncertain Economic Times
VIOD Board Remuneration Survey

Directors are also encouraged to read and actively engage in informal discussions on subjects which are relevant to the Group's business.



# CORPORATE GOVERNANCE REPORT

## ***Appointment Letter to New Director***

Orientation programmes will be organised during the year for new incoming Directors to ensure that they are familiar with the Company's key businesses and corporate governance practices. This also allows the new director to get acquainted with Senior Management, thereby facilitating board interaction and independent access to Senior Management. Directors may also at any time request further explanations, briefings and informal discussions on any aspect of the Company's operations or business.

## ***Provision 1.3***

### ***Internal Guidelines on Matters Requiring Board Approval***

The Company has adopted internal guidelines governing matters that require the Board's approval.

Matters which are specifically reserved to the Board for approval are:

- (a) Strategic business plans and policies of the Group;
- (b) Annual budgets;
- (c) Material acquisitions and disposal of assets;
- (d) Corporate or financial restructuring;
- (e) Share issuances, interim dividends and other returns to shareholders;
- (f) Matters involving a conflict of interest for a substantial shareholder or a Director; and
- (g) Terms of reference of the Board and its Committees.

The matters which are specifically decided and approved by the Board are clearly documented in the minutes of meetings and kept with the Company.

## ***Provision 1.4***

### ***Delegation of Authority to Board Committees***

The Board is supported by a number of committees to assist it in the discharge of its responsibilities and also enhance the Company's corporate governance framework. These committees include the Nominating Committee ("NC"), the Remuneration Committee ("RC") and the Audit and Risk Management Committee ("ARMC"). Each Board committee has its own specific Terms of Reference setting out the scope of its duties and responsibilities, rules and regulations, and procedures governing the manner in which it is to operate and how decisions are to be taken.

## ***Provisions 1.5 & 1.6***

### ***Meetings of Board and Board Committees***

The Board and its committees meet regularly through scheduled meetings and as warranted by particular circumstances. A schedule of meetings is provided in advance to each Director prior to the commencement of each Financial Year. If Directors are unable to attend meetings in person, telephonic means of communication are allowed under the Constitution of the Company. To enable members of the Board and its committees to prepare for the meetings, agendas together with board papers and related materials are circulated within five working days before the meetings.

# CORPORATE GOVERNANCE REPORT

The Board normally meets at least four times a year with additional meetings convened as and when necessary.

During FY2021, the Company has held six (6) Board Meetings.

## Multiple Board Representations

All Directors are required to declare their Board Representations. The NC has set guidelines on the maximum number of Board appointments in listed companies that Directors can hold to ensure that the Directors are able to commit their time to effectively discharge their responsibilities. The NC recommends that Independent Directors serve concurrently on no more than five listed company Boards, and that the Senior Management serve concurrently on no more than two listed company Boards besides the Company. The NC considers that the multiple board representations held presently by its Directors do not impede their respective performance in carrying out their duties to the Company.

The Directors had committed considerable time towards the many Board meetings and Board Committee meetings held in FY2021 and adjusted their schedules to ensure participation in Board and Board Committee meetings for the deliberation of issues. The NC finds the Directors have committed their time effectively to discharge their responsibilities.

A record of the Directors' attendance at the Board and Board Committee meetings as well as General Meetings for the financial year ended 31 December 2021 is set out below:

2021 Meeting Attendance*	Board Meetings	Audit and Risk Management Committee Meetings	Remuneration Committee Meeting	Nomination Committee Meeting	General Meeting
Number of meetings held in FY2021	6	4	1	1	1
Name of Directors	Number of meetings attended				
Ms. Wong Su-Yen, Chairman	6/6	N/A	1/1	1/1	1/1
Mr. Basil Chan	6/6	4/4	N/A	1/1	1/1
Mr. Tommy Teo Zhi Zhuang	6/6	4/4	N/A	N/A	1/1
Mr. Beck Tong Hong <sup>1</sup>	6/6	N/A	N/A	N/A	1/1
Dr Lee Kwok Cheong <sup>2</sup>	6/6	4/4	1/1	N/A	1/1
Mr. Tan Choon Hong <sup>3</sup>	6/6	N/A	1/1	1/1	1/1
Dr Lim Puay Koon <sup>4</sup>	2/6	N/A	N/A	N/A	N/A
Mr. Chong Hoi Ming <sup>5</sup>	N/A	N/A	N/A	N/A	N/A
Mr. Wong Chee-Yann <sup>6</sup>	N/A	N/A	N/A	N/A	N/A

\* Referred to meetings held/attended while each Director was in office in FY2021.

1 Mr. Beck Tong Hong resigned as Executive Director and Chief Executive Officer on 7 February 2022.

2 Dr Lee Kwok Cheong resigned as Independent Director, the Chairman of Remuneration Committee and a Member of the Audit and Risk Management Committee on 8 March 2022.

3 Mr. Tan Choon Hong resigned as Non-Executive Director, a member of the Nominating Committee and a member of the Remuneration Committee on 28 February 2022.

4 Dr Lim Puay Koon was appointed as Independent Director on 21 October 2021. Dr Lim was further appointed as the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee on 8 March 2022.

5 Mr. Chong Hoi Ming was appointed as Executive Director and Chief Executive Officer on 7 February 2022.

6 Mr. Wong Chee-Yann was appointed as Non-Executive Director, a member of the Nominating Committee and a member of the Remuneration Committee on 28 February 2022.

# CORPORATE GOVERNANCE REPORT

## ***Board's Access to Information***

The Board is supported by accurate, complete and timely information, and has unrestricted access to Management. Management places a high priority on providing timely and accurate information to the Board on an on-going basis, in order for the Directors to discharge their duties efficiently and effectively. Board members receive quarterly management reports pertaining to the operational and financial performance of the Company, including updates on the Company's financials, cash flow positions and forecasts, budget variance reports, order in-take, order backlog and sales pipelines. The Board will also be updated on industry trends and developments.

## ***Provision 1.7***

## ***Board's Access to Management and Company Secretary***

The Board has at all times separate and independent access to the Management through electronic mail, telephone and face-to-face meetings and are entitled at all times to request for any additional information needed to make informed decisions. Similarly, key Management staff, the Company's auditors or external consultants are invited to attend Board and Board Committee meetings to update and provide independent professional advice on specific issues, where necessary.

Directors have separate and independent access to the Company Secretary through electronic mail, telephone and face-to-face meetings.

The role of the Company Secretary includes the responsibility for ensuring that Board procedures are followed and applicable rules and regulations are complied with. Further, the Company Secretary assists in coordinating the flow of information within the Board and Board Committees as well as between the Management and the Board. The Company Secretary also assists the Chairman and the Board in implementing and strengthening corporate governance practices and processes.

## ***Appointment and Removal of Company Secretary***

The appointment and removal of the Company Secretary is subject to the approval of the Board.

## ***Board's Access to Independent Professional Advice***

Where required, procedures are also in place for the Board and individual Board Committees to seek independent professional advice, paid for by the Company.

## **PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE**

## ***Provisions 2.1, 2.2 & 2.3***

## ***Independent Element of the Board, Composition of Independent Directors and Non-Executive Directors on the Board***

As at the date of this report ("Report"), the Board comprises six (6) Directors, one (1) of whom is an Executive Director, two (2) of whom are non-Executive Directors and the remaining three (3) Directors are independent, thus providing a strong independent element on the Board, capable of open, constructive and robust debate on pertinent issues affecting the affairs and business of the Company and the Group.

# CORPORATE GOVERNANCE REPORT

## ***Independence of Directors***

The NC, in its deliberation as to the independence of a Director, takes into consideration examples of relationships as set out in the Code, and considers whether a Director has business relationships with the Group, and if so, whether such relationships can interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent judgment.

The NC, having considered the assessment made by the Directors on the independent status of Ms. Wong Su-Yen, Mr. Basil Chan, Dr Lim Puay Koon and other relevant factors, has determined that each has no relationship with the Company, its related corporations, its substantial shareholders or its officers and is also independent of the executive functions of the Company. In the discharge of their duties, they had exercised their independent business judgment to the best interest of the Company. In this respect, the NC affirmed that Ms. Wong Su-Yen, Mr. Basil Chan and Dr Lim Puay Koon remain as Independent Directors of the Company. Ms. Wong Su-Yen and Mr. Basil Chan had abstained from the discussions and taking a decision in respect of their own independence.

The Board also confirms that none of the Independent Directors has served on the Board beyond nine (9) years from the date of his/her first appointment. However, taking into consideration the need for Board renewal, the Board has undergone refreshment since FY2021 to ensure that the Board comprises of the proper mix of directors to meet both current and long-term needs of the Board by bringing in a new Executive Director and CEO, Mr. Chong Hoi Ming, Independent Director, Dr Lim Puay Koon and Non-Executive Director, Mr. Wong Chee-Yann.

Under Listing Rules of SGX-ST which took effect from 1 January 2022, an independent director will not be considered independent if he has served on the Board for more than nine years unless prior to 1 January 2022 he has obtained approval from shareholders to continue in office under a two-tier voting by (a) all shareholders; and (b) shareholders, excluding the directors and the chief executive officer and their associates.

On this basis, Dr Lee Kwok Cheong resigned on 8 March 2022 at the end of his 9 years term since the date of his first appointment.

## ***Provision 2.4***

## ***Composition and Size of the Board***

The NC conducts an annual review on the composition of the Board which comprises members from different backgrounds and whose core competencies, qualifications, skills and experiences are extensive and other aspects such as gender and age. Having reviewed and considered the composition and diversity of the Board and its committees, the NC has determined that the current Board size and structure is adequate for the business operations of the Company.

A summary of the composition of the Board and its Committees is set out below:

Director	Board	ARMC	NC	RC
Ms. Wong Su-Yen	Chairman, Independent Director	–	Chairman	Member
Mr. Basil Chan	Independent Director	Chairman	Member	–
Mr. Chong Hoi Ming	Executive Director and CEO	–	–	–
Dr Lim Puay Koon	Independent Director	Member	–	Chairman
Mr. Wong Chee-Yann	Non-Executive Director	–	Member	Member
Mr. Tommy Teo Zhi Zhuang	Non-Executive Director	Member	–	–

# CORPORATE GOVERNANCE REPORT

The NC with the concurrence of the Board, is of the opinion that the current Board size of six (6) Directors, is appropriate and that the Board possesses the appropriate diversity. The NC also takes into account gender and age diversity in relation to the composition of the Board, as well as a mix of skills and core competencies of its members, to ensure a good balance and diversity of skills, knowledge and experience. Amongst the directors are IT, accounting, finance, corporate governance and human resource/talent professionals who possess the relevant expertise and skill sets in their respective fields for effective decision making. Key information regarding the Directors is set out on pages 6 to 8 of this Annual Report.

## ***Competency of the Board***

To assist the NC in its annual review of the Directors' mix of skills, knowledge and experience that the Board requires for it to function competently and efficiently, the Directors complete a Board of Directors Competency Matrix form providing information on their areas of specialisation and expertise. The NC reviews and subsequently presents the results to the Board for further consultation, highlighting key areas for improvement.

## ***Provision 2.5***

### ***Regular Meetings of Non-Executive Directors and Independent Directors***

During the year under review, the Non-Executive Directors and Independent Directors communicated among themselves without the presence of Management as and when the need arises. The Chairman of the meeting then provided feedback to the Board and/or Management, as appropriate. The Company also benefitted from Management's ready access to its Directors for guidance and exchange of views both within and outside the formal environment of the Board and Board Committee meetings.

## **PRINCIPLE 3: CHAIRMAN AND CEO**

### ***Provisions 3.1 & 3.2 Roles and Responsibilities of Chairman & CEO***

The functions of the Chairman and the CEO are assumed by two separate individuals so as to ensure effective supervision and maintenance of an appropriate balance of power and authority. There is a clear demarcation between the roles of the Chairman and the CEO, which promotes increased accountability and a greater capacity of the Board for independent decision making.

Ms. Wong Su-Yen is both an Independent Director and Chairman of the Board. She is responsible for the overall leadership of the Board and engages the Senior Management regularly on pertinent issues. She approves the agendas for Board Meetings and promotes a culture of open and free discussion amongst the Directors. She also ensures that the Board receives timely and accurate information from Management, and provides valuable insight, guidance and advice on corporate governance systems and processes.

The new CEO, Mr. Chong Hoi Ming leads the Management and has full executive responsibility for the overall management and performance of the Group's business. He translates the Board's decisions into executive actions and is accountable to the Board.

The Chairman and CEO are not related.

## ***Provision 3.3***

The independent Chairman and the CEO of the Company are separately held by two unrelated individuals. In light of the foregoing, the Board has not appointed a lead independent director.

# CORPORATE GOVERNANCE REPORT

## PRINCIPLE 4: BOARD MEMBERSHIP

### *Provisions 4.1 and 4.2*

#### ***NC Membership and Terms of Reference***

The NC comprises three members, a majority of whom, including the Chairman, are independent. The composition of the NC is as follows:

Ms. Wong Su-Yen, Chairman	(Independent Director)
Mr. Basil Chan	(Independent Director)
Mr. Wong Chee-Yann	(Non-Executive Director, appointed on 28 February 2022)

Mr. Tan Choon Hong was a member of the NC during the financial year 2021; Mr. Tan stepped down on 28 February 2022 and in place, Mr. Wong Chee-Yann was appointed on the same date.

During the year under review, the NC held one (1) scheduled meeting, which all members attended.

The principal functions of the NC are:

- (a) To identify candidates, review nominations for both appointment and re-appointment of the Directors to the Board for its approval. For the appointment of new candidates to the Board, the proposed appointee's background, experience and other board memberships will be taken into consideration. The NC also reviews the Board's succession plans for the Directors, CEO, and Senior Management;
- (b) To review the Board structure, size, competencies including the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board, and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- (c) To review the independence of each Director annually;
- (d) To decide whether a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when the Director has multiple Board representations;
- (e) To assess the effectiveness of the Board and contribution of each Director to the effectiveness of the Board; and
- (f) To review suitable training and professional development programme for the Board and its Directors.

#### ***NC Responsibilities***

The key responsibilities of the NC include making recommendations to the Board on relevant matters such as the process for evaluating the performance of the Board as a whole. It also ensures compliance with the provisions of the Constitution of the Company which stipulates that at each AGM, one-third of the Directors, (or, if their number is not three or a multiple of three, the number nearest to one-third), shall retire from office by rotation in accordance with the Constitution, and may stand for re-election.

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



# CORPORATE GOVERNANCE REPORT

In accordance with the Constitution of the Company, new Directors must submit themselves for re-election at the next Annual General Meeting of the Company and one third of the Directors must retire by rotation at each Annual General Meeting and they shall be available for re-election.

The NC has recommended the nomination of the following Directors retiring under Regulations 94 and Regulation 100 of the Constitution of the Company, for re-election at the forthcoming AGM:

- (i) Mr. Basil Chan (Regulation 94)
- (ii) Dr Lim Puay Koon (Regulation 100)
- (iii) Mr. Chong Hoi Ming (Regulation 100)
- (iv) Mr. Wong Chee-Yann (Regulation 100)

Upon re-election as Director, Mr. Basil Chan will remain as the Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee; Dr Lim Puay Koon will remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee; Mr. Chong Hoi Ming will remain as the Executive Director and CEO of the Company; Mr. Wong Chee-Yann will remain as a member of the Nominating and Remuneration Committees.

As at the date of this report, none of the Company's Independent Directors is appointed as Director on the boards of the Group's principal subsidiaries in jurisdictions outside of Singapore.

## **Alternate Directors**

There are currently no Alternate Directors on the Board.

## **Provision 4.4**

### **Determining Directors' Independence**

Each Director completes a checklist to confirm his/her independence on an annual basis. The NC has reviewed the independence of the Directors as mentioned under Provision 2.1 above and is satisfied that none of the Independent Directors and their immediate family members are related with its related corporations, its substantial shareholders or its officers.

An independent director will not be considered independent if he has served on the Board for more than nine years unless prior to 1 January 2022 he has obtained approval from shareholders to continue in office under a two-tier voting by (a) all shareholders; and (b) shareholders, excluding the directors and the chief executive officer and their associates under the Listing Rules of SGX-ST.

The Board will ensure a maximum tenure for all Independent Directors of nine (9) years pursuant to the SGX-ST Listing Rules unless the NC has conducted an assessment of the Director who has served more than 9 years and considers that he has demonstrated independence from the management of the Group during his term as Independent Director and has shown significant commitment to the Group and brought to the Board his experiences as Independent Director of the Company. If the NC has examined and is satisfied that there is no significant relationship with the Group or the Group's management which would impair his independent judgement, the NC may recommend that shareholders' approval be sought for the Director to continue in office as an Independent Director.

# CORPORATE GOVERNANCE REPORT

## ***Provisions 4.3 and 4.5***

### ***Process for the Selection and Appointment of New Directors***

The NC determines a suitable size and composition of the Board, and evaluates the balance of skills, knowledge and experience of members of the Board required to add value and facilitate effective decision-making, after taking into consideration the scope and nature of the operations of the Company. For the appointment of a new Director, a rigorous search process is undertaken by the NC which evaluates the academic and professional qualifications, knowledge and experience in relation to the business of the Group, independence status and other directorships of the candidate(s). Subsequently, the NC makes a recommendation to the Board for approval of the new Director.

New Directors are at present appointed by way of Board resolution or at the Board meeting based on the evaluation and recommendation made by the NC. Before making a recommendation to the Board for approval, extensive searches are conducted and the NC ensures that the potential candidate possesses the necessary skills, knowledge, qualifications, working experience and other relevant factors that could facilitate the Board in making sound and well considered decisions. The incoming Director will also be required to undertake an assessment of independence.

A formal letter is sent to the newly-appointed Directors upon his/her appointment stating his/her duties and obligations as Director.

### ***Key Information on Directors***

Key information of each member of the Board including directorships and chairmanships in other listed companies, other major appointments, academic/professional qualifications, membership/chairmanship in the Company's Board committees, date of first appointment and last re-election, etc. can all be found under the Directors' Profile section on pages 6 to 8.

## **PRINCIPLE 5: BOARD PERFORMANCE**

### ***Provisions 5.1 and 5.2***

#### ***Board Performance***

The Company has implemented a formal process to assess the Board as a whole, its committees, the Chairman, and each individual Director in their ability to discharge their responsibilities in providing stewardship, corporate governance and oversight of Management's performance.

For the year under review, Directors participated in the evaluation by providing feedback to the NC in the form of completing an overall Board Performance Evaluation, Board of Directors Committee Evaluation and Board of Directors Individual Assessment. To ensure confidentiality and frank assessment, the evaluation returns completed by Directors were submitted to the Company Secretary for collation and the consolidated responses were presented to the NC for review and discussion. The NC has reported to the Board on its review of the Board's performance for the year.

The Chairman will act on the results of the performance evaluation and propose, where appropriate, new members to be appointed to the Board or seek the resignation of Directors.

# CORPORATE GOVERNANCE REPORT

## ***Performance Criteria for Board Evaluation***

The Board Performance Evaluation form is circulated and completed by each member of the Board annually. This involves scoring and an invitation for feedback on a number of key areas, including:

- (a) Board composition and size;
- (b) Board access to timely and accurate information;
- (c) Board processes;
- (d) Internal controls and risk management;
- (e) Board accountability to the shareholders;
- (f) Performance of each Board Committee;
- (g) Board interaction with CEO/Senior Management; and
- (h) Board's Standards of Conduct.

For FY2021, the NC duly observed the aforesaid process and criteria and was satisfied with the results of the review.

## ***Evaluation of Individual Directors***

The performance of Individual Directors is also evaluated annually by the NC. A peer review process is carried out, assessing each Director's contribution to the Board on a number of key areas, including:

- (a) Understanding of the Company's mission, strategic plans and long-term objectives;
- (b) knowledge of the Group's business and operations;
- (c) business acumen;
- (d) knowledge of Corporate Governance and Committee work;
- (e) contribution and engagement;
- (f) communication and interaction;
- (g) integrity; and
- (h) any other special contributions made.

Following the foregoing assessment, the Board is of the view that the Board and its Board Committees operate efficiently and that each Director is contributing to the overall effectiveness of the Board.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

Matters concerning remuneration of the Board, senior executives and employees who are related to the controlling shareholders and/or Directors (if any) are handled by the RC whose primary functions include development of formal and transparent policies on remuneration matters in the Company.

### PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

#### *Provisions 6.1, 6.2 and 6.3*

#### *Remuneration Committee and Terms of Reference*

The Remuneration Committee ("RC") comprises the following three Directors, all of whom are Non-Executive and the majority, including the Chairman, are independent:

Dr Lim Puay Koon, Chairman	(Independent Director, appointed as RC Chairman on 8 March 2022)
Ms. Wong Su-Yen	(Independent Director)
Mr. Wong Chee-Yann	(Non-Executive Director, appointed on 28 February 2022)

Mr. Tan Choon Hong was a member of the RC during the financial year 2021; Mr. Tan stepped down on 28 February 2022 and in place, Mr. Wong Chee-Yann was appointed on the same date.

Dr Lee Kwok Cheong was the RC Chairman during the financial year 2021; Dr Lee stepped down on 8 March 2022 and in place, Dr Lim Puay Koon was appointed on the same date.

During the year under review, the RC held one (1) scheduled meeting, which all members attended.

The RC is guided by its written Terms of Reference, which set out its authority and duties.

The principal functions of the RC are:

- (a) To review and recommend to the Board a general framework for remuneration for the Directors, CEO and Senior Management of the Company;
- (b) To recommend the remuneration of the Non-Executive Directors to the Board for approval at the Annual General Meeting;
- (c) To determine specific remuneration packages for each Executive Director, CEO, Senior Management and any relative of a Director and/or its substantial shareholders who is employed in a managerial position by the Company;
- (d) To review the Company's obligations arising in the event of termination of the Executive Directors, CEO and Senior Management's service contracts and to ensure that these service contracts contain fair and reasonable termination clauses which are not overly generous; and
- (e) To review the remuneration packages of employees related to Executive Director, CEO and substantial or controlling shareholders of the Group and to ensure that the remuneration of such employees are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

# CORPORATE GOVERNANCE REPORT

## ***Provision 6.4***

### ***RC's Access to Advice on Remuneration Matters***

The RC has access to professional advice of external experts in the area of remuneration, where required and paid for by the Company.

No remuneration consultants were engaged by the Company in FY2021.

## **PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION**

### ***Provision 7.1***

#### ***Remuneration of Executive Director and Key Management Personnel***

The Company's remuneration structure for its Executive Director and Key Management Personnel comprises both fixed and variable components. The variable component is performance related and is linked to the Group/Company's performance as well as individual's performance. Such performance-related remuneration is designed to align with the interests of shareholders and other stakeholders and promote long term success of the Group.

For the purpose of assessing the performance of the Executive Director and Key Management Personnel, key performance indicators ("KPIs") are set out for each year.

#### ***Link between Remuneration and Performance***

In determining the remuneration of the Executive Director and Key Management personnel, the RC reviewed their respective KPIs achievement and assessed their performance for the year.

The KPIs for individual performance take into consideration the broad categories of objectives, namely financial, business and functional, regulatory and controls, and organisational and people development as well as alignment to the Group's risk policies. For FY2021, the RC has evaluated the extent to which the Executive Director and each of Key Management Personnel has delivered on the corporate and individual objectives and based on the evaluation, has approved the compensation for the Executive Director and Key Management Personnel which were subsequently endorsed by the Board.

#### ***Contractual Provisions***

The Company does not have any contractual provisions in the employment contracts for the Company to reclaim incentive components of remuneration from Executive Director and Key Management Personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company and the Group. The Executive Director owes a fiduciary duty to the Company. Hence, the Company should be able to avail itself to remedy against the Executive Director in the event of such breach of fiduciary duties.

# CORPORATE GOVERNANCE REPORT

## **Provision 7.2**

### **Remuneration of Non-Executive Directors**

The Board concurred with the RC's proposal for Non-Executive Directors' fees for the financial year ending 31 December 2022, to be payable quarterly in arrears.

The RC and the Board are of the view that the remuneration of the Non-Executive Directors is appropriate and not excessive taking into account factors such as effort and time spent, and the increasingly onerous responsibilities of the Directors. The RC will consider to implement the scheme of Non-Executive Directors' holding shares in the Company, where appropriate, to encourage alignment of interests with shareholders.

The framework for Non-Executive Directors' fees on per annum basis (unless otherwise indicated) is as follows:

	<b>Chairman S\$</b>	<b>Member S\$</b>
Board of Directors	60,000	30,000
Audit and Risk Management Committee	18,000	12,000
Nominating Committee	12,000	6,000
Remuneration Committee	12,000	6,000

No member of the RC was involved in deciding his or her own remuneration.

## **Provision 7.3**

### **Remuneration Framework**

To attract, retain and motivate Directors and employees, the RC establishes appropriate remuneration frameworks for the Directors and Key Management Personnel of the Company. Such frameworks are reviewed periodically to ensure that they remain relevant.

During the year under review, the RC considered and approved the CEO's remuneration package which included salary, bonus and benefits-in-kind. In addition, the RC reviewed the performance of the Key Management Personnel and considered the CEO's recommendation for bonus and remuneration for the Key Management Personnel.

### **Short-term Incentive Scheme**

To build a strong performance-based culture across the Company, a short-term incentive ("STI") scheme has been implemented to reward the achievement of Executive Directors and key management personnel based on the targeted corporate and individual performance identified at the beginning of the performance cycle. It is also devised to motivate employees to achieve the Company's business goals, attract and retain talented senior executives critical to the success of the Company. The STI is paid out in two (2) parts, one part paid in the first year after financial year end and the other part paid in the second year after financial year end.

### **Employee Share Scheme**

The Employee Share Scheme approved at an extraordinary general meeting held on 29 April 2014, was put in place to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees. No share awards were issued in FY2021.



# CORPORATE GOVERNANCE REPORT

## PRINCIPLE 8: DISCLOSURE ON REMUNERATION

### Provisions 8.1 and 8.3

#### Remuneration Report

Details on the remuneration of Directors and key management personnel for the year under review are presented in the following table.

#### Remuneration of Directors

The Directors' fees of the Independent Non-Executive Directors will only be paid upon approval by the shareholders at the Annual General Meeting.

The breakdown (in dollar terms) for the remuneration and fees of the Directors for the year ended 31 December 2021 is as follows:

Remuneration and Fees/Name of Directors	Fees (S\$)	Salary (S\$)	Bonus (S\$)	Total <sup>(1)</sup> (S\$)
<b>S\$500,001 to S\$750,000</b>				
<i>Remuneration paid to Executive Director/CEO</i>				
Mr. Beck Tong Hong <sup>(1)</sup>	–	531,264	37,827 <sup>(2)</sup>	569,091
<b>Below S\$250,000</b>				
<i>Fees paid to Independent and Non-Executive Directors</i>				
Ms. Wong Su-Yen	78,000	–	–	78,000
Dr Lee Kwok Cheong	54,000	–	–	54,000
Mr. Tan Choon Hong	42,000	–	–	42,000
Mr. Basil Chan	54,000	–	–	54,000
Mr. Tommy Teo Zhi Zhuang	42,000	–	–	42,000
Dr Lim Puay Koon <sup>(3)</sup>	5,918	–	–	5,918
Total Directors' Remuneration and Fees	275,918 33%	531,264 63%	37,827 4%	845,009 100%

Notes:

- (1) Executive Director/CEO does not receive Director's fee. His salary and bonus disclosed above include employer's CPF contributions for FY2021.
- (2) The amount of S\$37,827 was the AWS paid to Mr. Beck Tong Hong in year 2021.
- (3) Director's fee was pro-rated for the period he served on the Board during FY2021.

# CORPORATE GOVERNANCE REPORT

## Remuneration of Key Management Personnel

Top five highest paid key executives of the Company who received remuneration in the S\$250,000 and S\$500,000 band and below S\$250,000 (in percentage terms) during the calendar year are set out below:

Name and Position of Key Management Personnel	Salary <sup>(1)</sup>	Bonus <sup>(2)</sup>	Total	Remuneration Bands of S\$250,000 to S\$500,000 and below S\$250,000
Ms. Tan Geok Leng Jacqueline Chief Financial Officer	81%	19%	100%	S\$250,000 – S\$500,000
Mr. Tan Cham Khain Orlando Chief Commercial Officer	80%	20%	100%	S\$250,000 – S\$500,000
Mr. Pantoja, Rodolfo Pagua Country Manager, Philippines	88%	12%	100%	Below S\$250,000
Mr. Ng Meng Yeow Ezekiel Teddy <sup>(3)</sup> Deputy Head, Wireless Infrastructure Networks	97%	3%	100%	Below S\$250,000
Mr. Tan Kok Ann Alan <sup>(4)</sup> Vice President, Group Human Resources & Administration	95%	5%	100%	Below S\$250,000
Total Remuneration of Top 5 Key Management Personnel	86% \$1,045,686	14% \$171,088	100% \$1,216,774	

Notes:

(1) Salary includes allowances, benefits in-kind and statutory contributions.

(2) Bonus includes statutory contributions.

(3) Mr. Ng Meng Yeow Ezekiel Teddy last day of service was on 13 January 2022.

(4) Mr. Tan Kok Ann Alan last day of service was on 31 August 2021.

The Code recommends the disclosure of the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).

## Provision 8.2

### Employee Related to Directors/CEO/Substantial Shareholders

There is no employee who is an immediate family member of a Director, CEO or Substantial Shareholder of the Company, whose remuneration exceeded S\$100,000 during FY2021.

# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND AUDIT

### PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

#### *Provision 9.1*

#### ***Risk Management and Internal Controls System***

The Board recognises the importance of maintaining sound systems of risk management and internal controls to safeguard shareholders' interests and the Group's assets. The ARMC oversees and ensures that the Company's risk management and internal controls system have been appropriately implemented and monitored.

A summary of the Company's risk management and internal control systems is appended below.

#### ***Risk Management***

The Group adopts a comprehensive and systematic approach towards Enterprise Risk Management ("ERM") to help identify, measure, prioritise and respond to risks challenging its objectives, initiatives, and day-to-day operating activities.

As part of ERM, the Group has conducted on an annual basis a Risk Assessment exercise where a total of ten key risks have been identified and evaluated. In addition, the Group evaluates its risk exposure by adopting a Four-by-Four Matrix Model where risks are assigned risk exposure ratings based on the likelihood and consequences of each risk identified.

The Group recognises risk management as a collective effort beginning with the individual subsidiaries and business units, followed by the operating segments and ultimately the Management and the Board, working as a team.

#### ***Internal Controls***

An internal control system has been implemented to enhance the Group's internal control function in areas such as finance, operations, compliance and information technology. The internal control measures aim to ensure that the Group's assets are safeguarded, proper accounting records are maintained, and that financial information used within the business and for publication is reliable.

#### *Provision 9.2*

#### ***Adequacy and Effectiveness of Risk Management and Internal Control Systems***

ERM has become an essential part of the Group's business planning and monitoring process and has been incorporated into its business cycle. The Group engages a professional services firm PricewaterhouseCoopers Services Risk Services Pte. Ltd. ("PwC") to conduct internal audit reviews based on the plan approved by the ARMC.

During the year under review, the ARMC reviewed reports submitted by the internal auditors relating to the effectiveness of the Group's internal controls, including the adequacy of the Group's financial, operational, compliance and information technology controls. These reports covered the year 2021.

# CORPORATE GOVERNANCE REPORT

## ***Board's Comment on Adequacy and Effectiveness of risk management and Internal Controls***

The Board is satisfied that the Company worked closely with the internal and external auditors to implement the recommended measures and procedures, and strived to achieve high standards in risk management and internal controls.

Based on the framework of risk management and internal controls established and maintained in the Group, the work performed by the internal auditors, statutory audit review undertaken by the external auditors, the Board with the concurrence of the ARMC, is of the opinion that the risk management and internal control systems that the Group has put in place to address the financial, operational, compliance and information technology risks are adequate and effective as at 31 December 2021 to meet the needs of the Group's current business environment. The Board has received written assurance from the CEO and the Chief Financial Officer that:

- (a) the financial records have been properly maintained and the financial statements for FY2021 give a true and fair view of the Group's operations and finances; and
- (b) the Group's risk management and internal control systems are adequate and effective.

The Board notes that the system of internal controls provides reasonable but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide an absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, fraud or other irregularities.

## ***Risk Committee***

The responsibility of overseeing the Company's risk management framework and policies is undertaken by the ARMC with the assistance of the internal auditors. Having considered the Company's business operations as well as its existing internal control and risk management systems, the Board is of the view that a separate Risk Committee is not required.

## **PRINCIPLE 10: AUDIT AND RISK MANAGEMENT COMMITTEE**

### ***Provision 10.1***

### ***Roles, Responsibilities and Authorities of ARMC***

The ARMC is guided by its Terms of Reference which stipulate that its principal functions include, inter alia, reviewing the annual audit plans (internal and external), the system of internal controls and management of financial risks, the effectiveness and adequacy of the internal audit function which is outsourced to a professional services firm, regulatory compliance matters, the risk management framework, recommendation on the appointment/re-appointment/removal of external auditors and their remuneration.

The key functions of the ARMC are:

- (a) Review the adequacy and effectiveness of financial, operational, compliance controls and risk management;
- (b) To consider the appointment and re-appointment of the external auditors, audit fee and matters relating to the removal of the auditors;

# CORPORATE GOVERNANCE REPORT

- (c) To review the audit plans and reports of the internal and external auditors and consider the effectiveness of the actions taken by Management on the auditors' recommendations, review and evaluate the Group's internal accounting controls system;
- (d) To review the assurance from the CEO and Chief Financial Officer on the financial records and financial statements;
- (e) To review the half year and annual financial statements for recommendation to the Board for approval, focusing in particular, on:
  - (i) Significant financial reporting issues and judgments
  - (ii) Changes in accounting policies and practices
  - (iii) Major risk areas
  - (iv) Significant adjustments resulting from the audit
  - (v) Going Concern statement
  - (vi) Compliance with accounting standards
  - (vii) Compliance with statutory and regulatory requirements
- (f) To review any suspected fraud or irregularity, or suspected infringement of any law, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position;
- (g) To review Interested Party Transactions;
- (h) To review the scope and results of the internal audit procedures; and
- (i) To review the assistance given by the Management to the auditors.

The ARMC has explicit authority to investigate any matter within its Terms of Reference. It has full access to, and has had the full co-operation of the Management and staff. It also has full discretion to invite any Director or any member of the Management to attend its meetings.

On a half-yearly basis, the ARMC reviewed the interested person transactions, if any, and financial results announcements of the Company before their submission to the Board for approval.

The ARMC has explicit authority to investigate any matter including whistle-blowing within its Terms of Reference. All whistle-blower complaints were reviewed by the ARMC to ensure independent and thorough investigation and adequate follow-up action as well as arrangements for staff or third party to raise concerns and improprieties in confidence. The Company has maintained a whistle-blowing register to record all the whistle-blowing incidents. The contents were reviewed by the ARMC at its quarterly meetings and closed appropriately.

The ARMC has full access to, and has had the full co-operation of the Management and staff. It also has full discretion to invite any Director or any member of the Management to attend its meetings.

# CORPORATE GOVERNANCE REPORT

Minutes of the ARMC meetings are routinely tabled at Board meetings for information.

The ARMC had reviewed the external auditor's audit plan for FY2021 and agreed with the auditor's proposed significant areas of focus and assumptions that impact the financial statements. In ARMC's review of the financial statements of the Group for FY2021, it had discussed with Management the accounting principles that were applied and their judgment of items that could affect the integrity of the financial statements and also considered the clarity of key disclosures in the financial statements. The ARMC also reviewed and addressed, amongst other matters, the following key audit matters as reported by the external auditors for FY2021.

KAM	HOW THE ARMC REVIEWED THESE MATTERS AND WHAT DECISIONS WERE MADE
<b>Revenue recognition</b>	The ARMC reviewed the policy and basis for revenue recognition with management and concurred with their determination of the revenue. The ARMC discussed with the auditors on their audit procedures performed including the Group's basis for identification of performance obligations and whether they were satisfied over time or at a point in time, review of contract revenues recognised and project costs incurred as well as management's estimate of the costs to complete. The ARMC was satisfied with the appropriateness of the revenue recognised in the consolidated financial statements of the Group for the financial year ended 31 December 2021.
<b>Recoverability of trade receivables and contract assets</b>	The ARMC assessed the recoverability of specific long overdue trade receivables and potential impairment of contract assets. The ARMC noted that the audit procedures performed by the auditors included evaluating management's assumptions and inputs used in the computation of historical credit loss rates and reviewing the data and information that management had used to make forward-looking adjustments as well as requesting for confirmations and obtaining evidence of receipts subsequent to the year end from selected customers. It concurred with management on the adequacy of the provision for trade receivables and impairment of contract assets for the financial year ended 31 December 2021.

The Management reported to and discussed with the ARMC on changes to the accounting standards and accounting issues which have a direct impact on the financial statements. Directors had also been invited to attend relevant seminars on changes to accounting standards and issues by leading accounting firms.

## **ARMC to Keep Abreast of Changes to Accounting Standards**

In addition to the activities undertaken to fulfil its responsibilities, the ARMC is kept up to date by the Management, external and internal auditors on changes to accounting standards, SGX-ST Listing Rules and other codes and regulations which can have an impact on the Group's business and financial statements.

## **Independence of External Auditors**

The ARMC oversees the Group's relationship with its external auditors. It reviews the selection of the external auditors and recommends to the Board the appointment, re-appointment and removal of the external auditors, the remuneration and terms of engagement of the external auditors. The annual re-appointment of the external auditors is subject to shareholders' approval at each AGM of the Company.

The ARMC has reviewed the independence and objectivity of the external auditors through discussions with the external auditors and an annual review of the nature, extent and charges of non-audit services provided by the external auditors and the ARMC was of the view that the non-audit services (namely for tax compliance services) provided by the external auditors in FY2021 did not prejudice their objectivity and independence.

# CORPORATE GOVERNANCE REPORT

In respect of the audit quality indicators, the ARMC had reviewed, in particular, the following areas: audit hours planned, experience of the team, adequacy of training received by the team, results of internal and third party's inspection of their work, compliance with independence requirement, quality control, staff oversight, and staff attrition rate.

A breakdown of the fees paid to the Group's external auditor (including its member firms) is disclosed in the table below:

<b>External Auditor Fees for FY2021</b>	<b>S\$'000</b>	<b>% of Total Fees</b>
Total Audit Fees	385	88
Total Non-Audit Fee	52	12
Total Fees	437	100

The ARMC had recommended and the Board had accepted proposing to the shareholders, the re-appointment of Ernst & Young LLP as the independent auditors for the Group in the ensuing year. The Company has complied with Rules 712, 715 and 716 of the listing manual of the SGX-ST ("Listing Manual") in relation to the Company's appointment of its auditors.

## ***Whistle-blowing Policy***

To encourage proper work ethics and eradicate any internal improprieties, unethical acts, malpractices, fraudulent acts, corruption and/or criminal activities in the Group, the Company has implemented a Whistle-blowing Policy. The policy provides a mechanism by which concerns about, including but are not limited to, plausible improprieties in matters of financial reporting, dishonest practice, suspected fraud, bribery and corruption may be raised. A Whistle-blowing Committee ("WBC") had been established for this purpose.

The Company's Whistle-blowing Policy allows not just employees but also external parties to raise concerns and offer reassurance that they will be protected from reprisals or victimisation for whistle-blowing in good faith.

Assisted by the WBC, the ARMC addresses issues/concerns raised and arranges for investigation and/or follow-up of appropriate action. The ARMC reports to the Board any issues/concerns received by it and the WBC, at the ensuing Board meeting. Should the ARMC or WBC receive reports relating to serious offences, and/or criminal activities in the Group, they and the Board have access to the appropriate external advice where necessary. Where appropriate or required, a report shall be made to the relevant governmental authorities for further investigation/action.

## ***Whistle-blowing Committee ("WBC")***

The WBC consists of:

- ARMC
- Internal auditors of the Group, PwC Risk Services Pte Ltd

The WBC is empowered to:

- look into all issues/concerns relating to the Group (except for those directed specifically to or affecting any member of the WBC which are dealt with by the ARMC);



# CORPORATE GOVERNANCE REPORT

- make the necessary reports and recommendations to the ARMC or the Board for their review and further action, if deemed required by them; and
- access the appropriate external advice where necessary and, where appropriate or required, report to the relevant governmental authorities for further investigation/action.

The Group takes concerns on the integrity and honesty of its employees very seriously. The Whistle-blowing Policy as well as whistle-blowing communication channel, have been disseminated to all staff via email and also posted on the Company's corporate website. A copy of the Policy is also made available at the Company's internal shared drive for staff reference. This is to encourage the staff to report any behaviour or action that anyone reasonably believes might be suspicious, against any rules/regulations/accounting standards as well as internal policies. Whistle-blowers can also email to members of the ARMC directly at [auditcommittee@nera.net](mailto:auditcommittee@nera.net) in confidence and his/her identity is protected from reprisals within the limits of the law.

The Company treats all information received confidentially and protects the identity and the interest of all whistle-blowers. Anonymous reporting will also be attended to and anonymity honoured.

All newly recruited employees are briefed on the existence of the Policy during induction programme.

It has also been a standard item in the agenda of the quarterly meeting of the ARMC to review any entries in the register of whistle-blowing, and progress of investigation, if it remains outstanding.

The Whistle-blowing Policy is reviewed by the ARMC once every two years to assess the effectiveness of the processes in place and to ensure that the said policy is updated with any related changes in legal and regulatory requirements. The last review was in June 2020.

## **Provision 10.2**

### **ARMC Membership**

The ARMC comprises the following three Directors, all of whom are Non-Executive and the majority, including the Chairman, are independent:

Mr. Basil Chan, Chairman	(Independent Director)
Dr Lim Puay Koon	(Independent Director, appointed as ARMC member on 8 March 2022)
Mr. Tommy Teo Zhi Zhuang	(Non-Executive Director)

Dr Lee Kwok Cheong was a member of the ARMC during the financial year 2021; Dr Lee stepped down on 8 March 2022 and in place, Dr Lim Puay Koon was appointed on the same date.

During the year under review, the ARMC held four (4) scheduled meetings, which all members attended.

# CORPORATE GOVERNANCE REPORT

## ***Provision 10.3***

### ***Expertise of ARMC Members***

The ARMC members bring with them invaluable professional expertise in the accounting and financial management domains.

The Chairman of the ARMC, Mr. Basil Chan, is a Chartered Accountant and is a fellow member of the Institute of Chartered Accountants in England and Wales (“ICAEW”), a fellow member of the Institute of Singapore Chartered Accountants (“ISCA”) and a Fellow of the Singapore Institute of Directors (“FSID”). The other members of the ARMC have many years of experience in business management and finance services. The Board is satisfied that the members of the ARMC have recent and relevant accounting or related financial management expertise and experience to discharge the ARMC functions.

### ***Cooling-off Period for Partners or Directors of the Company’s Auditing Firm***

No former partner or Director of the Company’s existing auditing firm or auditing corporation is a member of the ARMC.

## ***Provision 10.4***

### ***Internal Auditors***

The ARMC’s responsibilities over the Group’s internal controls and risk management are complemented by the work of the internal auditors (“IA”).

The Company has outsourced its internal audit function to PricewaterhouseCoopers Risk Services Pte. Ltd. (PwC). The Board has approved the recommendation of the ARMC to engage PwC as IA of the Company. The ARMC assesses the adequacy of the IA function through the review of PwC’s internal audit plan and the quality of its report. The IA has unrestricted access to all the Company’s documents, records, properties and personnel, including access to the ARMC. The IA’s primary line of reporting is to the Chairman of the ARMC.

### ***Internal Audit Function***

The Company’s internal audit function is independent of the activities it audits. The IA, PwC, is staffed with professionals with relevant qualifications and experience. Our engagement with PwC stipulates that its work shall comply with the PwC’s Internal Audit Services Methodology which is aligned with the International Standards for the Professional Practice of Internal Auditing (IIA Standards) issued by the Institute of Internal Auditors.

The internal audit was conducted based on a two-year internal audit plan starting September 2018 that was approved by the ARMC. The two-year internal audit plan entails a review of the major functions or business units of the Group.

Having reviewed the audit plan of PwC, the ARMC is satisfied that the Company’s internal audit function is independent, effective and adequately resourced to perform the work for the Group.

### ***Adequacy and Effectiveness of Internal Audit Function***

The ARMC reviews the adequacy of the internal audit function to ensure that internal audits are conducted effectively and that Management provides the necessary co-operation to enable the IA to perform its function. The ARMC also reviews the IA’s reports and remedial actions implemented by Management. The ARMC was satisfied that the internal audit function were adequate and effective.

# CORPORATE GOVERNANCE REPORT

## ***Provision 10.5***

### ***Meeting with External and Internal Auditors***

During the year, the Company's internal and external auditors were invited to attend the ARMC meetings and make presentations as appropriate. They also met separately with the ARMC without the presence of Management.

## **SHAREHOLDER RIGHTS AND ENGAGEMENT**

### **PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETING**

#### ***Provision 11.1***

##### ***Sufficient Information to Shareholders***

The Company believes in providing sufficient and regular information to its shareholders. In this respect, the Board adopts a comprehensive policy to provide clear, timely and fair disclosure of information about the Company's business developments and financial performance that may have a material impact on the price or value of its shares.

##### ***Providing Opportunity for Shareholders to Participate and Vote at General Meetings***

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements via SGXNET and the reports/circulars sent to all shareholders. All resolutions tabled at general meetings are put to vote by poll voting.

Shareholders are also informed of the rules and voting procedures governing such meetings.

##### ***Effective Shareholders' Participation***

To facilitate shareholders' effective participation at General Meetings, the Company holds its General Meetings at a location which is considered convenient and accessible to shareholders. All shareholders of the Group receive annual report, circulars and notices of all shareholders' meetings. The notices are advertised in the newspapers and made available on SGXNET.

The Group fully supports the Code's principle to encourage shareholders' participation in and vote at all the general meetings. The Company's Constitution allows the appointment of not more than two proxies by shareholders to attend the AGM and vote on his/their behalf. Shareholders who hold shares through nominees are allowed, upon prior request through their nominees, to attend the General Meetings as proxies without being constrained by the two-proxy requirement.

However, in view of the COVID-19 outbreak, the COVID-19 (Temporary Measures) Order 2020 sets out the alternative arrangements in respect of holding of general meetings of companies. As a consequence, the Company held its last AGM in respect of FY2020 on 27 April 2021 by way of electronic means, through a "live" audio-visual webcast and a "live" audio-only stream.

Shareholders participated in the AGM via electronic means, and their questions in relation to any resolution set out in the notice of AGM were sent to the Company in advance of the AGM. The Company had received questions from a few shareholders and the Company had on 26 April 2021 published on the SGXNET and on the Company's website the Company's responses to all questions submitted in advance by the shareholders.

# CORPORATE GOVERNANCE REPORT

In view of the current COVID-19 situation continue to evolve, the forthcoming AGM of the Company in respect of FY2021 will be convened and held by electronic means in accordance with the alternative arrangements for holding of general meetings approved by the relevant authorities.

## ***Provision 11.2***

### ***Separate Resolutions at General Meetings***

At the shareholders' meeting, the Board ensures that separate resolutions are proposed for approval on each distinct issue at General Meetings. Shareholders can vote either in person or through proxies.

### ***Proxies for Nominee Companies***

The Constitution of the Company allows all shareholders (who are not relevant intermediaries as set out in the Companies Act) to appoint up to two proxies to attend general meetings and vote on their behalf. The Companies Act allows relevant intermediaries such as the Central Provident Fund (CPF) agent bank nominees to appoint multiple proxies, and empower CPF investors to attend and vote at general meetings of the Company as their CPF agent banks' proxies.

## ***Provision 11.3***

### ***Attendees at General Meetings***

The Chairman of the Board and its committees attend all General Meetings to address issues raised by shareholders. The Company's external auditors are also present to address any relevant queries from shareholders on the conduct of the audit and the preparation and contents of the auditors' report. Appropriate key management executives are also present at the General Meetings to respond, if necessary, to operational questions from shareholders.

The Directors' attendance at the General Meeting can be found on page 40 of this Annual Report.

## ***Provision 11.4***

The Company, however, has not implemented measure to allow shareholders who are unable to vote in person at the Company's AGM the option to vote in absentia, such as via mail, electronic mail or facsimile transactions as the authentication of shareholder indemnity information and other related security issues still remain a concern.

## ***Provision 11.5***

### ***Minutes of General Meetings***

The minutes of General Meetings, are available to shareholders at the registered office of the Company at 109 Defu Lane 10, Singapore 539225 during normal business hours upon written request. The minutes of General Meetings will be published on the SGXNET and the Company's corporate website at <https://www.nera.net/latest-news.html>.

# CORPORATE GOVERNANCE REPORT

## ***Provision 11.6***

### ***Dividend Policy***

As at the date of this Report, the Company does not have a formal dividend policy in place. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. Any payouts are clearly communicated to shareholders in public announcements and via announcements on SGXNET when the Company discloses its financial results.

The Company does not propose a dividend for FY2021 as it incurred a loss for the year and intends to conserve cash for its operations.

## **PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS**

### ***Provisions 12.1, 12.2 and 12.3***

#### ***Communication with Shareholders***

In line with the continuous disclosure obligations under the listing rules of the SGX-ST and the Singapore Companies Act 1967, the Board informs shareholders promptly of all major developments that may have material impact on the Group.

The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. Material information on the Group is being released to the public through the Company's announcements via the SGXNET.

#### ***Timely Information to Shareholders***

The Company communicates with its shareholders and the investment community through the timely release of announcements to the SGX-ST via SGXNET including the financial statements announcements of the Company and the Group, which are published through the SGXNET on a half-yearly basis. In between half-yearly financial results, the Company provides business updates to its shareholders to keep them abreast of the Company's development and environment.

In addition, in line with the Company's corporate social responsibility initiatives and sustainability strategy, the Company has implemented the use of electronic communications since year 2021 and shareholders can download its Annual Report from the Company's website. Nevertheless, shareholders who wish to receive a printed copy of the Annual Report could complete and forward the Annual Report Request Form (which could be downloaded from the SGXNET) to the Company within the stipulated timeframe.

Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings. The Company provides regular briefings to analysts on its half yearly and full year results.

#### ***Soliciting and Understanding Views of Shareholders***

To promote a better understanding of shareholders' views, the Board actively encourages shareholders to participate during the Company's General Meetings. These meetings provide excellent opportunities for the Company to obtain shareholders' views on value creation.

# CORPORATE GOVERNANCE REPORT

All resolutions at AGMs are put to vote by poll to allow greater transparency and more equitable participation by shareholders. An independent scrutineer, Corporate Republic Advisory Pte. Ltd. appointed by the Company to ensure the satisfactory procedure of the electronic polling process and to direct and supervise the counting of votes during the last Annual General Meeting held in 2021.

## ***Regular Dialogue with Shareholders***

General Meetings have been and are still the principal forum for dialogue with shareholders. The Company also communicates with its shareholders, both institutional and retail, on a regular basis. Annual Reports and Notices of the General Meetings are forwarded to all shareholders of the Company. Notices of the General Meetings are also advertised in the newspaper.

All Directors, including chairpersons of the ARMC, NC and RC are encouraged to be present at the General Meetings. At the General Meetings, shareholders are given the opportunity to engage the Board and Management on the Group's business activities, financial performance and other business-related matters. To further enhance its communication with investors, the Company maintains a corporate website which includes a dedicated Investor Relations section. (<http://www.nera.net/>).

In view of the COVID-19 pandemic, Notice of the AGM, Letter to Shareholders detailing the alternative arrangements for the AGM held on 27 April 2021 and Annual Report Request Form were published on both SGXNET and the Company's website. Shareholders could request for printed copy of the Annual Report by submitting the Request Form to the Company.

The Chairman, CEO and Chief Financial Officer were present in person at the virtual 2021 AGM proceedings, while the rest of the Directors joined the 2021 AGM by way of video conference. The Minutes of the AGM was published on both SGXNET and the Company's website after the AGM.

The Company's website also contains the latest and past annual reports, quarterly results and results' presentation slides as presented to analysts. The Company's Investor Relations contact is also reflected on the website, to enable shareholders to contact the Company, if required.

## **MANAGING STAKEHOLDERS RELATIONSHIPS**

### **PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS**

#### ***Provisions 13.1 and 13.2***

#### ***Relationship with stakeholders***

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to secure the long-term future of the Company. The Company's efforts on sustainability are focused on creating sustainable value for our key stakeholders, which include communities, customers, staffs, regulators, shareholders and vendors. During FY2021, the Company's strategy and keys areas of focus in relation to the management of stakeholder relationships can be found under Sustainability Report on page 17.

# CORPORATE GOVERNANCE REPORT

## ***Provision 13.3***

### ***Communications with stakeholders***

The Company's Investor Relations contact is reflected on the website, to enable stakeholders to contact the Company, if required.

## **OTHER CORPORATE GOVERNANCE MATTERS**

The Company has in place internal codes of conduct and practices for its Board members and employees on securities transactions while in possession of price-sensitive information and their conduct of business activities.

### ***Dealings in Securities - Rule 1207(19) of the Listing Manual***

The Company has adopted a policy on securities dealing by Directors and officers of the Company and its subsidiaries (comprising Directors and Key Personnel) in the form of a Code of Best Practices on Security Dealings (the "Code") to govern and regulate transactions relating to securities in the Company. The Code is based on the best practices on dealings in securities issued by SGX-ST and has been circulated to all relevant parties.

The Company issues circulars informing them that they, while in possession of price-sensitive information, must not trade in the listed securities of the Company one month before the announcement of the Company's half year and full year results and ending on the date of the announcement of such results. They are also informed not to deal in the Company's securities on short-term considerations.

The Directors are required to notify the Company of any dealings in the Company's securities (during the open window period) within two (2) business days of the transactions. The Board is satisfied with the Group's commitment in compliance with the Code.

The Directors and senior management are aware, and a new Director or senior management staff will be briefed, that the Company should comply with the best practice pursuant to Rule 1207(19)(c) of the Listing Manual in not dealing in its securities during the restricted trading periods. The Company has complied with Rule 1207(19)(c) of the Listing Manual.

### ***Material Contracts***

Pursuant to Rule 1207(8) of the Listing Manual, no material contract had been entered into by the Company or its subsidiaries involving the interests of the CEO, each Director or Controlling Shareholder.

### ***Interested Party Transactions***

The Company has established procedures to ensure that all transactions with interested persons are reported to the ARMC and the transactions are carried out at arm's length and under normal commercial terms. There are no interested person transactions for the financial year ended 31 December 2021.

## **CODE OF CONDUCT AND PRACTICES**

The Group recognises the importance of integrity, professionalism on the conduct of its business activities. Employees are expected to embrace, practice and adopt these values while performing their duties and always to act in the best interest of the Group and avoid situations that may create conflicts of interest.



# DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Nera Telecommunications Ltd (the “Company”) and its subsidiaries (collectively, the “Group”) and the balance sheets and statements of changes in equity of the Company for the financial year ended 31 December 2021.

## 1. Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheets and statements of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## 2. Directors

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

Wong Su-Yen (Chairman)	
Chong Hoi Ming	(appointed on 07 February 2022)
Basil Chan	
Tommy Teo Zhi Zhuang	
Wong Chee-Yann	(appointed on 28 February 2022)
Dr. Lim Puay Koon	

## 3. Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose 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' STATEMENT

## 4. Directors' interests in shares and debentures

The following director, 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 1967, an interest in shares and share options of the Company and related corporations as stated below:

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<b>Ordinary shares of The Company</b>				
Beck Tong Hong	68,000	68,000	—	—
<b>Nera (Philippines), Inc.</b>				
<b>Ordinary shares of Peso 100 each</b>				
Beck Tong Hong	1*	1*	—	—
<b>P.T. Nera Indonesia</b>				
<b>Ordinary shares of US\$2,000 each</b>				
Beck Tong Hong	1*	1*	—	—
<b>Nera Telecommunications (India) Pvt. Ltd.</b>				
<b>Ordinary shares of 10 Rupees each</b>				
Beck Tong Hong	5,000*	5,000*	—	—
<b>Nera Telecommunications (Myanmar) Company Limited</b>				
<b>Ordinary shares of US\$100 each</b>				
Beck Tong Hong	1*	1*	—	—
<b>Nera Telecommunications (Pakistan) Private Limited</b>				
<b>Ordinary shares of 100 Pakistan Rupees each</b>				
Beck Tong Hong	1*	1*	—	—
<b>Nera (Thailand) Limited</b>				
<b>Preference shares of 100 Thai Baht each</b>				
Beck Tong Hong	1*	1*	—	—

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and on 21 January 2022.

Except as disclosed in this report, 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 or on 21 January 2022.

\* Shares are held in trust for the Company.

# DIRECTORS' STATEMENT

## 5. Share plan

At an Extraordinary General Meeting held on 29 April 2014, shareholders approved the Nera Telecommunications Performance Share Plan 2014 (“NeraTel PSP 2014”) for the granting of fully-paid ordinary shares of the Company or their equivalent cash value or combinations thereof, upon the satisfaction of certain prescribed performance condition(s), to eligible directors and other employees.

The NeraTel PSP 2014 is administered by the Remuneration Committee (the “Committee”) comprising three Directors, Dr Lim Puay Koon, Wong Su-Yen and Wong Chee-Yann.

Since the commencement of the NeraTel PSP 2014 till the end of the financial year:

- No shares have been granted to the controlling shareholders of the Company and their associates
- No participant has received 5% or more of the total shares available under the plan
- No shares have been granted to directors and employees of the holding company and its subsidiaries
- No shares that entitle the holder to participate, by virtue of the plan, in any share issue of any other corporation have been granted
- No shares have been granted at a discount

There were no shares granted under the NeraTel PSP 2014 during the financial year.

## 6. Audit and Risk Management Committee

The Audit and Risk Management Committee (“ARMC”) carried out its functions in accordance with section 201B (5) of the Singapore Companies Act 1967, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor’s evaluation of the adequacy of the Company’s system of internal accounting controls and the assistance given by the Group and the Company’s management to the external and internal auditors
- Reviewed the quarterly financial information 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 and the Company’s material internal controls, including financial, operational, compliance and information technology controls and risk management via reviews carried out by the internal auditor
- Met with the external and internal auditors, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARMC
- 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

Further details regarding the ARMC are disclosed in the Corporate Governance Report.

## DIRECTORS' STATEMENT

### 7. Auditors

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditors.

On behalf of the board of directors,

A handwritten signature in black ink, appearing to read 'Wong Su-Yen', with a long horizontal stroke extending to the right.

Wong Su-Yen  
Director

A handwritten signature in black ink, appearing to read 'Chong Hoi Ming', with a long horizontal stroke extending to the right.

Chong Hoi Ming  
Director

Singapore  
13 April 2022

# INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## Report on the audit of the financial statements

### Opinion

We have audited the financial statements of Nera Telecommunications Ltd (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2021, 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 sheets and the statements of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) SFRS(I) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 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 judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the 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.

### Revenue recognition

The Group recognises revenue from contracts by reference to the stage of completion of the respective contract activity (i.e., performance obligations) of its projects at the end of each reporting period. The stage of completion is measured by reference to the cost incurred to date relative to the total estimated cost to satisfy the performance obligation. These assessments required management to apply significant judgment and make assumptions and estimates in measuring costs incurred for each performance obligation, total budgeted contract cost and remaining cost to completion. The subjectivity and complexity involved in these assessments can significantly impact the results of the Group. Accordingly, we have determined this to be a key audit matter.

# INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## Key audit matters (Continued)

### *Revenue recognition (Continued)*

Our audit procedures included, amongst others:

- Evaluated the design and tested the effectiveness of selected internal controls with respect to project management, project cost estimation and budgeting process, and accounting for revenue from contracts.
- Evaluated the Group's procedures and processes for recognising revenue from contracts with customers. We assessed the basis for the identification of performance obligations and whether they are satisfied over time or at a point in time. Our assessment includes examining project documents and reviewing, on a sample basis, contractual terms and conditions and discussed with management on the performance obligations identified.
- Assessed contract revenues recognised and project costs incurred, on a sample basis, by comparing against the relevant contracts and supporting documents such as sales invoices, customer acceptance and supplier invoices.
- Evaluated the key inputs used by management in their estimation of the total cost to complete, on a sample basis, by comparing to supporting documentation such as supplier quotations.
- Assessed the arithmetic accuracy of the revenue and profit recognised based on the stage of completion calculations made for individually significant projects.
- Discussed with management, finance or project heads the progress of significant outstanding projects to understand if there is any known disputes, variation order claims, technical issues or other significant developments and events that could impact the estimated costs to complete the projects.
- Assessed whether the estimates showed any evidence of management bias based on our assessment of the historical accuracy of management's estimates in previous periods, identification and analysis of changes in assumptions from prior periods, and assessed the consistency of assumptions across projects.
- Evaluated the presentation and assessed the adequacy of the disclosure of significant accounting policies for revenue from contracts with customers, judgment and methods used in estimating revenue, contract assets, contract liabilities, capitalised contract costs, and transaction price allocated to remaining performance obligation.

### *Recoverability of trade receivables and contract assets*

Trade receivables and contract asset balances were significant to the Group as they represent 55% of the total assets of the consolidated balance sheet. Trade receivables and contract assets amounted to \$47,510,000 and \$36,823,000 respectively as at 31 December 2021, against which an allowance for expected credit loss ("ECL") and impairment of \$9,268,000 and \$3,873,000 had been made respectively. As at 31 December 2021, 37% of the trade receivables are aged more than 90 days.

The collectability of trade receivables is a key element of the Group's working capital management. Managed on an ongoing basis by local management under the oversight of Group management, the terms of the Group's contracts with customers are complex and could lead to disputes with customers, resulting in long overdue trade receivables.

The Group determines ECL and impairment of trade receivables and contract assets by making debtor-specific assessment of expected impairment loss for long overdue trade receivables and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, adjusted for current and forward-looking information specific to the debtors and economic environment. Management has considered various factors such as past due balances, recent historical payment patterns and credit loss patterns over a period, debtors' financial ability to repay, existence of disputes, economic environment and forecast of future macro-economic conditions where the debtors operate, taking into consideration COVID-19 impact and any other available information concerning the creditworthiness of debtors. These assessments required management to apply significant judgment and accordingly, we determined that this is a key audit matter.

# INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## Key audit matters (Continued)

### *Recoverability of trade receivables and contract assets (Continued)*

Our audit procedures included, amongst others:

- Assessed the Group's processes and controls relating to the monitoring of aged trade receivables and contract assets to identify collection risks.
- Evaluated management's assumptions and inputs used in the computation of historical credit loss rates and reviewed the data and information that management has used to make forward-looking adjustments.
- Requested for confirmations and checked for evidence of receipts subsequent to the year end from selected customers.
- We assessed management's assumptions used to determine expected impairment loss for long overdue trade receivables, through analyses of ageing of receivables to identify collection risk, reviewing historical payment patterns and correspondences with customers on expected settlement dates, taking into consideration of their specific profiles and risks.
- Checked the arithmetic accuracy of management's computation of ECL and impairment.
- Assessed the adequacy of the disclosures on the trade receivables, contract assets, expected credit losses and the related risks such as credit risk and liquidity risk in Note 10 Trade receivables and Note 35 Financial risk management objectives and policies.

## 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.

## 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 SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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



# INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 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 judgment 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.

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

# INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

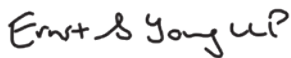
## Auditor's responsibilities for the audit of the financial statements (Continued)

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

## Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Ong Beng Lee, Ken.



Ernst & Young LLP  
Public Accountants and  
Chartered Accountants

Singapore  
13 April 2022

# BALANCE SHEETS

AS AT 31 DECEMBER 2021

	Note	2021 \$'000	Group 31.12.2020 \$'000 (Restated)	1.1.2020 \$'000 (Restated)	Company 2021 \$'000	2020 \$'000
<b>Non-current assets</b>						
Property, plant and equipment	5	5,386	6,235	4,294	230	370
Right-of-use assets	17	1,116	4,165	4,696	155	2,912
Intangible assets	6	971	835	795	869	720
Investments in subsidiaries	7	–	–	–	3,624	5,971
Long term trade and other receivables	11,18	682	648	473	–	–
Deferred tax assets	26	979	806	1,494	239	239
		<u>9,134</u>	<u>12,689</u>	<u>11,752</u>	<u>5,117</u>	<u>10,212</u>
<b>Current assets</b>						
Stocks	8	10,191	6,074	9,728	5,858	3,844
Contract assets	9	36,823	34,410	40,121	12,839	12,971
Trade receivables	10	47,510	64,409	63,528	14,119	13,489
Other receivables, deposits and prepayments	11	22,123	21,650	20,384	17,421	16,544
Amounts due from subsidiaries – trade	12	–	–	–	18,768	19,736
– non-trade	12	–	–	–	18,889	17,567
Fixed deposits	29	647	659	2,259	–	–
Cash and bank balances	29	22,856	22,458	10,745	7,748	10,393
		<u>140,150</u>	<u>149,660</u>	<u>146,765</u>	<u>95,642</u>	<u>94,544</u>
Assets held for sale	4,17	2,744	–	–	2,744	–
		<u>142,894</u>	<u>149,660</u>	<u>146,765</u>	<u>98,386</u>	<u>94,544</u>
<b>Current liabilities</b>						
Trade payables	13	28,206	32,112	38,592	6,726	8,916
Other payables and accruals	14	8,671	9,223	9,024	1,859	3,791
Contract liabilities	9	31,018	21,661	24,896	21,699	16,805
Amounts due to subsidiaries (trade)	12	–	–	–	60	39
Short-term borrowings	16	32,000	28,500	16,500	32,000	28,500
Lease liabilities	17	803	714	652	53	124
Provision for taxation		527	1,024	694	–	225
Provision for warranty	15	531	859	1,222	390	563
		<u>101,756</u>	<u>94,093</u>	<u>91,580</u>	<u>62,787</u>	<u>58,963</u>
Liabilities directly associated with the assets held for sale	16	2,888	–	–	2,888	–
		<u>104,644</u>	<u>94,093</u>	<u>91,580</u>	<u>65,675</u>	<u>58,963</u>
<b>Net current assets</b>		<u>38,250</u>	<u>55,567</u>	<u>55,185</u>	<u>32,711</u>	<u>35,581</u>
<b>Non-current liabilities</b>						
Lease liabilities	17	420	3,578	4,001	103	2,890
Defined benefit obligation	39	423	537	470	–	–
		<u>843</u>	<u>4,115</u>	<u>4,471</u>	<u>103</u>	<u>2,890</u>
<b>Net assets</b>		<u>46,541</u>	<u>64,141</u>	<u>62,466</u>	<u>37,725</u>	<u>42,903</u>
<b>Equity attributable to owners of the Company</b>						
Share capital	19	29,909	29,909	29,909	29,909	29,909
Revenue reserve		19,008	36,811	35,673	7,816	12,994
Translation reserve	20	(2,866)	(2,949)	(3,521)	–	–
Other reserve		490	370	405	–	–
		<u>46,541</u>	<u>64,141</u>	<u>62,466</u>	<u>37,725</u>	<u>42,903</u>

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	2021 \$'000	2020 \$'000 (Restated)
Revenue	9	102,609	131,118
Cost of sales		(83,094)	(101,285)
<b>Gross profit</b>		19,515	29,833
Distribution and selling expenses		(22,747)	(15,400)
Administrative expenses		(9,686)	(10,536)
Other (expenses)/income	21	(1,638)	1,094
<b>(Loss)/Profit from operating activities</b>	22	(14,556)	4,991
Finance income	24	143	254
Finance expenses	25	(647)	(826)
<b>(Loss)/Profit before tax</b>		(15,060)	4,419
Tax	26	(934)	(1,472)
<b>(Loss)/Profit after tax</b>		(15,994)	2,947
<b>Other comprehensive income:</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation of financial statements of foreign operations		83	572
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit obligation		120	(35)
<b>Other comprehensive income for the year, net of tax</b>		203	537
<b>Total comprehensive (loss)/income for the year attributable to owners of the Company</b>		(15,791)	3,484
<b>Earnings per share attributable to owners of the Company (cents per share)</b>			
Basic	27(a)	(4.42)	0.81
Diluted	27(a)	(4.42)	0.81

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Attributable to owners of the Company				
	Share capital (Note 19) \$'000	Revenue reserve \$'000	Translation reserve (Note 20) \$'000	Other reserve \$'000	Total equity \$'000
<b>Group</b>					
<b>At 1 January 2021</b>	29,909	36,811	(2,949)	370	64,141
Loss for the year	–	(15,994)	–	–	(15,994)
Other comprehensive income for the year	–	–	83	120	203
<b>Total comprehensive loss for the year</b>	–	(15,994)	83	120	(15,791)
<u>Contributions by and distributions to owners</u>					
Dividends (Note 28)	–	(1,809)	–	–	(1,809)
<b>Total contributions by and distributions to owners</b>	–	(1,809)	–	–	(1,809)
<b>At 31 December 2021</b>	<u>29,909</u>	<u>19,008</u>	<u>(2,866)</u>	<u>490</u>	<u>46,541</u>
<b>At 1 January 2020 (as previously reported)</b>	29,909	36,978	(3,528)	405	63,764
Adjustment (Note 41)	–	(1,305)	7	–	(1,298)
<b>At 1 January 2020 (as restated)</b>	29,909	35,673	(3,521)	405	62,466
Profit for the year (as previously reported)	–	3,761	–	–	3,761
Adjustment (Note 41)	–	(814)	(3)	–	(817)
Other comprehensive income for the year	–	–	575	(35)	540
<b>Total comprehensive income for the year (as restated)</b>	–	2,947	572	(35)	3,484
<u>Contributions by and distributions to owners</u>					
Dividends (Note 28)	–	(1,809)	–	–	(1,809)
<b>Total contributions by and distributions to owners</b>	–	(1,809)	–	–	(1,809)
<b>At 31 December 2020 (as restated)</b>	<u>29,909</u>	<u>36,811</u>	<u>(2,949)</u>	<u>370</u>	<u>64,141</u>

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Attributable to equity holders of the Company		
	Share capital \$'000	Revenue reserve \$'000	Total equity \$'000
<b>Company</b>			
<b>At 1 January 2021</b>	29,909	12,994	42,903
Loss for the year	–	(3,369)	(3,369)
<b>Total comprehensive loss for the year</b>	–	(3,369)	(3,369)
<u>Contributions by and distributions to owners</u>			
Dividends (Note 28)	–	(1,809)	(1,809)
<b>Total contributions by and distributions to owners</b>	–	(1,809)	(1,809)
<b>At 31 December 2021</b>	<u>29,909</u>	<u>7,816</u>	<u>37,725</u>
<b>At 1 January 2020</b>	29,909	8,033	37,942
Profit for the year	–	6,770	6,770
<b>Total comprehensive income for the year</b>	–	6,770	6,770
<u>Contributions by and distributions to owners</u>			
Dividends (Note 28)	–	(1,809)	(1,809)
<b>Total contributions by and distributions to owners</b>	–	(1,809)	(1,809)
<b>At 31 December 2020</b>	<u>29,909</u>	<u>12,994</u>	<u>42,903</u>

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

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	2021 \$'000	2020 \$'000 (Restated)
<b>Cash flows from operating activities</b>			
(Loss)/Profit before tax		(15,060)	4,419
Adjustments for:			
Amortisation of intangible asset	6	193	88
Bad debts written off	22	91	38
Depreciation of property, plant and equipment	5	575	668
Depreciation of right-of-use assets	17	947	971
Interest expense	25	647	826
Interest income	24	(143)	(254)
Net fair value (income)/loss on derivatives		(98)	55
Net write off/(gain) on disposal of property, plant and equipment	22	233	(7)
Net allowance/(write-back) for contract assets	10	1,902	(77)
Stocks write-down	8	583	169
Net allowance/(write-back) for doubtful trade debts	9	7,553	(54)
Net provision for warranty	15	76	119
Gain on sale of customer contracts		(774)	–
Pension cost		29	48
<b>Operating (loss)/profit before working capital changes</b>		(3,246)	7,009
Decrease/(increase) in:			
Stocks		(4,898)	3,574
Contract assets		(4,609)	5,767
Trade receivables		8,857	(1,507)
Other receivables, deposits and prepayments		(1,351)	(1,919)
Increase/(decrease) in:			
Trade payables		(2,892)	(6,474)
Other payables and accruals		(487)	323
Contract liabilities		9,343	(3,315)
Provision for warranty		(396)	(486)
Effect of exchange rates changes		746	566
<b>Cash generated from operations</b>		1,067	3,538
Income tax (paid)/refund		(1,184)	120
Interest paid		(374)	(494)
Benefits paid out from pension fund	39	(23)	(33)
<b>Net cash flows (used in)/generated from operating activities</b>		(514)	3,131
<b>Cash flows from investing activities</b>			
Proceeds from disposal of property, plant and equipment		5	8
Purchase of property, plant and equipment	5	(216)	(2,241)
Purchase of intangible assets	6	(333)	(130)
Proceeds from sale of customer contracts		1,304	–
Interest received		138	246
<b>Net cash flows generated from/(used in) investing activities</b>		898	(2,117)
<b>Cash flows from financing activities</b>			
Dividends paid to shareholders of the Company	28	(1,809)	(1,809)
Proceeds from bank loans		37,000	49,000
Repayment of bank loans		(33,500)	(37,000)
Repayment of lease liabilities		(1,051)	(1,008)
<b>Net cash flows generated from financing activities</b>		640	9,183
<b>Net increase in cash and cash equivalents</b>		1,024	10,197
Effect of exchange rates changes on cash and bank balances		(641)	(91)
Cash and cash equivalents at beginning of year		23,020	12,914
<b>Cash and cash equivalents at end of year</b>	29	23,403	23,020

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



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 1. Corporate information

The Company is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST). The ultimate holding company is PGA Partners Ltd, acting solely in its capacity as general partner of Canopus Asia Systems, L.P.. The immediate holding company is Asia Systems Ltd, a wholly-owned subsidiary of Canopus Asia Systems, L.P.. Asia Systems Ltd, PGA Partners Ltd and Canopus Asia Systems, L.P. are domiciled in Cayman Islands.

The registered office and principal place of business of the Company is 109 Defu Lane 10, Singapore 539225.

The principal activities of the Company are to engage in the sale, distribution, design, engineering, servicing, installation and maintenance of telecommunication systems and products in transmission networks and satellite communications and information technology networks. The principal activities of the subsidiaries are shown in Note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial 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 (International) (SFRS(I)).

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

The consolidated 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 Group incurred a net loss of \$15,994,000 for the financial year ended 31 December 2021 (net profit of \$2,947,000 for the financial year ended 31 December 2020). Operating cash outflows was \$514,000 for the year ended 31 December 2021 (cash inflow for the year ended 31 December 2020: \$3,131,000). As of 31 December 2021, the Group had net assets of \$46,541,000 (2020: \$64,141,000) and net current assets of \$38,250,000 (2020: \$55,567,000).

The financial statements have been prepared on a going concern basis. The ability of the Group to continue as a going concern depends on the ability of the Group to renew or obtain short terms borrowings from the banks. Management has prepared a cash flow forecast and is of the view that the Group will have sufficient net positive cash flow to satisfy its working capital requirements and to meet its obligation as and when they fall due. This has taken into account the payment of the tax liability as disclosed in Note 41 amounting to \$2,400,000 and the sale of the building as disclosed in Note 40 with proceeds of \$6,156,000 (after deducting related expense) is expected to be completed by 31 December 2022.

### 2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2021. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 3 <i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to SFRS(I) 1-16 <i>Property, Plant and Equipment – Proceeds before Intended Use</i>	1 January 2022
Amendments to SFRS(I) 1-37 <i>Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
Annual Improvements to SFRS(I)s 2018-2020	1 January 2022
Amendments to SFRS(I) 1-1 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2023
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements</i> and SFRS(I) Practice Statement 2 <i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to SFRS(I) 1-8 <i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to SFRS(I) 1-12 <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023

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

### 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. 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 and dividends 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;

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.4 Basis of consolidation (Continued)

- 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 Foreign currency

The consolidated financial statements are presented in Singapore Dollars, which is also the Company's functional currency. For each entity, the Group determines the 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 initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. 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 is determined.

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 subsidiaries, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on divestiture of the subsidiary.

#### (b) Consolidated financial statements

On consolidation, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the balance sheet date and their profit or loss are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are taken directly to other comprehensive income. On divestiture of a foreign subsidiary, the deferred cumulative amount recognised in other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

### 2.6 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 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.7 *Non-current assets held for sale*

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and right-of-use assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

### 2.8 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. The cost of an item of plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Subsequent to recognition, leasehold building, leasehold improvements, plant and other equipment, furniture and fittings, motor vehicles and equipment held for leasing are measured at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Leasehold building	–	18 years
Leasehold improvements	–	10 years
Plant and other equipment	–	5 to 7 years
Furniture and fittings	–	5 to 10 years
Motor vehicles	–	5 years
Equipment held for leasing	–	2 to 5 years

Assets under construction included in plant and equipment 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.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.9 Intangible assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

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

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

#### **Brand**

“NERA” brand name which was acquired, is capitalised and amortised on a straight-line basis over a useful life of 20 years. It is tested for impairment whenever there is an indication that the intangible asset may be impaired. Amortisation period and method are reviewed at each financial year end.

#### **Acquired computer software licences**

Acquired computer software licences are initially capitalised at cost which includes the purchase prices (net of any discounts and rebates) and other directly attributable costs of preparing the asset for its intended use. Direct expenditures including employee costs, which enhance or extend the performance of computer software beyond its specifications and which can be reliably measured, are added to the original cost of the software. Costs associated with maintaining the computer software are expensed off when incurred.

Computer software licences are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised on a straight-line basis over their useful lives of 3 to 5 years.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.10 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 groups 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.

### 2.11 Financial instruments

#### (a) Financial assets

##### **Initial recognition and measurement**

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.11 Financial instruments (Continued)

#### (a) Financial assets (Continued)

##### **Subsequent measurement**

##### Investment in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The two measurement categories for classification of debt instruments are:

#### (i) **Amortised cost**

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

#### (ii) **Fair value through profit or loss**

Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

##### Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives 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 is recognised in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.11 Financial instruments (Continued)

#### (b) Financial liabilities

##### **Initial recognition and measurement**

Financial liabilities are recognised on the balance sheet 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 and in the case of other financial liabilities, plus 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 expires. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

### 2.12 Impairment of financial assets

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

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

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

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

### 2.14 Stocks

Stocks are stated at the lower of cost and net realisable value and include all costs in bringing the stocks to their present location and condition.

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

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

### 2.15 Provisions

#### General

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

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

#### Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service is provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

### 2.16 Employee benefits

#### (a) Defined contribution plans

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.16 Employee benefits (Continued)

#### (b) Defined benefit plans

The net defined benefit liability is the aggregate of the present value of the defined benefit obligation (derived using a discount rate based on high quality corporate bonds) at the end of the reporting period reduced by the fair value of plan assets (if any).

The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

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, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) 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.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognised as a separate asset at fair value when and only when reimbursement is virtually certain.

#### (c) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to the employees. The estimated liability for leave is recognised for services rendered by employees up to balance sheet date.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.17 Leases

#### (a) *As lessee*

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

#### (i) *Right-of-use assets*

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

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

Leasehold land and building	–	2 to 24 years
Plant and other equipment	–	1 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.10.

#### (ii) *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.17 Leases (Continued)

#### (a) *As lessee (Continued)*

##### (ii) *Lease liabilities (Continued)*

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

The Group's lease liabilities are presented separately in the balance sheet.

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

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

#### (b) *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 2.18(d). Contingent rents are recognised as revenue in the period in which they are earned.

### 2.18 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.18 Revenue (Continued)

#### (a) **Sale and installation of network equipment**

The Group supplies and installs network equipment. The sale of equipment and rendering of installation service are either sold separately or in a bundled contract. For bundled contracts, the Group accounts for the sale of equipment and installation service separately. The transaction price is allocated to the sale of equipment and installation service based on their relative stand-alone selling prices. See Note 2.18(b) for the revenue recognition relating to the installation services. For sale of equipment, revenue is recognised upon delivery of equipment and criteria for acceptance being satisfied.

#### (b) **Rendering of services**

##### (i) **Professional services**

The Group is in the business of providing design and engineering, installation and service of satellite infrastructure network and info-communications network infrastructure. Revenue from providing services is recognised over time, based on cost incurred to date relative to the total estimated cost to satisfy the performance obligation.

##### (ii) **Maintenance services**

The Group provides maintenance services for network system and solutions. Maintenance revenue is recognised over time on a straight line basis over the specified contract period. Maintenance revenue received in advance is recognised as contract liabilities and recognised as income over the life of the maintenance contracts.

#### (c) **Turnkey project**

The Group is in the business of providing full suite of turnkey network and wireless solutions. The Group recognises revenue from contracts by reference to the stage of completion of the respective contract activity (i.e., performance obligations) of its projects at the end of each reporting period. The stage of completion is measured by reference to the cost incurred to date relative to the total estimated cost to satisfy the performance obligation.

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified project milestones. A contract asset is recognised when the Group has performed under the contract but has yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.18 Revenue (Continued)

#### (c) Turnkey project (Continued)

Incremental costs of obtaining a contract are capitalised if these costs are recoverable. Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract are expected to be recovered. Other contract costs are expensed as incurred.

Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognised the related revenue. An impairment loss is recognised in profit or loss to the extent that the carrying amount of the capitalised costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the contract costs relates less the costs that relate directly to providing the goods and that have not been recognised as expenses.

#### (d) Rental income

Rental income arising from operating leases on equipment 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.

For the revenue streams stated above, in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money for contracts with customers that includes a significant financing component. In adjusting for the significant financing component, the Group uses a discount rate that would be reflected in a separate financing transaction between the Group and its customers.

### 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. Where the grant relates to income, it may be presented as a credit in profit or loss, either separately or under a general heading such as "Other Income". Alternatively, they are deducted in reporting the related expenses.

### 2.20 Income taxes

#### (a) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date 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.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.20 Income taxes (Continued)

#### (b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the balance sheet date 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:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, 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, the 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:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, 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.

The carrying amount of deferred tax assets is reviewed at each balance sheet date 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 re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.20 Income taxes (Continued)

#### (c) Sales tax

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

- when 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
- when receivables and payables are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### 2.21 Derivative financial instruments

The Group uses derivative financial instruments such as forward currency contracts to hedge its risks associated with foreign currency fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivative financial instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivative financial instruments that do not qualify for hedge accounting are taken to profit or loss for the year.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

### 2.22 Segment reporting

For management purposes, the Group is organised on a world-wide basis into two major operating businesses (divisions) which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment manager 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 34, including the factors used to identify the reportable segments and the measurement basis of segment information.

Segment accounting policies are the same as the policies of the Group as disclosed in the preceding paragraphs. The Group generally accounts for inter-segment sales transfers as if the sales or transfers were to third parties at current market prices.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 2. Summary of significant accounting policies (Continued)

### 2.23 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) The amount of the obligation cannot be measured with sufficient reliability.

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

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

## 3. Significant accounting judgments and estimates

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

### 3.1 Judgments made in applying accounting policies

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

#### **Income taxes**

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's tax payables and net deferred tax assets at 31 December 2021 are \$527,000 (2020: \$1,024,000) and \$979,000 (2020: \$806,000) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 3. Significant accounting judgments and estimates (Continued)

### 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 consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

#### (i) **Revenue from contracts**

The Group recognises revenue from contracts by reference to the stage of completion of the respective contract activity (i.e., performance obligations) of its projects at the end of each reporting period. The stage of completion is measured by reference to the cost incurred to date relative to the total estimated cost to satisfy the performance obligation. These assessments required management to apply significant judgment and to make assumptions and estimates in measuring costs incurred for each performance obligation, total budgeted contract cost and remaining cost to completion.

The carrying amounts of the assets and liabilities from contracts arising at the end of each reporting period are disclosed in Note 9 to the financial statements.

#### (ii) **Recoverability of trade receivables and contract assets**

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 10.

The carrying amount of trade receivables and contract assets as at 31 December 2021 are \$47,510,000 and \$36,823,000 (2020: \$64,409,000 and \$34,410,000) respectively.

#### (iii) **Provision for warranty**

The Group recognises provision for warranty when the product is sold or service is provided. Initial recognition is based on past experience of the level of repairs and returns. Assumptions used to calculate the provision for warranty were based on current sales level and current information available about the expected warranty claims. The Group's provisions for warranty at 31 December 2021 was \$531,000 (2020: \$859,000). The warranty provision will be reversed if not utilised upon expiry of warranty period.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 4. Assets held for sale

As at 31 December 2021, the Group classified leasehold building as held for sale. The carrying value of the assets held for sale was \$2,744,000 mainly derived from leasehold building.

## 5. Property, plant and equipment

Group	Plant and					Equipment	Assets under construction	Total
	Leasehold	Leasehold	other	Furniture	Motor	held for		
	building	improvements	equipment	and fittings	vehicles	leasing		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cost								
At 1 January 2020	5,150	1,630	5,041	859	873	893	2,639	17,085
Additions	–	43	232	96	–	–	2,157	2,528
Disposals/written off	–	(53)	(1,652)	(78)	(93)	–	–	(1,876)
Currency realignment	–	19	6	–	(7)	(27)	68	59
At 31 December 2020								
and 1 January 2021	5,150	1,639	3,627	877	773	866	4,864	17,796
Additions	–	–	110	4	–	43	82	239
Disposals/written off	–	(46)	(58)	(16)	–	(964)	(238)	(1,322)
Reclassification to assets								
held for sale	(5,150)	–	–	–	–	–	–	(5,150)
Transferred to equipment								
held for leasing	–	–	–	–	–	396	(396)	–
Currency realignment	–	(24)	(90)	(26)	(21)	54	(173)	(280)
At 31 December 2021	–	1,569	3,589	839	752	395	4,139	11,283

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 5. Property, plant and equipment (Continued)

Group	Plant and				Equipment		Assets under construction	Total
	Leasehold building	Leasehold improvements	other equipment	Furniture and fittings	Motor vehicles	held for leasing		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000		
<b>Accumulated depreciation</b>								
At 1 January 2020	5,150	1,146	4,555	523	761	656	–	12,791
Charge for the year	–	136	267	89	34	142	–	668
Disposals/written off	–	(53)	(1,651)	(77)	(94)	–	–	(1,875)
Currency realignment	–	6	4	1	(6)	(28)	–	(23)
At 31 December 2020 and 1 January 2021	5,150	1,235	3,175	536	695	770	–	11,561
Charge for the year	–	135	210	86	29	115	–	575
Disposals/written off	–	(46)	(58)	(16)	–	(877)	–	(997)
Reclassification to assets held for sale	(5,150)	–	–	–	–	–	–	(5,150)
Currency realignment	–	(16)	(85)	(18)	(21)	48	–	(92)
At 31 December 2021	–	1,308	3,242	588	703	56	–	5,897
<b>Net carrying amount</b>								
At 1 January 2020	–	484	486	336	112	237	2,639*	4,294
At 31 December 2020	–	404	452	341	78	96	4,864*	6,235
At 31 December 2021	–	261	347	251	49	339	4,139*	5,386

\* During the year, the Group purchased equipment amounting to \$82,000 (2020: \$2,225,000) which are held by Nera (Philippines), Inc. The equipment are currently classified in assets under construction and they were acquired for the purpose of a government project in the Philippines.

During the year, the Group acquired property, plant and equipment with an aggregate cost of \$239,000 (2020: \$2,528,000). The cash outflow on acquisition of property, plant and equipment amounted to \$216,000 (2020: \$2,241,000). The remaining amount of \$23,000 (2020: \$287,000) were unpaid and is recorded in other payables as at year end.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**5. Property, plant and equipment (Continued)**

Company	Leasehold building \$'000	Leasehold improvements \$'000	Plant and other equipment \$'000	Furniture and fittings \$'000	Motor vehicles \$'000	Total \$'000
<b>Cost</b>						
At 1 January 2020	5,150	773	2,507	295	369	9,094
Additions	–	–	160	–	–	160
Disposals/written off	–	–	(1,611)	–	(58)	(1,669)
At 31 December 2020 and 1 January 2021	5,150	773	1,056	295	311	7,585
Additions	–	–	–	–	–	–
Disposals/written off	–	–	–	–	–	–
Reclassification to assets held for sale	(5,150)	–	–	–	–	(5,150)
At 31 December 2021	–	773	1,056	295	311	2,435
<b>Accumulated depreciation</b>						
At 1 January 2020	5,150	727	2,332	244	277	8,730
Charge for the year	–	6	113	11	23	153
Disposals/written off	–	–	(1,610)	–	(58)	(1,668)
At 31 December 2020 and 1 January 2021	5,150	733	835	255	242	7,215
Charge for the year	–	6	100	11	23	140
Disposals/written off	–	–	–	–	–	–
Reclassification to assets held for sale	(5,150)	–	–	–	–	(5,150)
At 31 December 2021	–	739	935	266	265	2,205
<b>Net carrying amount</b>						
At 31 December 2020	–	40	221	40	69	370
At 31 December 2021	–	34	121	29	46	230

As at 31 December 2021, the leasehold building of the Group and the Company consists of the following:

Location	Purpose	Approximate land area	Approximate gross floor area	Tenure of lease
109 Defu Lane 10, Singapore 539225	Office, workshop cum warehouse	3,875 sq. metre	3,246 sq. metre	30 years expiring 30 September 2042



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 6. Intangible assets

	Brand \$'000	Software \$'000	Total \$'000
<b>Group</b>			
<b>Cost</b>			
At 1 January 2020	1,289	109	1,398
Additions	–	130	130
Currency realignment	–	(2)	(2)
At 31 December 2020 and 1 January 2021	1,289	237	1,526
Additions	–	333	333
Currency realignment	–	(6)	(6)
At 31 December 2021	1,289	564	1,853
<b>Accumulated amortisation</b>			
At 1 January 2020	580	23	603
Amortisation	64	24	88
At 31 December 2020 and 1 January 2021	644	47	691
Amortisation	65	128	193
Currency realignment	–	(2)	(2)
At 31 December 2021	709	173	882
<b>Net carrying amount</b>			
At 1 January 2020	709	86	795
At 31 December 2020	645	190	835
At 31 December 2021	580	391	971
<b>Company</b>			
<b>Cost</b>			
At 1 January 2020	1,289	–	1,289
Additions	–	77	77
At 31 December 2020 and 1 January 2021	1,289	77	1,366
Additions	–	288	288
At 31 December 2021	1,289	365	1,654
<b>Accumulated amortisation</b>			
At 1 January 2020	580	–	580
Amortisation	64	2	66
At 31 December 2020 and 1 January 2021	644	2	646
Amortisation	65	74	139
At 31 December 2021	709	76	785
<b>Net carrying amount</b>			
At 31 December 2020	645	75	720
At 31 December 2021	580	289	869

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 6. Intangible assets (Continued)

Brand relates to the 'NERA' brand and the useful life is estimated to be 20 years. The remaining amortisation period is 9 years.

Software relates to acquired computer software licences and the useful life is estimated to be 3 to 5 years.

Amortisation expense is recorded in 'Other expenses' line item in profit and loss.

## 7. Investments in subsidiaries

	Company	
	2021 \$'000	2020 \$'000
Unquoted shares	5,869	5,869
Loan to a subsidiary	2,000	2,000
Impairment loss	(4,245)	(1,898)
Carrying amount after impairment loss	3,624	5,971
Movement in impairment loss:		
At 1 January	1,898	1,898
Charge for the year	2,347	–
At 31 December	4,245	1,898

Loan to a subsidiary which form part of the Company's net investments in subsidiaries, is unsecured, bear interest rates of 3.20% (2020: 3.14%) and settlement is neither planned nor likely to occur in the foreseeable future. As the amounts are, in substance, a part of the Company's net investment in subsidiaries, they are stated at cost less impairment losses. Impairment losses of \$2,000,000 (2020: Nil) was recognised to write-down the loan to subsidiary during the year.

The details and the principal activities of the subsidiaries are:

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of investment	
			2021 %	2020 %	2021 \$'000	2020 \$'000
Nera Networks (S) Pte Ltd <sup>(6)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communication and information technology networks	Singapore	100	100	1,000	1,000

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 7. Investments in subsidiaries (Continued)

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of investment	
			2021 %	2020 %	2021 \$'000	2020 \$'000
Nera (Thailand) Limited <sup>(*) (ii)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Thailand	100	100	1,406	1,406
Nera (Philippines), Inc. <sup>(*)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Philippines	100	100	1,128	1,128
Nera Infocom (M) Sdn. Bhd. <sup>(*)</sup>	Sales, installation and maintenance of information technology equipment	Malaysia	100	100	225	225
P.T. Nera Indonesia <sup>(*)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Indonesia	100	100	347	347
Nera Telecommunications (Australia) Pty Ltd <sup>(#)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Australia	100	100	589	589
Nera Telecommunications (India) Pvt. Ltd. <sup>(**)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	India	100	100	570	570

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**7. Investments in subsidiaries (Continued)**

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of investment	
			2021	2020	2021	2020
			%	%	\$'000	\$'000
Nera (Malaysia) Sdn. Bhd. <sup>(*)</sup>	Sales, installation and maintenance of communications equipment	Malaysia	100	100	404	404
Nera Telecommunications (Myanmar) Company Limited <sup>(#)</sup>	Service, maintenance and leasing	Myanmar	100	100	133	133
Nera Telecommunications (Vietnam) Co., Ltd. <sup>(#)</sup>	Installation, maintenance, service and repair of info-communications and telecommunications equipment	Vietnam	100	100	67	67
					<u>5,869</u>	<u>5,869</u>
<b>Held through Nera Networks (S) Pte Ltd</b>						
Nera Telecommunications AS <sup>(#)</sup> <sup>(i)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Norway	100	100	–	–
Nera Telecommunications Maroc S.A.R.L. AU <sup>(*)</sup> <sup>(i)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Morocco	100	100	–	–
Nera Telecommunications (Pakistan) (Private) Limited <sup>(#)</sup> <sup>(i)</sup>	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Pakistan	100	100	–	–

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 7. Investments in subsidiaries (Continued)

Name of company	Principal activity	Country of incorporation and place of business	Percentage of equity interest		Cost of investment	
			2021	2020	2021	2020
			%	%	\$'000	\$'000
Held through Nera Networks (S) Pte Ltd (Continued)						
Nera Telecommunications FZ-LLC <sup>(**)</sup> (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	United Arab Emirates	100	100	–	–
Nera Networks Nigeria Limited <sup>(#)</sup> (i)	Sales and distribution, design, engineering, servicing, installation and maintenance of transmission networks, satellite communications and information technology networks	Nigeria	100	100	–	–
Nera Telecommunications Holding (Thailand) Co., Ltd. <sup>(#)</sup> (i) (iii)	Investment holding	Thailand	100	100	–	–

(B) Audited by Ernst & Young LLP, Singapore.

(\*) Audited by member firms of Ernst & Young Global in the respective countries.

(#) Audited by other CPA firms in the respective countries.

(\*\*) No requirement for statutory audit.

(i) Cost of investment is not stated as the subsidiaries are not directly held by the Company (Nera Telecommunications Ltd).

(ii) The Company holds 49% of the ordinary shares in the subsidiary while the remaining 51% preference shares is held by its subsidiary, Nera Telecommunications Holdings (Thailand) Co. Ltd.

(iii) The Group holds 49% of the ordinary shares in the subsidiary while the remaining 51% is held by a preference shareholder. The preference shareholder is entitled to one vote per 30 shares held, fixed non-cumulative preferred dividend at a rate of 1% of paid-up value of the shares and has preferred right to receive such dividend and paid-up value prior to ordinary shares. Nera Telecommunications Holding (Thailand) Co., Ltd. is treated as a subsidiary of the Group as the Group has majority voting rights.

As required by Rule 716 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Audit and Risk Management Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditors for its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

Impairment losses of \$347,000 (2020: Nil) was recognised to write-down the investment in P.T. Nera Indonesia during the year.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 8. Stocks

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Network equipment	10,191	6,074	9,728	5,858	3,844

At 31 December 2021, stocks recognised as an expense in the consolidated statement of comprehensive income under line item "Cost of sales" for the Group amounted to \$37,054,000 (2020: \$57,449,000) inclusive of stocks net write-down of \$583,000 (2020: \$169,000).

## 9. Revenue

### (a) Disaggregation of revenue

Segments	WIN		NI		Total revenue	
	2021	2020	2021	2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Primary geographical markets</b>						
Singapore	2,941	3,571	46,184	52,497	49,125	56,068
Indonesia	5,311	2,758	8,307	17,174	13,618	19,932
Malaysia	3,296	2,084	16,786	16,522	20,082	18,606
Morocco	4,253	8,042	–	–	4,253	8,042
Pakistan	6,374	5,816	650	1,914	7,024	7,730
Philippines	370	2,334	2,663	2,991	3,033	5,325
Thailand	1,025	2,600	403	2,290	1,428	4,890
Australia	–	–	42	2,044	42	2,044
Other EMEA countries	3,399	4,982	–	–	3,399	4,982
Others (including China)	398	3,209	207	290	605	3,499
	<u>27,367</u>	<u>35,396</u>	<u>75,242</u>	<u>95,722</u>	<u>102,609</u>	<u>131,118</u>
<b>Major product or service lines</b>						
Sale of equipment	6,414	11,969	20,341	25,655	26,755	37,624
Rendering of services	8,341	5,283	39,715	43,491	48,056	48,774
Turnkey project	12,612	18,144	15,186	26,576	27,798	44,720
	<u>27,367</u>	<u>35,396</u>	<u>75,242</u>	<u>95,722</u>	<u>102,609</u>	<u>131,118</u>
<b>Timing of transfer of goods or services</b>						
At a point in time	6,414	11,969	20,341	25,655	26,755	37,624
Over time	20,953	23,427	54,901	70,067	75,854	93,494
	<u>27,367</u>	<u>35,396</u>	<u>75,242</u>	<u>95,722</u>	<u>102,609</u>	<u>131,118</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 9. Revenue (Continued)

### (b) Judgment and methods used in estimating revenue

- (i) Determining transaction price and amounts allocated to sale of equipment with installation services, sale of equipment with maintenance services and turnkey project with maintenance services

For the bundled contracts, the Group allocates the transaction price to sale of equipment with installation services, sale of equipment with maintenance services and turnkey project with maintenance services based on their relative stand-alone selling prices. The standalone selling prices are determined based on estimated cost plus margin.

- (ii) Recognition of revenue from professional services and turnkey project over time

For rendering of professional services and turnkey projects where the Group satisfies its performance obligations over time, management has determined that cost-based input method provides a faithful depiction of the Group's performance in transferring control to the customers, as it reflects the Group's efforts incurred to date relating to the total inputs expected to be incurred. The measurement of progress is based on the costs incurred to date as a proportion of the costs to be incurred to the satisfaction of the performance obligation.

The estimated total costs are based on contractual amounts and, in respect of amounts not contracted for, management relies on past experience and knowledge of the project engineers to make estimates of the amounts to be incurred. In making these estimates, management takes into consideration the historical trends for the amount incurred in its other similar services and projects.

- (iii) Estimating variable consideration for turnkey projects

In estimating the variable consideration for liquidated damages, the Group uses the most likely amount method to predict the liquidated damages. Management relies on historical experiences with similar turnkey projects, customers and geographical areas. Management has exercised significant judgment in estimating the amount of consideration to which it expects to be entitled and of which the amount are included in the contract revenue to the extent that it is probable that there will be no significant reversal when the uncertainties are resolved.

### (c) Contract assets and contract liabilities

Information about receivables, contract assets and contract liabilities from contracts with customers is disclosed as follows:

		Group		Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Trade receivables (Note 10)	47,510	64,409	63,528	14,119	13,489
Contract assets	36,823	34,410	40,121	12,839	12,971
Contract liabilities	31,018	21,661	24,896	21,699	16,805



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 9. Revenue (Continued)

### (c) Contract assets and contract liabilities (Continued)

The Group has recognised a net impairment loss on receivables arising from contracts with customers amounting to \$7,553,000 (2020: net write-back of impairment losses of \$54,000).

The Group has recognised a net impairment loss on contract assets amounting to \$1,902,000 (2020: net write-back of expected credit losses on contract assets of \$77,000).

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date. Contract assets are transferred to receivables when the rights become unconditional.

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group billed and received consideration ahead of the provision of services and delivering of goods.

Contract liabilities are recognised as revenue as the Group performs under the contract.

(i) Significant changes in contract assets are explained as follows:

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Contract assets reclassified to receivables	25,703	31,388	32,019	7,589	5,286

(ii) Significant changes in contract liabilities are explained as follows:

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	10,368	18,781	19,661	6,630	6,467

### (d) Transaction price allocated to remaining performance obligations

The aggregate amount of transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2020 is \$123,552,000.

The Group expects to recognise \$148,674,000 as revenue relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2021 in 2022 and 2023.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 10. Trade receivables

	Group			Company	
	2021 \$'000	31.12.2020 \$'000	1.1.2020 \$'000	2021 \$'000	2020 \$'000
Trade receivables	56,778	66,470	65,821	14,566	13,849
Less: Allowance for impairment of trade receivables	(9,268)	(2,061)	(2,293)	(447)	(360)
Total trade receivables	47,510	64,409	63,528	14,119	13,489
Add:					
Other receivables and deposits (excluding advance to suppliers, staff advances, prepayments and tax recoverable) (Note 11)	2,850	2,686	1,858	290	399
Cash and bank balances (Note 29)	22,856	22,458	10,745	7,748	10,393
Fixed deposits (Note 29)	647	659	2,259	–	–
Amounts due from subsidiaries	–	–	–	37,657	37,303
Long term trade receivables (Note 18)	–	138	415	–	–
Total financial assets carried at amortised cost	73,863	90,350	78,805	59,814	61,584

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

At balance sheet date, retention sums relating to contracts included in trade receivables of the Group and the Company are \$5,779,000 and nil (2020: \$6,310,000 and \$58,000) respectively.

At the balance sheet date, trade receivables for the Group arising from export sales amounting to \$5,692,000 (2020: \$1,933,000) are arranged to be settled via letters of credits issued by banks in countries where the customers are based.

As at 31 December, the following amounts denominated in a currency other than the respective subsidiaries functional currency are included in the trade receivables for the Group and the Company:

	Group			Company	
	2021 \$'000	31.12.2020 \$'000	1.1.2020 \$'000	2021 \$'000	2020 \$'000
US dollar	10,193	12,665	12,763	1,882	3,417
Other currencies	124	101	69	15	–

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 10. Trade receivables (Continued)

### *Expected credit losses*

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

	2021	Group	
	2021	31.12.2020	1.1.2020
	\$'000	\$'000	\$'000
Movement in allowance accounts:			
At 1 January	2,061	2,293	801
Charge for the year	7,660	168	1,740
Written back	(107)	(222)	(256)
Written off	–	(199)	–
Currency realignment	(346)	21	8
At 31 December	9,268	2,061	2,293

The movement in allowance for expected credit losses of contract assets computed based on lifetime ECL are as follows:

	2021	Group	
	2021	31.12.2020	1.1.2020
	\$'000	\$'000	\$'000
Movement in allowance accounts:			
At 1 January	2,026	2,094	–
Charge for the year	1,902	–	2,094
Written back	–	(77)	–
Currency realignment	(55)	9	–
At 31 December	3,873	2,026	2,094

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 11. Other receivables, deposits and prepayments

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Advances to suppliers	17,913	16,422	15,980	16,568	15,146
Deposits	2,142	2,138	1,459	145	114
Prepayments	755	1,463	513	563	999
Staff advances	18	9	19	–	–
Tax recoverable	1,269	1,580	2,072	–	–
Other debtors	708	548	399	145	285
	<u>22,805</u>	<u>22,160</u>	<u>20,442</u>	<u>17,421</u>	<u>16,544</u>
Non-current	682	510	58	–	–
Current	<u>22,123</u>	<u>21,650</u>	<u>20,384</u>	<u>17,421</u>	<u>16,544</u>
	<u>22,805</u>	<u>22,160</u>	<u>20,442</u>	<u>17,421</u>	<u>16,544</u>

Staff advances and other debtors are unsecured and non-interest bearing.

## 12. Amounts due from/(to) subsidiaries (trade and non-trade)

The non-trade balances are unsecured, repayable on demand and are to be settled in cash. Included in non-trade balances are advances to subsidiaries of \$15,285,000 (2020: \$14,151,000) that bears interest from 2.424% to 5.199% per annum (2020: 2.422% to 6.402% per annum). Other balances due from/(to) subsidiaries do not bear any interest.

## 13. Trade payables

Trade payables are non-interest bearing and are normally settled on 30 to 90 days' terms.

Included in trade payables are accrued project costs amounting to \$7,730,000 (2020: \$8,573,000) and a fair value gain on forward currency contracts amounting to \$98,000 (2020: fair value loss on forward currency contracts amounting to \$55,000) which has been recognised in profit or loss as at 31 December 2021.

As at 31 December, the following amounts denominated in a currency other than the respective subsidiaries functional currency are included in trade payables for the Group and the Company:

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
US dollar	9,262	10,885	12,938	4,068	5,650
Euro	–	4	539	–	–
Thai baht	–	27	121	–	27
Norwegian krone	125	154	193	–	–
Other currencies	<u>276</u>	<u>427</u>	<u>354</u>	<u>–</u>	<u>13</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**14. Other payables and accruals**

	2021 \$'000	Group 31.12.2020 \$'000 (Restated)	1.1.2020 \$'000 (Restated)	Company 2021 \$'000	2020 \$'000
Accrued payroll and staff expenses	2,432	3,536	4,572	1,135	2,687
Other accrued operating expenses (Note 41)	3,767	3,767	3,111	360	1,104
Other creditors	2,051	1,589	986	364	–
Withholding tax payables	421	331	355	–	–
Total other payables and accruals	8,671	9,223	9,024	1,859	3,791
Add:					
Trade payables (Note 13)	28,206	32,112	38,592	6,726	8,916
Amounts due to subsidiaries (Note 12)	–	–	–	60	39
Borrowings (Note 16)	32,000	28,500	16,500	32,000	28,500
Less: Withholding tax payables	(421)	(331)	(355)	–	–
Total financial liabilities carried at amortised cost	68,456	69,504	63,761	40,645	41,246

**15. Provision for warranty**

A provision is recognised for expected warranty claims on goods and services sold in the past 12 months (average warranty period) based on past experience of the level of repairs and returns. The provision is classified as current liability as it is difficult to predict the timing of warranty utilisation due to the following reasons:

- (a) there is unpredictability in the network system in which it is possible for a failed IT equipment to cause the whole network to not be operational;
- (b) the Group continues to work on projects and install equipment for customers in environments that are considerably more challenging;
- (c) the Group continues to use equipment from new vendors whose equipment may not be fully tested in different environments; and
- (d) there is a mismatch of the duration of the warranty coverage.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 15. Provision for warranty (Continued)

Movements in provision for warranty during the year are as follows:

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January	859	1,222	1,996	563	867
Provision for the year	493	769	1,588	390	563
Write-back of provision	(417)	(650)	(1,685)	(208)	(386)
Utilised during the year	(396)	(485)	(688)	(355)	(481)
Currency realignment	(8)	3	11	–	–
At 31 December	531	859	1,222	390	563

The Group may from time to time in the ordinary course of business be subject to claims or settlement with customers and if the amounts arising do not fall within the provision for warranty, the charges will be taken to cost of sales, as appropriate.

## 16. Borrowings

	Effective	Maturities	Group			Company	
	%		2021	31.12.2020	1.1.2020	2021	2020
			\$'000	\$'000	\$'000	\$'000	\$'000
Short-term borrowings (unsecured):							
Singapore dollar floating rate bank loans	1.48% to 1.94%	January 2022, February 2022	32,000	–	–	32,000	–
Singapore dollar floating rate bank loans	1.60% to 1.76%	January 2021, February 2021, March 2021	–	28,500	–	–	28,500
Singapore dollar floating rate bank loans	2.94% to 2.95%	January 2020	–	–	16,500	–	–
			32,000	28,500	16,500	32,000	28,500

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 16. Borrowings (Continued)

A reconciliation of liabilities arising from financing activities is as follows:

	1 January 2021 \$'000	Cash flows \$'000	New leases \$'000	Foreign exchange movement \$'000	Others \$'000	31 December 2021 \$'000
Short-term borrowings (unsecured):						
– current	28,500	3,500	–	–	–	32,000
Lease liabilities	4,292	(1,051)	686	(35)	(2,669)*	1,223

	1 January 2020 \$'000	Cash flows \$'000	New leases \$'000	Foreign exchange movement \$'000	Others \$'000	31 December 2020 \$'000
Short-term borrowings (unsecured):						
– current	16,500	12,000	–	–	–	28,500
Lease liabilities	4,653	(1,008)	398	1	248	4,292

\* Included \$2,888,000 lease liabilities directly associated with the assets held for sale.

## 17. Leases

The Group has lease contracts for various items of plant, machinery and other equipment used in its operations. Leasehold land and building generally have lease terms between 2 and 24 years. Leases of plant and other equipment generally have lease terms between 1 and 5 years. The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 17. Leases (Continued)

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Group	Leasehold land and building \$'000	Plant and other equipment \$'000	Total \$'000
<b>Cost</b>			
At 1 January 2020	5,414	231	5,645
Additions	445	–	445
Currency realignment	(18)	(1)	(19)
At 31 December 2020	5,841	230	6,071
Additions	819	183	1,002
Disposal	(917)	(204)	(1,121)
Reclassification to assets held for sale	(3,141)	–	(3,141)
Currency realignment	(57)	(2)	(59)
At 31 December 2021	2,545	207	2,752
<b>Accumulated depreciation</b>			
At 1 January 2020	841	108	949
Charge for the year	891	80	971
Currency realignment	(14)	–	(14)
At 31 December 2020	1,718	188	1,906
Charge for the year	877	70	947
Disposal	(578)	(204)	(782)
Reclassification to assets held for sale	(397)	–	(397)
Currency realignment	(38)	–	(38)
At 31 December 2021	1,582	54	1,636
<b>Net carrying amount</b>			
At 1 January 2020	4,573	123	4,696
At 31 December 2020	4,123	42	4,165
At 31 December 2021	963	153	1,116



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**17. Leases (Continued)**

Company	Leasehold land and building \$'000	Plant and other equipment \$'000	Total \$'000
<b>Cost</b>			
At 1 January 2020 and 31 December 2020	3,141	215	3,356
Additions	–	185	185
Disposal	–	(199)	(199)
Reclassification to assets held for sale	(3,141)	–	(3,141)
At 31 December 2021	–	201	201
<b>Accumulated depreciation</b>			
At 1 January 2020	132	104	236
Charge for the year	133	75	208
At 31 December 2020 and 1 January 2021	265	179	444
Charge for the year	132	66	198
Disposal	–	(199)	(199)
Reclassification to assets held for sale	(397)	–	(397)
At 31 December 2021	–	46	46
<b>Net carrying amount</b>			
At 31 December 2020	2,876	36	2,912
At 31 December 2021	–	155	155

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	Group			Company	
	2021 \$'000	31.12.2020 \$'000	1.1.2020 \$'000	2021 \$'000	2020 \$'000
At 1 January	4,292	4,653	5,226	3,014	3,173
Additions	686	398	–	185	–
Accretion of interest (Note 25)	219	248	203	120	124
Reclassification to assets held for sale	(2,888)	–	–	(2,888)	–
Payments	(1,051)	(1,008)	(819)	(275)	(283)
Currency realignment	(35)	1	43	–	–
At 31 December	1,223	4,292	4,653	156	3,014
Current	803	714	652	53	124
Non-current	420	3,578	4,001	103	2,890
Total lease liabilities	1,223	4,292	4,653	156	3,014

The maturity analyses of lease liabilities are disclosed in Note 35.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 17. Leases (Continued)

The following are the amounts recognised in profit or loss:

	Group	
	2021 \$'000	2020 \$'000
Depreciation expense of right-of-use assets	947	971
Interest expense on lease liabilities	219	248
Expense relating to leases of low-value assets (included in administrative expenses)	22	29
Total amount recognised in profit or loss	1,188	1,248

The Group has total cash outflows for leases of \$1,051,000 in 2021 (2020: \$1,008,000).

## 18. Long term trade receivables

	Group			Company	
	2021 \$'000	31.12.2020 \$'000	1.1.2020 \$'000	2021 \$'000	2020 \$'000
Gross receivable	–	1,136	1,954	–	423
Less: Unearned finance income	–	(79)	(95)	–	(8)
At 31 December	–	1,057	1,859	–	415
Of which:					
Current	–	919	1,444	–	415
Non-current	–	138	415	–	–
At 31 December	–	1,057	1,859	–	415

Long term trade receivables bear interest at nil (2020: 4.5% to 8.0%) per annum. Included in trade receivables is the current portion of the long term trade receivables (Note 10).

## 19. Share capital

	Group and Company			
	2021 \$'000	2020 \$'000	2021 Number of shares '000	2020 Number of shares '000
<b>Issued and fully paid ordinary shares:</b>				
At 1 January and 31 December	29,909	29,909	361,897	361,897

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 20. Translation reserve

The translation reserve is used to record 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.

	2021 \$'000	Group 31.12.2020 \$'000 (Restated)	1.1.2020 \$'000 (Restated)
At 1 January	(2,949)	(3,521)	(3,932)
Current year translation	83	572	411
At 31 December	(2,866)	(2,949)	(3,521)
Net effect of exchange differences arises from:			
Translation of financial statements of foreign operations	83	572	411

## 21. Other (expenses)/income

	Group 2021 \$'000	2020 \$'000
Amortisation of intangible asset	(193)	(88)
Foreign exchange (loss)/gain, net	(927)	(1,019)
Government grants	290	1,822
Net (write off)/gain on disposal of property, plant and equipment	(233)	7
Gain on sale of customer contracts*	774	–
Others**	(1,349)	372
	(1,638)	1,094

\* Proceeds from disposal of property, plant and equipment, receivables and novation of operator's agreements to a purchaser in Indonesia.

\*\* Includes write off of prepayment made to a supplier as the contract was subsequently discontinued and costs accrued for a Philippines's project.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 22. Loss/(profit) from operating activities

The following items have been included in arriving at loss/(profit) from operating activities:

	Group	
	2021	2020
	\$'000	\$'000
Audit fees to:		
Auditors of the Company	298	140
Audit fees paid to other member firms of EY Global	87	49
Other auditors	29	40
Bad debts written off	91	38
Non-audit fees to:		
Auditors of the Company	52	20
Other auditors	25	24
Write-back for doubtful trade receivables	(107)	(222)
Impairment loss on trade receivables	7,660	168
Foreign exchange (gain)/loss, net – forward currency contracts	(98)	55
Foreign exchange loss, net – others	1,025	964
Net write off/(gain) on disposal of property, plant and equipment	233	(7)
Legal fee	1,169	–
Tax liability payable	452	814

## 23. Personnel expenses and employee benefits

	Group	
	2021	2020
	\$'000	\$'000
Wages, salaries and bonuses	13,052	14,172
Pension contributions	1,694	1,689
Other personnel benefits	1,873	1,513
Termination benefits	–	31
	16,619	17,405

Personnel expenses include directors and executive officers' remuneration as shown in Note 33.

## 24. Finance income

	Group	
	2021	2020
	\$'000	\$'000
Interest income from:		
Bank deposits	63	74
Long term trade receivables	80	180
	143	254

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**25. Finance expenses**

	Group	
	2021	2020
	\$'000	\$'000
Interest expense	428	578
Interest on lease liabilities	219	248
	<u>647</u>	<u>826</u>

**26. Tax**

Major components of income tax expense for the year ended 31 December are:

	Group	
	2021	2020
	\$'000	\$'000
<b>Consolidated income statement:</b>		
Current income tax:		
Current income taxation	1,056	1,075
Under/(over) provision in respect of previous years	68	(312)
Deferred income tax:		
Current year	(218)	545
Prior year	28	164
Income tax expense recognised in profit and loss	<u>934</u>	<u>1,472</u>

A reconciliation between the tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the year ended 31 December is as follows:

	Group	
	2021	2020
	\$'000	\$'000
		(Restated)
(Loss)/profit before tax from continuing operations	<u>(15,060)</u>	<u>4,419</u>
Tax at 17%	(2,560)	751
Tax effect of expenses that are not deductible in determining taxable (loss)/profit	4,255	1,328
Under/(over) provision in respect of prior years	96	(148)
Difference in tax rates applicable to subsidiaries	(1,226)	(132)
Deferred tax assets not recognised by subsidiaries	(3)	433
Tax effect of income not subject to tax	(92)	(609)
Effect of change in tax rate	311	(54)
Tax exemption, incentives and rebates	(17)	(35)
Recognition of previously unrecognised tax losses	(37)	(67)
Others	<u>207</u>	<u>5</u>
Income tax expense	<u>934</u>	<u>1,472</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 26. Tax (Continued)

Deferred tax as at 31 December related to the following:

	Group			Consolidated income statement		Company	
	2021	31.12.2020	1.1.2020	2021	2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<i>Deferred tax liabilities:</i>							
Differences in depreciation of property, plant and equipment for tax purposes	35	(58)	(20)	(93)	38	17	(58)
Difference in amortisation of intangible assets	(148)	(122)	(121)	26	1	(148)	(122)
Right-of-use assets	21	32	18	11	(14)	–	17
	(92)	(148)	(123)			(131)	(163)
Interest income receivables	(115)	(125)	–	(10)	125	(102)	(118)
General provisions	668	789	1,217	121	428	219	520
Tax losses	463	218	349	(245)	131	253	–
Retirement benefit <sup>#</sup>	55	72	51	–	–	–	–
Net deferred tax assets	979	806	1,494			239	239
Net deferred tax expense/(credit)				(190)	709		

# Deferred tax on retirement benefit amounting to \$17,000 (2020: \$21,000) is recorded in 'Other comprehensive income', under the equity section of the balance sheet.

Changes in corporate tax rate from financial year 2021 and 2020 are as follows:

- Indonesia: 22% (2020: from 25% to 22%)
- Australia: from 26% to 25% (2020: 26%)
- Philippines: from 30% to 25% (2020: 30%)

### Unrecognised tax losses

The Group has tax losses and unutilised capital allowances of approximately \$6,352,000 (2020: \$6,530,000) 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. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

### Unrecognised temporary differences relating to investments in subsidiaries

At the end of the reporting year, no deferred tax liability (2020: Nil) has been recognised for taxes that would be payable on the undistributed earnings of certain of the Group's subsidiaries as the Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future.

Such temporary differences for which no deferred tax liability has been recognised aggregate to \$4,232,000 (2020: \$5,422,000). The deferred tax liability is estimated to be \$351,000 (2020: \$510,000).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 26. Tax (Continued)

### *Tax consequences of proposed dividends*

There are no income tax consequences (2020: Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 28).

## 27. Earnings per share

### *(a) Continuing operations*

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

Diluted earnings per share is calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year (adjusted for the effects of dilutive options).

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

	2021	Group 2020 (Restated)
Net (loss)/profit attributable to ordinary equity holders of the Company for basic and diluted earnings per share (\$'000)	<u>(15,994)</u>	<u>2,947</u>
Weighted average number of ordinary shares for basic and diluted earnings per share computation ('000)	<u>361,897</u>	<u>361,897</u>

There have been no transactions involving ordinary shares or potential ordinary shares since the end of the financial year and before the completion of these financial statements.

### *(b) Earnings per share computation*

The basic and diluted earnings per share are calculated by dividing the profit for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares for both basic and diluted earnings per share computation. The profit and share data are presented in Note 27(a) above.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 28. Dividends

	Group and Company	
	2021	2020
	\$'000	\$'000
<b>Declared and paid during the financial year</b>		
<i>Dividends on ordinary shares:</i>		
– A final exempt (one-tier) dividend paid in respect of the previous financial year of 0.5 cents (2019: 0.5 cents) per share	1,809	1,809
<b>Proposed but not recognised as a liability as at 31 December:</b>		
<i>Dividends on ordinary shares, subject to shareholders' approval at the AGM:</i>		
– A final exempt (one-tier) dividend for the current financial year of nil (2020: 0.5 cents) per share	–	1,809

## 29. Cash and cash equivalents

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
Fixed deposits	647	659	2,259	–	–
Cash and bank balances	22,856	22,458	10,745	7,748	10,393
Deposits pledged	(100)	(97)	(90)	–	–
Cash and cash equivalents in the cashflow statement	23,403	23,020	12,914	7,748	10,393

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from 0.05% to 2.68% (2020: 0.01% to 2.28%) per annum. Included in cash and cash equivalents are amounts totaling \$100,000 (2020: \$97,000) pledged in accordance to a contractual arrangement and for purpose of bankers' guarantees issued.

Fixed deposits of the Group and the Company were made for a period of 30 days depending on the immediate cash requirements of the Group and the Company, and earned interests at the respective fixed deposit rates. The effective interest rates of fixed deposits were 1.50% (2020: 0.05% to 2.64%) per annum.

Cash and deposits denominated in foreign currencies at 31 December are as follows:

	Group			Company	
	2021	31.12.2020	1.1.2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000
US dollar	6,354	2,769	1,382	1,592	1,475
AU dollar	825	697	222	9	697
Euro	535	96	40	226	28
Libyan dollar	–	–	214	–	–
Norwegian krone	178	85	211	–	–
Other currencies	160	245	–	–	–



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 30. Employee share plan

In financial year 2014, Share plan under the Nera Telecommunications Performance Share Plan 2014 ("NeraTel PSP 2014") to eligible directors and other employees of the Company was approved by the shareholders.

During the financial year, no shares (2020: Nil) were granted under the employee share plan.

## 31. Commitments

### (a) Capital commitments

There are no capital expenditure contracted as at the balance sheet date.

### (b) Non-cancellable operating lease commitments – as lessor

As at 31 December 2021, the Group has commitments under operating leases for equipment. The leases have remaining tenure of between 1 and 2 years. Operating lease income included in the consolidated statement of comprehensive income during the year amounted to \$249,000 (2020: \$379,000).

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

	2021 \$'000	Group 31.12.2020 \$'000	1.1.2020 \$'000
Not later than one year	–	311	379
Later than one year but not later than five years	–	256	567
	–	567	946

## 32. Contingent liabilities

### (a) Guarantees

	Group and Company	
	2021 \$'000	2020 \$'000
Bankers' guarantees issued by banks on behalf of subsidiaries	2,447	3,188

(b) During the financial period, the Group reviewed the costs to complete of certain job orders entered by a subsidiary company and noted that these have become unfavorable to the Group. As a result, the Group opted to negotiate for commercial settlement and/or early termination of these job orders. Provisions have been set aside for costs to complete as well as for commercial settlement based on preliminary agreements with the customer and the estimates to date. However, should the preliminarily agreed settlement amounts with the customer not be finalized or actual costs be higher than the estimated costs to complete, there is a possibility that additional provisions and liabilities may arise.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 33. Related party disclosures

### *Compensation of key management personnel*

	Group	
	2021 \$'000	2020 \$'000
Directors of the Company:		
Directors' fees	276	279
Directors' remuneration	552	895
Defined contribution benefits	17	17
Key management:		
Key management's remuneration	1,154	1,300
Defined contribution benefits	63	65

Key management personnel are the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly.

## 34. Segment information

For management purposes, the Group is organised on a worldwide basis into operating businesses (divisions) as the Group's risks and rates of return are affected predominantly by differences in the products and services produced. The Group is organised into two main operating businesses, namely:

Wireless Infrastructure Networks ("WIN")	–	Sales, marketing and distribution, design and engineering, project implementation, service and maintenance of satellite communications, transmission products and systems and wireless solutions.
Network Infrastructure ("NI")	–	Sales, marketing and distribution, design and engineering, project implementation, service and maintenance of info-communications network infrastructure, network security solutions, IP networks, optical networks and broadcast infrastructure.

The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

### *Allocation basis and transfer pricing*

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, liabilities and expenses.

Transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment turnover, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**34. Segment information (Continued)****Allocation basis and transfer pricing (Continued)**

<b>2021</b>	<b>WIN \$'000</b>	<b>NI \$'000</b>	<b>Adjustments \$'000</b>	<b>Notes</b>	<b>Total \$'000</b>
Revenue	27,367	75,242			102,609
Cost of sales	(23,348)	(59,746)			(83,094)
Gross profit	4,019	15,496			19,515
Distribution and selling expenses	(5,213)	(17,534)			(22,747)
Administrative expenses	(3,277)	(6,409)			(9,686)
Other income/(expenses)	(3,348)	1,710			(1,638)
Loss from operating activities	(7,819)	6,737			(14,556)
Finance income					143
Finance expenses					(647)
Loss before tax					(15,060)
Tax					(934)
Net loss for the year					(15,994)
<b>Other information</b>					
Segment assets	44,792	59,949	47,287	A	152,028
Segment liabilities	20,859	43,007	41,621	B	105,487
Capital expenditure	93	146			239
Depreciation and amortisation	664	1,051			1,715
Other non-cash expenses (*)	757	8,674			9,431
<b>2020</b>	<b>WIN \$'000 (Restated)</b>	<b>NI \$'000 (Restated)</b>	<b>Adjustments \$'000</b>	<b>Notes</b>	<b>Total \$'000 (Restated)</b>
Revenue	35,396	95,722			131,118
Cost of sales	(26,554)	(74,731)			(101,285)
Gross profit	8,842	20,991			29,833
Distribution and selling expenses	(4,952)	(10,448)			(15,400)
Administrative expenses	(2,945)	(7,591)			(10,536)
Other income	179	915			1,094
Profit from operating activities	1,124	3,867			4,991
Finance income					254
Finance expenses					(826)
Profit before tax					4,419
Tax					(1,472)
Net profit for the year					2,947
<b>Other information</b>					
Segment assets	47,410	68,856	46,083	A	162,349
Segment liabilities	19,447	39,477	39,284	B	98,208
Capital expenditure	132	2,396			2,528
Depreciation and amortisation	634	1,093			1,727
Other non-cash (income)/expenses (*)	(180)	375			195

(\*) Other non-cash (income)/expenses include net provision for warranty, stocks written down, net allowance/(write-back) for doubtful trade debts and net allowance/(write-back) for contract assets, bad debts written off and gain on sale of customer contracts

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 34. Segment information (Continued)

### Allocation basis and transfer pricing (Continued)

#### Notes Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements

A The following items are added to segment assets to arrive at total assets reported in the consolidated balance sheet:

	2021 \$'000	2020 \$'000
Deferred tax assets	979	806
Other receivables, deposits and prepayments	22,805	22,160
Cash and cash equivalents	22,856	22,458
Fixed deposits	647	659
	<u>47,287</u>	<u>46,083</u>

B The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated balance sheet:

	2021 \$'000	2020 \$'000 (Restated)
Defined benefit obligation	423	537
Other payables and accruals	8,671	9,223
Borrowings	32,000	28,500
Provision for taxation	527	1,024
	<u>41,621</u>	<u>39,284</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 34. Segment information (Continued)

### Geographical segments

Revenue and non-current assets (excluding deferred tax assets) information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2021 \$'000	2020 \$'000	2021 \$'000	2020 \$'000
Singapore	49,125	56,068	1,254	4,003
Indonesia	13,618	19,932	921	1,045
Malaysia	20,082	18,606	386	93
Morocco	4,253	8,042	12	42
Pakistan	7,024	7,730	145	255
Philippines	3,033	5,325	5,091	5,882
Thailand	1,428	4,890	277	341
Australia	42	2,044	–	142
Other EMEA countries	3,399	4,982	69	61
Others (including China)	605	3,499	–	19
	<u>102,609</u>	<u>131,118</u>	<u>8,155</u>	<u>11,883</u>

Non-current assets information presented above consist of intangible assets, property, plant and equipment, right-of-use assets, long term trade and other receivables.

### Information about a major customer

Revenue from one major customer amounted to \$18,398,000 (2020: \$22,760,000), arising from revenue by the WIN and NI segments (2020: WIN and NI segments).

## 35. Financial risk management objectives 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 foreign currency risk, interest rate risk, liquidity risk and credit risk. The board of directors reviews and agrees policies and procedures for the management of these risks. The audit and risk management committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

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

### Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities. The foreign currencies in which these transactions are denominated are mainly US dollar and Euro. Approximately 18% (2020: 20%) of the Group's turnover and 45% (2020: 59%) of the Group's purchases are denominated in foreign currencies.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 35. Financial risk management objectives and policies (Continued)

### Foreign currency risk (Continued)

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the balance sheet date, such foreign currency balances amount to \$8,052,000 (2020: \$3,892,000) and \$1,827,000 (2020: \$2,200,000) for the Group and the Company respectively.

The Group uses forward currency contracts to mitigate the currency exposures on transactions in excess of \$100,000 for which payment is anticipated more than one month after the Group has entered into a firm commitment for a sale or purchase. The forward currency contracts must be in the same currency as the hedged item. It is the Group's policy not to enter into forward currency contracts until a firm commitment is in place. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations. These investments are not hedged as the respective currency positions are considered to be long-term in nature.

### Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar, AU dollar and Euro exchange rates (against SGD), with all other variables held constant, of the Group's (loss)/profit before tax.

	Group	
	2021	2020
	\$'000	\$'000
<b>US dollar –</b>		
– Strengthened 3% (2020: 3%)	295	180
– Weakened 3% (2020: 3%)	(295)	(180)
<b>AU dollar –</b>		
– Strengthened 3% (2020: 3%)	42	21
– Weakened 3% (2020: 3%)	(42)	(21)
<b>Euro –</b>		
– Strengthened 5% (2020: 5%)	24	7
– Weakened 5% (2020: 5%)	(24)	(7)

### 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 cash and cash equivalents and borrowings.

The Group's policy is to obtain the most favourable interest rates available without increasing its foreign currency exposure.

Surplus funds are placed with reputable banks.

Information relating to the Group's interest rate exposure is also disclosed in the notes to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**35. Financial risk management objectives and policies (Continued)*****Interest rate risk (Continued)****Sensitivity analysis for interest rate risk*

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on interest income from cash assets placed with banks with all other variables held constant, of the Group's (loss)/profit before tax.

	<b>Group</b>	
	<b>Increase/ (decrease) basis points</b>	<b>Effect on profit before tax</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>2021</b>		
US dollar bank placements	(100)	(86)
AU dollar bank placements	(100)	(8)
Euro bank placements	(100)	(8)
Singapore dollar bank borrowings	(100)	320
US dollar bank placements	100	86
AU dollar bank placements	100	8
Euro bank placements	100	8
Singapore dollar bank borrowings	100	(320)
<b>2020</b>		
US dollar bank placements	(100)	(9)
AU dollar bank placements	(100)	(2)
Euro bank placements	(100)	–
Singapore dollar bank borrowings	(100)	285
US dollar bank placements	100	37
AU dollar bank placements	100	7
Euro bank placements	100	2
Singapore dollar bank borrowings	100	(285)

***Liquidity risk***

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The principal method the Group uses to manage liquidity risk arising from financial liabilities is maintaining an adequate level of cash and cash equivalents and committed stand-by credit facilities with banks. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 35. Financial risk management objectives and policies (Continued)

### Liquidity risk (Continued)

The table below analyses the Group's financial assets and liabilities and certain derivative financial instruments that will be settled on a gross basis into relevant maturity groupings based on the remaining period at reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual carrying undiscounted cash flows. Balances due within 12 months approximate their carrying amounts as the impact of discounting is insignificant.

	2021				2020 (Restated)			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
<b>Group</b>								
<b>Financial assets:</b>								
Trade receivables	47,510	–	–	47,510	64,409	138	–	64,547
Other receivables and deposits (excluding advances to suppliers, staff advances, prepayments and tax recoverable)	2,168	682	–	2,850	2,176	510	–	2,686
Cash and cash equivalents	22,856	–	–	22,856	22,458	–	–	22,458
Fixed deposits	647	–	–	647	659	–	–	659
Derivative financial instruments								
– Forward currency contracts	5,066	–	–	5,066	5,949	–	–	5,949
Total undiscounted financial assets	78,247	682	–	78,929	95,651	648	–	96,299
<b>Financial liabilities:</b>								
Trade payables	28,206	–	–	28,206	32,112	–	–	32,112
Other payables and accruals (excluding withholding tax payables)	8,250	–	–	8,250	8,892	–	–	8,892
Borrowings	32,109	–	–	32,109	28,586	–	–	28,586
Lease liabilities	803	420	–	1,223	714	1,077	2,501	4,292
Derivative financial instruments								
– Forward currency contracts	5,105	–	–	5,105	6,086	–	–	6,086
Total undiscounted financial liabilities	74,473	420	–	74,893	76,390	1,077	2,501	79,968
Total net undiscounted financial assets/(liabilities)	3,774	262	–	4,036	19,261	(429)	(2,501)	16,331



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**35. Financial risk management objectives and policies (Continued)****Liquidity risk (Continued)**

	2021				2020			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
<b>Company</b>								
<b>Financial assets:</b>								
Trade receivables	14,119	–	–	14,119	13,489	–	–	13,489
Other receivables and deposits (excluding advances to suppliers, prepayments and tax recoverable)	290	–	–	290	399	–	–	399
Amounts due from subsidiaries	37,657	–	–	37,657	37,303	–	–	37,303
Cash and cash equivalents	7,748	–	–	7,748	10,393	–	–	10,393
Derivative financial instruments								
– Forward currency contracts	5,066	–	–	5,066	5,949	–	–	5,949
Total undiscounted financial assets	64,880	–	–	64,880	67,533	–	–	67,533
<b>Financial liabilities:</b>								
Trade payables	6,726	–	–	6,726	8,916	–	–	8,916
Other payables and accruals	1,859	–	–	1,859	3,791	–	–	3,791
Amounts due to subsidiaries	60	–	–	60	39	–	–	39
Borrowings	32,109	–	–	32,109	28,586	–	–	28,586
Lease liabilities	53	103	–	156	124	389	2,501	3,014
Derivative financial instruments								
– Forward currency contracts	5,105	–	–	5,105	6,086	–	–	6,086
Total undiscounted financial liabilities	45,912	103	–	46,015	47,542	389	2,501	50,432
Total net undiscounted financial assets/(liabilities)	18,968	(103)	–	18,865	19,991	(389)	(2,501)	17,101

The table below shows the contractual expiry by maturity of the Company's contingent liabilities.

	2021				2020			
	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000	1 year or less \$'000	1-5 years \$'000	> 5 years \$'000	Total \$'000
<b>Company</b>								
Financial guarantees in relation to contracts	2,021	989	878	3,888	2,026	605	1,452	4,083

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 35. Financial risk management objectives and policies (Continued)

### *Credit risk*

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

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- Internal credit rating;
- External credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the customer;
- Significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 365 days past due in making contractual payment.

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

- There is significant difficulty of the debtor;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**35. Financial risk management objectives and policies (Continued)****Credit risk (Continued)**Trade receivables and contract assets

The Group provides for lifetime expected credit losses for all trade receivables and contract assets using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on geographical region. The loss allowance provision as at 31 December 2021 is determined as follows, the expected credit losses below also incorporate forward-looking information such as forecast of economic conditions and expected inflation rates.

Summarised below is the information about the credit risk exposure on the Group's trade receivables and contract assets using provision matrix, grouped by geography:

## (i) Singapore

31 December 2021	Trade receivables				
	Days past due				
	Contract Assets	Current	Less than 90 days	More than 90 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	12,839	4,049	4,811	5,706	27,405
Loss allowance provision	25	86	–	361	472

31 December 2020	Trade receivables				
	Days past due				
	Contract Assets	Current	Less than 90 days	More than 90 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	12,971	5,830	4,225	4,405	27,431
Loss allowance provision	–	23	–	462	485

## (ii) Other geographical area

31 December 2021	Trade receivables				
	Days past due				
	Contract Assets	Current	Less than 90 days	More than 90 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	27,857	22,159	4,698	15,355	70,069
Loss allowance provision	3,848	5	3	8,813	12,669

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 35. Financial risk management objectives and policies (Continued)

### Credit risk (Continued)

Trade receivables and contract assets (Continued)

(ii) Other geographical area (Continued)

31 December 2020	Trade receivables				
	Contract Assets	Current	Days past due		Total
			Less than 90 days	More than 90 days	
	\$'000	\$'000	\$'000	\$'000	\$'000
Gross carrying amount	23,465	24,695	9,051	18,264	75,475
Loss allowance provision	2,026	154	44	1,378	3,602

Information regarding loss allowance movement of trade receivables and contract assets are disclosed in Note 10.

During the year, the Group wrote-off \$91,000 (2020: \$38,000) of trade receivables as the Group does not expect to receive future cash flows and there are no recoveries from collection of cash flows previously written off.

### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's and the Company's trade receivables at the balance sheet date are as follows:

### Customers' profile

#### By country

% of total trade receivables	Group		Company	
	2021	2020	2021	2020
≥ 25	Singapore	–	Singapore	Singapore
>10 and <25	Malaysia, Morocco and others	Singapore, Indonesia, Malaysia and Morocco	–	–
≤ 10	Indonesia, Philippines, Pakistan, Norway and others	Philippines and others	Indonesia, Myanmar and others	Pakistan, Philippines and others

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**35. Financial risk management objectives and policies (Continued)*****Customers' profile (Continued)*****By industry**

	Group				Company			
	2021	% of	2020	% of	2021	% of	2020	% of
	\$'000		\$'000		\$'000		\$'000	
		total		total		total		total
Telecommunications	30,686	65	39,563	61	10,359	73	10,907	80
Government agencies	9,224	19	17,778	28	510	4	1,090	8
Media and broadcasting	377	1	2,289	4	–	–	266	2
Financial institutions	186	–	355	1	169	1	223	2
Multi-industry conglomerates	1,394	3	944	1	919	7	643	5
Hospitality	3,443	7	825	1	2,160	15	294	2
Others	2,200	5	2,655	4	2	–	66	1
	<u>47,510</u>	<u>100</u>	<u>64,409</u>	<u>100</u>	<u>14,119</u>	<u>100</u>	<u>13,489</u>	<u>100</u>

At the balance sheet date,

- 35% (2020: 57%) of the Group's trade receivables in Malaysia (2020: Malaysia) are due from a reputable telecommunication service provider; and
- 30% (2020: 32%) of the Group's trade receivables are due from 3 major customers in the Telecommunication industry.

**36. Fair value of assets and liabilities*****(a) Fair value hierarchy***

The Group categorises fair value measurement 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.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 36. Fair value of assets and liabilities (Continued)

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

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

	Group			
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	Total \$'000
<b>At 31 December 2021</b>				
<b>Financial liabilities</b>				
Derivatives – Forward currency contracts	–	39	–	39
<b>At 31 December 2020</b>				
<b>Financial liabilities</b>				
Derivatives – Forward currency contracts	–	137	–	137

### (c) Level 2 fair value measurements

#### Derivatives

Forward currency contracts are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates and forward rate curves.

### (d) Assets and liabilities not measured at fair value, for which fair value is disclosed

There are no assets and liabilities not measured at fair value at 31 December 2021 and 2020 but for which fair value is disclosed.

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

Cash and cash equivalents (Note 29), trade receivables (Note 10), other receivables and deposits (Note 11), amount due from/(to) subsidiaries (Note 12), trade payables (Note 13), other payables and accruals (Note 14) and short-term borrowings (Note 16).

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values as they are short-term in nature, market interest rate instruments.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 36. Fair value of assets and liabilities (Continued)

### (f) *Fair value of financial instrument classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value*

There are no financial instruments that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value.

## 37. Derivatives

	Contract/ notional amount	Group				
		2021 \$'000		2020 \$'000		
		Assets	Liabilities	Contract/ notional amount	Assets	Liabilities
Forward currency contracts	5,066	–	39	5,949	–	137

Forward currency contracts are mainly used to hedge the Group's sales and purchases denominated in US dollar (2020: US dollar), against SGD for which firm commitments existed at the balance sheet date, extending to March 2022 (2020: May 2021).

The Group does not apply hedge accounting.

## 38. Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios 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 years ended 31 December 2021 and 31 December 2020.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio less than 50%. The Group includes within net debt, only loans and borrowings, less cash and cash equivalents. Capital refers to equity attributable to the owners of the Company.

	Group	
	2021 \$'000	2020 \$'000 (Restated)
Borrowings (Note 16)	32,000	28,500
Less: Cash and cash equivalent (Note 29)	(23,403)	(23,020)
Net debts	8,597	5,480
Capital:		
Equity attributable to owners of the Company	46,541	64,141
Capital and net debt	55,138	69,621
Gearing ratio	16%	8%

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 39. Defined benefit obligation

### *Retirement plans*

Nera (Thailand) Limited and P.T. Nera Indonesia have unfunded, non-contributory defined benefit retirement plans while Nera (Philippines), Inc. has funded, non-contributory defined benefit plans covering all their qualified employees. The provision for post-employment benefits is based on the calculation of an independent actuary, using the "Projected Unit Credit" method, and is in pursuant of Republic Act 7641 in Philippines, Labor Law No. 13/2003 in Indonesia, and Legal Severance Pay Law in Thailand. The Group's latest actuarial valuation reports are dated 31 December 2021.

The retirement plan for Nera (Philippines), Inc. requires contributions to be made to separately administered funds. The funds are administered by a local bank. Subject to the specific instructions provided by the company in writing, the company directs the local bank to hold, invest, and reinvest the funds and keep the same invested, in its sole discretion, without distinction between principal and income in, but not limited to, certain investments in unit investment trust fund.

### *Long service awards*

Nera (Thailand) Limited and P.T. Nera Indonesia have an award in a form of cash award during active employment for employees who have completed certain years of services.

The amount included in the consolidated balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

	Philippines plan		Thailand plan		Indonesia plan		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Present value of defined benefit obligation	213	216	40	55	532	646	785	917
Fair value of plan assets	(362)	(380)	—	—	—	—	(362)	(380)
Net (asset)/liability arising from defined benefit obligation	(149)	(164)	40	55	532	646	423	537



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**39. Defined benefit obligation (Continued)**

Changes in present value of the defined benefit obligation are as follows:

	Philippines plan		Thailand plan		Indonesia plan		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January	216	162	55	35	646	619	917	816
Interest cost	6	7	20	1	41	51	67	59
Current service cost	31	26	1	15	76	115	108	156
Remeasurement losses/(gains):								
Actuarial changes arising from changes in financial assumptions	(35)	27	(5)	–	(19)	73	(59)	100
Actuarial changes due to experience adjustment	4	(11)	(27)	5	(67)	(6)	(90)	(12)
Recognition of actuarial loss	–	–	–	–	2	2	2	2
Effects of curtailment	–	–	–	–	–	(134)	–	(134)
Effects of benefit changes	–	–	–	–	(138)	(20)	(138)	(20)
Benefit paid out	–	–	(1)	–	(22)	(33)	(23)	(33)
Exchange differences	(9)	5	(3)	(1)	13	(21)	1	(17)
At 31 December	<u>213</u>	<u>216</u>	<u>40</u>	<u>55</u>	<u>532</u>	<u>646</u>	<u>785</u>	<u>917</u>

Changes in fair value of plan assets are as follows:

	Philippines plan	
	2021	2020
	\$'000	\$'000
At 1 January	380	345
Benefits paid	–	–
Interest income	10	15
Remeasurement gains/(losses):		
Return on plan assets	(15)	9
Effect of asset ceiling	–	–
Exchange differences	(13)	11
At 31 December	<u>362</u>	<u>380</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 39. Defined benefit obligation (Continued)

The fair values of the plan assets by each class as at the end of the reporting period are as follows:

	2021 \$'000	2020 \$'000
Investments in unit investment trust fund ("UITF") – Philippines plan	362	380

Investments in UITF are ready-made investments that allow the pooling of funds that are managed by a local bank.

The plan asset's carrying amount approximates its fair value since these are marked-to-market.

The cost of defined benefit pension plans as well as the present value of the pension obligation is determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension for the defined benefit plans are shown below:

	2021	2020
<i>Discount rates:</i>		
Philippines plan	4.32%	2.62%
Thailand plan	2.79%	1.96%
Indonesia plan	7.50%	7.20%
<i>Future salary increases:</i>		
Philippines plan	6.00%	6.00%
Thailand plan	5.00%	5.00%
Indonesia plan	8.00%	8.00%

	2021 %	2020 %
<i>Mortality rate</i>		
Philippines plan	1994 US Group Annuity Mortality (GAM) Table, Male and Female	1994 US Group Annuity Mortality (GAM) Table, Male and Female
Thailand plan	105% of Thai Mortality Ordinary Table 2017	105% of Thai Mortality Ordinary Table 2017
Indonesia plan	Mortality Table of Indonesia 2019	Mortality Table of Indonesia 2019

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

**39. Defined benefit obligation (Continued)**

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming if all other assumptions were held constant:

31 December 2021				
	Increase/ (decrease)	Philippines plan	Thailand plan	Indonesia plan
Discount rates	(Actual + 1.00%)	–	–	(57)
	(Actual – 1.00%)	–	–	67
	(Actual + 0.50%)	(9)	(6)	–
	(Actual – 0.50%)	9	1	–
Future salary increases	(Actual + 1.00%)	17	4	67
	(Actual – 1.00%)	(16)	(8)	(59)

31 December 2020				
	Increase/ (decrease)	Philippines plan	Thailand plan	Indonesia plan
Discount rates	(Actual + 1.00%)	–	–	(75)
	(Actual – 1.00%)	–	–	88
	(Actual + 0.50%)	(10)	(8)	–
	(Actual – 0.50%)	11	1	–
Future salary increases	(Actual + 1.00%)	21	6	88
	(Actual – 1.00%)	(18)	(12)	(76)

The Group has no specific matching strategies between the retirement plan assets and the defined benefit obligation under the retirement plans.

The average duration of the defined benefit obligation at the end of the reporting period is 13 years (2020: 14 years).

**40. Events occurring after balance sheet date**

On 7 April 2022, the Company has granted to De Tian Holdings Pte. Ltd. (the (“Purchaser”) an Option to Purchase the Company’s leasehold interest in the whole of Lot MK22-3866P together with the building(s) erected thereon and known as 109 Defu Lane 10, Singapore 539225 (the “Property”). The Option to Purchase expires at 4.00 p.m on 21 April 2022. The sale of the Property is subject to Jurong Town Corporation approval. Details were announced by the Company on 7 April 2022.

The purchase price for the Company’s leasehold interest in the Property is \$6,300,000.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 41. Restatement of FY2020 results

The results of FY2020 have been adjusted as a result of incorrect application of tax rules resulting in indirect tax liabilities for two of its foreign subsidiaries.

In 2021, the foreign subsidiaries received Bills of Demand for under payment of indirect tax liability between 2018 to 2021, inclusive of penalties. The entities are required to pay the shortfall of the indirect tax liability to the local authorities. The foreign subsidiaries will apply to a program as announced by the local authorities that allows entities to obtain 100% waiver on the penalties levied and a discount on the tax liability of between 10% to 30%, on condition that the payment be settled in full by 30 June 2022 to the local authorities. The tax liability payable under this program is estimated to be \$2,400,000.

The effect of the restatement on the consolidated statement of comprehensive income and the consolidated statement of cash flows of the Group for the financial year ended 31 December 2020 are summarized below.

Group	As per previously stated \$'000	Adjustments \$'000	As restated \$'000
<b>Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2020</b>			
Administrative expenses	(9,722)	(814)	(10,536)
<b>Profit from operating activities</b>	5,805	(814)	4,991
<b>Profit before tax</b>	5,233	(814)	4,419
<b>Profit after tax</b>	3,761	(814)	2,947
Foreign currency translation of financial statements of foreign operations	575	(3)	572
<b>Other comprehensive income for the year, net of tax</b>	540	(3)	537
<b>Total comprehensive income for the year attributable to owners of the Company</b>	4,301	(817)	3,484
<b>Earnings per share attributable to owners of the Company (cents per share)</b>			
Basic	1.04	(0.23)	0.81
Diluted	1.04	(0.23)	0.81

The effect of the restatement on the consolidated statement of comprehensive income and the consolidated statement of cash flows of the Group for the financial year ended 31 December 2020 are summarized below.

Group	As per previously stated \$'000	Adjustments \$'000	As restated \$'000
<b>Consolidated Cash Flow Statement for the financial year ended 31 December 2020</b>			
<b>Cash flows from operating activities</b>			
Profit before tax	5,233	(814)	4,419
Operating profit before working capital changes	7,823	(814)	7,009
Other payables and accruals	(491)	814	323

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

## 41. Restatement of FY2020 results (Continued)

The effect of the restatement on the Group's balance sheet as at 1 January 2020 is summarised below:

### Balance Sheet as at 1 January 2020

Group	As per previously stated \$'000	Adjustments \$'000	As restated \$'000
<b>Current liabilities</b>			
Other payables and accruals	7,726	1,298	9,024
<b>Net current assets</b>	56,483	(1,298)	55,185
<b>Net assets</b>	63,764	(1,298)	62,466
<b>Equity attributable to equity holders of the Company</b>			
Revenue reserve	36,978	(1,305)	35,673
Translation reserve	(3,528)	7	(3,521)

The effect of the restatement on the Group's balance sheet as at 31 December 2020 is summarised below:

### Balance Sheet as at 31 December 2020

Group	As per previously stated \$'000	Adjustments \$'000	As restated \$'000
<b>Current liabilities</b>			
Other payables and accruals	7,108	2,115	9,223
<b>Net current assets</b>	57,682	(2,115)	55,567
<b>Net assets</b>	66,256	(2,115)	64,141
<b>Equity attributable to equity holders of the Company</b>			
Revenue reserve	38,930	(2,119)	36,811
Translation reserve	(2,953)	4	(2,949)

## 42. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2021 were authorised for issue in accordance with a resolution of the directors on 13 April 2022.

# SHAREHOLDINGS STATISTICS

AS AT 16 MARCH 2022

## DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	5	0.12	35	0.00
100 – 1,000	173	4.08	149,551	0.04
1,001 – 10,000	2,107	49.67	13,125,817	3.63
10,001 – 1,000,000	1,941	45.75	110,788,933	30.61
1,000,001 AND ABOVE	16	0.38	237,832,664	65.72
<b>TOTAL</b>	<b>4,242</b>	<b>100.00</b>	<b>361,897,000</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES	%
1	UOB KAY HIAN PTE LTD	194,577,439	53.77
2	DBS NOMINEES PTE LTD	10,560,900	2.92
3	RAFFLES NOMINEES (PTE) LIMITED	5,075,900	1.40
4	CITIBANK NOMINEES SINGAPORE PTE LTD	4,336,100	1.20
5	TAN BOON KHAK HOLDINGS PTE LTD	4,075,000	1.13
6	POH KHENG MUI (FU QINGMEI)	3,152,600	0.87
7	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	2,922,200	0.81
8	OCBC NOMINEES SINGAPORE PTE LTD	2,779,400	0.77
9	PHILLIP SECURITIES PTE LTD	2,091,200	0.58
10	TAN ENG YAM HOLDINGS PTE LTD	1,509,100	0.42
11	TAN LENG OEI	1,213,550	0.34
12	ANG JUI KHOON	1,143,300	0.32
13	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	1,138,425	0.31
14	TAN SECK WEI	1,135,550	0.31
15	FU MUI KIM MRS WOO TOONG LI	1,120,000	0.31
16	KIM LENG TEE INVESTMENTS PTE LTD	1,002,000	0.28
17	LEE WOON KIAT	978,100	0.27
18	OCBC SECURITIES PRIVATE LTD	964,500	0.27
19	CHOW HUNG THOW	900,000	0.25
20	PHUA CHYE TOON	850,000	0.23
<b>TOTAL</b>		<b>241,525,264</b>	<b>66.76</b>

# SHAREHOLDINGS STATISTICS

AS AT 16 MARCH 2022

## SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest	%	Deemed Interest	%
Asia Systems Ltd <sup>1</sup>	193,173,439	53.38	–	–
Canopus Asia Systems, L.P. <sup>2</sup>	–	–	193,173,439	53.38
PGA Partners Ltd <sup>3</sup>	–	–	193,173,439	53.38
Ashish Jaiprakash Shastry <sup>4</sup>	–	–	193,173,439	53.38

### Notes:

1. 193,173,439 shares held by Asia Systems Ltd (“**ASL**”) are registered in the name of UOB Kay Hian Pte Ltd.
2. Canopus Asia Systems, L.P. (“**Canopus**”) owns 100% of ASL and is deemed to be interested in all the shares held by ASL in the Company.
3. PGA Partners Ltd (“**PGA**”) is the general partner of and controls Canopus. PGA is deemed to be interested in the shares held via by ASL.
4. Mr Ashish Jaiprakash Shastry owns all the issued share capital of PGA and he is deemed to be interested in the shares held by ASL.

## PUBLIC FLOAT

Based on information available to the Company as at 16 March 2022, approximately 46.60% of the total number of issued shares of the Company is held in the hands of public, and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Limited is complied with.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 29 April 2022 at 12.00 pm for the purpose of transacting the following business:–

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect Mr Basil Chan retiring pursuant to Regulation 94 of the Company's Constitution. **(Resolution 2)**  
[See Explanatory Note (i)]
3. To re-elect Dr Lim Puay Koon retiring pursuant to Regulation 100 of the Company's Constitution. **(Resolution 3)**  
[See Explanatory Note (ii)]
4. To re-elect Mr Chong Hoi Ming retiring pursuant to Regulation 100 of the Company's Constitution. **(Resolution 4)**  
[See Explanatory Note (iii)]
5. To re-elect Mr Wong Chee-Yann retiring pursuant to Regulation 100 of the Company's Constitution. **(Resolution 5)**  
[See Explanatory Note (iv)]
6. To approve the payment of Directors' fees of S\$275,809 for the financial year ending 31 December 2022, to be paid quarterly in arrears. **(Resolution 6)**  
[See Explanatory Note (v)]
7. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

## AS SPECIAL BUSINESS

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

8. **Authority to issue shares** **(Resolution 8)**  

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Rules of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

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



## NOTICE OF ANNUAL GENERAL MEETING

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and

# NOTICE OF ANNUAL GENERAL MEETING

- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

*[See Explanatory Note (vi)]*

## 9. **Authority to grant awards and issue shares under the Performance Share Plan** **(Resolution 9)**

“That approval be and is hereby given to the directors to grant awards in accordance with the provisions of the Nera Telecommunications Performance Share Plan 2014” (the “**Share Plan**”) to allot and issue from time to time such number of shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Share Plan, provided that the aggregate number of new shares allotted and issued and/or to be allotted and issued and issued shares (including treasury shares) delivered or to be delivered pursuant to the awards granted under the Share Plan shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time, and that such authority, shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

*[See Explanatory Note (vii)]*

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

BY ORDER OF THE BOARD

Chan Wan Mei and Chan Lai Yin  
Joint Company Secretaries

Singapore,  
14 April 2022

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) Ordinary Resolution 2 is to re-elect Mr Basil Chan who will be retiring by rotation under Regulation 94 of the Company's Constitution and if he is re-elected, he will remain as the Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee, and be considered Independent for the purpose of Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Mr Chan is found on page 7 of the Annual Report.
- (ii) Ordinary Resolution 3 is to re-elect Dr Lim Puay Koon who will be retiring by rotation under Regulation 100 of the Company's Constitution and if he is re-elected, he will remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee, and be considered Independent for the purpose of Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Dr Lim is found on page 8 of the Annual Report.
- (iii) Ordinary Resolution 4 is to re-elect Mr Chong Hoi Ming who will be retiring by rotation under Regulation 100 of the Company's Constitution and if he is re-elected, he will remain as the Executive Director and Chief Executive Officer of the Company. Mr Chong is considered a Non-Independent Director. Key information on Mr Chong is found on page 6 of the Annual Report.
- (iv) Ordinary Resolution 5 is to re-elect Mr Wong Chee-Yann who will be retiring by rotation under Regulation 100 of the Company's Constitution and if he is re-elected, he will remain as a member of the Remuneration and Nominating Committees. Mr Wong is considered a Non-Independent and Non-Executive Director. Key information on Mr Wong is found on page 8 of the Annual Report.
- (v) Ordinary Resolution 6 is to seek approval for the payment of S\$275,809 to all Non-Executive Directors as Directors' Fees for the financial year ending 31 December 2022 to be paid quarterly in arrears.
- (vi) The Proposed Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities 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 the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed. The total number of issued shares excluding treasury shares of the Company shall be the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issues consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (vii) The Proposed Resolution 9, if passed, will empower the Directors effective until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the Share Plan, approved by shareholders on 29 April 2014 and was last renewed at the Annual General Meeting of the Company on 27 April 2021, and to allot and issue shares in the capital of the Company pursuant to the Share Plan, provided that the aggregate number of shares issued and to be issued under the Share Plan does not exceed 10% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.

## Notes:

- (a) The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on SGXNet and the Company's Investor Relations ("IR") website at the URL <https://www.nera.net/publications.html>, and also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
- (b) Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (in particular, arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Letter to Shareholders dated 14 April 2022 ("**Letter to Shareholders**"). This Letter to Shareholders may be accessed at the Company's IR website at the <https://www.nera.net/publications.html>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
- (c) Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be accessed at the Company's IR website at the URL <https://www.nera.net/publications.html>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as a proxy for that Resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 pm on 19 April 2022.

# NOTICE OF ANNUAL GENERAL MEETING

- (d) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (e) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (i) if submitted by post, be deposited at the office of the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632 –; or
  - (ii) if submitted electronically, be submitted via email to the Company's Polling Agent at [NeratelAGM2022@boardroomlimited.com](mailto:NeratelAGM2022@boardroomlimited.com),

in either case, not less than 72 hours before the time appointed for the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

- (f) The Annual Report 2021 may be accessed at the Company's IR website at the URL <https://www.nera.net/publications.html>.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Basil Chan, Dr Lim Puay Koon, Mr Chong Hoi Ming and Mr Wong Chee-Yann will be seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 29 April 2022 ("AGM") (the "**Retiring Directors**").

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

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
Date of Appointment	18 March 2020	21 October 2021	7 February 2022	28 February 2022
Date of last re-appointment	29 May 2020	Not Applicable	Not Applicable	Not applicable
Age	71	61	52	42
Country of principal residence	Singapore	Singapore	Malaysia	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Mr Basil Chan for re-appointment as Independent Non-Executive Director of the Company. The Board have reviewed and concluded that he possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Dr Lim for re-appointment as Independent Non-Executive Director of the Company. The Board have reviewed and concluded that he possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Mr Chong Hoi Ming for re-appointment as Executive Director of the Company. The Board have reviewed and concluded that he possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, work experience and suitability of Mr Wong for re-appointment as Non-Executive Director of the Company. The Board have reviewed and concluded that he possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive and Independent	Non-Executive and Independent	Executive. Responsible for the overall management of the Group.	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee	Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee.	Executive Director and Chief Executive Officer	Member of the Nominating and Remuneration Committees

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
Professional qualifications	Mr Chan holds a BSc Econ (Hons) degree majoring in Business Administration from the University of Wales Institute of Science and Technology and is a Fellow Member of the Institute of Chartered Accountants in England and Wales and a Fellow Member of the Institute of Singapore Chartered Accountants. He is also a Fellow Member of the Singapore Institute of Directors.	Dr Lim holds Bachelor of Science, a Master in Engineering, a PhD in Computer & Systems Engineering and an MBA from Rensselaer Polytechnic Institute, New York.	Mr Chong holds Bachelor of Computing and Mathematical Sciences from Waikato University, Hamilton, New Zealand.	Mr. Wong holds a Bachelor of Science and Master of Engineering from Cornell University, and a Master of Finance from Princeton University.
Working experience and occupation(s) during the past 10 years	2003 – Present Managing Director, MBE Corporate Advisory Pte Ltd	<ol style="list-style-type: none"> <li>1. CEO (North Asia) Dimension Data Asia Pacific Pte Ltd</li> <li>2. Managing Director (ASEAN) Dimension Data Asia Pacific Pte Ltd</li> <li>3. Independent Non-Executive Director of Procurri Corporation Limited</li> <li>4. Independent Non-Executive Director of Novo Tellus Alpha Acquisition Limited</li> <li>5. Board Director and Member of Audit Committee of Hupsteel Limited</li> </ol>	<p>2008 – 2014 Managing Director Dimension Data Malaysia &amp; Dimension Data Vietnam</p> <p>2014 – 2016 Regional Director, ASEAN Dimension Data Asia-Pacific Ltd, Singapore</p> <p>2017 Regional Director, Japan Dimension Data Asia-Pacific Ltd, Singapore</p> <p>2017 – 2018 Regional Director, APJ Digital Proposal Center Dimension Data Asia-Pacific Ltd, Singapore</p> <p>2019 – 2020 Regional Director, ASEAN 3D Networks Pte Ltd, Singapore</p>	Private Equity Fund Manager
Shareholding interest in the listed issuer and its subsidiaries	No	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
Any relationship (including immediate family relationships) with any existing director, officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No	Mr. Wong is an employee of Northstar Advisors Pte. Ltd., the fund manager of Northstar Equity Partners III Limited ("NEP III"). NEP III holds an indirect shareholding interest in the listed issuer.
Conflict of Interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments* Including Directorships# Past (for the last 5 years)	Independent Director, Singapore eDevelopment Ltd (2014-2017) Independent Director, Yoma Strategic Holdings Ltd (2006-2017) Independent Director, AEM Holdings Ltd (2006-31 December 2021) Independent Director, Global Invacom Group Limited (2012-2020)	HupSteel Limited (1994 to 2019) Dimension Data Korea Dimension Data Hong Kong Limited Dimension Data China Hong Kong Limited Dimension Data Macau Limited Dimension Data Taiwan Limited	Nil	Lunar Crescent International Inc (30 Sep 2019 – 23 Dec 2021) Paradiso Capital Inc (13 May 2020 – 31 Mar 2022) Pioneer Archipelago Holdings (8 Apr 2015 – 6 Jun 2018) Pioneer Archipelago Investments Limited (27 Apr 2015 – 6 Jun 2018) Sirius Asia Financial Limited (30 Apr 2019 – 14 Nov 2019)

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
Present	Independent Director, Grand Banks Yachts Limited (2011-present) Independent Director, Memories Group Limited (2017-present) Independent Director, Broadway Industrial Group Ltd (2019-present) Managing Director, MBE Corporate Advisory Pte Ltd (2003-present)	Hercules Private Limited Hennfa Investments Private Limited Procurri Corporation Limited Novo Tellus Alpha Acquisition	Nil	Aberdeen Holdings Ltd, Director Advance Wealth Finance Ltd, Director Alberose Investment Inc., Director Andamar Investment Ltd, Director APAC Realty 1, Director APAC Realty 2, Director Apollo Wonder Holding, Director Arcadia Infrastructure Investment Limited, Director Archipelago Tourism Holdings, Director Archipelago Tourism Limited, Director Ardiva Capital Inc, Director Asia Infra Networks Holdings Ltd, Director Asia Maritime Holdings Limited, Director Asia Pacific Realty Holdings Ltd, Director Asia Ventures Limited, Director Attadale Investment Limited, Director Avengers Digital Holdings, Director Avengers Digital Limited, Director Bayfront Asia Holdings Ltd, Director Calmwaters Investment Limited, Director



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
			<p>Canopus Asia Capital Limited, Director</p> <p>Canopus Assecuratio Limited, Director</p> <p>Canopus General Ltd, Director</p> <p>Canopus Oeconomus Financial Holdings, Director</p> <p>Canopus Palm Ltd, Director</p> <p>Canopus Realty Ltd, Director</p> <p>Canopus Tower Limited, Director</p> <p>Casa Decora Investments Ltd, Director</p> <p>Central Cascadia Ltd, Director</p> <p>Clover Universal Enterprise Ltd, Director</p> <p>Collaborative Space Inc, Director</p> <p>Crawford Prominence Ltd, Director</p> <p>EduTech Archipelago Holdings, Director</p> <p>EduTech Archipelago Limited, Director</p> <p>EduTech Asia Group, Director</p> <p>EduTech Asia Holdings, Director</p> <p>EduTech Nusantara Holdings, Director</p> <p>EduTech Nusantara Limited, Director</p> <p>eRealty Analytics Limited, Director</p> <p>Gochean Holdings Incorporated, Director</p> <p>Innovalues Holdings Pte Ltd, Director</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
			<p>Jayawijaya Finance Limited, Director</p> <p>Jubilee Analytics Ltd, Director</p> <p>Langford Universal Finance Ltd, Director</p> <p>Menhir Investment Holdings Limited, Director</p> <p>Milford Group Limited, Director</p> <p>Modern Retail Finance Limited, Director</p> <p>Modern Retail Group Limited, Director</p> <p>Modern Retail Holdings Limited, Director</p> <p>Modern Retail Partners Limited, Director</p> <p>Modern Retail Treasury Limited, Director</p> <p>Nera Telecommunications Ltd, Director</p> <p>Northstar Advisors Capital Incorporated, Director</p> <p>Northstar Advisors Pte. Ltd., Director</p> <p>Northstar Digital Auto Holdings, Director</p> <p>Northstar Digital Auto Limited, Director</p> <p>Northstar GV Holdings, Director</p> <p>Northstar GV Limited, Director</p> <p>Northstar IV Technology Holdings Inc., Director</p> <p>Northstar Samudra Holdings I Incorporated, Director</p> <p>Northstar Samudra Holdings II Incorporated, Director</p> <p>Northstar Samudra Holdings III Incorporated, Director</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
				<p>Nova National Enterprise Ltd, Director</p> <p>Novay Kerncy Ltd, Director</p> <p>NS Aquanaut Holdings, Director</p> <p>NS Aquanaut Limited, Director</p> <p>NS Dairy Holdings, Director</p> <p>NS Dairy Limited, Director</p> <p>NS Kiwi Holdings, Director</p> <p>NS Kiwi Limited, Director</p> <p>NS Nautilus Holdings, Director</p> <p>NS Nautilus Limited, Director</p> <p>NS Nomad Holdings, Director</p> <p>NS Nomad Limited, Director</p> <p>NS Saffron Holdings, Director</p> <p>NS Saffron Limited, Director</p> <p>NS Ulysses Holdings, Director</p> <p>NS Ulysses Limited, Director</p> <p>NTH Gemma Inc, Director</p> <p>NTH GP Holdings, Director</p> <p>NTH GP Limited, Director</p> <p>NTH GP Partners, Director</p> <p>Nusantara FMCG Holdings, Director</p> <p>Nusantara FMCG Limited, Director</p> <p>Nusantara Healthcare Holdings, Director</p> <p>Nusantara Healthcare Limited, Director</p> <p>PGA Realty Partners Ltd, Director</p> <p>Precision Solutions Group, Director</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
			<p>Precision Solutions Holdings, Director</p> <p>Precision Solutions Limited, Director</p> <p>Precision Solutions Partners, Director</p> <p>Ranford Universal, Director</p> <p>Redcliff Enterprise Overseas Ltd, Director</p> <p>Retail Development Group Limited, Director</p> <p>Riverhill Finance Ltd, Director</p> <p>Salvitas Investment Inc, Director</p> <p>Salvitas Limited, Director</p> <p>SEA Maritime Finance Limited, Director</p> <p>Spearwood Limited, Director</p> <p>Star Engineering Limited, Director</p> <p>Telco Tower Holdings, Director</p> <p>Trio SEA Energy Partners, Director</p> <p>Ubiquitous Traders Inc, Director</p> <p>Ubiquitous Traders Pte. Ltd., Director</p> <p>UP Coworking Pte Ltd, Director</p> <p>Vibrant Colors Development Limited, Director</p> <p>Wellbloom Investment Ltd, Director</p> <p>Wharf Investment Limited, Director</p> <p>Windrose Finance Limited, Director</p> <p>Windsor Nusantara Holdings, Director</p> <p>Zinfinity Pte Ltd, Director</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
<b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.</b>				
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:— i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No*	No	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No*	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
	<p>*Mr Chan had taken a time horizon of the past 10 years for his declaration and hence he indicated "No" to questions (i)(i) and (i)(iv) above as the events previously disclosed took place more than 10 years ago.</p> <p>For the record, Mr Chan's previous declarations were as follows:</p> <p>Micropolis Group of Companies – Mr Chan was a director of the following companies which were the subject of insolvency petitions in court: a) Micropolis (USA) Inc.; b) Micropolis (UK) Limited; c) Micropolis (Deutschland) GmbH and d) Micropolis AB.</p> <p>These companies were part of the Micropolis Group of Companies which were placed in liquidation beginning in late 1997.</p> <p>Stratech Systems Limited – Mr Chan was a non-executive independent director of Stratech Systems Limited that was investigated by the Commercial Affairs Department ("CAD") in 2006 in relation to a possible breach of the Securities and Futures Act. As far as Mr Chan is aware, the matter has been closed and no charges were made against any director.</p>			

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
	<p>AEM Holdings Limited – Mr Chan was a non-executive independent director of AEM Holdings Limited which announced in May 2007 that seven of its employees (including its Chief Executive Officer) were under investigation by the Corrupt Practices Investigation Bureau (“CPIB”) and Mr Chan assisted the CPIB in their investigation. Mr Chan was appointed to the Board on 8 March 2006 and these events occurred prior to his appointment.</p> <p>Lindeteves-Jacoberg Limited – In May 2007, Mr Chan attended as witness to assist an investigation by the CAD into an offence under the Securities and Futures Act in relation to Lindeteves-Jacoberg Limited in which he was a former non-executive independent director.</p>	No	No	No
(K) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR BASIL CHAN	DR LIM PUAY KOON	MR CHONG HOI MING	MR WONG CHEE-YANN
<b>Disclosure applicable to the appointment of Director only</b>				
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not Applicable	Not Applicable	Not Applicable	Not Applicable

## NERA TELECOMMUNICATIONS LTD

(Incorporated in the Republic of Singapore)

Company Registration No.: 197802690R

### PROXY FORM

#### IMPORTANT

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of the Annual General Meeting will not be sent to members. Instead, the Notice of the Annual General Meeting will be sent to members by electronic means via publication on SGXNet and the Company's Investor Relations ("IR") website at the URL <https://www.nera.net/publications.html>, and also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (in particular, arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Letter to Shareholders dated 14 April 2022. This Letter may be accessed at the Company's IR website at the URL <https://www.nera.net/publications.html>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.**
4. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 pm on 19 April 2022.
5. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of the Annual General Meeting dated 14 April 2022.
6. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting.**

\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Co. Reg. No.)

of \_\_\_\_\_ (Address)

being a \*member/members of Nera Telecommunications Ltd (the "**Company**") hereby appoint the **Chairman of the Meeting** as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company to be convened and held by way of electronic means on Friday, 29 April 2022 at 12.00 pm and at any adjournment thereof.

\*I/We direct the Chairman of the Meeting to vote for or against the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder.

No.	Ordinary Resolutions	For <sup>#</sup>	Against <sup>#</sup>	Abstain <sup>#</sup>
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and the Independent Auditor's Report thereon.			
2.	To re-elect Mr Basil Chan as Director.			
3.	To re-elect Dr Lim Puay Koon as Director.			
4.	To re-elect Mr Chong Hoi Ming as Director.			
5.	To re-elect Mr Wong Chee-Yann as Director.			
6.	To approve the payment of Directors' fees of S\$275,809 for the financial year ending 31 December 2022.			
7.	To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
8.	To authorise Directors to allot and issue shares.			
9.	To authorise Directors to grant award and issue shares under the Performance Share Plan.			

\* Delete accordingly

# If you wish the Chairman of the Meeting as your proxy to cast all your votes 'For' or 'Against' a Resolution, please tick (✓) in the 'For' or 'Against' box provided in respect of that Resolution. Alternatively, please indicate the number of votes 'For' or 'Against' in the 'For' or 'Against' box in respect of that Resolution. If you wish the Chairman of the Meeting as your proxy to 'Abstain' from voting on a Resolution, please tick (✓) in the 'Abstain' box provided in respect of that Resolution. Alternatively, please indicate the number of Shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the 'Abstain' box in respect of that Resolution. In the absence of specific directions in respect of a Resolution, the appointment of the Chairman of the Meeting as your proxy for that Resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal



**IMPORTANT.** Please read notes overleaf.

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you only have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting. This proxy form may be accessed at the Company's IR website at the URL <https://www.nera.net/publications.html>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as a proxy for that Resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 pm on 19 April 2022.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the office of the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company's Polling Agent at [NeratelAGM2022@boardroomlimited.com](mailto:NeratelAGM2022@boardroomlimited.com),in either case, not less than 72 hours before the time appointed for the Annual General Meeting.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.**

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
6. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor is not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) appointing the Chairman of the Meeting as proxy. In addition, in the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

**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 14 April 2022.*





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CO. REG. NO: 197802690R