

ANNUAL REPORT

2019



This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. This document has not been examined or approved by the SGX-ST. The SGX-ST assume no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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Since 1991, Versalink Holdings Limited (“Versalink” or the “Company” and, together with its subsidiaries, the “Group”) has grown to become one of the leading manufacturers of mid to high-end system furniture in Malaysia.

The Company attributes its success to Mr Roland Law, the father of the Group CEO and the Executive Directors of the Company. Mr Roland Law first went into the furniture business in 1979 when he started a business specialising in the manufacture of kitchen cabinets and bedroom furniture. He has retired in year 2017.

Today, after more than 20 over years, Versalink has built a wide customer base that spans more than 40 countries in Africa, Australasia, Asia, Middle East and North America. Its customers include architects, contractors, corporate customers, dealers, designers and OEM customers, both in domestic Malaysia as well as overseas.

Versalink has been endeavoring to develop, design and produce modern system furniture since its establishment. The Group had received numerous awards and certifications over the years, which is a testament to Versalink as one of the key players in the Malaysian furniture industry.

In order to maintain its position as one of the leaders in system furniture both in Malaysia and in the world, the Group dedicates its resources to continuous research and development to ensure that its system furniture remains in the forefront of revolutionary design. In addition, the Group devotes its resources to giving back to society by implementing various socially and environmentally responsible practices.

The Group is principally engaged in the design, manufacture and supply of a wide range of system furniture under its “Versalink” and “AD MAIORA” brands or on an OEM basis that can be tailored to its customers’ specifications.



The Group also supply ancillary products such as seating models and work tools that are sourced from third party manufacturers. In addition, the Group is also the reseller for various established international third party brand of premium office furniture such as ZÜCO Bürositzmöbel of AG Switzerland and Dauphin Human Design of Germany.

As part of our value-added service to our customers, the Group also provides workspace planning and consulting services to customers who require advice on optimising their usage of space and/or customisation of system furniture. The Group has two business divisions, namely Domestic Sales (Malaysia) and Export Sales.

DOMESTIC SALES

The Domestic Sales are derived mainly from project sales by way of tenders, and directly negotiated contracts with contractors who operate in the office renovation and fit-out sector, corporate customers who require renovation and fit-out services for their corporate offices and walk in customers who place orders at our showrooms. Other Domestic Sales are derived from sales made to distributors, resellers and retailers, and OEM customers.

EXPORT SALES

The Export Sales are primarily to overseas dealers such as furniture importers, distributors and retailers who resell the Group’s products to end-users through their respective retail networks. The Group also supplies to furniture brand owners that purchase from the Group on an OEM basis.

CORPORATE PROFILE AND OUR BUSINESS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chin Chee Choon

Independent Non-Executive Chairman

Law Kian Siong (Matthew Law)

Executive Director/
Group Chief Executive Officer

Law Pei Ling (Arica Walters)

Executive Director – Corporate Strategy

Law Kian Guan (Adam Law)

Executive Director – Special Project

Chow Wen Kwan

Independent Director

Lim Tong Lee

Independent Director

AUDIT COMMITTEE

Chin Chee Choon

(Chairman)

Chow Wen Kwan

Lim Tong Lee

NOMINATING COMMITTEE

Chow Wen Kwan

(Chairman)

Chin Chee Choon

Lim Tong Lee

Arica Walters

REMUNERATION COMMITTEE

Lim Tong Lee

(Chairman)

Chin Chee Choon

Chow Wen Kwan

COMPANY SECRETARY

Seah Kim Swee

REGISTERED OFFICE

8 Wilkie Road
#03-01 Wilkie Edge
Singapore 228095
T : (65) 6533 7600
F : (65) 6594 7855

SHARE REGISTRAR & SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

AUDITORS

RSM Chio Lim LLP

8 Wilkie Road
#04-08 Wilkie Edge
Singapore 228095
T : (65) 6533 7600
F : (65) 6594 7811
Audit Partner-in-charge: Pang Hui Ting

PRINCIPAL PLACE OF BUSINESS

Lot 6119 Jalan Haji Salleh
Batu 5 ½, Off Jalan Meru
41050 Klang
Selangor Darul Ehsan
Malaysia
T : (603) 3392 6888
F : (603) 3392 3377

PRINCIPAL BANKER

Malayan Banking Berhad

Suite 2.01 (Level 2)
Intan Millennium Square
68 Jalan Batai Laut 4, Taman Intan
41300 Klang
Selangor Darul Ehsan
Malaysia

United Overseas Bank (Malaysia) Berhad

(Kuala Lumpur Main Branch)
Level 9, Menara UOB
Jalan Raja Laut
50350 Kuala Lumpur
Malaysia

Chin Chee Choon

Independent Non-Executive Chairman

Mr Chin Chee Choon was appointed as Independent Director on 21 August 2014. He was appointed as the Independent Non-Executive Chairman on 18 April 2019. He is currently the Advisory Leader and Assurance Director at Nexia TS Public Accounting Corporation ("Nexia TS"). He currently heads the firm's Risk Advisory and Outsourcing and Business Advisory Services. Chee Choon is also the engagement and signing director for the statutory audit of companies from various industries and sizes including companies listed on the Singapore Stock Exchange ("SGX").

Apart from work, Chee Choon is the Treasurer and Board of Governors of the Spirit of Enterprise, a non-profit organisation promoting and honoring entrepreneurship among youth in Singapore.

Chee Choon is a Public Accountant and a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants and a Certified Internal Auditor. He obtained his Post Graduate Diploma from The University of Oxford in 2015 and graduated with a Bachelor of Accounting from University of South Australia.

Chee Choon was re-appointed as an Independent Director on 29 June 2017. He will be seeking re-election at the upcoming Annual General Meeting.

Other Present Directorship:

Allied Technology Limited

Past Directorship (Preceding Five Years):

Choo Chiang Holdings Ltd

Matthew Law

Executive Director/Group Chief Executive Officer

Mr Matthew Law was appointed as Executive Director on 21 August 2014. He joined the Group in January 1994 and was appointed as Chief Executive Officer ("CEO") of the Group since 2012. As the CEO, he is responsible for the Group's strategic direction and expansion plans, developing and maintaining relationships with the customers and suppliers as well as overseeing the Group's general operations, in particular, the sales, sales support, marketing, research and development, quality assurance and purchasing departments. He has more than 20 years of experience in the furniture industry and has been instrumental in the establishment and development of the Group's business.

Matthew Law holds a Bachelor's Degree in Business Administration from Camden University of the USA, and is currently the Deputy President of the Kuala Lumpur and Selangor Furniture Industry Association ("KLSFIA") since 2016.

Matthew Law was re-appointed as an Executive Director on 27 June 2016. He will be seeking re-election at the upcoming Annual General Meeting.

Other Present Directorship:

NIL

Past Directorship (Preceding Five Years):

NIL

Arica Walters

Executive Director – Corporate Strategy

Mrs Arica Walters was appointed as Executive Director on 21 August 2014. She joined the Group in June 1995 and was appointed the Chief Operating Officer ("COO") of the Group in 2014. On 13 July 2018, she was re-designated to Executive Director – Corporate Strategy. With over 20 years of experience in the furniture industry, she is responsible for strategic planning, business and corporate development, evaluation and execution of the Group's investments and acquisitions.

Mrs Arica Walters holds a Diploma in Business Administration, majoring in Marketing, from Singapore Polytechnic and a Bachelor's Degree in Business Studies from Charles Sturt University of Australia.

She was re-appointed as an Executive Director on 29 June 2017.

Other Present Directorship:

NIL

Past Directorship (Preceding Five Years):

NIL

DIRECTORS'

Adam Law

Executive Director – Special Project

Mr Adam Law was appointed as Executive Director on 21 April 2014. He joined the Group in September 2005 and on 13 July 2018, he was re-designated to Executive Director – Special Project. Adam has more than 10 years of experience in the furniture industry. He oversees the progress and achievement of special projects including furniture manufacturing processes and other special projects as directed by Management from time to time. He is in charge of the production, sales, project and site management aspects of the Group and the technical aspects of the products. He also enforces the Group's procedures and policies and oversees the production, logistic and technical departments.

Adam Law holds a National Technical Certificate Grade 3 in Motor Vehicle Mechanics and a Certificate of Apprenticeship in Automotive Technology (Light Vehicles) from the Institute of Technical Education, and a Certificate of Participation (Solid Edge with Synchronous Technology Fundamental Training) from Esolid Solutions Sdn Bhd of Malaysia.

Adam Law was re-appointed as an Executive Director on 29 June 2018.

Other Present Directorship:

NIL

Past Directorship (Preceding Five Years):

NIL

Chow Wen Kwan

Independent Director

Mr Chow Wen Kwan is currently a partner of Bird & Bird ATMD LLP in Singapore. He has more than 15 years of experience in legal practice and his practice focuses on mergers and acquisitions, private equity as well as equity and debt capital markets. He had worked in various international law firms in New York, Hong Kong and Singapore. Chow Wen Kwan graduated with a Bachelor of Laws from the National University of Singapore in 1998 and a Master of Laws from the University of Virginia in 1999. He also holds a certificate in Governance as Leadership from the Harvard Kennedy School. Chow Wen Kwan is qualified to practice in Singapore and New York, USA.

Chow Wen Kwan was re-appointed as an Independent Director on 29 June 2018.

Other Present Directorship:

Hafary Holdings Limited
IAG Holdings Limited
Valuemax Group Limited

Past Directorship (Preceding Five Years):

Ley Choon Group Holdings Limited
Infinio Group Limited
Katrina Group Ltd
SMJ International Holdings Ltd

Lim Tong Lee

Independent Director

Mr Lim Tong Lee was appointed as an Independent Director on 18 April 2019. He has more than 28 years working experience in private equity, corporate finance and auditing. He was the Head of Corporate Finance with KGI Fraser Securities Pte Ltd, Singapore from 2015 to 2017, Venstar Capital Management Pte Ltd, Singapore from 2014 to 2015 as Senior Vice President, AmWater Investments Management Pte Ltd in 2013 as Chief Investment Officer and AmFraser Securities Pte Ltd, Singapore as Director/ Head of Corporate Finance from 2007 to 2012. He was with AmInvestment Bank Berhad from 1995 to 1997 and 1999 to 2007 with last position as Director of Corporate Finance. He was attached to Ernst & Young, Kuala Lumpur office for 5 years prior to joining AmInvestment Bank in 1995. Between 1997 to 1999, he was employed as the General Manager, Corporate Finance of a property development company in Malaysia.

Lim Tong Lee is a Fellow Member of Association of Chartered Certified Accountants, United Kingdom, a Member of Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants.

He will be seeking re-election at the upcoming Annual General Meeting.

Other Present Directorship:

Valuemax Group Limited
LBS Bina Group Berhad

Past Directorship (Preceding Five Years):

NIL

PROFILE

KEY MANAGEMENT

Ong Ying Ling

(Group Finance Director)

Ong Ying Ling was appointed as Group Finance Director since April 2012. She is responsible for the financial operations of our Group and is currently assisted by Ms Yoon Hooi Eng, our Group Accountant who has 17 years of experience in the accounting and finance fields. In 1988, she started her career as an Audit Senior I at BDO Binder, Certified Public Accountants, in Malaysia. In 1994, she worked as an Audit Senior II at Ernst & Young, Certified Public Accountants, in Malaysia. In 1995, she became the Group Finance Manager at Super Enterprise Holdings Berhad, a company listed on the main market of Bursa Malaysia. In 2003, she worked as the Group Internal Audit Manager of Super Enterprise Holdings Berhad, and became the Group Finance and Administration Manager in 2004.

Ong Ying Ling has completed the following examinations conducted by the Malaysia Association of Certified Public Accountants: Foundation Examination, Professional Examination I and Professional Examination II (Module 5).

Yoon Hooi Eng

(Group Accountant)

Yoon Hooi Eng joined the Group in January 2014 and is currently our Group Accountant. She reports directly to our Group Finance Director and has been responsible for the financial accounting and reporting function of the Group's business since she joined. She is also involved in the oversight of the Group's treasury functions as well as the day-to-day accounting and all financial operations of the Group.

She started her career in 1999 as an account and company secretarial assistant at KMK Management Services Sdn Bhd. In 2004, she worked as an Audit Senior at Ng Chin Huan & Associates. In 2007, she worked as a Senior Accounts Executive in GPA Holdings Berhad. In 2009, she worked as an Assistant Accountant at Advance Synergy Berhad.

Yoon Hooi Eng holds a Third Level Group Diploma in Accounting from Systematic College in Malaysia and is a certified Member of the Association of Chartered Certified Accountants and a Chartered Accountant of the Malaysian Institute of Accountants.

Shashi Dharan Nair s/o Mohnathasan

(General Manager – Operations)

Shashi Dharan Nair joined the Group in August 2016 and is currently our General Manager of Operations. He is responsible for the entire factory operations overseeing the departments of production, logistic, quality assurance, procurement, warehouse and reports directly to our Group Chief Executive Officer.

He has over 19 years of professional experience across various multinational organisations attributing the recent 10 years to furniture manufacturing. During his career in manufacturing, he developed focused expertise primarily in quality and production governance, operations and continuous improvement.

In addition, he also acquired extensive learning and development opportunities in the areas of leadership and coaching. Shashi Dharan Nair graduated in 1999 in Information Technology and Networking and continued to pursue his education in professional fields and earned Six Sigma certification from Samsung and QMS lead auditor certification from Intertek, UK.

Len Kwai Keong

(Research and Development Manager)

Len Kwai Keong joined the Group in February 1994 and is currently the Research and Development Manager. He is responsible for the technical drawings, bills of materials and assisted in the design of new products. He started as an apprentice in the production for 8 years learning on how to make furniture. In 2011, he was transferred to Research and Development Department as a Designer, and was promoted to Research and Development Supervisor in 2012. He continued to work in the Group, and with his more than 20 years of work experience and expertise in furniture industry, he was then promoted to Research and Development Manager in May 2015.

Len Kwai Keong has extensive knowledge and skills in furniture making, and completed advanced training in Inventor 2008: Advanced Part Modeling, Solid Edge with Synchronous Technology, Autodesk and 3Ds Max.

VISION

Our ultimate vision is to become a conscious-centred ethical global company, where we incorporate social goals in all our business goals, so as to maximise improvements in financial, social and environment well-being for all our stakeholders and the Mother Earth.

MISSION

Our mission is to create good impact in all that we do, through conscious business ethics where we develop best business practices and policies that lead us to operate based on Higher Consciousness decision-making and actions, and to experience higher levels of success, a more satisfied workforce, growth and longevity. We practice mindful awareness and do what is best for the whole by considering the impact on our employees, customers, suppliers, shareholders, the environment, and our community for each choice made, so as to ensure a strong foundation of integrity, support, good-will and ethical behaviour in businesses.



CORE VALUES

- 1. ACT WITH INTEGRITY**
We believe that everything starts with integrity. We act with integrity and being honest, doing the right thing even when no one is watching.
- 2. RESPECT OURSELVES & OTHERS**
We treat ourselves and others with dignity and respect, while being tolerant and accepting of differences. We are mindful of our own thoughts, words and action at all times.
- 3. KEEP OUR COMMITMENTS**
We keep our commitments by leading ourselves to do our best. We persevere and never give up.
- 4. BEING RESPONSIBLE**
We believe that we ourselves are responsible for everything that we do and every outcome of our own thoughts, words and actions. We do not blame others. We work together to achieve our goals as a team towards our common vision and goals.
- 5. POSITIVE ATTITUDE**
We believe that with the right mental attitude while staying positive at all times, everything is possible. With this, we would then be able to achieve prosperity in our lives, not only financially, but also love, health and happiness for ourselves and the people around us.
- 6. SHARING & CARING**
It is our nature and joy to share and care. We believe that we have the abundance of wealth, knowledge, skills and experiences to share with everyone.
- 7. STRIVE TO BE MORE**
We always strive to be more through action, learning, experiencing, and growing.

GROUP CORPORATE STRUCTURE



Investment Holding

Malaysia

100% **Jemaramas Jaya Sdn. Bhd.**

*Manufacture, marketing and sale of system
furniture and other furniture related products*

100% **Versalink Marketing Sdn. Bhd.**

*Marketing and sale of system furniture
and other furniture related products*

100% **Steeltema (M) Sdn. Bhd.**

Dormant

100% **Versalink Technology Sdn. Bhd.**

Dormant

51% **Alca Vstyle Sdn. Bhd.**

*Trading in all kinds of high pressure laminate
and related products*

Singapore

100% **Versalink (S) Pte. Ltd.**

Dormant

100% **Versalink System Furniture (S) Pte. Ltd.**

*Marketing and sale of system furniture
and other furniture related products*

GROUP FINANCIAL HIGHLIGHTS

FOR THE YEAR	FY2018 RM'000	FY2019 RM'000
Statement of Profit or Loss and Other Comprehensive Income		
Revenue	62,675	50,745
Loss before tax	(2,236)	(9,117)
Loss, net of tax attributable to owners of the Company	(2,518)	(6,978)
Statement of Financial Position		
Total assets	76,207	65,214
Equity attributable to owners of the Company	61,769	54,249
Issued and paid-up capital	62,513	62,513
Ratios		
Loss per share (sen)		
- On weighted average number of ordinary shares on issue	(1.87)	(5.17)
- On fully diluted basis	(1.87)	(5.17)
Net assets per share (sen)	45.8	40.2



AWARDS

AND CERTIFICATIONS



Golden Eagle Award 2014
Top 10 Excellent Eagle



MIFF 2015
Furniture Excellence Platinum Award,
Office Furniture Category



MIFF 2016
Furniture Excellence Platinum Award,
Office Furniture Category



28th International Trophy for Quality
(New Millennium Award),
Madrid 2000, Spain



Enterprise 50 Award 2002



Enterprise 50 Award 2001



Listed Companies
Awards 2018
(Furniture and Fixture)



**"Winner in Furniture, Decorative items and
Homeware Design Category, 2014-2015"**



ISO 14001:2015
Environmental Management System for Manufacture of Office System Furniture



ISO 9001:2015
Quality Management System for Manufacture of Office System Furniture



GREEN LABEL
Environmentally Preferred Furniture/Fittings



Malaysian Interior Industry Partners Association



MIFF 2016
Furniture Excellence Platinum Award, Office Furniture Category



MIFF 2015
Furniture Excellence Platinum Award, Office Furniture Category



Federation of Malaysian Manufacturers



Golden Eagle Award 2014
Top 10 Excellent Eagle



Dear Shareholders,

On behalf of the Board of Directors of Versalink Holdings Limited (“Versalink” or the “Company”) it is my pleasure to present to you the Annual Report and the Audited Financial Statements of the Company and its subsidiaries (the “Group”) for the financial year ended 28 February 2019.

CHAIRMAN'S

FINANCIAL PERFORMANCE

The Group's revenue for the financial year ended 28 February 2019 ("FY2019") was RM50.7 million, a decrease of RM11.9 million or 19.0% as compared to RM62.6 million reported in the previous financial year.

The lower revenue was due to market slowdown in both the Middle East countries and Malaysia in 2018.

Export Segment

The Export segment recorded a lower revenue of approximately RM30.3 million compared to RM31.2 million in the previous financial year.

This decrease was mainly attributed to lower sales from key markets in the Middle East.

Many of our customers, including distributors, are facing the downturn in their countries resulting in lower export orders.

Domestic Segment

The Domestic segment also recorded a lower revenue of RM20.4 million which represented a 35.0% decrease as compared to RM31.4 million in the previous financial year. The decrease in revenue was due to pending further assessment of government projects as well as a reduction in project tender of sizeable amount from contractors and distributors due to political and economic uncertainties in Malaysia.

Overall Results

The Group has reported a net loss after tax of approximately RM8.3 million for the financial year ended 28 February 2019.

The loss is mainly due to lower gross margin resulted from the higher direct labour costs and production costs, and a higher allowance for impairment on trade receivables of approximately RM3.8 million.

CHAIRMAN'S STATEMENT



DIVIDEND STATEMENT

On the basis of the sustained earnings performance and after taking into consideration the challenging economic condition, the Board of Directors does not recommend dividend for this financial year.

OUTLOOK AND PROSPECTS

The furniture industry is competitive and fragmented with many players competing for new business in the global furniture trade. Many of our competitors offer similar categories of products. The increased market competition and pricing pressure has made it difficult for us to win new business with certain customers and within certain market segments at acceptable profit margins.

The increase in the minimum wage, cost of foreign levy and key raw material costs have also resulted in a sharp rise in our direct labour costs and production costs despite the Group's effort to reduce costs and increase efficiencies in all areas.

However, the Group believes that we have to remain competitive by continuing to invest in innovative product design, excellent customer services and strong manufacturing capabilities that help to differentiate us in the marketplace. To stay ahead of our competitors, we will continue to adjust our product offerings to cater for the changes in demographics and market trends, and strive for better manufacturing efficiency and work with our customers to mitigate increases in raw material prices and labour costs.

Domestic sale will remain as key contributor while greater effort would also be made in regaining the export market.

THE GROUP'S INITIATIVES

The Group continues to look for new venture for business growth. In Malaysia furniture industry, the residential furniture market is growing. Residential furniture market has dominated the domestic furniture industry and the market size had been driven by the increase in residential units in the country, increase in disposable income, the concept of fully furnished apartments, growth of the middle-class income segment and change in customers' preference towards branded products. In residential furniture market, the major demand is originated through bedroom furniture products (including wardrobe) in 2015, followed by living room, dining room & kitchen furniture.

The Group saw a great business potential in the living, kitchen and wardrobe business, and has put together a strong team with people who have vast experience in this market segment and ventured into this business under the brand Kuzhini & Haus. The Group has obtained the exclusive agency right in Malaysia for world renowned brand, Arclinea and Aran Cucine. The Company will also be launching its own wardrobe system under Kuzhini & Haus in the next financial year. The new showroom in Bangsar is scheduled to be opened in May 2019.

ACKNOWLEDGEMENT AND APPRECIATION

On behalf of the Board of Directors, I would like to extend our sincere thanks to our customers, suppliers, principals, business associates, financiers, and government authorities for their assistance and continued support towards the Group.

The Board is confident that the Group will continue to strive for improvement. The concerted efforts has been due to the people at Versalink for their unwavering support that we have received from our dedicated management team and staff, partners and all stakeholders.

We would like to express our sincere gratitude to our valued shareholders for their continuous support and confidence in Versalink, not forgetting also my heartfelt appreciation to my fellow Board members for their commitment and contribution to the development and well-being of the Group.

Finally, I would also like to convey our appreciation to Dr Wilson Tay Chuan Hui, our ex-Chairman who has resigned, for his stewardship and contributions.

Chin Chee Choon

Independent Non-Executive Chairman



We recognise that for long-term sustainability, we need to look beyond the financial parameters and strike a balance between business profitability and corporate social responsibility. We have taken various steps to play our part in contributing to the welfare of the society and communities in the environment we operate in. Hence, we support important causes such as environmental preservation, donation to the needy, and community services.

Some of our initiatives include:

GIVING BACK TO THE COMMUNITY

We regularly support various services and activities within our community. We have made donations and provided sponsorships to, amongst others, schools, orphanages and old folks homes. Further, we are also involved in annual community services projects at various charitable organisations.



ENVIRONMENTAL PRESERVATION

We are committed to the responsible use and protection of the natural environment through conservation and sustainable practices. We strive to reduce the environmental impact of our manufacturing operations by substituting raw materials with environmentally friendly alternatives. Besides adopting environmentally friendly internal guidelines on electricity, water, power and paper conservation, we also issue periodic internal newsletters that feature articles on environmental preservation.

We are certificate holder of ISO14001, GreenLabel and use raw material ethically sourced from sustainably-managed forests for certified chipboard from FSC and PEFC as to show our commitment to environment preservation and sustainability.

CORPORATE

SOCIAL RESPONSIBILITY



OCCUPATIONAL SAFETY AND HEALTH

Versalink's approach to managing safety and health at work place is driven by a core belief in being a responsible business. Our senior management and managers are responsible for continuing to reduce risk and improving our performance in these areas. A committee has also been set up to monitor the compliance of the safety and health standards with regular structured interactions with the management team. Maintaining a strong focus on safety, health and hazards that could result in serious injuries or fatalities continues to be key for us.

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “Board”) of Versalink Holdings Limited (the “Company”) and its subsidiaries (the “Group”) are committed to maintaining a high standard of corporate governance within the Group. Good corporate governance establishes and maintains a legal and ethical environment in the Group to protect the interests of the shareholders of the Company and to maximise long-term shareholders’ value.

This report (this “Report”) describes the Group’s corporate governance practices currently in place with specific reference made to the principles and guidelines of the Code of Corporate Governance 2012 (the “Code”) and, where applicable, the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual: Section B Rules of Catalist (the “Catalist Rules”).

The Board is pleased to confirm that for the financial year ended 28 February 2019, the Group has adhered to the principles and guidelines as set out in the Code. Where there are deviations from the Code, appropriate explanation have been provided.

On 6 August 2018, a revised Code was issued. The revised Code, together with associated changes to the listing rules of the SGX-ST, will be effective for financial years beginning from 1 January 2019, except for specified requirements that take effect in 2022. Accordingly, the revised Code will take effect for the Company in respect of its annual report relating to the financial year beginning 1 March 2019 and ending on 29 February 2020. The Group will review and set out the corporate practices in place to comply with the 2018 Code, where appropriate, in the next Annual Report.

A. BOARD MATTERS

The Board’s Conduct of its Affairs

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

The Board is responsible for overall corporate governance, strategic direction, formulation of policies and overseeing the investment and business of the Company. The Board supervises the Management on the businesses and affairs of the Company. The main roles of the Board, apart from its statutory responsibilities, are to:

- (a) provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the Company’s assets;
- (c) review management performance;
- (d) identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- (e) set the Company’s values and standards and ensure that obligations to shareholders and other stakeholders are understood and met; and
- (f) consider sustainability issues in the formulation of its strategies.

To assist the execution of its responsibilities, the Board has formed three (3) committees: (i) Audit Committee (“AC”); (ii) Nominating Committee (“NC”); and (iii) Remuneration Committee (“RC”) (collectively referred herein as the “Board Committees”). The Board Committees were formed at the time of our listing on the SGX-ST and are chaired by Independent Directors. The Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis.

The Executive Directors also supervise the management of the business and affairs of the Company, and in order to ensure that the Group’s operations are not disrupted, the meetings of the Board and the Board Committees are scheduled prior to the start of each financial year. Ad-hoc meetings are also convened when circumstances require, and/or resolutions in writing of the Board are circulated for matters that require the Board’s approval. The Company’s Constitution permits the Directors of the Company to attend meetings through the use of audio-visual communication equipment.

CORPORATE GOVERNANCE REPORT

The number of meetings held by the Board and Board Committees and attendance thereat during the financial year ended 28 February ("FY") 2019 are as follows:

Name of Director	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended
Dr Wilson Tay*	2	2	2	2	1	1	1	1
Matthew Law	2	2	2	2 [^]	1	1 [^]	1	1 [^]
Arica Walters	2	2	2	2 [^]	1	1	1	1 [^]
Adam Law	2	2	2	2 [^]	1	1 [^]	1	1 [^]
Chin Chee Choon	2	2	2	2	1	1	1	1
Chow Wen Kwan	2	2	2	2	1	1	1	1
Lim Tong Lee**	–	–	–	–	–	–	–	–

* Resigned on 18 March 2019

** Appointed on 18 April 2019

[^] By invitation

The Company has adopted internal guidelines on the following matters that are reserved for Board's decision and/or approval:

- a) overall business strategies;
- b) corporate governance and compliance;
- c) financial performance and result announcements;
- d) audited results and annual reports;
- e) annual budgets, investment and divestment proposals;
- f) material acquisition and disposal of assets;
- g) internal controls and risks management;
- h) declaration of interim dividends and proposed final dividends; and
- i) all matters, which are delegated to Board Committees, are to be reported to and monitored by the Board.

The Company has in place orientation programs for newly appointed Directors to familiarise with the Group's operations, business issues and the relevant regulations and governance requirements. Upon appointment, each Directors was provided with a formal letter of appointment setting out their duties, obligations and terms of appointments. If a newly appointed Director does not have any prior experience as a director of a listed company, the Company will arrange for such person to undertake training in the roles and responsibilities of a director of a listed company and to familiarise such person with the relevant rules and regulations governing a listed company. For FY2019, there was no new director appointed to the Board.

The Directors are updated on pertinent developments in the Group's business, including changes in laws and regulations, financial reporting standards and industry-related matters. Directors are encouraged to attend seminars and participate in training courses to enable them to perform effectively as Directors. Seminar announcements are communicated to them regularly. The Company will arrange and will bear the cost of such training for the Directors.

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The Company Secretary will attend all Board and Board Committee meetings. He is responsible for ensuring that procedures are followed and that the Company has complied with the requirements of the Companies Act and all other rules and regulations that are applicable to the Company. The Directors have independent access to the Company Secretary at all times.

Board Composition and Guidance

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

As at the date of this Annual Report, the Board comprises three (3) Executive Directors and three (3) Independent Directors and their membership on the Board Committees are as follows:

Name of Director	Board Membership	Audit Committee	Nominating Committee	Remuneration Committee
Chin Chee Choon	Independent Non-Executive Chairman	Chairman	Member	Member
Matthew Law	Executive Director & Group Chief Executive Officer	–	–	–
Arica Walters	Executive Director – Corporate Strategy	–	Member	–
Adam Law	Executive Director – Special Project	–	–	–
Lim Tong Lee	Independent Director	Member	Member	Chairman
Chow Wen Kwan	Independent Director	Member	Chairman	Member

The Board considers an Independent Director as one who has no relationship with the Company, the related companies, its ten per cent (10%) shareholders or the officers that could interfere, or be reasonably perceived to interfere, with the exercise of that Director's independent judgment of the conduct of the Group's affairs. The independence of each Director is reviewed annually by the NC in accordance with the definition of independence in the Code. Each Director is required to disclose to the Board any relationships or circumstances as and when they arise, which are likely to affect, or could appear to affect the Director's judgment.

The NC has reviewed and has identified each of the Company's Independent Directors to be independent. As half of the Board is made up of Independent Directors, the NC believes the Board shall be able to exercise independent judgment on corporate affairs and ensures that no one individual or groups of individuals dominate any decision making process. The NC is of the view that the Board has a good balance of Directors who have extensive business, financial, accounting and management experience, who as a group, provides core competencies necessary to meet the Group's objectives. For details on the experiences and responsibilities of the Directors, please refer to their profiles set out in pages 4 and 5 of this Annual Report.

None of the Independent Directors has served on the Board beyond nine (9) years from the date of first appointment.

The Board has three (3) Non-Executive Directors (all of whom are Independent Directors) who endeavour to constructively challenge and help develop proposals on strategy and to review the performance of management in meeting goals and objectives. During the year, the Non-Executive Directors communicated among themselves without the presence of Management as and when the occasions warrant. The Company also co-ordinates informal sessions for Non-Executive Directors to meet on a need-basis without the presence of the Management.

CORPORATE GOVERNANCE REPORT

Chairman and Group Chief Executive Officer

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

Mr Chin Chee Choon is the Independent Non-Executive Chairman and Mr Matthew Law is the Group Chief Executive Officer. There is a clear division of responsibilities between the Independent Non-Executive Chairman and the Group Chief Executive Officer, which provides a balance of power and authority.

The Independent Non-Executive Chairman sets the tone for the conduct of the Board and ensures the Group adhere to best corporate governance practices as prescribed by the Code. He leads the Board to ensure its effectiveness on all aspects of its role, ensures that the Board holds regular meetings and ensures the timeliness and quality of information flow between the Board and the Management. He also encourages constructive relations within the Board and between the Board and Management.

The Group Chief Executive Officer is responsible for the business and operational decisions of the Group. He is also responsible for the day-to-day operations of the Group and implementations of the Board's decisions.

The balance of power and authority is further enhanced by the Board Committees which are all chaired by Independent Directors.

Board Membership

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

The Nominating Committee ("NC") is established for the purposes of ensuring that there is a formal and transparent process for all Board appointments. Our NC comprises the Company's three (3) Independent Directors, Chow Wen Kwan, Chin Chee Choon, Lim Tong Lee and Arica Walters. The Chairman of the NC is Chow Wen Kwan.

The NC is authorised by the Board to:

- a) to make recommendations to the Board on the appointment and re-appointment of Directors (including Alternate Directors, if applicable).
- b) to regularly review the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- c) to determine the process for the search, nomination, selection and appointment of new Board members and assess nominees or candidates for appointment or election to the Board, determining whether or not such nominee has the requisite qualifications and whether or not he/she is independent.
- d) to review Board succession plans for Directors, in particular, the Chairman and Group Chief Executive Officer.
- e) to develop a process for the evaluation of performance of the Board, its Board committees and Directors.
- f) to determine how the Board's performance may be evaluated and propose objective performance criteria.
- g) to assess the effectiveness of the Board as a whole and its Board committees and to assess the contribution by the Chairman and each individual Director to the effectiveness of the Board.
- h) to review training and professional development programs for the Board.
- i) to determine, on an annual basis, if a Director is independent.
- j) to make recommendations to the Board for the continuation (or not) in the services of any Director who has reached the age of seventy (70) years, where appropriate.

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- k) to recommend Directors who are retiring by rotation or are newly appointed to be put forward for re-election.
All Directors are required to submit themselves for nomination and re-election at regular intervals and at least once every three (3) years. Directors appointed as an additional Director or to fill any casual vacancy shall hold office only until the next Annual General Meeting ("AGM") and shall be eligible for re-election.
- l) to review and determine whether the Director is able to and has been adequately carrying out his duties as a Director of the Company, taking into consideration the Director's number of Board representations on listed companies and other principal commitments.
- m) such other duties or functions as may be delegated by the Board or required by regulatory authorities.

Each member of the NC shall abstain from voting on any resolution in respect of the assessment of his performance or re-nomination as a Director.

The NC considers and recommends to the Board the appropriate structure, size and needs of the Board, with regard to the appropriate skills mix, personal qualities and experience required for the effective performance of the Board. The NC also recommends all appointments and retirements of Directors and considers candidates to fill new positions created by expansion or vacancies that occur by resignation, retirement or for any other reasons.

Candidates are selected based on their character, judgment, business experience and acumen. Where a Director has multiple board representations, the NC will evaluate if a Director is able to and has been adequately carrying out his or her duties as Director of the Company. Despite some of the Directors having other board representations, the NC is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company. The NC has determined that each of the Independent Directors should not hold more than six (6) listed company board representations and other principal commitments.

Pursuant to Article 114 of the Company's Constitution, not less than one third of the Directors (who have been longest in office since their appointment or re-election) are to retire from office by rotation at each AGM of the Company. A retiring Director is eligible for re-election by the shareholders of the Company at the AGM.

In this respect, the NC has recommended and the Board has agreed for the following Directors to be put forward for re-election at the forthcoming AGM pursuant to Article 114 of the Company's Constitution:

Pursuant to Article 114 of the Constitution of the Company:

- (i) Law Kian Siong
- (ii) Chin Chee Choon

Pursuant to Article 118 of the Company's Constitution, a newly appointed Director shall retire and submit himself for re-election at the next AGM following his appointment and shall be eligible for re-election.

The NC has recommended and the Board has agreed for Mr Lim Tong Lee who has been appointed as Director of the Company on 18 April 2019, be put forward for re-election at the forthcoming AGM.

If re-elected as a director of the Company:

- a) Mr Law Kian Siong will remain as Executive Director and Group Chief Executive Officer;
- b) Mr Chin Chee Choon will remain as Independent Non-Executive Chairman, the Chairman of the AC and member of the NC and the RC; and
- c) Mr Lim Tong Lee will remain as Independent Director, Chairman of the RC and member of the AC and the NC.

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The NC has reviewed the independence of the Board members and is of the opinion that Mr Chin Chee Choon, Mr Chow Wen Kwan and Mr Lim Tong Lee will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Each of these Directors has also declared that they are independent.

Key information regarding the Directors is set out in pages 4 and 5 of this Annual Report.

Currently, the Company does not have any alternate Director on the Board.

Board Performance

Principle 5: There should be a formal assessment of the effectiveness of the Board as a whole and the contribution by each Director to the effectiveness of the Board.

The NC has assessed the performance and effectiveness of the Board as a whole and the Board Committees on an annual basis. The evaluation of the Board performance is based on objective performance criteria which include attainment of agreed targets, performance of the Board, attendance and contribution of each Director during Board meetings.

In evaluating the Board performance, assessment is conducted by the NC at least once a year by way of a Board Assessment Checklist where all the Directors are to complete the checklist on the effectiveness level of various aspects of Board performance, such as Board structure, conduct of meetings, corporate strategy and planning, risk management and internal control and communicating with shareholders. The performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes.

The NC, having reviewed the overall performance of the Board and the Board Committees' performance to-date in terms of its roles and responsibilities and the conduct of its affairs as a whole is of the view that the performance of the Board and each individual Director has been satisfactory.

The NC has determined that given the number of Directors of the Company, size of the Board, the background, expertise and the participation in the Board meetings of the Company, it is not necessary to evaluate the individual performance of each Director.

The Board has not engaged any external facilitator in conducting the assessment of the Board's performance. Where necessary, the NC will consider such engagement.

Access to Information

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

The Company recognises the importance of continual dissemination of relevant information that is explicit, accurate, timely and vital to the Directors in carrying out their duties. As such, the Directors requires the Management to provide half-yearly reports to the Board on the financial statement for their review, and allowing the Directors to have the awareness of the Group's financial position. The Board has also been given detailed information concerning the Group's business operations periodically.

In exercising their duties, the Directors have unrestricted access to the Company's Management, Company Secretary and Independent Auditors. The attendance of the Company Secretary and Sponsor at all the meetings held by the Board and/or the Board Committees ensures that procedures for these meetings (including those stipulated in the Constitution) are followed and that applicable rules and regulations, including the requirements of the Singapore Companies Act, Chapter 50 and the Singapore Exchange Securities Trading Limited, are complied with.

The appointment and removal of the Company Secretary are subject to the approval of the Board. Each Director has the right to seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order to fulfill their duties and responsibilities as Directors.

CORPORATE GOVERNANCE REPORT

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

The Remuneration Committee ("RC") comprises the Company's three (3) Independent Directors, Lim Tong Lee, Chin Chee Choon and Chow Wen Kwan. The Chairman of the RC is Lim Tong Lee.

The RC is authorised by the Board to:

- (a) review and recommend to the Board a general framework of remuneration for the Board and key Management personnel and to review and recommend to the Board the specific remuneration packages and terms of employment for each Director, key Management personnel of the Group and employees related to Directors or, controlling shareholders of the Group.
- (b) review whether the Executive Directors and key Management personnel should be eligible for benefits under any long-term incentive schemes which may be set up from time to time and to do all acts necessary in connection therewith.
- (c) administer the performance based bonus scheme and any other share option scheme or share plan established from time to time for the Directors and key Management personnel.
- (d) carry out its duties in the manner that it deems expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board of Directors.
- (e) consider the disclosure requirements for Directors' and key Management personnel's remuneration as required by the SGX-ST and according to the Code.

The RC has full authority to obtain external professional advice on matters relating to remuneration should the need arises. The Board has not engaged any external remuneration consultant to advise on remuneration matters for FY2019. In respect of fees for Directors, approval of shareholders is required at each Annual General Meeting of the Company.

Level and Mix of Remuneration

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

The RC carries out annual reviews of the remuneration packages of the Board and the key Management personnel. In reviewing the remuneration packages, the RC takes into account the current market circumstances and the need to attract and retain Directors of experience and good standing.

Our Executive Directors have entered into service agreements with the Company, which was last renewed in August 2018 and are for a period of two (2) years, subject to renewal subsequently. The Company may also at any time forthwith terminate the Service Agreements of the Executive Directors if he or she, inter alia, be guilty of any dishonesty, gross misconduct or willful neglect of duty or commit any continued material breach of the provisions of his/her respective Service Agreement, becomes bankrupt or persistently refuses to carry out any reasonable lawful order given to him/her in the course of his/her employment or persistently fails diligently to attend his/her duties.

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Pursuant to their respective Service Agreements, Matthew Law, Arica Walters and Adam Law are entitled to a fixed monthly salary and an annual wage supplement of two (2) month's basic salary, to be pro-rated accordingly if the period of employment of the Executive Director for the relevant financial year is shorter than six (6) calendar months.

In addition, Matthew Law and Arica Walters are also entitled to a performance bonus (the "Performance Bonus") in respect of each financial year commencing from and including FY2018, which is calculated based on the consolidated net profit before tax ("NPBT") and exceptional items of our Group, before taking into account the Performance Bonus as follows:

NPBT	Performance Bonus
RM15 million ≤ NPBT ≤ RM30 million	0.8% of the amount of the NPBT in excess of RM15 million and subject to a cap of RM120,000.00
RM30 million < NPBT ≤ RM40 million	RM120,000.00 plus 0.5% of the amount of NPBT in excess of RM30 million and subject to an aggregate cap of RM170,000.00
NPBT > RM40 million	RM170,000.00 plus 0.3% of the amount of NPBT in excess of RM40 million

The long-term incentive schemes of the Company are the Versalink Performance Share Plan ("the Plan") and Versalink Employee Share Option Scheme ("the Scheme"). The RC is responsible for the administration of the Scheme and the Plan in accordance with the rules of both schemes.

No awards were granted during FY2019 under the Scheme and the Plan.

The Independent Directors receive Directors' fees, and the Non-Executive Chairman receive chairman's fee and attendance fee, in accordance with their contributions, taking into account factors such as effort and/or time spent, the responsibilities of the Independent Directors and the need to pay competitive fees to attract, retain and motivate the Independent Directors. The RC ensures that the Independent Directors are not overly compensated to the extent their independence may be compromised. No Director is involved in deciding his or her own remuneration package.

The Company does not intend to use contractual provisions to allow it to reclaim incentive components of remuneration from Executive Directors and key Management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Group. The Executive Directors owe a fiduciary duty to the Company and the Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

CORPORATE GOVERNANCE REPORT

Disclosure on Remuneration

Principle 9: Each Company should provide clear disclosure of its remuneration policy, level and mix of remuneration, and the procedure for setting remuneration in the company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key executives, and performance.

The various components of the remuneration of Directors and key Management personnel of the Group for FY2019 in percentage are disclosed below. The remuneration received by Directors and key Management personnel for FY2019 in each case are below S\$250,000. The Company has not fully disclosed the remuneration of its Directors and key Management personnel as the Board is of the view that it is not in the interests of the Company to disclose such details due to the sensitive nature of such information. Disclosure of remuneration in bands for services rendered during the financial year ended 28 February 2019 are as follows:

Name of Director	Salary	Bonus	Directors' Fees	Allowances & Other Benefits	Total Remuneration
	%	%	%	%	%
Up to S\$250,000					
Matthew Law	78	11	–	11	100
Arica Walters	80	11	–	9	100
Adam Law	76	13	–	11	100
Dr Wilson Tay*	–	–	100	–	100
Chin Chee Choon	–	–	100	–	100
Chow Wen Kwan	–	–	100	–	100
Lim Tong Lee**	–	–	–	–	–
Name of Key Management Personnel	Salary	Bonus	Fees	Allowances & Other Benefits	Total Remuneration
	%	%	%	%	%
Up to S\$250,000					
Ong Ying Ling	81	6	–	13	100
Yoon Hooi Eng	81	7	–	12	100
Shashi Dharan***	63	5	–	32	100
Len Kwai Keong	60	5	–	35	100

* Resigned on 18 March 2019

** Appointed on 18 April 2019

*** Appointed on 13 July 2018

"Immediate family member" means spouse, child, adopted child, stepchild, brother, sister and parent. There is no employee of the Company and its subsidiaries who was an immediate family member of a Director or the CEO and whose remuneration exceeded S\$50,000 during FY2019.

The Board is of the opinion that the information as disclosed above would be sufficient for shareholders to have an adequate appreciation of the Group's compensation policies and practices. The remuneration of employees related to the Directors and Substantial Shareholders of the Company will also be reviewed annually by the RC.

CORPORATE GOVERNANCE REPORT

C. ACCOUNTABILITY AND AUDIT

Accountability

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

One of the Board's principal duties is to promote and protect the long-term value and returns to the shareholders, and accepts that it is accountable to the shareholders and adopts best practices to maintain shareholders' confidence and trust. Currently, the Company is required to release half-yearly and full year results announcements pursuant to the SGX-ST Listing Manual. The announcements are released via SGXNET within the respective periods stipulated in the SGX-ST Listing Manual after review by the Board. In presenting half-yearly and full year financial statements, the Board strives to provide the shareholders with detailed analysis and a balanced and understandable assessment of the Company's performance, financial position and prospects.

In accordance with Rule 705(5) of the Catalist Rules, during FY2019, the Board issued negative assurance statement in its interim financial results announcements confirming to the best of its knowledge that nothing had come to the attention of the Board which might render the financial statements to be false or misleading in any material aspect.

Risk Management and Internal Controls

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

The Board is responsible for the governance of risk of the Group and maintains a system of internal controls and risk management to safeguard shareholders' interests and the Group's assets.

The Audit Committee ("AC"), through the assistance of internal and external auditors, reviews and reports to the Board on the adequacy of the Company's system of internal controls and risk management, including financial, operational and compliance and information technology controls and to risk management policies and systems established by the Management. In assessing the effectiveness of internal controls, the AC ensures that the key objectives are met, material assets are safeguard and reliable financial information is prepared in compliance with applicable internal policies, laws and regulations.

The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no system or internal control provide absolute assurance against the occurrence of material financial misstatement or losses, poor judgment in decision-making, human errors, fraud or other irregularities.

For FY2019, the Board and the AC have obtained assurances from the Group Chief Executive Officer and Group Finance Director for the following:-

- (i) that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances.
- (ii) that the Group's risk management and internal control systems in place are adequate and effective in addressing the material risks of the Group in its current business environment including financial, operational, compliance and IT risks.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, risk management reports, assurance from the Group Chief Executive Officer and Group Finance Director and reviews performed by the Management, the Board, with the concurrence of the AC, is of the opinion that the system of internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place are adequate and effective in addressing financial, operational, compliance and information technology risks of the Company as at 28 February 2019.

The Board did not establish a separate Board risk committee as the Board is currently assisted by the AC, internal auditors and external auditors in carrying out its responsibility of overseeing the Group's risk management framework and policies.

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Audit Committee

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

The Audit Committee ("AC") comprises the Company's three (3) Independent Directors, Chin Chee Choon, Chow Wen Kwan and Lim Tong Lee. The Chairman of the AC is Chin Chee Choon.

The AC members possess many years of experience in accounting, legal, business and financial management. The Board considers that the AC members are appropriately qualified to discharge the responsibilities of the AC.

The role of the AC is to assist the Board with discharging its responsibility to:

- (a) safeguard the Group's assets;
- (b) maintain adequate accounting records;
- (c) develop and maintain effective systems of internal controls and risk management;
- (d) ensure integrity of financial statements;
- (e) provide arrangements whereby concerns on financial improprieties or, other matters raised by 'whistle-blowers' are investigated and appropriate follow up action taken.

The AC meets at least twice a year:

- (a) to review significant financial reporting issues and judgments to ensure integrity of the financial statements of the Company; and any announcements relating to the Company's financial performance.
- (b) to review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls and risk management policies (such review can be carried out internally or with the assistance of any competent third parties).
- (c) to review at least annually the adequacy and effectiveness of the Company's internal audit function including ensuring it is staffed with persons with the relevant qualifications and experience.
- (d) to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company.
- (e) to review the internal audit program and ensure co-ordination between the internal and external auditors and Management.
- (f) to review the scope and results of the internal audit procedures.
- (g) to review the scope and results of the external audit, and the independence and objectivity of the external auditors.
- (h) to approve the hiring, removal, evaluation and compensation of the Head of the Internal Audit function, or accounting/auditing firm or corporation if the internal audit function is outsourced.
- (i) to make recommendations to the Board on proposals to shareholders on the appointment, re-appointment, resignation and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors.
- (j) to ensure co-ordination where more than one (1) auditing firm or corporation is involved.
- (k) review with the internal and external auditors:
 - (i) their audit plan, including the nature and scope of the audit before the audit commences;
 - (ii) their evaluation of the system of internal controls;
 - (iii) their audit report; and
 - (iv) their management letters and Management's responses.
- (l) to review interested person transactions (IPTs) falling within the scope of the SGX-ST Listing Manual on a half-yearly basis.

CORPORATE GOVERNANCE REPORT

- (m) to review the half-yearly and full year financial statements of the Company before submission to the Board for approval, focusing in particular, on:
 - (i) changes in accounting policies and practices;
 - (ii) major risk areas;
 - (iii) significant adjustments resulting from the audit;
 - (iv) the going concern statement;
 - (v) compliance with accounting standards;
 - (vi) compliance with stock exchange and statutory/regulatory requirements.
- (n) to review the audited financial statements of the Company and the consolidated balance sheet and profit & loss account, before approval by the Board.
- (o) to discuss problems and concerns, if any, arising from half-yearly and/or full year audits, in consultation with the internal and external auditors, where necessary.
- (p) to meet with the external and internal auditors without the presence of Management, at least annually, to discuss any problems or concerns they may have.
- (q) to ensure where deficiencies in internal controls have been identified, appropriate and prompt remedial action is taken by Management.
- (r) to review the assistance given by Management to the internal and external auditors.
- (s) to review annually the independence of the external auditors, the aggregate amount of fees paid to the external auditors for the financial year and the breakdown of the fees paid in total for audit and non-audit services respectively.
- (t) to review and discuss with the external auditors, any suspected fraud or irregularity, or suspected infringement of any applicable law, rules or regulations, which has or is likely to have a material impact on the Company's operating results or financial position, and Management's response.
- (u) to review the policy and arrangements by which staff of the Company or of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or any other matters; and conduct an independent investigation of such matters for appropriate follow-up action pursuant to the Company's whistle-blowing program.
- (v) to investigate any matter within the Terms of Reference, with full access to and co-operation by Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its function properly.
- (w) to report to the Board its findings from time to time on matters arising and requiring the attention of the Committee.
- (x) to undertake such other reviews and projects as may be requested by the Board.
- (y) to undertake such other functions and duties as may be required by statute or the SGX-ST Listing Manual, and by such amendments made thereto from time to time.

The AC is authorised to obtain independent professional advice if it deems necessary in the discharge of its responsibilities. Such expenses are to be borne by the Group. The AC has full access to the Management and also full discretion to invite any Director or key Management personnel to attend its meetings, and will be given resources to enable it to discharge this function.

The AC has met with the external auditors and internal auditors without the presence of the Company's Management at least once a year.

The AC, having reviewed the scope and value of non-audit services provided to the Group by the external auditors, RSM Chio Lim LLP, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. The AC has recommended to the Board the nomination of RSM Chio Lim LLP for re-appointment as external auditors of the Company at the forthcoming Annual General Meeting. The Company has complied with Rules 712 and 715 of the Catalist Rules in relation to its external auditors.

Details of the aggregate amount of audit and non-audit services paid or payable to the external auditors during the financial year ended 28 February 2019 are disclosed in Note 6 set out on page 62 of the Annual Report.

CORPORATE GOVERNANCE REPORT

Whistle-blowing Policy

To encourage proper work ethics and deter any wrongdoing within the Group, the Group has established a whistle-blowing policy that stipulates the mechanism by which concerns about such plausible improprieties may be raised. To provide a channel for both employees and external parties to raise concerns and issues in good faith on possible corruption, suspected fraud and other non-compliance issues, a dedicated email address allows whistle-blowers to contact the AC directly.

The AC will address the issues or concerns raised and ensure that necessary arrangements are in place for independent investigation of issues raised by the employees or external parties and also appropriate follow-up actions based on the results of the investigation. Where appropriate or required, a report shall be made to the relevant authorities for further investigation or action.

Information received pertaining to whistle-blowing will be treated with confidentiality and restricted to the designated persons-in-charge of the investigation to protect the identity and interest of whistle-blowers.

The external auditors present to the AC the audit plan and updates relating to any change of accounting standards that have a direct impact on the financial statements. During the financial year ended 28 February 2019, the adoption of new and/or revised accounting standards did not result in any substantial changes or significant impact on the Group's financial statements.

In addition, no former partner or Director of the Company's existing auditing firm or auditing corporation is a member of the AC.

Internal Audit

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

The Board recognises its responsibilities for maintaining a sound system of risk management and internal control processes to safeguard shareholders' investments and the Group's assets and business.

The Company has established an internal audit function that is independent of the activities it audits. As recommended by the Audit Committee ("AC"), the Company has outsourced the internal audit function to an independent corporation, NGL Tricor Governance Sdn Bhd ("NGL Tricor"). The internal auditors report functionally to the Chairman of AC and administratively to the Group Chief Operating Officer. A risk-based internal audit plan was approved by the AC and the results of the audit findings were submitted to the AC for its review. The internal audit function primarily focuses on assessing whether the current system of risk management and internal control provides reasonable assurance on:

1. compliance with applicable laws, regulations, policy and procedures;
2. reliability and integrity of information; and
3. safeguarding of assets.

During the financial year ended 28 February 2019, NGL Tricor reviewed key internal controls in selected areas based on a risk-based internal audit plan and reported its findings together with recommendations on areas for improvement for the AC's attention, so as to improve the adequacy and effectiveness of internal controls. The AC is satisfied that the Group's outsourced internal audit function is adequately resourced and has appropriate standing within the Group. The AC is also satisfied that the internal auditors carry out its function in accordance with the International Professional Practices Framework for Internal Auditing from the Institute of Internal Auditors.

CORPORATE GOVERNANCE REPORT

D. SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

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

All shareholders are treated fairly and equitably to facilitate their ownership rights. In line with the continuing disclosure obligations of the Company pursuant to the SGX-ST Listing Manual and the Singapore Companies Act, Chapter 50, the Board's policy is that all shareholders should be regularly informed in a comprehensive manner and on a timely basis of all material developments that impact the Group.

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements and press releases via SGXNET as well as through reports/circulars sent to all shareholders. They are given the opportunity to participate effectively and vote at general meetings of the Company, where relevant rules and procedures governing the meetings are clearly communicated.

The Constitution of the Company allows each shareholder to appoint up to two (2) proxies to attend general meetings. On 3 January 2016, the legislation was amended, among other things to allow certain members, defined as "relevant intermediary" to attend and participate in general meetings without being constrained by the two-proxy requirement. Relevant intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

Communication with Shareholders

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

The Company endeavors to maintain constant and effective communication with shareholders through timely and comprehensive announcements in order to maintain a high standard of transparency and to promote better investor communications.

Information is communicated to shareholders on a timely basis through:

- The Annual Report, containing the full financial statements of the Company and the Group;
- Notices of Annual General Meeting/Extraordinary General Meeting ("AGM/EGM");
- Press release on major developments of the Company;
- SGXNET announcements;
- The Company's website at www.versalink.com where shareholders can access information on the Company. The website provides, inter alia, corporate announcements, press releases, annual reports and profiles of the Company.

The Company does not practice selective disclosure and price sensitive information is publicly released on an immediate basis where required under the SGX-ST Listing Manual. However, in the event that unpublished material information is inadvertently disclosed to any selected person in the course of the Group's interactions with the investing community, a media release or announcement will be released to the public via SGXNET to disclose and/or address such material information.

CORPORATE GOVERNANCE REPORT

The Company does not have a fixed dividend policy. The form, frequency and amount of future dividends on our shares that our Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors outlined below as well as any other factors deemed relevant by our Directors:

- (a) the level of our cash and retained earnings;
- (b) our actual and projected financial performance;
- (c) our projected levels of capital expenditure and other investment plans;
- (d) our working capital requirements and general financing condition;
- (e) restrictions on payment of dividends imposed on us by our financing arrangements (if any); and
- (f) the general economic and business conditions in countries in which we operate.

Having considered the challenging business environment which the Group operates and the projected funding required for projects undertaken by the Group, the Board has decided not to recommend a dividend for FY2019.

Conduct of Shareholder Meetings

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

The Annual General Meeting (“AGM”) of the Company is a principal forum for dialogue and interaction with all shareholders. Shareholders are encouraged to attend the AGM. This allows shareholders the opportunity to communicate their views on various matters affecting the Company and to stay informed of the Company’s strategy and goals. To facilitate shareholders’ effective participation at general meetings, the Company holds its general meetings at venues which are convenient and accessible to shareholders. The Chairman of the Audit Committee, Remuneration Committee and Nominating Committee and external auditors are normally present at the meeting to address relevant questions. Shareholders are also given the opportunity to communicate their views and to ask the Directors and Management questions regarding the Group.

Information on general meetings is disseminated through notices in the annual report or circulars sent to all shareholders. Notices of general meetings are also released via SGXNET and published in the local newspapers, as well as posted on the Company’s website.

The Company Secretary prepares minutes of the general meetings, which incorporate substantial comments or queries from shareholders and responses from the Board and the Management. These minutes would be made available to shareholders upon request.

The Company maintains separate resolutions at general meetings on each substantially separate issue. Each item of special business included in the notice of meetings will be accompanied by the relevant explanatory notes. This is to enable the shareholders to understand the nature and effect of the proposed resolutions.

Resolutions are put to vote by poll and the detailed results of the number of votes cast for and against each resolution and the respective percentages are announced for each resolution.

CORPORATE GOVERNANCE REPORT

DEALINGS IN SECURITIES

The Company has adopted a policy whereby its Directors and employees are prohibited from dealing in the securities of the Company while in possession of price-sensitive information as well as during the period commencing one (1) month before the announcement of the Company's half-yearly and full-year results and ending on the date of the announcement of the relevant results. The Directors and officers are to refrain from dealing in the Company's securities on short-term considerations.

The Directors and employees are also required to adhere to the provisions of the Securities and Futures Act, Companies Act, the Catalist Rules and any other relevant regulations with regard to their securities transactions.

Directors and employees are also expected to observe insider trading laws at all times even when dealing with securities within the permitted trading period.

In view of the processes in place, in the opinion of the Directors, the Company has complied with Rule 1204(19) of the Catalist Rules on dealings in securities.

INTERESTED PERSON TRANSACTIONS

The Group has established internal control policies to ensure that transactions with interested persons are properly reviewed and approved, and are conducted at an arm's length commercial terms basis. Any Director who is interested in a transaction will abstain and refrain from deliberating, discussing, making recommendations and approving the transaction. The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920(1)(a) of the Catalist Rules.

Pursuant to Rule 905 of the Catalist Rules, there are no interested person transactions entered into by the Company or any of its subsidiaries during FY2019.

MATERIAL CONTRACTS

Rule 1204(8) of the Catalist Rules

Save for the material contracts previously disclosed in the Offer Document and in the Company's announcements, there are no other material contracts entered into by the Company or any of its subsidiaries involving the interest of any Director, Group Chief Executive Officer or controlling shareholder, either still subsisting as at the end of financial year or if not then subsisting or entered into since the end of the previous financial year.

NON-SPONSOR FEES

Rule 1204(21) of the Catalist Rules

There are no non-sponsor fees paid to the Sponsor for the financial year ended 28 February 2019.

CORPORATE GOVERNANCE REPORT

USE OF IPO PROCEEDS

Rule 1204(22) of the Catalyst Rules

As at the date of this Report, the net IPO proceeds of S\$7,500,000 have been fully utilised. The use of the net IPO proceeds is in accordance with the stated use and is in accordance with the percentage allocated in the Offer Document.

Intended Usage in accordance with the Offer Document	Allocation	Amount Utilised	Amount Unutilised
	S\$'000	S\$'000	S\$'000
Acquisition of new machinery and setting up of new production facilities	3,765	3,710	55
Marketing, advertising and promotional activities	750	750	–
Working capital ⁽¹⁾ and general corporate activities	1,385	1,385	–
IPO expenses	1,600	1,655	(55)
Total	7,500	7,500	–

Note:

⁽¹⁾ The amount deployed for general working capital includes the purchase of inventories and operating expenses.

STATEMENT BY DIRECTORS AND FINANCIAL STATEMENTS

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STATEMENT BY DIRECTORS

The directors of the company are pleased to present the accompanying financial statements of the company and of the group for the reporting year ended 28 February 2019.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the company and, of the financial position and performance of the group for the reporting year covered by the financial statements or consolidated financial statements; and
- (b) at the date of the statement there are reasonable grounds to believe that the company will be able to pay its debts as and when they fall due.

The board of directors approved and authorised these financial statements for issue.

2. DIRECTORS

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

Law Kian Siong

Law Pei Ling

Law Kian Guan

Chin Chee Choon

Chow Wen Kwan

Lim Tong Lee (Appointed on 18 April 2019)

3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the company holding office at the end of the reporting year had no interest in shares in or debentures of the company or other related body corporate as recorded in the register of directors' shareholdings kept by the company under section 164 of the Companies Act, Chapter 50 ("the Act") except as follows:

Name of directors and company in which interests are held	At beginning of the reporting year	At end of the reporting year
	Direct interest	
	Number of shares of no par value	
The company – Versalink Holdings Limited		
Dr Tay Chuan Hui (Resigned on 18 March 2019)	100,000	100,000
Law Kian Siong	15,464,000	15,464,000
Law Pei Ling	15,464,000	15,464,000
Law Kian Guan	15,464,000	15,464,000

STATEMENT BY DIRECTORS

3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONT'D)

Name of director and company in which interests are held	Shareholding in which directors are deemed to have an interest	
	At beginning of the reporting year	At end of the reporting year
The company – Versalink Holdings Limited	Number of shares of no par value	
Law Pei Ling	278,000	278,000

The directors' interests as at 21 March 2019 were the same as those at the end of the reporting year.

4. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the company is a party, being arrangements whose objects are, or one of whose objects is, to enable directors of the company to acquire benefits by means of the acquisition of shares in or debentures of the company or any other body corporate.

5. EMPLOYEE SHARE OPTION SCHEME AND PERFORMANCE SHARE PLAN

Employee Share Option Scheme ("ESOS")

The ESOS was approved pursuant to a resolution passed by the shareholders on 18 August 2014.

The ESOS is administered by the remuneration committee whose members are:

- Lim Tong Lee – Chairman of the remuneration committee, non-executive and independent director
- Chin Chee Choon – Independent director
- Chow Wen Kwan – Independent director

Subject to the absolute discretion of the remuneration committee, options may be granted to the following groups of participants under the ESOS:

- Group employees; and
- Group directors (including group executive directors, group non-executive directors and independent directors)

STATEMENT BY DIRECTORS

5. EMPLOYEE SHARE OPTION SCHEME AND PERFORMANCE SHARE PLAN (CONT'D)

Employee Share Option Scheme ("ESOS") (cont'd)

Controlling shareholders and their associates of a controlling shareholder who meet the eligibility criteria are eligible to participate in the ESOS provided that (a) the participation of; and (b) the terms of any options to be granted and the actual number of shares granted under the ESOS to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in separate resolutions for each such person.

Offers for the grant of options may be made at any time at the discretion of the remuneration committee, in accordance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Catalist Listing Manual. Options which are fixed at the market price may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the market price may only be exercised after the second anniversary from the date of grant of the option. The ESOS shall continue in operation for a maximum of 10 years commencing on the date on which the ESOS is adopted by the company in the general meeting.

Performance Share Plan ("PSP")

The group operates a Performance Share Plan which was approved pursuant to a resolution passed by the shareholders on 18 August 2014.

The exercise price for each option shall be determined by the remuneration committee at its absolute discretion, and fixed by the remuneration committee at:

- a price ("Market Price") equal to the average of the last dealt price for the shares on Catalist for five consecutive market days immediately preceding the relevant date of grant of the relevant Option; or
- a price which is set at a discount to the Market Price, the quantum of such discount to be determined by the remuneration committee in its absolute discretion, provided that the maximum discount which may be given in respect of any option shall not exceed 20% of the Market Price.

The PSP is administered by the remuneration committee. The participants of the PSP are similar to those of the ESOS.

The PSP shall continue in force at the discretion of the remuneration committee, subject to a maximum period of 10 years commencing on the date on which the PSP is adopted by the company in the general meeting, provided always that the PSP may continue beyond the above stipulated period with the approval of the shareholders by ordinary resolution in the general meeting and of any relevant authorities which may then be required.

The total number of shares over which the remuneration committee may grant the options under the PSP and the total number of shares which may be delivered pursuant to the vesting of awards under the PSP on any date, when added to the aggregate number of shares issued and/or issuable in respect of (i) all options granted under the ESOS; (ii) all awards granted under the PSP; and (iii) all outstanding options, shares or awards issued and/or issuable or granted under such other share-based incentive schemes or share plans of the company, shall not exceed 15% of the total number of issued shares (including treasury shares, as defined in the Act) of the company on the day immediately preceding the offer date of the option or from time to time.

STATEMENT BY DIRECTORS

5. EMPLOYEE SHARE OPTION SCHEME AND PERFORMANCE SHARE PLAN (CONT'D)

Performance Share Plan ("PSP") (cont'd)

During the reporting year, no option to take up unissued shares of the company or any corporation in the group was granted and there were no shares of the company or any corporation in the group issued by virtue of the exercise of an options to take up unissued shares.

At the end of the reporting year, there were no unissued shares of the company or any corporation in the group under option.

During the reporting year, no shares were issued pursuant to the ESOS and PSP.

6. REPORT OF AUDIT COMMITTEE

The members of the audit committee at the date of this report are as follows:

- Chin Chee Choon – Chairman of the audit committee, non-executive chairman and independent director
- Chow Wen Kwan – Independent director
- Lim Tong Lee – Independent director

The audit committee performs the functions specified by section 201B (5) of the Act. Among other functions, it performed the following:

- Reviewed with the independent external auditor their audit plan;
- Reviewed with the independent external auditor their evaluation of the company's internal accounting controls relevant to their statutory audit, and their report on the financial statements and the assistance given by the management to them;
- Reviewed with the internal auditor the scope and results of the internal audit procedures (including those relating to financial, operational and compliance controls and risk management) and the assistance given by the management to the internal auditor;
- Reviewed the financial statements of the group and the company prior to their submission to the directors of the company for adoption; and
- Reviewed the interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

Other functions performed by the audit committee are described in the report on corporate governance included in the annual report of the company. It also includes an explanation of how independent auditor objectivity and independence is safeguarded where the independent auditor provide non-audit services.

The audit committee has recommended to the board of directors that the independent auditor, RSM Chio Lim LLP, be nominated for re-appointment as independent auditor at the next annual general meeting of the company.

STATEMENT BY DIRECTORS

7. DIRECTORS' OPINION ON THE ADEQUACY OF INTERNAL CONTROLS

Based on the internal controls established and maintained by the company, work performed by the internal and external auditors, and reviews performed by management, other committees of the board and the board, the audit committee and the board are of the opinion that company's internal controls, addressing financial, operational and compliance risks, are adequate as at the end of the reporting year 28 February 2019.

8. INDEPENDENT AUDITOR

RSM Chio Lim LLP has expressed willingness to accept re-appointment.

9. SUBSEQUENT DEVELOPMENTS

There are no significant developments subsequent to the release of the group's and the company's preliminary financial statements' as announced on 29 April 2019, which would materially affect the group's and the company's operating and financial performance as of the date of this report.

On behalf of the board of directors

Law Kian Siong

Director

Law Pei Ling

Director

29 May 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VERSALINK HOLDINGS LIMITED (Registration No: 201411394N)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Versalink Holdings Limited (the "company") and its subsidiaries (the "group"), which comprise the consolidated statement of financial position of the group and the statement of financial position of the company as at 28 February 2019, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the group, and statement of changes in equity of the company for the reporting year then ended, and notes to the financial statements, including the significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the group and the statement of financial position and statement of changes in equity of the company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 ("the Act") and 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 28 February 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the group and the changes in equity of the company for the reporting year ended on that date.

Basis of 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 company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current reporting year. 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.

(1) Net realisable value of inventories

Please also refer to Note 2 on the relevant accounting policies; Note 2C on critical judgements, assumptions and estimation uncertainties; and Note 15 on inventories at the reporting year end.

The group holds inventories of RM13,770,000 as at end of the reporting year. The carrying amount of inventories may not be recoverable in full if those inventories become slow moving, or if their selling prices have declined below carrying amounts.

The estimate of allowance for obsolete inventories is based on the age of these inventories, prevailing market conditions in the system furniture industry and historical provisioning experience which requires management judgement. Management applies particular judgement in the areas relating to inventory allowance based on inventory aging. This methodology relies upon assumption made in determining appropriate allowance of inventories.

How we addressed the matter in our audit

For samples selected, our audit procedures included, among others (i) checking the net realisable value of the inventories by comparing cost to subsequent selling prices; and (ii) reviewing the inventory turnover days and aging of the inventories to assess if there were any significant build up of aged inventories and assessing the reasonableness of the allowance for inventory obsolescence.

We satisfied ourselves that the impairment allowance on inventories have been prepared in line with the group's policy.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VERSALINK HOLDINGS LIMITED (Registration No: 201411394N)

Key audit matters (cont'd)

(2) Net realisable value of trade receivables

Please also refer to Note 2 on the relevant accounting policies; Note 2C on critical judgements, assumptions and estimation uncertainties; and Notes 16 and 26D for the receivables and credit risk of the group respectively.

Trade receivables totalled RM4,593,000 as at the end of the reporting year. Any impairment of significant receivables could have material impact to the group's profit or loss.

The estimate of impairment allowance is based on the historical trend of these receivables, which includes analysis of the age of these receivables, credit worthiness of the profile of the customers and future collectability. Besides that, the expected credit losses ("ECL") model has also been applied to determine the loss allowance for trade receivables based on historical observed default rates adjusted for forward-looking estimates.

How we addressed the matter in our audit

Our audit procedures included (a) assessing the recoverability of the significant aged debts, by discussing with management, checking subsequent collections and corroborating to the historical payment records; and (b) assessing whether disclosures in respect of the credit risk of trade receivables is appropriate. Specific impairment allowance is provided accordingly.

For ECL, our audit procedures included (a) reviewing management's assessment on ECL; and (b) assessing the measurement of expected loss allowance. General impairment allowance is provided accordingly.

We also evaluated the qualitative adjustment to the allowance and challenging the reasonableness of the key assumptions in determining the allowance.

We found the estimates to be balanced and the disclosures to be appropriate.

Other information

Management is responsible for the other information. The other information comprises information included in the statement by directors and 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 financial reporting standards, 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VERSALINK HOLDINGS LIMITED (Registration No: 201411394N)

Responsibilities of management and directors for the financial statements (cont'd)

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- a) 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.
- b) 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.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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.
- e) 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.
- f) 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VERSALINK HOLDINGS LIMITED (Registration No: 201411394N)

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 those subsidiary corporations 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 Pang Hui Ting.

RSM Chio Lim LLP
Public Accountants and
Chartered Accountants
Singapore

29 May 2019

Engagement partner - effective from reporting year ended 29 February 2016

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

YEAR ENDED 28 FEBRUARY 2019

	Notes	Group	
		2019 RM'000	2018 RM'000
Revenue	4	50,745	62,675
Cost of sales		(38,858)	(44,700)
Gross profit		11,887	17,975
Interest income		183	424
Other gains	5	968	1,114
Marketing and distribution expenses	6	(7,936)	(9,523)
Administrative expenses	6	(9,630)	(9,864)
Other losses	5	(4,236)	(1,948)
Finance costs		(353)	(414)
Loss before tax from continuing operations		(9,117)	(2,236)
Income tax credit (expense)	8	840	(120)
Loss from continuing operations, net of tax		(8,277)	(2,356)
Other comprehensive income (loss):			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax		1	(5)
Total comprehensive loss for the year		(8,276)	(2,361)
(Loss) profit, net of tax attributable to:			
Owners of the company		(6,978)	(2,518)
Non-controlling interest		(1,299)	162
Loss from continuing operations, net of tax		(8,277)	(2,356)
Total comprehensive (loss) income for the year attributable to:			
Owners of the company		(6,977)	(2,523)
Non-controlling interest		(1,299)	162
Total comprehensive loss for the year		(8,276)	(2,361)
Loss per share (Sen Ringgit Malaysia)			
Basic and diluted	9	(5.17)	(1.87)

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 28 FEBRUARY 2019

	Notes	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
ASSETS				
Non-current assets				
Property, plant and equipment	10	32,431	29,042	28,459
Intangible asset	12	–	–	728
Total non-current assets		32,431	29,042	29,187
Current assets				
Asset held for sale under FRS 105	11	1,384	–	–
Inventories	15	13,770	14,920	9,444
Trade and other receivables, current	16	4,593	12,667	6,862
Other assets, current	17	4,045	6,572	4,693
Other financial assets, current	18	2,801	6,264	13,113
Cash and cash equivalents	19	6,190	6,742	9,105
Total current assets		32,783	47,165	43,217
Total assets		65,214	76,207	72,404
EQUITY AND LIABILITIES				
Equity				
Share capital	20	62,513	62,513	62,513
(Accumulated losses) retained earnings		(8,272)	(751)	1,767
Foreign currency translation reserves		8	7	12
Equity attributable to owner of the parent		54,249	61,769	64,292
Non-controlling interests		(451)	848	–
Total equity		53,798	62,617	64,292
Non-current liabilities				
Deferred tax liabilities	8	173	1,053	1,053
Other financial liabilities, non-current	22	286	1,465	–
Total non-current liabilities		459	2,518	1,053
Current liabilities				
Liability associated with asset held for sale	11	1,036	–	–
Income tax payable		4	4	47
Trade and other payables, current	21	7,704	8,817	6,631
Other financial liabilities, current	22	2,213	2,251	381
Total current liabilities		10,957	11,072	7,059
Total liabilities		11,416	13,590	8,112
Total equity and liabilities		65,214	76,207	72,404

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 28 FEBRUARY 2019

	Notes	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
ASSETS				
<u>Non-current assets</u>				
Investment in subsidiaries	13	60,510	61,224	44,568
Other receivables, non-current	14	493	688	–
Total non-current assets		61,003	61,912	44,568
<u>Current assets</u>				
Trade and other receivables, current	16	7,527	7,000	24,120
Other assets, current	17	32	31	52
Cash and cash equivalents	19	55	233	222
Total current assets		7,614	7,264	24,394
Total assets		68,617	69,176	68,962
EQUITY AND LIABILITIES				
<u>Equity</u>				
Share capital	20	62,513	62,513	62,513
Retained earnings		5,802	6,380	6,067
Total equity		68,315	68,893	68,580
<u>Current liabilities</u>				
Income tax payable		4	4	47
Trade and other payables, current	21	298	279	335
Total current liabilities		302	283	382
Total liabilities		302	283	382
Total equity and liabilities		68,617	69,176	68,962

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

YEAR ENDED 28 FEBRUARY 2019

Group	Total Equity RM'000	Non- Controlling Interests RM'000	Attributable to Parent Subtotal RM'000	Share Capital RM'000	Foreign Currency Translation Reserves RM'000	(Accumulated Losses) Retained Earnings RM'000
Current year:						
Opening balance at 1 March 2018	62,617	848	61,769	62,513	7	(751)
Effect of adoption of SFRS(I) 9 (Note 29)	(543)	–	(543)	–	–	(543)
Adjusted balance at 1 March 2018	62,074	848	61,226	62,513	7	(1,294)
Changes in equity:						
Total comprehensive (loss) income for the year	(8,276)	(1,299)	(6,977)	–	1	(6,978)
Closing balance at 28 February 2019	53,798	(451)	54,249	62,513	8	(8,272)
Previous year:						
Opening balance at 1 March 2017	64,292	–	64,292	62,513	12	1,767
Changes in equity:						
Total comprehensive (loss) income for the year	(2,361)	162	(2,523)	–	(5)	(2,518)
Acquisition of a subsidiary (Note 13B)	686	686	–	–	–	–
Closing balance at 28 February 2018	62,617	848	61,769	62,513	7	(751)
Company						
	Total Equity RM'000	Share Capital RM'000	Retained Earnings RM'000			
Current year:						
Opening balance at 1 March 2018	68,893	62,513	6,380			
Changes in equity:						
Total comprehensive loss for the year	(578)	–	(578)			
Closing balance at 28 February 2019	68,315	62,513	5,802			
Previous year:						
Opening balance at 1 March 2017	68,580	62,513	6,067			
Changes in equity:						
Total comprehensive income for the year	313	–	313			
Closing balance at 28 February 2018	68,893	62,513	6,380			

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 28 FEBRUARY 2019

	Group	
	2019	2018
	RM'000	RM'000
Cash flows from (used in) operating activities		
Loss before tax	(9,117)	(2,236)
Adjustments for:		
Amortisation of intangible asset	–	182
Depreciation of property, plant and equipment	2,626	2,644
Gains on disposal of plant and equipment	(77)	(2)
Interest income	(183)	(424)
Interest expenses	353	414
Impairment allowance on intangible asset – loss	–	546
Plant and equipment written off	3	590
Operating cash flows before changes in working capital	(6,395)	1,714
Inventories	1,150	(3,209)
Trade and other receivables	7,531	(2,991)
Other assets	1,942	(1,352)
Other financial assets	3,463	6,849
Trade and other payables	(1,113)	(808)
Net cash flows from operations	6,578	203
Income taxes refund (paid)	545	(591)
Net cash flows from (used in) operating activities	7,123	(388)
Cash flows used in investing activities		
Purchase of property, plant and equipment (Note 19B)	(7,402)	(2,033)
Proceeds from disposals of plant and equipment	77	5
Acquisition of a subsidiary, net of cash acquired (Note 13B)	–	(654)
Interest received	183	424
Net cash flows used in investing activities	(7,142)	(2,258)
Cash flows used in financing activities		
(Decrease) increase in other financial liabilities (Note 19C)	(420)	89
Finance lease repayments (Note 19C)	(24)	(10)
Increase (decrease) in cash restricted in use	296	(355)
Interest paid	(353)	(414)
Net cash flows used in financing activities	(501)	(690)
Effect of foreign exchange rate adjustments	1	(5)
Net decrease in cash and cash equivalents	(519)	(3,341)
Cash and cash equivalents, statement of cash flows, beginning balance	4,909	8,250
Cash and cash equivalents, statement of cash flows, ending balance (Note 19A)	4,390	4,909

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

1. GENERAL

The company is incorporated in Singapore with limited liability. It is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 24 September 2014.

The financial statements are presented in Ringgit Malaysia ("RM") and all financial information have been rounded to the nearest thousand (RM'000), except when otherwise stated.

The board of directors approved and authorised these financial statements for issue on the date of the statement by directors.

The principal activities of the company are those of an investment holding company and the provision of management services.

The principal activities of the subsidiaries are described in Note 13 to the financial statements.

The registered office is 8 Wilkie Road, #03-01 Wilkie Edge, Singapore 228095. The company is situated in Singapore. The principal place of business is Lot 6119, Jalan Haji Salleh, Batu 5½ Off Jalan Meru 41050 Klang Selangor, Malaysia.

Statement of compliance with financial reporting standards

These financial statements for the year ended 28 February 2019 are the first the group and the company have prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s") and the related Interpretations to SFRS(I) ("SFRS (I) INT") as issued by the Singapore Accounting Standards Council. Accordingly, the group and the company have prepared financial statements that comply with SFRS(I) applicable as at 28 February 2019, together with the comparative period data for the year ended 28 February 2018, as described in the summary of significant accounting policies. On preparing the financial statements, the group's and the company's opening balance sheets were prepared as at 1 March 2017, the group and the company's date of transition to SFRS(I).

They are in compliance with the provisions of the Companies Act, Chapter 50 and with the International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB).

Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity's accounting policies. The areas requiring management's most difficult, subjective or complex judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed at the end of this footnote, where applicable.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

1. GENERAL (CONT'D)

Basis of presentation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the company and all of its subsidiaries. The consolidated financial statements are the financial statements of the group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions, including income, expenses and cash flows are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee and cease when the reporting entity loses control of the investee. Control exists when the group has the power to govern the financial and operating policies so as to gain benefits from its activities.

Changes in the group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as available-for-sale financial assets in accordance with the financial reporting standard on financial instruments.

The company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act, Chapter 50, the company's separate statement of profit or loss and other comprehensive income is not presented.

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

2A. Significant accounting policies

Revenue recognition

The financial reporting standard on revenue from contracts with customers establishes a five-step model to account for revenue arising from contracts with customers. Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, trade discounts, volume rebates and changes to the transaction price arising from modifications), net of any related sales taxes and excluding any amounts collected on behalf of third parties.

An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

Sale of goods - Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good or service to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

Employee benefits

Contributions to defined contribution retirement benefit plans are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2A. Significant accounting policies (cont'd)

Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowings. Interest expense is calculated using the effective interest rate method. Borrowing costs are recognised as an expense in the period in which they are incurred except that borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset until substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Foreign currency transactions

The functional currency is the Malaysian Ringgit as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. The presentation is in the functional currency.

Translation of financial statements of other entities

Each entity in the group determines the appropriate functional currency as it reflects the primary economic environment in which the relevant reporting entity operates. In translating the financial statements of such an entity for incorporation in the combined financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and income and expense items for each statement presenting other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss, the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries, branches and associates, and joint arrangements except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2A. Significant accounting policies (cont'd)

Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets.

The annual rates of depreciation are as follows:

Freehold land	–	Not depreciated
Leasehold property	–	Over the terms of lease that is 1.28%
Buildings	–	2%
Furniture and fittings	–	10% to 20%
Plant and machinery	–	10% to 20%
Motor vehicles	–	20%
Renovations	–	10%

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

Work in progress is not depreciated as these assets are not yet available for use.

The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

Leases

Leases are classified as finance leases if substantially all the risks and rewards of ownership are transferred to the lessee. All other leases are classified as operating leases. At the commencement of the lease term, a finance lease is recognised as an asset and as a liability in the statement of financial position at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, each measured at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine, the lessee's incremental borrowing rate is used. Any initial direct costs of the lessee are added to the amount recognised as an asset. The excess of the lease payments over the recorded lease liability are treated as finance charges which are allocated to each reporting year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the reporting years in which they are incurred. The assets are depreciated as owned depreciable assets. Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. For operating leases, lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2A. Significant accounting policies (cont'd)

Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity 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. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity.

In the reporting entity's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary 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. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

Business combinations

A business combination is a transaction or other event which requires that the assets acquired and liabilities assumed constitute a business. It is accounted for by applying the acquisition method of accounting. The cost of a business combination includes the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control of the acquiree. The acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received except for any costs to issue debt or equity securities are recognised in accordance with the financial reporting standard on financial instruments. As of the acquisition date, the acquirer recognises, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree measured at acquisition-date fair values as defined in and that meet the conditions for recognition under FRS 103. If there is gain on bargain purchase, for the gain on bargain purchase a reassessment is made of the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the business combination and any excess remaining after this reassessment is recognised immediately in profit or loss.

Non-controlling interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant Note. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Inventories

Inventories are measured at the lower of cost (first in first out method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. A write down on cost is made where the cost is not recoverable or if the selling prices have declined. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2A. Significant accounting policies (cont'd)

Impairment of non-financial assets

Irrespective of whether there is any indication of impairment, an annual impairment test is performed at about the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use. The carrying amount of other non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires. At initial recognition the financial asset or financial liability is measured at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

Classification and measurement of financial assets:

1. Financial asset classified as measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss (FVTPL), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically trade and other receivables, bank and cash balances are classified in this category.
2. Financial asset that is a debt asset instrument classified as measured at fair value through other comprehensive income (FVTOCI): There were no financial assets classified in this category at reporting year end date.
3. Financial asset that is an equity investment measured at fair value through other comprehensive income (FVTOCI): There were no financial assets classified in this category at reporting year end date.
4. Financial asset classified as measured at fair value through profit or loss (FVTPL): All other financial assets are classified as measured at FVTPL. In addition, on initial recognition, management may irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2A. Significant accounting policies (cont'd)

Financial instruments (cont'd)

Classification and measurement of financial liabilities:

Financial liabilities are classified as at fair value through profit or loss (FVTPL) in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

Cash and cash equivalents

Cash and cash equivalents include bank and cash balances, on demand deposits and any highly liquid debt instruments purchased with an original maturity of three months or less. For the statement of cash flows, the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management.

Fair value measurement

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset/liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2B. Other explanatory information

Provisions

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

Segment reporting

The reporting entity discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

Assets classified as held for sale

Identifiable assets and liabilities and any disposal groups are classified as held for sale if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use. The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, except as permitted by the financial reporting standard on non-current assets held for sale and discontinued operations in certain circumstances. It can include a subsidiary acquired exclusively with a view to resale. Assets that meet the criteria to be classified as held for sale are measured at the lower of carrying amount and fair value less costs of disposal and are presented separately on the face of the statement of financial position. Once an asset is classified as held for sale or included in a group of assets held for sale no further depreciation or amortisation is recorded. Impairment losses on initial classification of the balances as held for sale are included in profit or loss, even when there is a revaluation. The same applies to gains and losses on subsequent remeasurement.

2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Allowance for trade receivables:

The trade receivables are subject to the expected credit loss model under the financial reporting standard on financial instruments. The expected lifetime losses are recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the expected credit losses. The allowance matrix is based on its historical observed default rates (over a period of certain months) over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The loss allowance was determined accordingly. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in Note 16 on trade and other receivables.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONT'D)

2C. Critical judgements, assumptions and estimation uncertainties (cont'd)

Net realisable value of inventories:

A review is made periodically on inventory for excess inventory and declines in net realisable value below cost and an allowance is recorded against the inventory balance for any such declines. These reviews require management to consider the future demand for the products. In any case the realisable value represents the best estimate of the recoverable amount and is based on the acceptable evidence available at the end of the reporting year and inherently involves estimates regarding the future expected realisable value. The usual considerations for determining the amount of allowance or write-down include ageing analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and materially affects the carrying amount of inventories at the end of the reporting year. Possible changes in these estimates could result in revisions to the stated value of the inventories. The carrying amount of inventories at the end of the reporting year is disclosed in Note 15 on inventories.

Useful lives of property, plant and equipment:

The estimates for the useful lives and related depreciation charges for property, plant and equipment is based on commercial and other factors which could change significantly as a result of innovations and in response to market conditions. The depreciation charge is increased where useful lives are less than previously estimated lives, or the carrying amounts written off or written down for technically obsolete items or assets that have been abandoned. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset (or class of assets) of the group at the end of the reporting year affected by the assumption is disclosed in Note 10.

Income tax amounts:

The group recognises tax liabilities and assets tax based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition, management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability. As a result, due to their inherent nature, assessments of likelihood are judgmental and not susceptible to precise determination. The income tax amounts are disclosed in Note 8 on income tax.

Measurement of impairment of investment in subsidiaries:

Where a subsidiary is in net equity deficit and or has suffered losses, a test is made whether the investment in the investee has suffered any impairment, in accordance with the stated accounting policy. This measurement requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the asset or liability affected. The carrying amount of the specific asset or liability (or class of assets or liabilities) at the end of the reporting year affected by the assumption is RM60,080,000.

NOTES TO THE FINANCIAL STATEMENTS

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3. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The financial reporting standard on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

3A. Related party transactions:

There are transactions and arrangements between the reporting entity and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and transfer of resources, services or obligations if any are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

In addition to the transactions and balances disclosed elsewhere in the notes to the financial statements, this item includes the following:

Significant related party transactions:

	Group	
	2019	2018
	RM'000	RM'000
<u>Related party:</u>		
Rental expense	–	58

The related party and the group have a common director who has significant influence and common shareholders.

3B. Key management compensation:

	Group	
	2019	2018
	RM'000	RM'000
Salaries and other short-term employee benefits	2,458	2,543

The above amounts are included under employee benefits expense. Included in the above amounts are following items:

	Group	
	2019	2018
	RM'000	RM'000
Remuneration of directors of the company	1,604	1,432
Fees to directors of the company	321	422

Further information about the remuneration of individual directors is provided in the report on corporate governance.

Key management personnel include the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly. Key management compensation comprised those of directors and other key management personnel totalling 8 (2018: 8) persons.

NOTES TO THE FINANCIAL STATEMENTS

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3. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONT'D)

3C. Other receivables from related parties:

The movements in other receivables from and other payables to related parties are as follows:

Company	Subsidiaries	
	2019 RM'000	2018 RM'000
Other receivables:		
Balance at beginning of the year	4,986	20,942
Amounts paid in and settlement of liabilities on behalf of the company	(1,148)	(14)
Amounts paid out and settlement of liabilities on behalf of the subsidiaries	1,289	–
Reclassified to quasi-equity loan (Note 13)	–	(15,942)
Balance at end of the year (Note 16)	5,127	4,986

4. REVENUE

Revenue from contracts with customers

	Group	
	2019 RM'000	2018 RM'000
Sale of goods	50,745	62,675

The revenue from sale of goods is recognised based on point in time. The customers are mainly retailers and commercial consumers.

NOTES TO THE FINANCIAL STATEMENTS

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5. OTHER GAINS AND (OTHER LOSSES)

	Group	
	2019	2018
	RM'000	RM'000
Allowance for impairment on trade receivables		
- individually impaired (Note 16)	(3,800)	(39)
Amortisation of intangible assets (Note 12)	-	(182)
Bad debts written off	(39)	(182)
Foreign exchange adjustment losses, net	(394)	(409)
Gains on disposal of plant and equipment	77	2
Impairment allowance on intangible asset – loss (Note 12)	-	(546)
Insurance claims	27	3
Interest on compensation claimed	485	-
Plant and equipment written off	(3)	(590)
Reversal of allowance for impairment on trade receivables		
- collectively impaired (Note 16)	267	-
- individually impaired (Note 16)	-	869
Sale of scrap materials	47	57
Sundry income	65	183
Total	(3,268)	(834)
Presented in profit or loss as:		
Other gains	968	1,114
Other losses	(4,236)	(1,948)
Net	(3,268)	(834)

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

6. MARKETING AND DISTRIBUTION EXPENSES AND ADMINISTRATIVE EXPENSES

The major components include the following:

	Group	
	2019	2018
	RM'000	RM'000
<u>Marketing and distribution expenses</u>		
Advertisement and promotions	738	739
Sales commissions	143	469
Depreciation of property, plant and equipment (Note 10)	178	378
Employee benefits expense (Note 7)	4,482	5,160
Showroom's rental expense	415	680
Logistics expense	686	727
<u>Administrative expenses</u>		
Depreciation of property, plant and equipment (Note 10)	996	1,092
Employee benefits expense (Note 7)	4,668	5,154
Audit fees to:		
- Independent auditor of the company	231	221
- Other independent auditor	87	97
Non-audit fees to:		
- Independent auditor of the company	28	19

7. EMPLOYEE BENEFITS EXPENSE

	Group	
	2019	2018
	RM'000	RM'000
Short term employee benefits expense	13,054	15,329
Contributions to defined contribution plans	1,102	1,218
Other benefits	1,045	801
<u>Total employee benefits expense</u>	<u>15,201</u>	<u>17,348</u>
The employee benefits expense is charged as follows:		
Cost of sales	6,051	7,034
Marketing and distribution expenses (Note 6)	4,482	5,160
Administrative expenses (Note 6)	4,668	5,154
<u>Total employee benefits expense</u>	<u>15,201</u>	<u>17,348</u>

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

8. INCOME TAX

8A. Components of income tax (credit) expense recognised in profit or loss include:

	Group	
	2019	2018
	RM'000	RM'000
<u>Current tax expense:</u>		
Current tax expense	5	142
Under (over) adjustments in respect of prior periods	35	(22)
Subtotal	40	120
<u>Deferred tax credit:</u>		
Deferred tax credit	(504)	–
Over adjustments in respect of prior periods	(376)	–
Subtotal	(880)	–
Total income tax (credit) expense	(840)	120

Substantially the group's operations are located in Malaysia for the financial years under review. Accordingly, the Malaysian statutory tax rate of 24% (2018: 24%) is used in the reconciliation below:

	Group	
	2019	2018
	RM'000	RM'000
Loss before tax	(9,117)	(2,236)
Income tax credit at the above rate	(2,188)	(537)
Effect of different tax rate in different country and change in tax rate	42	(44)
Expenses not deductible for tax purposes	260	464
Tax exemptions and rebate	(19)	(72)
Deferred tax assets not recognised	1,406	304
Over adjustment to tax in respect of prior periods	(341)	(22)
Others	–	27
Total income tax (credit) expense	(840)	120

There are no income tax consequences of dividends to owners of the company.

The major not deductible items include the following:

	Group	
	2019	2018
	RM'000	RM'000
Depreciation of non-qualifying plant and equipment	182	256
Impairment allowance on intangible asset – loss	–	131
Plant and equipment written off	–	118
Gain on disposal of plant and equipment	77	–

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

8. INCOME TAX (CONT'D)

8B. Deferred tax (credit) expense recognised in profit or loss include:

	Group	
	2019	2018
	RM'000	RM'000
Excess of net book value on property, plant and equipment over tax values	(657)	59
Unrealised (gains) losses on foreign exchange	(94)	309
Provisions	(599)	(184)
Tax losses carryforwards	(936)	(488)
Deferred tax assets not recognised	1,406	304
Total deferred tax (credit) expense recognised in profit or loss	(880)	–

8C. Deferred tax balance in the statements of financial position:

	Group		
	28.02.2019	28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
<u>Deferred tax liabilities recognised in profit or loss:</u>			
Excess of net book value on property, plant and equipment over tax values	764	1,421	1,362
Unrealised (gains) losses on foreign exchange	(14)	80	(229)
Provisions	(1,175)	(576)	(392)
Tax losses carryforwards	(1,467)	(531)	(43)
Deferred tax assets not recognised	2,065	659	355
Net	173	1,053	1,053

It is impractical to estimate the amount expected to be settled or used within one year.

The above deferred tax assets for the tax losses that have not been recognised as the future profit streams are not probable against which the deductible temporary difference can be utilised. The realisation of the future income tax benefits from tax loss carryforwards and temporary differences from capital allowances is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

Temporary differences arising in connection with interests in subsidiaries are insignificant.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

9. LOSS PER SHARE

The following table illustrates the numerators and denominators used to calculate basic and diluted loss per share of no par value:

	Group	
	2019 RM'000	2018 RM'000
Numerators: loss attributable to equity:		
Continuing operations: attributable to equity holders	(6,978)	(2,518)
	No. of shares: '000	No. of shares: '000
Denominators: weighted average number of equity shares		
Basic and diluted	135,000	135,000

The weighted average number of equity shares refers to shares in circulation during the reporting year.

The basic loss per share ratio is based on the weighted average number of ordinary shares outstanding during the reporting year. There is no dilution of loss per share as there are no dilutive potential ordinary shares outstanding as at the end of the reporting year.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

10. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land RM'000	Buildings RM'000	Leasehold property RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Plant and machinery RM'000	Renovations RM'000	Work-in progress RM'000	Total RM'000
<u>Cost:</u>									
At 1 March 2017	7,214	14,654	–	5,720	3,322	15,276	1,894	–	48,080
Additions	–	–	–	260	272	1,515	226	–	2,273
Acquisition of a subsidiary (Note 13B)	–	–	1,475	337	222	–	115	–	2,149
Disposals	–	–	–	(6)	–	(996)	–	–	(1,002)
Write-offs	–	–	–	(142)	(1,359)	–	(684)	–	(2,185)
At 28 February 2018	7,214	14,654	1,475	6,169	2,457	15,795	1,551	–	49,315
Additions	–	42	–	441	52	6,180	170	517	7,402
Disposals	–	–	–	–	(106)	(518)	–	–	(624)
Reclassified to held for sale under FRS 105 (Note 11)	–	–	(1,475)	–	–	–	–	–	(1,475)
Write-offs	–	–	–	(29)	–	(34)	–	–	(63)
At 28 February 2019	7,214	14,696	–	6,581	2,403	21,423	1,721	517	54,555
<u>Accumulated depreciation:</u>									
At 1 March 2017	–	2,749	–	3,290	2,408	10,796	378	–	19,621
Depreciation for the year	–	293	17	640	522	989	183	–	2,644
Acquisition of a subsidiary (Note 13B)	–	–	56	258	193	–	95	–	602
Disposals	–	–	–	(3)	–	(996)	–	–	(999)
Write-offs	–	–	–	(73)	(1,326)	–	(196)	–	(1,595)
At 28 February 2018	–	3,042	73	4,112	1,797	10,789	460	–	20,273
Depreciation for the year	–	294	18	644	253	1,263	154	–	2,626
Disposals	–	–	–	–	(106)	(518)	–	–	(624)
Reclassified to held for sale under FRS 105 (Note 11)	–	–	(91)	–	–	–	–	–	(91)
Write-offs	–	–	–	(26)	–	(34)	–	–	(60)
At 28 February 2019	–	3,336	–	4,730	1,944	11,500	614	–	22,124
<u>Net carrying value:</u>									
At 1 March 2017	7,214	11,905	–	2,430	914	4,480	1,516	–	28,459
At 28 February 2018	7,214	11,612	1,402	2,057	660	5,006	1,091	–	29,042
At 28 February 2019	7,214	11,360	–	1,851	459	9,923	1,107	517	32,431

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Allocation of the depreciation expense:

	Group	
	2019 RM'000	2018 RM'000
Cost of sales	1,452	1,174
Marketing and distribution expenses (Note 6)	178	378
Administrative expenses (Note 6)	996	1,092
Total	2,626	2,644

(a) Certain items are under finance lease agreements (see Note 22).

(b) The net carrying values of property, plant and equipment which have been pledged as securities for banking facilities (see Note 22) are as follows:

	28.02.2019	Group	
	RM'000	28.02.2018 RM'000	01.03.2017 RM'000
Freehold land	7,214	7,214	7,214
Buildings	11,360	11,612	11,905
Leasehold property ⁽ⁱⁱ⁾	–	1,402	–
Total	18,574	20,228	19,119

(c) Fully depreciated plant and equipment still in use had an initial costs of:

	28.02.2019	Group	
	RM'000	28.02.2018 RM'000	01.03.2017 RM'000
Furniture and fittings	2,134	1,987	1,588
Plant and machinery	6,024	6,455	7,003
Motor vehicles	1,243	992	400
Renovations	107	–	–
Total	9,508	9,434	8,991

(d) Details of land:

<u>Description/Location</u>	<u>Tenure</u>	<u>Gross floor area</u>
No. PT 76085 Mukim Kapar, Daerah Klang, Selangor Darul Ehsan. ⁽ⁱ⁾	Freehold	184,859 square feet
No. 37, Jalan TSB 2, Taman Perindustrian Sungai Buloh, 47000 Sungai Buloh, Selangor Darul Ehsan. ⁽ⁱⁱ⁾	Leasehold	3,003 square feet

⁽ⁱ⁾ The fair value of the freehold land and building was measured in May 2017 to be RM35,000,000 based on the comparison and depreciated replacement cost method to reflect the actual market state and circumstances. The fair value was based on a valuation made by Knight Frank Malaysia Sdn. Bhd., a firm of independent professional valuers. The firm holds a recognised and relevant professional qualification with sufficient recent experience in the location and category of the property being valued.

⁽ⁱⁱ⁾ The leasehold property has been reclassified to asset held for sale under FRS105 during the reporting year (Note 11).

NOTES TO THE FINANCIAL STATEMENTS

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11. ASSET HELD FOR SALE UNDER FRS 105

	2019 RM'000	2018 RM'000
Asset held for sale:		
Transfer from leasehold property at net book value (Note 10)	1,384	–
Less: Liability associated with asset held for sale		
Transfer from other financial liabilities (Note 19C)	(1,036)	–
Net assets held for sale	348	–

The leasehold property with a carrying amount of RM1,384,000 and its correspondingly liability of RM1,036,000 in relation to the bank loan for the leasehold property was reclassified and presented as held for sale under FRS105, following the decision of management to sell the leasehold property in Malaysia during the reporting year ended 28 February 2019. The sale is expected to complete by fourth quarter of 2019.

12. INTANGIBLE ASSET

Group	Development cost RM'000
<u>Cost:</u>	
At 1 March 2017, 28 February 2018 and 28 February 2019	910
<u>Accumulated amortisation and impairment losses:</u>	
At 1 March 2017	182
Amortisation for the year	182
Impairment for the year	546
At 28 February 2018 and 28 February 2019	910
<u>Net carrying value:</u>	
At 1 March 2017	728
At 28 February 2018 and 28 February 2019	–

Development cost relates to the designer fees incurred in relation to the creation of a new luxury system furniture range by an Italian Architectural Firm.

The amortisation expense is charged under other losses (Note 5).

The decreasing performance of the luxury system furniture by an Italian Architectural Firm with the brand of _AD MAIORA was considered sufficient to trigger the impairment test. Accordingly, it has been fully impaired during the reporting year ended 28 February 2018.

NOTES TO THE FINANCIAL STATEMENTS

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13. INVESTMENT IN SUBSIDIARIES

	28.02.2019	Company 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
At cost:			
Balance at beginning of the year	61,571	44,915	44,915
Additions (Note 13B)	–	714	–
Quasi-equity loan ^(#) (Note 3C)	–	15,942	–
	61,571	61,571	44,915
Allowance for impairment	(1,061)	(347)	(347)
Balance at the end of the year	60,510	61,224	44,568
Movements in allowance for impairment:			
Balance at beginning of the year	(347)	(347)	(347)
Impairment loss charged to profit or loss included in other losses	(714)	–	–
Balance at end of the year	(1,061)	(347)	(347)

^(#) Effective from reporting year ended 28 February 2018, the receivables have been reclassified as quasi-equity loan from the company to its subsidiary. The directors consider these receivables as quasi-equity in nature as these receivables are not expected to be repaid until such time the subsidiary has the financial resources in excess of its working capital requirements, and is in a position to return the capital. As such, these receivables have not been fair valued.

The decreasing performance of a subsidiary was considered sufficient evidence to trigger an impairment test, resulting in an impairment loss amounting to RM714,000 to write down the cost of investment to its recoverable amount during the reporting year ended 28 February 2019.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

13. INVESTMENT IN SUBSIDIARIES (CONT'D)

The subsidiaries held by the company are listed below:

Name of subsidiaries, country of incorporation, place of operations and principal activities	Cost in books of the company			Effective percentage of equity held by the company		
	28.02.2019 RM'000	28.02.2018 RM'000	01.03.2017 RM'000	28.02.2019 %	28.02.2018 %	01.03.2017 %
Jemaramas Jaya Sdn. Bhd. ^{(a) (e)} Malaysia Manufacture, marketing and sale of system furniture and other furniture related products	48,043	48,043	32,101	100	100	100
Versalink Marketing Sdn. Bhd. ^(a) Malaysia Marketing and sale of system furniture and other furniture related products	12,037	12,037	12,037	100	100	100
Alca Vstyle Sdn. Bhd. ^{(a) (d)} Malaysia Trading in all kinds of high pressure laminates and related products	714	714	–	51	51	–
Steeltema (M) Sdn. Bhd. ^(a) Malaysia Dormant	500	500	500	100	100	100
Versalink Technology Sdn. Bhd. ^(a) Malaysia Dormant	277	277	277	100	100	100
Versalink (S) Pte. Ltd. ^{(b) (c)} Singapore Dormant	–	–	–	100	100	100
Versalink System Furniture (S) Pte. Ltd. ^{(b) (c)} Singapore Marketing and sale of system furniture and other furniture related products	–	–	–	100	100	100
Total investment in subsidiaries	61,571	61,571	44,915			

Notes:

^(a) Other independent auditor. Audited by Crowe Malaysia PLT, a firm of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member.

^(b) Audited by RSM Chio Lim LLP, a member of RSM International.

^(c) The cost of investment is less than RM1,000.

^(d) During the reporting year ended 28 February 2018, the company entered into a Share Sale Agreement to acquire 510,000 ordinary shares representing 51% of the issued and paid-up share capital in Alca Vstyle Sdn. Bhd. ("Alca") for an aggregate consideration of RM714,000. The remaining 49% shareholding interest in Alca continues to be held by the two founders.

^(e) Included in the amount for the reporting year ended 28 February 2018 is a quasi-equity loan of RM15,942,000.

As required by Rule 716 of the Catalist Listing Manual of The Singapore Exchange Securities Trading Limited, the Audit Committee and the board of directors of the company have satisfied themselves that the appointment of different auditor for certain of its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the group.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

13. INVESTMENT IN SUBSIDIARIES (CONT'D)

13A. Subsidiary with material non-controlling interests

The summarised financial information of the subsidiaries with non-controlling interests that are material to the group after elimination of relevant intercompany transactions but not adjusted for the percentage ownership held by the group is, as follows:

	2019 RM'000	2018 RM'000
Name of the subsidiary: Alca Vstyle Sdn. Bhd.:		
(Loss) profit allocated to non-controlling interests of subsidiary during the year	(1,299)	162
Accumulated non-controlling interests of subsidiary at the end of the reporting year	(451)	848

Summarised statement of financial position

	28.02.2019 RM'000	28.02.2018 RM'000
Non-current assets	502	1,722
Current assets	7,354	8,462
Total assets	7,856	10,184
Current liabilities	8,837	6,424
Non-current liabilities	286	2,153
Total liabilities	9,123	8,577
Net (deficit) assets	(1,267)	1,607

Summarised statement of comprehensive income

	2019 RM'000	2018 RM'000
Revenue	9,675	11,639
(Loss) profit before income tax	(2,636)	435
Income tax expense	(15)	(104)
Total comprehensive (loss) income for the year	(2,651)	331

Summarised statement of cash flow

	2019 RM'000	2018 RM'000
Net cash inflow (outflow) from operating activities	579	(209)
Net cash inflow (outflow) from investing activities	156	(398)
Net cash (outflow) inflow from financing activities	(512)	424
Net increase (decrease) in cash and cash equivalents	223	(183)
Cash and cash equivalents at beginning of the year	(383)	(200)
Cash and cash equivalents at the end of the year	(160)	(383)

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

13. INVESTMENT IN SUBSIDIARIES (CONT'D)

13B. Acquisition of a subsidiary

28 February 2018:

On 1 March 2017, the group acquired 51% of the share capital of Alca Vstyle Sdn. Bhd. ("Alca") (incorporated in Malaysia) and from that date the group gained control and Alca became a subsidiary of the group. The transaction was accounted for by the acquisition method of accounting.

The consideration transferred is as follows:

	RM'000
<u>Consideration transferred</u>	
Cash paid	714
<hr/> Total consideration transferred	<hr/> 714

Management has since finalised the purchase price allocation exercise and identified the fair value of the identified assets and liabilities as follows:

	RM'000
The fair value of net assets acquired are as follows:	
Property, plant and equipment	1,547
Trade and other receivables	2,814
Other assets	94
Inventories	2,267
Cash and cash equivalents	60
Income tax receivables	5
Trade and other payables	(2,994)
Other financial liabilities	(2,393)
<hr/> Fair value of identifiable assets acquired	<hr/> 1,400

The difference between the consideration transferred and the identifiable net assets acquired arising from the acquisition of Alca is as follows:

	RM'000
Consideration paid	714
Fair value of non-controlling interest at 1 March 2017	686
Less: Fair value of identifiable assets acquired	(1,400)
<hr/>	<hr/> -
Satisfied by:	
Consideration paid	714
Less: Cash and cash equivalents of subsidiary acquired	(60)
<hr/> Net cash outflow on acquisition	<hr/> 654

The non-controlling interests in the acquiree as at the date of acquisition were measured based on the non-controlling interest's proportionate share of the acquirees' net identifiable assets.

The contributions from the acquired subsidiary for the period between the date of acquisition and the end of the reporting year were as follows:

	From the date of acquisition in 2018 RM'000	For the reporting year 2018 RM'000
Revenue	10,095	10,095
Profit before income tax	331	331

NOTES TO THE FINANCIAL STATEMENTS

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14. OTHER RECEIVABLES, NON-CURRENT

	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
<u>Non-current:</u>			
Loan receivable from a subsidiary	493	688	–
Movements during the year – at cost:			
Balance at beginning of the year	688	–	–
Additions at cost	–	1,000	–
Interest income	76	–	–
Settled during the year	(271)	(107)	–
Reclassified as current	–	(205)	–
Balance at end of the year	493	688	–

The loan agreement provides that the loan receivable is unsecured, repayable by 60 installments of RM21,000 per month commencing from 1 May 2017 to 1 April 2022 and bears a fixed interest of 9.7% (2018: 9.7%) per annum.

15. INVENTORIES

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Raw materials	8,367	9,040	6,856
Work-in-progress	110	308	172
Finished goods	5,293	5,572	2,416
Total inventories	13,770	14,920	9,444
Inventories are stated after allowance. Movements in allowance:			
Balance at beginning of the year	1,927	1,312	845
Charged to profit or loss included in cost of sales	241	615	467
Balance at end of the year	2,168	1,927	1,312
The write-down of inventories charged to profit or loss included in cost of sales	241	615	467
Changes in inventories of finished goods and work-in-progress (decrease) increase	(477)	3,292	(389)
The amount of inventories included in cost of sales	24,431	41,850	29,099

There are no inventories pledged as security for liabilities.

NOTES TO THE FINANCIAL STATEMENTS

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16. TRADE AND OTHER RECEIVABLES

	28.02.2019	Group 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
Outside parties	9,246	13,256	8,235
Less allowance for impairment:			
- collectively impaired	(276)	-	-
- individually impaired	(4,377)	(589)	(1,373)
	4,593	12,667	6,862
<u>Movements in above allowance:</u>			
Balance at beginning of the year	589	1,373	598
Effect on adoption of SFRS(I) 9 (Note 29)	543	-	-
Acquisition of a subsidiary	-	46	-
Allowance for impairment on trade receivables			
- individually impaired (Note 5)	3,800	39	775
Reversal of allowance for impairment on trade receivables			
- collectively impaired (Note 5)	(267)	-	-
- individually impaired (Note 5)	-	(869)	-
Write-off	(12)	-	-
Balance at end of the year	4,653	589	1,373
		Company	
	28.02.2019	28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
<u>Trade receivables:</u>			
Subsidiaries	2,400	2,014	3,178
<u>Other receivables:</u>			
Subsidiaries (Note 3C) ^(a)	5,127	4,986	20,942
Total trade and other receivables	7,527	7,000	24,120

^(a) Includes a loan receivable from a subsidiary of RM195,000 (28.02.2018: RM205,000; 01.03.2017: Nil) which is unsecured, repayable by 60 installments of RM21,000 per month commencing from 1 May 2017 to 1 April 2022 and bears a fixed interest of 9.7% (28.02.2018: 9.7%; 01.03.2017: Nil) per annum (see Note 14).

The non-trade amounts due from subsidiaries are unsecured, interest-free and repayable on demand, except for RM195,000 (28.02.2018: RM205,000; 01.03.2017: Nil) as disclosed as above.

NOTES TO THE FINANCIAL STATEMENTS

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16. TRADE AND OTHER RECEIVABLES (CONT'D)

As the group and company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

(i) Concentration of credit risk

There is no significant concentration of credit risk with respect to trade receivables as the exposure is spread over a large number of counter-parties and customers.

(ii) Credit risk exposure

The group determines concentrations of credit risk by monitoring the country of its trade receivables on an ongoing basis. The credit risk for trade receivables by countries at the end of the reporting period, approximately:

- 80% (28.02.2018: 92%; 01.03.2017: 70%) of the group's trade receivables from Malaysia.
- 20% (28.02.2018: 8%; 01.03.2017: 30%) of the group's trade receivables from other countries.

At each subsequent reporting date, an evaluation is made whether there is a significant change in credit risk by comparing the debtor's credit risk at initial recognition (based on the original, unmodified cash flows) with the credit risk at the reporting date (based on the modified cash flows). Adjustment to the loss allowance is made for any increase or decrease in credit risk.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 30 to 60 days (28.02.2018 and 01.03.2017: 30 to 60 days). But some customers take a longer period to settle the amounts.

(a) Ageing analysis of the age of trade receivable amounts that are past due as at the end of the reporting year but not impaired:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Trade receivables:</u>			
Less than 3 months	1,826	7,572	738
3 to 6 months	689	751	242
Over 6 months	36	1,212	3,119
Total	2,551	9,535	4,099

(b) Ageing analysis as at the end of the reporting year of trade receivable amounts that are impaired:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Trade receivables:</u>			
Over 6 months	4,377	589	1,373

The allowance which is disclosed in the note on trade receivables is based on individual accounts totalling RM3,800,000 (28.02.2018: RM589,000; 01.03.2017: RM1,373,000) of the group that are determined to be impaired at the end of the reporting year. These are not secured.

NOTES TO THE FINANCIAL STATEMENTS

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16. TRADE AND OTHER RECEIVABLES (CONT'D)

Expected credit losses

The trade receivables are subject to the expected credit loss model under the financial reporting standard on financial instruments. The methodology applied for impairment loss is the simplified approach to measuring expected credit losses ("ECL") which uses a lifetime expected loss allowance for all trade receivables. The expected lifetime losses are recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the expected credit losses. The allowance matrix is based on its historical observed default rates (over a period of 12 months) over the expected life of the trade receivables and is adjusted for forward-looking estimates.

At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The loss allowance was determined as follows for trade receivables:

	Gross amount		Expected loss rate		Loss allowance	
	2019 RM'000	2018 RM'000	2019 %	2018 %	2019 RM'000	2018 RM'000
1 to 30 days past due	6	–	0.27	0.28	–	–
31 to 60 days past due	2,304	2,725	0.80	0.85	18	23
61 to 90 days past due	1,485	1,935	1.33	1.41	20	27
91 to 120 days past due	247	2,948	1.87	1.97	9	58
121 to 150 days past due	95	2,036	2.40	2.54	2	51
151 days to 1 year past due	689	2,992	26.70	28.21	184	353
Over 1 year past due	43	31	100.00	100.00	43	31
Total	4,869	12,667			276	543

The amounts are written off when there are indications that there is no reasonable expectation of recovery or the failure of a debtor to make contractual payments over an extended period.

At each subsequent reporting date, an evaluation is made whether there is a significant change in credit risk by comparing the debtor's credit risk at initial recognition (based on the original, unmodified cash flows) with the credit risk at the reporting date (based on the modified cash flows). Adjustment to the loss allowance is made for any increase or decrease in credit risk.

To determine whether a financial instrument has low credit risk, management uses its internal credit risk ratings (such as external rating of "investment grade" of a financial instrument) or other methodologies that are consistent with a globally understood definition of low credit risk (such as market participant perspective taking into account all of the terms and conditions of the financial instrument).

The loss allowance as at 1 March 2018 was RM543,000. There was additional loss allowance of RM543,000 recognised upon the initial application under the standard on financial instruments. This is from a change in the measurement attribute of the loss allowance relating to the financial asset.

NOTES TO THE FINANCIAL STATEMENTS

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16. TRADE AND OTHER RECEIVABLES (CONT'D)

Concentration of trade receivable customers as at the end of the reporting year:

	28.02.2019	Group 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
Top 1 customer	2,980	4,938	2,425
Top 2 customers	3,806	6,271	3,237
Top 3 customers	4,583	7,344	3,980

The other receivables at amortised cost shown above are subject to the expected credit loss model under the financial reporting standard on financial instruments. Other receivables are normally with no fixed terms and therefore there is no maturity. Related company receivables are regarded as of low credit risk if they are guaranteed with the ability to settle the amount. Other receivables are regarded as of low credit risk if they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. The methodology applied for impairment loss depends on whether there has been a significant increase in credit risk.

17. OTHER ASSETS

	28.02.2019	Group 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
Advance payments on purchases of inventories	1,165	1,387	1,426
Deposits to secure services	389	2,160	455
Prepayments	553	502	722
Tax recoverable	1,938	2,523	2,090
Total other assets	4,045	6,572	4,693

	28.02.2019	Company 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
Prepayments	32	31	52

NOTES TO THE FINANCIAL STATEMENTS

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18. OTHER FINANCIAL ASSETS

	Level	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Financial assets at fair value through profit or loss:</u>				
Money market funds and other fixed income investments				
Country: Malaysia	1	2,801	6,264	13,113
Movement during the year:				
Fair value at beginning of the year		6,264	13,113	11,463
Additions		2,137	1,302	2,450
Redemptions		(5,600)	(8,151)	(800)
Fair value at end of the year		2,801	6,264	13,113

The other financial assets are investments in short to medium-term fixed income fund, with a withdrawal lead time period of 1 day to a maximum of one month and is managed by investment banks in Malaysia. There are no restrictions on the withdrawal of funds and they are designated as available-for-sale financial assets measured at fair value.

The investment is carried at available-for-sale at fair value through profit or loss prior to 1 March 2018. The group adopted SFRS(I) 9 with effective from 1 March 2018 and classified the investment as fair value through profit or loss.

At the end of the reporting year, the financial assets bore an effective interest rate that ranged between 3.68% to 3.96% (28.02.2018: 3.27% to 3.66%; 01.03.2017: 3.08% to 3.83%) per annum. The interest income from asset at fair value is RM137,000 (28.02.2018: RM302,000; 01.03.2017: RM450,000) and is not subject to tax.

19. CASH AND CASH EQUIVALENTS

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Not restricted in use	5,276	5,532	8,250
Restricted in use ^(a)	914	1,210	855
Total cash and cash equivalents	6,190	6,742	9,105
Interest earning balances	914	1,210	855

	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
Not restricted in use	55	233	222

^(a) This is for fixed deposits held by a banker to cover the bank facilities granted to the group (see Note 22).

The rates of interest for the cash on interest earning balances is ranged between 3.15% to 3.25% per annum (28.02.2018: 3.15% to 3.60%; 01.03.2017: 2.76% to 2.96%), and for a tenor of one to twelve months.

NOTES TO THE FINANCIAL STATEMENTS

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19. CASH AND CASH EQUIVALENTS (CONT'D)

	28.02.2019	Group 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
Amount as shown above	6,190	6,742	9,105
Cash pledged for bank facilities	(914)	(1,210)	(855)
Bank overdrafts (Note 22)	(886)	(623)	–
Cash and cash equivalents at end of the year	4,390	4,909	8,250

19B. Non cash transactions

During the reporting year ended 28 February 2019, there were Nil (2018: RM240,000) acquisitions of plant and equipment acquired by means of finance leases.

19C. Reconciliation of liabilities arising from financing activities:

	2018	Cash flows	Non-cash changes	2019
	RM'000	RM'000	RM'000	RM'000
<u>At 28 February 2019:</u>				
Other financial liabilities	3,716	(444)	(773)	2,499
Liability of a disposal group classified as held-for-sale (Note 11)	–	–	1,036	1,036
Less: bank overdrafts (Note 22)	(623)	–	(263)	(886)
Net	3,093	(444)	–	2,649
<u>At 28 February 2018:</u>				
Other financial liabilities	381	79	3,256	3,716
Less: bank overdrafts (Note 22)	–	–	(623)	(623)
Net	381	79	2,633 ^(a)	3,093

^(a) Included in the non-cash changes are: other financial liabilities of RM2,393,000 for acquisition of a subsidiary (Note 13B) and acquisition of plant and equipment by means of finance lease of RM240,000 (Note 19B).

NOTES TO THE FINANCIAL STATEMENTS

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20. SHARE CAPITAL

	Group and Company	
	Number of shares issued '000	Share capital RM'000
<u>Ordinary shares of no par value:</u>		
Balance at 1 March 2017, 28 February 2018 and 28 February 2019	135,000	62,513

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The company is not subject to any externally imposed capital requirements.

Capital management:

In order to maintain its listing on the Singapore Stock Exchange, it has to have share capital with a free float of at least 10% of the shares. The company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will continue to satisfy that requirement, as it did throughout the reporting year. Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year.

The objectives when managing capital are: to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

The group's total borrowing is less than the cash and cash equivalents. The debt-to-capital ratio therefore does not provide a meaningful indicator of the risk from borrowings.

21. TRADE AND OTHER PAYABLES

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Trade payables:</u>			
Outside parties	4,264	5,627	3,410
Trade payables – subtotal	4,264	5,627	3,410
<u>Other payables:</u>			
Outside parties and accrued liabilities	2,504	2,456	1,961
Deposits received from customers	936	734	1,260
Other payables – subtotal	3,440	3,190	3,221
Total trade and other payables	7,704	8,817	6,631
		Company	
	28.02.2019 RM'000	28.02.2018 RM'000	01.03.2017 RM'000
<u>Other payables:</u>			
Outside parties and accrued liabilities	298	279	335
Total other payables	298	279	335

NOTES TO THE FINANCIAL STATEMENTS

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22. OTHER FINANCIAL LIABILITIES

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Non-current:</u>			
<u>Financial instruments with floating interest rates:</u>			
Bank loan B (secured) (Note 22A)	–	1,035	–
Bank loan C (unsecured) (Note 22B)	–	35	–
Bank loan D (unsecured) (Note 22B)	85	168	–
Subtotal	85	1,238	–
<u>Financial instruments with fixed interest rates:</u>			
Finance lease payables (Note 22C)	201	227	–
Total non-current	286	1,465	–
<u>Current:</u>			
<u>Financial instruments with floating interest rates:</u>			
Bankers' acceptance (secured) (Note 22A)	782	902	–
Bankers' acceptance (unsecured) (Note 22B)	401	551	–
Bank loan A (secured) (Note 22A)	–	–	381
Bank loan B (secured) (Note 22A)	1,036	28	–
Bank loan C (unsecured) (Note 22B)	35	46	–
Bank loan D (unsecured) (Note 22B)	83	77	–
Bank overdrafts (secured) (Notes 19A and 22A)	569	–	–
Bank overdrafts (unsecured) (Notes 19A and 22B)	317	623	–
Subtotal	3,223	2,227	381
Less: Reclassified to liabilities held for sale under FRS 105 – bank loan B (Note 22A)	(1,036)	–	–
Subtotal	2,187	2,227	381
<u>Financial instruments with fixed interest rates:</u>			
Finance lease payables (Note 22C)	26	24	–
Total current	2,213	2,251	381
Total other financial liabilities	2,499	3,716	381

The non-current portion is repayable as follows:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Due within 2 to 5 years	286	557	–
After 5 years	–	908	–
Total non-current portion	286	1,465	–

The range of floating rate interest rates paid was as follows:

	28.02.2019	Group 28.02.2018	01.03.2017
Bank loans	4.61% to 12.50%	4.61% to 9.70%	4.97%
Bank overdrafts	8.21% to 8.32%	7.85% to 8.21%	7.85%
Bankers' acceptance	4.09% to 5.58%	4.89% to 5.90%	4.85% to 6.39%

NOTES TO THE FINANCIAL STATEMENTS

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22. OTHER FINANCIAL LIABILITIES (CONT'D)

22A. Bank loans A and B and bankers' acceptance (secured)

The bank agreements for certain of the bank loans and bankers' acceptance provide among other matters for the following:

- (a) First party charge against the freehold land and buildings of the group as disclosed in Note 10;
- (b) Leasehold land and building as disclosed in Note 10 was reclassified to asset held for sales under FRS 105 (Note 11);
- (c) Joint and several guarantees by the non-controlling shareholders of a subsidiary;
- (d) Corporate guarantee for RM1,900,000 executed by Versalink Marketing Sdn. Bhd. to Jemaramas Jaya Sdn. Bhd.; and
- (e) Pledged of fixed deposits (Note 19).

The repayment terms of the secured bank loans are as follows:

- (1) Bank loan A is a RM3,000,000 loan facility repayable by 96 equal monthly installments of RM35,830, commencing from July 2009 to June 2017, the loan has been fully repaid during the reporting year ended 28 February 2018.
- (2) Bank loan B is a RM1,147,500 term loan repayable by 300 equal monthly installments of RM6,500, commencing from January 2015 to May 2040. This loan has been reclassified to liabilities associated to assets held for sale in Note 11.

The fair values of the bank loans, bank overdrafts and bankers' acceptance were estimated by discounting the future cash flows payable under the terms of the loan using the year-end market interest rate applicable to loans of similar credit risk, terms and conditions. The carrying amount is a reasonable approximation of fair value (Level 2).

22B. Bank loans, bank overdrafts and bankers' acceptance (unsecured)

The bank agreements for certain of the bank loans, overdrafts and bankers' acceptance are covered by joint and several guarantees by the non-controlling shareholders of a subsidiary.

The repayment terms of the unsecured bank loans are as follows:

- (1) Bank loan C is a RM200,000 term loan repayable by 60 equal monthly installments of RM4,500, commencing from December 2014 to October 2019; and
- (2) Bank loan D is a RM500,000 term loan repayable by 84 equal monthly installments of RM8,000, commencing from February 2014 to February 2021.

The fair values of the bank loans, bank overdrafts and bankers' acceptance were estimated by discounting the future cash flows payable under the terms of the loan using the year-end market interest rate applicable to loans of similar credit risk, terms and conditions. The carrying amount is a reasonable approximation of fair value (Level 2).

NOTES TO THE FINANCIAL STATEMENTS

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22. OTHER FINANCIAL LIABILITIES (CONT'D)

22C. Finance lease payables

Group 2019	Minimum payments RM'000	Finance charges RM'000	Present value RM'000
Minimum lease payments payable:			
Due within one year	44	(18)	26
Due within 2 to 5 years	223	(22)	201
Total	267	(40)	227

Net carrying value of plant and equipment under finance leases 213

2018	Minimum payments RM'000	Finance charges RM'000	Present value RM'000
Minimum lease payments payable:			
Due within one year	48	(24)	24
Due within 2 to 5 years	267	(40)	227
Total	315	(64)	251

Net carrying value of plant and equipment under finance leases 275

There are leased assets under finance leases. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The obligations under the finance leases are secured by the lessor's charge over the leased assets. Other details are as follows:

	28.02.2019	Group 28.02.2018	01.03.2017
Lease term, in years	5	5	–
Effective borrowing rate per annum, in %	4.45% to 5.67%	4.45% to 5.67%	–

23. CAPITAL COMMITMENTS

Estimated amounts committed at the end of the reporting year for future capital expenditure but not recognised in the financial statements are as follows:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Commitment to purchase of plant and equipment	571	4,034	–

NOTES TO THE FINANCIAL STATEMENTS

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24. OPERATING LEASE PAYMENT COMMITMENTS – AS LESSEE

At the end of the reporting year, the total of future minimum lease payment commitments under non-cancellable operating leases are as follows:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Not later than one year	623	178	714
Later than one year and not later than five years	484	29	445
	<hr/>	<hr/>	<hr/>
Rental expense for the year	540	688	882

Operating lease payments are for rentals payable for certain showrooms. The lease rental terms are negotiated for an average term of 2 years (2018: 2 years).

25. FINANCIAL INFORMATION BY OPERATING SEGMENTS

25A. Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by FRS 108 Operating Segments. This disclosure standard has no impact on the reported financial performance or financial position of the group.

For management monitoring and reporting purposes, the group is organised into two major operating segments: domestic sales of office furniture and export sales of office furniture. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and define the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information. They are managed separately because each business requires different strategies.

The segments are as follows:

The domestic sales segment is for sales of office furniture derived from local market in Malaysia. The export sales segment is for sales of office furniture to countries overseas. Inter-segment sales are measured on the basis that the entity actually used to price the transfers.

Internal transfer pricing policies of the group are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

The management reporting system evaluates performances based on a number of factors. However, the primary profitability measurement to evaluate segment's operating results is the gross profit.

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONT'D)

25B. Profit or loss from continuing operations and reconciliations

	Export RM'000	Domestic RM'000	Group RM'000
Continuing operations 2019			
Revenue by segment			
Total revenue by segment	38,108	21,761	59,869
Inter-segment sales	(7,765)	(1,359)	(9,124)
Total revenue	30,343	20,402	50,745
Cost of sales by segment			
Total cost of sales by segment	(31,739)	(15,210)	(46,949)
Inter-segment cost of sales	7,768	323	8,091
Total cost of sales	(23,971)	(14,887)	(38,858)
Gross profit	6,372	5,515	11,887
Recurring EBITDA			(6,321)
Interest income			183
Finance costs			(353)
Depreciation and amortisation			(2,626)
Loss before tax from continuing operations			(9,117)
Income tax credit			840
Loss from continuing operations			(8,277)
Continuing operations 2018			
Revenue by segment			
Total revenue by segment	42,142	33,718	75,860
Inter-segment sales	(10,936)	(2,249)	(13,185)
Total revenue	31,206	31,469	62,675
Cost of sales by segment			
Total cost of sales by segment	(34,140)	(22,585)	(56,725)
Inter-segment cost of sales	11,031	994	12,025
Total cost of sales	(23,109)	(21,591)	(44,700)
Gross profit	8,097	9,878	17,975
Recurring EBITDA			580
Interest income			424
Finance costs			(414)
Depreciation and amortisation			(2,826)
Loss before tax from continuing operations			(2,236)
Income tax expense			(120)
Loss from continuing operations			(2,356)

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONT'D)

25C. Assets and reconciliations

	Export RM'000	Domestic RM'000	Unallocated RM'000	Group RM'000
<u>2019</u>				
Total assets for reportable segments	49,261	18,533	68,620	136,414
Elimination of inter-segment receivables	(3,451)	572	(68,321)	(71,200)
Total group assets	45,810	19,105	299	65,214
<u>2018</u>				
Total assets for reportable segments	52,496	27,362	69,182	149,040
Elimination of inter-segment receivables	(4,055)	(53)	(68,725)	(72,833)
Total group assets	48,441	27,309	457	76,207
<u>2017</u>				
Total assets for reportable segments	57,071	18,771	68,964	144,806
Elimination of inter-segment receivables	(3,567)	(148)	(68,687)	(72,402)
Total group assets	53,504	18,623	277	72,404

25D. Liabilities and reconciliations

	Export RM'000	Domestic RM'000	Unallocated RM'000	Group RM'000
<u>2019</u>				
Total liabilities for reportable segments	7,131	16,285	414	23,830
Elimination of inter-segment payables	(2,654)	(9,812)	(121)	(12,587)
Unallocated:				
Deferred tax liabilities	–	–	173	173
Total group liabilities	4,477	6,473	466	11,416
<u>2018</u>				
Total liabilities for reportable segments	7,803	16,032	382	24,217
Elimination of inter-segment payables	(2,505)	(9,067)	(108)	(11,680)
Unallocated:				
Deferred tax liabilities	–	–	1,053	1,053
Total group liabilities	5,298	6,965	1,327	13,590
<u>2017</u>				
Total liabilities for reportable segments	26,080	8,201	466	34,747
Elimination of inter-segment payables	(20,474)	(7,136)	(78)	(27,688)
Unallocated:				
Deferred tax liabilities	–	–	1,053	1,053
Total group liabilities	5,606	1,065	1,441	8,112

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

25. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONT'D)

25E. Other material items and reconciliations

	Export RM'000	Domestic RM'000	Group RM'000
Capital expenditure for non-current assets:			
2019	7,138	264	7,402
2018	1,701	572	2,273
2017	3,312	24	3,336
Allowance for impairment loss on inventory obsolescence, net:			
2019	159	82	241
2018	586	29	615
2017	467	–	467
(Reversal) allowance for impairment loss on trade receivables:			
2019	(12)	3,545	3,533
2018	–	(830)	(830)
2017	–	775	775
Impairment allowance loss on intangible asset:			
2019	–	–	–
2018	546	–	546
2017	–	–	–

25F. Geographical information

Revenue based on geographical locations of customers is as follows:

	2019 RM'000	2018 RM'000
Revenue:		
Malaysia	20,402	31,469
Middle East	8,500	11,004
North America	10,710	8,480
Asia	2,105	4,752
Singapore	1,250	314
Others	7,778	6,656
Consolidated revenue	50,745	62,675

Substantially all the group's operations are located in Malaysia, therefore the carrying amount of non-current assets are within Malaysia.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

25. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONT'D)

25G. Information about major customers

	2019 RM'000	2018 RM'000
Top 1 customer in more than one segment	6,861	6,390
Top 2 customers in more than one segment	10,923	11,970
Top 3 customers in more than one segment	14,970	17,125

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS

26A. Categories of financial assets and liabilities

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Financial assets:</u>			
Financial assets at amortised cost	10,783	19,409	15,967
Financial assets at fair value through profit or loss (FVTPL)	2,801	6,264	13,113
At end of the year	13,584	25,673	29,080
<u>Financial liabilities:</u>			
Financial liabilities at amortised cost	10,303	11,799	5,752
At end of the year	10,303	11,799	5,752
	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
<u>Financial assets:</u>			
Financial assets at amortised cost	8,075	7,921	24,342
At end of the year	8,075	7,921	24,342
<u>Financial liabilities:</u>			
Financial liabilities at amortised cost	298	279	335
At end of the year	298	279	335

Further quantitative disclosures are included throughout these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26B. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate, currency risk and price risk exposures. Management has certain practices for the management of financial risks and actions to be taken in order to manage the financial risks. All financial risk management activities are carried out and monitored by senior management staff. All financial risk management activities are carried out following acceptable market practices.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

26C. Fair values of financial instruments

The analyses of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

26D. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner. These arise principally from cash balances with banks, cash equivalents, receivables and other financial assets. The maximum exposure to credit risk is the total of the fair value of the financial assets at the end of the reporting year. Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. For expected credit losses ("ECL") on financial assets, the three-stage approach in the financial reporting standard on financial instruments is used to measure the impairment allowance.

Under this approach the financial assets move through the three stages as their credit quality changes. However, a simplified approach is permitted by the financial reporting standards on financial instruments for financial assets that do not have a significant financing component, such as trade receivables. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL (or lifetime ECL for trade receivables), unless the assets are considered credit impaired. For credit risk on trade receivables an ongoing credit evaluation is performed on the financial condition of the debtors and an impairment loss is recognised in profit or loss. Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credits limits are subject to the same review process.

Note 19 discloses the maturity of the cash and cash equivalents balances. Cash and cash equivalents are also subject to the impairment requirements of the standard on financial instruments. There was no identified impairment loss.

Other receivables are normally with no fixed terms and therefore there is no maturity.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26E. Liquidity risk – financial liabilities maturity analysis

The following table analyses the non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows):

Group	Less than one year RM'000	Two to five years RM'000	Over five years RM'000	Total RM'000
<u>28 February 2019:</u>				
<u>Non-derivative financial liabilities:</u>				
Trade and other payables	6,768	–	–	6,768
Gross borrowing commitments	2,200	89	–	2,289
Gross finance lease obligations	44	223	–	267
At end of the year	9,012	312	–	9,324
<u>28 February 2018:</u>				
<u>Non-derivative financial liabilities:</u>				
Trade and other payables	8,083	–	–	8,083
Gross borrowing commitments	2,301	522	1,309	4,132
Gross finance lease obligations	48	267	–	315
At end of the year	10,432	789	1,309	12,530
<u>01 March 2017:</u>				
<u>Non-derivative financial liabilities:</u>				
Trade and other payables	5,371	–	–	5,371
Gross borrowing commitments	400	–	–	400
At end of the year	5,771	–	–	5,771
			Company	
	28.02.2019	28.02.2018	01.03.2017	
	RM'000	RM'000	RM'000	
<u>Less than one year</u>				
<u>Non-derivative financial liabilities:</u>				
Trade and other payables		298	279	335

The undiscounted amounts on the borrowings with fixed and floating interest rates are determined by reference to the conditions existing at the reporting date.

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amount included in the statement of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay. At the end of the reporting year, no claims on the financial guarantees are expected.

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be paid at their contractual maturity. The average credit period taken to settle trade payables is about 30 days (28.02.2018: 30 days; 01.03.2017: 30 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26E. Liquidity risk – financial liabilities maturity analysis (cont'd)

In addition, the financial assets are held for which there is a liquid market and that are readily available to meet liquidity needs.

Bank facilities:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
Undrawn borrowing facilities	16,554	15,361	17,146

The undrawn borrowing facilities are available for operating activities and to settle other commitments. Borrowing facilities are maintained to ensure funds are available for the operations. A schedule showing the maturity of financial liabilities and unused bank facilities is provided regularly to management to assist in monitoring the liquidity risk.

26F. Interest rate risk

The interest rate risk exposure is mainly from changes in fixed interest rates and floating interest rates and it mainly concerns financial liabilities. The following table analyses the breakdown of the significant financial instruments by type of interest rate:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
<u>Financial liabilities with interest:</u>			
Fixed rates	227	251	–
Floating rates	2,272	3,465	381
Total at end of the year	2,499	3,716	381
<u>Financial assets with interest:</u>			
Fixed rates	929	1,210	855
Floating rates	2,801	6,264	13,113
Total at end of the year	3,730	7,474	13,968
	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
<u>Financial assets with interest:</u>			
Fixed rates	749	893	–

The interest rates are disclosed in Notes 14, 16, 18, 19 and 22.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26F. Interest rate risk (cont'd)

Sensitivity analysis:

	28.02.2019	Group 28.02.2018	01.03.2017
	RM'000	RM'000	RM'000
<u>Financial liabilities:</u>			
A hypothetical variation in interest rates by 100 basis points with all other variables held constant, would have an increase in pre-tax loss for the year by	227	347	38
<u>Financial assets:</u>			
A hypothetical variation in interest rates by 100 basis points with all other variables held constant, would have a decrease in pre-tax loss for the year by	(280)	(626)	(1,311)

The analysis has been performed for fixed interest rate and floating interest rate over a year for financial instruments. The impact of a change in interest rates on fixed interest rate financial instruments has been assessed in terms of changing of their fair value. The impact of a change in interest rates on floating interest rate financial instruments has been assessed in terms of changing of their cash flows and therefore in terms of the impact on profit or loss. The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

26G. Foreign currency risks

Analysis of amounts denominated in non-functional currencies:

Group	Singapore Dollar RM'000	United States Dollar RM'000	Thai Baht RM'000	Chinese Renminbi RM'000	Total RM'000
<u>28 February 2019:</u>					
<u>Financial assets:</u>					
Cash and bank balances	133	1,218	-	-	1,351
Trade and other receivables	63	78	-	-	141
Total financial assets	196	1,296	-	-	1,492
<u>Financial liabilities:</u>					
Trade and other payables	-	(2,327)	(160)	(266)	(2,753)
Total financial liabilities	-	(2,327)	(160)	(266)	(2,753)
Net financial assets (liabilities) at end of the year	196	(1,031)	(160)	(266)	(1,261)

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26G. Foreign currency risks (cont'd)

Analysis of amounts denominated in non-functional currencies: (cont'd)

Group	Singapore Dollar RM'000	United States Dollar RM'000	Thai Baht RM'000	Chinese Renminbi RM'000	Total RM'000
<u>28 February 2018:</u>					
<u>Financial assets:</u>					
Cash and bank balances	485	940	–	–	1,425
Trade and other receivables	31	382	–	–	413
Total financial assets	516	1,322	–	–	1,838
<u>Financial liabilities:</u>					
Trade and other payables	(34)	(1,795)	(233)	(144)	(2,206)
Total financial liabilities	(34)	(1,795)	(233)	(144)	(2,206)
Net financial assets (liabilities) at end of the year	482	(473)	(233)	(144)	(368)
<u>01 March 2017:</u>					
<u>Financial assets:</u>					
Cash and bank balances	1,942	979	–	–	2,921
Trade and other receivables	37	270	–	–	307
Total financial assets	1,979	1,249	–	–	3,228
<u>Financial liabilities:</u>					
Trade and other payables	–	(138)	(545)	(235)	(918)
Total financial liabilities	–	(138)	(545)	(235)	(918)
Net financial assets (liabilities) at end of the year	1,979	1,111	(545)	(235)	2,310

	28.02.2019 RM'000	Company 28.02.2018 RM'000	01.03.2017 RM'000
Singapore Dollar			
<u>Financial assets:</u>			
Cash and bank balances	55	233	222
Trade and other receivables	137	123	24,172
Total financial assets	192	356	24,394
<u>Financial liabilities:</u>			
Trade and other payables	(298)	(279)	(335)
Total financial liabilities	(298)	(279)	(335)
Net financial (liabilities) assets at end of the year	(106)	77	24,059

There is exposure to foreign currency risk as part of its normal business.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

26. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS (CONT'D)

26G. Foreign currency risks (cont'd)

Sensitivity analysis:

	28.02.2019 RM'000	Group 28.02.2018 RM'000	01.03.2017 RM'000
A hypothetical 10% increase in the exchange rate of the functional currency RM against Singapore dollar would have an adverse effect on loss before tax of	(20)	(48)	(198)
A hypothetical 10% increase in the exchange rate of the functional currency RM against US dollar would have a favourable (adverse) effect on loss before tax of	103	47	(111)
A hypothetical 10% increase in the exchange rate of the functional currency RM against Thai Baht would have a favourable effect on loss before tax of	16	23	55
A hypothetical 10% increase in the exchange rate of the functional currency RM against Chinese Renminbi would have a favourable effect on loss before tax of	27	14	24
		Company 28.02.2018 RM'000	01.03.2017 RM'000
A hypothetical 10% increase in the exchange rate of the functional currency RM against Singapore dollar would have a favourable (adverse) effect on loss before tax of	11	(8)	(2,405)

The above table shows sensitivity to a hypothetical 10% variation in the functional currency against the relevant foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies, there would be comparable impacts in the opposite direction on the profit or loss and reserves.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each currency to which the entity has significant exposure at the end of the reporting year.

27. CHANGES AND ADOPTION OF FINANCIAL REPORTING STANDARDS

The accounting policies adopted are consistent with those previously applied under FRS except that in the current financial year, the group has adopted all the SFRS(I) which are effective for annual reporting periods beginning on or after 1 March 2018.

Adoption of the applicable new or revised standards has resulted in some changes in the detailed application of the accounting policies and some modifications to financial statements presentation and measurement as disclosed in Note 29.

<u>SFRS(I) No.</u>	<u>Title</u>
SFRS(I) 1	First-time Adoption of Singapore Financial Reporting Standards (International)
SFRS(I) 9	Financial Instruments
SFRS(I) 15	Revenue from Contracts with Customers.
	Amendments to, Clarifications to SFRS(I) 15 Revenue from Contracts with Customers
SFRS(I) INT 22	Foreign Currency Transactions and Advance Consideration

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

28. NEW OR AMENDED STANDARDS IN ISSUE BUT NOT YET EFFECTIVE

For the future reporting years, certain new or revised financial reporting standards were issued by the Singapore Accounting Standards Council and these will only be effective for future reporting years. Those applicable to the reporting entity for future reporting years are listed below. The transfer to the applicable new or revised standards from the effective dates is not expected to result in any significant modification of the measurement methods or the presentation in the financial statements for the following year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application except as disclosed below:

<u>SFRS(I) No.</u>	<u>Title</u>	<u>Effective date for periods beginning on or after</u>
SFRS(I) 16	Leases (and Leases - Illustrative Examples & Amendments to Guidance on Other Standards)	1 January 2019
SFRS(I) INT 23	Uncertainty over Income Tax Treatments	1 January 2019
SFRS(I) 1-12	Improvements (2017) - Amendments: Income Taxes	1 January 2019

SFRS(I) 16 Leases

The financial reporting standard on leases is effective for annual periods beginning on or after 1 January 2019 and it supersedes the previous reporting standard and the related interpretations on leases. For the lessor, the accounting remains largely unchanged. As for the finance leases of a lessee, as the financial statements have already recognised an asset and a related finance lease liability for the lease arrangement, the application of the new reporting standard on leases is not expected to have a material impact on the amounts recognised in the financial statements.

For the lessee almost all leases will be brought onto the statements of financial position under a single model (except leases of less than 12 months and leases of low-value assets), eliminating the distinction between operating and finance leases. For the entity's non-cancellable operating lease commitments of RM1,107,000 as at 28 February 2019 shown in Note 24, a preliminary assessment indicates that these arrangements will continue to meet the definition of a lease under the new reporting standard on leases. Thus, the entity will have to recognise a right-of-use asset and a corresponding liability in respect of all these leases (unless they qualify for low value or short-term leases) which might have a material impact on the amounts recognised in the financial statements. The table below shows the amount by which each financial statement line item is impacted debits/(credits) in the reporting year 2020 by the application of the new standard on leases:

	Group 2019 RM'000
<u>Statement of financial position:</u>	
Right to use assets	1,116
Lease liabilities	(1,116)

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

29. CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT OF COMPARATIVE FIGURES

Effective from beginning of the current reporting year, certain new or revised financial reporting standards were adopted as mentioned in Note 27. Adoption of those policies and any other changes have resulted in some changes in the application of the accounting policies and some modifications to financial statements presentation and these changes are summarised below.

SFRS(I) 9 Financial instruments:

SFRS(I) 9 Financial Instruments sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. It also introduces a new ECL model and a new general hedge accounting model. The group adopted SFRS(I) 9 from 1 March 2018.

In accordance with the exemption in SFRS(I) 1, the group elected not to restate information for 2018. Accordingly, the information presented for 2018 is presented, as previously reported, under FRS 39 Financial Instruments: Recognition and Measurement. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of SFRS(I) 9 are recognised in retained earnings and reserves as at 1 March 2018.

Arising from this election, the group is exempted from providing disclosures required by SFRS(I) 7 Financial Instruments: Disclosures for the comparative period to the extent that these disclosures relate to items within the scope of SFRS(I) 9. Instead, disclosures under FRS 107 Financial Instruments: Disclosures relating to items within the scope of FRS 39 are provided for the comparative period.

Changes in accounting policies resulting from the adoption of SFRS(I) 9 have been described below:

- (i) The following assessments were made on the basis of facts and circumstances that existed at 1 March 2018.
 - The determination of the business model within which a financial asset is held;
 - The determination of whether the contractual terms of a financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding;
 - Trade and other receivables that were classified as loans and receivables under FRS 39 are now classified at amortised cost; and
 - An increase of RM543,000 in the allowance for impairment was recognised in opening retained earnings of the group at 1 March 2018 respectively on transition to SFRS(I) 9.
- (ii) Impairment of financial assets SFRS(I) 9 replaces the 'incurred loss' model in FRS 39 with an ECL model. The new impairment model applies to financial assets measured at amortised cost.

As a result of the adoption of SFRS(I) 9, the group presented impairment loss related to trade receivables, separately in the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

28 FEBRUARY 2019

29. CHANGES IN ACCOUNTING POLICIES AND RESTATEMENT OF COMPARATIVE FIGURES (CONT'D)

The application of SFRS(I) 9 impairment requirements at 1 March 2018 results in additional allowances for impairment as follows:

	Group 2019 RM'000
Loss allowance at 28 February 2018 under FRS 39	589
Additional impairment recognised at 1 March 2017 on trade receivables as at 1 March 2018	543
<hr/>	
Loss allowance at 1 March 2018 under SFRS(I) 9	1,132

Loss allowance for financial assets are measured at amortised cost are deducted from the gross carrying amount of the assets.

Additional information about how the group and the company measure the allowance for impairment is described in Note 16.

The adoption of SFRS(I) 9 has not had a significant effect on the group's accounting policies for financial liabilities.

The following table and the accompanying notes below explain the original measurement categories under FRS 39 and the new measurement categories under SFRS(I) 9 for each class of the group's and company's financial assets as at 1 March 2018.

		Group		
	Original classification under FRS 39 As at 28.02.2018	New classification under SFRS(I) 9 As at 01.03.2018	Original carrying amount under FRS 39 As at 28.02.2018 RM'000	New carrying under SFRS(I) 9 As at 01.03.2018 RM'000
<u>Statement of financial position:</u>				
Trade and other receivables	Loans and receivables	Amortised cost	12,667	12,124
Other financial assets	Available-for-sale at fair value through profit or loss	Fair value through profit or loss	6,264	6,264
<hr/>				

Trade and other receivables that were classified as loans and receivables under FRS 39 are now classified at amortised cost. An increase of RM543,000 in the allowance for impairment was recognised in opening retained earnings of the group and of the company at 1 March 2018 respectively on transition to SFRS(I) 9.

STATISTICS OF SHAREHOLDINGS

AS AT 15 MAY 2019

SHARE CAPITAL

Number of Issued Shares	:	135,000,000
Class of shares	:	Ordinary shares
Voting rights	:	1 vote for each ordinary share
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Range of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	0	0.00	0	0.00
100 – 1,000	9	5.55	6,100	0.00
1,001 – 10,000	53	32.72	331,400	0.25
10,001 – 1,000,000	85	52.47	6,483,000	4.80
1,000,001 AND ABOVE	15	9.26	128,179,500	94.95
	162	100.00	135,000,000	100.00

SHAREHOLDING HELD BY THE PUBLIC

Based on the information available to the Company as at 15 May 2019, approximately 22.11% of the issued ordinary shares of the Company is held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Catalist Rules"). Accordingly, Rule 723 of the Catalist Rules is complied with.

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1.	Law Boon Seng	20,365,100	15.09
2.	Lee Yuet Chin	18,363,500	13.60
3.	Law Pei Ling	15,464,000	11.45
4.	Law Kian Guan (Liu Jianyuan)	15,464,000	11.45
5.	Law Kian Siong	15,464,000	11.45
6.	Law Kian Hong	12,564,500	9.31
7.	CGS-CIMB Securities (Singapore) Pte. Ltd.	11,876,200	8.80
8.	BNP Paribas Nominees Singapore Pte. Ltd.	5,000,000	3.70
9.	Maybank Kim Eng Securities Pte. Ltd.	3,500,000	2.59
10.	Gan Kim Cho @ Gan Kim Chor	2,838,200	2.10
11.	Yeo Khee Seng Benny	2,190,600	1.62
12.	OCBC Securities Private Limited	1,629,400	1.21
13.	Lim Chye Huat @ Bobby Lim Chye Huat	1,360,000	1.01
14.	Kek Chin Wu	1,075,000	0.80
15.	Chan Sin Keng	1,025,000	0.76
16.	Chun Kwong Pong	595,000	0.44
17.	Leow Kar Ping	530,000	0.39
18.	Phillip Securities Pte Ltd	410,000	0.30
19.	Ho Yew Ming or Wong Phooi Yee	360,000	0.27
20.	Seow Kui Lim	300,000	0.22
		130,374,500	96.56

STATISTICS OF SHAREHOLDINGS

AS AT 15 MAY 2019

SUBSTANTIAL SHAREHOLDERS AS AT 15 MAY 2019 AS RECORDED IN THE REGISTER OF SUBSTANTIAL SHAREHOLDERS

No.	Name of Shareholders	Direct Interest No. of Shares	Deemed Interest No. of Shares	Total	%*
1.	Law Boon Seng	20,365,100	–	20,365,100	15.09
2.	Lee Yuet Chin	18,363,500	–	18,363,500	13.60
3.	Law Pei Ling	15,464,000	278,000 ⁽¹⁾	15,742,000	11.66
4.	Law Kian Siong	15,464,000	–	15,464,000	11.45
5.	Law Kian Guan	15,464,000	–	15,464,000	11.45
6.	Law Kian Hong	12,564,500	–	12,564,500	9.31
7.	Yeo Khee Seng Benny	7,190,600	–	7,190,600	5.33

Note:

⁽¹⁾ Law Pei Ling is deemed to be interested in the 278,000 shares held by her spouse, Bevan Grant Walters, by virtue of Section 4 of the Securities and Futures Act, Cap. 289.

* Percentage is calculated based on the total number of issued shares of the Company.

NOTICE OF ANNUAL GENERAL MEETING

VERSALINK HOLDINGS LIMITED

Registration No. 201411394N
(Incorporated in Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Versalink Holdings Limited will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on Wednesday, 26 June 2019 at 2.30 p.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 28 February 2019 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the Directors' fees of S\$108,000.00 for the financial year ended 28 February 2019. **Resolution 2**
3. To re-elect Law Kian Siong, who is retiring in accordance with Article 114 of the Company's Constitution, as a Director of the Company. **Resolution 3**
4. To re-elect Chin Chee Choon, who is retiring in accordance with Article 114 of the Company's Constitution, as a Director of the Company. **Resolution 4**

Mr Chin Chee Choon shall, upon re-election as a Director of the Company, remain as Chairman of the Board and Audit Committee and as a member of the Remuneration Committee and Nominating Committee. Mr Chin Chee Choon shall be considered independent for the purpose of Rule 704(7) of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst ("Catalist Rules").

5. To re-elect Lim Tong Lee, who is retiring in accordance with Article 118 of the Company's Constitution, as a Director of the Company. **Resolution 5**

Mr Lim Tong Lee shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit Committee and Nominating Committee. Mr Lim Tong Lee shall be considered independent for the purpose of Rule 704(7) of Catalyst Rules.

6. To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

Resolution 7

“That pursuant to Section 161 of the Companies Act, Cap. 50. (“Companies Act”) and the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue Shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:-

- (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed hundred per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising Share Options (the “Options”) or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the Options or Awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares
- (iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

NOTICE OF ANNUAL GENERAL MEETING

8. Authority to grant Awards and to allot and issue Shares under the Versalink Performance Share Plan

Resolution 8

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- a) grant Awards in accordance with the provisions of the Versalink Performance Share Plan ("the Plan"); and
- b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) from time to time."

[See Explanatory Note (ii)]

9. Authority to grant Options in accordance with Versalink Employee Share Option Scheme

Resolution 9

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- a) offer and grant Options in accordance with the provisions of the Versalink Employee Share Option Scheme ("the Scheme"); and
- b) to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options under the Scheme provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) from time to time."

[See Explanatory Note (iii)]

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

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Resolution 7, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting, or by the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.
- (ii) Resolution 8, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the Plan. The grant of Awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) from time to time.
- (iii) Resolution 9, if passed, will empower the Directors to offer and grant Options under the Scheme and to allot and issue new ordinary Shares in the capital of the Company upon the exercise of such Options in accordance with the Scheme as may be modified by the Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company from time to time.

By Order of the Board

Seah Kim Swee
Company Secretary

Date: 11 June 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- a) A member entitled to attend and vote at a general meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- b) Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at a general meeting. Relevant intermediary is either:
 - (i) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
 - (iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
- c) If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 8 Wilkie Road, #03-01 Wilkie Edge, Singapore 228095 not less than 48 hours before the meeting.
- d) A proxy need not be a member of the Company.

Personal Data Privacy:

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

VERSALINK HOLDINGS LIMITED

Registration No. 201411394N
(Incorporated in Singapore)

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see Note 3 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. Please read the notes to the Proxy Form.

PROXY FORM

I/We* _____ (Name), NRIC/Passport number/Registration No.* _____
of _____ (Address)
being a member/members* of Versalink Holdings Limited (the "Company") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or*

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on Wednesday, 26 June 2019 at 2.30 p.m. and at any adjournment thereof.

(Please indicate with an "X" in the spaces provided whether you wish the number of vote(s) you wish to be cast for or against the resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.)

No.	Resolutions	Number of Votes For	Number of Votes Against
1.	To receive and consider Directors' Statement and Auditors' Reports and Audited Financial Statements		
2.	To approve the Directors' fees for the financial year ended 28 February 2019		
3.	To re-elect Law Kian Siong as Director		
4.	To re-elect Chin Chee Choon as Director		
5.	To re-elect Lim Tong Lee as Director		
6.	To re-appoint RSM Chio Lim LLP as Auditors		
7.	To authorise the Directors to allot and issue new shares		
8.	To authorise the Directors to grant Awards and issue Shares in accordance with the provisions of the Versalink Performance Share Plan		
9.	To authorise the Directors to grant Options and issue Shares in accordance with the provisions of the Versalink Employee Share Option Scheme		

Dated this _____ day of _____ 2019

Total number of Shares held

Signature(s) of member(s) or common seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

* Delete where inapplicable

Fold and seal here

NOTES :

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members, 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, this form of proxy will be deemed to relate to all the shares held by you.
2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his behalf at the general meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each such proxy, failing which, the nomination shall be deemed to be alternative.
3. Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the general meeting. Relevant intermediary is either:
 - (i) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
 - (iii) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 not later than 48 hours before the time set for the Annual General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register as at 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 members accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 11 June 2019.

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The Company Secretary
Versalink Holdings Limited (201411394N)

8 Wilkie Road
#03-01 Wilkie Edge
Singapore 228095

Fold here

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