

# GT STEEL

## Construction Group Limited

(Incorporated in the Cayman Islands with limited liability)

**Stock Code: 8402**

Third Quarterly Report

**2020**



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

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

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

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*This report, for which the directors (the “Directors”) of GT Steel Construction Group Limited (the “Company”) collectively and individually accept full responsibility, include particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief (1) the information contained in this report is accurate and complete in all material respects and not misleading and deceptive; and (2) there are no other matters the omission of which would make any statement herein or this report misleading.*

*The original report is prepared in the English language. This report is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.*

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Ong Cheng Yew (*Chairman*)

Ms. Koh Siew Khing

#### Independent non-executive

#### Directors

Mr. Tam Wai Tak Victor

Ms. Chooi Pey Nee

Mr. Tan Yeok Lim (Chen Yulin)

### AUDIT COMMITTEE MEMBERS

Mr. Tam Wai Tak Victor

*(Chairman of the audit committee)*

Ms. Chooi Pey Nee

Mr. Tan Yeok Lim (Chen Yulin)

### NOMINATION COMMITTEE MEMBERS

Mr. Tan Yeok Lim (Chen Yulin)

*(Chairman of the nomination committee)*

Mr. Tam Wai Tak Victor

Ms. Chooi Pey Nee

Ms. Koh Siew Khing

### REMUNERATION COMMITTEE MEMBERS

Ms. Chooi Pey Nee (*Chairwoman of the remuneration committee*)

Mr. Tam Wai Tak Victor

Mr. Tan Yeok Lim (Chen Yulin)

### COMPLIANCE OFFICER

Mr. Ong Cheng Yew

### COMPANY SECRETARY

Mr. Chan Hank Daniel

### COMPLIANCE ADVISER

Vinco Capital Limited  
Unit 2610, 26/F, The Center  
99 Queen's Road Central  
Hong Kong

### AUDITOR

Deloitte & Touche LLP  
Public Accountants and  
Chartered Accountants  
6 Shenton Way, OUE Downtown 2  
#33-00  
Singapore 068809

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

64 Woodlands Industrial Park E9  
Singapore 757833

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE (CAP 622)

19/F, Prosperity Tower  
39 Queen's Road Central  
Central  
Hong Kong

## UNAUDITED CONSOLIDATED FINANCIAL RESULTS

The board (the "Board") of the Directors is pleased to present the unaudited consolidated financial results of the Company and its subsidiaries (the "Group") for the three months and nine months ended 30 September 2020, together with the unaudited comparative figures for the corresponding period in 2019, as follows:

## UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2020

	Note	Three months ended 30 September		Nine months ended 30 September	
		2020 S\$ (Unaudited)	2019 S\$ (Unaudited)	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)
Revenue	3	<b>2,830,759</b>	11,155,791	<b>6,127,778</b>	39,669,315
Cost of services		<b>(2,433,156)</b>	(8,132,484)	<b>(5,363,078)</b>	(29,960,736)
<b>Gross profit</b>		<b>397,603</b>	3,023,307	<b>764,700</b>	9,708,579
Other income	4A	<b>98,646</b>	53,652	<b>313,073</b>	186,300
Other gains	4B	—	—	—	3,608
Selling expenses		<b>(30,764)</b>	(50,098)	<b>(112,571)</b>	(163,647)
Administrative expenses		<b>(834,133)</b>	(1,246,022)	<b>(2,630,605)</b>	(2,842,115)
Other expenses	5	<b>(41,529)</b>	(187,661)	<b>(99,139)</b>	(709,702)
Finance costs	6	<b>(43,676)</b>	(33,169)	<b>(129,591)</b>	(108,490)
<b>(Loss) Profit before taxation</b>	7	<b>(453,853)</b>	1,560,009	<b>(1,894,133)</b>	6,074,533
Income tax expense	8	—	(268,912)	<b>(277,332)</b>	(1,189,246)
<b>(Loss) Profit for the period</b>		<b>(453,853)</b>	1,291,097	<b>(2,171,465)</b>	4,885,287
<b>Other comprehensive income</b>					
<i>Item that was subsequently reclassified to profit or loss</i>		—	—	<b>7,465</b>	2,441
<b>Total comprehensive (expense) income for the period</b>		<b>(453,853)</b>	1,291,097	<b>(2,164,000)</b>	4,887,728
<b>Basic (loss) earnings per share (\$\$ cents)</b>	10	<b>(0.09)</b>	0.27	<b>(0.45)</b>	1.02

## UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	Share Capital S\$	Share Premium S\$	Merger Reserves S\$	Accumulated Profits S\$	Translation Reserve S\$	Total S\$
<b>At 1 January 2019 (audited)</b>	827,586	8,613,061	2,999,983	13,058,338	(2,441)	25,496,527
Total comprehensive income for the period	—	—	—	4,885,287	2,441	4,887,728
<b>At 30 September 2019 (unaudited)</b>	827,586	8,613,061	2,999,983	17,943,625	—	30,384,255
<b>At 1 January 2020 (audited)</b>	<b>827,586</b>	<b>8,613,061</b>	<b>2,999,983</b>	<b>18,386,434</b>	<b>(7,465)</b>	<b>30,819,599</b>
Total comprehensive expense for the period	—	—	—	(2,171,465)	7,465	(2,164,000)
<b>At 30 September 2020 (unaudited)</b>	<b>827,586</b>	<b>8,613,061</b>	<b>2,999,983</b>	<b>16,214,969</b>	—	<b>28,655,599</b>

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

### 1. GENERAL

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 1 February 2017. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business is at 64 Woodlands Industrial Park E9, Singapore 757833. The shares of the Company are listed on GEM of the Stock Exchange with effect from 17 November 2017.

Broadbville Limited (“Broadbville”), a company incorporated in the British Virgin Islands (“BVI”) with limited liability, is the Company’s ultimate holding company. Its ultimate controlling party is Mr. Ong Cheng Yew, who is the chairman and executive director of the Company.

The Company is an investment holding company and its operating subsidiaries, are engaged in the designing, supplying, fabricating and erecting structural steel-works for the construction of buildings including technological plants, industrial buildings, commercial buildings, government institutions and residential buildings and provision of pre-fabricated steel structures or on-site installation services.

The unaudited consolidated financial information is presented in Singapore Dollar (“S\$”), which is also the functional currency of the Company.

The unaudited consolidated financial information was approved by the Board on 12 November 2020.

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

#### New and amended IFRSs that are effective for the current period

Amendments to IFRS 3 <sup>(i)</sup>	Definition of a business
Amendments to IAS 1 and IAS 8 <sup>(ii)</sup>	Definition of material
Amendments to IFRS 9, IAS 39 and IFRS 7 <sup>(iii)</sup>	Interest Rate Benchmark Reform

(i) Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

(ii) Effective for annual periods beginning on or after 1 January 2020.

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

### New and amendments to IFRSs in issue but not yet effective

At the date of authorisation of these financial results, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

IFRS 17 <sup>(i)</sup>	Insurance Contracts
Amendments to IFRS 10 and IAS 28 <sup>(ii)</sup>	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

- (i) Effective for annual periods beginning on or after 1 January 2021.
- (ii) Effective for annual periods beginning on or after a date to be determined.

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in IFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

The directors do not expect that the adoption of the standards listed above will have a material impact on the financial results of the Group in future periods.

### Amendments to IAS 1 and IAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued) Amendments to IAS 1 and IAS 8 Definition of Material (continued)

The amendments also align the definition across all IFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in IFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain IFRSs have been updated to the New Framework, whilst some IFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.



### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable from the provision of construction services, installation and auxiliary services provided by the Group to external customers. The Group's operations are mainly derived from Singapore during the financial period.

Information is reported to the executive Directors, being the chief operating decision maker ("CODM") of the Group, for the purposes of resource allocation and performance assessment. The CODM reviews revenue by category, i.e. provision of services comprising design, supply, fabrication and erection of structural steel-works for the construction of buildings, including technological plants, industrial buildings, commercial buildings, government institutions and residential buildings in Singapore and Malaysia and other installation and auxiliary services by the Group to external customers for the respective reporting period. No analysis of the Group's results, assets and liabilities is regularly provided to the CODM for review. Accordingly, only entity-wide disclosures on services, major customers and geographical information are presented in accordance with IFRS 8 Operating Segments.

An analysis of the Group's revenue for the period is as follows:

<b>Three months ended</b>		<b>Nine months ended</b>	
<b>30 September</b>		<b>30 September</b>	
<b>2020</b>	2019	<b>2020</b>	2019
<b>S\$</b>	S\$	<b>S\$</b>	S\$
<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
<b>2,830,759</b>	11,155,791	<b>6,127,778</b>	39,669,315

Revenue from:

Provision of structural  
steel-works services

#### Major customers

Revenue from customers individually contributing over 10% of the total revenue of the Group are as follows:

<b>Three months ended</b>		<b>Nine months ended</b>	
<b>30 September</b>		<b>30 September</b>	
<b>2020</b>	2019	<b>2020</b>	2019
<b>S\$</b>	S\$	<b>S\$</b>	S\$
<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
Customer I	<b>N/A*</b> 6,008,197	<b>1,117,951</b>	26,129,261
Customer II	<b>2,551,862</b> N/A*	<b>3,594,855</b>	N/A*

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the respective reporting period.

### 3. REVENUE AND SEGMENT INFORMATION (continued)

#### Geographical information

Revenue based on geographical location of customers are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)
Singapore	<b>2,830,759</b>	11,155,791	<b>6,127,778</b>	39,664,271
Malaysia	—	—	—	5,044
	<b>2,830,759</b>	11,155,791	<b>6,127,778</b>	39,669,315

### 4. A. OTHER INCOME

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)
Insurance claim receipt	—	—	<b>29,245</b>	179
Government grants <sup>(a)</sup>	<b>78,164</b>	2,138	<b>193,457</b>	11,178
Rental income	<b>20,482</b>	32,829	<b>85,753</b>	92,487
Sundry income	—	18,685	<b>4,618</b>	82,456
	<b>98,646</b>	53,652	<b>313,073</b>	186,300

Note:

- (a) During the period of COVID-19, in order to help employers to retain the local employees, the Government of Singapore granted Job Support Scheme.

### B. OTHER GAINS

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)
Gain on disposal of property, plant and equipment	—	—	—	3,608

## 5. OTHER EXPENSES

This is pertaining to the expenses in relation to the proposed transfer of listing of the Shares from GEM to the Main Board of the Stock Exchange (the “Proposed Transfer”), which is approximately S\$42,000 and S\$99,000 for the three months and nine months ended 30 September 2020 respectively, all unaudited. On 13 July 2020, the Company has decided not to continue with the application for the Proposed Transfer.

## 6. FINANCE COSTS

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interest on:				
Bank borrowings				
— wholly repayable within five years	<b>11,341</b>	18,052	<b>40,507</b>	63,758
— not wholly repayable within five years	<b>8,708</b>	11,473	<b>29,156</b>	33,770
Lease liabilities	<b>23,627</b>	3,644	<b>59,928</b>	10,962
	<b>43,676</b>	33,169	<b>129,591</b>	108,490

## 7. (LOSS) PROFIT BEFORE TAXATION

	Three months ended 30 September		Nine months ended 30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss)/profit for the period has been arrived at after charging:				
Expenses in relation to the Proposed Transfer	<b>41,529</b>	187,661	<b>99,139</b>	709,702
Depreciation of property, plant and equipment:				
— Recognised in cost of services	<b>36,677</b>	117,280	<b>206,037</b>	344,396
— Recognised in administrative expenses	<b>194,425</b>	53,790	<b>565,412</b>	160,345
Depreciation of right-of-use assets:				
— Recognised in cost of services	<b>82,337</b>	84,337	<b>166,674</b>	253,011
— Recognised in administrative expenses	<b>67,559</b>	84,773	<b>314,660</b>	84,773
Depreciation of investment properties	<b>13,317</b>	13,317	<b>39,950</b>	39,950
Directors' remuneration	<b>135,642</b>	141,923	<b>393,820</b>	425,352
Other staff costs				
— Salaries and wages	<b>326,213</b>	1,225,570	<b>1,419,399<sup>(a)</sup></b>	3,159,004
— Defined contribution plans	<b>16,658</b>	21,948	<b>51,302</b>	69,363
— Other staff benefits	<b>13,749</b>	14,095	<b>40,845</b>	70,489
Total staff costs	<b>492,262</b>	1,403,536	<b>1,905,366</b>	3,724,208
Cost of materials recognised as expenses	<b>1,016,247</b>	3,417,562	<b>1,592,342</b>	9,310,621
Subcontractor costs recognised as expenses	<b>997,370</b>	3,739,671	<b>2,125,799</b>	16,085,480

Note:

- (a) Due to the outbreak of novel coronavirus disease ("COVID-19"), the Government of Singapore implemented Circuit Breaker Measures (the "CB Measures") from 7 April 2020 to 1 June 2020. During this period, wages and salaries were reduced due to (i) closure of workplace premises; (ii) the quarantine requirements of the foreign workers; and (iii) delay or suspension of the projects which significantly affect the Group's financial results. However, with the Government of Singapore's help through the Job Support Scheme, the degree of impact on the cashflow of the Group is not material.

## 8. INCOME TAX EXPENSE

	Three months ended 30 September		Nine months ended 30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Tax expense comprises:				
Current tax				
— Singapore corporate income tax ("CIT")	—	268,912	—	1,168,615
— under provision in prior years	—	—	<b>277,332</b>	14,148
Deferred tax expense				
— under provision in prior years	—	—	—	6,483
	—	268,912	<b>277,332</b>	1,189,246

Singapore CIT is calculated at 17% (2019: 17%) of the estimated assessable profit for the period.

## 9. DIVIDEND

The Directors do not recommend the payment of dividend for the nine months ended 30 September 2020 (2019: Nil).

## 10. (LOSS) EARNINGS PER SHARE

The calculation of basic (loss) earnings per share is based on the (loss) profit for the period attributable to owners of the Company and the weighted average number of shares in issue.

No diluted (loss) earnings per share is presented for both periods as there was no potential ordinary share in issue for both periods.

	Three months ended 30 September		Nine months ended 30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss) profit attributable to the owners of the Company (S\$)	<b>(453,853)</b>	1,291,097	<b>(2,171,465)</b>	4,885,287
Weighted average number of ordinary shares in issue	<b>480,000,000</b>	480,000,000	<b>480,000,000</b>	480,000,000
Basic (loss) earnings per share (S\$ cents)	<b>(0.09)</b>	0.27	<b>(0.45)</b>	1.02

## 11. RELATED PARTY TRANSACTIONS

Apart from disclosure elsewhere in the financial statements, the Group entered into the following transactions with related parties during the period:

The remuneration of directors and other members of key management during the period were as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Short term benefits	<b>171,880</b>	162,804	<b>466,652</b>	535,090
Post-employment benefits	<b>9,180</b>	9,180	<b>27,540</b>	30,780
	<b>181,060</b>	171,984	<b>494,192</b>	565,870

## MANAGEMENT DISCUSSION AND ANALYSIS

### GENERAL

For the financial period to date, the business of the Group is principally engaged in the design, supply, fabrication and erect structural steel-works for the construction of buildings, including technological plants, industrial buildings, commercial buildings, government institutions and residential buildings in Singapore.

### FINANCIAL REVIEW

#### Revenue and Results

For the nine months ended 30 September 2020, the Group recorded an unaudited revenue of approximately S\$6,128,000 (2019: approximately S\$39,669,000) and adjusted net loss of approximately S\$2,072,000 (exclusive of the expenses in relation to the Proposed Transfer of approximately S\$99,000) (2019: adjusted net profit of approximately S\$5,595,000 exclusive of the expenses in relation to the Proposed Transfer of approximately S\$710,000).

The gross profit for the nine months ended 30 September 2020 was approximately S\$765,000 (2019: approximately S\$9,709,000).

The loss for the period is mainly contributed by the outbreak of COVID-19 since early 2020, the CB Measures implemented by the Government of Singapore from 7 April 2020 to 1 June 2020, and quarantine requirements for the foreign workers which caused the delay and suspension of the projects.

Other income for the nine months ended 30 September 2020 was approximately S\$313,000 (2019: approximately S\$186,000). The increase is mainly contributed by Job Support Scheme granted by Government of Singapore to help employers to retain the local employees during the period of COVID-19.

Selling and administrative expenses for the nine months ended 30 September 2020 was approximately S\$2,743,000 (2019: approximately S\$3,006,000).

Other expenses for the nine months ended 30 September 2020 were mainly related to the expenses of approximately S\$99,000 for the Proposed Transfer (2019: approximately S\$710,000). On 13 July 2020, the Company has decided not to continue with the application for the Proposed Transfer.

The Group recorded a loss before taxation for the nine months ended 30 September 2020 of approximately S\$1,795,000 (exclusive of the expenses in relation to the Proposed Transfer of approximately S\$99,000) (2019: profit of approximately S\$6,784,000 exclusive of the expenses in relation to the Proposed Transfer of approximately S\$710,000) representing a decrease of approximately S\$8,579,000 as compared with the corresponding period of last year.

## **FINANCIAL REVIEW (continued)**

### **Foreign Exchange Exposure**

The Group transacts mainly in Singapore dollars, which is the functional currency of the Group. However, the Group retains the proceeds from the listing of the Company on GEM of the Stock Exchange on 17 November 2017 by way of share offer in Hong Kong dollar, which exposed the Group to foreign exchange risk arising from the fluctuations of exchange rate for Hong Kong dollar against Singapore dollars. The Group does not have a foreign currency hedging policy but it continuously monitors its foreign exchange exposure and will apply appropriate measures if necessary.

### **Reserves**

Movement in the reserves of the Group for the nine months ended 30 September 2020 are set out above in the unaudited consolidated statement of changes in equity.

### **Dividend**

No dividend was paid, proposed or declared for the ordinary shareholders of the Company for the nine months ended 30 September 2020 (2019: Nil).

## **BUSINESS REVIEW**

Revenue is comprised of revenue from the provision of construction services, installation and auxiliary services provided by the Group to external customers, which amounted to approximately S\$6,128,000 and S\$39,669,000 for the nine months ended 30 September 2020 and 2019, respectively.

The adjusted net loss for the nine months ended 30 September 2020 was approximately S\$2,072,000 (exclusive of the expenses in relation to the Proposed Transfer of approximately S\$99,000) (2019: adjusted net profit of approximately S\$5,595,000 exclusive of the expenses in relation to the Proposed Transfer of approximately S\$710,000).

The net loss is mainly contributed by the outbreak of COVID-19 since early 2020, the CB Measures, and quarantine requirements for the foreign workers which caused the delay and suspension of projects.

Management is actively seeking projects from other customers for diversification of customer concentration risks, and expanding existing capacity to cater to higher demands.

The Group's strategies are to expand and strengthen its market position in the structural steel work industry in Singapore through the expansion capacity to cater to higher demands.



## **BUSINESS REVIEW (continued)**

Singapore's construction sector is being driven by a large number of infrastructure projects which will continue into the latter part of the next decade. These infrastructure projects feed into the government's overall strategy for growth which includes bringing in new companies, investing in new industry sectors and increasing the population level. Structure steel is a critical component in many of these projects.

Those large-scale projects will increase demand in design and consultancy skills from the steel fabricators, which will in turn enhance their skills and productivity, making them more valuable for future projects.

The Board is ultimately responsible for ensuring that the risk management practices of the Group are sufficient to mitigate the risks present in our businesses and operations as efficiently and effectively as possible. The Board delegates some of these responsibilities to various operational departments. The Group's financial position, operation, business and prospects may be affected by various risks and uncertainties such as the non-recurring nature of the Group's contracts, potential delays in projects and risks involved in engaging subcontractors. The Group adopts risk management policies, measures and monitoring systems to pre-empt and contain exposures associated with the identified risks.

Since late 2019, there has been an outbreak of COVID-19 affecting a lot of countries across the world. Since then, the projects of the Group have been slowed down, delayed or suspended. In compliance with the CB Measures, the Group has stopped its business operations from 7 April 2020 to 1 June 2020, which significantly affected the Group's business and financial results. The operation of the Company was resumed in August 2020 after seeking approval from the Building and Construction Authority (BCA).

Going forward, the Group will continue to manage its expenditures, review the business strategy constantly and look for opportunities in a cautious and prudent manner.

Moreover, the formal application dated 15 May 2019 to the Stock Exchange for the Proposed Transfer had lapsed in June 2020. The Board believes that the lapse of the application has no material adverse effect to the business operation and/or finance of the Company. Since the outbreak of COVID-19, the Group has devoted most of its resources to deal with changes in daily operation which was affected by the outbreak of COVID-19. The Company has decided not to proceed with the application. However, the Company may re-consider the Proposed Transfer at a later stage.

## **BUSINESS REVIEW (continued)**

### **Prospect**

#### ***Economic outlook for 2020***

In Singapore, the full-year economic outlook was slightly lowered, with the Ministry of Trade and Industry (the “MTI”) now predicting gross domestic product (GDP) will shrink between 5 per cent and 7 per cent in 2020, compared to the previous forecast range of -4% to -7%.

Singapore’s economy contracted 7% compared with the same quarter a year ago, flash estimates from the MTI. However, comparing with the previous quarter on a non-annualised seasonally-adjusted basis, the economy grew 7.9%.

The economy in the second quarter of this year has suffered from the COVID-19 pandemic, contracting 13.3% compared with the corresponding period of last year.

According to the MTI, the performance of the Singapore economy in the third quarter has been improving following the phased reopening of the economy after the circuit breaker measures.

The construction sector shrank at a slower pace of 44.7% on a year-on-year basis in the third quarter, after a 59.9% decline in the previous quarter.

Meanwhile, construction output in the third quarter remained weak on account of the slow resumption of construction activities due to the need for construction firms to implement COVID-19 safe management measures.

On a quarter-on-quarter seasonally-adjusted basis, the construction sector grew by 38.7%, rebounding from the sharp contraction of 59.4% in the second quarter when most construction activities had to come to a stop due to the COVID-19 circuit breaker period and movement restrictions in the foreign worker dormitories.

The Group expects the macroeconomic environment to remain challenging amid the COVID-19 outbreak, which has shown signs of slowing down, crash of the crude oil prices, as well as escalating trade tensions and geopolitical risks, including the outcome of the presidential election in the United States of America.

Going forward, the Group will continue to expand and strengthen its market position in the structural steelwork industry in Singapore through the expansion of its production capacity and workforce.

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

As at 30 September 2020, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

### Aggregate long positions in the shares and underlying shares of the Company

Name of director	Nature of interest	Number of shares held	Approximate percentage of the issued share capital
<i>Executive Directors:</i>			
Mr. Ong Cheng Yew	Interest of the controlled company <sup>(1)</sup>	356,400,000	74.25%
Ms. Koh Siew Khing	Interest of spouse <sup>(2)</sup>	356,400,000	74.25%

Notes:

- (1) Broadville Limited is wholly-owned by Mr. Ong Cheng Yew. Under the SFO, Mr. Ong Cheng Yew is deemed to be interested in all the shares of the Company held by Broadville Limited.
- (2) Ms. Koh Siew Khing is the spouse of Mr. Ong Cheng Yew and is deemed to be interested in all the shares of the Company in which Mr. Ong is interested in under the SFO.

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS**

**(continued)**

Save as disclosed above, as at 30 September 2020, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any shares, debentures or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, DEBENTURES AND UNDERLYING SHARES OF THE COMPANY**

As at 30 September 2020, the register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 30 September 2020, the Company had been notified of the following substantial shareholder's interest and short positions being 5% or more of the issued share capital of the Company.

### **Aggregate long positions in the shares and underlying shares of the Company**

<b>Name of substantial shareholder</b>	<b>Nature of interest</b>	<b>Number of shares held</b>	<b>Approximate percentage of the issued share capital</b>
Broadville Limited	Beneficial owner	356,400,000	74.25%

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who had an interest or short position in the securities of the Company that were required to be entered in the register of the Company pursuant to section 336 of the SFO as at 30 September 2020.

## **DIRECTORS' INTEREST IN COMPETING BUSINESS**

During the period under review, none of the Directors or the controlling shareholders or their respective associates (as defined in the GEM Listing Rules) of the Group had any interests in any business which competed with or might compete with the business of the Group.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2020.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY THE DIRECTORS**

During the nine months ended 30 September 2020, the Company has adopted a code of conduct regarding securities transactions by directors on terms no less than the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all Directors and except as disclosed below, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

On 5 August 2020, Broadville Limited, a company controlled by Mr. Ong Cheng Yew, disposed of 3,600,000 shares of the Company (the "Relevant Shares") during the black-out period (i.e. from 14 July 2020 to 13 August 2020) (the "Black-out Period") under GEM Listing Rule 5.56(a)(ii) in respect of the Company's interim results for the six months ended 30 June 2020 (the "Disposal"). The Disposal constitutes a breach of Rule 5.56(a)(ii) of GEM Listing Rules by Mr. Ong, in that he had dealt in the Relevant Shares during the Black-out Period. Mr. Ong had also failed to give prior written notice to the designated director (the "Designated Director") of the Company and failed to comply with the pre-dealing clearance procedure under Rule 5.61 of the GEM Listing Rules. As such, no written acknowledgement from the Designated Director was signed and given to Mr. Ong in this regard. Remedial steps taken by Mr. Ong include undergoing a training on GEM Listing Rules compliance, which will include provisions in Chapter 5 of the GEM Listing Rules to be given by a professional law firm.

## **CORPORATE GOVERNANCE PRACTICES**

The Board considers good corporate governance a key element in managing the business and affairs of the Group. The management of the Group periodically reviews and proposes amendments to its corporate governance practices for compliance with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the CG Code during the nine months ended 30 September 2020.

Code Provision A.2.1 of the CG Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Ong Cheng Yew is the chairman of the Board. The position of chief executive officer of the Company remains vacant. The responsibilities of the chief executive officer are taken up by the executive Directors. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective oversight of management.

### **INTEREST OF THE COMPLIANCE ADVISER**

As notified by the compliance adviser of the Company, Vinco Capital Limited, as at 30 September 2020, save for the compliance adviser agreement dated 26 June 2017 entered into between the Company and Vinco Capital Limited, neither Vinco Capital Limited, its directors, employees and associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

### **SHARE OPTION SCHEME**

The Company has adopted the share option scheme (the "Scheme") on 2 November 2017. The purpose of the Scheme is to advance the interests of the Company and the shareholders by enabling the Company to grant options to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons' contribution to further advance the interests of the Group. The principal terms of the Scheme are summarised in the section headed "Share Option Scheme" in Appendix V to the prospectus of the Company dated 7 November 2017.

As at 30 September 2020, no share option was outstanding under the Scheme. No share option has been granted, exercised, cancelled or lapsed under the Scheme since its adoption.

### **DIVIDEND**

The Board does not recommend the payment of dividend for the nine months ended 30 September 2020.

### **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

The Group had no material acquisitions or disposals of subsidiaries, associates, and joint ventures during the nine months ended 30 September 2020.

## EVENTS AFTER THE FINANCIAL PERIOD

No significant events have taken place after the nine months ended 30 September 2020 to the date of this report.

## AUDIT COMMITTEE

The Company established an audit committee (the “Audit Committee”) on 21 June 2017 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 of the CG Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The Audit Committee consists of three independent non-executive Directors, namely Mr. Tam Wai Tak Victor, Ms. Chooi Pey Nee and Mr. Tan Yeok Lim (Chen Yulin). Mr. Tam Wai Tak Victor, a Director with the appropriate professional qualifications, serves as the chairman of the Audit Committee. Among other things, the primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the Group’s financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed the unaudited results for the nine months ended 30 September 2020 and has provided advice and comments thereon.

By order of the Board  
**GT Steel Construction Group Limited**  
**Ong Cheng Yew**  
*Chairman and Executive Director*

Singapore, 12 November 2020

*As at the date of this report, the Board comprises two executive Directors, namely, Mr. Ong Cheng Yew (Chairman) and Ms. Koh Siew Khing and three independent non-executive Directors, namely, Mr. Tam Wai Tak Victor, Ms. Chooi Pey Nee and Mr. Tan Yeok Lim (Chen Yulin).*

*This report will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This report will also be published on the Company’s website at [www.gt-steel.com.sg](http://www.gt-steel.com.sg).*