

# KOP LIMITED



ANNUAL REPORT 2024



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This annual report has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes 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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# COMPANY PROFILE

KOP Limited (“**KOPL**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) is more than a community of property development companies: we have a proven track record of excellence in everything we do. We excel in real estate investment, maintaining an eclectic portfolio of strategic assets and we make strides in the economy of place, developing, maintaining, operating and managing apartment buildings and hospitality businesses through KOPL, in which it constitutes the principal investor.

In the tourism industry, where service excellence is the definitive gold standard, we represent the epitome of Asian hospitality. Montigo Resorts combines advanced technologies and thoughtfully considered design elements with concern for the particularities of local cultures and histories to create premium experiences for a diverse age demographic. We do not believe ambition should have a ceiling. We build your dreams.



# MESSAGE FROM THE EXECUTIVE CHAIRMAN

Dear Shareholders

On behalf of the Board of Directors, I am pleased to present KOP Limited (“**KOPL**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) annual report for the financial year ended 31 March 2024 (“**FY2024**”).

This year has been marked by significant achievements and strategic moves that have fortified our position in the real estate and hospitality sectors. Our financial results for FY2024 reflect the positive impact of our strategic initiatives and operational enhancements. Revenue increased by S\$33.2 million or 70% from S\$47.5 million in the financial year ended 31 March 2023 (“**FY2023**”) to S\$80.7 million in FY2024. This substantial growth was driven by higher revenues from both our real estate development and investment segments and our hospitality portfolio.

Gross profit increased by S\$7.4 million or 51% from S\$14.6 million in FY2023 to S\$22.0 million in FY2024. This increase is consistent with the overall increase in revenue, underscoring our successful efforts in enhancing profitability.

A notable milestone in Year 2024 was that Group had sold all the units in our Dalvey Haus project subsequent to FY2024. This has allowed us to reallocate our resources and focus on exploring new development opportunities and management projects where we have established expertise – namely Singapore, Indonesia and the United Kingdom, following our past track record of successes. These markets have consistently demonstrated robust growth potential, and we are committed to leveraging our familiarity and understanding of these regions to drive future developments.

Our Montigo Resorts brand has continued to show remarkable resilience and growth since emerging from the challenges posed by the COVID-19 pandemic. During the year, we have completed significant renovations in both resorts in Nongsa and Seminyak, Indonesia. These include upgrades to our rooms and lobby areas including the addition of ‘Hinotori’, a new contemporary izakaya concept at both resorts. Such projects are part of our ongoing commitment to maintaining high standards and enhancing guest experiences to raise our competitive edge.

In addition, Montigo Resorts, Somerset at Charlton House, which was acquired last year is undergoing improvements and renovations to optimise operations and guest experience. We look forward to seeing positive results in the coming financial year.

Understanding the importance of environmental conservation, stewardship and challenges of climate change, companies worldwide recognise they can no longer focus on profits alone. Instead, the philosophy of social and environmental

issues should be of equal importance. In this regard, the Group is committed to addressing these issues of Economic, Environmental, Social and Governance. The measures taken by the management, Board of Directors and staff are documented in the FY2024 Sustainability Report.

## LOOKING AHEAD

We are also excited to announce the upcoming launch of our first management of urban hotel, Ellen Kensington. This represents a significant expansion of our footprint and hospitality portfolio, aligning with our strategy to obtain management contract and to diversify within the United Kingdom.

As we move forward, we remain committed to exploring new opportunities for growth and innovation in our core markets. Our focus will continue to be on delivering high-quality developments and especially, exceptional hospitality experiences. Our strategic initiatives and robust operational framework will drive sustained growth and value creation for our shareholders.

The Group will remain prudent in cost management and will continue to focus on improving our operational efficiency to optimise the utilisation of resources.

## APPRECIATION

Mrs. Yu-Foo Yee Shoon (“**Mrs. Yu Foo**”) will be retiring from the Board and on behalf of the Board of Directors, I would like to extend my sincere appreciation and gratitude to Mrs. Yu Foo for her valuable advice and contributions over the past 10 years as a long-standing member of our Board.

I would also like to extend my appreciation and gratitude to our customers, suppliers, business associates and bankers for their unwavering support. To the management and staff, thank you for your loyalty, dedication and commitment. My appreciation also goes to my fellow directors on the board for their invaluable counsel and guidance during the past year.

I am most grateful to our shareholders and investors for their continued support and confidence in the Group. Together, we will continue to build on our successes and navigate the future with confidence and optimism.

## MS. ONG CHIH CHING

Executive Chairman and Executive Director

# BOARD OF DIRECTORS

## Ms. Ong Chih Ching

*Executive Chairman and Executive Director*

Ong Chih Ching is the Executive Chairman and Executive Director of KOP Limited. She is responsible for the Company's vision, development and strategic planning as well as growth of the Group's business.

Chih Ching was the Chairman and Co-Founder of KOP Properties Pte. Ltd. and KOP Group Pte. Ltd.. She was responsible for a number of ground-breaking real estate projects including The Ritz-Carlton Residences, Singapore, Cairnhill, which is the first Ritz-Carlton branded private residences outside of North America; Dalvey Haus, Singapore, a low rise development of 17 luxury homes in one of the city's most coveted addresses; Hamilton Scotts, Singapore, an iconic residential tower with sky-garages (an exclusive car porch in the living room); the multi-award winning Montigo Resorts hospitality brand conceptualized by Chih Ching with resorts in Nongsa and Seminyak, Indonesia and Somerset, the United Kingdom under its portfolio. Montigo Resorts also manages Ellen Kensington, a luxury 105-room boutique hotel owned by KOP Group of companies.

She was named one of Forbes Asia magazine's 50 Power Business Women in Asia in 2014 and 2015, Chih Ching was also named Outstanding Entrepreneur at the Asia Pacific

Entrepreneurship Awards 2014 by Enterprise Asia. Recognised as a forerunner and thought leader on the topics of real estate, women leadership and innovation, Chih Ching has been invited to speak at several prestigious forums and seminars including Women's Forum Asia 2019, The Economist - Longevity Summit in September 2018 and the Innovation Summit in 2015, the Real Estate Investment World 2015 conference and was featured in the broadcast of CNBC's Managing Asia: Asia Builders in October 2014. Chih Ching also sat on the jury panel of the highly coveted Channel News Asia Luminary Awards where she also spoke about gender diversity and leadership at its forum titled Leadership for Innovation and Growth: Women on Board in March 2015.

Chih Ching was a founding partner of Singapore law firm Koh Ong & Partners where she started Koh Ong and Partners Management Services Pte. Ltd.. She was admitted as an advocate and solicitor of the Supreme Court of Singapore in 1994. Chih Ching is also a qualified Barrister at Law and a member of The Honourable Society of Gray's Inn, London, the United Kingdom. In 2019, Chih Ching was appointed as a Council Member for Singapore-Zhejiang Economic and Trade Council (SZETC).

## Ms. Leny Suparman

*Group Chief Executive Officer and Executive Director*

Leny Suparman is the Group Chief Executive Officer and Executive Director of KOP Limited. She oversees the implementation of the Company's development and growth plans. Leny was also the Co-Founder of KOP Properties Pte. Ltd. and KOP Group Pte. Ltd. where she was instrumental in shaping KOP Limited into a purveyor of luxury lifestyle, real estate and hospitality.

Under her leadership, KOP developed iconic projects such as The Ritz-Carlton Residences, Singapore, Cairnhill, which was the first Ritz-Carlton branded private residences outside of North America; Dalvey Haus, Singapore, a low rise development of 17 luxury homes in one of the city's most affluent neighbourhoods; Hamilton Scotts, Singapore, an iconic residential tower with sky-garages; the multi-award winning Montigo Resorts in Nongsa

and Seminyak in Indonesia, as well as Somerset in the United Kingdom. Montigo Resorts also manages the 105-room luxury boutique property, Ellen Kensington in London. These projects exemplify KOP's enterprising creativity in conceptualising and building projects that are different and bold.

Before the founding of KOP Group Pte. Ltd., Leny was with real estate consultancy firm, CB Richards Ellis, for nine years where she headed the retail department and worked with well-known retail brands in redevelopment projects in Singapore and Shanghai.

She obtained a Bachelor of Science in Business from the Indiana University Bloomington, Indiana, United States of America in 1995.

# BOARD OF DIRECTORS

## Mr. Ng Hin Lee

*Lead Independent Director*

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Ng Hin Lee is the Lead Independent Director of the Company. He is also an independent non-executive director of FJ Benjamin Holdings Ltd; GSH Corporation Limited; InnoTek Limited; and he sits on the board of several non-listed companies.

Ng Hin Lee has over 30 years of experience in key financial and managerial positions. His extensive experience includes roles as Executive Director at Gul Technologies Singapore Ltd, Group Chief Financial Officer at Singapore Post Limited, Financial

Controller at Data General Hong Kong Ltd (Singapore Branch) and Audit Manager at KPMG Singapore.

Ng Hin Lee is a Fellow Member of The Institute of Singapore Chartered Accountants and was bestowed the honour of Singapore Corporate Award – Best CFO of the Year 2011, and Suzhou Industrial Park Pioneer Award in 2017. He obtained his Bachelor of Accountancy degree from the University of Singapore in 1980.

## Mrs. Yu-Foo Yee Shoon

*Independent Director*

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Yu-Foo Yee Shoon is an Independent Director of the Company.

Yu-Foo Yee Shoon started her career with the National Trade Union Congress (“**NTUC**”) as the Deputy Secretary-General of NTUC, the first Woman Mayor in Singapore before she became Minister of State for Ministry of Community Development, Youth and Sports. She retired from politics in 2011 after 27 years in service.

Yu-Foo Yee Shoon became the Non-Independent, Non-Executive Chairman of Singapura Finance Ltd in February 2024. Her present directorships include ARA Trust Management (Suntec) Limited beside KOP Limited. She is Advisor to Nuri Holdings (S) Pte. Ltd. and Dimensions International College Pte. Ltd..

Yu-Foo Yee Shoon is the Advisor to Heartware Network and Singapore Chinese Friendship Association – Women’s Alliance. She is a member of the Justices of the Peace & Marriage Solemniser, Ministry of Social and Family Development and sits on the Board of Visiting Justices & Board of Inspection & Home Team, Ministry of Home Affairs.

She graduated from Nanyang University with a Bachelor of Commerce and from Nanyang Technological University with a Master’s Degree in Business and was awarded the Honorary Doctorate of Education by Wheelock College of Boston, the United States of America in 2008.

## Mr. Jimmy Yim Wing Kuen

*Independent Director*

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Jimmy Yim is an Independent Director of the Company. He also holds directorships in Drew & Napier LLC and Vanda Global Capital Pte. Ltd..

Jimmy Yim, Senior Counsel, is Chairman of Drew & Napier LLC, one of Singapore’s most established law firms. The firm has a regional reach through its Drew Network Asia firms.

He has over four decades of experience in civil and commercial law and international arbitration. He has been involved in disputes in the laws of many different jurisdictions and spanning across a wide spectrum of areas from energy, joint venture, infrastructure, telecommunication and technology as lead counsel before the Supreme Court and numerous

tribunals under the rules of the Singapore International Arbitration Centre, International Chamber of Commerce, The London Court of International Arbitration and The United Nations Commission on International Trade Law.

As a leading dispute practitioner, he is recognised as a top dispute lawyer by all independent legal ranking publications such as Asia Legal Business, Best Lawyers, Chambers, The Legal 500 and Asialaw Profiles.

When Jimmy Yim was appointed Senior Counsel in January 1998, he had the honour of being one of the youngest Senior Counsel below 40 years of age at that time.

# THE MANAGEMENT

## Ms. Joey Ong

*Chief Operating Officer – KOP Limited*

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Joey Ong is the Chief Operating Officer (“COO”) of KOP Limited, holding responsibility for the overall corporate and business operations of the Group. Joey Ong joined KOP Group Pte. Ltd. (“KOPG”) in 2007 as Senior Manager, Business Development. She was later appointed as Deputy Director, Internal Audit & Compliance in 2008 and tasked with the internal audit of the companies within KOPG as well as overseeing compliance matters such as bank compliance and reporting to third party investors.

Joey Ong was promoted to COO of KOP Properties Pte. Ltd. in August 2010 and re-designated to COO of KOP Limited in April 2020. Joey Ong started her career in Additive Circuits Pte. Ltd. in 1987 where she worked as a Materials Engineer and was responsible for research and development on the electroplating of circuits on plastic boards and was involved in the troubleshooting and process control of daily production.

In 1991, she joined Philips Singapore as a Procurement Officer in its purchasing department, with responsibility for local and overseas supplier selection, qualification, appraisal and budgeting for the department, amongst other duties. From 1994 to 1998, Joey Ong was a Director of Clinch International Pte. Ltd., a company providing software solutions for legal practices in Singapore and Malaysia. In 1998, she was appointed a Director of Fresh Lush Handmade Cosmetics Pte. Ltd., the manufacturer and retailer of handmade body products and cosmetics. In 1996, she joined Koh Ong & Partners, a Singapore law firm in which the principal partners were Ong Chih Ching and Koh Geok Jen, as an Office Manager, in charge of the finance, office administration and human resources functions of the firm. Joey Ong then joined Koh Ong & Partners Management Services Pte. Ltd. in 1999 as Office Manager. Joey Ong continued in her role until 2007 when she joined KOPG. Joey Ong obtained a graduateship from The Plastics & Rubber Institution in the UK in 1987.

## Mr. Joe Tan

*Chief Financial Officer and Company Secretary – KOP Limited*

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Joe Tan is the Chief Financial Officer and Company Secretary of KOP Limited and is responsible for the entire spectrum of its financial activities. He joined the Group in November 2014 as Group Finance Manager and was promoted to Chief Financial Officer in April 2020. Prior to joining KOP Limited, Joe Tan was the Group Finance Manager of GKE Corporation Limited, a company listed on the Catalist Board of the SGX-ST.

He also held various audit related positions in Ernst & Young LLP, Baker Tilly TFW LLP and Mazars, Praxity. Joe Tan graduated with a Bachelor of Commerce Double Major in Professional Accounting and Finance from Murdoch University, Australia. He is a non-practicing member of the Institute of Singapore Chartered Accountants and member of CPA Australia.

## Ms. Liane Ong

*Managing Director – KOP Properties Pte. Ltd.*

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Liane Ong was appointed as Managing Director of Wintastar Holdings Pte. Ltd. (“Wintastar Holdings”) in June 2017 and was promoted to Chief Executive Officer of Wintastar Holdings in April 2020. As a subsidiary under KOP Limited, Wintastar Holdings had driven the growth of its business in consultancy, investment and operations of world-class, integrated developments globally. Liane brings with her over 20 years of wide-ranging experience in strategic planning, market development, industry development, business development, government liaison, media and marketing communications. In January 2023, she was re-designated to Managing Director of KOP Properties Pte. Ltd. where she will assist the Group Chief Executive Officer in formulating growth strategies, identifying new expansion opportunities, marketing, branding, public relations and communications for the Group.

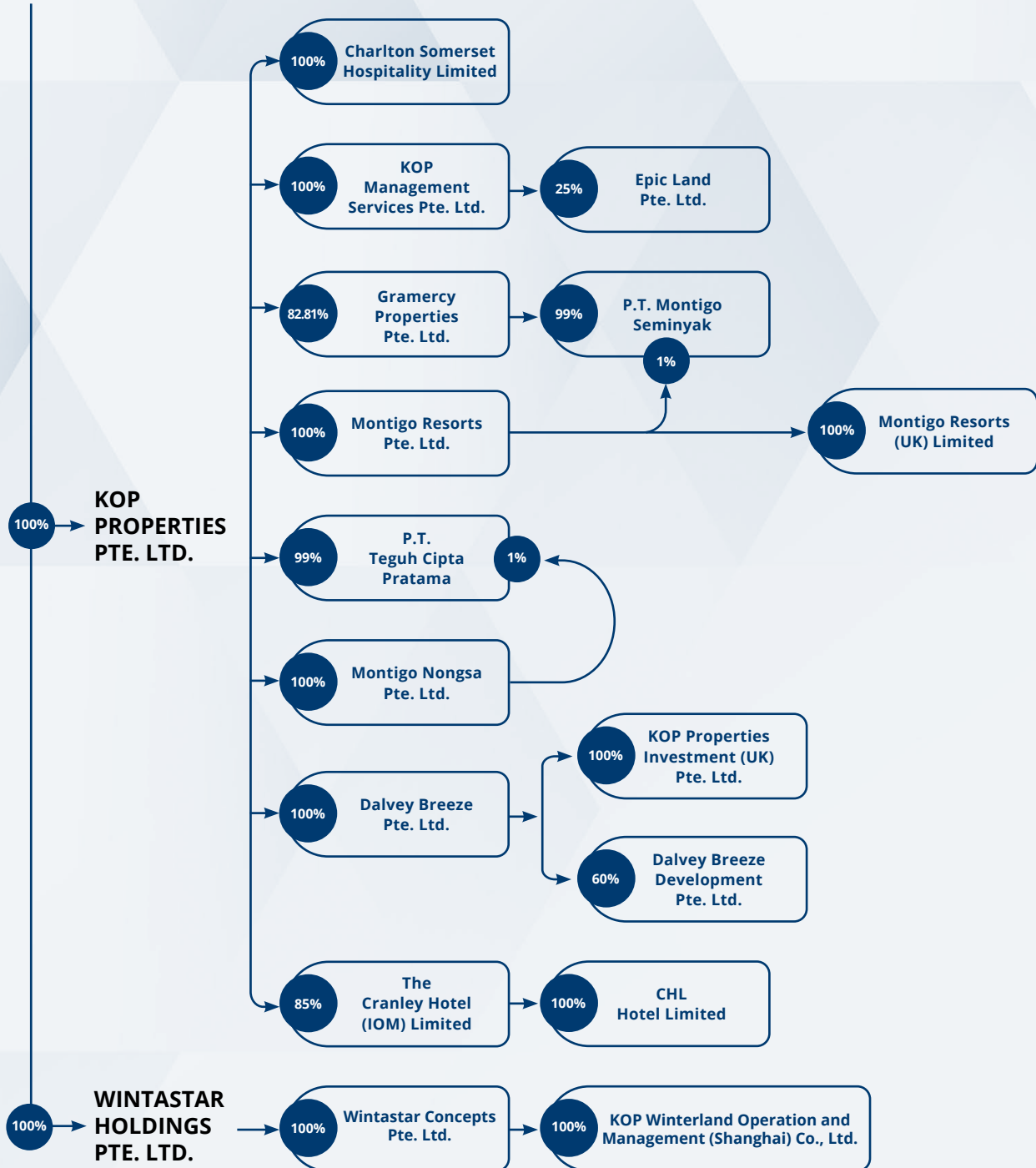
Prior to joining Wintastar Holdings, she was with the International Enterprise (“IE”) Singapore (now Enterprise Singapore) as its Singapore-based Group Director for China Group. She was based in Shanghai from 2009-2015 as Regional Director overseeing the east region covering Shanghai municipality and Jiangsu, Zhejiang and Anhui provinces. Liane was concurrently Consul (Commercial) for the Consulate-General of the Republic of Singapore in Shanghai and Advisor to the Singapore-Shanghai Business Association.

Prior to joining IE Singapore (now Enterprise Singapore), Liane held various positions with the National Registration Department, Singapore Immigration & Registration and the Ministry of Home Affairs.



# CORPORATE STRUCTURE

## KOP LIMITED



# FINANCIAL AND OPERATIONS REVIEW

The Group's financial statements for the financial year ended 31 March 2024 ("FY2024") have been prepared in accordance with the Singapore Financial Reporting Standards (International) SFRS(I).

## Revenue

For FY2024, revenue increased by S\$33.2 million or 70% from S\$47.5 million in the financial year ended 31 March 2023 ("FY2023") to S\$80.7 million in FY2024. The jump was largely due to increase in revenue from the real estate development and investment segment as well as the hospitality segment.

The increase in revenue from real estate development and investment segment was mainly due to the revenue recognised based on work progress for the Dalvey Haus project during the financial year.

With the newly acquired Montigo Resorts, Somerset in United Kingdom in March 2023, the full year performance together with the better performance from both Montigo Resorts, Nongsa and Montigo Resorts, Seminyak, has resulted in an increase in contributions from the hospitality segment.

## Cost Of Sales

Cost of sales increased by S\$25.9 million or 78% from S\$32.9 million in FY2023 to S\$58.8 million in FY2024 which is in line with the increase in revenue during the financial year.

## Gross Profit

Gross profit increased by S\$7.4 million or 51% from S\$14.6 million in FY2023 to S\$22.0 million in FY2024 which is consistent with the increase in revenue during the financial year.

## Other Operating Income

Other operating income decreased by S\$1.1 million or 85% from S\$1.3 million in FY2023 to S\$0.2 million in FY2024 mainly due to the termination of two lease agreements at Montigo Resorts, Nongsa in the previous financial year and one-off deposit received in relation to the Dalvey Haus project which was forfeited in the previous financial year.

## Distribution Costs

Distribution costs increased by S\$2.5 million or 416% from S\$0.6 million in FY2023 to S\$3.1 million in FY2024 largely due to the increase in sales and marketing expenses and agency commission incurred for the sale of units in Dalvey Haus project during the financial year.

## Administrative And General Expenses

Administrative and general expenses increased by S\$2.4 million or 19% from S\$13.0 million in FY2023 to S\$15.4 million in FY2024 mainly due to the increase in operations from Montigo Resorts, Nongsa and Montigo Resorts, Seminyak during the financial year and also from the newly acquired Montigo Resorts, Somerset.

## Finance Costs

Finance costs decreased by S\$4.5 million or 57% from S\$7.9 million in FY2023 to S\$3.4 million in FY2024. This was mainly due to the repayment of shareholders' loans in the last quarter of FY2023 and repayment of bank loans during the financial year.

## Income Tax Expense

The income tax expense was mainly resulted from the provision of income tax on the profit from the sale of units in Dalvey Haus project.

## Loss After Tax

As a result of the above, the Group recorded a loss after tax of S\$1.2 million in FY2024 compared to a loss after tax of S\$30.6 million in FY2023.

## Investment In Associate

Investment in associate decreased by S\$133,000 from S\$153,000 as at 31 March 2023 to S\$20,000 as at 31 March 2024. This was largely attributed to the dividends paid out which was offset by the share of results during the financial year.

## Development Properties

During the financial year, development properties decreased by S\$43.8 million from S\$87.4 million as at 31 March 2023 to S\$43.6 million as at 31 March 2024. This was mainly due to the units sold for Dalvey Haus project during the financial year.

# FINANCIAL AND OPERATIONS REVIEW

## **Trade And Other Receivables**

Trade and other receivables were up by S\$5.3 million from S\$1.5 million as at 31 March 2023 to S\$6.8 million as at 31 March 2024 largely attributable to the proceeds receivable from the sale of units for Dalvey Haus project during the financial year.

## **Contract Assets**

Contract assets relate to the right to recognise revenue for percentage of work completed but not billed in Dalvey Haus project during the financial year. Decrease in contract assets were mainly due to the progress billings billed during the financial year.

## **Contract Costs**

The decrease in contract costs largely due to the cost to obtain sales contracts being fully amortised upon completion of the construction of Dalvey Haus project.

## **Bank Borrowings (Secured)**

The decrease in bank borrowings (secured) were due to repayments made during the financial year.

## **Leases Liabilities**

The decrease in lease liabilities were due to repayments made during the financial year.

## **Tax Payable**

The increase in tax payable was mainly due to the provision of income tax on the profit from the sale of units in Dalvey Haus project during the financial year.

## **Loan From A Shareholder**

New loan from a shareholder was obtained during the financial year.

## **Retention Sum Payable**

Decrease in retention sum payable was mainly due to repayments made during the financial year.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Ms. Ong Chih Ching**

*Executive Chairman and Executive Director*

**Ms. Leny Suparman**

*Group Chief Executive Officer and Executive Director*

**Mr. Ng Hin Lee**

*Lead Independent Director*

**Mrs. Yu-Foo Yee Shoon**

*Independent Director*

**Mr. Jimmy Yim Wing Kuen**

*Independent Director*

## AUDIT AND RISK COMMITTEE

**Mr. Ng Hin Lee** (*Chairman*)

**Mrs. Yu-Foo Yee Shoon**

**Mr. Jimmy Yim Wing Kuen**

## REMUNERATION COMMITTEE

**Mr. Jimmy Yim Wing Kuen** (*Chairman*)

**Mr. Ng Hin Lee**

**Mrs. Yu-Foo Yee Shoon**

## NOMINATING COMMITTEE

**Mrs. Yu-Foo Yee Shoon** (*Chairman*)

**Mr. Ng Hin Lee**

**Mr. Jimmy Yim Wing Kuen**

## COMPANY SECRETARY

**Mr. Tan Tuan Kai**

## SPONSOR

RHT Capital Pte. Ltd.

36 Robinson Road

#10-06 City House

Singapore 068877

## REGISTERED OFFICE

316 Tanglin Road #01-01

Singapore 247978

## SHARE REGISTRAR AND SHARE TRANSFER OFFICE

In.Corp Corporate Services Pte. Ltd.

30 Cecil Street

#19-08 Prudential Tower

Singapore 049712

## AUDITORS

UHY Lee Seng Chan & Co.

Chartered Accountants

6001 Beach Road #14-01

Golden Mile Tower

Singapore 199589

## PARTNER-IN-CHARGE

**Mr. Lee Sen Choon**

(a member of the Institute of  
Singapore Chartered Accountants)

(First appointed in respect of the  
financial year ended 31 March 2021)

## BANKERS

PT Bank CIMB Niaga Tbk

Oversea-Chinese Banking Corporation Limited

United Overseas Bank Limited

Hong Leong Finance Limited

# REPORT OF CORPORATE GOVERNANCE

The Board of Directors (the “**Board**”) and management (the “**Management**”) of KOP Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is committed to maintain a high standard of corporate governance within the Group.

This report sets out the Group’s corporate governance practices (“**Report**”) with specific reference made to the principles and provisions of the Code of Corporate Governance 2018, subsequently amended on 11 January 2023 (the “**Code**”) and the accompanying practice guidance, which formed part of the continuing obligations of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”). The Group subscribes fully to the principles and guidelines and recommendations in the Code and the Catalist Rules, where applicable. The Group has complied with the Code’s principles and guidelines throughout the reporting period for the financial year ended 31 March 2024 (“**FY2024**”), except where otherwise stated.

For ease of reference, the relevant provision of the Code under discussion is identified in bold and the disclosures provided in this Report is meant to be read as a whole.

## 1. BOARD MATTERS

### THE BOARD’S CONDUCT OF AFFAIRS

#### **Principle 1: The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company**

The Board is entrusted with the responsibility for the overall management of the business and corporate affairs of the Group.

The Board’s role is to:

- 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;
- 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;
- constructively review Management’s challenge and performance;
- identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- set the Company’s values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
- consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Every Director is expected, in the course of carrying out his duties, to exercise due diligence and independent judgment in dealing with the business affairs of the Group and is obliged to act in good faith, and make objective decisions while considering at all times the interests of the Company. The Board holds the Management accountable for performance. Directors facing conflicts of interest will recuse themselves from discussions and decisions involving the issues of conflict.

All other matters are delegated to the various committees (“**Board Committees**”) whose actions will be monitored by the Board. These committees include the Audit and Risk Committee (“**ARC**”), the Nominating Committee (“**NC**”) and the Remuneration Committee (“**RC**”), and each of the ARC, NC and RC operates within clearly defined terms of reference and functional procedures. The terms of reference of the Board Committees are reviewed on a regular basis to ensure their continued relevance to the Code and the Catalist Rules.

The Board conducts regular scheduled meetings to review the Group’s key activities, business strategies, funding decisions, financial performance and to approve the release of the results of the Group. Where circumstances require, ad-hoc meetings are arranged. Attendance of the Directors via telephone conference is allowed under Regulation 120(2) of the Company’s Constitution. Important matters concerning the Group are also put to the Board for its decision by way of written resolutions.

# REPORT OF CORPORATE GOVERNANCE

Matters which are reserved for the Board's decision or approval include the following:

- investments/divestments and funding decisions of the Group;
- issuance of shares or declaration of dividends;
- material acquisitions and disposals of assets;
- convening of general meetings;
- announcements or press releases concerning the Group for release via the SGXNET; and
- all matters of strategic importance.

The number of Board and Board Committees meetings held during FY2024 and the attendance of each Director where relevant are as follows:

Name of Directors	Board		ARC		NC		RC		AGM	
	No. of meetings		No. of meetings		No. of meetings		No. of meetings		No. of meetings	
	held	attended	held	attended	held	attended	held	attended	held	attended
Ms. Ong Chih Ching	4	4	4	4*	1	1*	1	1*	1	1
Ms. Leny Suparman	4	4	4	4*	1	1*	1	1*	1	1
Mr. Ng Hin Lee	4	4	4	4	1	1	1	1	1	1
Mrs. Yu-Foo Yee Shoon	4	4	4	4	1	1	1	1	1	1
Mr. Jimmy Yim Wing Kuen**	4	3	4	3	1	-	1	-	1	1
Dr. Ho Kah Leong @ Ho Kah Leung***	4	1	4	1	1	1	1	1	1	-

**Notes:**

\* Attendance by invitation

\*\* Mr. Jimmy Yim Wing Kuen was appointed as the Independent Director on 1 July 2023.

\*\*\* Dr. Ho Kah Leong @ Ho Kah Leung has retired as the Independent Director on 30 June 2023.

The Company believes that the attendance record of each Director at the Board and/or Board Committees meetings may not be a true reflection of his/her contribution. Each of the Director's knowledge and experience as well as their potential and actual contribution to the proper guidance of the Group and its business are also important considerations. The criteria for assessment of the Board's performance is set out in Principle 5 of this report.

All Directors are regularly updated on changes to the Company's policies, changes to the Catalist Rules, risk management, corporate governance, insider trading and the key changes in the relevant regulatory requirements and financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as the Board and Board Committees members.

The Company will also provide its Directors with regular updates on the latest business and governance practices that are relevant to the Group. In addition, the Management regularly updates and familiarises the Directors on the business activities of the Company during Board meetings. Directors will also be given opportunities to visit the Group's operational facilities and meet the Management so as to gain a better understanding of the Group's business.

The Directors are welcome to request further explanations, briefings or informal discussions on any aspects of the Company's operations or business issues from the Management. The Group Chief Executive Officer ("**Group CEO**") will make the necessary arrangements for such briefings, informal discussions or explanations required by the Directors upon request.

News releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are circulated to the Board. The Directors are informed of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the external auditor updates the ARC and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

# REPORT OF CORPORATE GOVERNANCE

The Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of Directors' duties and responsibilities. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with such regulatory changes, the Company provides opportunities for ongoing education and training on Board processes and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from the Catalist Rules that affect the Company and/or the Directors in discharging their duties.

In line with the requirement of the Task Force for Climate-related Financial Disclosures and climate-related disclosures, all the Directors of the Company have completed the mandatory training on sustainability matters as prescribed under Rule 720(6) of the Catalist Rules.

All Directors are appointed to the Board by way of a formal letter of appointment or service agreement setting out the scope of their duties.

To enable the Board to fulfil its responsibility, the Management strives to provide Board members with adequate and timely information for Board and Board Committees meetings on an on-going basis. The Board and Board Committees papers include financial, business and corporate matters of the Group so as to enable the Directors to be properly briefed on matters to be considered at the Board and Board Committees meetings and enabled to make informed decisions.

Directors are given separate and independent access to the Management and Company Secretary to address any enquiries. Directors may seek professional advice in furtherance of their duties and the costs will be borne by the Company. The appointment and removal of the Company Secretary is subject to the Board's approval.

## BOARD COMPOSITION AND GUIDANCE

**Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.**

As at the date of this report, the Independent Directors make up a majority of the Board, which currently comprises two (2) Executive Directors and three (3) Independent Directors as follows:

Name of Directors	Board	ARC	NC	RC
Ms. Ong Chih Ching	Executive Chairman and Executive Director	-	-	-
Ms. Leny Suparman	Group CEO and Executive Director	-	-	-
Mr. Ng Hin Lee	Lead Independent Director	Chairman	Member	Member
Mrs. Yu-Foo Yee Shoon	Independent Director	Member	Chairman	Member
Mr. Jimmy Yim Wing Kuen*	Independent Director	Member	Member	Chairman

### Note:

\* Mr. Jimmy Yim Wing Kuen was appointed as Independent Director of the Company with effect from 1 July 2023.

As the Executive Chairman and Executive Director, Ms. Ong Chih Ching and Group CEO and Executive Director, Ms. Leny Suparman are part of the Management team and are not considered an Independent Director, more than half of the Board comprises of Independent Directors to ensure that there is a strong independent element on the Board, thereby allowing it to exercise objective judgment on corporate affairs of the Group independently from the Management.

The independence of each Director is reviewed annually by the NC. The NC adopts the Code's definition of what constitutes an Independent Director in its review. The Independent Directors have confirmed that they do not have any relationship with the Company and/or its related corporations and/or its substantial shareholders and/or its officers that would interfere, or be reasonably perceived to interfere with their independence pursuant to Provision 2.1 of the Code. As such, the NC has reviewed the independence of each Independent Director and is of the view that the Independent Directors, namely Mr. Ng Hin Lee, Mrs. Yu-Foo Yee Shoon and Mr. Jimmy Yim Wing Kuen are independent.

Rule 406(3)(d)(iii) of the Catalist Rules of SGX-ST was removed on 11 January 2023 with immediate effect. As transition, Independent Directors whose tenure exceeds the nine (9) years limit can continue to be deemed independent until the issuer's next AGM in 2024. As at the date of the report, it was noted that Mrs. Yu-Foo Yee Shoon has served on the Board for more than nine (9) years from the date of her first appointment.

# REPORT OF CORPORATE GOVERNANCE

The NC has conducted a rigorous review on the independence of the Independent Director, Mrs. Yu-Foo Yee Shoon, and has considered that Mrs. Yu-Foo Yee Shoon is independent even though she has served on the Board beyond nine (9) years. The relevant factors that were taken into consideration in determining the independence of Mrs. Yu-Foo Yee Shoon are set out in Principle 4 of this report. Having considered the relevant factors, the NC had determined that Mrs. Yu-Foo Yee Shoon has demonstrated strong independence in character and judgement over the years in discharging her duties and responsibilities as an Independent Director. Her continued presence as an independent board member will ensure best practices being followed and provide effective oversight and compliance to good corporate governance.

Accordingly, the NC had recommended to the Board that Mrs. Yu-Foo Yee Shoon continues to be considered independent until the forthcoming AGM to be held on 31 July 2024, notwithstanding she has served on the Board for more than nine (9) years from the date of her first appointment. Consequently, Mrs. Yu-Foo Yee Shoon will retire from her position as Independent Director at the conclusion of the forthcoming AGM. Additionally, she will relinquish the role of Chairman of NC, members of ARC and RC of the Company, effective upon the conclusion of the forthcoming AGM. The Company has sourced for suitable candidate to fill in the vacancies of the Independent Director for compliance with the Catalist Rules and the Code.

After due consideration and with the concurrence of the NC, the Board is of the view that Mrs. Yu-Foo Yee Shoon remains objective, continues to possess independent thinking and has the ability to continue exercising independent judgement in discharging her duties as the Independent Director of the Company for the best interests of the Company. Mrs. Yu-Foo Yee Shoon, being a NC Chairman, abstained from any discussion and voting on her independence.

Following the retirement of Mrs. Yu-Foo Yee Shoon as the Independent Director upon the conclusion of the forthcoming AGM and as part of the Board rejuvenation process, the NC has assessed and reviewed Mr. Jimmy Yim Wing Kuen's and Mr. Ng Hin Lee's competencies, profession, knowledge, experience, participation, quality of input and contributions during the Board and Board Committees meetings. The NC is of the view that Mr. Jimmy Yim Wing Kuen has the requisite experience and capabilities to assume the duties and responsibilities as the Lead Independent Director of the Company and recommended to the Board to approve the re-designation of Mr. Jimmy Yim Wing Kuen as the Lead Independent Director.

After having reviewed and considered the various factors as well recommendation of the NC, the Board has approved the re-designation of Mr. Jimmy Yim Wing Kuen as the Lead Independent Director of the Company in place of Mr. Ng Hin Lee with effect from 1 August 2024 and of the view that Mr. Ng Hin Lee and Mr. Jimmy Yim Wing Kuen have the capabilities to assume the duties and responsibilities of Independent Director and Lead of Independent Director of the Company respectively. Mr. Jimmy Yim Wing Kuen will remain as Chairman of RC and member of ARC and NC. Consequently, Mr. Ng Hin Lee will be re-designated from Lead Independent Director to Independent Director. Mr. Ng Hin Lee will continue to act as the Chairman of the ARC and a member of the NC and RC. Please refer to the announcement made by the Company on 16 July 2024 in relation to the changes to the Board and Board Committees.

The Board comprises businessmen and women and includes professionals with financial, accounting and legal backgrounds. Profiles of the Directors are set out in the "Board of Directors" section of this annual report.

The Company recognises and embraces the importance and benefits of having a diverse Board to enhance the quality of its performance and is accordingly committed to promoting diversity of the Board, in line with its diversity policy. The composition of the Board is reviewed annually by the NC to ensure that there is an appropriate mix of expertise and experience to enable Management to benefit from a diverse perspective to issues that are brought before the Board. In reviewing the Board composition and succession planning, the NC will consider the benefits of all aspects of diversity, including functional and domain skills, knowledge, experience, cultural and educational background, gender, age, tenure and other relevant aspects of diversity of perspectives appropriate to its business. The NC has reviewed the size and composition of the Board and is of the view that the Board consists of persons who, as a group, provide core competencies such as business and management experience, industry knowledge, legal expertise, financial and strategic planning experience and knowledge that are necessary to meet the Company's objectives. In addition, it is of the view that the current Board size of five (5) Directors (consists of three (3) female Directors) is appropriate for effective decision making, taking into account the scope and nature of the operations of the Company and other aspects of diversity such as gender. Furthermore, the NC is of the view that no individual or small group of individuals dominates the Board's decision-making processes. From time to time, the NC will review the appropriateness of the current Board size, taking into consideration the changes in the nature and scope of operations as well as the regulatory environment.

While the Independent Directors do not exercise management functions in the Group, they play an important role in ensuring that the strategies proposed by Management are fully discussed and rigorously examined. They also review the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.



# REPORT OF CORPORATE GOVERNANCE

The Company co-ordinates informal meeting sessions for the Independent Directors to meet on a need-basis without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, Board processes, succession planning as well as leadership development and the remuneration of the Executive Directors and key management personnel.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

**Principle 3: There is a clear division of responsibilities between the leadership of the Board and the Management, and no one individual has unfettered powers of decision-making.**

It is the Company's practice to keep the roles of the Chairman and Group CEO separate. By doing so, there is a clear division of responsibilities between the Chairman and the Group CEO, which will ensure a balance of power and authority, such that no individual or small group of individuals represents a considerable concentration of power. Keeping the two roles separate will also ensure increased accountability and greater capacity of the Board for decision-making. The Chairman and the Group CEO are not related to each other nor are they immediate family members.

The Group CEO and Executive Director, Ms. Leny Suparman, is responsible for the overall implementation and management of the Group's operations, business strategies and direction and corporate plans and policies.

Ms. Ong Chih Ching, the Executive Chairman and Executive Director, is primarily responsible for the effective workings of the Board. Other responsibilities of the Executive Chairman include:

- scheduling of meetings to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;
- setting meeting agendas in consultation with the Board;
- promoting a culture of openness and debate at the Board;
- ensuring that Board members receive complete, adequate and timely information;
- ensuring effective communication with shareholders;
- encouraging constructive relations within the Board and between the Board and Management;
- facilitating the effective contribution of Board members;
- promoting high standards of corporate governance for the Group; and
- formulation of the Group's vision and mission, strategic, direction and expansion plans.

The Company Secretary may be called to assist the Executive Chairman in any of the above. All major decisions made by the Board are subject to majority approval of the Board. The Board believes that there are adequate safeguards in place to ensure an appropriate balance of power and authority within the spirit of good corporate governance.

During FY2024, Mr. Ng Hin Lee as the Lead Independent Director co-ordinate and lead the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. He is the main liaison on Board issues between the Independent Directors and Executive Chairman. He is available to shareholders when they have concerns and for which contact through the normal channels of the Executive Chairman or the Management are inappropriate or inadequate.

The Independent Directors, led by the Lead Independent Director, meet amongst themselves without the presence of the other Directors, where necessary, and the Lead Independent Director will provide feedback to the Executive Chairman after such meetings.

# REPORT OF CORPORATE GOVERNANCE

## BOARD MEMBERSHIP

### **Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.**

The NC has been established with written terms of reference and currently comprises three (3) Directors, all of whom, including the Chairman, are independent. They are:

Mrs. Yu-Foo Yee Shoon	(Chairman)
Mr. Ng Hin Lee	(Member)
Mr. Jimmy Yim Wing Kuen	(Member)

The principal terms of reference of the NC are as follows:

- the review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the Group CEO and key management personnel;
- the process and criteria for evaluation of the performance of the Board, its Board Committees and Directors;
- the review of training and professional development programmes for the Board and its Directors;
- the appointment and re-appointment of Directors (including alternate Directors, if any);
- decide whether a Director is able to and has been adequately carrying out his/her duties as Director of the Company (in a case where the Director has multiple board representations);
- ensure that Directors submit themselves for re-nomination and re-election at regular intervals and at least once in every three (3) years; and
- determine on an annual basis, whether a Director is independent bearing in mind the salient factors set out in the Code.

The NC is responsible for the re-nomination of the Directors. In accordance with Rule 720(4) of the Catalist Rules, all Directors need to submit themselves for re-nomination and re-appointment at least once every three (3) years.

Regulation 112 of the Company's Constitution requires one-third of the Directors to retire from office at least once in every three (3) years at the Company's AGM and Regulation 117 of the Company's Constitution provides that each term of appointment of the Managing Director (or a person holding an equivalent position) shall not exceed five (5) years. Retiring Directors are eligible to offer themselves for re-election pursuant to Regulation 114.

The NC may recommend the appointment of any other qualified person as a Director to fill a vacancy or as an addition to the Board. Regulation 122(2) of the Company's Constitution provides that such Director so appointed shall hold office until the next AGM and shall be eligible for re-election.

In making recommendation for the purpose of re-nomination of these Directors, the NC has taken into consideration their overall contribution and performance. Each of the NC members had abstained from making any recommendation and/or participating in any deliberation of the NC in respect of the assessment of their individual performance or re-election/reappointment as Directors of the Company.

The NC has recommended to the Board, the re-election of Ms. Leny Suparman and Mr. Ng Hin Lee at the forthcoming AGM. The Board had accepted the NC's recommendation.

Mr. Ng Hin Lee, being a member of the NC, who is retiring at the AGM abstained from voting on the resolution in respect of his re-nomination and re-appointment as a Director.

Please refer to the section entitled "Additional Information on Directors Nominated for Re-election – Appendix 7F to the Catalist Rules" of this report as well as the "Board of Directors" section of this annual report for more information on the retiring Directors.

# REPORT OF CORPORATE GOVERNANCE

Particulars of the Directors such as their present and past five (5) years' directorships in other listed companies are set out below:

Name	Age	Appointment	Date of initial appointment	Date of last re-election/ re-appointment	Present Directorships in other listed companies	Past Directorships in other listed companies in the last five (5) preceding years
Ms. Ong Chih Ching	55	Executive Chairman and Executive Director	6 May 2014	31 July 2023	None	None
Ms. Leny Suparman	50	Group CEO and Executive Director	6 May 2014	23 September 2022	None	None
Mr. Ng Hin Lee	68	Lead Independent Director	15 January 2018	29 October 2021	FJ Benjamin Holdings Ltd.  GSH Corporation Limited  Innotek Limited	None
Mrs. Yu-Foo Yee Shoon	74	Independent Director	6 May 2014	31 July 2023	ARA Trust Management (Suntec) Limited  Singapura Finance Ltd.	None
Mr. Jimmy Yim Wing Kuen	65	Independent Director	1 July 2023	31 July 2023	None	Low Keng Huat (Singapore) Limited  Singapore Medical Group Limited

For the financial year under review, the NC has received the confirmation of independence from the Independent Directors, that they do not have any relationship as provided under the Provision 4.4 of the Code.

The NC is satisfied that Directors who have multiple board representations have devoted sufficient time and attention to the affairs of the Group. Their multiple board representations do not hinder their abilities to carry out their duties as Directors of the Company. Accordingly, the NC has decided not to fix a maximum number of listed company board representations which any Director may hold. The NC would continue to review from time to time the board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

There is no alternate Director being appointed to the Board. In its search, nomination and selection process for new Directors, the NC:

- identifies the competencies required to enable the Board to fulfil its responsibilities;
- seeks external assistance, if the need arises, by approaching relevant institutions such as the Singapore Institute of Directors, search companies or via public advertisements to search for suitable candidates. The search for suitable candidates could also be drawn from the contacts and network of the existing Directors and the Management;
- conducts formal interview of short-listed candidates to assess suitability and to ensure that the candidates are aware of the expectations and the level of commitment required of them; and
- makes recommendations to the Board for approval.

# REPORT OF CORPORATE GOVERNANCE

In considering whether an Independent Director who has served on the Board beyond nine (9) years is still independent, the Board has taken into consideration the following factors:

- the amount of experience and wealth of knowledge that the Independent Director brings to the Company;
- the attendance, active participation and ability to express his/her views independently at all times and present constructive challenges on issues, in the proceedings and decision-making process of the Board and Board Committee meetings;
- provision of continuity and stability to the Management at the Board level as the Independent Director has developed deep insight into the business of the Company;
- the qualifications of the Independent Director and his/her expertise, to provide reasonable checks and balances for the Management;
- the Independent Director has provided adequate attention and sufficient time has been devoted to the proceedings and business of the Company. He/She is adequately prepared, responsive and heavily involved in the discussions at the meeting; and
- the Independent Director provides overall guidance to Management and acts as a safeguard for the protection of Company's assets and shareholders' interests.

In this regard, the NC has conducted a rigorous review of the suitability of Mrs. Yu-Foo Yee Shoon being the Independent Director who has served on the Board beyond nine (9) years and has determined that Mrs. Yu-Foo Yee Shoon remains independent until the forthcoming AGM to be held on 31 July 2024. In addition, the NC is of the view that Mr. Ng Hin Lee and Mr. Jimmy Yim Wing Kuen are independent (as defined in the Code) and are able to exercise judgement on the corporate affairs of the Group independent of the Management.

## BOARD PERFORMANCE

### **Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual Directors.**

The Board's performance is reflected in the overall performance of the Group. Based on the recommendation of the NC, the Board has established processes and objective performance criteria for assessing the effectiveness of the Board as a whole, its Board Committees and for assessing the contribution of each individual Director.

The objective performance criteria will address how the Board has enhanced long-term shareholders' value. The selected performance criteria shall not be changed from year to year unless they are deemed necessary and the Board is able to justify the changes.

The NC is of the view that the primary objective of the assessment exercise is to create a platform for the Board members to encourage exchange of feedback on the Board's strengths and shortcomings with a view to strengthen the effectiveness of the Board as a whole. The criteria for assessment includes attendance record, intensity of participation at meetings, the quality of intervention and the value of contribution to the development of strategy, industry and business knowledge and the experience each Director possesses which are crucial to the Group's business.

The NC, having reviewed the overall performance of the Board in terms of its role and responsibilities, conduct of its affairs as a whole, effectiveness of the Board Committees and contribution by each individual Director for FY2024, is of the view that the performance of the Board as a whole, Board Committees and individual Director has been satisfactory. The NC is satisfied that sufficient time and attention has been given to the Group by the Directors. No external facilitator was used in the evaluation process.

Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his/her performance or renomination as Director.

# REPORT OF CORPORATE GOVERNANCE

## 2. REMUNERATION MATTERS

### PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

**Principle 6: The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and key management personnel. No Director is involved in deciding his or her own remuneration.**

The RC has been established with written terms of reference and currently comprises three (3) Directors, all of whom, including the Chairman, are independent. They are:

Mr. Jimmy Yim Wing Kuen	(Chairman)
Mr. Ng Hin Lee	(Member)
Mrs. Yu-Foo Yee Shoon	(Member)

The RC members are familiar with executive compensation matters as they are performing executive functions in the companies where they are employed and/or are holding directorships in other public listed companies.

It is a practice that the RC recommends to the Board a framework of remuneration for the Board and the key management personnel as well as specific remuneration packages for the Executive Chairman, Group CEO and Directors.

The recommendations will be submitted for endorsement by the Board. All aspects of remuneration, including but not limited to Directors' and key management personnel's fees, salaries, allowances, bonuses and benefit-in-kind will be covered by the RC.

Each member of the RC abstains from voting on any resolution, participating in any deliberation of the RC and making any recommendation in respect of his/her remuneration. No Director will be involved in determining his/her own remuneration.

The RC will be provided with access to expert professional advice on remuneration matters as and when necessary. The expenses of such services shall be borne by the Company. There were no remuneration consultants engaged by the Company in FY2024.

In reviewing the service agreements of the Executive Directors and employment contracts of the key management personnel of the Company, the RC will review the Company's obligations arising in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

### LEVEL AND MIX OF REMUNERATION

**Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.**

As a matter of the Company's practice, the remuneration packages for Executive Directors and key management personnel take into account the performance of the Group and the individual Executive Director and key management personnel. The Independent Directors receive remuneration in the form of Directors' fees in accordance with their level of contribution, taking into account factors such as effort and time spent, as well as the responsibilities of the Independent Directors. The Directors' fees are subject to shareholders' approval at the forthcoming AGM. The Company recognises the need to pay competitive fees to attract, motivate and retain Directors without being excessive and thereby maximise shareholders' value.

Directors' fees are reviewed and endorsed by the RC and recommended by the Board for shareholders' approval at an AGM. The RC has recommended to the Board the Directors' fees of S\$154,000 for the financial year ending 31 March 2025 ("FY2025") to be paid quarterly in arrears. The Directors' fees for FY2025 have taken into account the re-designation of Mr. Jimmy Yim Wing Kuen from Independent Director to Lead Independent Director. The proposed Directors' fees for FY2025 would be tabled at the forthcoming AGM for shareholders' approval.

No member of the RC is involved in deliberating and deciding in respect of any remuneration, compensation or any form of benefits to be granted to him. The Board concurred with the RC that the proposed Directors' fees for FY2025 is appropriate and not excessive, taking into consideration the level of contributions by the Directors and factors such as effort and time spent for serving on the Board and Board Committees as well as the responsibilities and obligations of the Directors.

# REPORT OF CORPORATE GOVERNANCE

The Company has entered into a service agreement with Ms. Ong Chih Ching and Ms. Leny Suparman. The service agreement for Ms. Ong Chih Ching and Ms. Leny Suparman that commenced on 6 May 2014, have been renewed for another three (3) years on 6 May 2017, 6 May 2020 and subsequently on 6 May 2023.

The Company does not have any employee share option scheme or share scheme.

The Company does not use contractual provisions to allow the Company 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 Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

## DISCLOSURE ON REMUNERATION

**Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.**

Executive Directors do not receive Directors' fees and are remunerated as members of the Management. Their remuneration package comprises a basic salary component and a variable component which is tied to the performance of the Group as a whole and their individual performance.

After careful consideration and taking into account the confidential and commercial sensitivities associated with remuneration matter and the highly competitive human resource environment in which the Group operates, the Board is of the view that notwithstanding the deviation from Provision 8.1 of the Code, the Company is transparent on its remuneration policies, which has been disclosed not only as part of compliance with Principle 8 but also in respect of Principle 7 of the Code. The Company has also disclosed the remuneration of each Director and key management personnel in remuneration bands with breakdown of the components of their remuneration, for transparency. Accordingly, the Board is of the view that the non-disclosure of the exact quantum of the remuneration of each Director and key management personnel will not be prejudicial to the interest of shareholders and complies with the intent of Provision 8.1 of the Code.

A breakdown showing the level and mix of each individual Director's remuneration in remuneration bands of S\$250,000 for FY2024 are set out as follows:

Name of Director	Fees %	Salary <sup>#</sup> %	Bonus %	Other Benefits <sup>@</sup> %	Total %
<b>S\$500,000 and above</b>					
Ms. Ong Chih Ching	-	100	-	-	100
Ms. Leny Suparman	-	100	-	-	100
<b>Below S\$250,000</b>					
Mr. Ng Hin Lee	100 <sup>*</sup>	-	-	-	100
Mrs. Yu-Foo Yee Shoon	100 <sup>*</sup>	-	-	-	100
Mr. Jimmy Yim Wing Kuen <sup>**</sup>	100 <sup>*</sup>	-	-	-	100
Dr. Ho Kah Leong @ Ho Kah Leung <sup>***</sup>	100 <sup>*</sup>	-	-	-	100

### Notes:

\* These fees were approved by the shareholders at the AGM held on 31 July 2023.

# Salary is inclusive of fixed allowance and CPF contributions.

@ Other benefits are inclusive of one-time allowance, incentives and dental allowance.

\*\* Mr. Jimmy Yim Wing Kuen was appointed as the Independent Director on 1 July 2023.

\*\*\* Dr. Ho Kah Leong @ Ho Kah Leung has retired as the Independent Director on 30 June 2023.

# REPORT OF CORPORATE GOVERNANCE

For FY2024, the Group has identified three (3) key management personnel. A breakdown, showing the level and mix of top key management personnel who are not Directors or the CEO of the Company for FY2024 are as follow:

Top 3 Key Management Personnel	Position
Ms. Joey Ong <sup>(1)</sup>	Chief Operating Officer of KOP Limited
Ms. Liane Ong	Managing Director of KOP Properties Pte. Ltd.
Mr. Joe Tan	Chief Financial Officer and Company Secretary of KOP Limited

**Notes:**

<sup>(1)</sup> Ms. Joey Ong is the sister of Ms. Ong Chih Ching, Executive Chairman and Executive Director of the Company.

Key Management Personnel	Salary <sup>#</sup> %	Bonus %	Other Benefits <sup>@</sup> %	Total %
<b>\$250,000 to below \$500,000</b>				
Ms. Joey Ong	100	-	-	100
Ms. Liane Ong	100	-	-	100
<b>Below \$250,000</b>				
Mr. Joe Tan	100	-	-	100

**Notes:**

<sup>#</sup> Salary is inclusive of fixed allowance and CPF contributions.

<sup>@</sup> Other benefits are inclusive of one-time allowance, incentives and dental allowance.

Save for the above disclosure, the Company does not have any employee who is an immediate family member of a Director or Group CEO whose remuneration in FY2024 exceeded S\$100,000.

The aggregate remuneration total amount paid to the Directors and the relevant key management personnel (who are not Directors or the Group CEO) for FY2024 is S\$1,540,000 and S\$765,000, respectively.

For FY2024, there were no terminations, retirement or post-employment benefits granted to Directors and relevant key management personnel.

### 3. ACCOUNTABILITY AND AUDIT

#### RISK MANAGEMENT AND INTERNAL CONTROLS

**Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.**

The Board believes in the importance of maintaining a sound system of internal controls to safeguard shareholders' investments and the Group's assets.

The Board acknowledges that it is responsible for maintaining a sound system of internal controls to safeguard shareholders' interests and maintain accountability of its assets but acknowledges that no cost-effective risk management and internal controls system will preclude all errors and irregularities. While no cost-effective internal control system can provide absolute assurance against loss or misstatement, the Group's internal controls and systems have been designed to provide reasonable assurance that assets are safeguarded, operational controls are in place, business risks are suitably protected, proper accounting records are maintained and financial information used within the business and for publication, are reasonable and accurate.

# REPORT OF CORPORATE GOVERNANCE

The Group has had in place an Enterprise Risk Management (“**ERM**”) Framework, which governs the risk management processes of the Group. Risk management capabilities and competencies are continuously enhanced through this Framework. The ERM Framework also enables the identification, prioritisation, assessment, management and monitoring of key risks and associated key controls in the Group’s businesses. Management quarterly reviews the Company’s business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Company’s policies and strategies. The ARC reviews the adequacy and effectiveness of the ERM Framework against leading practices in risk management and *vis-à-vis* the external and internal environments, which the Group operates.

Complementing the ERM framework is a Group-wide system of internal controls, which includes documented policies and procedures, proper segregation of duties, approval procedures and authorisations, as well as checks-and-balances built into the business processes. In addition to ensuring that internal controls and risk management processes are adequate and effective, the ARC is assisted by various independent professional service providers. The external auditors provided assurance over the risk of material misstatements in the Group’s financial statements. The internal auditors conducted audit reviews based on the approved internal audit plans. All audit reports detailing audit findings and recommendations are provided to Management who timely respond to actions to be taken. The ARC monitors closely and timely to ensure proper implementation of the required corrective action plans are undertaken by the Management.

The internal auditors carried out internal audit on the system of internal controls and reported their findings to the ARC. The external auditors have also carried out, in the course of their statutory audit, an understanding of the key internal controls assessed to be relevant to the audit. In this respect, the ARC has reviewed the findings of both the internal and external auditors and will ensure that the Group follows up on the auditors’ recommendations raised during the audit process.

The Board and ARC have received assurance from the Group CEO and Chief Financial Officer (“**CFO**”) that the Group’s risk management systems and internal control systems in place is adequate and effective in addressing the material risks in the Group including that the Group’s financial records have been properly maintained and the financial statements for FY2024 give a true and fair view of the Group’s business operations and finances.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by the Management, the Board and the various Board Committees, the Board, with concurrence of the ARC, is of the opinion that the system of internal controls and risk management maintained by the Group is adequate and effective in addressing the financial, operational, compliance and information technology risks of the Group for FY2024.

## AUDIT AND RISK COMMITTEE

### **Principle 10: The Board has an Audit and Risk Committee which discharges its duties objectively.**

The ARC has been established with written terms of reference and currently comprises three (3) Directors, all of whom, including the Chairman, are independent. They are:

Mr. Ng Hin Lee	(Chairman)
Mrs. Yu-Foo Yee Shoon	(Member)
Mr. Jimmy Yim Wing Kuen	(Member)

Mr. Ng Hin Lee, the Lead Independent Director of the Company, currently chairs the ARC. The ARC met four (4) times in FY2024. It performs the following functions:

- reviews the Group’s quarterly and full year results announcements;
- reviews the assurance from the Group CEO and the CFO on the financial records and financial statements;
- reviews the audit plans and reports of the external auditors and to consider the effectiveness of the actions taken by the Management on the external auditors’ recommendations;
- appraises and reports to the Board on the audits undertaken by the external auditors, the adequacy of disclosure of information;
- reviews the adequacy of the Group’s internal financial, operational and compliance controls, and risk management policies and systems established by the Management annually;



# REPORT OF CORPORATE GOVERNANCE

- reviews the assistance and co-operation given by the Management to the external auditors;
- discusses problems and concerns, if any, arising from the interim and final audits;
- nominates external auditors for re-appointment;
- reviews interested person transactions, as defined in the Catalist Rules; and
- reviews the effectiveness of the Company's internal audit function and considers the appointment and re-appointment of the internal auditors.

The ARC considered the report from the external auditors, including their findings on the key audit matters.

In assessing the key audit matters, the ARC took into consideration the approach, methodology and the key assumptions applied in the review of valuation reports and the assessment on the going concern assumption. The ARC concluded that Management's accounting treatment and estimates in the key audit matters were appropriate.

The ARC also reviewed the assumptions made in the Group's budget and evaluated the Management financing's plan and satisfied that the Company and the Group have adequate resources to fulfil their obligation and will continue operations as going concern.

The Board is of the view that all members of the ARC have the requisite financial management expertise and experience to discharge its responsibilities.

The ARC has explicit authority to investigate any matter within its terms of reference and has full access to and co-operation by the Management. It also has full discretion to invite any Director or Executive Officer to attend its meetings and reasonable resources to enable it to discharge its functions properly.

The ARC had evaluated the performance of the external auditors as well as the resolution for re-appointment of the external auditors based on the Audit Quality Indicators relating to external auditors, adequacy of the resources, experience and competence of the external auditors, taking into account the experience of the team and partner.

The ARC reviews the independence of the external auditors annually. The ARC has conducted an annual review of all non-audit services, if any, provided by the external auditors to the Group, and are satisfied that the nature and extent of such services would not affect the independence of the external auditors. UHY Lee Seng Chan & Co has confirmed that they are public accounting firm registered with the ACRA and provided a confirmation on their independence to the ARC.

The Company has paid the following aggregate amount of fees to UHY Lee Seng Chan & Co and its members, for services rendered in FY2024:

<b>Services</b>	<b>Amount (S\$'000)</b>
Audit service	153
Non-audit service – Audit of the project account of Dalvey Breeze Development Pte. Ltd., under the Housing Developers Rules (Project Account)	1
<b>Total</b>	<b>154</b>

The ARC recommends to the Board on the proposals to shareholders on the appointment, re-appointment and removal of the external auditors and approving the remuneration of the external auditors.

For the audit of the current financial year ending 31 March 2025, the ARC has recommended to the Board, and the Board has accepted the appointment of Moore Stephens LLP in place of the retirement of the existing external auditors, UHY Lee Seng Chan & Co as the Group's external auditors, subject to the shareholders' approval at the forthcoming AGM. Further information on the proposed change of external auditors is out in the Appendix dated 16 July 2024.

The ARC also meets with the external auditors and internal auditors at least once a year, without the presence of the Management, to review the Management's level of co-operation and other matters that warrants the ARC's attention. The ARC has met with the external auditors and the internal auditors without the presence of the Management during FY2024.

# REPORT OF CORPORATE GOVERNANCE

The Company confirms that it has complied with Rule 712 and Rule 715 of the Catalist Rules in relation to the external auditors.

The Company has adopted a whistle-blowing policy which serves to provide employees with well-defined and assessable channels within the Group for reporting possible improprieties in financial reporting or other matters in confidence. All reports/complaints including the identity of the complainant will be treated as private and strictly confidential. The members will then report to the Chairman of the ARC. The whistle-blowing procedures are clearly communicated to employees. The ARC is responsible for oversight and monitoring of whistleblowing. There were no reports received by the ARC through the Company's whistle-blowing mechanism during FY2024.

The ARC is kept updated annually or from time to time on any changes to the accounting and financial reporting standards by the external auditors. No former partner or director of the Company's existing auditing firm or auditing corporation: (a) within a period of two (2) years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

## INTERNAL AUDIT FUNCTION

The Company has outsourced the internal audit function to a qualified public accounting firm ("IA"). Currently, the Company has engaged Baker Tilly Consultancy (Singapore) Pte. Ltd. ("**Baker Tilly**") as its IA to provide internal audit services in accordance with its internal audit plan.

The IA is a member of the Institute of Internal Auditors Singapore ("**IIA**"), a professional internal auditing body affiliated to the Institute of Internal Auditors. The audit work carried out is guided by the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the IIA. The IA continues to meet or exceed the IIA Standards in all key aspects. Baker Tilly has confirmed their independence to the ARC.

The IA reviews the effectiveness of key internal controls, including financial, operational and compliance controls for selected scope of review annually, as approved by the ARC. Procedures are in place for the IA to report independently on their findings and recommendations to the ARC for review.

The ARC reviews and approves the appointment, removal, termination, evaluation and compensation of its outsourced IA. The IA has unrestricted direct access to the ARC and reports to the ARC. The IA also has unfettered access to all the Company's documents, records, properties and personnel. The IA plans its scope of internal audit work during FY2024 in consultation with the ARC, and submitted its annual audit plan to the ARC for approval.

The ARC has reviewed the effectiveness of the IA and is satisfied that the IA (i) is independent, (ii) has adequate resources to perform its function effectively, and (iii) is staffed by suitably qualified and experienced professionals with the relevant experience.

The ARC reviews the independence, adequacy and effectiveness of the internal audit function of the Company annually.

## 4. SHAREHOLDER RIGHTS AND ENGAGEMENT

### SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

**Principle 11: The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.**

In line with the continuous obligations of the Company under the Catalist Rules and the Companies Act 1967, the Board's policy is that all shareholders should equally and on a timely basis be informed of all major developments that impact the Group via SGXNET.

The Company's AGMs are the principal forums for dialogue with shareholders. Shareholders are encouraged to attend the Company's general meetings to ensure a high level of accountability and to stay apprised of the Group's strategies and growth plans. Shareholders are informed of general meetings through the announcement released to the SGXNET and notices contained in the annual report or circulars sent to all shareholders. The notices of the general meetings are also advertised in a national newspaper and announced via the SGXNET. Resolutions tabled at general meetings are passed through a process of voting by poll which procedures are clearly explained by the scrutineers at such general meetings.

# REPORT OF CORPORATE GOVERNANCE

All shareholders are entitled to attend the general meetings and are provided the opportunity to pose questions and participate in the general meetings to the Directors or the Management. The shareholders are also informed on the voting procedures at the general meetings. If any shareholder is unable to attend, he/she (who is not a relevant intermediary) is allowed to appoint up to two (2) proxies to vote on his/her behalf at the general meetings through proxy forms sent in advance.

Each item of special business included in the notice of the general meetings is accompanied, where appropriate, by an explanation for the proposed resolution. Separate resolutions are proposed for each separate and distinct issue at general meetings.

All Directors including chairman of the Board and Board Committees are normally present at the general meetings to answer questions relating to matters that are overseen by these Board Committees. The external auditors are present to assist the Board in addressing any relevant queries raised by the shareholders about the conduct of audit and the preparation and content of the auditors' report. The attendance of the Directors at general meetings held during the financial year is disclosed in the annual report on page 12.

The Company conducted poll voting for all its general meetings since 2013. To accord the full voting rights of shareholders, the Company will continue to put all resolutions to vote by poll at the forthcoming AGM. The poll voting procedures are clearly explained by the scrutineers at such general meeting.

The Company's last AGM for the financial year ended 31 March 2023 ("**2023 AGM**") was held physically on 31 July 2023. In line with the sustainability efforts of the Company, the annual report for FY2024 will be sent to shareholders by electronic means via publication on the Company's corporate website at <http://www.koplimited.com> and is also made available on SGXNET at <https://www.sgx.com/securities/company-announcements>. Printed copies of the notice of AGM will also be sent by post to the shareholders. The notice of AGM will also be published in the newspaper.

For FY2024, the forthcoming AGM to be held in respect of FY2024 will be convened and held physically, the details of which are set out in the notice of AGM. Shareholders will be able to raise questions and vote in person at the AGM.

The Company prepares minutes or notes of general meetings, which include substantial comments or queries from shareholders relating to the agendas of the meetings and responses from the Board and the Management. These minutes or notes are available for the inspection of shareholders upon their request. The Company will also publish the minutes of general meetings of shareholders on both the SGX website via SGXNET and the Company's corporate website within one (1) month after the date of the AGM.

The Company's Constitution does not include the nominee or custodial services to appoint more than two (2) proxies. Voting by absentia by mail, facsimile or email is currently not provided in the Company's Constitution as such voting methods would need to be cautiously studied for its feasibility to ensure that the integrity of the information and the authenticity of the shareholder's identity is not compromised.

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.

The Company's Constitution also provides that shareholders who are entitled to attend and vote at the AGM, are entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be deposited at the place specified in the notice of the general meetings not less than seventy-two (72) hours before the time appointed for holding the general meetings.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. No dividends will be paid in respect of FY2024 as the Company has deemed it more appropriate to retain the cash in the Group for its future growth.

# REPORT OF CORPORATE GOVERNANCE

## ENGAGEMENT WITH SHAREHOLDERS

**Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.**

The Company believes in regular and timely communication with shareholders as part of its organisational development to build systems and procedures.

Information is disseminated to shareholders on a timely and non-selective basis through:

- annual reports that are prepared and issued to all shareholders within the mandatory period;
- public announcements via the SGXNET;
- press releases; and
- the Company's corporate website at <http://www.koplimited.com> which the shareholders can access information on the Group.

The Company does not have an investor relations policy in place and does not practise selective disclosure. Price sensitive information is first publicly released through SGXNET, even before the Company meets with any investors or analysts. All shareholders of the Company will be able to access the annual report through the SGX website and at the Company's corporate website at <http://www.koplimited.com>. They will also receive the notice of AGM including the proxy form by post and published in the newspaper within the mandatory period.

By supplying shareholders with reliable and timely information, the Company is able to strengthen the relationship with its shareholders based on trust and accessibility. The Company's corporate website at which the shareholders can access financial information, corporate announcements, press releases, annual reports and profile of the Group.

## 5. MANAGING STAKEHOLDERS RELATIONSHIPS

### ENGAGEMENT WITH STAKEHOLDERS

**Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.**

The Company acknowledges the importance of establishing effective communication among its stakeholders through regular engagement and various communication platforms to achieve mutually beneficial goals. Ongoing communication with stakeholders is an integral part of the Company's day-to-day operations.

The Company has identified four (4) stakeholders' groups, namely, investors and shareholders, employees, customers and guests and government and regulators, who are able to impact the Group's business and operations. The Company's approach to the engagement with key stakeholders and materiality assessment were disclosed in the Company's Sustainability Report for FY2024, where the Company would continue to monitor and improve to ensure the best interest of the Company.

The Company maintains a corporate website at <http://www.koplimited.com> to communicate and engage with stakeholders. The Company's financial information, corporate announcements, press releases, annual reports and profile of the Group can be accessed through the Company's corporate website.

## 6. DEALINGS IN SECURITIES

In compliance with Rule 1204(19) of the Catalist Rules, the Company has adopted policies to provide guidance to its Directors and officers on dealings in the Company's securities.

The Company prohibits its Directors and officers from dealing in the Company's shares on short-term considerations or when they are in possession of unpublished price-sensitive information. The Directors and officers are also not allowed to deal in the Company's shares during the period commencing two (2) weeks before the announcement of the Company's financial results for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full-year financial results, and ending on the date of the announcement of the relevant results.

# REPORT OF CORPORATE GOVERNANCE

## 7. INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy in respect of any transactions with interested persons which sets out the procedures for review and approval of such transactions.

All interested person transactions will be documented and submitted on a quarterly basis to the ARC for their review to ensure that such transactions are carried out at arm's length basis and on normal commercial terms and are not prejudicial to the Company and its minority shareholders.

The interested person transactions during FY2024 are as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) S\$'000
<b>Scotts Spazio Pte. Ltd.</b> Management fee income	(200)	-
<b>KOP Group Pte. Ltd.</b> Interest expense	100	-
<b>Success Kensington Limited</b> Recharge of expenses	(576)	-

## 8. NON-SPONSOR FEE

In accordance with Rule 1204(21) of the Catalist Rules, there was no non-sponsor fee paid to the Company's Sponsor, RHT Capital Pte. Ltd. in FY2024.

## 9. MATERIAL CONTRACTS AND LOANS

Except as disclosed in the financial statements, the Company confirmed that there were no other material contracts and loans of the Company and its subsidiaries involving the interests of the Executive Director or any Director or controlling shareholder, either still subsisting at the end of FY2024 or if not then subsisting, which were entered into since the end of the previous financial year.

## 10. SUMMARY OF FY2024 SUSTAINABILITY REPORT

The FY2024 Sustainability Report is the Group's seventh year in publishing its sustainability report publicly, covering the Group's performance, initiatives and impact of its operations in the aspects of Economic, Environmental, Social and Governance ("EESG"). All data and activities reported were from 1 April 2023 to 31 March 2024 unless stated otherwise.

In FY2024, we have maintained our focus in the EESG performance of our hospitality business which includes properties in Indonesia – Montigo Resorts in Nongsa and Seminyak. We have excluded Montigo Resorts in Somerset due to challenges in the data collection in its first year of operation. Through this report, the Group would like to share its commitment in managing the impact of key EESG issues with its various stakeholders, which include employees, shareholders, business partners, customers and the community.

# REPORT OF CORPORATE GOVERNANCE

## PARTICULARS OF DIRECTORS PURSUANT TO THE CODE OF CORPORATE GOVERNANCE

Name of Director	Board Appointment Executive/ Non-Executive	Board Committees as Chairman or Member	Directorships in other listed companies and principal commitment	Past directorships in other listed companies and principal commitment over the preceding five (5) years
Ms. Ong Chih Ching	Executive Chairman and Executive Director	Board Member	Director of: <ul style="list-style-type: none"> <li>● Chilen Investments Pte. Ltd.</li> <li>● Dalvey Breeze Pte. Ltd.</li> <li>● Gramercy Properties Pte. Ltd.</li> <li>● Hayden Properties Pte. Ltd.</li> <li>● Hesed Kensington Pte. Ltd. (alternate director)</li> <li>● KOP Group Pte. Ltd.</li> <li>● KOP Management Services Pte. Ltd.</li> <li>● KOP Properties Pte. Ltd.</li> <li>● KOP-Scotts Pte. Ltd.</li> <li>● Montigo Nongsa Pte. Ltd.</li> <li>● Montigo Resorts Pte. Ltd.</li> <li>● Royce Properties Pte. Ltd.</li> <li>● Scotts Spazio Pte. Ltd.</li> <li>● Wintastar Concepts Pte. Ltd.</li> <li>● Wintastar Holdings Pte. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>● Aqua Voyage Pte Ltd</li> <li>● B3 Pte. Ltd.</li> <li>● Bezel Pte. Ltd.</li> <li>● Bezel Singapore Pte. Ltd.</li> <li>● Franklyn Hotels &amp; Resorts Pte Ltd</li> <li>● KOP Hotels &amp; Resorts Pte Ltd</li> <li>● KOP Northern Lights Pte. Ltd.</li> <li>● KOP Properties Shanghai Operation and Management Pte. Ltd.</li> <li>● Montigo Resorts Kazakhstan Pte. Ltd.</li> <li>● Movements Pte. Ltd.</li> <li>● Scorpio East Entertainment Pte. Ltd.</li> <li>● Scorpio East Pictures Pte. Ltd.</li> <li>● Scorpio East Productions Pte. Ltd.</li> <li>● The Cranley Hotel (IOM) Limited</li> <li>● Wintastar Real Estate Pte. Ltd.</li> </ul>
Ms. Leny Suparman	Group CEO and Executive Director	Board Member	Director of: <ul style="list-style-type: none"> <li>● Chilen Investments Pte. Ltd.</li> <li>● Dalvey Breeze Development Pte. Ltd.</li> <li>● Dalvey Breeze Pte. Ltd.</li> <li>● Epic Land Pte. Ltd.</li> <li>● Gramercy Properties Pte. Ltd.</li> <li>● Hayden Properties Pte. Ltd.</li> <li>● Hesed Kensington Pte. Ltd.</li> <li>● KOP Group Pte. Ltd.</li> <li>● KOP Management Services Pte. Ltd.</li> <li>● KOP Properties Pte. Ltd.</li> <li>● KOP-Scotts Pte. Ltd.</li> <li>● Montigo Nongsa Pte. Ltd.</li> <li>● Montigo Resorts Pte. Ltd.</li> <li>● P.T. Montigo Seminyak</li> <li>● P.T. Teguh Cipta Pratama</li> <li>● Royce Properties Pte. Ltd.</li> <li>● Wintastar Concepts Pte. Ltd.</li> <li>● Wintastar Holdings Pte. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>● Aqua Voyage Pte. Ltd.</li> <li>● B3 Pte. Ltd.</li> <li>● Bezel Pte. Ltd.</li> <li>● Bezel Singapore Pte. Ltd.</li> <li>● Epic Land (01) Pte. Ltd.</li> <li>● Epic Land (11-2) Pte. Ltd.</li> <li>● Epic Land (16-1) Pte. Ltd.</li> <li>● Epic Land (19-1) Pte. Ltd.</li> <li>● Epic Land (20) Pte. Ltd.</li> <li>● Epic Land (25) Pte. Ltd.</li> <li>● Epic Land (26) Pte. Ltd.</li> <li>● Epic Land (27) Pte. Ltd.</li> <li>● Franklyn Hotels &amp; Resorts Pte. Ltd.</li> <li>● KOP Hotels &amp; Resorts Pte. Ltd.</li> <li>● KOP Northern Lights Pte. Ltd.</li> <li>● KOP Properties Shanghai Operation and Management Pte. Ltd.</li> <li>● Montigo Hospitality (Shanghai) Co., Ltd.</li> <li>● Montigo Resorts Kazakhstan Pte. Ltd.</li> <li>● Movements Pte. Ltd.</li> <li>● Scorpio East Entertainment Pte. Ltd.</li> <li>● Scorpio East Pictures Pte. Ltd.</li> <li>● Scorpio East Productions Pte. Ltd.</li> <li>● The Cranley Hotel (IOM) Limited</li> <li>● Wintastar Real Estate Pte. Ltd.</li> </ul>

# REPORT OF CORPORATE GOVERNANCE

Name of Director	Board Appointment Executive/ Non-Executive	Board Committees as Chairman or Member	Directorships in other listed companies and principal commitment	Past directorships in other listed companies and principal commitment over the preceding five (5) years
Mr. Ng Hin Lee	Lead Independent Director	Board Member, Chairman of Audit and Risk Committee, Member of Nominating Committee and Remuneration Committee	<p>Independent Director of:</p> <ul style="list-style-type: none"> <li>FJ Benjamin Holdings Ltd.</li> <li>GSH Corporation Limited</li> <li>Innotek Limited</li> </ul> <p>Director of:</p> <ul style="list-style-type: none"> <li>Ding Yi Music Company Ltd.</li> <li>Durian Master Pte. Ltd.</li> <li>Jiaxing Shi Cheng Hotel Management Co., Ltd.</li> <li>Leading Dragon Corporation Ltd.</li> <li>Qingdao Timi Supply Chain Co., Ltd.</li> <li>Tianjin Junhe Industrial Co., Ltd.</li> </ul>	Nil
Mrs. Yu-Foo Yee Shoon	Independent Director	Board Member, Chairman of Nominating Committee, Member of Audit and Risk Committee and Remuneration Committee	<p>Independent Director of:</p> <ul style="list-style-type: none"> <li>ARA Trust Management (Suntec) Limited</li> </ul> <p>Non-Independent Non-Executive Chairman of:</p> <ul style="list-style-type: none"> <li>Singapura Finance Ltd.</li> </ul> <p>Advisor of:</p> <ul style="list-style-type: none"> <li>Dimensions International College Pte. Ltd.</li> <li>Nuri Holdings (S) Pte. Ltd.</li> <li>Heartware Network</li> <li>Singapore China Friendship Association Women's Alliance</li> </ul> <p>Other commitments:</p> <ul style="list-style-type: none"> <li>Sponsorship Committee Member of Trailblazer Chan Chiew Ping Fund</li> <li>Member of Executive Council of Hainan University, China</li> <li>Justices of the Peace; Marriage Solemnizer; Board of Visiting Justices &amp; Board of Inspection, MHA Home Team</li> </ul>	<p>Senior Advisor of:</p> <ul style="list-style-type: none"> <li>Elomart Pte. Ltd.</li> </ul> <p>Chairman of:</p> <ul style="list-style-type: none"> <li>Publicity and Outreach Committee for the Lee Kuan Yew Fund for Bilingualism</li> <li>Traditional Chinese Medicine Practitioners Board</li> </ul> <p>Director of:</p> <ul style="list-style-type: none"> <li>ED+ Pte. Ltd.</li> <li>Summer Hotel Holdings (Singapore) Pte. Ltd.</li> </ul>
Mr. Jimmy Yim Wing Kuen	Independent Director	Board Member, Chairman of Remuneration Committee, Member of Audit and Risk Committee and Nominating Committee	<p>Director of:</p> <ul style="list-style-type: none"> <li>Vanda Global Capital Pte. Ltd.</li> </ul> <p>Director and Chairman of:</p> <ul style="list-style-type: none"> <li>Drew &amp; Napier LLC</li> </ul>	<p>Independent Director of:</p> <ul style="list-style-type: none"> <li>Low Keng Huat (Singapore) Limited</li> <li>Singapore Medical Group Limited</li> </ul>

# REPORT OF CORPORATE GOVERNANCE

## ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F TO THE CATALIST RULES

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F of the Catalist Rules for the Directors who are retiring and being eligible, offer themselves for re-election at the forthcoming AGM is set out below:

Details	Name of Director	
	Ms. Leny Suparman	Mr. Ng Hin Lee
Date of Appointment	6 May 2014	15 January 2018
Date of last re-appointment (if applicable)	23 September 2022	29 October 2021
Age	50	68
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Ms. Leny Suparman was recommended by the NC and the Board has accepted the recommendation after taking into consideration, Ms. Leny Suparman's performance as the Group CEO and Executive Director.	The re-election of Mr. Ng Hin Lee was recommended by the NC and the Board has accepted the recommendation, after taking into consideration, Mr. Ng Hin Lee's qualifications, experience, and overall contribution since he was appointed as a Director of the Company.  The Board considers Mr. Ng Hin Lee to be independent for the purpose of Rule 704(6) of the Catalist Rules.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Group CEO and Executive Director	Lead Independent Director, Chairman of Audit and Risk Committee and member of Nominating Committee and Remuneration Committee
Professional qualifications	Bachelor of Science in Business from the Indiana University Bloomington, Indiana, United States of America	Bachelor of Accountancy degree from the University of Singapore  Fellow Member of the Institute of Singapore Chartered Accountants
Working experience and occupation(s) during the past ten (10) years	<ul style="list-style-type: none"> <li>Chief Executive Officer of KOP Properties Pte. Ltd. from August 2010 to May 2014.</li> <li>Group Chief Executive Officer and Executive Director of KOP Limited since May 2014.</li> </ul>	<ul style="list-style-type: none"> <li>Director of Lock+Store (Ayer Rajah) Pte. Ltd. from May 2013 to July 2014</li> <li>Director of Lock+Store (Chai Chee) Pte. Ltd. from January 2013 to July 2014</li> <li>Director of Lock+Store (Tanjong Pagar) Pte. Ltd. from January 2013 to July 2014</li> <li>Director of Postea Asia Pacific Pte. Ltd. from August 2009 to September 2014</li> <li>Director of Singapore Post Enterprise Pte. Ltd. from July 2009 to July 2014</li> <li>Group Chief Financial Officer of Singapore Post Limited from January 2006 to July 2014</li> </ul>



# REPORT OF CORPORATE GOVERNANCE

Details	Name of Director	
	Ms. Leny Suparman	Mr. Ng Hin Lee
		<ul style="list-style-type: none"> <li>• Independent Director and Audit Committee Chairman of FJ Benjamin Holdings Ltd. since July 2014</li> <li>• Director and Co-Founder of Jiaxing Shi Cheng Hotel Management Co., Ltd. since August 2014</li> <li>• Director of Leading Dragon Corporation Ltd. since August 2014</li> <li>• Director of Durian Master Pte. Ltd. since February 2017</li> <li>• Director of Tianjin Junhe Industrial Co., Ltd. since November 2017</li> <li>• Director of Qingdao Timi Supply Chain Co., Ltd. since April 2019</li> <li>• Director of Ding Yi Music Company Ltd. since November 2020</li> <li>• Independent Director of GSH Corporation Limited since May 2022</li> <li>• Independent Director of Innotek Limited since April 2024</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries	Refer to Directors' Statement and Statistics of Shareholdings of this annual report	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships	Please refer to Ms. Leny Suparman's particulars on page 28 of this annual report.	Please refer to Mr. Ng Hin Lee's particulars on page 29 of this annual report.

# REPORT OF CORPORATE GOVERNANCE

Details	Name of Director	
	Ms. Leny Suparman	Mr. Ng Hin Lee
<b>The general statutory disclosures of the Directors are as follows:</b>		
a. Whether at any time during the last ten (10) years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b. Whether at any time during the last ten (10) years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c. Whether there is any unsatisfied judgment against him?	No	No
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

# REPORT OF CORPORATE GOVERNANCE

Details		Name of Director	
		Ms. Leny Suparman	Mr. Ng Hin Lee
f.	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g.	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h.	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i.	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
j.	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—		
	i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No

# REPORT OF CORPORATE GOVERNANCE

Details		Name of Director	
		Ms. Leny Suparman	Mr. Ng Hin Lee
	ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
	iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
k.	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of an issuer listed on the Exchange?		Not applicable. This is a re-election of a Director.	
If yes, please provide details of prior experience.			
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.			

# DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited consolidated financial statements of KOP Limited (the “Company”) and its subsidiaries (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 March 2024.

## Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement, based on the factors as described in Note 2.1 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

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

Ong Chih Ching  
Leny Suparman  
Ng Hin Lee  
Yu-Foo Yee Shoon  
Jimmy Yim Wing Kuen

## Arrangements to enable directors to acquire shares and debentures

Except as disclosed in this statement, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the 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.

# DIRECTORS' STATEMENT

## Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings, required to be kept under Section 164 of the Singapore Companies Act 1967 (the "Act"), an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries), as stated below:

Name of directors	Direct interest			Deemed interest		
	At the beginning of financial year	At the end of financial year	At 21 April 2024	At the beginning of financial year	At the end of financial year	At 21 April 2024
<b>Ordinary shares of the Company</b>						
Ong Chih Ching <sup>(1)(2)</sup>	1,569,100	1,569,100	1,569,100	495,442,143	496,127,543	496,127,543
Leny Suparman <sup>(1)(3)</sup>	1,800,000	1,942,700	2,332,100	459,257,142	459,257,142	459,257,142
Yu-Foo Yee Shoon	540,000	540,000	540,000	-	-	-

<sup>(1)</sup> By virtue of Section 7 of the Act, Ms. Ong Chih Ching and Ms. Leny Suparman are deemed to have an interest in the subsidiaries and associate of the Company.

<sup>(2)</sup> By virtue of Section 7 of the Act, Ms. Ong Chih Ching is deemed to have an interest in 496,127,543 (2023: 495,442,143) shares which comprises (i) 428,571,428 (2023: 428,571,428) shares held through KOP Group Pte. Ltd. and, (ii) 67,556,115 (2023: 66,870,715) shares held through OCBC Securities Private Limited.

<sup>(3)</sup> By virtue of Section 7 of the Act, Ms. Leny Suparman is deemed to have an interest in 459,257,142 (2023: 459,257,142) shares which comprises (i) 428,571,428 (2023: 428,571,428) shares held through KOP Group Pte. Ltd. and (ii) 30,685,714 (2023: 30,685,714) shares held through DBS Nominees (Private) Limited.

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

## Share options

### (a) Options to take up unissued shares

During the financial year, no options to take up unissued shares of the Company or any corporations in the Group were granted.

### (b) Options exercised

During the financial year, there were no shares of the Company or any corporations in the Group issued by virtue of the exercise of options to take up unissued shares.

### (c) Unissued shares under option

At the end of the financial year, there were no unissued shares of the Company or any corporations in the Group under option.

# DIRECTORS' STATEMENT

## **Audit and Risk Committee (“ARC”)**

As at the date of this statement, the members of the ARC are as follows:

Ng Hin Lee	Chairman and Lead Independent Director
Yu-Foo Yee Shoon	Independent Director
Jimmy Yim Wing Kuen	Independent Director

All ARC members are Non-Executive Independent Directors.

The ARC has met four (4) times since the last Annual General Meeting and has reviewed the following, where relevant, with the executive directors, external and internal auditors of the Company:

- the audit plans and results of the external auditor’s examination of the financial statements and the internal auditor’s evaluation of the Group’s system of internal accounting controls;
- the Group’s financial and operating results and accounting policies;
- the financial statements of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditor’s report on those financial statements;
- the quarterly, half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;
- the co-operation and assistance given by the management to the Group’s external auditor; and
- the re-appointment of the external auditors of the Group and their independence.

The ARC has full access to and has the co-operation of the management and has been given the resources required for it to discharge its functions properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the ARC.

The ARC also undertakes the additional roles and responsibilities of assisting the Board in reviewing the adequacy and effectiveness of the Group’s risk management and internal control system.

Further details regarding the ARC are disclosed in the Report of Corporate Governance.

## **Auditor**

UHY Lee Seng Chan & Co, will not be seeking re-appointment at the forthcoming annual general meeting of the Company. Moore Stephens LLP has expressed its willingness to accept appointment as auditor of the Company for the financial year ending 31 March 2025.

On behalf of the Board of Directors,

Ong Chih Ching  
Director

15 July 2024

Leny Suparman  
Director

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Report on the Audit of the Financial Statements

### Qualified Opinion

We have audited the financial statements of KOP Limited (the "Company") and its subsidiaries (the "Group"), which comprise the balance sheets of the Group and the Company as at 31 March 2024, the statements of changes in equity of the Group and the Company and the consolidated statement of profit or loss and other comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section of our report, the accompanying consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

### Basis for Qualified Opinion

#### 1) Opening balances

In our independent Auditor's Report dated 14 July 2023, we expressed a qualified opinion on the financial statements for the financial year ended 31 March 2023. The basis for our qualified opinion is disclosed in Note 36 to the accompanying financial statements.

In view of the matters described in the basis for qualified opinion section on the financial statements for the financial year ended 31 March 2023, we were unable to determine whether the opening balances as at 1 April 2023 are fairly stated.

Since the opening balances as at 1 April 2023 are entered into the determination of the financial position of the Group and of the Company as at 31 March 2024, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year ended 31 March 2024, we were unable to determine whether adjustments, if any, might have been found to be necessary in respect of the Group's financial statements for the financial year ended 31 March 2024.

Our opinion on the current financial year's financial statements of the Group is also modified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures.

#### 2) Inability to ascertain the existence and completeness of liabilities of a subsidiary, KOP Properties (HK) Limited ("KOPP HK")

As at 31 March 2024, included in trade and other payables is an amount of \$2,042,000 (2023: \$2,012,000) (collectively, the liabilities) that were recorded by KOPP HK and were brought forward from prior financial years.

Of this amount, \$2,013,000 (2023: \$1,983,000) comprises advances from non-controlling shareholder whilst the remaining \$29,000 (2023: \$29,000) is amount owing to a director of KOPP HK (Note 22).

As announced by the Company on 13 May 2016, certain subsidiaries and the Company's directors received a Writ of Summons for alleged breach of duties in relation to a collaboration agreement entered into between a subsidiary and a non-controlling shareholder of KOPP HK. In 2019, the Company received a judgement that the judge dismissed all claims against the Company's directors and certain subsidiaries. Thereafter, the non-controlling shareholder filed an appeal, but the Court of Appeal dismissed the appeal made against the Company's directors and certain subsidiaries on 18 February 2020.

Arising from the above, notwithstanding that KOPP HK has been dormant since 2015 as represented by management, management is unable to obtain up-to-date financial information of KOPP HK as the Group does not have access to the financial records subsequent to the receipt of Writ of Summons from the non-controlling shareholder in 2016. As a result, the latest available unaudited management accounts of KOPP HK as at 30 November 2015 have been included in the preparation of the Group's consolidated financial statements as at 31 March 2024. This has been the practice since the financial year ended 31 March 2016.

In order to ascertain the existence and completeness of the liabilities, we have attempted to circularise these payables to the parties concerned but was unable to obtain the authorised signatory from the sole director of KOPP HK to allow us to circularise as the sole director is not contactable. This was brought to the attention of the Board and Audit and Risk Committee during our audit. Subsequent to the end of the reporting period, on 11 July 2024, management informed that the Group has disposed of this indirect 51%-owned subsidiary to an unrelated third party for a nominal consideration of HK\$1 [Note 37(iv)]. We are unable to comprehend the commercial transaction as the unrelated third party, upon acquiring KOPP HK for HK\$1, will also need to assume the liabilities of \$2,042,000.

Management is unable to provide satisfactory explanation on the rationale of the commercial transaction for the buyer to use HK\$1 to acquire an inactive company and to assume the liabilities of \$2,042,000. Management is also unable to substantiate their claim that the disposal is not expected to have any material impact on the net tangible assets and earnings per share of the Group for the financial year ending 31 March 2025 as disclosed in Note 37(iv) on events after the reporting period. In addition, management is also unable to provide us with any supporting documents or information to demonstrate the existence and completeness of the liabilities. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to ascertain both the existence and completeness of the liabilities of \$2,042,000 that have been recorded in the Group's balance sheet as at 31 March 2024 and neither are we able to perform any other alternative audit procedures.



# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Basis for Qualified Opinion (cont'd)

### 3) Dissolution of a subsidiary, CHL Hotel Limited ("CHL") in United Kingdom ("UK")

As at 31 March 2024, included in the Group's tax payable is an amount of S\$1,665,652 (equivalent to GBP 979,294) which pertained to an 85%-owned subsidiary, CHL in UK. This tax payable amount of S\$1,665,652 has been verified and agreed to the local tax authority's statement of liabilities as at 15 March 2024. This amount is inclusive of interest on late payment and tax penalty of S\$355,824 (equivalent to GBP 209,201) and S\$2,381 (equivalent to GBP 1,400) respectively.

The original income tax payable of S\$1,307,447 (equivalent to GBP 768,693) was brought forward since financial year ended 31 March 2016. We were previously informed by management in prior years that, on 5 March 2019, they have written to the tax authority in UK to appeal for the transfer of this income tax payable amount to be used to offset against the Group's purchase of assets in another entity in UK and the outcome of the appeal is still pending as at the end of the reporting period.

As part of our subsequent event procedures, we have performed an independent search on the UK equivalent of Company Registrar website on 6 June 2024 and noted that CHL was already dissolved by the Company Registrar on 23 April 2024. Upon our inquiry with management on the reason(s) for the dissolution of CHL given the outstanding tax liabilities of S\$1,665,652 (GBP 979,294) is still unsettled, management informed us that they had consulted their corporate secretary and accountant in UK but are totally unaware of how CHL was able to be dissolved with all the debts outstanding.

Subsequently, management informed us that CHL has received a statement of liabilities from the local tax authority dated 18 June 2024 demanding for payment of all outstanding tax liabilities, interest and penalties amounting to S\$1,702,629 (equivalent to GBP 990,753).

We were also informed by management that based on various preliminary advice from the Group's professional service providers in UK, there is a reasonable ground for the Group to believe that CHL will likely be reinstated by the Company Registrar under the direction of the tax authority.

Management is currently seeking further clarity on the matter and will seek advice from relevant professionals (if required) in order for the Board to decide on the next course of action to resolve the matter.

In view of all the above incidents, we are unable to obtain sufficient appropriate audit evidence to conclude on the legality of the dissolution of CHL. Consequently, we are unable to conclude on whether the said dissolution of CHL constitutes an adjusting subsequent event. In addition, we are also unable to conclude whether the Group has control over CHL (with net liabilities of \$1,960,000 as at 31 March 2024) and hence the appropriateness of inclusion of the financial results and financial position of CHL in the consolidated financial statements of KOP Limited as at the end of the reporting date.

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

## Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 to the financial statements, which indicates that the Group incurred a net loss of \$1,247,000 for the financial year ended 31 March 2024. As at 31 March 2024, the Group's current assets amounted to \$57,076,000 and its current liabilities amounted to \$48,162,000. Included in the Group's current liabilities of \$48,162,000 is bank borrowings which amounted to \$13,914,000 and is due for repayment within the next 12 months. The Group's current assets of \$57,076,000 comprise mainly development properties of \$43,564,000 which were all fully sold above their carrying amounts subsequent to the reporting period.

As disclosed in Note 4, revenue from real estate development and investment constitute approximately 76.6% of the total revenue of \$80,700,000. With the development properties fully sold, the Group will need to generate sufficient cashflows from its existing business or to seek new sources of revenue or business to finance its hospitality segment which is currently loss making (Note 33). In addition, the Company is in a net current liability position of \$10,972,000 as at 31 March 2024.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Material Uncertainty Related to Going Concern (cont'd)

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's abilities to continue as a going concern.

As disclosed in Note 2.1, the ability of the Group and the Company to continue as a going concern is dependent on their abilities to generate sufficient cash flows from operations and the undertaking provided by the Group's controlling shareholders to jointly and severally subscribe to the shares of the Company for up to \$10 million in the event that the Group is unable to meet its financial obligations.

## Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We are unable to obtain sufficient appropriate evidence about the matters as described in the *Basis for Qualified Opinion* section above. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to these matters.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the *Basis for Qualified Opinion* section and in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

For each matter below, our description of how our audit addressed the matter is provided in that context.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Key Audit Matters (cont'd)

Key Audit Matters	How the matter was addressed in our audit
<p><b>1. Impairment assessment of property, plant and equipment</b></p> <p>As at 31 March 2024, the carrying amount of the Group's property, plant and equipment ("PPE") amounting to \$65,490,000, represents approximately 53.4% of the Group's total assets.</p> <p>Included in PPE are freehold land and building, leasehold land and buildings, hotel and resort equipment and assets under construction amounting to \$63,299,000 which relates to the Group's hospitality segment.</p> <p>To assess whether there is any impairment of these assets, management has engaged external professional valuers to determine their recoverable amounts.</p> <p>The valuation of these assets is significant to our audit because it involves significant judgement and estimations of the key assumptions to be applied in the valuation models.</p> <p>The key assumptions applied in the valuation are discount rate, average room rates, occupancy rates, growth rate and capitalisation rate. These valuation results are based on the relevant market conditions prevailing at the reporting date, which may be subject to significant changes after the reporting period given the lingering economic uncertainties brought on by the inflationary pressure and on-going geopolitical developments. Accordingly, the external professional valuers have included cautionary statements about the heightened uncertainty over valuations in their valuation reports. Consequently, we consider this to be a key audit matter.</p> <p>The disclosures in the financial statements are set out in Notes 2.7, 3.2(a) and 10 to the accompanying financial statements.</p>	<p>Our audit procedures included but were not limited to the following:</p> <p>a) Reviewed the valuation reports and evaluated the independence, objectivity and competency of the independent external professional valuer;</p> <p>b) Assessed reasonableness of the key assumptions used by management and the independent external valuer, which included historical information, recent actual financial performance of the properties, recent transacted prices of comparable properties and industry data (where available);</p> <p>c) Engaged our internal valuation specialist to:</p> <ul style="list-style-type: none"> <li>▪ evaluate the reasonableness of the key assumptions used by management and the independent external valuer and to understand the valuation methodologies, key assumptions used in the valuation and their scope of work in response to the heightened level of estimation uncertainty;</li> <li>▪ assess the appropriateness of the valuation models used by the external professional valuers by considering the valuation methodologies adopted for similar property types.</li> </ul> <p>d) Reviewed the adequacy of the disclosures on the property, plant and equipment in Note 10 to the financial statements; and</p> <p>e) Responded to the increased estimation uncertainty over the valuations of the properties by i) assessing the reasonableness of the assumptions made by external professional valuers, ii) comparing them against the recent actual financial performance and available industry data, and iii) performing sensitivity analyses where applicable.</p>

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Key Audit Matters (cont'd)

Key Audit Matters	How the matter was addressed in our audit
<p><b>2. Provision for legal claims and contingent liabilities</b></p> <p>As disclosed in Note 30(a), the Group has recognised a provision for legal claims that resulted from the outcome of past court's judgement, which was only made known to the Board in the current financial year. This was identified during our audit after noting abnormally high levels of legal and professional fees incurred during the current financial year relative to prior years.</p> <p>The Batam District Court ("BDC") had previously in 2017 found a subsidiary of the Group and its contractor to be joint and severally liable to compensate an amount of \$473,000 together with interest accrued and related legal costs to a sub-contractor of the contractor. Accordingly, management has recognised an amount deemed to be reasonable by the Board and the Audit and Risk Committee, under other payables (Note 22).</p> <p>As advised by their lawyers, the amount of the provision for legal claim has not been disclosed in the financial statements so as not to prejudice the Group's legal position of the existing judgement.</p> <p>Management informed that they had submitted several formal letters of objection to the higher ranking of the court institutions above BDC against the enforcement of the judgement and was able to block the execution of the judgement given that BDC has not been able to seize the properties of the subsidiary (comprising leasehold land and buildings and assets under construction). However, we noted that these properties were not seized because they were pledged to the bank for banking facilities granted to the Group.</p> <p>Notwithstanding the court judgement, the Group's lawyers are of the view that the abovementioned judgement cannot be enforced and is non-executable under the laws of Indonesia and legal practice.</p> <p>Consequently, the Group is exploring all available legal options to resolve the matter.</p> <p>We considered the measurement of provision and adequacy of disclosure of legal claims to be a key audit matter. This is due to the high degree of estimates and judgement involved in determining the provision for legal claims. In addition, management had made limited disclosure in the financial statements with respect to this legal claim, as permitted under SFRS(I) 1-37 Paragraph 92, so as not to prejudice the Group's legal options and position going forward.</p> <p>The disclosures in the financial statements are set out in Notes 2.19, 2.28, 22 and 30(a) to the accompanying financial statements.</p>	<p>Our audit procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>a) Reviewed the nature of legal and professional fees in profit or loss and made inquiries with management;</li> <li>b) Reviewed all legal documents provided by management;</li> <li>c) Inquired and discussed with management in the presence of the Audit and Risk Committee and the Board who assured us that there were no other on-going litigations, apart from those confirmed by the lawyers;</li> <li>d) Performed a search on relevant websites to identify the status of any new or on-going legal cases;</li> <li>e) Reviewed correspondence with lawyers engaged by the Board;</li> <li>f) Sent confirmation letters to lawyers inquiring on the status of the ongoing cases and their probable outcome, where applicable, including any new litigations that were made known to the lawyers; and</li> <li>g) Reviewed and discussed with management, the Audit and Risk Committee and the Board on the recognition and presentation and disclosure of the provision made in accordance with SFRS(I)1-37 Provisions, Contingent Liabilities and Contingent Assets and SFRS(I) 1-1 Presentation of Financial Statements, which management and the Board had deemed their disclosure and presentation to be appropriate.</li> </ul>

## Responsibilities of Management and Directors for the Financial Statements

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

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

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

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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 KOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 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 Mr. Lee Sen Choon.

**UHY Lee Seng Chan & Co**  
Public Accountants and  
Chartered Accountants

**Singapore**  
15 July 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	Group	
		2024 \$'000	2023 \$'000
<b>Revenue</b>	4	80,718	47,500
Cost of sales		(58,751)	(32,931)
<b>Gross profit</b>		21,967	14,569
Other operating income	5	187	1,253
Distribution costs		(3,098)	(552)
Administrative and general expenses		(15,421)	(12,955)
Share of result from investment in an associate		(7)	(32)
Finance costs	6	(3,380)	(7,921)
Loss on disposal of non-current asset held for sale	8	-	(25,062)
<b>Profit/(Loss) before tax</b>		248	(30,700)
Income tax (expense)/credit	7	(1,495)	126
<b>Loss after tax</b>	8	(1,247)	(30,574)
<b>Other comprehensive income for the year</b>			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange difference on translation of foreign operations		(1,629)	(2,673)
Exchange difference reclassified to profit or loss on disposal of non-current asset held for sale		-	(4,929)
<b>Total comprehensive income for the year</b>		<u>(2,876)</u>	<u>(38,176)</u>
<b>(Loss)/Profit attributable to:</b>			
Owners of the Company		(2,933)	(30,722)
Non-controlling interests	11(b)	1,686	148
		<u>(1,247)</u>	<u>(30,574)</u>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		(4,400)	(38,139)
Non-controlling interests		1,524	(37)
		<u>(2,876)</u>	<u>(38,176)</u>
<b>Loss per share (cents)</b>			
Basic and diluted	9	<u>(0.26)</u>	<u>(2.77)</u>

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

# BALANCE SHEETS

AS AT 31 MARCH 2024

	Note	Group		Company	
		31 March 2024 \$'000	31 March 2023 \$'000	31 March 2024 \$'000	31 March 2023 \$'000
<b>Non-current assets</b>					
Property, plant and equipment	10	65,490	69,229	-	4
Investments in subsidiaries	11	-	-	112,054	105,305
Investment in an associate	12	20	153	-	-
		<u>65,510</u>	<u>69,382</u>	<u>112,054</u>	<u>105,309</u>
<b>Current assets</b>					
Development properties	13	43,564	87,429	-	-
Inventories	14	288	276	-	-
Trade and other receivables	15	6,793	1,538	6,070	6,043
Other current assets	16	401	417	12	33
Contract assets	4(b)	2,205	18,039	-	-
Contract costs	17	-	131	-	-
Cash and bank balances	18	3,825	14,376	260	1,590
		<u>57,076</u>	<u>122,206</u>	<u>6,342</u>	<u>7,666</u>
<b>Total assets</b>		<u>122,586</u>	<u>191,588</u>	<u>118,396</u>	<u>112,975</u>

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



# BALANCE SHEETS

AS AT 31 MARCH 2024

	Note	Group		Company	
		31 March 2024	31 March 2023	31 March 2024	31 March 2023
		\$'000	\$'000	\$'000	\$'000
<b>Current liabilities</b>					
Bank borrowings (secured)	19	13,914	83,375	-	-
Finance leases	20	3	38	-	-
Lease liabilities	21(b)	87	86	-	-
Contract liabilities	4(b)	99	103	-	-
Tax payable		3,118	1,610	-	-
Trade and other payables	22	11,170	11,655	11,837	11,538
Loan from a shareholder	23	5,477	-	5,477	-
Loan from a non-controlling interest	24	13,700	12,408	-	-
Retention sum payable		594	-	-	-
		<u>48,162</u>	<u>109,275</u>	<u>17,314</u>	<u>11,538</u>
<b>Non-current liabilities</b>					
Deferred tax liabilities	25	304	312	-	-
Bank borrowings (secured)	19	1,433	5,281	-	-
Finance leases	20	-	3	-	-
Lease liabilities	21(b)	23	-	-	-
Retention sum payable		-	1,177	-	-
		<u>1,760</u>	<u>6,773</u>	<u>-</u>	<u>-</u>
<b>Equity attributable to owners of the Company</b>					
Share capital	26	78,940	78,940	294,506	294,506
Foreign currency translation reserves	27	(5,353)	(3,886)	-	-
Other reserves	28	1,681	1,681	-	-
Accumulated losses		(5,778)	(2,845)	(193,424)	(193,069)
		<u>69,490</u>	<u>73,890</u>	<u>101,082</u>	<u>101,437</u>
Non-controlling interests	11(b)	3,174	1,650	-	-
		<u>72,664</u>	<u>75,540</u>	<u>101,082</u>	<u>101,437</u>
<b>Total equity</b>		<u>72,664</u>	<u>75,540</u>	<u>101,082</u>	<u>101,437</u>
<b>Total liabilities and equity</b>		<u>122,586</u>	<u>191,588</u>	<u>118,396</u>	<u>112,975</u>

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

Group	Share capital \$'000	Foreign currency translation reserves \$'000	Other reserves \$'000	Retained earnings/ (Accumulated losses) \$'000	Equity attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total equity \$'000
<b>As at 1 April 2022</b>	78,940	3,738	1,681	27,670	112,029	1,687	113,716
<b>Total comprehensive income for the year</b> (Loss)/Profit for the year	-	(207)	-	(30,515)	(30,722)	148	(30,574)
<b>Other comprehensive income</b> Foreign currency translation differences for foreign operations	-	(2,488)	-	-	(2,488)	(185)	(2,673)
Foreign currency translation differences reclassified to profit or loss on disposal of non-current asset held for sale	-	(4,929)	-	-	(4,929)	-	(4,929)
Total comprehensive income for the year	-	(7,624)	-	(30,515)	(38,139)	(37)	(38,176)
<b>As at 31 March 2023 and 1 April 2023</b>	78,940	(3,886)	1,681	(2,845)	73,890	1,650	75,540
<b>Total comprehensive income for the year</b> (Loss)/Profit for the year	-	-	-	(2,933)	(2,933)	1,686	(1,247)
<b>Other comprehensive income</b> Foreign currency translation differences for foreign operations	-	(1,467)	-	-	(1,467)	(162)	(1,629)
Total comprehensive income for the year	-	(1,467)	-	(2,933)	(4,400)	1,524	(2,876)
<b>As at 31 March 2024</b>	78,940	(5,353)	1,681	(5,778)	69,490	3,174	72,664

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

<b>Company</b>	<b>Share capital</b> \$'000	<b>Accumulated losses</b> \$'000	<b>Total equity</b> \$'000
As at 31 March 2022	294,506	(200,687)	93,819
Profit for the year, representing total comprehensive income for the year	-	7,618	7,618
As at 31 March 2023 and 1 April 2023	294,506	(193,069)	101,437
Loss for the year, representing total comprehensive income for the year	-	(355)	(355)
As at 31 March 2024	294,506	(193,424)	101,082

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

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	2024 \$'000	2023 \$'000
<b>Operating activities</b>			
Profit/(Loss) before tax		248	(30,700)
Adjustments for:			
Allowance for expected credit losses of trade and other receivables	8,15	96	-
Depreciation of property, plant and equipment	8,10	4,073	2,816
Bad debts written off	8	1	151
Loss on strike-off of a subsidiary	8	-	2
Loss on disposal of property, plant and equipment	8	30	-
Loss on disposal of non-current asset held for sale	8	-	25,062
Interest income	5	(3)	(4)
Finance costs	6	3,380	7,921
Unrealised foreign exchange differences		47	(353)
Share of result from investment in an associate		7	32
Operating cash flows before changes in working capital		7,879	4,927
<u>Changes in working capital</u>			
Trade and other receivables		(5,178)	1,055
Other current assets		16	(71)
Development properties		43,865	13,425
Contract assets		15,834	(18,039)
Contract costs		131	432
Inventories		(12)	(36)
Trade and other payables		(905)	(896)
Contract liabilities		(4)	(968)
Retention sum payable		(583)	98
<b>Cash flows from/(used in) operating activities</b>		61,043	(73)
Interest paid		(2,706)	(12,757)
Tax paid		(8)	(2,131)
<b>Net cash flows from/(used in) operating activities</b>		58,329	(14,961)

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

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	2024 \$'000	2023 \$'000
<b>Investing activities</b>			
Purchase of property, plant and equipment	10	(2,144)	(10,045)
Proceeds from disposal of property, plant and equipment		89	13
Proceeds from disposal of non-current asset held for sale		-	77,608
<b>Net cash flows (used in)/from investing activities</b>		<u>(2,055)</u>	<u>67,576</u>
<b>Financing activities</b>			
Repayment of bank borrowings		(73,434)	(1,227)
Decrease/(Increase) in restricted funds placed in escrow accounts		22	(42)
Repayment of finance leases		(38)	(36)
Repayment of lease liabilities	21(b)	(120)	(120)
Repayment of loans from shareholders		(240)	(54,688)
Proceeds from loan from a non-controlling interest		1,292	-
Proceeds from bank borrowings		-	5,935
Proceeds from loan from a shareholder		5,717	6,630
<b>Net cash flows used in financing activities</b>		<u>(66,801)</u>	<u>(43,548)</u>
<b>Net changes in cash and cash equivalents</b>		(10,527)	9,067
Cash and cash equivalents at beginning of the financial year		14,142	5,113
Effect of foreign currency translation on cash and cash equivalents		(2)	(38)
<b>Cash and cash equivalents at end of the financial year</b>	18	<u>3,613</u>	<u>14,142</u>

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

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

### 1. Corporate information

KOP Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore with its principal place of business and registered office at 316 Tanglin Road, #01-01, Singapore 247978. The Company is listed on the Catalyst of Singapore Exchange Securities Trading Limited (SGX-ST). The Company is a subsidiary of KOP Group Pte. Ltd., incorporated in Singapore, which is also the Company's immediate and ultimate holding company. KOP Group Pte. Ltd. is substantially owned by Ms. Ong Chih Ching and Ms. Leny Suparman. Related companies in these financial statements refer to subsidiaries of the ultimate holding company, excluding entities within the Group.

The principal activity of the Company is to carry on the business of an investment holding company. The principal activities of the subsidiaries and associate are disclosed in Notes 11 and 12 to the financial statements.

### 2. Material accounting policy information

#### 2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)s).

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

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

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgment in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below and in Note 3.

#### **Going concern assumption**

The Group incurred a net loss of \$1,247,000 (2023: \$30,574,000) for the financial year ended 31 March 2024. The Group's current liabilities of \$48,162,000 (2023: \$109,275,000) comprise mainly bank borrowings which amounted to \$13,914,000 (2023: \$83,375,000) as at 31 March 2024 which will be due for repayment within the next 12 months. The Group's current assets of \$57,076,000 (2023: \$122,206,000) mainly comprise development properties amounting to \$43,564,000 (2023: \$87,429,000). In addition, the Company is in a net current liability position of \$10,972,000 (2023: \$3,872,000) as at 31 March 2024. Included in the Company's current liabilities is an amount of \$10,936,000 due to a subsidiary and loan from a shareholder amounting to \$5,477,000.

Notwithstanding the above, the directors are of the view that it is appropriate to prepare these financial statements on a going concern basis due to the following factors:

- Through a series of sales and marketing activities to promote the sale of its development properties, the Group has sold all of its remaining 4 unsold units of Dalvey Haus project as at the reporting date.
- The Directors are confident that the Group will be able to generate sufficient cash flows from its operating activities in the next 12 months from the date of authorisation of the financial statements, based on the cash flow forecast prepared by management.
- The Company's controlling shareholders, Ms. Ong Chih Ching and Ms. Leny Suparman have undertaken that in the event that the Group is unable to meet its financial obligations, the controlling shareholders will jointly and severally subscribe to new ordinary shares of the Company for up to \$10 million.
- The repayment of the loan from the Company's ultimate holding company of \$5,477,000 has been extended until cash flows of the Company improves.
- The Company has obtained an undertaking from its subsidiary not to seek for immediate repayment of the aforementioned amount due by the Company of \$10,936,000 until the Company's cash flows permit.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.1 Basis of preparation (cont'd)

#### Going concern assumption (cont'd)

If the Group and the Company are unable to generate sufficient cash flows, the Group and the Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised in a manner other than in the normal course of business and at amounts which could differ from the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Company may have to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

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

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial periods beginning on or after 1 April 2023. The adoption of these new/revised standards does not have any material effect on the financial performance or position of the Group and the Company.

### 2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements</i> : Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements</i> : Non-current Liabilities with Covenants	1 January 2024
Amendments to SFRS(I) 1-7 <i>Statement of Cash Flows</i> and SFRS(I) 7 <i>Financial Instruments: Disclosures</i> : Supplier Finance Arrangements	1 January 2024
Amendments to SFRS(I) 1-16 <i>Leases</i> : Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-21 <i>The Effects of Changes in Foreign Exchange Rates</i> : Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 10 <i>Consolidated Financial Statements</i> and SFRS(I) 1-28 <i>Investments in Associates and Joint Ventures</i> : Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.4 Basis of consolidation and business combinations

#### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

#### (b) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is an asset or liability are recognised in profit or loss.

The Group has an option to apply a "concentration test" that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 1-3, Business Combinations.

Non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. However, if the initial allocation of goodwill acquired in a business combination cannot be completed before the end of the annual period in which the business combination is effected, that initial allocation shall be completed before the end of the first annual period beginning after the acquisition date.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.



# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

### 2. Material accounting policy information (cont'd)

#### 2.5 *Transactions with non-controlling interests*

Non-controlling interests represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

#### 2.6 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

##### (a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

##### (b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss.

#### 2.7 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.22. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.7 Property, plant and equipment (cont'd)

Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Freehold building	-	50 years
Leasehold land and buildings	-	20 – 45 years
Computers	-	1 – 4 years
Furniture and fittings	-	3 – 5 years
Motor vehicles	-	5 – 8 years
Boats	-	4 years
Office equipment	-	1 – 5 years
Hotel and resort equipment	-	3 – 5 years
Renovation	-	10 months – 5 years
Machinery and equipment	-	3 – 5 years

Freehold land is not subject to depreciation.

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Fully depreciated property, plant and equipment are retained in the financial statements until they are no longer in use.

The residual value, useful life and depreciation method are reviewed at each financial year end, and adjusted prospectively, if appropriate.

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

### 2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortisation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

### 2.9 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less any impairment losses.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.10 Associates

An associate is an entity over which the Group has significant influence, being the power to participate in the financial and operating policy decisions of the entity but is not control or of joint control of those policies, and generally accompanying a shareholding of 20% or more of the voting power.

The Group accounts for its investment in an associate using the equity method from the date on which it becomes an associate.

On acquisition of the associate, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in an associate is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of the operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains or losses resulting from transactions between the Group and associates are eliminated to the extent of the interest in the associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in an associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associate is prepared as the same reporting date as the Company unless it is impracticable to do so. When the financial statements of an associate used in applying the equity method are prepared as of a different reporting date from that of the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the reporting date of the Company. In any case, the difference between the end of the reporting period of the associate and that of the investor shall be no more than three months. The length of the reporting periods and any difference between the ends of the reporting periods shall be the same from period to period. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

### 2.11 Financial instruments

#### (a) Financial assets

##### Initial recognition and measurement

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.11 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Subsequent measurement

###### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income (FVOCI) and FVPL. The Group only has debt instruments at amortised cost.

###### Amortised cost

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

##### Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received is recognised in profit or loss.

#### (b) Financial liabilities

##### Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVPL, net of directly attributable transaction costs.

##### Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

##### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

### 2.12 Impairment of financial assets

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.12 Impairment of financial assets (cont'd)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.13 Cash and cash equivalents

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

### 2.14 Development properties

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

Net realisable value of the development properties is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development properties recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

### 2.15 Inventories

Inventories are stated at the lower of cost and net realisable value.

Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Food and beverage – cost of purchase on a weighted average basis;
- Trading goods and supplies – cost of purchase on a weighted average basis; and
- Materials and others – cost of purchase on a weighted average basis.

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

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

### 2.16 Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. A contract asset is recognised when the Group has partially performed its performance obligations but its right to consideration has not become unconditional under the terms of the contract. Contract assets are transferred to trade receivables upon billing of the customer when payment milestones are met.

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

### 2. Material accounting policy information (cont'd)

#### 2.17 Contract costs

The Group pays sales commission to its intermediaries for each contract that they obtain for sale of development properties. The Group capitalises such commission as incremental costs to obtain a contract with the customer if these costs are recoverable. The capitalised costs are amortised to profit or loss as the Group recognises the related revenue.

#### 2.18 Contract liabilities

Contract liabilities relate primarily to the progress billing issued in excess of the Group's right to the consideration in respect of its property development business.

#### 2.19 Provisions

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

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

#### 2.20 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

Government grant shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other operating income". Alternatively, they are deducted in reporting the related expenses.

#### 2.21 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.12 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

#### 2.22 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.23 Employee benefits

#### (a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Subsidiaries incorporated in the United Kingdom participate in the National Employment Savings Trust occupational pension scheme. Contributions to national pension schemes and defined contribution plans are recognised as an expense in the period in which the related service is performed.

#### (b) Defined benefit plans

The Group provides a defined benefit to its employees in accordance with Indonesia Manpower Law No. 13/2003.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Government Bonds (considering currently there is no deep market for highly-quality corporate bonds) that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

Remeasurement, consisting of actuarial gains and losses, the impact of limitation of assets, excluding the amounts in net interest on the net defined benefit obligation and the yield of the plan assets (excluding amounts in net interest on the net defined benefit liability), are recognised in equity through other comprehensive income in the period incurred. Remeasurement is not classified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on an earlier date between:

- when the amendment or curtailment program occurs; and
- when the Group recognised a related restructuring charges.

Net interest is calculated by multiplying the net liability (asset) of defined benefit by the discount rate. Gain or loss of curtailment is recognised when there is a commitment to reduce the number of employees significantly covered by a program or when there are changes in regulation in a defined benefit plan, in which the material part of the services provided by the employee in the future no longer give employee benefits, or lower employee benefits.

Gain or loss of settlement is recognised whenever there is a transaction which abolishes all legal or constructive obligations on part or all of the benefits in a defined benefit program.

#### Termination benefits

The Group shall recognise termination benefits as a liability and an expense when, and only when, the Group is demonstrably committed to either, terminate the employment of employee before the normal retirement date, or provide termination benefits as a result of an offer made in order to encourage voluntary redundancy based on a detailed formal plan and without realistic possibility of withdraw. Where termination benefits fall due more than 12 months after the reporting period, they should be discounted using the discount rate.

#### (c) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to the employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.24 Leases – as lessee

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

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

If ownership of the leased assets transfers to the Group at the end of the lease term or the cost reflects the exercise of the purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment non-financial assets is disclosed in Note 2.8

The Group's right-of-use assets are presented within property, plant and equipment (Note 10).

#### (ii) Lease liabilities

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

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

The Group's lease liabilities are disclosed in Note 21(b).

#### (iii) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of office (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain an option to extend). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.25 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

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

#### (a) Revenue from hospitality segment

Revenue from the hospitality segment comprises mainly hotels and resort room revenue, food and beverage sales, spa operations and other ancillary activities and represents the invoiced value of goods transferred and services rendered to customers after deducting discounts.

##### (i) Hotels and resort room revenue

Room revenue from operation of hotels and resort are recognised over time as the accommodation and related services are provided and based on the daily room rates over the duration of the stay stated in the contract.

##### (ii) Food & beverage sales, spa operations and other retail revenues

Food & beverage sales, spa operations and other retail revenues are recognised at a point in time as and when the goods are transferred and services are rendered.

#### (b) Sale of development properties

The Group develops and sells residential properties before completion of construction of the properties.

Revenue is recognised when control over the property has been transferred to the customer, either over time or at a point in time, depending on the contractual terms and the practices in the legal jurisdictions.

For development properties whereby the Group is restricted contractually from directing the properties for another use as they are being developed and has an enforceable right to payment for performance completed to date, revenue is recognised over time, based on the construction and other costs incurred to date as a proportion of the estimated total construction and other costs to be incurred.

For development properties whereby the Group does not have an enforceable right to payment for performance completed to date, revenue is recognised when the customer obtains control of the asset.

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified construction milestones. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract liabilities are recognised as revenue as the Group performs under the contract.

#### (c) Management fee

##### (i) Management, coordination and establishment fee

Management fee from real estate origination, coordination services, consultancy services and establishment fee from external parties as well as management fee from related companies are recognised over time as the related services are provided over the duration of the service contracts.

##### (ii) Management fee charged by resort

Management fee charged by resort is recognised over time as the related services are provided over the duration of the service contracts.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.25 Revenue (cont'd)

#### (d) Interest income

Interest income is accrued using the effective interest rate method.

### 2.26 Taxes

#### (a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### (b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are recognised for all temporary differences, except:

- Where the deferred tax arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- In respect of deductible temporary differences and carry-forward of unused tax credits and unused tax losses, if it is not probable that taxable profit will be available against which the deductible temporary differences, and carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

In assessing the recoverability and/or recognition of deferred tax assets, the Group shall recognised deferred tax assets at the end of the reporting period if it is probable that the entity having such unutilised losses can generate taxable profits for two consecutive financial years, before management can conclude that it is probable that the entity will have future taxable profits available to utilise these deferred tax assets.

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 2. Material accounting policy information (cont'd)

### 2.26 Taxes (cont'd)

#### (c) Sales tax

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

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

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

### 2.27 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

### 2.28 Contingencies

A contingent liability is:

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

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

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

### 2.29 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the chief executive officer who make strategic decisions.

## 3. Significant accounting judgments and estimates

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

# NOTES TO THE FINANCIAL STATEMENTS

## FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

### 3. Significant accounting judgments and estimates (cont'd)

#### 3.1 Judgments made in applying accounting policies

In the process of applying the Group's accounting policies, apart from those involving estimations, management has made the following significant judgments including the appropriateness of preparing the consolidated financial statements on a going concern basis as disclosed in Note 2.1.

##### (a) *Impairment of investments in subsidiaries*

The Company carries significant investments in subsidiaries at the end of the reporting period. Management exercises significant judgement in determining whether there is any indication that the subsidiaries may have been impaired or an impairment loss recognised on the subsidiaries in prior periods may no longer exist or may be reversed.

This exercise requires management to consider both internal and external sources of information. The indicators of impairment in the above-mentioned investments include but are not limited to significant decrease in the assets value of subsidiaries, significant adverse changes on the entities, significant increase in market interest rates and a worse than expected economic performance of the investments during the financial year. In contrast, the indicators of a reversal of impairment include but are not limited to significant increase in the assets value of subsidiaries, significant favourable changes on the entities, significant decrease in market interest rates and a better than expected economic performance of the investments during the financial year.

The carrying amounts of investments in subsidiaries is disclosed in Note 11 of the financial statements.

#### 3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

##### (a) *Net realisable value of development properties and impairment of property, plant and equipment*

As at 31 March 2024, the Group has significant properties which comprise development properties (carried at the lower of cost or net realisable value), leasehold land and buildings (carried at cost model) and assets under construction (carried at cost model) amounting to \$43,564,000 (2023: \$87,429,000), \$50,018,000 (2023: \$53,865,000) and \$7,628,000 (2023: \$7,930,000) respectively. To assess the net realisable value of the development properties and the impairment of leasehold land and buildings, the Group engaged an external professional valuer to determine both the net realisable value of the development properties and the recoverable amount of the leasehold land and buildings. The key assumptions applied are discount rate, average room rates, occupancy rates, growth rate, capitalisation rate, selling price per square metre and gross development cost per square metre. These valuation results are based on the relevant market conditions prevailing at the reporting date, which may be subject to significant changes after the reporting period given the increased economic uncertainties. Accordingly, the external professional valuers have included cautionary statements about the heightened uncertainty over valuations in their valuation reports.

Subsequent to the end of reporting period, the Group has sold all of its development properties at prices above their carrying amounts.

With regards to the net realisable value of development properties and recoverable amount of property, plant and equipment, management believes that no reasonably possible changes in any of the above assumptions would result in a material write-down in the carrying amounts.

The carrying amounts of the property, plant and equipment and development properties are disclosed in Notes 10 and 13 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 3. Significant accounting judgments and estimates (cont'd)

### 3.2 Key sources of estimation uncertainty (cont'd)

#### (b) Impairment of investments in subsidiaries

The Company evaluates whether there are any indicators of impairment in subsidiaries at each reporting date. If there are indicators of impairment, management performs an evaluation of the investment's recoverable amount.

Management has estimated the recoverable amount by using the fair value less costs of disposal which was determined by reference to the adjusted net asset value of the subsidiaries. Significant estimates and assumptions are made in determining fair value less costs of disposal.

Arising from management's impairment assessment, no allowance was recognised during the financial year as the recoverable amount of the subsidiaries is higher than its carrying amount.

The carrying amounts of investments in subsidiaries is disclosed in Note 11 of the financial statements.

## 4. Revenue

### (a) Disaggregation of revenue

Segments	Real estate development and investment		Real estate origination and management services		Hospitality		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Primary geographical markets</b>								
Singapore	61,853	33,307	230	230	-	-	62,083	33,537
Indonesia	-	-	-	-	15,362	13,672	15,362	13,672
United Kingdom	-	-	-	-	3,273	291	3,273	291
	<b>61,853</b>	<b>33,307</b>	<b>230</b>	<b>230</b>	<b>18,635</b>	<b>13,963</b>	<b>80,718</b>	<b>47,500</b>
<b>Major product or service lines</b>								
Management, coordination, consultancy and establishment fee	-	-	230	230	-	-	230	230
Room revenue	-	-	-	-	9,826	7,767	9,826	7,767
Food & beverage, Spa operations and other retail revenue	-	-	-	-	7,455	5,078	7,455	5,078
Sale of development properties	61,853	33,307	-	-	-	-	61,853	33,307
Others <sup>(1)</sup>	-	-	-	-	1,354	1,118	1,354	1,118
	<b>61,853</b>	<b>33,307</b>	<b>230</b>	<b>230</b>	<b>18,635</b>	<b>13,963</b>	<b>80,718</b>	<b>47,500</b>
<b>Timing of transfer of goods or services</b>								
At a point in time	-	-	-	-	8,809	6,196	8,809	6,196
Over time	61,853	33,307	230	230	9,826	7,767	71,909	41,304
	<b>61,853</b>	<b>33,307</b>	<b>230</b>	<b>230</b>	<b>18,635</b>	<b>13,963</b>	<b>80,718</b>	<b>47,500</b>

<sup>(1)</sup> Others mainly comprise management fees charged by resort.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 4. Revenue (cont'd)

### (b) Contract assets and liabilities

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

	Group	
	2024	2023
	\$'000	\$'000
Contract assets	2,205	18,039
Contract liabilities	99	103

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

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers for sale of development properties which have yet to be passed to the purchaser. Contract liabilities are recognised as revenue as the Group performs under the contract.

Significant changes in contract liabilities are explained as follows:

	Group	
	2024	2023
	\$'000	\$'000
Revenue recognised that was included in the contract liabilities balance at beginning of the year	-	1,071

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

The Group expects to recognise \$2,205,000 (2023: \$26,312,000) as revenue relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 March 2024 within the next 12 months.

## 5. Other operating income

	Group	
	2024	2023
	\$'000	\$'000
Government grants received	71	53
Interest income from third parties	3	4
Income from forfeiture of deposit from development properties	98	445
Gain arising from termination of lease agreements <sup>(1)</sup>	-	651
Other income	15	100
	187	1,253

<sup>(1)</sup> In the previous financial year, the Group terminated two lease agreements and repossessed two units within the resort development in Batam, Indonesia, following a default in payment of management fees charged and other miscellaneous expenses by the lessees of these properties. These repossessed units are presented under leasehold land and buildings in Note 10 at their fair values which is considered as their deemed costs.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 6. Finance costs

	Group	
	2024	2023
	\$'000	\$'000
Interest expense:		
- Bank borrowings	3,255	3,599
- Loan from a shareholder	-	2,909
- Loan from a non-controlling interest	-	381
- Loan from ultimate holding company	100	761
- Lease liabilities [Note 21(c)]	4	3
- Others	21	268
	3,380	7,921

## 7. Income tax expense/(credit)

### Major components of income tax expense/(credit)

The major components of income tax expense/(credit) for the years ended 31 March 2024 and 2023 are:

	Group	
	2024	2023
	\$'000	\$'000
<b>Consolidated statement of profit or loss and other comprehensive income</b>		
Income tax		
- Current income taxation	1,479	25
- Under/(Over) provision in prior years	16	(12)
Deferred tax		
- Origination and reversal of temporary differences	-	(139)
Income tax expense/(credit) recognised in profit or loss	1,495	(126)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 7. Income tax expense/(credit) (cont'd)

### Reconciliation between income tax expense/(credit) and accounting profit/(loss)

A reconciliation between income tax expense/(credit) and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the years ended 31 March 2024 and 2023 is as follows:

	Group	
	2024	2023
	\$'000	\$'000
Profit/(Loss) before tax	248	(30,700)
Tax at 17% (2023: 17%)	42	(5,219)
Adjustments:		
Non-deductible expenses	1,187	5,292
Income not subjected to tax	(62)	(211)
Effect of partial tax exemption	(17)	-
Utilisation of previously unrecognised tax losses	(611)	(1,171)
Deferred tax assets not recognised	829	1,157
Tax losses not available to be carried forward	6	3
Under/(Over) provision of tax in prior years	16	(12)
Different tax rates of subsidiaries operating in other jurisdictions	132	92
Tax effect on share of results from investment in an associate	1	5
Others	(28)	(62)
Income tax expense/(credit) recognised in profit or loss	1,495	(126)

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

At the end of the reporting period, the Group has unutilised tax losses and approved donations of \$37,335,000 (2023: \$36,052,000) and \$61,000 (2023: \$61,000) respectively, that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax assets are recognised due to uncertainty of their recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the subsidiaries operate. The tax losses and capital allowances have no expiry date except for an amount of \$10,567,000 (2023: \$13,921,000) which will expire in 2025 – 2029 (2023: 2024 – 2028). The donations of \$61,000 (2023: \$61,000) will expire in 2025 – 2028 (2023: 2025 – 2028).



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 8. Loss after tax

Loss after tax has been arrived at after charging:

	Group	
	2024	2023
	\$'000	\$'000
Directors' remuneration:		
- of the Company	1,414	1,400
- of the subsidiaries	765	768
	2,179	2,168
Directors' fees	126	157
Employee benefits expense (including directors' remuneration)	3,159	3,343
Defined contribution plans (included in employee benefits expense)	182	222
Audit fees:		
Auditor of the Company	153	145
- Over provision in prior years	-	(1)
	153	144
Other auditors	33	24
- Over provision in prior years	(13)	-
	20	24
Non-audit fees:		
Auditor of the Company	1	1
- Under provision in prior years	-	1
	1	2
Bad debts written off	1	151
Depreciation of property, plant and equipment (Note 10)	4,073	2,816
Lease expense [Note 21(c)]	108	99
Cost of inventories recognised as expenses	4,339	2,477
Cost of development properties recognised as expenses	48,882	27,609
Loss on strike-off of a subsidiary	-	2
Loss on disposal of property, plant and equipment	30	-
Loss on disposal of non-current asset held for sale <sup>(1)</sup>	-	25,062
Allowance for expected credit losses of trade and other receivables	96	-
Net foreign exchange losses	296	395

<sup>(1)</sup> In the previous financial year, the Group completed the disposal of its non-current asset held for sale and recognised a loss on disposal of \$25,062,000 in the Group's profit or loss [Note 36(b)].

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 9. Loss per share

Basic loss per share are calculated by dividing loss, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted loss per share are calculated by dividing loss, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the loss and share data used in the computation of basic and diluted loss per share for the financial years ended 31 March:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
Loss attributable to owners of the Company (\$'000)	<u>(2,933)</u>	<u>(30,722)</u>
Weighted average number of ordinary shares for basic and diluted earnings per share (number of shares)	<u>1,107,962,214</u>	<u>1,107,962,214</u>
Basic and diluted loss per share (cents per share)	<u>(0.26)</u>	<u>(2.77)</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 10. Property, plant and equipment

Group	Freehold land \$'000	Freehold building \$'000	Leasehold land and buildings \$'000	Computers \$'000	Furniture and fittings \$'000	Motor vehicles \$'000	Boats \$'000	Office equipment \$'000	Hotel and resort equipment \$'000	Renovation equipment \$'000	Machinery and equipment \$'000	Assets under construction \$'000	Total \$'000
<b>Cost</b>													
At 1 April 2022	-	-	48,238	1,744	3,350	1,146	47	101	1,718	2,530	82	-	58,956
Additions	1,585	3,282	3,318	143	574	581	-	40	249	267	6	-	10,045
Disposals	-	-	-	-	(57)	(37)	-	(9)	(89)	-	-	-	(192)
Adjustments	-	-	(216)	-	-	-	-	-	-	-	-	-	(216)
Reclassification from development properties (Note 13)	-	-	17,313	-	-	-	-	-	-	-	-	7,930	25,243
Exchange differences	(10)	(22)	(3,439)	(100)	(209)	(63)	(3)	(5)	(114)	(109)	(5)	-	(4,079)
At 31 March 2023	1,575	3,260	65,214	1,787	3,658	1,627	44	127	1,764	2,688	83	7,930	89,757
Additions	-	107	424	134	418	42	-	42	77	665	21	214	2,144
Disposals	-	-	-	(3)	(64)	(70)	-	(32)	(2)	-	-	-	(171)
Write-offs	-	-	-	-	-	-	-	-	-	(1,000)	-	-	(1,000)
Exchange differences	58	120	(1,739)	(56)	(98)	(13)	(2)	(3)	(63)	(78)	(4)	(516)	(2,394)
At 31 March 2024	1,633	3,487	63,899	1,862	3,914	1,586	42	134	1,776	2,275	100	7,628	88,336
<b>Accumulated depreciation</b>													
At 1 April 2022	-	-	10,540	1,679	3,061	1,062	47	83	1,195	1,299	64	-	19,030
Depreciation	-	8	1,454	49	240	50	-	32	91	880	12	-	2,816
Disposals	-	-	-	-	(44)	(37)	-	(9)	(89)	-	-	-	(179)
Exchange differences	-	-	(645)	(93)	(186)	(45)	(3)	(3)	(103)	(56)	(5)	-	(1,139)
At 31 March 2023	-	8	11,349	1,635	3,071	1,030	44	103	1,094	2,123	71	-	20,528
Depreciation	-	102	2,960	105	264	116	-	31	95	392	8	-	4,073
Disposals	-	-	-	(2)	(19)	-	-	(30)	(1)	-	-	-	(52)
Write-offs	-	-	-	-	-	-	-	-	-	(1,000)	-	-	(1,000)
Exchange differences	-	1	(428)	(51)	(104)	(23)	(2)	(2)	(57)	(34)	(3)	-	(703)
At 31 March 2024	-	111	13,881	1,687	3,212	1,123	42	102	1,131	1,481	76	-	22,846
<b>Carrying amounts</b>													
At 31 March 2024	1,633	3,376	50,018	175	702	463	-	32	645	794	24	7,628	65,490
At 31 March 2023	1,575	3,252	53,865	152	587	597	-	24	670	565	12	7,930	69,229

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 10. Property, plant and equipment (cont'd)

<b>Company</b>	<b>Computers</b> \$'000
<b>Cost</b>	
At 1 April 2022	7
Additions during the year	7
At 31 March 2023, 1 April 2023 and 31 March 2024	<u>14</u>
<b>Accumulated depreciation</b>	
At 1 April 2022	7
Depreciation	3
At 31 March 2023 and 1 April 2023	<u>10</u>
Depreciation	4
At 31 March 2024	<u>14</u>
<b>Carrying amounts</b>	
At 31 March 2024	<u><u>-</u></u>
At 31 March 2023	<u><u>4</u></u>

Fully depreciated motor vehicle with cost of \$388,000 was held in trust by a director.

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 21(a).

The cash outflow on acquisition of property, plant and equipment during the financial year amounted to \$2,144,000 (2023: \$10,045,000).

### Acquisition of hotel property

In the previous financial year, the Group acquired a hotel property together with its moveable assets located in United Kingdom through its indirect wholly-owned subsidiary, KOP Properties (UK) Limited. The Group owned and operated this property as a hotel under its hospitality segment. The carrying amounts of these assets amounted to \$5,087,000 as at 31 March 2023.

### Reclassification of development properties to property, plant and equipment

In the previous financial year, the Group reclassified its development properties located at Batam, Indonesia, held by an indirect wholly-owned subsidiary, P.T. Teguh Cipta Pratama with carrying amount of \$25,243,000 to property, plant and equipment. The Group no longer intends to offer these properties for sale and will instead use these properties to generate business revenue as part of its hospitality business (Note 13).

### Assets pledged as security

In addition to assets held under finance leases, the Group's leasehold land and buildings and assets under construction with a total carrying amount of \$57,646,000 (2023: \$61,795,000) are mortgaged to secure the Group's bank borrowings and finance leases (Notes 19 and 20).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 11. Investments in subsidiaries

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Unquoted shares, at cost	253,571	253,571
Less: Allowance for impairment	(181,940)	(181,940)
	<u>71,631</u>	<u>71,631</u>
<b>Loans and receivables</b>		
Amount due from a subsidiary	40,423	33,674
Carrying amount of investments in subsidiaries	<u>112,054</u>	<u>105,305</u>

The amount due from a subsidiary is interest-free and repayable at the discretion of the subsidiary. The amount is considered as an extension of the Company's net investment in the subsidiary.

Movements in the allowance for impairment for investments in subsidiaries are as follows:

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Balance at beginning and end of the year	<u>181,940</u>	<u>181,940</u>

### (a) Composition of the Group

Details of the Group's subsidiaries at the end of the reporting period are as follows:

<b>Name</b>	<b>Principal activity/ Place of incorporation</b>	<b>Effective equity held by the Group</b>	
		<b>2024</b>	<b>2023</b>
		%	%
<b><i>Held by the Company</i></b>			
KOP Properties Pte. Ltd. <sup>(1)</sup>	Investment holding and business management consultancy services/ Singapore	100	100
Wintastar Holdings Pte. Ltd. <sup>(1)</sup>	Investment holding and business management consultancy services/ Singapore	100	100
<b><i>Subsidiaries held by KOP Properties Pte. Ltd.</i></b>			
Montigo Nongsa Pte. Ltd. <sup>(1)</sup>	Real estate activities with own or leased property and business and management consultancy services/ Singapore	100	100
P.T. Teguh Cipta Pratama <sup>(7)</sup>	Development and provision of resort services/ Indonesia	100	100

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 11. Investments in subsidiaries (cont'd)

### (a) Composition of the Group (cont'd)

Details of the Group's subsidiaries at the end of the reporting period are as follows (cont'd):

Name	Principal activity/ Place of incorporation	Effective equity held by the Group	
		2024 %	2023 %
<b>Subsidiaries held by KOP Properties Pte. Ltd. (cont'd)</b>			
Montigo Resorts Pte. Ltd. <sup>(1)</sup>	Management of hotels with restaurants/ Singapore	100	100
The Cranley Hotel (IOM) Limited <sup>(2)(4)(9)</sup>	Property holding/ Isle of Man	85	85
Gramercy Properties Pte. Ltd. <sup>(1)(5)</sup>	Real estate development/ Singapore	82.81	82.81
KOP Properties (HK) Limited <sup>(2)(3)(7)</sup>	Property management and consultancy/ Hong Kong	51	51
KOP Management Services Pte. Ltd. <sup>(1)</sup>	Investment holding/ Singapore	100	100
Dalvey Breeze Pte. Ltd. <sup>(1)</sup>	Investment holding/ Singapore	100	100
Charlton Somerset Hospitality Limited (formerly known as KOP Properties (UK) Limited) <sup>(7)</sup>	Property management/ United Kingdom	100	100
<b>Subsidiary held by Gramercy Properties Pte. Ltd.</b>			
P.T. Montigo Seminyak <sup>(5)(7)</sup>	Development and provision of hotel services/ Indonesia	82.81	82.81
<b>Subsidiary held by KOP Properties (HK) Limited</b>			
KOP Management Services (Shanghai) Co., Ltd. <sup>(2)(3)(9)</sup>	Property management and consultancy/ People's Republic of China	51	51
<b>Subsidiary held by Montigo Resorts Pte. Ltd.</b>			
Montigo Resorts (UK) Limited <sup>(7)</sup>	Provision of hotel services/ United Kingdom	100	100
<b>Subsidiary held by The Cranley Hotel (IOM) Limited</b>			
CHL Hotel Limited <sup>(2)(4)(7)</sup>	Provision of hotel services/ United Kingdom	85	85

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 11. Investments in subsidiaries (cont'd)

### (a) Composition of the Group (cont'd)

Details of the Group's subsidiaries at the end of the reporting period are as follows (cont'd):

Name	Principal activity/ Place of incorporation	Effective equity held by the Group	
		2024 %	2023 %
<b><i>Subsidiary held by Dalvey Breeze Pte. Ltd.</i></b>			
Dalvey Breeze Development Pte. Ltd. <sup>(1)</sup>	Real estate developers/ Singapore	60	60
<b><i>Subsidiaries held by Wintastar Holdings Pte. Ltd.</i></b>			
Wintastar Real Estate Pte. Ltd. <sup>(8)</sup>	Investment holding and real estate activities/ Singapore	100	100
Wintastar Operations Pte. Ltd. <sup>(6)</sup>	Investment holding and business management consultancy services/ Singapore	–	100
Wintastar Concepts Pte. Ltd. <sup>(1)</sup>	Investment holding and operation and management services for real estate development/ Singapore	100	100
Wintastar (Shanghai) Co., Ltd. <sup>(6)</sup>	Business management and consultancy/ People's Republic of China	–	100
<b><i>Subsidiary held by Wintastar Real Estate Pte. Ltd.</i></b>			
KOP Northern Lights Pte. Ltd. <sup>(8)</sup>	Investment holding and real estate development/ Singapore	100	100
<b><i>Subsidiary held by Wintastar Operations Pte. Ltd.</i></b>			
WS Shanghai Operations Pte. Ltd. <sup>(6)</sup>	Investment holding and business management consultancy services/ Singapore	–	100
<b><i>Subsidiary held by Wintastar Concepts Pte. Ltd.</i></b>			
KOP Winterland Operation and Management (Shanghai) Co., Ltd. <sup>(2)</sup>	Investment management and consultancy/ People's Republic of China	100	100

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 11. Investments in subsidiaries (cont'd)

### (a) Composition of the Group (cont'd)

Details of the Group's subsidiaries at the end of the reporting period are as follows (cont'd):

- (1) Audited by UHY Lee Seng Chan & Co.  
 (2) Audited by other auditors  
 - KOP Properties (HK) Limited was last audited for the financial year ended 31 December 2013.  
 - CHL Hotel Limited was last audited for the financial year ended 31 March 2019.  
 (3) Collectively known as "KOP HK Group".  
 (4) Collectively known as "Cranley Group".  
 (5) Collectively known as "Gramercy Group".  
 (6) Struck off during the financial year.  
 (7) Audited/Reviewed by UHY Lee Seng Chan & Co and member firm of UHY International in the respective countries for the purpose of expressing an opinion on the consolidated financial statements for the financial year ended 31 March 2024.  
 (8) Not audited as pending strike off.  
 (9) Not considered a significant subsidiary and management has represented not required to be audited for statutory audit purpose.

### (b) Interest in subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interests held by NCI		Profit/(Loss) allocated to NCI during the year		Accumulated NCI at the end of the year	
		2024	2023	2024	2023	2024	2023
		%	%	\$'000	\$'000	\$'000	\$'000
Cranley Group	United Kingdom	15.00	15.00	(222)	(47)	946	1,173
KOP HK Group	Hong Kong & People's Republic of China	49.00	49.00	(76)	(20)	(2,427)	(2,320)
Gramercy Group	Singapore & Indonesia	17.19	17.19	124	(20)	2,564	2,567
Dalvey Breeze Development Pte. Ltd.	Singapore	40.0	40.0	1,860	235	2,091	231
Individual subsidiaries with immaterial non-controlling interests				-	-	-	(1)
				1,686	148	3,174	1,650



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 11. Investments in subsidiaries (cont'd)

(c) Summarised financial information about subsidiaries with material NCI

Summarised financial information before intercompany elimination of subsidiaries with material non-controlling interests are as follows:

Name	Cranley Group		KOP HK Group		Gramercy Group		Dalvey Breeze Development Pte. Ltd.	
	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Summarised balance sheet</b>								
<b>Current</b>								
Assets	9,189	10,956	89	235	637	18,259	54,174	117,096
Liabilities	(2,880)	(3,137)	(5,043)	(4,970)	(12,913)	(28,760)	(48,947)	(103,234)
<b>Net current assets/(liabilities)</b>	<b>6,309</b>	<b>7,819</b>	<b>(4,954)</b>	<b>(4,735)</b>	<b>(12,276)</b>	<b>(10,501)</b>	<b>5,227</b>	<b>13,862</b>
<b>Non-current</b>								
Assets	-	-	-	-	28,510	30,264	-	300
Liabilities	-	-	-	-	(1,319)	(4,831)	-	(13,585)
<b>Net non-current assets/(liabilities)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>27,191</b>	<b>25,433</b>	<b>-</b>	<b>(13,285)</b>
<b>Net assets/(liabilities)</b>	<b>6,309</b>	<b>7,819</b>	<b>(4,954)</b>	<b>(4,735)</b>	<b>14,915</b>	<b>14,932</b>	<b>5,227</b>	<b>577</b>
<b>Summarised statement of profit or loss and other comprehensive income</b>								
Revenue	-	-	-	-	5,398	4,035	61,853	33,307
(Loss)/Profit after tax	(1,482)	(312)	(154)	(42)	723	(118)	4,650	588
Other comprehensive income	(28)	20	(65)	95	(740)	(1,363)	-	-
<b>Total comprehensive income</b>	<b>(1,510)</b>	<b>(292)</b>	<b>(219)</b>	<b>53</b>	<b>(17)</b>	<b>(1,481)</b>	<b>4,650</b>	<b>588</b>
<b>Other summarised information</b>								
Net cash flow from operations	-	-	(2)	(6)	2,309	3,333	58,576	81
Net cash flow from investing	-	-	-	-	(398)	(1,755)	-	-
Net cash flow from financing	-	-	-	-	(2,753)	(952)	(67,074)	6,260

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 12. Investment in an associate

	Group	
	2024	2023
	\$'000	\$'000
Cost of investment <sup>(1)</sup>	-	-
Share of post-acquisition profit and losses, net of dividend received	20	153
	20	153

Details of the Group's associate at the end of the reporting period are as follows:

Name	Principal activity/ Place of incorporation	Group Proportion of ownership interest	
		2024	2023
		%	%
Epic Land Pte. Ltd. <sup>(2)</sup> ("Epic Land")	Investment holding company/ Singapore	25	25

<sup>(1)</sup> Amount is less than one thousand.

<sup>(2)</sup> Audited by other auditor.

A dividend of \$125,000 (2023: \$125,000) was declared from Epic Land during the financial year ended 31 March 2024.

The summarised financial information in respect of the Group's associate, Epic Land is based on its SFRS(I) financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	2024	2023
	\$'000	\$'000
<b>Summarised balance sheet</b>		
Current assets	84	799
Non-current assets	-	-
Total assets	84	799
Current liabilities	(4)	(189)
Non-current liabilities	-	-
Total liabilities	(4)	(189)
Net assets	80	610
Proportion of the Group's ownership interest	25%	25%
Carrying amount of investment in an associate	20	153
<b>Summarised statement of profit or loss and other comprehensive income</b>		
Revenue	-	-
Loss for the year, representing total comprehensive income for the year	(30)	(129)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 13. Development properties

Development properties consist of unsold residential properties completed during the current financial year.

	Group	
	2024	2023
	\$'000	\$'000
Completed properties held for sale	43,564	17,313
Properties under development	-	95,359
Less: Reclassification of development properties to property, plant and equipment <sup>(1)</sup>	-	(25,243)
	<u>43,564</u>	<u>87,429</u>

<sup>(1)</sup> In the previous financial year, the Group reclassified its development properties located at Batam, Indonesia, held by an indirect wholly-owned subsidiary, P.T. Teguh Cipta Pratama with net carrying amount of \$25,243,000 to property, plant and equipment. The Group no longer intends to offer these properties for sale and will instead use these properties to generate business revenue as part of its hospitality business (Note 10).

Development properties were analysed as follows:

	Group	
	2024	2023
	\$'000	\$'000
Land and other related costs	96,849	96,849
Development cost, related overhead expenditure and financing costs incurred to-date	36,246	31,229
Cost of development properties	133,095	128,078
Transferred to cost of sales	(89,531)	(40,649)
	<u>43,564</u>	<u>87,429</u>

The development properties are pledged as securities for bank borrowings (Note 19).

Particulars of the development properties are set out below:

Description	Location	Tenure	Site area (square foot)	Gross floor area (square foot)	Percentage of completion	TOP date
Residential	Lot 1086C of Town Subdivision 25 at 105 to 111 (odd no.) Dalvey Road Singapore	Freehold	55,481	49,072	100%	6 July 2023

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 14. Inventories

	Group	
	2024	2023
	\$'000	\$'000
Supplies and consumables	288	276

Management has carried out a review of the net realisable value of the inventories as at the end of the reporting period and assessed that no allowance for write-down is required.

## 15. Trade and other receivables

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<b>Trade receivables</b>				
- Third parties	6,369	708	-	-
<b>Other receivables</b>				
- Third parties	314	756	2	7
- Related companies	110	74	-	-
- Subsidiaries	-	-	6,068	6,036
	424	830	6,070	6,043
<b>Total trade and other receivables</b>	6,793	1,538	6,070	6,043
Add:				
Other current assets, excluding prepayments (Note 16)	104	190	*	*
Cash and bank balances (Note 18)	3,825	14,376	260	1,590
<b>Total financial assets carried at amortised cost</b>	10,722	16,104	6,330	7,633

\* Amount is less than one thousand.

Trade and other receivables denominated in foreign currencies at 31 March are as follows:

	Group	
	2024	2023
	\$'000	\$'000
United States Dollar	138	135
Indonesian Rupiah	862	1,149
Great British Pound	271	133

### Trade receivables

The average credit period on sale of goods and rendering of services ranges between 30 to 90 days (2023: 30 to 90 days). No interest is charged on the overdue balances.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 15. Trade and other receivables (cont'd)

### Amounts due from subsidiaries, related companies and other receivables

The non-trade receivables due from subsidiaries, related companies and other receivables are unsecured, interest-free and repayable on demand and are to be settled in cash.

### Receivables that are past due but not impaired

The trade receivables that are neither past due nor impaired relate to customers that the Group has assessed to be creditworthy, based on the credit evaluation process performed by management.

### Expected credit losses

The movement in allowance for expected credit losses of trade receivables is as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	155	155	-	-
Charged to profit or loss	3	-	-	-
Written off	(155)	-	-	-
At end of the year	3	155	-	-

The movement in allowance for expected credit losses of other receivables is as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
At beginning of the year	18	18	-	-
Charged to profit or loss	93	-	-	-
Written off	(18)	-	-	-
At end of the year	93	18	-	-

## 16. Other current assets

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Deposits (Note 15)	104	190	*	*
Prepayments	297	227	12	33
	401	417	12	33

\* Amount is less than one thousand.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 17. Contract costs

	Group	
	2024	2023
	\$'000	\$'000
Costs to obtain sales contracts for development properties:		
At beginning of the year	131	563
Additions	2,305	-
Amortisation	(2,436)	(432)
At end of the year	-	131

Costs to obtain sales contracts for development properties relate to incremental commission fees paid to intermediaries as a result of obtaining residential property sale contracts. These costs are amortised on a straight-line basis over the period of construction as this reflects the period over which the residential property is transferred to the customer.

Amortisation of contract costs amounting to \$2,436,000 (2023: \$432,000) are recognised within "Distribution costs" in the Group's profit or loss. The contract costs have been fully amortised in the current financial year.

## 18. Cash and bank balances

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Cash at banks and on hand	3,613	14,142	260	1,590
Funds placed in escrow accounts	212	234	-	-
	3,825	14,376	260	1,590

As at 31 March 2024, the Group's cash and bank balances of \$2,303,000 (2023: \$10,903,000) were held under project accounts and withdrawals from which are designated for payments for expenditure incurred on the development properties and are subject to the provisions in the Housing Developers (Project Account) Rules in Singapore.

Cash and bank balances denominated in foreign currencies at 31 March are as follows:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
United States Dollar	214	375	-	-
Hong Kong Dollar	10	10	-	-
China Renminbi	65	43	-	-
Great British Pound	108	258	-	-
Indonesian Rupiah	281	624	-	-

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 18. Cash and bank balances (cont'd)

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash and bank balances	3,825	14,376	260	1,590
Less: Restricted funds placed in escrow accounts	(212)	(234)	-	-
Cash and cash equivalents in the consolidated cash flow statement	3,613	14,142	260	1,590

Cash at bank earns interest at floating rates based on bank deposit rates. Funds placed in escrow accounts relate to the minimum balance maintained with bank to secure bank borrowings (Note 19).

## 19. Bank borrowings (secured)

	Group	
	2024 \$'000	2023 \$'000
<b>Current</b>		
Fixed rate bank loans		
- 7-year USD loan	3,583	2,742
- 5-year SGD loan	336	326
Variable rate bank loans		
- SGD land loan and construction loan	9,995	80,307
	13,914	83,375
<b>Non-current</b>		
Fixed rate bank loans		
- 7-year USD loan	1,319	4,831
- 5-year SGD loan	114	450
	1,433	5,281
Total bank borrowings (secured)	15,347	88,656

The Group's bank borrowings comprise the following:

### (a) 7-year fixed rate bank loan

The 7-year USD bank loan of \$4,902,000 (2023: \$7,573,000) bears interest at 6.00% (2023: 5.50%) per annum and matures in June 2025. The loan is secured by a legal mortgage of the leasehold land and building of subsidiaries (Note 10), personal guarantee from directors of the Company and corporate guarantee from the Company (Note 30).

The terms of the loan include a financial covenant which requires the subsidiary to maintain a maximum adjusted gearing ratio of 0.7 throughout the tenure of the loan.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 19. Bank borrowings (secured) (cont'd)

### (b) 5-year fixed rate bank loan

The 5-year SGD bank loan of \$450,000 (2023: \$776,000) bears interest at 2.75% (2023: 2.75%) per annum and matures in July 2025. The loan is secured by a corporate guarantee from the Company (Note 30).

### (c) Variable rate bank loans

The variable rate bank loans comprise a SGD land loan of \$10,000,000 (2023: SGD land loan of \$69,750,000 and a SGD construction loan of up to \$15,000,000 drawn down to \$10,572,000 and fully repaid as at the reporting date). The loans bear interest at 2.00% (2023: 2.00%) per annum above the 1 month or 3 months compounded Singapore Overnight Rate Average rate. The maturity of the SGD land loan has been extended to 5 July 2024 during the financial year (2023: repayable on 6 January 2024 or 6 months from the date of issuance of Temporary Occupation Permit for the development properties, whichever is earlier).

The loans are secured by a legal mortgage of the development properties of the subsidiary (Note 13) and proportionate guarantee from the Company (Note 30).

Subsequent to the end of the reporting period, the land loan has been fully repaid.

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

	1 April 2023 \$'000	Cash flows, net \$'000	Non-cash changes			31 March 2024 \$'000
			Reclassifi- cation \$'000	Foreign exchange movement \$'000	Others \$'000	
<b>Current</b>						
Bank borrowings (secured)	83,375	(73,434)	3,973	(20)	20	13,914
Finance leases (Note 20)	38	(38)	3	-	-	3
Lease liabilities [Note 21(b)]	86	(120)	-	-	121	87
Loan from a shareholder (Note 23)	-	5,477	-	-	-	5,477
Loan from a non-controlling interest (Note 24)	12,408	1,292	-	-	-	13,700
<b>Non-current</b>						
Bank borrowings (secured)	5,281	-	(3,973)	125	-	1,433
Finance leases (Note 20)	3	-	(3)	-	-	-
Lease liabilities [Note 21(b)]	-	-	-	-	23	23



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 19. Bank borrowings (secured) (cont'd)

	1 April 2022	Cash flows, net	Non-cash changes			31 March 2023
			Reclassifi- cation	Foreign exchange movement	Others	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Current</b>						
Bank borrowings (secured)	2,510	4,708	81,775	(5,659)	41	83,375
Finance leases (Note 20)	36	(36)	38	-	-	38
Lease liabilities [Note 21(b)]	92	(120)	7	-	107	86
Loan from a shareholder (Note 23)	48,058	(48,058)	-	-	-	-
Loan from a non-controlling interest (Note 24)	-	-	12,027	-	381	12,408
<b>Non-current</b>						
Bank borrowings (secured)	81,527	-	(81,775)	5,529	-	5,281
Finance leases (Note 20)	41	-	(38)	-	-	3
Lease liabilities [Note 21(b)]	7	-	(7)	-	-	-
Loan from a non-controlling interest (Note 24)	12,027	-	(12,027)	-	-	-

## 20. Finance leases

	Group			
	Minimum lease payments		Present value of minimum lease payments	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Amount payable under finance leases:				
Within one year	3	39	3	38
Between two to five years	-	3	-	3
	3	42	3	41
Less: Future finance charges	-	(1)	-	-
Present value of lease obligations	3	41	3	41
Less: Amount due for settlement within 12 months (shown under current liabilities)			(3)	(38)
Amount due for settlement after 12 months			-	3

The Group has finance lease for a motor vehicle. The finance lease has a lease term of 7 years (2023: 7 years) commencing from 19 May 2017 and bears interest rate of 2.58% per annum (2023: 2.58% per annum). The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligation under finance lease is secured by the leased assets (Note 10).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 21. Leases

The Group has lease contracts for leasehold land and buildings and office equipment. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the lease assets.

### (a) Rights-of-use assets

Carrying amounts of right-of-use assets classified within property, plant and equipment:

	Group		
	Leasehold land and buildings \$'000	Office equipment \$'000	Total \$'000
At 1 April 2022	276	10	286
Additions	104	-	104
Depreciation	(121)	(8)	(129)
At 31 March 2023	259	2	261
Additions	108	32	140
Disposals	-	(1)	(1)
Depreciation	(117)	(6)	(123)
At 31 March 2024	250	27	277

### (b) Lease liabilities

The table below sets out the carrying amount of lease liabilities and the movements during the year:

	Group	
	2024 \$'000	2023 \$'000
At beginning of the year	86	99
Additions	140	104
Accretion of interest	4	3
Payments	(120)	(120)
At end of the year	110	86
Current	87	86
Non-current	23	-
Total lease liabilities	110	86

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 21. Leases (cont'd)

### (c) Amounts recognised in profit or loss

The table below sets out the amounts recognised in profit or loss during the year:

	Group	
	2024 \$'000	2023 \$'000
Depreciation of right-of-use assets	123	128
Interest expense on lease liabilities (Note 6)	4	3
Expenses relating to short-term leases (included in administrative and general expenses) (Note 8)	108	99
Total amount recognised in profit or loss	235	230

### (d) Total cash outflows

The Group had total cash outflows for leases of \$228,000 (2023: \$219,000) for the financial year ended 31 March 2024.

## 22. Trade and other payables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade payables	2,518	3,243	-	-
Accrued operating expenses	4,335	4,831	747	419
Advances from non-controlling interests	2,013	1,983	-	-
Deposits received <sup>(1)</sup>	173	229	-	-
Amounts due to directors of the Company	198	83	98	22
Amounts due to a director of a subsidiary	29	29	-	-
Amount due to ultimate holding company	7	7	-	-
Amounts due to related companies	14	66	-	-
Amounts due to a subsidiary	-	-	10,936	11,028
Other payables <sup>(2)</sup>	1,883	1,184	56	69
	11,170	11,655	11,837	11,538
Trade and other payables (excluding non-refundable deposits)	10,997	11,426	11,837	11,538
Add:				
Bank borrowings (secured) (Note 19)	15,347	88,656	-	-
Finance leases (Note 20)	3	41	-	-
Lease liabilities [Note 21(b)]	110	86	-	-
Loan from a shareholder (Note 23)	5,477	-	-	-
Loan from a non-controlling interest (Note 24)	13,700	12,408	-	-
Total financial liabilities carried at amortised cost	45,634	112,617	11,837	11,538

<sup>(1)</sup> The deposits received include non-refundable deposits of \$173,000 (2023: \$229,000) mainly received from resorts' guests.

<sup>(2)</sup> Other payables include provision for liquidated damages of \$229,000 (2023: \$Nil).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 22. Trade and other payables (cont'd)

Trade and other payables denominated in foreign currencies at 31 March are as follows:

	Group	
	2024	2023
	\$'000	\$'000
United States Dollar	2,013	1,983
Hong Kong Dollar	46	46
China Renminbi	201	210
Great British Pound	2,607	2,553
Indonesian Rupiah	3,034	2,990

### Trade payables

The average credit period on purchases of goods and services ranges between 30 to 120 days (2023: 30 to 120 days). No interest is charged on the overdue balances.

### Amounts due to ultimate holding company, related companies and a subsidiary

The non-trade payables due to ultimate holding company, related companies and a subsidiary are unsecured, interest-free and repayable on demand and are to be settled in cash.

### Amounts due to directors

The amounts due to directors are non-trade related, unsecured, interest-free and repayable on demand and are to be settled in cash.

### Advances from non-controlling interests

The advances from non-controlling interests are interest-free, unsecured and repayable on demand and are to be settled in cash.

## 23. Loan from a shareholder

The Group's and Company's loan from a shareholder comprises only the loan from ultimate holding company of \$5,477,000 (2023: \$ Nil) which is denominated in SGD, bearing interest at 7% per annum and repayable in 1 year from the first drawdown date or such other date as the parties shall agree in writing. The repayment of loan has been extended until cashflows of the Company improves.

The loan can be convertible into fully paid-up ordinary shares in the capital of the Company, at the option of the shareholder, in the event that the Company is unable to repay the loan on maturity date.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 24. Loan from a non-controlling interest

The loan from a non-controlling interest is denominated in SGD, interest-free and expected to be repaid within the next 12 months.

The Group has obtained an undertaking from its non-controlling interest not to demand for immediate repayment from the Group for at least 12 months from the date the Group's financial statements for the financial year ended 31 March 2024 are authorised for issuance or when the Group's cash flows permit, whichever is earlier.

## 25. Deferred tax liabilities

The following are the deferred tax liabilities recognised by the Group, and the movements thereon, during the current and prior reporting periods:

	Group		
	Accelerated tax depreciation over accounting depreciation \$'000	Surplus on revaluation of JVC's property \$'000	Total \$'000
At 1 April 2022	328	2,260	2,588
Disposal of joint venture ("JVC") classified as asset held for sale			
- reversal	-	(2,121)	(2,121)
- overprovision credited to profit or loss (Note 7)	-	(139)	(139)
Exchange differences	(16)	-	(16)
At 1 April 2023	312	-	312
Exchange differences	(8)	-	(8)
At 31 March 2024	304	-	304

### Unrecognised temporary differences relating to investment in an associate

At the end of the reporting period, no deferred tax liability (2023: \$Nil) has been recognised for taxes that would be payable on the undistributed earnings of the Group's associate as there is no income tax consequences attached to the dividends from the associate and there is no income tax payable on the subsequent distributions of profits by the associate.

### Tax consequences of proposed dividends

There are no income tax consequences for the financial year ended 31 March 2024 and 31 March 2023 attached to the dividends to the shareholders proposed by the Group and hence no liability has been recognised in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 26. Share capital

	Group and Company		Company	
	2024	2023	2024	2023
	Number of ordinary shares <sup>(1)</sup>		\$'000	\$'000
Issued and fully paid-up capital:				
At beginning and end of the year	1,107,962,214	1,107,962,214	294,506	294,506

<sup>(1)</sup> The equity structure (i.e. the number and types of equity instruments issued) reflects the equity structure of the Company, being the legal parent, including the equity instruments issued by the Company to effect the reverse acquisition on 4 May 2014.

	Group	
	2024	2023
	\$'000	\$'000
Issued and fully paid-up capital <sup>(2)</sup> :		
At beginning and end of the year	78,940	78,940

<sup>(2)</sup> The amount recognised as issued equity instruments in the consolidated financial statements is determined by adding to the issued equity of Scorpio East Holdings Ltd. and its subsidiaries immediately before the reverse acquisition to the costs of the reverse acquisition and proceeds from issuance of shares by the Company subsequent to the completion of the reverse acquisition.

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

## 27. Foreign currency translation reserves

The foreign currency translation reserves represent exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

## 28. Other reserves

Other reserves arose from transactions with ultimate holding company and a non-controlling interest.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 29. Other related parties transactions

- (a) During the financial year, the Group entered into the following significant transactions with related parties at terms agreed between the parties, other than those disclosed elsewhere in the financial statements:

	Group	
	2024 \$'000	2023 \$'000
<b>Ultimate holding company</b>		
Loan	5,717	6,630
License fee	1	1
Interest expense	100	761
Repayment of loan	240	17,688
Repayment of interest expense	-	1,497
<b>Related companies <sup>(1)</sup></b>		
Management fee income	(30)	(30)
Recharge of expenses	(580)	(281)
Reimbursement of expenses	47	140
<b>Entity which the directors of the Company have interest in</b>		
Management fee income	(200)	(200)
<b>Transactions with directors of the Company</b>		
Management fee income from development properties sold	(7)	(7)
Shared return from development properties	2	4
Guarantors fee <sup>(2)</sup>	75	212
<b>Transactions with shareholder of the Company</b>		
Interest expense	-	2,909
Repayment of loan	-	37,000
Repayment of interest expense	-	8,360

<sup>(1)</sup> Related companies refer to subsidiaries of the Company's ultimate holding company, KOP Group Pte. Ltd. and its subsidiaries, excluding entities within the Group.

<sup>(2)</sup> The guarantors fee was paid to certain directors of the Group for the execution of personal guarantee for the 7-year USD bank loan. The fee is accrued on a daily basis at 0.50% per annum on the outstanding principal amount of the 7-year USD bank loan, from the date of the loan facility agreement until the facilities are fully repaid and the directors' personal guarantee are discharged.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 29. Other related parties transactions (cont'd)

- (b) Compensation of directors and key management personnel

The remuneration of directors and members of key management personnel during the financial year were as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Short-term employee benefits	2,241	2,255
Central Provident Fund contributions	64	70
	<u>2,305</u>	<u>2,325</u>

The remuneration of directors and members of key management personnel is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

## 30. Contingent liabilities

### Corporate guarantees

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Corporate guarantees to financial institutions for subsidiaries' banking facilities	<u>11,352</u>	<u>56,542</u>

Based on information currently available, the Company does not expect any liabilities to arise from the guarantees.

### Legal claims

- (a) In 2017, the Group received a notice from Batam District Court ("BDC") in relation to an enforcement process of a claim from a subcontractor of the Group's subsidiary's contractor. This claim is for the remaining outstanding payment owed by the subsidiary's contractor to the subcontractor (plaintiff), based on the binding court's judgement. The BDC had issued a binding judgement that the Group's subsidiary and the subsidiary's contractor are joint and severally liable to compensate the plaintiff an amount of S\$473,000 together with the interest accrued and court costs.

In the current financial year, the Group had submitted several formal letters of objection to the higher ranking of the court institutions above BDC against the enforcement of the judgement and was able to block the execution of judgement on the basis that the properties of the subsidiary comprising leasehold land and buildings and assets under construction were encumbered (Note 10).

As the court's judgement is still valid as at the reporting date, a reasonable provision amount had been included under other payables (Note 22).

Upon consultation with the lawyers, in order not to prejudice the Group's legal position of the existing judgement, management is advised not to disclose further details of the amount of the provision.

In addition, the lawyers are of the view that the judgement cannot be enforced or shall be deemed as non-executable of Indonesia court's judgement under the laws of Indonesia and legal practice.

Consequently, the Group is exploring all available legal options to resolve the matter.

- (b) In 2019, the Group received a notice from the Court of Batam, Indonesia (the "Court") in relation to a statement of claim filed on 21 June 2019, to cancel the lease and unit management agreement for two units of the property owned by the Group.

On 8 September 2020, the Group received the verdict which the Court pronounced the claim brought by plaintiff has failed and ordered the plaintiff to pay all costs incurred by the Court.

The plaintiff submitted a cassation against the case on 27 October 2020 and the Supreme Court upheld the decision of the Court on 22 November 2021.

On 17 October 2022, the plaintiff submitted a judicial review and this case is currently awaiting the decision of the Supreme Court as at the date of this report.

The Directors are of the view that there are no merits to the claim and hence, no provision of the claim has been made for the financial year ended 31 March 2024.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 31. Commitments

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

	Group	
	2024 \$'000	2023 \$'000
Development properties	-	8,613
Property, plant and equipment	73	3,606
Consultancy fee for real estate development and investment project	23	174
	96	12,393

The commitments amounting to \$77,000 (2023: \$8,787,000) are expected to be settled within the next 12 months from the date of financial statements.

## 32. Fair value of assets and liabilities

### (a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

Trade and other receivables, other current assets, cash and bank balances, trade and other payables

The carrying amounts of these balances approximate fair values due to their short- term nature.

Variable rate bank loans

The carrying amounts of these balances approximate fair values as their interest rates approximate market interest rates.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

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

### (c) *Assets and liabilities not measured at fair value, for which fair value is disclosed*

The following table shows an analysis of the Group's and Company's liabilities not measured at fair value, for which fair value is disclosed:

Group	Fair value measurements at the end of the reporting period using				
	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	Fair value Total	Carrying amount
	\$'000	\$'000	\$'000	\$'000	\$'000
<b>31 March 2024</b>					
<b>Liabilities:</b>					
Bank borrowings (secured):					
- Fixed rate bank loans	-	-	5,457	5,457	5,352
- Variable rate bank loan	-	-	10,149	10,149	9,995
Finance leases	-	-	3	3	3
Loan from a shareholder	-	-	5,477	5,477	5,477
<b>31 March 2023</b>					
<b>Liabilities:</b>					
Bank borrowings (secured):					
- Fixed rate bank loans	-	-	8,233	8,233	8,349
- Variable rate bank loan	-	-	83,537	83,537	80,307
Finance leases	-	-	42	42	41
<b>Company</b>					
	Fair value measurements at the end of the reporting period using				
	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant unobservable inputs (Level 3)	Fair value Total	Carrying amount
	\$'000	\$'000	\$'000	\$'000	\$'000
<b>31 March 2024</b>					
<b>Liabilities:</b>					
Loan from a shareholder	-	-	5,477	5,477	5,477

#### Determination of fair value

*Fixed rate bank loans, finance leases and loan from a shareholder*

The fair values as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 33. Segment information

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

(i)	Real estate development and investment	The development, construction and sale of development properties.
(ii)	Real estate origination and management services	The provision of business and management services for projects, including acquisition of properties and undertaking the development conceptualisation, construction management, marketing and branding strategising and retail sales of such projects.
(iii)	Hospitality	Management and operation of hotels and resort, including restaurants and spas.
(iv)	Corporate office	Management fee income from subsidiaries, group-level corporate services and treasury function.

For the purpose of monitoring segment performance and allocating resources, the Management monitors the assets and liabilities attributable to each segment. All assets and liabilities are allocated to reportable segments. Assets or liabilities, if any, used jointly by reportable segments are allocated to the segments on a reasonable basis. Segment revenue represents revenue generated from external and internal customers. Segment result represents the (loss)/profit earned from each segment after allocating costs directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Corporate office consists of shared corporate assets and liabilities that could not be specifically allocated to each reportable segment.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 33. Segment information (cont'd)

31 March 2024	Real estate development and investment \$'000	Real estate origination and management services \$'000	Hospitality \$'000	Corporate office \$'000	Inter- segment eliminations \$'000	Total \$'000
<b>Revenue</b>						
Revenue from external customers	61,853	230	18,635	-	-	80,718
Inter-segment revenue	-	-	-	2,400	(2,400)	-
	61,853	230	18,635	2,400	(2,400)	80,718
<b>Results</b>						
Segment results	7,710	(1,232)	(188)	(2,655)	-	3,635
Finance costs	(2,889)	(19)	(372)	(100)	-	(3,380)
Share of result from investment in an associate	(7)	-	-	-	-	(7)
Reportable profit/(loss)	4,814	(1,251)	(560)	(2,755)	-	248
Income tax expense	(1,470)	(15)	(10)	-	-	(1,495)
Profit/(Loss) for the year	3,344	(1,266)	(570)	(2,755)	-	(1,247)
<b>Other information</b>						
Interest income	-	-	3	-	-	3
Depreciation of property, plant and equipment	(1,607)	(179)	(2,283)	(4)	-	(4,073)
<b>Reportable segments assets</b>	62,762	551	58,962	311	-	122,586
<b>Reportable segments assets included:</b>						
Investment in an associate	20	-	-	-	-	20
Additions to non-current assets	214	193	1,737	-	-	2,144
<b>Reportable segments liabilities</b>	28,459	2,879	12,206	6,378	-	49,922

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 33. Segment information (cont'd)

31 March 2023	Real estate development and investment \$'000	Real estate origination and management services \$'000	Hospitality \$'000	Corporate office \$'000	Inter- segment eliminations \$'000	Total \$'000
<b>Revenue</b>						
Revenue from external customers	33,307	230	13,963	-	-	47,500
Inter-segment revenue	-	-	590	-	(590)	-
	<u>33,307</u>	<u>230</u>	<u>14,553</u>	<u>-</u>	<u>(590)</u>	<u>47,500</u>
<b>Results</b>						
Segment results	4,994	(1,825)	1,859	(2,713)	-	2,315
Finance costs	(3,518)	(26)	(708)	(3,669)	-	(7,921)
Share of result from investment in an associate	(32)	-	-	-	-	(32)
Loss on disposal of non-current asset held for sale	-	(25,062)	-	-	-	(25,062)
Reportable profit/(loss)	<u>1,444</u>	<u>(26,913)</u>	<u>1,151</u>	<u>(6,382)</u>	<u>-</u>	<u>(30,700)</u>
Income tax (expense)/credit	(2)	156	(28)	-	-	126
Profit/(Loss) for the year	<u>1,442</u>	<u>(26,757)</u>	<u>1,123</u>	<u>(6,382)</u>	<u>-</u>	<u>(30,574)</u>
<b>Other information</b>						
Interest income	-	-	4	-	-	4
Depreciation of property, plant and equipment	<u>(1,217)</u>	<u>(178)</u>	<u>(1,418)</u>	<u>(3)</u>	<u>-</u>	<u>(2,816)</u>
<b>Reportable segments assets</b>	<u>149,071</u>	<u>713</u>	<u>40,147</u>	<u>1,657</u>	<u>-</u>	<u>191,588</u>
<b>Reportable segments assets included:</b>						
Investment in an associate	153	-	-	-	-	153
Additions to non-current assets	<u>1,572</u>	<u>108</u>	<u>8,358</u>	<u>7</u>	<u>-</u>	<u>10,045</u>
<b>Reportable segments liabilities</b>	<u>99,604</u>	<u>3,143</u>	<u>12,791</u>	<u>510</u>	<u>-</u>	<u>116,048</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 33. Segment information (cont'd)

### Geographical information

The operations of the Group are principally located in Singapore, Indonesia and United Kingdom.

The Group's revenue from external customers and information about its segment assets (non-current assets excluding deferred tax assets) by geographical locations are detailed below:

	Revenue		Non-current assets	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore	62,083	33,537	147	538
Indonesia	15,362	13,672	59,390	63,015
United Kingdom	3,273	291	5,973	5,791
People's Republic of China	-	-	-	38
	<b>80,718</b>	<b>47,500</b>	<b>65,510</b>	<b>69,382</b>

## 34. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall business strategies, tolerance of risk and general risk management philosophy are determined by the Board of Directors in accordance with prevailing economic and operating conditions. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purpose shall be undertaken.

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

### (a) Foreign currency risk

The Group operates primarily in Singapore, Indonesia and United Kingdom and as a result, is exposed to foreign currency risk from transactions denominated in foreign currencies, arising from its normal business activities.

The Group does not enter into derivative foreign exchange contracts and foreign currency borrowings to hedge against foreign currency risk. Exposures to foreign currency risks are managed as far as possible by natural hedges of matching assets and liabilities.

At the end of the reporting period, the material carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective Group entities' functional currencies are as follows:

	Group			
	Assets		Liabilities	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
United States Dollar	214	510	(6,915)	(9,556)

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Indonesia, Hong Kong and United Kingdom. The Group's net investments in Indonesia, Hong Kong and United Kingdom are not hedged as currency positions in Indonesian Rupiah, Hong Kong Dollar and Great British Pound are considered to be long-term in nature.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (a) Foreign currency risk (cont'd)

#### Sensitivity analysis for foreign currency risk

The following table demonstrates the impact on the Group's profit before tax (2023: loss before tax) to a 3% (2023: 6%) strengthening in the relevant foreign currency against the functional currency of each of the Group's entity, with all other variables held constant.

	Group	
	2024	2023
	\$'000	\$'000
<i>Decrease profit (2023: increase loss) before tax</i>		
United States Dollar	201	543

The opposite applies if the relevant foreign currencies were to weaken by 3% (2023: 6%) against the functional currency of each entity within the Group.

The Company's monetary assets and monetary liabilities are denominated in its functional currency, Singapore Dollars. Accordingly, no foreign currency sensitivity analysis is presented.

### (b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their bank borrowings.

#### Interest rate sensitivity

At the end of the reporting period, if interest rates had been 100 basis points (2023: 100 basis points) higher or lower with all other variables held constant, the Group's profit before tax (2023: loss before tax) would have been \$100,000 lower/higher (2023: \$803,000 higher/lower). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank loan.

### (c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The carrying amount of trade and other receivables, other current assets excluding prepayments and cash and bank balances represent the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group adopts a policy of only dealing with creditworthy counterparties based on their trading and payment history as well as such commercial information which the Group obtains from time to time. Credit exposure is controlled by the counterparty limits that are reviewed and approved by management annually.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

#### (i) Financial assets at amortised cost

The Group's and the Company's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognising expected credit losses ("ECL")
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written off



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### (i) Financial assets at amortised cost (cont'd)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

	Group	Company
	Financial assets at amortised cost	Financial assets at amortised cost
	\$'000	\$'000
<b>As at 1 April 2022</b>	173	-
Loss allowance measured during the financial year		
12-month ECL	-	-
Lifetime ECL	-	-
<b>As at 31 March 2023</b>	173	-
Loss allowance measured during the financial year		
12-month ECL	(77)	-
Lifetime ECL	-	-
<b>As at 31 March 2024</b>	96	-

The gross carrying amount of financial assets at amortised cost is as follows:

		Group		Company	
		2024	2023	2024	2023
		\$'000	\$'000	\$'000	\$'000
12-month ECL	Other receivables	517	848	6,070	6,043
Lifetime ECL	Trade receivables	6,372	863	-	-
Lifetime ECL	Contract assets	2,205	18,039	-	-
	Total	9,094	19,750	6,070	6,043

The gross carrying amount of trade and other receivables and contract assets of the Group are disclosed in Note 15 and Note 4(b) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### (ii) Trade receivables and contract assets

The Group provides for lifetime expected credit losses for all trade receivables and contract assets using the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on similar loss pattern. The expected credit losses incorporate forward looking information based on specific economic data. The loss allowance provision as at 31 March is determined as below.

Singapore

	Group		Company	
	Gross carrying amount \$'000	Loss allowance provision \$'000	Gross carrying amount \$'000	Loss allowance provision \$'000
<b>At 31 March 2024</b>				
Contract assets	2,205	-	-	-
Trade receivables:				
Current	5,512	-	-	-
Up to 30 days	-	-	-	-
31 to 60 days	-	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	-	-	-	-
More than 120 days	-	-	-	-
	5,512	-	-	-
<b>At 31 March 2023</b>				
Contract assets	18,039	-	-	-
Trade receivables:				
Up to 30 days	-	-	-	-
31 to 60 days	-	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	-	-	-	-
More than 120 days	155	155	-	-
	155	155	-	-

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### (ii) Trade receivables and contract assets (cont'd)

##### Indonesia

	Group		Company	
	Gross carrying amount \$'000	Loss allowance provision \$'000	Gross carrying amount \$'000	Loss allowance provision \$'000
<b>At 31 March 2024</b>				
Trade receivables:				
Up to 30 days	154	-	-	-
31 to 60 days	-	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	1	-	-	-
More than 120 days	455	-	-	-
	<u>610</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 31 March 2023</b>				
Trade receivables:				
Up to 30 days	167	-	-	-
31 to 60 days	3	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	-	-	-	-
More than 120 days	428	-	-	-
	<u>598</u>	<u>-</u>	<u>-</u>	<u>-</u>

The receivables in Indonesia which are aged past 120 days mostly pertain to outstanding maintenance fees owing from lessees. The credit risk is mitigated as this amount can be offset against accrued shared lessee returns.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### (ii) Trade receivables and contract assets (cont'd)

##### Others

	Group		Company	
	Gross carrying amount \$'000	Loss allowance provision \$'000	Gross carrying amount \$'000	Loss allowance provision \$'000
<b>At 31 March 2024</b>				
Trade receivables:				
Up to 30 days	100	-	-	-
31 to 60 days	44	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	1	-	-	-
More than 120 days	105	3	-	-
	<u>250</u>	<u>3</u>	<u>-</u>	<u>-</u>
<b>At 31 March 2023</b>				
Trade receivables:				
Up to 30 days	106	-	-	-
31 to 60 days	-	-	-	-
61 to 90 days	-	-	-	-
91 to 120 days	-	-	-	-
More than 120 days	4	-	-	-
	<u>110</u>	<u>-</u>	<u>-</u>	<u>-</u>

Information regarding loss allowance movement of trade receivables are disclosed in Note 15.

#### Expected credit loss assessment on trade receivables and contract assets

For trade receivables relating to sale of development properties, if a buyer defaults on payments, the Group may enforce payments via legal proceedings or if the buyer is assessed to be insolvent, the Group may take possession of the units, retain a portion of the buyer's deposits from payments made to date, and resell the property. The exposure to credit risk and expected credit losses for trade receivables as at 31 March 2024 and 2023 is insignificant.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### (iii) Financial guarantees

The maximum amount the Company could be forced to settle under the financial guarantee contracts in Note 30 to the financial statements, if the full guaranteed amount is claimed by the counterparty to the guarantees, is \$11,352,000 (2023: \$56,542,000). Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement.

The Group computes expected credit loss for financial guarantees using the probability of default approach. In determining ECL for financial guarantees, the Group consider events such as breach of loan covenants, default on instalment payments and determined that significant increase in credit risk occur when there is changes in the risk that the specified debtor will default on the contract.

#### Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. The Group does not apply hedge accounting.

#### Exposure to credit risk

The Group and Company have no concentration of credit risk other than the amounts due from subsidiaries as disclosed in Note 15 to the financial statements. The credit risk on bank balances is limited because the counterparties are reputable financial institutions.

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses, and the exposure to defaults from financial guarantees above, represents the Group's and Company's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Further details of credit risk on trade and other receivables are disclosed in Note 15 to the financial statements.

#### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2024		2023	
	\$'000	% of total	\$'000	% of total
<b>By country:</b>				
Singapore	5,512	87	-	-
Indonesia	610	9	598	84
United Kingdom	247	4	106	15
Other countries	-	-	4	1
	6,369	100	708	100

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (c) Credit risk (cont'd)

#### Credit risk concentration profile (cont'd)

	Group			
	2024		2023	
	\$'000	% of total	\$'000	% of total
<b>By industry sector:</b>				
Real estate development and investment	5,512	87	164	23
Real estate origination and management services	-	-	5	1
Hospitality	857	13	539	76
	<b>6,369</b>	<b>100</b>	<b>708</b>	<b>100</b>

#### Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and bank balances that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

#### Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 15 to the financial statements.

### (d) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The ability of the Group and Company to pay its debts as and when they fall due are dependent on the factors as detailed in Note 2.1 under the header, Going Concern Assumption. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities and loan from a shareholder.

At the end of the reporting period, approximately 96% (2023: 95%) of the Group's loans and borrowings will mature in less than one year based on the carrying amount reflected in the financial statements. Approximately 65% of the Group's loans and borrowings has been fully repaid subsequent the end of the reporting period.

The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within 12 months can be rolled over with existing lenders.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (d) Liquidity risk (cont'd)

#### Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Group			Total \$'000
	On demand or within one year \$'000	Within two to five years \$'000	After five years \$'000	
<b>31 March 2024</b>				
<b>Financial assets:</b>				
Trade and other receivables	6,793	-	-	6,793
Other current assets, excluding prepayments	104	-	-	104
Cash and bank balances	3,825	-	-	3,825
Total undiscounted financial assets	10,722	-	-	10,722
<b>Financial liabilities:</b>				
Trade and other payables, excluding non-refundable deposits	10,997	-	-	10,997
Bank borrowings (secured)	14,287	1,447	-	15,734
Finance leases	3	-	-	3
Lease liabilities	90	26	-	116
Loan from a shareholder	5,477	-	-	5,477
Loan from a non-controlling interest	13,700	-	-	13,700
Retention sum payable	594	-	-	594
Total undiscounted financial liabilities	45,148	1,473	-	46,621
Total net undiscounted financial liabilities	(34,426)	(1,473)	-	(35,899)
<b>31 March 2023</b>				
<b>Financial assets:</b>				
Trade and other receivables	1,538	-	-	1,538
Other current assets, excluding prepayments	190	-	-	190
Cash and bank balances	14,376	-	-	14,376
Total undiscounted financial assets	16,104	-	-	16,104
<b>Financial liabilities:</b>				
Trade and other payables, excluding non-refundable deposits	11,426	-	-	11,426
Bank borrowings (secured)	86,977	5,493	-	92,470
Finance leases	39	3	-	42
Lease liabilities	87	-	-	87
Loan from a non-controlling interest	12,408	-	-	12,408
Retention sum payable	-	1,177	-	1,177
Total undiscounted financial liabilities	110,937	6,673	-	117,610
Total net undiscounted financial liabilities	(94,833)	(6,673)	-	(101,506)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (d) Liquidity risk (cont'd)

#### Analysis of financial instruments by remaining contractual maturities (cont'd)

	Company			Total \$'000
	On demand or within one year \$'000	Within two to five years \$'000	After five years \$'000	
<b>31 March 2024</b>				
<b>Financial assets:</b>				
Trade and other receivables	6,070	-	-	6,070
Cash and bank balances	260	-	-	260
Total undiscounted financial assets	6,330	-	-	6,330
<b>Financial liabilities:</b>				
Trade and other payables, excluding non-refundable deposits	11,837	-	-	11,837
Loan from a shareholder	5,477	-	-	5,477
Total undiscounted financial liabilities	17,314	-	-	17,314
Total net undiscounted financial liabilities	(10,984)	-	-	(10,984)
<b>31 March 2023</b>				
<b>Financial assets:</b>				
Trade and other receivables	6,043	-	-	6,043
Cash and bank balances	1,590	-	-	1,590
Total undiscounted financial assets	7,633	-	-	7,633
<b>Financial liabilities:</b>				
Trade and other payables, excluding non-refundable deposits	11,538	-	-	11,538
Total undiscounted financial liabilities	11,538	-	-	11,538
Total net undiscounted financial liabilities	(3,905)	-	-	(3,905)



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 34. Financial risk management objectives and policies (cont'd)

### (d) Liquidity risk (cont'd)

#### Analysis of financial instruments by remaining contractual maturities (cont'd)

The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

	2024				2023			
	One year or less \$'000	One to five years \$'000	Over five years \$'000	Total \$'000	One year or less \$'000	One to five years \$'000	Over Five years \$'000	Total \$'000
<b>Company</b>								
Financial guarantees	6,000	5,352	-	11,352	48,193	8,349	-	56,542

## 35. Capital management policies and objectives

Capital includes debt and equity items as disclosed in the table below.

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 March 2024 and 2023.

The Group is in compliance with externally imposed capital undertakings for the financial year ended 31 March 2024. Externally imposed capital undertakings are mainly debt covenants included in certain borrowings and bank facilities of the Group.

The Group monitors capital using a gearing ratio, which is total borrowings divided by total capital. The Group's policy is to keep the gearing ratio below 1.50. The Group's total borrowings include bank borrowings, finance leases, loan from shareholders and loan from a non-controlling interest. Capital includes equity attributable to the owners of the Company.

	Group	
	2024 \$'000	2023 \$'000
Bank borrowings (secured) (Note 19)	15,347	88,656
Finance leases (Note 20)	3	41
Loan from a shareholder (Note 23)	5,477	-
Loan from a non-controlling interest (Note 24)	13,700	12,408
Total borrowings	34,527	101,105
Equity attributable to the owners of the Company	69,490	73,890
Gearing ratio	0.50	1.37

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 36. Comparative information

Our Independent Auditor's Report dated 14 July 2023 contains a qualified opinion on the financial statements for the financial year ended 31 March 2023 ("FY2023"). Below is the extract of the basis for qualified opinion.

Extracted from Independent Auditor's Report for FY2023

### (a) Opening balances

In our Independent Auditor's Report dated 7 September 2022, we expressed a qualified opinion on the financial statements for the financial year ended 31 March 2022. The basis for our qualified opinion is disclosed in Note 38 to the accompanying financial statements.

In view of the matters described in the basis for qualified opinion section on the financial statements for the financial year ended 31 March 2022, we were unable to determine whether the opening balances as at 1 April 2022 are fairly stated.

Since the opening balances as at 1 April 2022 are entered into the determination of the financial position of the Group and of the Company as at 31 March 2023, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year ended 31 March 2023, we were unable to determine whether adjustments, if any, might have been found to be necessary in respect of the Group's and the Company's financial statements for the financial year ended 31 March 2023.

Our opinion on the current financial year's financial statements of the Group and the Company is also modified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures.

### (b) Inability to ascertain the accuracy of the loss on disposal of non-current asset held for sale

During the financial year, the Group disposed of its non-current asset held for sale following the conclusion of arbitration proceedings involving its investment in the then joint venture company, Shanghai Snow Star Properties Co., Ltd. ("Shanghai Snow Star") (Note 21). Arising from this disposal, the Group derecognised its non-current asset held for sale (i.e. investment in Shanghai Snow Star) and recognised a loss on disposal of \$25,062,000 in the Group's profit or loss.

In our previous Independent Auditor's Reports for the financial years ended 31 March 2021 and 2022 as detailed in Note 38, we had expressed a qualified opinion on the financial statements as we had experienced difficulties in obtaining access to Shanghai Snow Star's accounting and other statutory records. Accordingly, we were unable to obtain sufficient appropriate audit evidence on the accuracy of the carrying amounts of the Group's investment in Shanghai Snow Star during the respective financial years.

As the loss on disposal of non-current asset held for sale is determined by deducting the carrying amount of the Group's investment in Shanghai Snow Star from the net proceeds received on disposal, we are unable to determine the appropriateness of the quantum of the loss on disposal recognised in the Group's profit or loss in the current financial year.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

## 37. Events after reporting period

- (i) On 17 May 2024, the Company's indirect wholly-owned subsidiary, KOP Properties (UK) Limited changed its name to Charlton Somerset Hospitality Limited.
- (ii) On 8 July 2024, the Company's indirect wholly-owned subsidiaries, KOP Northern Lights Pte. Ltd. and Wintastar Real Estate Pte. Ltd. have been struck off from the Register of Companies pursuant to Section 344A of the Companies Act 1967. The strike-off of these subsidiaries is not expected to have any material impact to the Group.
- (iii) On 10 July 2024, the Company's indirect wholly-owned subsidiary, Dalvey Breeze Pte. Ltd. has incorporated a wholly-owned subsidiary, KOP Properties Investment (UK) Pte. Ltd.. The incorporation of this subsidiary is not expected to have any material impact to the Group.
- (iv) On 11 July 2024, the Company's indirect 51%-owned dormant subsidiary, KOP Properties (HK) Limited has been disposed to an unrelated third party at HK\$1. The disposal is not expected to have any material impact on the net tangible assets and earnings per share of the Group for the financial year ending 31 March 2025.

## 38. Authorisation of financial statements

The financial statements for the financial year ended 31 March 2024 were authorised for issue in accordance with a resolution of the Directors on 15 July 2024.

# STATISTICS OF SHAREHOLDINGS

As at 28 June 2024

Class of Shares	:	Ordinary share
No. of Shares (excluding treasury shares and subsidiary holdings)	:	1,107,962,214
Voting rights	:	One vote per share
No. of treasury shares and percentage	:	Nil
No. of subsidiary holdings held and percentage	:	Nil

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	4	0.35	74	0.00
100 - 1,000	309	27.47	182,475	0.02
1,001 - 10,000	233	20.71	1,462,300	0.13
10,001 - 1,000,000	526	46.76	65,162,005	5.88
1,000,001 and above	53	4.71	1,041,155,360	93.97
<b>TOTAL</b>	<b>1,125</b>	<b>100.00</b>	<b>1,107,962,214</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	DBS NOMINEES (PRIVATE) LIMITED	490,819,480	44.30
2	GOI SENG HUI	249,645,443	22.53
3	OCBC SECURITIES PRIVATE LIMITED	82,480,015	7.44
4	UOB KAY HIAN PRIVATE LIMITED	54,118,600	4.88
5	LOW KHENG HONG @ LAU KHENG HONG	14,150,262	1.28
6	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	8,702,569	0.79
7	MAYBANK SECURITIES PTE. LTD.	8,637,000	0.78
8	CITIBANK NOMINEES SINGAPORE PTE LTD	8,235,200	0.74
9	ONG SIEW TING GERALDINE	7,000,000	0.63
10	ABN AMRO CLEARING BANK N.V	6,628,400	0.60
11	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	5,763,116	0.52
12	HSBC (SINGAPORE) NOMINEES PTE LTD	5,690,900	0.51
13	NAM LEONG CO PTE LTD	5,510,000	0.50
14	CHUA KENG LOY	5,282,100	0.48
15	PHILLIP SECURITIES PTE LTD	5,096,075	0.46
16	TAN BEE LIAN	4,881,800	0.44
17	TAY MING HIN	4,878,100	0.44
18	TAN WEIREN VINCENT (CHEN WEIREN VINCENT)	4,150,000	0.37
19	GOH MIA SOONG BENSON	3,957,800	0.36
20	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,877,100	0.35
<b>TOTAL</b>		<b>979,503,960</b>	<b>88.40</b>

# STATISTICS OF SHAREHOLDINGS

As at 28 June 2024

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
KOP Group Pte. Ltd. <sup>(1)</sup>	-	-	428,571,428	38.68
Ms. Ong Chih Ching <sup>(2)</sup>	1,569,100	0.14	496,127,543	44.78
Ms. Leny Suparman <sup>(3)</sup>	2,332,100	0.21	459,257,142	41.45
Mr. Goi Seng Hui	249,645,443	22.53	-	-

### Notes:

- <sup>(1)</sup> KOP Group Pte. Ltd. is deemed to be interested in 428,571,428 ordinary shares held through DBS Nominees (Private) Limited.
- <sup>(2)</sup> Ms. Ong Chih Ching is deemed to be interested in (i) 428,571,428 ordinary shares held through KOP Group Pte. Ltd. by virtue of Section 7 of the Singapore Companies Act 1967, and (ii) 67,556,115 ordinary shares held through OCBC Securities Private Limited.
- <sup>(3)</sup> Ms. Leny Suparman is deemed to be interested in (i) 428,571,428 ordinary shares held through KOP Group Pte. Ltd. by virtue of Section 7 of the Singapore Companies Act 1967, and (ii) 30,685,714 ordinary shares held through DBS Nominees (Private) Limited.

## PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 28 June 2024, 25.57% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual – Section B: Rules of Catalist of the SGX-ST which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of KOP Limited (“Company”) will be convened and held at Octagon, Level 1 @ Golf Clubhouse, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on Wednesday, 31 July 2024 at 10.00 a.m. for the following purposes.

## ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
- To approve the payment of Directors’ fees of S\$154,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears. (2024: S\$126,112) **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Regulation 112 of the Constitution of the Company:  
**Regulation 112**  
Ms. Leny Suparman **(Resolution 3)**  
Mr. Ng Hin Lee **(Resolution 4)**  
*[See Explanatory note (i)]*
- To appoint Messrs Moore Stephens LLP as auditors of the Company in place of the retiring auditors of the Company, Messrs UHY Lee Seng Chan & Co (“**Proposed Change of Auditors**”), to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration and take such steps and exercise such discretion and do all such acts and things (including, without limitation, executing all such documents as may be required) as any Director of the Company may deem desirable, necessary, advisable or expedient to give effect to this Resolution. **(Resolution 5)**  
*[See Explanatory note (ii)]*
- To transact any other ordinary business which may properly be transacted at an AGM.

## SPECIAL BUSINESS

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

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”)  
That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:
  - (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force,

# NOTICE OF ANNUAL GENERAL MEETING

## ("Share Issue Mandate")

provided that:

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory note (iii)]

**(Resolution 6)**

## 7. Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market purchase(s) (each a "**Market Purchase**"), transacted on Catalist Board ("**Catalist**") of the SGX-ST; and/or
  - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on Catalist in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

# NOTICE OF ANNUAL GENERAL MEETING

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
  - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by Shareholders in general meeting;
- (c) in this Resolution:
- “Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on Catalist immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the purchases are made;
- “Date of the making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
- “Maximum Percentage”** means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and
- “Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:
- (i) in the case of a Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase of a Share, 120% of the Average Closing Price of the Shares;
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

*[See Explanatory note (iv)]*

**(Resolution 7)**

## By Order of the Board

Mr. Tan Tuan Kai  
Company Secretary  
Singapore, 16 July 2024



# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) Ms. Leny Suparman, will upon re-election as a Director of the Company, remains as the Group Chief Executive Officer and Executive Director of the Company.

Mr. Ng Hin Lee will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit and Risk Committee and a member of the Nominating Committee and Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. Ng Hin Lee and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Ng Hin Lee to be independent for the purposes of Rule 704(7) of the Catalist Rules. With effect from 1 August 2024, Mr. Ng Hin Lee will be re-designated from Lead Independent Director to Independent Director. He will remain as the Chairman of the Audit and Risk Committee and a member of the Nominating Committee and Remuneration Committee of the Company.

Please refer to page 30 to 34 of the annual report for the detailed information for Ms. Leny Suparman and Mr. Ng Hin Lee required pursuant to Rule 720(5) of the Catalist Rules.

- (ii) An Appendix is annexed to this notice to provide shareholders with information and the rationale relating to the Proposed Change of Auditors to be tabled at the AGM.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) The retiring auditors of the Company, Messrs UHY Lee Seng Chan & Co ("**UHYLS**"), have given their professional clearance to Messrs Moore Stephens LLP ("**MS**") and confirmed that they are not aware of any professional reasons why MS should not accept appointment as the new auditors of the Company and its subsidiaries;
- (b) the Company confirms that there were no disagreements with the retiring auditors, UHYLS on accounting treatments within the last 12 months and up to the date of the Appendix;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Appendix;
- (d) the Company confirms that the rationale for the Proposed Change of Auditors are as disclosed in Section 4.3 of the Appendix. The Proposed Change of Auditors is neither due to any disagreement with UHYLS nor the dismissal of UHYLS or any direction by SGX-ST for UHYLS to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company has confirmed that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of MS as the new Auditors of the Company. The Company will be engaging MS as the auditors for its significant foreign incorporated subsidiaries and its Singapore-incorporated subsidiaries.
- (iii) Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro rata* basis to existing shareholders of the Company. For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issues, consolidation or subdivision of shares.
- (iv) Resolution 7 above, if passed, will empower the Directors of the Company effective until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price as defined in Section 2.8.3 of the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 March 2024 are set out in greater detail in the Appendix.

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

1. The members of the Company are invited to attend physically only at the AGM. This Notice of AGM and Annual Report will be sent to members by electronics means via publication on the Company's corporate website at <http://www.koplimited.com> and is also made available on SGXNET at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM will also be sent by post to members.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. The accompanying proxy form for the AGM may be accessed via the Company's corporate website at <http://www.koplimited.com>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form for the AGM will also be sent by post to members.
3. A Relevant Intermediary\* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of shares shall be specified).
4. Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the Instrument appointing the proxies.
5. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
6. The Instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the Company's registered office of the Company at 316 Tanglin Road, #01-01, Phoenix Park, Singapore 247978; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia),in either case by no later than 10.00 a.m. on 28 July 2024, being seventy-two (72) hours before the time appointed for the AGM ("**Cut-Off Time**").

**Members are strongly encouraged to submit completed proxy forms electronically via email to the Company's Share Registrar.**

7. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the item on the agenda of the AGM by: -
  - (a) submitting question via post to the Company's registered office at 316 Tanglin Road, #01-01, Phoenix Park, Singapore 247978 in advance of the AGM no later than 23 July 2024 at 10.00 a.m.; or
  - (b) in person at the AGM.

Shareholders submitting questions are required to state:

- (a) their full name as it appears on his/her/its The Central Depositor (Pte) Limited ("**CDP**")/ Central Provident Fund ("**CPF**") Investment Scheme/ Supplementary Retirement Scheme ("**SRS**") records;
- (b) their identification/registration number; and
- (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, or SRS),

failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.

The Company will endeavour to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Shareholders before the AGM on SGXNET and the Company's corporate website at <http://www.koplimited.com> at least forty-eight (48) hours prior to the Cut-Off Time for the lodgement of the proxy form on 26 July 2024, 10.00 a.m. or in person at the AGM for the relevant questions received during the AGM.

The Company will publish the minutes of the AGM on SGXNET and the Company's corporate website within one month after the date of the AGM and the minutes will include the responses to the questions referred to above.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

# NOTICE OF ANNUAL GENERAL MEETING

## PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy(ies) and/or representative(s) or the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iii) preparation and compilation of the attendance list, proxy list, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

# APPENDIX

APPENDIX DATED 16 JULY 2024

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

This Appendix is circulated to the shareholders (the “Shareholders”) of KOP Limited (the “Company”) together with the Company’s Annual Report (as defined herein). Its purpose is to provide the Shareholders with information relating to and explaining to Shareholders the rationale for the proposed renewal of the Share Purchase Mandate and the Proposed Change of Auditors (both as defined herein), to be tabled at the annual general meeting (“AGM”) to be held at **Octagon, Level 1 @ Golf Clubhouse, Orchid Country Club, 1 Orchid Club Road, Singapore 769162** on 31 July 2024 at 10.00 a.m..

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Appendix to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix to the purchaser, transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The portion of the Appendix entitled “The Proposed Change of Auditors from Messrs UHY Lee Seng Chan & Co to Messrs Moore Stephens LLP” has been prepared by the Company with assistance from RHTLaw Asia LLP. RHTLaw Asia LLP has not independently verified the contents of this Appendix.

This Appendix has been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “Exchange”) and the Exchange assumes 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.

The contact person for the sponsor is Mr. Khong Choun Mun at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).

This Appendix has been made available on SGXNET and the Company’s corporate website at <http://www.koplimited.com>. **A printed copy of this Appendix will NOT be despatched to Shareholders.**

## KOP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200415164G)

### APPENDIX TO THE ANNUAL REPORT

#### IN RELATION TO

- (I) **THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND**
- (II) **THE PROPOSED CHANGE OF AUDITORS FROM MESSRS UHY LEE SENG CHAN & CO TO MESSRS MOORE STEPHENS LLP**

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# APPENDIX

## DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

<b>“Accountants Act”</b>	:	The Accountants Act 2004 of Singapore, as amended, supplemented or modified from time to time
<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>“Act” or “Companies Act”</b>	:	The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
<b>“AGM”</b>	:	The annual general meeting of the Company to be convened on 31 July 2024
<b>“Appendix”</b>	:	This Appendix dated 16 July 2024
<b>“Annual Report”</b>	:	The annual report of the Company for financial year ended 31 March 2024
<b>“Audit and Risk Committee”</b>	:	The audit and risk committee of the Company as at the date of this Appendix, unless otherwise stated
<b>“Auditors”</b>	:	The external auditors of the Company, as appointed from time to time
<b>“Board”</b>	:	The board of directors of the Company, as at the date of this Appendix
<b>“Catalist”</b>	:	The sponsor-supervised listing platform of the SGX-ST
<b>“Catalist Rules”</b>	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Company”</b>	:	KOP Limited
<b>“Constitution”</b>	:	The constitution of the Company, as amended, supplemented or modified from time to time
<b>“Directors”</b>	:	The directors of the Company, as at the date of this Appendix, and each a <b>“Director”</b>
<b>“EPS”</b>	:	Earnings per Share
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Latest Practicable Date”</b>	:	28 June 2024, being the latest practicable date prior to the finalisation of this Appendix
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities
<b>“Notice of AGM”</b>	:	The notice of AGM
<b>“NTA”</b>	:	Net tangible assets
<b>“Personal Data Protection Act”</b>	:	Personal Data Protection Act 2012, as may be amended or modified from time to time

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<b>“Proxy Form”</b>	:	The proxy form in respect of the AGM set out in this Appendix
<b>“Proposed Change of Auditors”</b>	:	The proposed change of Auditors from Messrs UHY Lee Seng Chan & Co to Messrs Moore Stephens LLP
<b>“Proposed Transactions”</b>	:	The proposed renewal of the Share Purchase Mandate and the Proposed Change of Auditors
<b>“ROE”</b>	:	Return on equity
<b>“Securities Accounts”</b>	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
<b>“SFA”</b>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified, or supplemented from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“Share Purchase”</b>	:	The purchase or acquisition by the Company of its own Shares pursuant to the Share Purchase Mandate
<b>“Share Purchase Mandate”</b>	:	The general mandate to enable the Company to purchase or otherwise acquire its issued Shares
<b>“Shareholders”</b>	:	Registered holders of the Shares, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
<b>“Sponsor”</b>	:	The continuing sponsor of the Company, RHT Capital Pte. Ltd.
<b>“Subsidiary Holdings”</b>	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act
<b>“Substantial Shareholder”</b>	:	A person who has an interest or interests in one or more voting shares in the Company, and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares of the Company
<b>“Take-over Code”</b>	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
<b>“S\$” and “cents”</b>	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
<b>“%”</b>	:	Per centum or percentage

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The terms “**Depositor**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The terms “**subsidiary holdings**” and “**treasury shares**” shall have the respective meanings ascribed to them in the Catalist Rules.

The terms “**subsidiary**” and “**relevant intermediaries**” shall have the meaning ascribed to it in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the Act or the Catalist Rules, or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Appendix between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

Any reference to a date and/or time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.



# APPENDIX

## LETTER TO SHAREHOLDERS

### KOP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200415164G)

#### Directors:

Ms. Ong Chih Ching (*Executive Chairman and Executive Director*)  
Ms. Leny Suparman (*Group Chief Executive Officer and Executive Director*)  
Mr. Ng Hin Lee (*Lead Independent Director*)  
Mrs. Yu-Foo Yee Shoon (*Independent Director*)  
Mr. Jimmy Yim Wing Kuen (*Independent Director*)

#### Registered Office:

316 Tanglin Road  
#01-01  
Phoenix Park  
Singapore 247978

16 July 2024

#### To: The Shareholders of KOP Limited

Dear Sir / Madam,

- (I) **THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND**  
(II) **THE PROPOSED CHANGE OF THE AUDITORS OF THE COMPANY FROM MESSRS UHY LEE SENG CHAN & CO TO MESSRS MOORE STEPHENS LLP**

#### 1. INTRODUCTION

- 1.1. The Board is seeking the approval of Shareholders at the forthcoming AGM in relation to:
- (a) The proposed renewal of the Share Purchase Mandate; and
  - (b) The Proposed Change of Auditors
- (collectively, the “**Proposed Transactions**”).
- 1.2. The purpose of this Appendix is to provide Shareholders with information relating to the Proposed Transactions to be tabled at the AGM as set out under ordinary resolutions 5 and 7 in the Notice of AGM.
- 1.3. This Appendix has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose. The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

#### 2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 2.1. The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company’s constitution. Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Companies Act, the Catalist Rules and such other laws and regulations as may for the time being be applicable. As the Company is listed on Catalist, it is also required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares.

Regulation 20 expressly permits the Company to purchase its issued Shares. However, any Share which is purchased or acquired by the Company shall, unless held as treasury shares to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase or acquisition.

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It is a requirement under the Companies Act and the Catalist Rules that a company which wishes to purchase or otherwise acquire its own shares should obtain the prior specific approval of its shareholders to do so at a general meeting.

At the annual general meeting of the Company convened on 31 July 2023, Shareholders had approved the renewal of the Share Purchase Mandate. The Share Purchase Mandate will expire on the date of the forthcoming AGM or the date by which the AGM is required by law to be held, whichever is earlier. Accordingly, the Directors propose that the Share Purchase Mandate be renewed at the forthcoming AGM.

If Shareholders approve the renewal of the Share Purchase Mandate, the Share Purchase Mandate will take effect from the date of the AGM and continue in force until the date on which the next annual general meeting of the Company is held or required by law to be held, unless prior thereto, Share Purchases are carried out to the full extent mandated or the Share Purchase Mandate is revoked or varied by Shareholders in general meeting. Subject to its continued relevance to the Company, the Share Purchase Mandate may be put to Shareholders for renewal at each subsequent annual general meetings of the Company.

## 2.2. Rationale for the Share Purchase Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares, is as follows:

- (a) in line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising return to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner;
- (b) in managing its business, the Group strives to increase Shareholders' value by improving, *inter alia*, the ROE and a share purchase is one way by which the ROE may be enhanced;
- (c) Share purchases may help mitigate short-term market volatility in the Company's share price, offset the effects of short-term speculation and bolster Shareholders' confidence;
- (d) all things being equal, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate will result in a lower number of issued Shares being used for the purpose of computing EPS, if the purchased Shares are subsequently cancelled. Therefore, Share Purchases will improve the Company's EPS, which in turn is expected to have a positive impact on the fundamental value of the Shares; and
- (e) the Share Purchase Mandate will provide the Company with the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The purchase or acquisition of Shares will only be undertaken if it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Group as a whole.

## 2.3 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate are summarised below:

### 2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate shall not exceed ten per cent (10%) of the total number of issued Shares of the Company (excluding treasury shares and Subsidiary Holdings) as at the date on which the resolution authorising the Share Purchase Mandate is passed.

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## 2.3.2 Duration of Authority

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

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting.

The Share Purchase Mandate may be renewed at each annual general meeting or other general meetings of the Company.

## 2.3.3 Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchase(s) ("**Market Purchase**"), transacted on Catalist through the ready market or the special trading counter on SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) off-market purchase(s) ("**Off-Market Purchase**") effected pursuant to an equal access scheme as defined in Section 76C of the Companies Act and the Catalist Rules.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Catalist Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
  - (a) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
  - (b) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and
  - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Share Purchases;
- (4) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

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- (5) whether the Share Purchases, if made, could affect the Company's equity securities on Catalyst;
- (6) details of any Share Purchases made by the Company in the previous twelve (12) months (whether Market Purchase or Off-Market Purchase), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the Share Purchases, where relevant, and the total consideration paid for the Share Purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

## 2.3.4 Purchase Price

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

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

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

For the above purposes:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made; and

**"date of the making of the offer"** means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

## 2.4 Status of Purchased Shares

Pursuant to Regulation 20, Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate, unless held as treasury shares to the extent permitted under the Companies Act, will be deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation). The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

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

## 2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised in Paragraphs 2.5.1 to 2.5.3 below.

### 2.5.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

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## 2.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury shares into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before, as the case may be.

## 2.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares and/or Subsidiary Holdings. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares and/or Subsidiary Holdings, the purpose of such sale, transfer, cancellation and/or use of such treasury shares and/or Subsidiary Holdings, the number of treasury shares and/or Subsidiary Holdings which have been sold, transferred, cancelled and/or used, the number of treasury shares and/or Subsidiary Holdings before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares and/or Subsidiary Holdings against the total number of issued shares (of the same class as the treasury shares and/or Subsidiary Holdings) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares and/or Subsidiary Holdings if they are used for a sale or transfer, or cancelled.

## 2.6 **Source of Funds**

The Company intends to use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchases or acquisition of the Shares.

The Directors do not propose to exercise the Share Purchase Mandate in such a manner and to such an extent that the liquidity and capital adequacy position of the Group would be materially and adversely affected.

## 2.7 **Solvency Test**

The Companies Act permits any purchase or acquisition of shares to be made out of the company's capital or profits so long as the company is solvent. For this purpose, a company is solvent if at the date of the payment, the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if —
  - (i) it is intended to commence winding up of the company within the period of twelve (12) months immediately after the date of the payment, the company will be able to pay its debts in full within the period of twelve (12) months after the date of commencement of the winding up; or
  - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of the payment; and

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- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

## 2.8 Financial Effects

The financial effects arising from a purchase or acquisition of Shares pursuant to the Share Purchase Mandate on the Company and the Group will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effect on the audited financial statements of the Company and the Group will depend, *inter alia*, on the factors set out below:

### 2.8.1 Purchase or Acquisition out of Profits and/or Capital

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

When Shares are purchased or acquired, and cancelled, the Company shall reduce the amount of its profits and share capital proportionately where the Shares were purchased or acquired out of both the profits and the capital of the Company, by the total amount of the consideration paid by the Company for the Shares cancelled.

### 2.8.2 Number of Shares Acquired or Purchased

Based on 1,107,962,214 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, the purchase or acquisition by the Company of up to the maximum limit of 10% of its issued Shares will entail a purchase or acquisition of 110,796,221 Shares.

### 2.8.3 Maximum Price Paid for Shares Acquired or Purchased

In the case of Market Purchase by the Company and assuming that the Company purchases or acquires 110,796,221 Shares at the Maximum Price of S\$0.035 per Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 110,796,221 Shares is approximately S\$3.9 million (excluding brokerage, commission, applicable goods and services tax and other related expenses).

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 110,796,221 Shares at the Maximum Price of S\$0.040 per Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 110,796,221 Shares is approximately S\$4.4 million (excluding brokerage, commission, applicable goods and services tax and other related expenses).

### 2.8.4 Illustrative Financial Effects

**For illustrative purposes only**, based on the assumptions set out above and the audited financial statements of the Company and the Group for the financial year ended 31 March 2024, and assuming that (i) Share Purchases are made to the extent aforesaid; (ii) such Share Purchases are funded wholly by internal resources within the Group; and (iii) the Company had purchased 110,796,221 Shares on 31 March 2024 by way of:-

- (a) Share Purchases made entirely out of capital and cancelled;
- (b) Share Purchases made entirely out of profits and cancelled;

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- (c) Share Purchases made entirely out of capital and held as treasury shares; and  
 (d) Share Purchases made entirely out of profits and held as treasury shares,

the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Company and Group for the financial year ended 31 March 2024 would have been as follows:

**(A) Purchases made entirely out of capital and cancelled**

	GROUP			COMPANY		
	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000
<b>As at 31 March 2024</b>						
Share capital	78,940	75,062	74,508	294,506	290,628	290,074
Reserves	(9,450)	(9,450)	(9,450)	(193,424)	(193,424)	(193,424)
Total Shareholders' equity <sup>(1)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
NTA <sup>(2)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
Current assets	57,076	53,198	52,644	6,342	2,464	1,910
Current liabilities	48,162	48,162	48,162	17,314	17,314	17,314
Total borrowings	34,527	34,527	34,527	5,477	5,477	5,477
Net loss attributable to Shareholders	(2,933)	(2,933)	(2,933)	(355)	(355)	(355)
<b>Number of Shares (in '000)</b>						
Issued and paid-up capital	1,107,962	997,166	997,166	1,107,962	997,166	997,166
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	6.27	6.58	6.52	9.12	9.75	9.69
Gearing ratio (times) <sup>(4)</sup>	0.50	0.53	0.53	0.05	0.06	0.06
Current ratio (times) <sup>(5)</sup>	1.19	1.10	1.09	0.37	0.14	0.11
EPS (cents)	(0.26)	(0.29)	(0.29)	(0.03)	(0.04)	(0.04)

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## (B) Purchases made entirely out of profits and cancelled

	GROUP			COMPANY		
	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000
<b>As at 31 March 2024</b>						
Share capital	78,940	78,940	78,940	294,506	294,506	294,506
Reserves	(9,450)	(13,328)	(13,882)	(193,424)	(197,302)	(197,856)
Total Shareholders' equity <sup>(1)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
NTA <sup>(2)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
Current assets	57,076	53,198	52,644	6,342	2,464	1,910
Current liabilities	48,162	48,162	48,162	17,314	17,314	17,314
Total borrowings	34,527	34,527	34,527	5,477	5,477	5,477
Net loss attributable to Shareholders	(2,933)	(2,933)	(2,933)	(355)	(355)	(355)
<b>Number of Shares (in '000)</b>						
Issued and paid-up capital	1,107,962	997,166	997,166	1,107,962	997,166	997,166
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	6.27	6.58	6.52	9.12	9.75	9.69
Gearing ratio (times) <sup>(4)</sup>	0.50	0.53	0.53	0.05	0.06	0.06
Current ratio (times) <sup>(5)</sup>	1.19	1.10	1.09	0.37	0.14	0.11
EPS (cents)	(0.26)	(0.29)	(0.29)	(0.03)	(0.04)	(0.04)



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## (C) Purchases made entirely out of capital and held as treasury shares

	GROUP			COMPANY		
	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000
<b>As at 31 March 2024</b>						
Share capital	78,940	78,940	78,940	294,506	294,506	294,506
Reserves	(9,450)	(9,450)	(9,450)	(193,424)	(193,424)	(193,424)
Treasury shares	-	(3,878)	(4,432)	-	(3,878)	(4,432)
Total Shareholders' equity <sup>(1)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
NTA <sup>(2)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
Current assets	57,076	53,198	52,644	6,342	2,464	1,910
Current liabilities	48,162	48,162	48,162	17,314	17,314	17,314
Total borrowings	34,527	34,527	34,527	5,477	5,477	5,477
Net loss attributable to Shareholders	(2,933)	(2,933)	(2,933)	(355)	(355)	(355)
<b>Number of Shares (in '000)</b>						
Issued and paid-up capital	1,107,962	997,166	997,166	1,107,962	997,166	997,166
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	6.27	6.58	6.52	9.12	9.75	9.69
Gearing ratio (times) <sup>(4)</sup>	0.50	0.53	0.53	0.05	0.06	0.06
Current ratio (times) <sup>(5)</sup>	1.19	1.10	1.09	0.37	0.14	0.11
EPS (cents)	(0.26)	(0.29)	(0.29)	(0.03)	(0.04)	(0.04)

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## (D) Purchases made entirely out of profits and held as treasury shares

As at 31 March 2024	GROUP			COMPANY		
	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000	Before Share Purchase S\$'000	After Market Purchase S\$'000	After Off-Market Purchase S\$'000
Share capital	78,940	78,940	78,940	294,506	294,506	294,506
Reserves	(9,450)	(9,450)	(9,450)	(193,424)	(193,424)	(193,424)
Treasury shares	-	(3,878)	(4,432)	-	(3,878)	(4,432)
Total Shareholders' equity <sup>(1)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
NTA <sup>(2)</sup>	69,490	65,612	65,058	101,082	97,204	96,650
Current assets	57,076	53,198	52,644	6,342	2,464	1,910
Current liabilities	48,162	48,162	48,162	17,314	17,314	17,314
Total borrowings	34,527	34,527	34,527	5,477	5,477	5,477
Net loss attributable to Shareholders	(2,933)	(2,933)	(2,933)	(355)	(355)	(355)
<b>Number of Shares (in '000)</b>						
Issued and paid-up capital	1,107,962	997,166	997,166	1,107,962	997,166	997,166
<b>Financial Ratios</b>						
NTA per Share (cents) <sup>(3)</sup>	6.27	6.58	6.52	9.12	9.75	9.69
Gearing ratio (times) <sup>(4)</sup>	0.50	0.53	0.53	0.05	0.06	0.06
Current ratio (times) <sup>(5)</sup>	1.19	1.10	1.09	0.37	0.14	0.11
EPS (cents)	(0.26)	(0.29)	(0.29)	(0.03)	(0.04)	(0.04)

### Notes:

- (1) Total shareholders' equity exclude non-controlling interests.
- (2) NTA refers to net assets less intangible assets.
- (3) NTA per Share is computed based on the NTA (i.e., net assets less intangible assets) divided by the number of Shares issued.
- (4) Gearing ratio equals to total borrowings divided by shareholders' equity.
- (5) Current ratio equals to current assets divided by current liabilities.

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**Shareholders should note that the financial effects, based on the respective aforementioned assumptions, are for illustrative purposes only. In particular, it is important to note that it is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate on the NTA per Share and EPS as the resultant effect would depend on the factors such as the aggregate number of Shares purchased, the purchase price paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. The above analysis is based on historical numbers as at 31 March 2024 and is not necessarily representative of future financial performance.**

It should also be noted that purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate would only be made in circumstances where it is considered to be in the best interest of the Company, and the purchases or acquisitions of Shares may not be carried out to the full 10% as mandated. Further, the Directors would emphasise that they do not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or results in the Company being delisted from the SGX-ST. The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share Purchase before execution.

## 2.9 Catalyst Rules

The Catalyst Rules specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8D to the Catalyst Rules) must include the details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

The Catalyst Rules does not expressly prohibit any purchase or acquisition of its own shares by a listed company during any particular time or times. However, as the Company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision of the Directors until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Catalyst Rules.

In particular, the Company would not purchase or acquire any Share through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company's full-year results and the period of two (2) weeks before the announcement of the first quarter, second quarter and third quarter results of the financial year.

Rule 723 of the Catalyst Rules requires a listed company to ensure that at least 10% of any class of its listed securities (excluding treasury shares, preference shares and convertible equity securities) must be held by public shareholders. As at the Latest Practicable Date, approximately 25.57% of the issued Shares are held by public shareholders. Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

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## 2.10 Reporting Requirements under the Companies Act

Within 30 days of the passing of a Shareholders' resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA. The Company shall notify ACRA within 30 days of a purchase or acquisition of Shares on Catalist or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before the purchase or acquisition of Shares and after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of the profits or the capital of the Company and such other particulars as may be required by ACRA.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form.

## 2.11 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

### 2.11.1 Obligation to make a take-over offer

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

### 2.11.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (a) a company with its parent company, subsidiaries, fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and

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- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

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

## 2.11.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its issued Shares, the voting rights of such Directors and the persons acting in concert with them would increase to 30% or more, or in the event that such Directors and the persons acting in concert with them hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and the persons acting in concert with them would increase by more than 1% in any period of six months. In calculating the percentage of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder who is not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such a Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Purchase Mandate.

**Shareholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share Purchases by the Company.**

## 2.11.4 Concert Party Group

Ms. Ong Chih Ching and Ms. Leny Suparman, who are Directors of the Company, and Ms. Ong Siew Ting Geraldine, Ms. Jin Lu and Mr. Low Kheng Hong @ Lau Kheng Hong are considered to be parties acting in concert with KOP Group Pte. Ltd. (collectively, the "**Concert Party Group**").

As at the Latest Practicable Date, the shareholdings of the Concert Party Group are set out below:

Concert Party Group	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest <sup>(6)</sup>	
			No. of Shares	%
KOP Group Pte. Ltd.	-	428,571,428 <sup>(1)</sup>	428,571,428	38.68
Ms. Ong Chih Ching	1,569,100	496,127,543 <sup>(2)</sup>	497,696,643	44.92
Ms. Leny Suparman	2,332,100	459,257,142 <sup>(3)</sup>	461,589,242	41.66
Ms. Ong Siew Ting Geraldine	7,000,000	-	7,000,000	0.63
Ms. Jin Lu	425,000	20,570,938 <sup>(4)</sup>	20,995,938	1.90
Mr. Low Kheng Hong @ Lau Kheng Hong	14,150,262	1,645,000 <sup>(5)</sup>	15,795,262	1.43

### Notes:

- (1) KOP Group Pte. Ltd. is deemed to be interested in 428,571,428 Shares held through DBS Nominees (Private) Limited.  
 (2) Ms. Ong Chih Ching is deemed to be interested in (i) 428,571,428 Shares held by KOP Group Pte. Ltd. by virtue of Section 7 of the Companies Act, and (ii) 67,556,115 Shares held through OCBC Securities Private Limited.

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- (3) Ms. Leny Suparman is deemed to be interested in (i) 428,571,428 Shares held by KOP Group Pte. Ltd. by virtue of Section 7 of the Companies Act, and (ii) 30,685,714 Shares held through DBS Nominees (Private) Limited.
- (4) Ms. Jin Lu is deemed to be interested in (i) 18,125,238 Shares held through DBS Nominees (Private) Limited and (ii) 2,445,700 Shares held through Bank of Singapore Limited under Citibank Nominees Singapore Pte. Ltd..
- (5) Mr. Low Kheng Hong @ Lau Kheng Hong is deemed to be interested in 1,645,000 Shares held through Citibank Nominees Singapore Pte. Ltd..
- (6) As a percentage of the total number of issued Shares as at the Latest Practicable Date comprising 1,107,962,214 Shares.

As at the Latest Practicable Date, the Concert Party Group has an aggregate interest in 574,505,657 Shares, which is equivalent to 51.85% of the total voting rights of the Company. As their aggregated interest is more than 50% of the total voting rights of the Company, the Share Purchase Mandate, even if exercised in full, will not result in either of them incurring an obligation to make a general offer under Rule 14 and Appendix 2 of the Take-over Code.

Based on the above information and the Register of Directors' Shareholdings as at the Latest Practicable Date, none of the Directors will become obligated to make a mandatory offer in the event that the Company purchases the maximum number of 110,796,221 Shares under the Share Purchase Mandate.

Based on the Register of Substantial Shareholders of the Company as at the Latest Practicable Date, the Directors are not aware of any Substantial Shareholder who may become obligated to make a mandatory offer in the event that the Company purchases the maximum number of 110,796,221 Shares under the Share Purchase Mandate.

## 2.12 Shares bought by the Company in the Past Twelve (12) Months

The Company has not bought back any Shares by way of Market Purchase in the last twelve (12) months preceding the Latest Practicable Date.

## 3. TAX IMPLICATIONS

Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company or to who may be subject to tax whether in or outside Singapore should consult their own professional advisers.

## 4. THE PROPOSED CHANGE OF AUDITORS

4.1. The current auditors of the Company are Messrs UHY Lee Seng Chan & Co and the current partner in charge is Mr. Lee Sen Choon.

4.2. At the forthcoming AGM of the Company to be held on 31 July 2024, the Company will be seeking Shareholders' approval for the appointment of Messrs Moore Stephens LLP as the new auditors of the Company for the financial year ending 31 March 2025.

### 4.3. Background and Rationale

4.3.1. At the last annual general meeting of the Company held on 31 July 2023, Messrs UHY Lee Seng Chan & Co was re-appointed as the auditors of the Company to hold office until the close of the next annual general meeting of the Company. Messrs UHY Lee Seng Chan & Co has been the auditors of the Group since the financial year ended 31 March 2021.

4.3.2. As a matter of good corporate governance, the Audit and Risk Committee is of the view that it would be appropriate to periodically rotate audit firms to enable the Company to benefit from the fresh perspectives and the views of another professional accounting firm, thereby enhancing the value of the audit. A renewal of this nature is also indicative of the Company's efforts to ensure that there would be no actual or perceived issues of independence of auditors for good corporate governance. The Board concurs with this view and believes that it is timely to consider a change of auditors of the Company for the audit of the Company's financial statements for the financial year ending 31 March 2025. As part of the Company's ongoing efforts to enhance operating cost efficiencies, the Board had reviewed audit fee proposals from various audit firms.

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4.3.3. The Board had considered the fee proposals from the various audit firms and noted that the audit fees proposed by Messrs Moore Stephens LLP is competitive and that they are a cost effective and appropriate candidate for the position of the Company's auditors. The Audit and Risk Committee, having considered, amongst others, the number and experience of staff in the audit engagement team, the seniority of the audit team members and the involvement of the incoming auditors, are also of the opinion that Messrs Moore Stephens LLP is well suited to meet the existing needs and audit requirements of the Group and is likely to enhance the value of the audit. The audit will be performed in accordance with the Singapore Standards on Auditing, with the scope of the audit determined based on materiality levels.

4.3.4. In consideration of the abovementioned factors and the audit quality indicators introduced by ACRA when evaluating and selecting the new auditors, the Audit and Risk Committee is of the view that the quality and scope of the audit to be undertaken will be at least similar with previous year. The Company has also considered the relevant experience and profile of the clientele of Messrs Moore Stephens LLP and the audit partner-in-charge.

4.3.5. As part of the rotation of the auditors, the Company will, at the forthcoming AGM, propose to appoint Messrs Moore Stephens LLP as its new auditors in place of Messrs UHY Lee Seng Chan & Co. Messrs Moore Stephens LLP have on 16 July 2024 given their written consent to act as the Auditors. The change of auditors is subject to approval of the Shareholders at the AGM of the Company, and upon approval being obtained by the Shareholders for the Proposed Change of Auditors, Messrs Moore Stephens LLP will hold office as the Auditors until the conclusion of the next annual general meeting.

4.3.6. The Board wishes to express its appreciation for the past services rendered by Messrs UHY Lee Seng Chan & Co.

4.3.7. The ordinary resolution for the Shareholders to approve the Proposed Change of Auditors is set out in the Notice of AGM.

## 4.4. Requirements under the Catalist Rules

4.4.1. The Audit and Risk Committee has reviewed and deliberated, and after taking into consideration the suitability of Messrs Moore Stephens LLP and compliance with the Catalist Rules, has recommended the Proposed Change of Auditors.

4.4.2. The Directors have taken into account the Audit and Risk Committee's recommendation and considered various factors including, *inter alia*, the adequacy of the resources and experience of Messrs Moore Stephens LLP, the audit partner-in-charge assigned to the audit, the other audit engagements of Messrs Moore Stephens LLP, the size and complexity of the Group, the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group, and are of the opinion that Messrs Moore Stephens LLP will be able to meet the audit requirements of the Group.

4.4.3. Pursuant to Rule 712(1) of the Catalist Rules, the Directors and the Audit and Risk Committee, having considered the adequacy of the resources and experience of Messrs Moore Stephens LLP and the audit partner-in-charge assigned to the audit, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit, are of the opinion that the appointment of Messrs Moore Stephens LLP as the Auditors will be able to meet the audit requirements of the Group.

4.4.4. Pursuant to Section 205 of the Companies Act, a copy of the notice of nomination of the proposed new Auditors dated 5 June 2024 from a Shareholder is attached as Annex A to this Appendix.

## 4.5. Confirmations

In compliance with Rule 712(3) of the Catalist Rules:

(a) Messrs UHY Lee Seng Chan & Co has confirmed in its letter to Messrs Moore Stephens LLP dated 16 July 2024 that they are not aware of any professional reasons why Messrs Moore Stephens LLP should not accept appointment as the Auditors; and

(b) The Company confirms that:

(i) There were no disagreements with Messrs UHY Lee Seng Chan & Co on accounting treatments within the last twelve (12) months and up to the date of the Appendix;

(ii) It is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Appendix;

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- (iii) The specific reasons for the Proposed Change of Auditors are as set out in paragraph 4.3 above. The Proposed Change of Auditors is neither due to any disagreement with Messrs UHY Lee Seng Chan & Co nor the dismissal of Messrs UHY Lee Seng Chan & Co or any direction by SGX-ST for Messrs UHY Lee Seng Chan & Co to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (iv) It is in compliance with Rules 712 and 715 of the Catalist Rules in connection with the appointment of Messrs Moore Stephens LLP as the Auditors. The Company will be engaging Messrs Moore Stephens LLP as the auditors for its significant foreign incorporated subsidiaries and its Singapore-incorporated subsidiaries.

## 4.6. Information on Messrs Moore Stephens LLP

*The information on Messrs Moore Stephens LLP below was provided to the Company by Messrs Moore Stephens LLP and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.*

- 4.6.1. Messrs Moore Stephens LLP has been established in Singapore for more than thirty-five (35) years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with approximately 200 partners and professional staff.
- 4.6.2. Messrs Moore Stephens LLP is a member firm of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting associations with approximately 522 offices in 114 countries and more than 37,153 partners and professionals.
- 4.6.3. Messrs Moore Stephens LLP provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors. They are Chartered Accountants of Singapore registered with ACRA and approved under the Accountants Act and thus have fulfilled the requirements imposed by Rule 712(2) of the Catalist Rules.
- 4.6.4. For more information on Messrs Moore Stephens LLP, please visit <https://www.mooresingapore.com>.
- 4.6.5. The audit partner-in-charge from Messrs Moore Stephens LLP will be Ms. Lao Mei Leng, who is a public accountant under the Accountants Act. Ms. Lao Mei Leng has more than twenty-five (25) years of audit experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST and clients in the real estate and hospitality business. Ms. Lao Mei Leng is also a practicing member of the Institute of Singapore Chartered Accountants, Member of the Institute of Internal Auditors and Singapore Institute of Directors and Panel member of ACRA's Complaints and Disciplinary Panel.

For the past twelve (12) months, Ms. Lao Mei Leng has not been subject to a Practice Monitoring Programme Review ("PMP Review") carried out by ACRA and, accordingly, has had no feedback from ACRA. In 2021, ACRA had carried out a PMP Review on Ms. Lao Mei Leng and she had passed the review.

- 4.6.6. Messrs Moore Stephens LLP has not been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body.

## 4.7. Recommendation of the Audit and Risk Committee

- 4.7.1. The Audit and Risk Committee has reviewed the Proposed Change of Auditors and has taken into consideration the suitability and independence of Messrs Moore Stephens LLP, Audit Quality Indicators Disclosure Framework issued by ACRA including comparison to industry averages and ranges, reasons as elaborated in paragraph 4.3 above, as well as compliance with the requirements under the Catalist Rules.
- 4.7.2. The Audit and Risk Committee has also taken into consideration the number of years in practice of the partner-in-charge and her prior experience in auditing SGX-listed issuers and entities with similar industry and jurisdiction to the Company.
- 4.7.3. Having satisfied itself as to the suitability of Messrs Moore Stephens LLP, the Audit and Risk Committee recommends the Proposed Change of Auditors.



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## 5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1. Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholding interests of the Directors and the Substantial Shareholders are set out below:

Directors	Before Share Purchase				After Share Purchase	
	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest <sup>(4)</sup>		Total Interest <sup>(5)</sup>	
			No. of Shares	%	%	%
Ms. Ong Chih Ching	1,569,100	496,127,543 <sup>(1)</sup>	497,696,643	44.92	49.91	
Ms. Leny Suparman	2,332,100	459,257,142 <sup>(2)</sup>	461,589,242	41.66	46.29	
Mr. Ng Hin Lee	-	-	-	-	-	
Mrs. Yu-Foo Yee Shoon	540,000	-	540,000	0.05	0.05	
Mr. Jimmy Yim Wing Kuen	-	-	-	-	-	
<b>Substantial Shareholders (other than the Directors)</b>						
KOP Group Pte. Ltd.	-	428,571,428 <sup>(3)</sup>	428,571,428	38.68	42.98	
Mr. Goi Seng Hui	249,645,443	-	249,645,443	22.53	25.04	

### Notes:

- (1) Ms. Ong Chih Ching is deemed to be interested in (i) 428,571,428 Shares held by KOP Group Pte. Ltd. by virtue of Section 7 of the Companies Act, and (ii) 67,556,115 Shares held through OCBC Securities Private Limited.
- (2) Ms. Leny Suparman is deemed to be interested in (i) 428,571,428 Shares held by KOP Group Pte. Ltd. by virtue of Section 7 of the Companies Act, and (ii) 30,685,714 Shares held through DBS Nominees (Private) Limited.
- (3) KOP Group Pte. Ltd. is deemed to be interested in 428,571,428 Shares held through DBS Nominees (Private) Limited.
- (4) As a percentage of the total number of issued Shares as at the Latest Practicable Date comprising 1,107,962,214 Shares.
- (5) As a percentage of the total number of issued Shares comprising 997,165,993 Shares (assuming that the Company purchases the maximum number of 110,796,221 Shares under the Share Purchase Mandate).

Save as disclosed in this Appendix, the Directors and the Substantial Shareholders of the Company do not have any interest, whether direct or indirect, in the Shares.

## 6. DIRECTORS' RECOMMENDATIONS

### 6.1. Proposed renewal of Share Purchase Mandate

As Ms. Ong Chih Ching and Ms. Leny Suparman are parties acting in concert with KOP Group Pte. Ltd., they shall abstain from making any recommendation in respect of the proposed renewal of the Share Purchase Mandate. Save for the aforementioned, the Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution 7 in respect of the proposed renewal of the Share Purchase Mandate as set out in the Notice of AGM.

### 6.2. Proposed Change of Auditors

The Directors, after having considered amongst other things, the background and the rationale of the Proposed Change of Auditors and the Audit and Risk Committee's recommendation, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of ordinary resolution 5 in respect of the Proposed Change of Auditors set out in the Notice of AGM.

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## 7. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in this Appendix, will be held at Octagon, Level 1 @ Golf Clubhouse, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on 31 July 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions relating to the Proposed Transactions set out in the Notice of AGM.

## 8. APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed adoption of the Proposed Transactions is sought at the AGM. The resolutions relating to the Proposed Transactions are contained in the Notice of AGM.

## 9. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders will find enclosed with the Annual Report, the Notice of AGM and a Proxy Form.

Please refer to the Company's Notice of AGM and proxy form for further details for the AGM.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

## 11. ABSTENTION FROM VOTING

Ms. Ong Chih Ching, Ms. Leny Suparman and parties acting in concert with KOP Group Pte. Ltd. shall abstain from voting on the resolution to the adoption of the proposed renewal of the Share Purchase Mandate at the AGM, and the Company shall disregard any votes cast by Ms. Ong Chih Ching, Ms. Leny Suparman and parties acting in concert with KOP Group Pte. Ltd. on the said resolution. Ms. Ong Chih Ching, Ms. Leny Suparman and parties acting in concert with KOP Group Pte. Ltd. shall not accept appointment as proxies for Shareholders to vote on the resolution in relation to the proposed renewal of the Share Purchase Mandate, unless specific instructions have been given in the proxy form(s) on how the votes are to be cast in respect of such resolution.

# APPENDIX

## 12. DOCUMENTS FOR INSPECTION

12.1. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company;
- (c) the consent to act as Auditors from Messrs Moore Stephens LLP dated 16 July 2024; and
- (d) the professional clearance letter in respect of the Company issued by Messrs UHY Lee Seng Chan & Co to Messrs Moore Stephens LLP dated 16 July 2024.

Yours faithfully  
For and on behalf of the Board of Directors of  
**KOP LIMITED**

Ong Chih Ching  
Executive Chairman and Executive Director

# APPENDIX - ANNEX A

## NOTICE OF NOMINATION

# KOP

316 Tanglin Road  
#01-01 Phoenix Park  
Singapore 247978

Tel: +65 6533 7337  
Fax: +65 6536 7735

5 June 2024

### **KOP LIMITED**

316 Tanglin Road  
#01-01  
Phoenix Park  
Singapore 247978

### **Attention: The Board of Directors**

Dear Sirs

### **KOP LIMITED (THE “COMPANY”) – NOTICE OF NOMINATION**

I, the undersigned, a shareholder of the Company hereby give notice of my intention to propose that Messrs Moore Stephens LLP of 10 Anson Rd, #29-15 International Plaza, Singapore 079903, be appointed as Auditors of the Company in place of the retiring Auditor Messrs UHY Lee Seng Chan & Co. of 6001 Beach Rd, #14-01 Golden Mile Tower, Singapore 199589, at the forthcoming Annual General Meeting of the Company to be held on 31<sup>st</sup> July 2024 or at any adjournment thereof.

Yours faithfully



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Director  
KOP Group Pte. Ltd.



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Director  
KOP Group Pte. Ltd.

# KOP LIMITED

(Company Registration No. 200415164G)  
(Incorporated In Singapore)

## ANNUAL GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT:

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 may appoint more than two (2) proxies to attend, speak and vote at the AGM.
2. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") and wishes to vote should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, at least seven (7) working days before the AGM.
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No)

of \_\_\_\_\_ (Address)

being a \*member/members of KOP LIMITED ("Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing \*him/her/them, the Chairman of the Annual General Meeting (the "AGM") of the Company as \*my/our \*proxy/proxies to attend and to vote for \*me/us on \*my/our behalf at the AGM to be held on Wednesday, 31 July 2024 at 10.00 a.m. at Octagon, Level 1 @ Golf Clubhouse, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 and at any adjournment thereof. \*I/We direct \*my/ our \*proxy/proxies to vote for or against, or abstain from voting on the ordinary resolutions to be proposed at the AGM as indicated hereunder.

**If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the \*proxy/proxies (other than the Chairman of the AGM as proxy) will vote or abstain from voting at \*his/her/their discretion. In appointing the Chairman of the AGM as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. All Resolutions put to vote at the AGM shall be decided by way of poll.**

No.	Resolutions relating to:	No. of Votes 'For'***	No. of Votes 'Against'***	No. of Votes 'Abstain'***
<b>Ordinary Business</b>				
1	Adoption of the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 31 March 2024			
2	Approval of Directors' fees amounting to S\$154,000 for the financial year ending 31 March 2025, to be paid quarterly in arrears			
3	Re-election of Ms. Leny Suparman as a Director			
4	Re-election of Mr. Ng Hin Lee as a Director			
5	Appointment of Messrs Moore Stephens LLP as auditors of the Company in place of the retiring auditors of the Company, Messrs UHY Lee Seng Chan & Co and to authorise the Directors to fix the remuneration of Messrs Moore Stephens LLP			
<b>Special Business</b>				
6	Authority for Directors to allot and issue new shares			
7	Approval of renewal of Share Purchase Mandate			

\* Delete where inapplicable

\*\* If you wish to exercise all your votes 'For' or 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
Signature of Member  
and/or, Common Seal of Corporate Shareholder

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

**IMPORTANT:** Please read notes overleaf



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company who is not a Relevant Intermediary (as defined below) entitled to attend and vote at this AGM is entitled to appoint one or two proxies to attend and vote in his/her stead. Where such member appoints two proxies, the proportion of his shareholding which each proxy has been appointed shall be specified in the proxy form. A proxy need not be a member of the Company.
3. A member of the Company who is a Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than one proxy, the number and class of shares to which each proxy has been appointed shall be specified in the proxy form.
4. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the Company's registered office of the Company at 316 Tanglin Road #01-01 Phoenix Park Singapore 247978; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia),in either case by **no later than 10.00 a.m. on 28 July 2024**, being seventy-two (72) hours before the time appointed for the AGM.

**Members are strongly encouraged to submit completed proxy forms electronically via email to the Company's Share Registrar.**

5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
6. Subject to paragraph (9) below, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the AGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
9. An investor who holds shares under the Central Provident Fund Investment ("CPF Investor") and/or Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) and wishes to vote, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, at least seven (7) working days before the AGM.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**GENERAL:**

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 Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing the proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 16 July 2024.



**KOP**  
LIMITED

[www.koplimited.com](http://www.koplimited.com)

