



同乐 TUNGLOK

TUNG LOK RESTAURANTS (2000) LTD  
**ANNUAL REPORT 2021**

For the financial year ended 31 March 2021

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This Annual Report has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Annual Report 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 Annual Report, including the correctness of any of the statements or opinions made, or reports contained in this Annual Report.

The details of the contact person for the Sponsor is: -  
Name: Mr Ong Hwee Li (Registered Professional, SAC Capital Private Limited)  
Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542  
Tel: +65 6232 3210



Tóng Lè Private Dining



Sushi Mieda

同樂  
TÓNG LÈ  
PRIVATE DINING

壽司  
SUSHI  
MIEDA



“One Iconic Location, Two Exquisite Cuisines” is what makes this location unique. Tóng Lè Private Dining sits on the 10th floor of the heritage OUE Tower and is the only revolving restaurant in Singapore. It presents its diners with world-class Chinese recipes in a fine dining setting. In the heart of the tower sits Sushi Mieda, possibly the smallest Sushi restaurant in town with 8 exclusive counter seats where diners relish the best of premium sushi omakase.

**OUE Tower**

60 Collyer Quay, Level 10, Singapore 049322  
Tel: 6634 3233

うしお  
USHIO  
Sumiyaki & Sake Bar



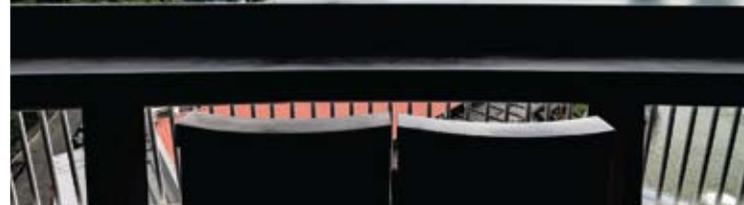
Nestled within the grandeur structure of OUE Tower is USHIO. Its name, inspired by the pristine water that separates its location and Marina Bayfront, translates to “tide”. Home to Japanese-style charcoal grilled delicacies alongside creative sharing plates – ala “Japanese tapas” and smoky donburi – the creations boast originality that is rejuvenated with a contemporary touch. Within the menu also includes an extensive range of artisanal sakes that are meticulously selected from major prefectures in Japan.

The interior features modern Ukiyo-e art paintings that breathe life into the sleek wood panels that accentuate the walls. Guests are welcome to rest in the arms of vibrance within the dining area, or soak in the tranquility of the Marina Bay Waterfront.

A hidden gem that brims liveliness coupled with elegance, USHIO welcomes you on an escapade to an unforgettable Izakaya experience.

**OUE Tower**

60 Collyer Quay, Level 8, Singapore 049322  
Whatsapp only: 9105 3488





Resorts World Sentosa



Hanoi, Vietnam



Helmed by internationally acclaimed Celebrity Chef Susur Lee, TungLok Heen is a pavilion of retreat for lovers of traditional, authentic, quality Chinese cuisine. Together with resident Senior Executive Chef Ken Ling, the team of chefs present an array of award-winning culinary creations.

**Resorts World Sentosa**

Hotel Michael, Lobby Level, 26 Sentosa Gateway,  
Singapore 098138  
Tel: 6884 7888

**LICENSED OUTLET:**

**HANOI, VIETNAM**

Hoa Lan, Vinhomes Riverside Long Bien,  
10000 Vietnam  
Tel: +84-94-9898222



**TUNGLOK SIGNATURES**



TungLok Signatures is the epitome of fine Cantonese cuisine and the soul of Chinese tradition. Our masterchefs' skilful execution and innovative vision have produced a unique dining concept that has impressed many. A highly popular venue for corporate dinners and special occasion celebrations.

**Orchard Rendezvous Hotel**

1 Tanglin Road, #02-18, Singapore 247905  
Tel: 6834 0660

**Clarke Quay Central**

6 Eu Tong Sen Street, #02-88/89, Singapore 059817  
Tel: 6336 6022

**Changi City Point**

5 Changi Business Park Central 1, #01-26/27,  
Singapore 486038  
Tel: 6636 0606



Orchard Rendezvous Hotel



Clarke Quay Central



Changi City Point



Orchard Central



Paya Lebar Quarter



d'Arena



Specialising in the best of Singapore-style seafood, TungLok Seafood is a must-go for visitors and locals, who seek a true experience of perennial favourites such as Chilli Crab, White Pepper Crab, the original Deep-fried Prawns with Wasabi-mayo, Cold Seafood Platter, and more.

**Orchard Central**

181 Orchard Road, #11-05, Singapore 238896  
Tel: 6834 4888

**d'Arena**

511 Upper Jurong Road, Singapore 638366  
Tel: 6262 6996

**Paya Lebar Quarter**

10 Paya Lebar Road, #03-09/10, Singapore 409057  
Tel: 6909 8933

**OPERATED BY ASSOCIATES  
BEIJING, CHINA (Singapore Seafood)**

**China World Mall**

No.1, Jian Guo Men Wai Road, Unit L4-NL4010,  
Chao Yang District, Beijing 100600  
Tel : +86-10-8595 0251 / +86-10-8595 0361



Revel in Japanese gourmet masterpieces well crafted for even the fussiest palate at Douraku (同楽). This quaint 10-seater sushi bar houses culinary gems that are created using only the freshest ingredients along with modern Japanese cooking techniques.

Expect familiar delicacies such as Snow Crab California Maki, Unagi Temaki and Chirashi Don, as well as unprecedented creations like Douraku Roast Duck Maki and Douraku Signature Roll. Also within this nifty bar are hand-picked sakes that complement each meal perfectly.

**d'Arena**

511 Upper Jurong Road, Singapore 638366  
Tel: 6262 6996





As the first Chinese restaurant to launch the automated tray delivery system, TungLok Teahouse offers 100% authentic, high quality, handmade dim sum, made on the spot, steam to order. There's also an exquisite range of Chinese favourites curated by a team of highly-skilled chefs. Reminisce memories of yesteryears with simple pleasures, heavenly treasures at TungLok Teahouse today.

### Square 2

10 Sinaran Drive, #01-73, Singapore 307506  
Tel: 6893 1123



Set in the heart of the Central Business District, and a step away from Clarke Quay, TASTE by TungLok embraces all of what TungLok believes in.

Here, we bring you Chinese dishes that define good tastes. Everyday recipes that you find comfort in and healthy, sustainable and organic ingredients that you can trust in. Indulge in recipes that you want your children to appreciate, and flavours that you know your friends will content with.

Signatures include the Double-boiled Fish Maw with Chicken, Australian Barramundi Curry Fish Head, and Crispy Aromatic Duck.

### Park Regis Singapore

23 Merchant Road, Level 1, Singapore 058268  
Tel: 6721 9118



Square 2 - Entrance



Square 2 - Interior



The Grandstand



Orchard Central



A culinary collaboration between TungLok Group and Beijing's renowned XiHé Group, the restaurant specialises in the all-time favourite Peking Duck, amongst other delectable dishes which represent the team's commitment to authentic Chinese cuisine and innovative culinary methods.

**The Grandstand**

200 Turf Club Road, #01-23/26, Singapore 287994  
Tel: 6466 3363

**Orchard Central**

181 Orchard Road #07-07/08/09, Singapore 238896  
Tel: 6736 0006

**OPERATED BY ASSOCIATES  
BEIJING, CHINA (XiHé Yayuan Peking Duck)**

**CapitaMall Crystal**

No.51 Fuxing Road, Haidian District,  
5th Floor, Beijing 100036  
Tel : +86-10-8819 7502 / +86-10-8819 7503

# QIN

RESTAURANT & BAR



QIN (亲, pronounced as 'Chin') presents an array of re-imagined classics with a modern touch, tugging the heartstrings of one's home.

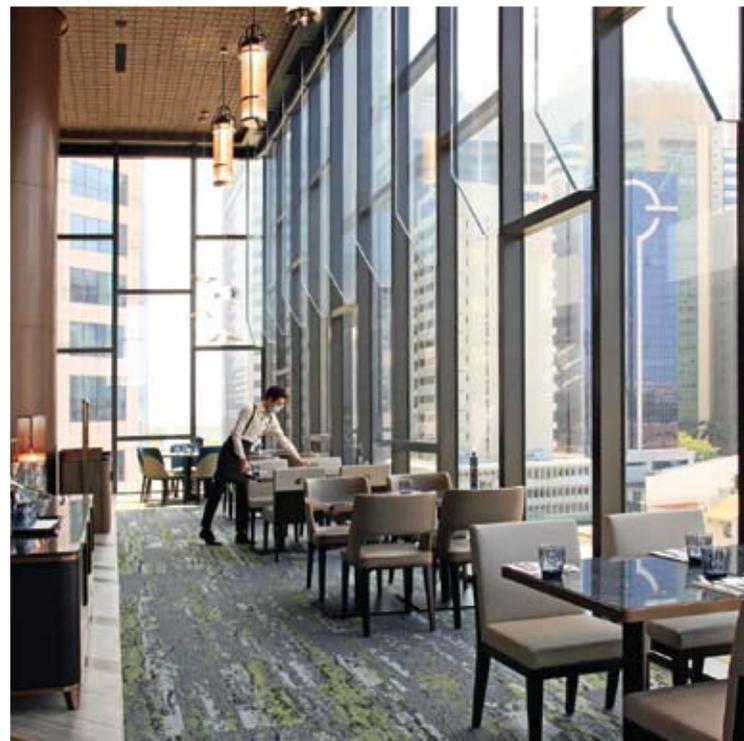
Bask in nostalgia as you take pleasure in distinctive creations, such as Siphon Mushroom Tea, Chilli Crab Crostini, 'Sang Mein' and the likes, that give you a peek into the culinary culture of the past while boasting exemplary cooking methods. The restaurant, with an Asian rustic adorned interior that exudes class and elegance, also offers a magnificent bird's eye view of the city.

A section of the space on the fifth level is dedicated to the bar, featuring Chinese medical hall-inspired cabinets as its backdrop. The beverage menu highlights signature cocktails that sing the tales of QIN, along with over 60 wine selections - pick your liquid to rejuvenate your soul.

Come home to QIN, where culture meets and kinship ignites.

**The Clan Hotel**

10 Cross Street, Level 4 & 5, Singapore 048417  
Tel: 6980 3535





**靈芝**  
Ling Zhi  
Vegetarian



The creative Chinese Vegetarian delicacies at LingZhi have kept many coming back for more since 1991. Gone are the primitive, conservative style of preparing vegetarian dishes with artificial colouring and additives. In its place, is a range of dishes filled with wholesome goodness, and tonifying fare prepared from the finest, freshest, natural as well as organic ingredients.

**Liat Towers**

541 Orchard Road, #05-01, Singapore 238881  
Tel: 6734 3788

**Velocity@Novena Square**

238 Thomson Road, #03-09/10, Singapore 307683  
Tel: 6538 2992

**老北京**  
LAO BEIJING



Since Lao Beijing opened in 1996, it has served classic Chinese delicacies that many have come to reminisce. Keeping up with the times, we continue to push the boundaries of change to engage palates of the present.

Still Hooked On Classics, our cuisine philosophy aims to unite the old and the new. You will experience new and improved flavours which draw inspiration from the essence of traditional classics; dishes such as Chow Mein, General Tso's Chicken, Sweet & Sour Pork, Chop Suey, and more.

**Velocity@Novena Square**

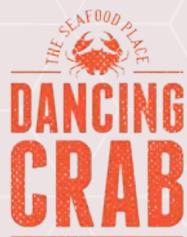
238 Thomson Road, #02-11/12, Singapore 307683  
Tel: 6358 4466



Liat Towers



Velocity@Novena Square



A casual concept where the spirit of fun dining and its country-style seafood takes centre stage. Great tasting fresh seafood boil, lobster rolls, crab cakes, thirst-quenching lemonades, cocktails, imported beers, coupled with a lively and vibrant atmosphere, give you every reason to party everyday.

**Orchard Central**

181 Orchard Road #07-14/15, Singapore 238896  
Tel: 6509 1878

**VivoCity**

1 Harbourfront Walk, #03-10, Singapore 098585  
Tel: 6222 7377

**LICENSED OUTLETS:**

**TOKYO, JAPAN**

2F Shinjuku NOWA Bldg. 3-37-12 Shinjuku-ku  
Tel: +81-3-6380-5151

**OSAKA, JAPAN**

8F Grand Front Osaka South, 4-20 Ofuka-cho,  
Kita-ku, Osaka-shi,  
Tel: +81-6-6485-7325

**FUKUOKA, JAPAN**

Canal Grand Plaza, Grand Bldg.B1F, 1-2-82,  
Sumiyoshi, Hakata-ku, Fukuoka-shi  
Tel: +81-92-292-7715



**duckland**



Duckland is born out of a ‘farm to fork’ concept emphasising on serving robust dishes using only fresh and premium quality ducks direct from the one and only Silver Hill Farm in Ireland. The star on our menu – the Irish Duck – is a unique and cultivated hybrid of the Peking Duck and Aylesbury Duck that are specially bred for its density and porous skin.

The menu specialises in roast duck and other duck-related delicacies. Signature dishes include Roast Duck, Duck Confit & Waffle, Duck Broth, Duck Fried Rice, Duck Pie, Spaghetti Duck Bolognese. Equally delectable are other non-duck dishes, using excellent Irish produce, such as Irish Lamb Stew, Babyback Ribs, and more. A selection of beverages such as refreshing lemonades, Irish beers and whiskeys complete the dining experience.

**Paya Lebar Quarter**

10 Paya Lebar Road, #B2-33, Singapore 409057  
Tel: 6909 8932

**Resorts World Sentosa**

26 Sentosa Gateway, #B1-222/223, Singapore 098138  
Tel: 6261 5168





Singapore  
Seafood  
Republic



Singapore Seafood Republic is the brainchild of four of Singapore's best-loved seafood dining brands – TungLok Seafood, The Seafood International, Palm Beach Seafood and Jumbo Seafood – together with its Japanese partner, M.R.S. (Maruha Restaurant Systems) Restaurant Wonderland Group.

With a combined market presence of more than 150 years, these partners have successfully established the brand since 2008.

The restaurant draws a loyal following of seafood lovers with its fresh ocean catches and innovative culinary creations that encapsulate Singapore's rich heritage in seafood cuisine. Signature dishes featured include the Singapore Chilli Crab, Seafood Platter and Wasabi-mayo Prawns.



A joint venture between TungLok Group and Shanghai Jin Jiang International Group, Jin Lu – The Chinese Story is located within the 5-star Jin Jiang Hotel on Maoming South Road.

The restaurant brings to Shanghai an exquisite selection of Creative Chinese specialities and a variety of traditional Shanghainese cuisine, recreated and given a creative twist. Its contemporary Chinese dining concept is highly elaborate and aims to touch and impress the six senses of all diners.

#### SHANGHAI, CHINA

No. 59 Mao Ming South Road,  
Jin Jiang Hotel, Shanghai 200020  
Tel: +86-21-6445 1717

#### TOKYO, JAPAN (Shinagawa)

3-13-3 Takanawa Minato-ku,  
Tel: +81-3-5449-8080

#### TOKYO, JAPAN (Ginza)

Marronnier Gate 11F, 2-2-14 Ginza Chuo-ku,  
Tel: +81-3-5524-7615

#### OSAKA, JAPAN

Daimaru Umeda 14F, 3-1-1 Umeda Kita-ku Osaka-shi,  
Tel: +81-6-6347-1160



OSAKA, JAPAN

## OTHER LICENSED OUTLETS



### **MEDAN, INDONESIA**

Capital Building Lantai 1, Jalan Putri Hijau No.1A  
Sumatera Utara 20111, Medan  
Tel: +62 61 4556 333



### **SINGAPORE**

2 Circular Road, Singapore 049358  
Tel: 6805 8181



TUNG LOK CATERING



## CATERING SERVICES

TungLok Catering brings its exquisite range of Asian and Western menus from its kitchens straight into the comforts of homes, offices or selected venues. Operating from a central kitchen which is halal-certified, it also partners high profile venue owners such as CHIJMES, Gardens By The Bay, Singapore EXPO and more, to provide customers the ease and option of organising F&B events at these popular locations. Other functions of TungLok Catering include providing one-stop institutional catering services, and producing ready-to-eat retail products.

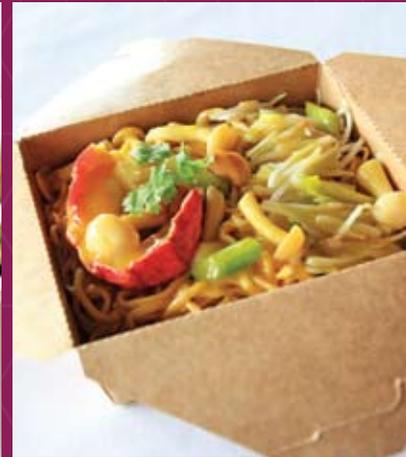




HOME FIESTA

## MANUFACTURING AND HOME FIESTA PRODUCTS

The Group's manufacturing facilities produces fresh Dim Sum, Rice Dumplings, as well as Chinese New Year pastries and festive foods which are a sell-out every year during the festive season. It is also home to the Group's variety of Heat & Serve products under the **HOME FIESTA** brand. These products are created by a team of award-winning chefs, freshly cooked and packed in special food-grade bags, quick frozen and marketed as convenient, easy-to-prepare gourmet options for home consumption. Our Home Fiesta products are available at our outlets as well as through the website at [www.homefiesta.tunglok.com](http://www.homefiesta.tunglok.com).



## FOOD DELIVERY SERVICES

As an extension of dine-in services, all TungLok restaurants also facilitate home-delivery food orders. These services are made available through partnerships with island-wide service providers, **ODDLE and CHOPE**, as well as location-based service providers which include **Grab Food, Deliveroo, and Food Panda**.

# MESSAGE FROM INDEPENDENT NON-EXECUTIVE CHAIRMAN AND PRESIDENT/CHIEF EXECUTIVE OFFICER

Dear Shareholders,

On behalf of the Board of Directors (the “**Board**”), we would like to present to you the Annual Report of Tung Lok Restaurants (2000) Ltd (“**Tung Lok**” or the “**Group**”) for the financial year ended 31 March 2021 (“**FY21**”).

## FINANCIAL REVIEW

The COVID-19 outbreak has dealt a devastating blow to the global economies with businesses still struggling to overcome the challenges brought about by the pandemic. To suppress the spread of the virus, countries have imposed lockdowns and border restrictions which hamper global trade as well as commercial activities. These actions have added unprecedented challenges to consumer-facing businesses including our food and beverage industry.

The pandemic loomed over the Group throughout the current reporting period and the various forms and degrees of social distancing measures implemented during FY21 to curb the local transmission of COVID-19 virus impacted the Group’s revenue streams significantly. In particular, during the Circuit Breaker period (“**CB period**”) from April 2020 to June 2020, our restaurants were unable to provide dine-in services but only delivery and takeaway services.

Further, to prevent a new wave of COVID-19 outbreak, the Singapore Government announced on 22 January 2021 that companies are not allowed to organise work-related events in restaurants such as *Lo Hei* or meals. This new regulation affected the Group’s revenue during the Chinese New Year period in February 2021, which is traditionally the peak revenue period for our restaurants.

Consequently, the Group’s revenue for FY21 decreased by S\$18.4 million or 23.5% to S\$59.7 million from S\$78.1 million in the previous financial year ended 31 March 2020 (“**FY20**”) mainly due to the following:

- (a) S\$17.1 million lower revenue contribution from existing outlets consequent to the impact of COVID-19 outbreak and reduced seating capacity;
- (b) S\$2.6 million loss of revenue contribution from an outlet that was closed in FY20; and
- (c) S\$0.8 million loss of revenue contribution from an outlet that was closed in FY21.

The decrease in the Group’s revenue was partially compensated by:

- (i) S\$1.2 million higher revenue from the sales of ready-to-eat frozen food; and
- (ii) S\$0.8 million higher revenue contribution from catering business and the opening of one new outlet in February 2021.

In line with the lower revenue, gross profit decreased by S\$13.3 million or 23.9% to S\$42.2 million in FY21 from S\$55.5 million in FY20. Gross profit margin decreased marginally by 0.4 percentage points to 70.7% in FY21 from 71.1% in FY20 mainly due to higher discounts and rebates offered to entice customers.

Other operating income increased by S\$5.6 million or 133.3% to S\$9.8 million in FY21 from S\$4.2 million in FY20, mainly due to S\$7.0 million rebates and subsidies received which included:

- (a) S\$2.6 million higher Jobs Support Scheme grants;
- (b) S\$0.3 million foreign worker levy rebates; and
- (c) S\$4.1 million rent concessions from the Singapore Government and landlords (part of which were granted pursuant to the COVID-19 (Temporary Measures) (Amendment) Bill).

The increase in other operating income was partially offset by:

- (i) absence of gain on disposal of the investment on a joint venture amounting to S\$0.7 million and gain on disposal arising from the striking off of a China subsidiary amounting to S\$0.3 million which were both recorded in FY20; and
- (ii) decrease in service and other income amounting to S\$0.4 million.

Administrative expenses, decreased by S\$7.0 million or 22.1% to S\$24.7 million in FY21 from S\$31.7 million in FY20, mainly due to reduction of headcount by 193 compared to February 2020 and temporary salary reductions as part of the Group’s cost control measures introduced after the onset of the pandemic.

# MESSAGE FROM INDEPENDENT NON-EXECUTIVE CHAIRMAN AND PRESIDENT/CHIEF EXECUTIVE OFFICER

Other operating expenses decreased by S\$5.1 million or 16.9% to S\$25.0 million in FY21 from S\$30.1 million in FY20, mainly due to cost-cutting measures as well as lower operating expenses such as advertising and promotion, credit card commission, upkeep and cleaning, utilities and repair and maintenance etc, in tandem with the reduction in revenue. The decrease was also due to S\$0.4 million lower impairment loss of property, plant and equipment and right-of-use assets as well as the absence of S\$0.2 million allowance of doubtful debts relating to receivables from an associate which were adjusted in FY20.

Finance costs decreased by S\$135,000 or 23.9% to S\$429,000 in FY21 from S\$564,000 million in FY20 mainly due to a decrease in S\$171,000 imputed interest on lease liabilities in FY21 in line with the reduction in lease liabilities but partially offset by S\$36,000 higher term loan interest associated with the new loan drawn down during FY21.

Share of losses of associates of S\$461,000 in FY21 compared to share of profits of associates of S\$95,000 in FY20 due to higher losses incurred by the associates amid COVID-19 pandemic in FY21.

Income tax expenses of S\$103,000 was recorded in FY21 instead of income tax benefits of S\$20,000 in FY20 mainly due to higher profits of subsidiaries which are taxable.

The pandemic has severely disrupted the Group's operations during FY21. The impact from the loss of revenue during the CB period and thereafter was cushioned by the substantial financial support extended by the Singapore Government and landlords (including Jobs Support Scheme, foreign worker levy rebate, foreign worker levy waiver and rent concessions). Together with internal cost control measures implemented, this helped the Group to report profit attributable to Owners of the Company amounting to S\$1.0 million in FY21 compared to loss of S\$2.6 million in FY20.

Total assets of the Group decreased by S\$4.2 million or 9.4% to S\$40.4 million as at 31 March 2021 from S\$44.6 million as at 31 March 2020. This was mainly due to decrease in (i) right-of-use assets of S\$4.0 million; (ii) plant and equipment of S\$0.7 million; (iii) other receivables and prepayments of S\$1.7 million (iv) deferred tax asset of S\$0.1 million; and (v) net assets of associates of S\$0.5 million but partially offset by increase in cash and bank balances of S\$2.8 million.

Total liabilities of the Group decreased by S\$5.1 million or 15.5% to S\$27.8 million as at 31 March 2021 from S\$32.9 million as at 31 March 2020, mainly due to decrease in lease liabilities of S\$4.0 million and decrease in trade and other payables of \$4.0 million, but partially offset by increase in bank borrowings of S\$2.9 million.

Although the Group's operations were adversely affected, net working capital increased by S\$6.3 million to net current assets of S\$4.3 million as at 31 March 2021 from net current liabilities of S\$2.0 million as at 31 March 2020, mainly due to the COVID-19 stimulus packages. The improved working capital position in FY21 was also due to the drawdown of S\$3.0 million term loan to support working capital needs as and when required, and efforts to conserve liquidity through implementing cost control measures. These included deferment of non-critical capital expenditure, reduction of casual labour, temporary salary cuts for existing staff ranging from 10% to 30%, requesting staff to accelerate the utilisation of their annual leaves, voluntary and compulsory no-pay leave arrangements. As a result, the Group's cash and bank balances increased to S\$12.5 million as at 31 March 2021, up from S\$9.8 million as at 31 March 2020.

Net asset value per share as at 31 March 2021 was 4.93 Singapore cents compared to 4.57 Singapore cents as at 31 March 2020. The Group's gearing ratio decreased to 1.36 times as at 31 March 2021 from 1.56 times as at 31 March 2020 mainly due to reduced lease liabilities at FY21.



# MESSAGE FROM INDEPENDENT NON-EXECUTIVE CHAIRMAN AND PRESIDENT/CHIEF EXECUTIVE OFFICER

## OPERATIONS

The Group currently operates a total of 37 outlets. Of these, 23 outlets are directly owned, 6 are held by our associates and 8 others are under license/franchise. These restaurants are spread across Singapore, Indonesia, Japan, China and Vietnam with our Group's business predominantly based in Singapore.

From the onset of the pandemic, the Group was cognizant of the need to sustain revenue as well as the importance of frugality in times of crisis. We have also responded swiftly and decisively to mitigate the impact of the pandemic.

To optimize our revenue streams, we:

- simplified our range of menu to include quality ready-to-eat items such as bento sets;
- secured the short-term contracts to provide bento sets to foreign workers quarantined in the dormitories;
- broadened our market presence and expanded our outreach through partnering with more online food delivery platforms; and
- doubled our heat-and-serve products quickly amid the surge in demand.

Concurrently, we adopted a prudent approach and made rapid adjustments to the Group's operations to accomplish a lean business structure and adopted cost discipline strategies to cushion the effects of reduced revenue.

The combined efforts, with the support from the various grants and reliefs, have allowed us to face the unprecedented challenges and deliver positive results for FY21.

## OUTLOOK

The pandemic will continue to pose challenges as new variants of the virus emerge and various support measures taper off. We cannot rule out intermittent lockdowns and other Government measures in Singapore to tighten safety measures. Hence economic recovery may be gradual even with progressive easing of restrictions and mass vaccination program.

The Group will continue to adopt a prudent approach to manage its liquidity and respond proactively to the challenges. Subsequent to the financial year under review, the Group has closed 4 non-performing outlets in Singapore.

The Group remains optimistic that with our established operational capability, we will emerge more resilient from these challenges.

## ACCOLADES

The Group received the following awards in FY21:

In November 2020, the Group won the following accolades at the Chope Diners' Choice 2020:

Best Delivery Experience, Winner – *Tung Lok Teahouse*

Deal-icious Restaurant of the Year, 1<sup>st</sup> Runner-up – *Dancing Crab*

In December 2020, the Group won the following accolades at Restaurant Association of Singapore's Epicurean Star Award 2020:

Most Inspirational F&B Brand (Multiple Outlets), Winner – *Tung Lok Group*

Safe Dining Award, Winner – *Tung Lok Group*

Most Innovative F&B Brand (Multiple Outlets), 1<sup>st</sup> Runner-up – *Tung Lok Group*



# MESSAGE FROM INDEPENDENT NON-EXECUTIVE CHAIRMAN AND PRESIDENT/CHIEF EXECUTIVE OFFICER

## ACKNOWLEDGEMENTS

We would like to extend our thanks to our customers, business associates, partners, bankers and shareholders who have continued to support us even during such difficult period.

We are also deeply appreciative of our frontline team and staff for their resilience and dedication in helping the Group to overcome the exceptional challenges.

Last but not least, we would like to extend my heartfelt appreciation to our Board of Directors for their guidance in navigating the Group through this unprecedented global crisis.

The path ahead remains uncertain, and we will continue to experience challenges before recovery. We remain committed to provide value to our customers and shareholders and persevere through the challenges ahead as we progressively adapt and transcend into the 'new normal'.

Dr Foo Say Mui (Bill)  
Independent Non-Executive Chairman

Mr Andrew Tjioe  
President/Chief Executive Officer

Date: 1 July 2021

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Dr Foo Say Mui (Bill)

Independent and Non-Executive Chairman

### Dr Tan Eng Liang

Lead Independent Director

### Dr Ker Sin Tze

Independent Director

### Mr Chee Wai Pong

Independent Director

### Mr Goi Seng Hui

Non-Independent and Non-Executive Director

### Mdm Ng Siok Keow

Non-Independent and Non-Executive Director

### Mr Tjioe Ka Men

President/Chief Executive Officer

### Mdm Tjioe Ka In

Executive Director

## AUDIT AND RISK COMMITTEE

Dr Tan Eng Liang (Chairman)

Dr Ker Sin Tze

Mr Chee Wai Pong

Dr Foo Say Mui (Bill)

Mr Goi Seng Hui

## NOMINATING COMMITTEE

Dr Ker Sin Tze (Chairman)

Dr Tan Eng Liang (Lead Independent Director)

Mr Chee Wai Pong

Dr Foo Say Mui (Bill)

Mr Goi Seng Hui

Mr Tjioe Ka Men

## REMUNERATION COMMITTEE

Mr Chee Wai Pong (Chairman)

Dr Tan Eng Liang

Dr Ker Sin Tze

Dr Foo Say Mui (Bill)

## EXECUTIVE COMMITTEE

Mr Goi Seng Hui (Chairman)

Mdm Ng Siok Keow

Dr Tan Eng Liang

Mr Tjioe Ka Men

## COMPANY SECRETARY

Mr Lee Tiong Hock

## REGISTERED OFFICE

26 Tai Seng Street #02-01

Singapore 534057

Tel: 6270 7998

Fax: 6272 7120

## SHARE REGISTRAR AND SHARE TRANSFER OFFICE

### M & C Services Private Limited

112 Robinson Road #05-01

Singapore 068902

## AUDITOR

### Ernst & Young LLP

One Raffles Quay, North Tower, Level 18

Singapore 048583

Partner in charge: **Mr Ang Chuen Beng**

Date of appointment: Since financial year ended 31 March 2020

## PRINCIPAL BANKERS

United Overseas Bank Ltd

## SPONSOR

SAC Capital Private Limited

1 Robinson Road

#21-00 AIA Tower

Singapore 048542

同乐

# HISTORICAL FINANCIAL SUMMARY

## OPERATING RESULTS FOR THE GROUP

S\$'000	FY2017	FY2018	FY2019	FY2020	<b>FY2021</b>
Turnover	85,060	85,723	80,628	78,076	<b>59,731</b>
(Loss)/profit before tax and share of profit of joint venture & associates	(286)	(2,460)	447	(2,585)	<b>1,877</b>
Share of profit/(loss) of joint venture & associates	601	692	598	(169)	<b>(461)</b>
Taxation	171	(4)	(33)	20	<b>(103)</b>
Profit/(loss) after taxation but before non-controlling interests	486	(1,772)	1,012	(2,734)	<b>1,313</b>
Profit/(loss) attributable to the owners of the Company	422	(1,399)	(694)	(2,575)	<b>1,004</b>
Earning/(loss) per share (cents)	0.15	(0.51)	(0.25)	(0.94)	<b>0.37</b>

## FINANCIAL POSITION FOR THE GROUP

S\$'000	31 Mar 2017	31 Mar 2018	31 Mar 2019	31 Mar 2020	<b>31 Mar 2021</b>
Property, plant and equipment	10,011	7,141	7,571	7,947	<b>7,256</b>
Right-of-use assets	–	–	–	16,374	<b>12,289</b>
Current assets	19,447	20,739	17,706	17,762	<b>18,742</b>
Other non-current assets	4,006	4,483	4,479	2,533	<b>2,117</b>
<b>Total assets</b>	<b>33,464</b>	<b>32,363</b>	<b>29,756</b>	<b>44,616</b>	<b>40,404</b>
Current liabilities	10,822	12,039	9,777	19,747	<b>14,487</b>
Non-current liabilities	6,790	6,468	5,000	13,200	<b>13,337</b>
Shareholders' equity	17,275	15,792	15,123	12,530	<b>13,522</b>
Non-controlling interests	(1,423)	(1,936)	(144)	(861)	<b>(942)</b>
<b>Total liabilities and equity</b>	<b>33,464</b>	<b>32,363</b>	<b>29,756</b>	<b>44,616</b>	<b>40,404</b>
NTA per share (cents)	6.30	5.76	5.51	4.57	<b>4.93</b>



# BOARD OF DIRECTORS

**DR FOO SAY MUI (BILL)** was appointed as an Independent Director of our Company on 1 November 2016 and Independent Non-Executive Chairman on 1 August 2017. He was last re-elected on 25 August 2020. He is a Member of Audit and Risk Committee, Nominating Committee and Remuneration Committee.

Dr Foo has over 30 years of experience in financial services including holding senior positions in banks such as ANZ and Schroders. During his tenure at ANZ from 1999 to 2015, his positions included Singapore CEO and Vice Chairman of South and South East Asia. Working with Schroders Investment Bank from 1993 to 1999, Dr Foo held various positions including as President Director Indonesia and Regional Head of Investment Banking. He had also served on the Council of the Association of Banks in Singapore for 9 years and was Deputy Chairman of the Singapore Investment Banking Association for about 3 years.

Dr Foo is currently a director and adviser to several listed and private companies, including Tower Capital Asia Pte Ltd, Business Circle Singapore Pte. Ltd. and Kenon Holdings Ltd. He is currently the lead independent director of Mewah International Inc., M&C REIT Management Limited and M&C Business Trust Management Limited.

He is also the chairman of several community and charity organisations including Salvation Army. In June 2019, Dr Foo stepped down as the Chairman of Heartware Network, one of the largest youth organisations in Singapore.

Dr Foo graduated from Concordia University with a Bachelor of Business Administration. He holds a Masters of Business Administration from McGill University and an Honorary Doctorate of Commerce from James Cook University Australia in honour of his contribution to education and the community.

**ANDREW TJIOE KA MEN** was appointed to the Board since 28 September 2000 and is a Member of the Nominating Committee and Executive Committee. In July 2006, he was appointed as Executive Chairman and redesignated as President/Chief Executive Officer with effect from 1 August 2017 to spearhead the Group's overall direction. He was last re-elected on 31 July 2019 and will seek re-election at the forthcoming Annual General Meeting.

Mr Tjioe founded Tung Lok Shark's Fin Restaurant Pte Ltd in 1984 and has since established a chain of reputable restaurants in Singapore with outlets in Indonesia, Japan, China and Vietnam.

In 2008, Mr Tjioe was honoured with the International Star Diamond Lifetime Achievement Award by the New York-based American Academy of Hospitality Sciences. At the World Gourmet Summit Awards of Excellence 2011, Mr Tjioe was named *Restaurateur of the Year (Regional)*. He was the winner of *Ernst & Young's Entrepreneur Of The Year Award 2011 (Lifestyle)*, and also the recipient of the *Epicure Excellence Award 2013*.

Mr Tjioe is the past President of Restaurant Association of Singapore. He is currently a director of the SHATEC Institute; Vice President of the Franchising and Licensing Association of Singapore; Vice-President of World Federation of Chinese Catering Industry (WFCCI); a member of the Board of Governors and Chairman of School of Applied Science Advisory Committee of Temasek Polytechnic, Patron of Joo Chiat Citizens' Consultative Committee, and Co-Chairman of the Tripartite Cluster for the Food Services Industry as appointed by the Ministry of Manpower, among others.

Mr Tjioe was conferred the Pingat Bakti Masyarakat (PBM) in 2018 by President Halimah Yacob. He is a Hwa Chong alumni and a graduate in Business Administration from Oklahoma State University, USA.

**TJIOE KA IN** was appointed as Executive Director of our Company on 1 April 2020 after she was relinquished from her position as Chief Operating Officer of our Company on the same day. She was last re-elected on 25 August 2020.

Mdm Tjioe joined Tung Lok Group in 1988. Her primary responsibilities include:

- Strategic planning and responsible for ensuring operational efficiencies of the Group and to accomplish the key performance indicators set.
- Oversees Tung Lok's central kitchen, which produces ready-to-eat products, festive goodies, dim sum and sauces for local market.
- Product development and planning.
- Staff training and education.

Mdm Tjioe is also a certified trainer in several industry-related courses and contributes actively towards industry training.

Mdm Tjioe holds a Bachelor of Science Degree in Hotel and Restaurant Management from Oklahoma State University, USA. Mdm Tjioe is currently a member of the Ulu Pandan Community Centre Management Committee, a member of the School Management Committee (SMC) of Nanyang Kindergarten and Nanyang Primary School as well as a member of the Executive Committee of Nanyang Schools Alumni Association (NSAA).

# BOARD OF DIRECTORS

**DR TAN ENG LIANG** was appointed as an Independent Director of our Company on 1 March 2001 and Lead Independent Director on 31 May 2013. He was last re-elected on 31 July 2018 and will seek re-election at the forthcoming Annual General Meeting. He is the Chairman of the Audit and Risk Committee and also a Member of the Nominating Committee, Remuneration Committee and Executive Committee.

Dr Tan was a Member of Parliament from 1972 to 1980, the Senior Minister of State for National Development from 1975 to 1978, and Senior Minister of State for Finance from 1978 to 1979. He also served as the Chairman of the Urban Redevelopment Authority from 1974 to 1978, Chairman of the Singapore Sports Council from 1975 to 1991, Deputy Chairman of Singapore Manufacturers' Association in 1972 and Deputy Chairman of Singapore Institute of Standards and Industrial Research (SISIR) from 1973 to 1975. Dr Tan has a Doctorate from Oxford University, England. Dr Tan was awarded the Public Service Star (BBM), Public Service Star – Bar (BBM(L)) and the Meritorious Service Medal (PJG) by the Singapore Government in 1971, 1985, and 1991 respectively.

Dr Tan currently sits on the board of Progen Holdings Ltd. He also served as Vice President in the Singapore National Olympic Council from Year 1992 to Year 2020.

**DR KER SIN TZE** was appointed as an Independent Director of our Company on 1 March 2001 and was last re-elected on 25 August 2020. He is the Chairman of the Nominating Committee and also a Member of the Audit and Risk Committee and Remuneration Committee.

Dr Ker holds a Bachelor of Commerce degree from Nanyang University, M.A. (Economics) and Ph.D (Economics) degree from the University of Manitoba, Canada. He lectured at the then University of Singapore from 1974 to 1980. He joined Liang Court Pte Ltd as Managing Director in 1980 until September 1991. In September 1990, he was appointed as the Executive Chairman of Superior Multi-Packaging Limited (formerly known as Superior Metal Printing Limited), a public listed company. In August 1991, Dr Ker was elected to Parliament. He resigned from Liang Court Pte Ltd and Superior Multi-Packaging Limited at the end of 1991 to take up his appointment as Minister of State for Information and the Arts and Minister of State for Education in January 1992. He resigned from his government posts and returned to the private sector in September 1994. He served as Member of Parliament (1991-2001), Trade Representative of Singapore in Taipei (2002-2007) and Consul-General of Singapore

Consulate in Hong Kong (2008-2012). He is currently an Adjunct Professor of National University of Singapore. Dr Ker also serves as an Independent Director and Chairman of MS First Capital Insurance Limited.

**NG SIOK KEOW** was appointed as a Non-Executive Director of the Company on 1 November 2013. She was last elected on 31 July 2018 and will seek re-election at the forthcoming Annual General Meeting. She is a Member of the Executive Committee.

Mdm Ng is currently an Executive Director of Far East Organization and a director of various unlisted companies in the Far East Organization Group. She is a director of JurongHealth Fund and Patron of the Cairnhill Community Club, Bukit Timah Community Club and Ng Teng Fong General Hospital, and was the Chairman of the Management Committee of Cairnhill Community Club from June 1994 to June 2007. She was also a Director of Singapore Symphonia Company Ltd. She was a Director of the Singapore Dance Theatre from 1999 to 2003 and a Resource Panel Member of the Government Parliamentary Committee (National Development) from 2001 to 2002. Mdm Ng served as Executive Director of Far East Orchard Limited from 1987 and was re-designated as Non-Executive Director in 2014. She retired from the Board of Far East Orchard Limited in 2016.

Mdm Ng was awarded the Pingat Bakti Masyarakat (PBM) in 1995, the Orchid Award by the Singapore Girl Guides Association in 1996 and the Bintang Bakti Masyarakat (BBM) in 2001. In 2015, Mdm Ng was conferred the SG50 Outstanding Chinese Business Pioneers Award by the Singapore Chinese Chamber of Commerce & Industry in recognition of her exemplary contribution to Singapore in the real estate sector and to the community.

Mdm Ng obtained her Bachelor of Science (Honours) degree in Chemistry from the University of Singapore.

**GOI SENG HUI** was appointed as a Non-Executive Director of our Company on 23 June 2011 and was last re-elected on 31 July 2019. He is the Chairman of the Executive Committee and also a Member of the Audit and Risk Committee and Nominating Committee.

Mr Goi is the Executive Chairman of Tee Yih Jia Group, a global food and beverage group with operations in Singapore, Malaysia, USA, Europe and China, and SGX Mainboard-listed GSH Corporation Limited, a regional developer of premium residential and commercial

# BOARD OF DIRECTORS

properties, as well as the owner and operator of the 5-Star Suteira Harbour Resort, Marina and a 27-hole award-winning championship Golf Course designed by Mr Graham Marsh in Kota Kinabalu, Malaysia.

Mr Goi serves on the board of three other Mainboard-listed companies – as Non-Executive Chairman and Non-Independent Director of Hanwell Holdings Ltd, as well as Non-Executive Director and Vice Chairman of Envictus International Holdings Limited, and Non-independent, Non-Executive Director and Vice Chairman JB Foods Limited. He also has investments across a range of listed and private entities in numerous industries, such as food and beverage, leisure real estate, consumer essentials, renewable energy, technology, distribution and logistics.

Mr Goi was appointed Singapore's Non-Resident Ambassador to the Federative Republic of Brazil on April 2018, and Justice of the Peace by the President of the Republic of Singapore in 2020.

In 2014, Mr Goi was named "Businessman of the Year" by the Singapore Business Awards and at the 49th National Day Awards, Mr Goi was conferred the Public Service Star (Bar) – Bintang Bakti Masyarakat (Lintang), BBM (L) – by the President of Singapore for his contributions to the community. In 2015, he received the Long Service Award from Singapore's People's Action Party. He was also conferred the State Award of Panglima Gemilang Darjah Kinabalu (PGDK), which carries the title of Datuk, from the Head of State of Sabah, for his social and business contributions to Kota Kinabalu.

In recognition of his numerous philanthropy works, he was awarded the SG50 Outstanding Chinese Business Pioneers Award and Enterprise Asia's Lifetime Achievement Award in 2015, as well as the Asian Strategy & Leadership Institute's Lifetime Achievement Award in 2016. In 2017, he was honoured for his contributions and success as an overseas Chinese by People's Tribune Magazine in Beijing, China. In 2018, he was conferred the Distinguished Business Leader Award at the World Chinese Economic Forum. In 2019, he received the inaugural Benefactors Fellow Award from the Singapore University for Technology and Design, and was conferred the Pearl of the Orient Award at the World Chinese Economic Forum.

He is also Enterprise 50 Club's Honorary Past President and Vice Chairman of IE Singapore's "Network China" Steering Committee, Regional Representative for Fuzhou City and Fujian Province, as well as council member of the

Singapore-Zhejiang Economic and Trade Council, Singapore-Tianjin Economic and Trade Council and Singapore-Jiangsu Cooperation Council. He is currently the Honorary Council Member of the Singapore Chinese Chamber of Commerce and Industry, the Honorary Chairman for the International Federation of Fuqing Association, and Nanyang Gwee Clan Association as well as the Honorary Chairman of Dunman High School Advisory Committee and Ulu Pandan Citizens Consultative Committee. He is also an Honorary President of Kong Hwa School Alumni, a Senior Consultant of Su Tong Science & Technology Park, a Committee Member of Tan Kah Kee Foundation, and a Council Member of NTUC Club Management Council.

**CHEE WAI PONG** was appointed as an Independent Director of our Company on 30 September 2013 and was last re-elected on 31 July 2019. He is the Chairman of the Remuneration Committee and also a Member of the Audit and Risk Committee and Nominating Committee.

Mr Chee joined the Legal Service and was appointed a Deputy Public Prosecutor/State Counsel from 1971 to 1973. He was appointed a Magistrate and then District Judge and the State Coroner between 1973 and 1976. Mr Chee then joined M/s Osborne Jones & Co as a Partner from August 1976 to December 1978 and was a Partner of M/s Ng Ong & Chee from January 1979 to December 2006. From 1 January 2007, Mr Chee started his own law practice under the name and style of Chee Wai Pong & Co.

Mr Chee is the honorary legal advisor to the Medical Alumni and Ling Kwang Home for Senior Citizens. He is also the Co-Trustee of the Daisy Phay Foundation, Partner of Everlasting Training Services LLP and the Alternate Director to Mr Lee Ee @ Lee Eng of TSKY Balmoral Pte. Ltd..

Mr Chee currently sits on the board of Progen Holdings Ltd.

Mr Chee graduated from the University of Singapore with a Bachelor of Law Degree (LL.B. Hons) in 1971.

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# KEY MANAGEMENT TEAM

## **TIONG HENG TEE**

*Chief Financial Officer*

Heng Tee, a Fellow Chartered Accountant with Institute of Singapore Chartered Accountants (ISCA), joined the Group in January 2012. Armed with more than 25 years of post-graduation experience in both private and Singapore public-listed companies, he is responsible for providing strategic direction for the finance team and oversees all key financial matters of the Group. Heng Tee holds a Bachelor of Accountancy from Nanyang Technological University of Singapore.

## **VINCENT PHANG**

*Chief Executive Officer, Events & Catering Division*

Vincent joined the Group in 1998 and is overall responsible for the events and catering operations of the Group.

Prior to joining Tung Lok, Vincent has held key positions in various hotels in Singapore such as Boulevard Hotel, Le Meridien Singapore and Fort Canning Country Club. A graduate from SHATEC, he also holds various certificates from the American Hotels & Motels Association, Premier Sales & Marketing for Hospitality professionals from Asia Connect & HSMAI Asia Pacific and 'More Sales Thru Service Excellence' from Marketing Institute of Singapore. At the Singapore Excellence Service Award 2004 organized by SPRING Singapore & Singapore Tourism Board, he was presented with the Star Award for his outstanding contribution and commitment to providing top quality service.

With a career spanning more than 35 years, Vincent plays a pivotal role in setting strategic goals for the catering team and leading the team towards achieving service excellence and offering complete and innovative event solutions to our customers.

His vast experience and expertise have enabled him to constantly innovate and implement new elements for banquet and catering events which include high-profile events and state functions.

Currently, he holds the appointment as board member of Singapore Productivity Centre (SGPC) and President of Association of Catering Professionals Singapore (ACAPS), for the term of 2019/2021.

## **JOCELYN TJIOE**

*Senior Vice President, Administration*

A diploma graduate in Business Studies from Ngee Ann Polytechnic, Jocelyn is armed with many years of experience in purchasing and administration. In her current capacity as Senior Vice President, Jocelyn ensures the constant and prompt supply of quality products and materials crucial to the operations of the restaurants. She also oversees the human resources, administrative functions as well as corporate affairs of the Group.

## **CAROLYN TAN**

*Senior Vice President, Marketing & Corporate Communications*

Carolyn joined the Group in 2002 as Marketing Communications Manager. Armed with years of experience in the marketing communications field, mainly from the hotel industry, her past employments include top hotel chains such as Westin, Hyatt, Holiday Inn, Raffles and Millennium & Copthorne International. In 2003, she was promoted to Director of Marketing, and in 2007, was appointed Vice President - Marketing & Corporate Communications. In her current capacity as Senior Vice President, she is in charge of the Marketing, Communications, Loyalty Programme, and Graphics Design teams, spearheading the marketing, promotional, public relations, and membership activities of the Group. She is also responsible for strategising plans to maintain the corporate and brand identity of the Group, as well as handling Special Projects. Carolyn holds a Bachelor of Arts in Mass Communications from the Royal Melbourne Institute of Technology.

# KEY MANAGEMENT TEAM

## **CHUA POH YORK**

*Senior Vice President, Operations*

Poh York joined the Group in 1985 as Assistant Manager of Tung Lok Restaurant. Subsequently, she became General Manager of Paramount Restaurant in 1993. In her current capacity as Senior Vice President, Operations, she manages and oversees the daily operations of Tung Lok Seafood and LingZhi Vegetarian, as well as spearheads the implementation of the 5-S system to improve workplace organization in the Group's restaurants, and mentoring younger managers.

## **WOODY ACHUTHAN**

*Senior Vice President, Customer Relationship*

Prior to re-joining the Group in April 2013, Woody was heading the Training department of the Group for 12 years. He is currently handling customer relationship management and service excellence, and was previously with United Airlines as its Onboard Services-Chief Purser and Instructor. During his fifteen years at United Airlines, he taught trainees on service excellence, food and beverage presentation skills, onboard marketing, and product offering, amongst other training programmes. His personal achievements include the "Five Star Diamond Award", "Employee of the Year", as well as "Most Valuable Player Corporate Award".

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# CORPORATE GOVERNANCE REPORT

**TUNG LOK RESTAURANTS (2000) LTD** (the “**Company**”, and together with its subsidiaries, the “**Group**”) is committed in achieving a high standard of corporate governance with a view of enhancing accountability, corporate transparency, sustainability and safeguarding interests of the shareholders. Companies with good corporate governance are more likely to engender investor confidence and achieve long-term sustainable business performance.

This report describes the corporate governance framework and practices of the Company for the financial year ended 31 March 2021 (“**FY21**”) with specific reference made to the principles and guidelines of the Code of Corporate Governance 2018 (the “**2018 Code**”).

The 2018 Code aims to promote high levels of corporate governance by putting forth Principles of good corporate governance and Provisions with which companies are expected to comply. The Practice Guidance, which is voluntary, complements the 2018 Code by providing guidance on the application of the Principles and Provisions and setting out best practices for companies. In so far as any guideline of the Code has not been complied with, the Company has explained how the practices it had adopted are consistent with the intent of the relevant Principles.

The Company will also continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

## BOARD MATTERS

### Principle 1: The Board’s Conduct of Affairs

The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Provisions of the Code	Tung Lok’s Corporate Governance Practices
1.1 The Board’s role	<p>The Board is accountable to the shareholders and oversees the overall management of the business and affairs of the Group, including providing leadership and supervision to the Management of the Group (the “<b>Management</b>”) so as to protect and enhance long-term value and returns for its shareholders.</p> <p>Besides carrying out its statutory responsibilities, the Board’s role is to:</p> <ol style="list-style-type: none"> <li>(1) 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;</li> <li>(2) review Management performance (including Group’s financial and operating performance);</li> <li>(3) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including the safeguarding of shareholders’ interests and the Company’s assets;</li> <li>(4) approve major investment and divestment proposals, material acquisitions and disposals of assets (exceeding S\$200,000), corporate or financial restructuring and share issuances;</li> <li>(5) identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;</li> <li>(6) instill an ethical corporate culture that the Company’s values, standards, policies and practices are consistent with;</li> <li>(7) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation; and</li> <li>(8) assume responsibility for corporate governance.</li> </ol> <p>All directors exercise reasonable diligence and independent judgement when making decisions and are obliged to act in good faith and objectively discharge their duties and responsibilities at all times as fiduciaries in the interest of the Company.</p>

# CORPORATE GOVERNANCE REPORT

	<p>The Board comprises six (6) Non-Executive Directors (or 75%) who review Management's performance and monitor the reporting of performance. They constructively challenge the Management and help the Company develop proposals on strategies.</p> <p>Directors are aware of their duties at law, which includes acting in good faith and the best interests of the Company; exercising due care, skills and diligence; and avoiding conflicts of interest. Each director is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as it is practicable after the relevant fact has come to his/her knowledge. As part of the Company's policy, each director is required to annually submit details of his/her associates for the purpose of monitoring interested person transactions. Where a director has a conflict or potential conflict of interest in relation to any matter, he/she should immediately declare his/her interest when the conflict-related matter is discussed, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, he/she is abstained from voting in relation to the conflict-related matters. This is to ensure that the Company maintains a high standard of ethical behaviour and culture that emanate from the Board to the rest of the Company.</p>
<p>1.2 Directors' duties and responsibilities; Orientation and training</p>	<p>Upon appointment of a new director, the Company provides a formal letter to the director, setting out the Director's duties and obligations; policies on disclosure of interests in securities, prohibitions on dealings in the Company's securities and restriction on disclosure of price and trade-sensitive information; Annual Report and 2018 Code; Company's constitutional documents; terms of references of Board Committees, the Catalist Rules and relevant legislation; and other pertinent information for his/her reference. New directors are briefed on the Group's structure, businesses, governance policies and regulatory matters.</p> <p>Pursuant to the amended Rule 406(3)(a) of the Catalist Rules, newly-appointed directors who do not have prior experience as a director of a public listed company in Singapore must undergo SGX-ST's prescribed training courses organised by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties. On 1 April 2020, Mdm Tjioe Ka In ("<b>Mdm Tjioe</b>") was appointed as Executive Director of the Company after she relinquished her position as Chief Operating Officer on the same day. Mdm Tjioe was the Executive Director of the Company between 1 March 2001 to 1 November 2016 and therefore has prior experience as director in listed companies.</p> <p>The President/Chief Executive Officer ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group.</p> <p>From time to time, the Company's internal and external auditors, legal advisors, financial advisors, Continuing Sponsor and the Company Secretary will advise the directors or if necessary, conduct briefings to the directors on relevant regulations, new accounting standards and corporate governance practices as well as updates on any changes in the Companies Act, Cap 50, Code of Corporate Governance and the Catalist Rules. Directors also have the opportunity to visit the Group's operation facilities in order to have a better understanding of the business operations.</p> <p>The Company has available budget for directors to receive further trainings to enhance their skills and knowledge, particularly on relevant new laws, regulations, changing commercial risks and financial literacy from time to time. Relevant courses include programmes conducted by the Singapore Institute of Directors or other training institutions.</p> <p>During FY21, the Directors had received updates on regulatory changes to the Catalist Rules, the 2018 Code and the new accounting standards.</p>

# CORPORATE GOVERNANCE REPORT

<p>1.3 Matters requiring Board's approval</p>	<p>Matters which are specifically reserved for decision by the Board include those involving material acquisitions and disposals of assets, corporate or financial restructuring and share issuance, interim dividends and other returns to shareholders, and substantial transactions which have a material effect on the Group. The Board also approves the annual budgets and business plan of the Group, proposals to set up new outlets, announcements of the Group's half-year and full-year results and the release of the Annual Reports. Specific Board approval is required for any investments or expenditures exceeding S\$200,000.</p>												
<p>1.4 Board Committees</p>	<p>To facilitate effective management, certain functions have been delegated to various Board Committees, namely the Executive Committee ("<b>EXCO</b>"), Nominating Committee ("<b>NC</b>"), Remuneration Committee ("<b>RC</b>") and Audit and Risk Committee ("<b>ARC</b>"), each of which has its own defined scope of duties and written terms of reference setting out the manner in which it is to operate. The Chairman of the respective Board Committees will report to the Board on the outcome of the Board Committee meetings. Minutes of the Board Committee meetings are made available to all Board members. The terms of reference and composition of each Board Committee can be found in this report. The effectiveness of each Board Committee is also constantly reviewed by the Board. They assist the Board operationally without the Board losing authority over major issues.</p> <p>The EXCO assists the Board in the management of the Group as it works toward its objectives. The EXCO will provide entrepreneurial leadership and strategic stewardship, as well as set strategic objectives for the Group. The EXCO comprises four (4) Directors of whom two (2) are Non-Independent and Non-Executive Directors, one (1) is an Executive Director and one (1) is an Independent and Non-Executive Director as follows:</p> <table data-bbox="431 1038 1458 1155"> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> <td>Chairman</td> </tr> <tr> <td>Mdm Ng Siok Keow</td> <td>Non-Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Mr Tjioe Ka Men</td> <td>President/Chief Executive Officer</td> <td>Member</td> </tr> </table>	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Chairman	Mdm Ng Siok Keow	Non-Independent and Non-Executive Director	Member	Dr Tan Eng Liang	Lead Independent Director	Member	Mr Tjioe Ka Men	President/Chief Executive Officer	Member
Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Chairman											
Mdm Ng Siok Keow	Non-Independent and Non-Executive Director	Member											
Dr Tan Eng Liang	Lead Independent Director	Member											
Mr Tjioe Ka Men	President/Chief Executive Officer	Member											
<p>1.5 Meetings of Board and Board Committees; Attendance</p>	<p>The Board conducts regular scheduled meetings. Additional or ad-hoc meetings are convened in circumstances deemed appropriate by the Board members. Board papers incorporating sufficient information from Management are forwarded to the Board members in advance of a Board Meeting to enable each member to be adequately prepared.</p> <p>The Company's Constitution allows a board meeting to be conducted by way of teleconference or by means of a similar communication means through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.</p> <p>At the Board meeting, the directors are free to discuss and openly challenge the views presented by Management and the other directors.</p> <p>In lieu of physical meetings, written resolutions are circulated for approval by members of the Board.</p> <p>The frequency of meetings and attendance of each director at every Board and Board Committee meeting for FY21 are disclosed below:-</p>												

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# CORPORATE GOVERNANCE REPORT

ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS										
Directors	Board		Executive		Audit & Risk		Nominating		Remuneration	
	No. of Meetings	Attendance								
Tjioe Ka Men	4	4	1	1	NA	NA	1	1	NA	NA
Tjioe Ka In	4	4	NA	NA	NA	NA	NA	NA	NA	NA
Tan Eng Liang	4	3	1	1	4	3	1	0	1	0
Ker Sin Tze	4	4	NA	NA	4	4	1	1	1	1
Chee Wai Pong	4	4	NA	NA	4	4	1	1	1	1
Foo Say Mui (Bill)	4	4	NA	NA	4	4	1	1	1	1
Ng Siok Keow	4	4	1	1	NA	NA	NA	NA	NA	NA
Goi Seng Hui	4	4	1	1	4	4	1	1	NA	NA

NA – not applicable

	<p>Directors with multiple listed company board representations are required to ensure that they have given sufficient time and attention to the affairs of the Company.</p>
1.6 Board's access to information	<p>Board members are provided with adequate and timely information prior to Board meetings and Board Committee meetings, and on an ongoing basis. The Board papers provide sufficient background and explanatory information from the Management on financial impact, business strategies, risk analysis, regulatory implications and corporate issues to enable the directors to be properly briefed on issues to be considered at Board and Board Committee meetings. Such explanatory information may also be in the form of briefings to provide additional insights to the directors or formal presentations made by the Management in attendance at the meetings, or by external consultants engaged on specific projects.</p> <p>Requests for information from the Board are dealt with promptly by Management. Board interaction with and independent access to the Management are encouraged. Whenever necessary, management staff will be invited to attend the Board meetings and Board Committee meetings to answer queries and provide detailed insights into their areas of operations.</p> <p>However, sensitive matters may be tabled at the meeting itself or discussed without papers being distributed.</p> <p>The Board is provided with quarterly management reports, financial statements, cash flow projections, annual budgets and explanation on material variances from forecasts and budgets to enable the directors to oversee the Group's operational and financial performance. Directors are also informed on an ongoing basis as and when there are significant developments or events relating to the Group's business operations.</p> <p>Proposals to the Board for decision or mandate sought by Management are in the form of memorandums or board papers that provide the facts, analysis, resources needed, expected outcome, conclusions and recommendations, required to support the decision-making process.</p>
1.7 Access to Management, Company Secretary and External Advisers	<p>The Directors have separate and independent access to the Management and the Company Secretary. The Company Secretary attends all Board and Board Committee meetings of the Company. The Management and the Company Secretary also assist the Chairman and the Board to ensure that Board procedures are followed and that applicable rules and regulations (in particular the 2018 Code, Companies Act, Cap 50 and the Catalyst Rules) are complied with.</p> <p>The appointment and removal of the Company Secretary are subjected to the Board's approval.</p>

# CORPORATE GOVERNANCE REPORT

The Directors, whether as a group or individually, may seek or obtain legal and other independent professional advice, concerning any aspect of the Group's operations or undertakings in order to fulfill their roles and responsibilities as directors. The cost of obtaining such professional advice will be borne by the Company.

## Principle 2: Board Composition and Guidance

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.

2.1, 2.2 and 2.3 Strong independent element of the Board

The Board currently comprises eight (8) Directors, of whom two (2) are Executive Directors, four (4) are Independent and Non-Executive Directors and two (2) are Non-Independent and Non-Executive Directors. As at the date of this report, the Board comprises the following members:

Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman
Dr Tan Eng Liang	Independent Non-Executive Director/Lead Independent Director
Dr Ker Sin Tze	Independent and Non-Executive Director
Mr Chee Wai Pong	Independent and Non-Executive Director
Mr Goi Seng Hui	Non-Independent and Non-Executive Director
Mdm Ng Siok Keow	Non-Independent and Non-Executive Director
Mr Tjioe Ka Men	President/Chief Executive Officer
Mdm Tjioe Ka In	Executive Director

Currently, the Board has a strong and independent element with four (4) out of eight (8) board members (or 50%) who are independent where the Chairman and Chief Executive Officer are separate persons. In having six (6) out of eight (8) board members (or 75%) that are Non-Executive Directors and making up a majority of the Board, the composition of the Board complies with the recommendation of the 2018 Code. This enables the Board to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues.

The independence of each director is reviewed annually by the NC. The NC adopts the definition of what constitutes an independent director from the 2018 Code and the Catalyst Rules in its review. The Board, after taking into account the views of the NC, is satisfied that Dr Tan Eng Liang ("**Dr Tan**"), Dr Ker Sin Tze ("**Dr Ker**"), Mr Chee Wai Pong and Dr Foo Say Mui (Bill) ("**Dr Bill Foo**") are considered independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, the Independent Directors' judgement.

The Board recognises that independent directors may over time develop significant insights in the Group's business and operations and can continue to provide noteworthy and valuable contribution objectively to the Board as a whole. The independence of each independent director is evaluated by the NC based on the substance of their professionalism, integrity and objectivity. Each independent director had abstained from deliberations in respect of the assessment on his own independence.

The NC and the Board are of the view that no individual or small group of individuals dominates the Board's decision-making process. Independent directors constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.

# CORPORATE GOVERNANCE REPORT

Following the recent revision to the Code of Corporate Governance, the Catalist Rules has been amended to be consistent with the 2018 Code. In relation to the assessment of the independence of the Directors, specific tests of Directors' independence have been hardcoded into the Catalist Rules to clarify certain circumstances which deemed Directors not to be independent should be applied without any exceptions. Under Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules which took effect on 1 January 2019, it stipulates that a Director will not be considered as independent if he is employed by the issuer or any of its related corporations for the current or any of the past three financial years; or if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the past three financial years, and whose remuneration is determined by the remuneration committee of the issuer. In this regard, the Independent Directors have confirmed that they and their respective associates do not have any employment relationships with the Company or any of its related corporations for the current or any of the past three financial years.

Particular rigorous review is applied in assessing the continued independence of Directors having served beyond nine (9) years from the date of his first appointment, to ensure that his allegiance remains clearly aligned with shareholders' interests. Although both Dr Tan and Dr Ker have served on the Board for more than nine (9) years from the date of their first appointments as directors of the Company, they have continued to demonstrate strong independence in character and judgement over the years in the discharge of their duties and responsibilities as independent directors of the Company, with the utmost commitment to protect and uphold the interests of the Company and all shareholders, not just the substantial shareholders.

Dr Tan and Dr Ker have contributed significantly to the discussion on matters before the Board, which includes matters relating to the strategic direction and corporate governance of the Group, expressed individual viewpoints, debated issues, sought clarification and amplification as they deemed necessary including through direct access to the Management, and objectively scrutinising and challenging the Management. Further, having gained an in-depth understanding of the business, operating environment and direction of the Group, they provided the Group with much-needed experience and knowledge of the industry and offered valuable advice. Their objective leadership, depth of experience and skills, make them invaluable members of the Board. Against the current backdrop of the COVID-19 pandemic, the Board is of the view that the pertinent experience and competence of Dr Tan and Dr Ker and their deep knowledge of the Group's operation will be even more valuable and relevant so that it can provide stability to the Board to facilitate sound decision-making and to guide the Management as they respond and navigate through the various challenges posed by the pandemic. Both Dr Tan and Dr Ker have independent income sources apart from the fixed fees received from the Company. After taking into consideration the above, and also having weighed the need for Board refreshment against tenure for relative benefits, the NC, with the concurrence of the Board (with both Dr Tan and Dr Ker on abstention from discussion and deliberation on their independence), has unanimously affirmed that Dr Tan and Dr Ker have discharged their duties objectively and remained independent-minded in Board deliberations and their length of service do not in any way interfere with their exercise of independent judgement nor hinder their ability to act in the best interest of the Company and the Group. Henceforth the Board is satisfied that Dr Tan and Dr Ker remain independent notwithstanding they have served the Board for more than nine (9) years from the date of their first appointment.

Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect from 1 January 2022, a director will not be considered independent if he has served for an aggregate of more than nine (9) years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders and (b) shareholders, excluding the directors and chief executive officer of the issuer, and associates of such directors and chief executive officer (the "**Two-Tier Voting Process**"). Such resolutions approved by a Two-Tier Voting Process may remain in force for three (3) years from the conclusion of the annual general meeting following the passing of the resolutions or the retirement or resignation of the director, whichever is earlier.

# CORPORATE GOVERNANCE REPORT

	<p>Ahead of Rule 406(3)(d)(iii) of the Catalist Rules coming into effect on 1 January 2022, the Board has recommended that the approval from the shareholders be sought through the Two-Tier Voting Process at the forthcoming Annual General Meeting for Dr Tan and Dr Ker to continue in office as Independent Non-Executive Directors of the Company, notwithstanding that they have each served as an Independent Non-Executive Director of the Company for an aggregate term of more than nine (9) years.</p> <p>Save for Dr Tan and Dr Ker, none of the other independent directors has served on the Board beyond an aggregate period of more than nine (9) years from the respective dates of their first appointment.</p>
<p>2.4 Board composition and size</p>	<p>The Company's Board Diversity Policy endorses the principle that its Board should have a balance of skills, knowledge and experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Company has the opportunity to benefit from all available talents.</p> <p>The size and composition of the Board are reviewed from time to time by the NC to ensure that the size of the Board is conducive for effective discussion and there is sufficient diversity without interfering with efficient decision-making. The NC also reviews and ensures that the Board has an appropriate balance of independent directors. The Board is of the view that the current board size and composition is appropriate, taking into account the nature and scope of the Group's operations, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees.</p> <p>The Board proactively seeks to maintain an appropriate balance in its composition and size. To assist the NC in its annual review of the Directors' mix of skills and experiences which the Board requires to function competently and efficiently, the Management compiled a Board of Directors competency matrix form, providing information on the areas of specialisation and expertise of the Directors. The Board and its Board Committees comprise respected individuals from different backgrounds and, as a group, provides core competencies, such as business management experience, industry knowledge, legal, real estate and tenancies, human resource management, financial, banking and strategic planning experience and customer-based knowledge that are extensive and critical to meet the Group's objectives. The Board, taking into account the views of the NC, considers that the Directors provide an appropriate balance and diversity of skills, experiences, gender and knowledge of the Company that will provide effective governance and stewardship for the Group. The Board includes two female directors in recognition of the value of gender diversity. Please refer to the "Board of Directors" section on pages 19 to 21 of the Annual Report for the Directors' profile.</p>
<p>2.5 Meetings of non-executive directors</p>	<p>Where warranted, the Non-Executive Directors may meet without the presence of the Executive Directors or the Management, to review any matters that may be raised privately.</p>



# CORPORATE GOVERNANCE REPORT

## Principle 3: Chairman and Chief Executive Officer ("CEO")

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

<p>3.1 Separation of the role of Chairman and CEO</p>	<p>The Company adopts a dual leadership structure whereby the positions of the Chairman and the CEO are separated. There is a clear division of responsibilities between the Chairman and the President/CEO, which provides a balance of power and authority, increased accountability and greater capacity of the Board for independent decision making.</p> <p>The Chairman and the President/CEO are not immediate family members. The separation of the roles of the Chairman and the President/CEO and the resulting clarity of roles provides a healthy professional relationship between the Board and Management.</p>
<p>3.2 Role of Chairman and CEO</p>	<p>The President/CEO of the Company is responsible for the overall management, daily operations, strategic planning, implementation of policies and business development of the Group.</p> <p>Dr Bill Foo's duties as Independent Non-Executive Chairman include:</p> <ol style="list-style-type: none"> <li>(1) Leading the Board to ensure its effectiveness on all aspects of its role;</li> <li>(2) Setting the agendas for Board meetings and ensuring sufficient allocation of time for thorough discussion;</li> <li>(3) Promoting an open environment for debate at the Board;</li> <li>(4) Ensuring that the Directors receive complete, adequate and timely information;</li> <li>(5) Ensuring effective communication with the shareholders;</li> <li>(6) Encouraging constructive relations within the Board and between the Board and Management;</li> <li>(7) Facilitating the effective contribution of Non-Executive Directors; and</li> <li>(8) Promoting high standards of corporate governance and ensuring that procedures are introduced to comply with the 2018 Code.</li> </ol>
<p>3.3 Appointment of lead independent director where Chairman is part of the Management team.</p>	<p>With the appointment of Dr Bill Foo as Independent Non-Executive Chairman on 1 August 2017, the appointment of a Lead Independent Director ("<b>LID</b>") is no longer required under the 2018 Code. However, the Board is of the view that Dr Tan's appointment as the LID should continue so as to assist the Board and the Chairman with the oversight of the business and affairs of the Company.</p> <p>Dr Tan, who is currently an Independent Non-Executive Director, the Chairman of the ARC and a member of the EXCO, NC and RC of the Company, was appointed as the LID since 31 May 2013.</p> <p>The LID is available to shareholders in circumstances where shareholders' concerns raised through normal channels to the President/CEO or Chief Financial Officer have failed to resolve or where such contact is inappropriate or inadequate. No query or request on any matter which requires the LID's attention was received from shareholders in FY21.</p>



# CORPORATE GOVERNANCE REPORT

## Principle 4: Board Membership

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.

<p>4.1 and 4.2 NC</p>	<p>The Company's NC comprises six (6) Directors of whom four (4) (including the NC Chairman) are Independent and Non-Executive Directors, one (1) is a Non-Independent and Non-Executive Director and one (1) is the Executive Director as follows:</p> <table border="0" data-bbox="431 576 1406 746"> <tr> <td>Dr Ker Sin Tze</td> <td>Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Mr Chee Wai Pong</td> <td>Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent Chairman</td> <td>Member</td> </tr> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Mr Tjioe Ka Men</td> <td>President/CEO</td> <td>Member</td> </tr> </table> <p>The LID is a member of the NC. The NC is guided by the terms of reference, updated to be in line with the recommendations in the 2018 Code.</p> <p>The responsibilities of the NC are described in its written terms of reference and its key responsibilities include the following:-</p> <ol style="list-style-type: none"> <li>(1) review and recommend to the Board on the appointment and re-appointment of directors (including alternate directors, if applicable) having regard to their contribution and performance (e.g. attendance, preparedness, participation and candour);</li> <li>(2) review the composition and progressive renewal of the Board;</li> <li>(3) review the training and professional development programs for the Board;</li> <li>(4) assess annually whether or not a director is independent;</li> <li>(5) assess whether or not a director, who has multiple board representations, is able to and has been adequately carrying out his/her duties as a director;</li> <li>(6) development of a process for evaluation of the performance of the Board, its Board Committees and contribution of each director; and</li> <li>(7) formal assessment of the effectiveness of the Board as a whole, its Board Committees and individual director.</li> </ol> <p>In accordance with Regulations 91 and 97 of the Company's Constitution, all directors shall retire from office once at least every three years by rotation and all newly appointed directors will have to retire at the next Annual General Meeting ("<b>AGM</b>") following their appointments. The retiring directors are eligible to offer themselves for re-election.</p> <p>In addition, Rule 720(4) of the Catalist Rules requires that all directors shall submit themselves for re-nomination and re-election at least once every three (3) years.</p> <p>At the forthcoming AGM, Mr Tjioe Ka Men ("<b>Mr Tjioe</b>"), Dr Tan and Mdm Ng Siok Keow ("<b>Mdm Ng</b>") are due to retire by rotation pursuant to Rule 720(4) of the Catalist Rules and Regulation 91 of the Company's Constitution. The NC has recommended the re-elections of Mr Tjioe, Dr Tan and Mdm Ng at the forthcoming AGM.</p> <p>These nominations have been accepted by the Board. In considering the nominations, the NC took into account the contribution of the directors with reference to their attendance and participation at Board and other Board Committee meetings as well as the proficiency with which they have discharged their responsibilities. Each member of the NC shall abstain from voting on any resolutions relating to the assessment of his performance or his re-nomination as Director.</p> <p>Pursuant to Rule 720(5) of the Catalist Rules, the additional information as set out in Appendix 7F of the Catalist Rules relating to the retiring Directors who are submitting themselves for re-election and/or Directors who are seeking continued appointment as Independent Director at the forthcoming AGM is disclosed as follows.</p>	Dr Ker Sin Tze	Independent Director	Chairman	Dr Tan Eng Liang	Lead Independent Director	Member	Mr Chee Wai Pong	Independent Director	Member	Dr Foo Say Mui (Bill)	Independent Chairman	Member	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member	Mr Tjioe Ka Men	President/CEO	Member
Dr Ker Sin Tze	Independent Director	Chairman																	
Dr Tan Eng Liang	Lead Independent Director	Member																	
Mr Chee Wai Pong	Independent Director	Member																	
Dr Foo Say Mui (Bill)	Independent Chairman	Member																	
Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member																	
Mr Tjioe Ka Men	President/CEO	Member																	

# CORPORATE GOVERNANCE REPORT

Details	Name of Director			
	Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
Date of Appointment	28 September 2000	1 March 2001	1 November 2013	1 March 2001
Date of last re-appointment (if applicable)	31 July 2019	31 July 2018	31 July 2018	25 August 2020
Age	63	84	74	76
Country of principal residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board, having considered the recommendation of the NC and assessed Mr Tjioe's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.</p>	<p>The Board, having considered the recommendation of the NC and assessed Dr Tan's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.</p> <p>The NC has also recommended for the approval of Dr Tan for his continued appointment as Independent Director (as his tenure exceeded 9 years) at the forthcoming AGM pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022.</p> <p>Both the NC and the Board are of the view that Dr Tan is independent for the purposes of Rule 704(7) of the Catalist Rules.</p> <p>Dr Tan has abstained from the deliberation of the NC as well as that of the Board pertaining to his continued appointment as Independent Director.</p>	<p>The Board, having considered the recommendation of the NC and assessed Mdm Ng's overall contributions and performance, is of the view that she is suitable for re-appointment as a Director of the Company.</p>	<p>The NC has recommended for the approval of Dr Ker for his continued appointment as Independent Director (as his tenure exceeded 9 years) at the forthcoming AGM pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect on 1 January 2022.</p> <p>Both the NC and the Board are of the view that Dr Ker is independent for the purposes of Rule 704(7) of the Catalist Rules.</p> <p>Dr Ker has abstained from the deliberation of the NC as well as that of the Board pertaining to his continued appointment as Independent Director.</p>

# CORPORATE GOVERNANCE REPORT

Details	Name of Director			
	Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
Whether appointment is executive, and if so, the area of responsibility	President/CEO	Non-Executive	Non-Executive	Non-Executive
Job Title	President/CEO, EXCO member and NC member	Independent Non-Executive Director, Lead Independent Director, ARC Chairman, NC member, RC member and EXCO member.	Non-Independent and Non-Executive Director and EXCO member	Independent and Non-Executive Director, NC Chairman, ARC member and RC member
Professional qualifications	Bachelor of Business Administration, Oklahoma State University, USA	Doctorate Degree from Oxford University, England	Bachelor of Science (Honours) degree in Chemistry from National University of Singapore	Bachelor of Commerce Degree, Nanyang University  M.A. (Economics) and Ph.D (Economics) degree from University of Manitoba, Canada
Working experience and occupation(s) during the past 10 years	2000 to Present: President/CEO of Tung Lok Restaurants (2000) Ltd (re-designated from Executive Chairman with effect from 1 August 2017)	1992 to 2020: Vice-president of Singapore National Olympic Council  2008 and 2011: Chef de Mission of Singapore at various major Games including Beijing Olympic Games 2008 and Singapore Southeast Asian Games 2015.	Executive Director of Far East Organization	2013 to Present: Adjunct Professor of National University of Singapore  2008-2012: Consul-General of Singapore Consulate in Hong Kong



# CORPORATE GOVERNANCE REPORT

Details	Name of Director			
	Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
Shareholding interest in the listed issuer and its subsidiaries	463,160 (direct holdings)  107,170,840 (deemed to be interested in the 104,272,000 shares held by Zhou Holdings Pte Ltd and 2,898,840 shares held by Ang Tjia Leng @ Widjaja Linda Anggraini (spouse))	None	None	None
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	Brother of Tjioe Ka In (Executive Director) and Tjioe Ka Lie (Senior Vice President, Administration)	None	Yes. Mdm Ng is an Executive Director of Far East Organization and she is associated with Goodview Properties Pte. Ltd., a substantial shareholder of the Company.	None
Conflict of interest (including any competing business)	None	None	None	None
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules has been submitted to the listed issuer	Yes	Yes	Yes	Yes

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# CORPORATE GOVERNANCE REPORT

Details	Name of Director			
	Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
Other Principal Commitments Including Directorships	<p><b>Present Directorships:</b></p> <ul style="list-style-type: none"> <li>Director &amp; Executive Committee member at Shatec Institute</li> <li>Director at Shatec Institutes Pte Ltd</li> <li>Director at Amazing Grace Investments Pte Ltd</li> <li>Director at Zhou Holdings Pte Ltd</li> <li>Director at Silk &amp; Burlap Pte Ltd</li> </ul> <p><u>Other Principal Commitments:</u></p> <ul style="list-style-type: none"> <li>Board of Governors/ Chairman of School of Applied Science Advisory Committee at Temasek Polytechnic</li> <li>Committee Member at Restaurant Association of Singapore</li> <li>Vice President at Franchising and Licensing Association of Singapore</li> <li>Presidential Advisory Commission Member at Design Business Chamber Singapore</li> <li>Vice-President at World Federation of Chinese Catering Industry</li> <li>Patron of Joo Chiat Citizens' Consultative Committee</li> <li>Co-Chairman of Tripartite Cluster for the Food Services Industry</li> </ul>	<p><b>Present Directorships:</b></p> <ul style="list-style-type: none"> <li>Independent Director of Progen Holdings Ltd</li> </ul> <p><u>Other Principal Commitments:</u> Nil</p>	<p><b>Present Directorships:</b></p> <ul style="list-style-type: none"> <li>JurongHealth Fund</li> </ul> <p><u>Other Principal Commitments:</u> Nil</p>	<p><b>Present Directorships:</b></p> <ul style="list-style-type: none"> <li>Independent Director and Chairman of MS First Capital Insurance Limited</li> <li>Green Pharma Pte Ltd</li> </ul> <p><u>Other Principal Commitments:</u> Adjunct Professor of National University of Singapore</p>

# CORPORATE GOVERNANCE REPORT

Details	Name of Director			
	Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
Other Principal Commitments Including Directorships (cont'd)	<p><b>Past (for the last 5 years)</b></p> <p><u>Directorships:</u></p> <ul style="list-style-type: none"> <li>Chairman at TP Innovation Holdings Pte Ltd</li> <li>Director at Pansum Catering Technology Pte Ltd</li> </ul> <p><u>Other Principal Commitments:</u></p> <ul style="list-style-type: none"> <li>Council Member at NPCEC (National Productivity and Continuing Education Council)</li> <li>Council Member of Singapore Business Federation</li> <li>Council Member of National Wages Council</li> <li>President/ President Advisor at Restaurant Association of Singapore</li> </ul>	<p><b>Past (for the last 5 years)</b></p> <p><u>Directorships:</u></p> <ul style="list-style-type: none"> <li>Vice President of the Singapore National Olympic Council</li> <li>Independent Director of Sun Moon Food Company Limited</li> </ul> <p><u>Other Principal Commitments:</u></p> <p>Nil</p>	<p><b>Past (for the last 5 years)</b></p> <p><u>Directorships:</u></p> <ul style="list-style-type: none"> <li>Far East Orchard Limited</li> </ul> <p><u>Other Principal Commitments:</u></p> <p>Nil</p>	<p><b>Past (for the last 5 years)</b></p> <p><u>Directorships:</u></p> <ul style="list-style-type: none"> <li>Falcon Insurance Company (HK) Limited</li> </ul> <p><u>Other Principal Commitments:</u></p> <p>Nil</p>

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# CORPORATE GOVERNANCE REPORT

**Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given:**

Details		Name of Director			
		Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
a.	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No	No	No	No
b.	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she 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/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
c.	Whether there is any unsatisfied judgment against him/her?	No	No	No	No
d.	Whether he/she 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/she is aware) for such purpose?	No	No	No	No

# CORPORATE GOVERNANCE REPORT

Details		Name of Director			
		Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
e.	Whether he/she 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/she is aware) for such breach?	No	No	No	No
f.	Whether at any time during the last 10 years, judgment has been entered against him/her 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/her part, or he/she 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/her part?	No	No	No	No
g.	Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
h.	Whether he/she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No

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# CORPORATE GOVERNANCE REPORT

Details		Name of Director			
		Tjoe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
i.	Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No	No	No	No
j.	Whether he/she has ever, to his/her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-				
	i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No ^	No
	ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No ^	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No ^	No
	iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,  in connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?	No	No	No ^	No

# CORPORATE GOVERNANCE REPORT

Details		Name of Director			
		Tjioe Ka Men	Dr Tan Eng Liang	Ng Siok Keow	Dr Ker Sin Tze
k.	Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No
<b>Disclosure applicable to the appointment of Director only</b>					
Any prior experience as a director of an issuer listed on the Exchange?		Relate to re-appointment of Director			
If yes, please provide details of prior experience.		Not applicable			
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.		Not applicable			
^ <u>Additional Information</u>					
<p><i>Mdm Ng is a director of various corporations and entities in the Far East Organization Group operating within the real estate and hospitality industries. There have been occasions where these corporations and entities have been investigated by the authorities for breaches of laws and regulations arising from their day-to-day operations. To the best of her knowledge, none of the warnings, fines and penalties imposed on the corporations and entities arising from such investigations during her tenure as a director is material nor do they relate to the directors in their personal capacities.</i></p>					

<p>4.3 Process for selection, appointment and re-appointment of directors, including the search and nomination process</p>	<p>The search and nomination process for new directors, if any, will be through search companies, contacts and recommendations to cast its net as wide as possible for the right candidate. The NC determines the selection criteria in consultation with the Board and identifies candidates with the appropriate expertise and experience for the appointment as new director. The NC will shortlist candidates for interview before nominating the most suitable candidate to the Board for approval. The NC will evaluate a director in accordance with a set of criteria approved by the Board before recommending him/her to the Board for re-election. The selection criterion includes integrity, diversity of competencies, expertise, industry experience and financial literacy. The NC seeks potential candidates widely and beyond directors/management recommendations and is empowered to engage external parties, such as professional search firms and institutions, to undertake research on or assessment of candidates as it deems necessary.</p>
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# CORPORATE GOVERNANCE REPORT

<p>4.4 NC to determine directors' independence annually</p>	<p>The NC has reviewed the independence of each director in accordance with the 2018 Code's definition of independence as well as the "Confirmation of Independence" returns submitted by the directors to the Company Secretary annually. Further, an Independent Director shall immediately disclose to the NC any relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of the Company, especially in connection to Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules.</p> <p>The NC is satisfied that 50% of the Board members are considered to be independent.</p>
<p>4.5 Multiple board representation</p>	<p>The NC and the Board are of the view that it is not meaningful to set a limit on the number of listed company board representations a director should have as the contribution of each director would depend on their individual circumstances, including whether they have a full-time vocation or other responsibilities. Further, the directors have different capabilities, and the nature of the organisations in which they hold appointments and the kind of committees on which they serve are of different complexities. Instead, the NC will assess each potential or existing director relative to his/her abilities and known commitments and responsibilities. Specific considerations are also given to their attendance, contactability and responsiveness, as well as contributions and individual capabilities. The NC also ensure that new directors are aware of their duties and obligation.</p> <p>The NC monitors and determines annually whether directors who have multiple board representations and other principal commitments, give sufficient time and attention to the affairs of the Company and adequately carry out his/her duties as a director of the Company. The NC takes into account the results of the assessment of the effectiveness of the individual director and his/her actual conduct on the Board, in making this determination.</p> <p>The NC, and with the concurrence of the Board, was satisfied that in FY21, where a director had other listed company board representations and/or other principal commitments, the director was able to carry out and had been adequately carrying out his/her duties as a director of the Company.</p> <p>The key information of the Directors (including other listed company directorships and principle commitments) who held office as at the date of this report are disclosed in the "Board of Directors" section on pages 19 to 21 of the Annual Report.</p>



# CORPORATE GOVERNANCE REPORT

## Principle 5: Board Performance

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

<p>5.1 Board evaluation process</p>	<p>The NC is responsible for recommending and implementing a process to assess the performance and effectiveness of the Board as a whole and its Board Committees with objective performance criteria, as well as assessing the contribution of each individual Director to the overall effectiveness of the Board.</p> <p>An assessment system and evaluation forms have been established and adopted for the evaluation of the Board as a whole, its Board Committees and the individual directors annually. The objective of the performance evaluation exercise is to uncover strengths and challenges so that the Board and Board Committees are in a better position to provide the required expertise and oversight.</p> <p>Following the review, the Board is of the view that the Board and its Board Committees are performing effectively, and each director is contributing to the overall effectiveness of the Board.</p>
<p>5.2 Assessment of the Board, its board committees and each director</p>	<p>The NC has conducted a formal assessment of the effectiveness of the Board and its Board Committees for FY21. The performance criteria for the Board/Board Committees evaluation are in respect of size and composition, attendance, directors' independence, team spirit, open line of communication, degree of constructive discussion, quality of decision making, quality of agenda/board papers, timeliness of board papers, assessment of performance against specific targets, standard of conduct, risk management and internal controls, etc. The NC is satisfied with the effectiveness of the Board as a whole and its Board Committees. The Board, collectively, possesses the necessary core competencies to direct the Company and Management to perform efficiently and effectively.</p> <p>The NC conducts an evaluation of the performance of individual directors annually and for the re-election of any director. The assessment of each director's performance is undertaken by the NC Chairman. The criteria for assessment include, but not limited to, attendance record at meetings of the Board and Board Committees, intensity of participation at meetings, quality of discussions, maintenance of independence and any special contributions. The NC, in concurrence with the NC Chairman, is satisfied that each director is contributing to the overall effectiveness of the Board.</p> <p>No external facilitator was engaged by the Company for assessing the effectiveness of the Board in FY21.</p>

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

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.

<p>6.1, 6.2 and 6.3 RC</p>	<p>The RC currently comprises the following four (4) members, all of whom (including the RC Chairman) are Independent and Non-Executive directors:</p> <table border="0" data-bbox="431 634 1406 753"> <tr> <td>Mr Chee Wai Pong</td> <td>Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Ker Sin Tze</td> <td>Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent Chairman</td> <td>Member</td> </tr> </table> <p>In adherence to the 2018 Code, the RC comprises of solely of independent directors to minimise conflict of interest.</p> <p>The RC is regulated by its terms of reference. The duties of the RC include the following:-</p> <p>(a) to review and recommend to the Board:-</p> <ul style="list-style-type: none"> <li>(i) a framework of remuneration and to determine the specific remuneration packages for each executive director/key management personnel;</li> <li>(ii) a framework of remuneration and specific remuneration packages for non-executive directors; and</li> <li>(iii) remuneration of employees related to the directors and controlling shareholders of the Group;</li> </ul> <p>(b) to recommend to the Board, in consultation with Management and the Chairman of the Board, the Executives'/Employees' Share Option Schemes or any long-term incentive schemes which may be set up from time to time and to do all acts necessary in connection therewith; and</p> <p>(c) to carry out its duties in the manner that it is deemed expedient and subjected to any regulations or restrictions that may be imposed upon the RC by the Board of Directors from time to time.</p> <p>As part of its review, the RC shall ensure that:</p> <ul style="list-style-type: none"> <li>(a) all aspects of remuneration, including and not limited to director's fees, salaries, allowances, bonuses, options and benefits-in-kind should be covered for each director and key executive;</li> <li>(b) the remuneration packages should be comparable within the industry and comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual executive directors' and key executives' performances;</li> <li>(c) the remuneration package of employees related to executive directors and controlling shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibilities; and</li> <li>(d) the termination clauses contained in contracts of service of executive directors and key management personnel are fair and reasonable, and not overly generous.</li> </ul> <p>No director is involved in deciding his/her own remuneration.</p>	Mr Chee Wai Pong	Independent Director	Chairman	Dr Tan Eng Liang	Lead Independent Director	Member	Dr Ker Sin Tze	Independent Director	Member	Dr Foo Say Mui (Bill)	Independent Chairman	Member
Mr Chee Wai Pong	Independent Director	Chairman											
Dr Tan Eng Liang	Lead Independent Director	Member											
Dr Ker Sin Tze	Independent Director	Member											
Dr Foo Say Mui (Bill)	Independent Chairman	Member											
<p>6.4 RC should seek expert advice, if necessary</p>	<p>Where necessary, the RC shall seek expert advice inside and/or outside the Company on remuneration of all directors. The RC shall ensure that any relationship between the appointed consultant and any of its directors or the Company will not affect the independence and objectivity of the remuneration consultant. The RC, in considering the remuneration of all directors for FY21, has not sought external advice nor appointed remuneration consultants.</p>												

# CORPORATE GOVERNANCE REPORT

## Principle 7: Level and Mix of Remuneration

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.

<p>7.1 and 7.3 Appropriate proportion of remuneration package for executive directors and key management personnel to align with shareholders' interests and long-term success of the Company</p>	<p>In determining the level of remuneration, the RC shall:</p> <ul style="list-style-type: none"> <li>• give due consideration to the 2018 Code's principles and practice guidelines on the level and mix of remuneration so as to ensure that the level of remuneration is appropriate to attract, retain and motivate directors and key management personnel needed to run the Company successfully;</li> <li>• ensure that a proportion of the remuneration is linked to corporate and individual's performance;</li> <li>• ensure that the remuneration packages are designed to align interest of the executive director and key management personnel with those of shareholders and long-term success of the Company; and</li> <li>• take account of the risk policies of the Company, be symmetric with risk outcomes and be sensitive to the time horizon of risks.</li> </ul> <p>The Company sets remuneration packages to ensure it is competitive and sufficient to attract, retain and motivate Directors and key executives of the required experience and expertise to run the Group successfully.</p> <p>Annual reviews are carried out by the RC to ensure that the remuneration of the executive directors and key management personnel commensurate with the Company's and their performance, giving due regard to the financial and commercial health and business needs of the Group. The performance of the President/CEO is reviewed periodically by the RC and the Board.</p>
<p>7.2 Remuneration of non-executive directors should be appropriate to level of contribution, effort, time spent and responsibilities</p>	<p>The non-executive directors do not have any service contracts. They are paid a basic fee and additional fees for chairing any of the Board Committees. The RC and Company ensure that the non-executive directors are not overcompensated to the extent that their independence is compromised. These fees are subject to approval by shareholders at the AGM of the Company.</p>

# CORPORATE GOVERNANCE REPORT

## Principle 8: Disclosure on Remuneration

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.

<p>8.1 Remuneration criteria and remuneration of each director and at least the top 5 key management personnel (who are not directors) should be reported to shareholders annually</p>	<p>The remuneration of each individual Director and key management personnel is, however, not fully disclosed as the Company believes that disclosure may be prejudicial to its business interests given the highly competitive environment it is operating in.</p> <p><b>Directors' Remuneration</b></p> <p>There are both fixed and variable components to the Executive Directors' remuneration. The variable components are tied to Group performance.</p> <p>A breakdown showing the level and percentage mix of each individual director's remuneration paid/payable for FY21 are as follows:</p>
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	Remuneration Band	Salary & Fees <sup>1</sup> %	Bonus <sup>1</sup> %	Other Benefits %	Total Remuneration %
<b>Executive Directors</b>					
Tjioe Ka Men	A	93	5	2	100
Tjioe Ka In	B	94	5	1	100
<b>Non-Executive Directors</b>					
Dr Tan Eng Liang	B	100	–	–	100
Dr Ker Sin Tze	B	100	–	–	100
Chee Wai Pong	B	100	–	–	100
Dr Foo Say Mui (Bill)	B	100	–	–	100
Ng Siok Keow	B	100	–	–	100
Goi Seng Hui	B	100	–	–	100

Remuneration Band "A" >S\$250,000 but <S\$500,000

Remuneration Band "B" = <S\$250,000



# CORPORATE GOVERNANCE REPORT

The Company has disclosed each Director's remuneration in bands of \$250,000 and provided a further detailed breakdown of the remuneration in percentage terms into salary & fees, bonus and other benefits. The compensation paid to all Directors (including Executive Directors) is summarily provided in Note 27 of the Notes to the Financial Statements of FY21.

## **Top 6 Key Management Personnel**

The remuneration of top six (6) key management personnel (who are not directors or the CEO of the Company) are set out below:

	<b>Salary &amp; Fixed Allowances <sup>1</sup></b> %	<b>Bonus <sup>1</sup></b> %	<b>Other Benefits</b> %	<b>Total Remuneration</b> %
<b>Name of Key Management Personnel</b>				
<b>Below S\$250,000</b>				
Tiong Heng Tee	92%	6%	2%	100
Vincent Phang	93%	5%	2%	100
Jocelyn Tjioe Ka Lie	91%	5%	4%	100
Carolyn Tan	92%	6%	2%	100
Woody Achuthan	91%	6%	3%	100
Chua Poh York	91%	7%	2%	100

Note:

<sup>1</sup> The salary and bonus percentages shown are inclusive of contributions to Central Provident Fund (CPF).

The aggregate total remuneration paid to or accrued to the top six (6) Key Management Personnel (who are not Directors or the CEO) amounted to S\$845,096.

No termination, retirement and post-employment benefits is granted to the top six (6) Key Management Personnel ("**KMP**").

As the Group operates in a highly competitive industry, the disclosure of exact quantum of the remuneration of each individual director and KMP would adversely impact the Company's operations and business due to the sensitive nature and confidentiality of such information. Consequently, the Company has not disclosed exact details of the remuneration of each individual Director and KMP which is recommended by the 2018 Code as such disclosures will be prejudicial to the interests of the Company as well as our employees.

Taking into consideration the abovesaid, the current disclosures of the level and mix of remuneration of the Directors and the KMP in various bands as well as in percentage terms can strike a balance between detailed disclosure and confidentiality and are able to provide the shareholders with an adequate appreciation of the remuneration packages of the Directors and KMP which the Company believes is consistent with the intent of Principle 8 of the 2018 Code.

# CORPORATE GOVERNANCE REPORT

<p>8.2 Disclose remuneration details of employees who are immediate family members of a director, CEO or substantial shareholder and whose remuneration exceeds S\$100,000 during the year</p>	<p>The Executive Director of the Company (Mdm Tjioe Ka In) and the Senior Vice President, Administration (Mdm Jocelyn Tjioe Ka Lie) are sisters of Mr Tjioe Ka Men (President/CEO). Mdm Tjioe Ka In's remuneration was disclosed under the Directors' Remuneration in the table above whereas Mdm Jocelyn Tjioe Ka Lie's remuneration was between S\$100,000 and S\$200,000 during FY21.</p>
<p>8.3 Disclose all forms of remuneration and other payment and benefits paid to directors and key management personnel; Details of employee share scheme</p>	<p>The Executive Directors and key management personnel are paid discretionary bonus based on Group's results and individual performance. Such performance related remuneration is aligned with the interests of shareholders and promote the long-term success of the Company. It also takes into account the risk policies of the Company, and to be symmetric with risk outcomes and sensitive to the time horizon of the risks.</p> <p>The Executive Directors are paid variable bonuses based on the Group performance. Certain key management personnel are paid incentives based on achievement of targeted performance of their respective business units set at the beginning of the financial year. In setting the targets, due regards are given to the financial and commercial health and business needs of the Group.</p> <p>The Group has not implemented any share-based compensation scheme or any long-term incentive schemes involving the offer of shares or grant of options in place or any other forms of deferred remuneration. In evaluating long-term incentives, the RC takes into consideration the costs and benefits of such schemes.</p> <p>At the moment, the Group does not use any contractual provisions to claim incentive components of remuneration from the executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.</p> <p>The RC is of the view that the remuneration policy and amounts paid to the Directors and key management personnel are adequate and are reflective of the present market conditions.</p>

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

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.

<p>9.1 Board should determine the Company's level of risk tolerance and risk policies, and oversee risk management and internal control systems</p>	<p>The Board acknowledges that it is responsible for the governance of risks. It oversees the Management in the design, implementation and monitoring of the risk management and internal control systems.</p> <p>The Group has in place a system of internal control and risk management policies and systems for ensuring proper keeping of accounting records and reliable financial information, as well as managing business risks with a view to safeguarding shareholders' investments and the Company's assets. The risk management framework provides for systematic and structured review as well as reporting on the assessment of the degree of risk, evaluation and effectiveness of controls in place to mitigate the risk.</p>
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# CORPORATE GOVERNANCE REPORT

Following the nomination of the ARC to assist the Board in its risk management role, the ARC reviews the adequacy of the Group's risk management framework to ensure that a robust risk management process, structure and framework is in place. The process of risk management is undertaken by the President/CEO and senior management under the purview of the ARC and the Board.

The Company has a structured Enterprise Risk Management ("**ERM**") Framework to facilitate the Board in identifying and assessing key operational, financial, compliance and information technology risks with reference to the business goals, strategies and critical success factors of the Group. Under the ERM Framework, which is developed with reference to the ISO 31000:2009 Risk Management – Principles and Guidelines, Committee of Sponsoring Organisations of the Treadway Commission (COSO) Model and Risk Governance Guidance for Listed Board 2017, Management and executives of all levels are expected to constantly review the business operations and the operating environment to identify risk areas and ensure mitigating measures are promptly developed to minimise these risks. The ERM Framework outlines the Group's approach to managing enterprise-wide risks and sets out a systematic process for identifying, evaluating, monitoring, managing and reporting risks faced by the Group. Thus, it allows the Group to address the changes and challenges in the business environment, reduce uncertainties and facilitates the shareholder value creation process on an ongoing basis.

Management regularly reviews the Group'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 Group's policies, strategy as well as risk appetite. Management is accountable to the ARC for ensuring the effectiveness of risk management and adherence to risk appetite limits. On a day-to-day basis, business units have primary responsibility for risk management. The various business units provide senior management with a timely assessment of key risk exposures and the associated management responses. These units also recommend risk appetite and control limits.

A risk monitoring, review and reporting framework has been established to deploy the ongoing monitoring tools and processes of the Group which includes monitoring of risk score changes, ongoing assessment of risk treatment action plans and quarterly ERM reporting to the ARC. Management reviews all significant control policies and procedures and highlights all significant matters to the ARC and the Board.

The Group's risk factors and management are set out in the notes to the financial statements in the Annual Report.

### ***Providing a balanced and understandable assessment of Company's performance, position and prospects***

The Board is accountable to the shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information to shareholders.

The Board provides shareholders with half-year and annual financial reports. Half-year results are released to shareholders within 45 days after the end of the relevant financial period. Annual financial results are released within 60 days after the end of the relevant financial period. In our financial results announcements to shareholders, the Board aims to provide shareholders with a balanced and understandable assessment of the Group's performance, position and prospects. Price and trade-sensitive information will be publicly released via SGXNet, followed by press release and meeting with any group of investors or analysts (where appropriate). All announcements and the half-yearly and annual financial results are also uploaded on the Group's website at [www.tunglok.com](http://www.tunglok.com).

# CORPORATE GOVERNANCE REPORT

## ***Taking adequate steps to ensure compliance with legislative and regulatory requirements***

The Board takes adequate steps to ensure compliance with legislative and statutory requirements, including requirements under the Catalist Rules. The Board provides a negative assurance statement to the shareholders in its half-yearly financial statements announcements in accordance with Rule 705(5) of the Catalist Rules. For the financial year under review, the President/CEO and the Chief Financial Officer have provided assurance to the Board on the integrity of the Group's financial statements. The Board also provides an opinion on the adequacy and effectiveness of the Group's risk management and internal controls (including financial, operational, compliance and information technology controls) systems in place.

## ***Management accounts***

Management provides the Executive Directors with monthly financial reports. Weekly meetings are conducted involving the senior management and the business unit heads. Additional or ad-hoc meetings are conducted, when required.

Management presents the financial performance of the Group to the Board on a quarterly basis.

## ***Internal and External Audits***

Biennially, the Group will engage an independent internal audit firm to independently review the Group's internal controls and practices. During the previous financial year ended 31 March 2020, the Company has appointed Nexia TS Risk Advisory Pte Ltd ("**Nexia**") to carry out an independent internal audit review on the Group's key operational processes in Singapore based on the ARC approved internal audit plans.

The Company's external auditor, Messrs Ernst & Young LLP ("**EY**"), has also in the course of their annual audit carried out a review of the effectiveness of the Group's material internal controls over financial reporting as laid out in their audit plans. Any material non-compliance and internal control weakness noted during the audits and auditor's recommendations are reported to the ARC.

The Company has an in-house internal audit division that performs regular reviews of the Group's internal controls. The Company's in-house internal auditor follows up on the recommendations and monitors the timely and proper implementation of required corrective, preventive and improvement measures so as to strengthen the Group's internal controls and practices.

The auditors have also evaluated the adequacy and effectiveness of the financial, operational, compliance and information technology internal controls implemented to manage the identified risks based on the results of the ERM process executed.

The Board and ARC have reviewed the internal and external audit reports for FY21. Management has also taken appropriate and timely countermeasures to remedy the internal control weaknesses identified and sought ways to continuously improve the Group's internal control systems.

Based on the reports submitted by the auditors, and the various management controls/improvements put in place by Management, the Board with the concurrence of the ARC, is of the opinion that the Group's system of internal controls (addressing financial, operational, compliance and information technology controls) and risk management systems maintained by the Management during FY21 are adequate and effective. While acknowledging their responsibility for the system of internal controls, the Board is aware that such a system is designed to minimise, rather than eliminate all risks, and therefore cannot provide an absolute assurance in this regard, or absolute assurance against the occurrence of occasional errors, poor judgement in decision making, fraud and irregularities.

# CORPORATE GOVERNANCE REPORT

9.2 Assurance from CEO, CFO and Key Management Personnel to the Board	The Board has also received assurance from the President/CEO and the Chief Financial Officer that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances and the Company's risk management and internal control systems are adequate and effective.
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## Principle 10: Audit Committee

The Board has an Audit Committee which discharges its duties objectively.

10.1 and 10.2 ARC	<p>The ARC comprises five (5) Non-Executive Directors, majority of whom including the ARC Chairman, are independent. The members of the ARC are:-</p> <table data-bbox="483 691 1513 868"> <tr> <td>Dr Tan Eng Liang</td> <td>Independent Non-Executive Director/ Lead Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Ker Sin Tze</td> <td>Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Mr Chee Wai Pong</td> <td>Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent and Non-Executive Chairman</td> <td>Member</td> </tr> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> <td>Member</td> </tr> </table> <p>The Board considers that the members of the ARC are qualified to discharge the responsibilities of the ARC as at least two members of the ARC, including the ARC Chairman, have accounting or related financial management expertise or experience. Please refer to the profile in the "Board of Directors" section of the Annual Report.</p> <p>The ARC is regulated by its terms of reference and meets at least two times a year and as warranted by circumstances, to perform the following functions:-</p> <ol data-bbox="483 1132 1513 1900" style="list-style-type: none"> <li>(1) review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any announcements relating to the Company's financial performance;</li> <li>(2) review with the internal and external auditors the audit plans and their evaluation of the systems of risk management and internal controls;</li> <li>(3) review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;</li> <li>(4) review the cooperation given by management and Group's officers to the external auditor;</li> <li>(5) review and discuss with the external auditor any suspected fraud or irregularity, or suspected infringement of any law, rules or regulations, which has or is likely to have a material impact on the Company or the Group's operating results or financial position and management's responses;</li> <li>(6) review the financial statements of the Group, external auditor's reports and the result announcements before submission to the Board for approval;</li> <li>(7) make recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor;</li> <li>(8) review interested person transactions, if any, and potential conflict of interests;</li> <li>(9) review arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in matters of financial report or other matters and ensure that arrangements are in place for independent investigation of the same and for appropriate follow up actions;</li> <li>(10) oversee the Company's risk management systems, practices and procedures to ensure effectiveness of risk identification and management, and compliance with internal guidelines and external requirements;</li> </ol>	Dr Tan Eng Liang	Independent Non-Executive Director/ Lead Independent Director	Chairman	Dr Ker Sin Tze	Independent and Non-Executive Director	Member	Mr Chee Wai Pong	Independent and Non-Executive Director	Member	Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman	Member	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member
Dr Tan Eng Liang	Independent Non-Executive Director/ Lead Independent Director	Chairman														
Dr Ker Sin Tze	Independent and Non-Executive Director	Member														
Mr Chee Wai Pong	Independent and Non-Executive Director	Member														
Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman	Member														
Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member														

# CORPORATE GOVERNANCE REPORT

- (11) review the adequacy and effectiveness of the Group's material internal controls (compliance, financial, operational and information technology) and risk management policies and systems, as well as the effectiveness of the Group's internal audit function; and
- (12) review the assurance from the President/CEO and Chief Financial Officer on the financial records and financial statements.

Minutes of the ARC meetings are submitted to the Board for its information and review.

The ARC is authorised by the Board to investigate any activity within its terms of reference. It has unrestricted access to information relating to the Group, to both internal and external auditors and has full discretion to invite any director or executive officer to attend its meetings. The ARC has expressed power to commission investigations into any matter, which has or is likely to have material impact on the Group's operating results and/or financial position. The ARC has adequate resources to enable it to discharge its responsibilities properly.

### **Review independence of External Auditor**

The ARC has received the requisite information from the external auditor evidencing its independence.

The ARC has noted that there is no non-audit related work carried out by the external auditor during FY21 and is satisfied with the independence and objectivity of the external auditor.

The audit fee paid to the external auditor of the Company for FY21 was approximately S\$188,000. There was no non-audit fee paid to the external auditor in FY21.

The ARC is satisfied with the independence and objectivity of EY and has recommended to the Board that EY be nominated for re-appointment as external auditor at the forthcoming AGM.

The Group has complied with Rules 712, 715 and 716 of the Catalist Rules in relation to the external auditor.

### **Keeping abreast of changes to accounting standards and issues**

The ARC is guided by the terms of reference which stipulate its principal functions.

The Company will arrange to send the members of the ARC to seminars on updates of SFRS(I), if required. The external auditor provides regular updates and briefings to the ARC on changes or amendments to accounting standards to enable the members of the ARC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

In the review of the financial statements for FY21, the ARC is of the view that the financial statements are fairly presented in conformity with the relevant SFRS(I) in all material aspects.

In line with the recommendations by Accounting and Corporate Regulatory Authority (ACRA), Monetary Authority of Singapore (MAS) and SGX-ST that the ARC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on key audit matters ("**KAM**"), the ARC deliberated the KAM presented by EY together with Management. The ARC reviewed the KAM and concurred with EY and Management on their assessment, judgements and estimates on the significant matters reported by EY as set out under the Independent Auditor's Report on pages 62 to 66 of the Annual Report.

# CORPORATE GOVERNANCE REPORT

	<p><b>Whistle-blowing Policy</b></p> <p>The Group has in place, a whistle-blowing policy where employees of the Group and any other persons may, in confidence, raise concerns about possible improprieties. Such a policy serves to encourage and provide a channel for staff to report in good faith and without fear of reprisals, concerns about possible improprieties in financial reporting or other matters to the ARC Chairman, President/CEO or the Head of Human Resource. It has a well-defined process which ensures independent investigation of issues/concerns raised and appropriate follow-up action to be taken.</p> <p>Details of the whistle-blowing policies and arrangements have been made available to all employees.</p> <p>The public, our customers and other stakeholders can also report possible improprieties or provide other feedbacks through the Company's website at <a href="http://www.tunglok.com">www.tunglok.com</a>. The Management reviews each correspondence received and escalates to the President/CEO or ARC Chairman on any instances of potential improprieties. Independent investigations will be conducted and follow-up actions taken, if warranted.</p> <p>There was no reported incident pertaining to whistle-blowing during FY21 and until the date of this Annual Report.</p>
<p>10.3 A former partner or director of the Company's existing auditing firm should not act as a member of ARC</p>	<p>None of the members of the ARC were former partner or director of the Company's external auditor, EY. The members of the ARC also do not hold any financial interest in EY.</p>
<p>10.4 Internal audit function</p>	<p>The independent internal auditor, Nexia, and the Company's in-house internal audit team reports directly to the ARC Chairman, and also to the Chief Financial Officer on administrative matters. The ARC reviews and approves the appointment and hiring of internal auditors ("IA"), internal audit plans, resources and reports, and the internal audit fees. The IA has unfettered access to all the Company's documents, records, properties and personnel, including access to the ARC.</p> <p>The ARC has full access to and the cooperation of the Management and IA, and ensures that the internal audit function is adequately resourced, staffed with persons with the relevant qualifications and experience, and has appropriate standing within the Company to perform its function.</p> <p>Nexia is one of the established mid-tier accounting firms in Singapore with vast experience in performing internal audit engagements. Nexia is guided by International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors in carrying out the internal audit review. The engagement team assigned comprises 3 members and was headed by a Risk Advisory Director who has more than 15 years of experience in internal controls advisory, compliance, external audit and sustainability reporting for medium to major listed organisations in diverse industries including food and beverage industry. The Risk Advisory Director holds the qualifications of Bachelor of Accountancy from Singapore Management University, Chartered Accountant (Singapore), Certified Internal Auditor and Certified Anti-Money Laundering Specialist, and possesses the necessary qualifications, skills and experience to discharge her duty as an independent internal auditor of the Company.</p> <p>The ARC is satisfied that the Company's internal audit function is effective, adequately resourced, independent, and has appropriate standing within the Company. Accordingly, the Company is in compliance with Rule 1204(10C) of the Catalist Rules.</p>
<p>10.5 ARC to meet internal and external auditors, without presence of Management, at least annually</p>	<p>For FY21, the ARC met once with the external auditors, Messrs Ernst &amp; Young LLP ("EY"), without the presence of the Management, to review any matter that might be raised. These meetings enable the auditors to raise any issues in the course of their work directly to the ARC.</p>

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Principle 11: Shareholder Rights and Conduct of General Meetings

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.

<p>11.1, 11.3 and 11.4 Shareholders have the opportunity to participate effectively and vote at general meetings; All directors and external auditors should attend general meetings.</p>	<p>All shareholders will receive the Annual Report and the notice of any general meetings.</p> <p>Notice of AGM is dispatched to shareholders together with explanatory notes or circular on items of special business (if necessary), at least 14 days before the meeting. At the AGM, shareholders will be given the opportunity to voice their views and to direct questions regarding the Group to the Directors including the chairman of each of the Board Committees. The Management and the external auditor are also present to assist the Directors in addressing any relevant queries from the shareholders.</p> <p>In FY21, all Directors attended the AGM held on 25 August 2020.</p> <p>Shareholders are encouraged to attend the AGM of the Company to ensure a high level of accountability and to stay informed of the Company's strategy and goals. If the shareholders are unable to attend the meetings, the Company's Constitution allows a shareholder of the Company to appoint up to two proxies to attend and vote in place of the shareholder. Relevant Intermediaries (defined herein) are entitled to appoint more than two proxies to attend and vote on their behalf at general meetings provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Currently, the Company's Constitution does not allow a shareholder to vote in absentia, as the authentication of a shareholder identity and other related security and integrity of the information, still remain a concern.</p> <p>The Company's Constitution allows corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors ("<b>Relevant Intermediaries</b>") to appoint more than two proxies to vote at the general meetings.</p> <p>The Group recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders, are protected.</p> <p>The Group is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Group's business which could have a material impact on the Company's share price.</p> <p>During AGM, the relevant rules and procedures governing the meetings are clearly communicated. Shareholders are encouraged to proactively engage the Board and Management on the Group's business activities, financial performance and other business-related matters. All shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company will conduct poll voting for all resolutions tabled at the general meetings.</p>
<p>11.2 The company tables separate resolution at general meetings of shareholders on each substantially separate issue.</p>	<p>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 issue at the meeting.</p> <p>The Company acknowledges that voting by poll in all its general meetings is integral to the enhancement of corporate governance. To ensure greater transparency, all resolutions at the Company's general meetings are put to vote by poll and the detailed results of each resolution showing the number of votes cast for and against each resolution and the respective percentages will be announced via SGXNet after the general meetings.</p>

# CORPORATE GOVERNANCE REPORT

<p>11.5 Minutes of general meetings</p>	<p>For FY21, the Company intends to record the minutes of general meetings that include substantial and relevant queries or comments from shareholders relating to the agenda of the meeting and responses from the Board and Management. The Company's usual practice is that such minutes, subsequently approved by the Board will be available to shareholders upon their request in accordance with the Companies Act, Cap. 50.</p> <p>The Company is of the view that there are potential adverse implications, including commercial and legal implications, for the Company if the minutes of general meetings are published to the public at large (outside the confines of a shareholders' meeting). All shareholders, including those who did not attend the relevant general meeting, have a statutory right to be furnished copies of minutes of general meetings in accordance with Section 189 of the Companies Act, Cap. 50. The Company ensures that, consistent with the intent of Principle 11, all shareholders are treated fairly and equitably.</p> <p>However, in view that the forthcoming AGM will be held by electronic means due to the evolving COVID-19 situation, the Company will publish the minutes of the 21<sup>st</sup> AGM on the Company's website as well as the SGXNet within one month after the date of the AGM.</p>
<p>11.6 Dividend policy</p>	<p>The Board does not have a fixed dividend policy at present. 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, general business condition, and other factors as the Board may deem appropriate. No dividend is declared for FY21 so as to maintain sufficient liquidity to support the Group's working capital requirements amid the uncertainties caused by the COVID-19 pandemic. Any dividend payouts are clearly communicated to shareholders in public announcements and via announcements on SGXNet when the Company discloses its financial results.</p>

## Principle 12: Engagement with Shareholders

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.

<p>12.1 Avenues for communication between the Board and shareholders</p>	<p>The Board is mindful of the obligation to keep shareholders informed of all major developments that affect the Group in accordance with the Catalist Rules. Price and trade-sensitive information is publicly released via SGXNet.</p> <p>Information is communicated to shareholders on a timely and non-selective basis through:</p> <ul style="list-style-type: none"> <li>• annual reports that are prepared and released within the mandatory period;</li> <li>• half-year and full-year financial statements containing a summary of the financial information and affairs of the Group for the period, released via SGXNet;</li> <li>• public announcements via SGXNet;</li> <li>• press releases on major developments via SGXNet;</li> <li>• Company's corporate website at <a href="http://www.tunglok.com">www.tunglok.com</a> at which shareholders can access information on the Group; and</li> <li>• notices of shareholders' meetings advertised in a newspaper in Singapore.</li> </ul>
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# CORPORATE GOVERNANCE REPORT

<p>12.2 and 12.3 Investor Relations Policy</p>	<p>To promote a better understanding of shareholders' views, the Board actively encourages shareholders to participate during the Company's general meetings. At these meetings, shareholders are given the opportunity to voice their views and raise issues either formally or informally. These meetings provide excellent opportunities for the Board to engage with shareholders to solicit their feedback.</p> <p>In addition, the Company has engaged WeR1 Consultants Pte Ltd to address any queries that the investors, analysts, press or public might have on the Company's affairs. The investor relations team can be reached at <a href="mailto:info@wer1.net">info@wer1.net</a>.</p> <p>The Company's website at <a href="http://www.tunglok.com">www.tunglok.com</a> is another channel to solicit and understand views, inputs and concerns from shareholders.</p>
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## MANAGING STAKEHOLDERS RELATIONSHIPS

### Principle 13: Engagement with Stakeholders

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

<p>13.1 and 13.2 Engagement with material stakeholder groups</p>	<p>The Company has identified the key stakeholders who affect and/or could be affected by its activities, products or services and engages them in a variety of formal and informal ways through various channels. Six (6) stakeholder groups have been identified through an assessment of their significance to the business operations. They are namely, customers, employees, regulators, shareholders, suppliers and communities.</p> <p>More details on the Company's approach to stakeholder engagement and materiality assessment, please refer to the Group's Sustainability Report which is currently being developed in accordance with SGX Sustainability Reporting Guidelines. The Company will release the Sustainability Report via SGXNet within five (5) months from the end of the financial year. A copy of it will also be made available on the Company's website at <a href="http://www.tunglok.com">www.tunglok.com</a>.</p>
<p>13.3 Corporate website to communicate and engage with stakeholders</p>	<p>The Company maintains a corporate website to communicate and engage with stakeholders. All material information on the performance and development of the Group and the Company is disclosed in a timely, accurate and comprehensive manner via SGXNet, press releases and the Company's website at <a href="http://www.tunglok.com">www.tunglok.com</a>.</p>

### Internal Code on Dealing in Securities

<p>Catalist Rule 1204(19)</p>	<p>In line with Catalist Rule 1204(19), the Company has adopted an internal Code of Dealing in Securities by Officers of the Company. All Directors and officers of the Group are not allowed to deal in the Company's shares during the period commencing one (1) month before the announcement of the Company's half-year and full year results and ending on the date of the announcement of the relevant results.</p> <p>In addition, all Directors and officers of the Group are required to observe insider trading laws at all times and prohibited from dealing in the Company's shares whilst in possession of unpublished price-sensitive information of the Group. They should also not deal in the Company's securities on short-term considerations.</p>
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# CORPORATE GOVERNANCE REPORT

## Material Contracts

Catalist Rule 1204(8)	Save for the interested persons transactions as disclosed in this Annual Report, there are no material contracts of the Company or its subsidiaries involving the interest of the President/ CEO, each director or controlling shareholder subsisting at the end of FY21 or have been entered into since the end of the previous financial year except that certain subsidiaries of the Company have entered into rental contracts with the associates of a controlling shareholder as announced by the Company on 1 April 2020, 30 June 2020, 14 August 2020 and 18 September 2020.
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## Interested Person Transaction (IPT) Policy

Catalist Rule 907	<p>The Company adopted an internal policy in respect of any transactions with interested persons and has established procedures for review and approval of the interested person transactions entered into by the Group. The ARC has reviewed the rationale and terms of the Group's interested person transactions and is of the view that the interested person transactions are on normal commercial terms and not prejudicial to the interests of the Company and minority shareholders.</p> <p>The aggregate value of interested person transactions for FY21 are as follows:-</p>
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Name of Interested Person and Transactions	Nature of relationship	Aggregate value of all interested person transactions during FY21 (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions during FY21 conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
		S\$'000	S\$'000
Tung Lok Group - Purchase of food items from Tee Yih Jia Food Manufacturing Pte Ltd	Substantial shareholders and their associates	-	98
Tung Lok Group - Purchase of food items from Chinatown Food Corporation Pte Ltd		-	37
Tung Lok Group - Purchase of food items/ mooncakes from T & T Gourmet Cuisine Pte Ltd		-	305
Tung Lok Group - Sale of catering food and services to hotel related to a substantial shareholder		185	-
China Classic Pte Ltd - Rental fees of leased premise*		800	-
Riverhub Pte Ltd - Rental fees of leased premise*		500	-
Orchard Central Pte Ltd - Rental fees of leased premise*		390	-

The Group confirms that there were no other disclosable interested person transactions during FY21 pursuant to Catalist Rule 907.

\* These refer to IPTs that are categorised as transactions under Catalist Rule 916(1), which are in connection with leases of certain commercial units owned by related companies of the Company's controlling shareholder, Goodview Properties Pte. Ltd. Please refer to the Company's announcements dated 1 April 2020, 30 June 2020, 14 August 2020 and 18 September 2020.

# CORPORATE GOVERNANCE REPORT

## Use of Proceeds from Rights Issue

On 25 August 2014, the Company issued 78,400,000 new ordinary shares in the issued and paid-up share capital of the Company pursuant to a renounceable and non-underwritten rights issue of up to 78,400,000 new ordinary shares ("**Rights Shares**") in the issued share capital of the Company ("**Rights Issue**") at an issue price of S\$0.12 for each Rights Share on the basis of two (2) Rights Shares for every five (5) existing shares then held by shareholders as based on the terms and conditions of the Offer Information Statement dated 29 July 2014 issued by the Company. Net proceeds of S\$9.3 million were raised from the Rights Issue.

As announced by the Company in its announcements dated 1 October 2014, 25 August 2015 and 16 September 2019, the net proceeds raised from the Rights Issue have been utilized by way of grant of loans amounting to S\$7.85 million to a wholly owned subsidiary to provide additional working capital to repay its trade owings and monthly bank indebtedness as well as to finance the set-up and renovation of outlets in Singapore. Usage of the net proceeds raised from the Rights Issue is consistent with the intended use as disclosed in the Offer Information Statement dated 29 July 2014.

The unutilised net proceeds from Rights Issue approximated S\$1.45 million as of 31 March 2021.

## Sponsorship

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The continuing sponsor of the Company during FY21 is SAC Capital Private Limited (the "**Sponsor**"). There was no non-sponsor fee paid to the Sponsor during FY21.



# DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of Tung Lok Restaurants (2000) Ltd (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 2021.

## Opinion of the directors

In the opinion of the directors,

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

## Directors

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

Foo Say Mui (Dr)  
Tan Eng Liang (Dr)  
Ker Sin Tze (Dr)  
Chee Wai Pong  
Goi Seng Hui  
Ng Siok Keow  
Tjioe Ka Men  
Tjioe Ka In

## Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

## Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings, required to be kept under section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<b>Ordinary shares</b>				
<b>The Company</b>				
Tjioe Ka Men	463,160	463,160	107,170,840	107,170,840
Goi Seng Hui	377,000	377,000	53,531,280	53,531,280
Tjioe Ka In	105,840	105,840	–	–

# DIRECTORS' STATEMENT

## Directors' interests in shares and debentures (cont'd)

By virtue of Section 7 of the Singapore Companies Act, Mr Tjioe Ka Men is deemed to have an interest in the Company and all the related corporations of the Company.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 April 2021.

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

## Share options

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

During the financial year, no option to take up unissued shares of the Company or any corporation in the Group was granted.

### (b) *Options exercised*

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

### (c) *Unissued shares under options*

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

## Audit and Risk Committee

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

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the internal and external auditors
- Reviewed the half-yearly and annual financial statements and the independent auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors
- Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the ARC

# DIRECTORS' STATEMENT

## Audit and Risk Committee (cont'd)

- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor
- Reviewed the nature and extent of non-audit services provided by the external auditor
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit
- Reported actions and minutes of the ARC to the board of directors with such recommendations as the ARC considered appropriate
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual

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

The ARC convened four meetings during the financial year and met with external auditors, without the presence of the Company's management, at least once a year.

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

## Auditor

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

On behalf of the board of directors:

Tjioe Ka Men  
Director

Tjioe Ka In  
Director

Singapore  
23 June 2021

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# INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

## Report on the audit of the financial statements

### Opinion

We have audited the financial statements of Tung Lok Restaurants (2000) Ltd (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 March 2021, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

### Basis for opinion

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

### Key audit matters

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

We have fulfilled our responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.



# INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

## **Impairment assessment of property, plant and equipment and right-of-use assets**

At 31 March 2021, the carrying value of the Group's property, plant and equipment was \$7,255,737 and right-of-use assets was \$12,288,832 which represented 33% and 57% respectively of the Group's total non-current assets. The Group has several restaurant outlets that are loss-making since past years or impacted in the current year due to COVID-19 pandemic. Accordingly, management identified that these outlets' property, plant and equipment and right-of-use assets have indicator of impairment and performed impairment test to determine their recoverable values. During the year ended 31 March 2021, management recognised impairment loss of \$2,037 and \$37,640 on property, plant and equipment and right-of-use assets respectively. As disclosed in Note 3(b), management determined the recoverable amount of the property, plant and equipment and right-of-use assets based on value in use calculations. In determining the value in use, management is required to apply judgements and make assumptions on estimates supporting underlying projected cash flows, taking into account its operations and current market conditions. This area was significant to our audit due to the size of the carrying amount of property, plant and equipment and right-of-use assets. Accordingly, we consider this to be a key audit matter.

We assessed the method used by management and evaluated the reasonableness of the key assumptions used in the impairment analysis to determine the recoverable amounts, in particular the sales growth rates and discount rates. In view of the current market conditions, management has considered the impact of measures implemented by the government in estimating the sales forecast. We reviewed the robustness of management's budgeting process in terms of the Group's seasonality sales pattern by comparing the actual financial performance against previously forecasted results. We involved our internal valuation specialists to assess reasonableness of the discount rates by comparing them to external information. We reviewed management's analysis of the sensitivity of the value in use calculations to reasonably possible changes in the key assumptions. Where applicable, we also reviewed the fair value less costs of disposal of the individual right-of-use assets based on observable comparable rental rates and the necessary costs of disposal. We corroborated the fair value of right-of-use assets to recent market transacted rental rates. We reviewed the adequacy of the disclosures made on the impairment of property, plant and equipment and right-of-use assets in Note 3(b), Note 20 and Note 25 to the financial statements.

## **Impairment assessment of interests in subsidiaries**

As at 31 March 2021, the Company's interests in subsidiaries was \$16,273,541, which represented 100% of the Company's total non-current assets. The interests in subsidiaries comprise investment of \$8,146,393, and loans to subsidiaries of \$8,127,148. The main operations of the subsidiaries are that of restaurateur. Management identified investment in certain loss-making subsidiaries for impairment assessment and loans for expected credit loss assessments at year end. During the year ended 31 March 2021, management recognised expected credit losses of \$926,312 on loans to subsidiaries. These assessments are significant to our audit because they involve significant management judgement relating to projected future cash flows that are affected by expected future market and economic conditions, taking into account current market conditions due to COVID-19 pandemic. Accordingly, we identified this to be a key audit matter.

The impairment assessment requires management to determine the recoverable amounts of each of the investment in unquoted equity shares of the subsidiaries, based on estimated value in use of their restaurant businesses. In addition to the procedures on key assumptions as described in key audit matter on Impairment assessment of property, plant and equipment and right-of-use assets, we also assessed the reasonableness of the terminal growth rate used by management by comparing to market available information on business growth rates.

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# INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

## **Impairment assessment of interests in subsidiaries (cont'd)**

For the loans to subsidiaries, we reviewed management's process of monitoring the collectability and credit risks of subsidiaries. We evaluated management's determination of whether there has been significant increase in the loans' credit risk in view of the current market condition and whether the expected credit loss is material to the financial statements. These considerations include whether there are repayments from the subsidiaries, past collection history as well as an assessment of the subsidiaries' ability to meet expected repayments based on their business plans. In particular, we considered the historical and future cash flow generating ability of the subsidiaries based on their business plans and market outlook observed from external information sources.

We also reviewed the adequacy of the disclosures made on the impairment of interest in subsidiaries in Note 3(a) and Note 16 to the financial statements.

## **Other information**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of management and directors for the financial statements**

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

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

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



# INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

## Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

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# INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

## **Auditor's responsibilities for the audit of the financial statements (cont'd)**

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

## **Report on other legal and regulatory requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company and by 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 Ang Chuen Beng.

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
23 June 2021

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# CONSOLIDATED INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2021

	Note	2021 \$	2020 \$
<b>Revenue</b>	4	59,730,968	78,075,541
Cost of sales		(17,498,677)	(22,554,359)
<b>Gross profit</b>		<u>42,232,291</u>	<u>55,521,182</u>
Other operating income	5	9,773,336	4,231,580
Administrative expenses		(24,693,993)	(31,682,451)
Other operating expenses	6	(25,005,911)	(30,092,378)
Share of loss of joint venture	17	–	(264,014)
Share of (losses)/profits of associates		(460,802)	95,164
Finance costs	7	(429,109)	(563,823)
<b>Profit/(loss) before tax</b>		<u>1,415,812</u>	<u>(2,754,740)</u>
Income tax (expense)/benefit	8	(102,999)	20,297
<b>Profit/(loss) for the year</b>	9	<u>1,312,813</u>	<u>(2,734,443)</u>
<b>Other comprehensive income:</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		(12,380)	(3,624)
Total comprehensive income for the year		<u>1,300,433</u>	<u>(2,738,067)</u>
<b>Profit/(loss) attributable to:</b>			
Owners of the Company		1,004,178	(2,574,701)
Non-controlling interests		308,635	(159,742)
		<u>1,312,813</u>	<u>(2,734,443)</u>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		991,798	(2,578,325)
Non-controlling interests		308,635	(159,742)
		<u>1,300,433</u>	<u>(2,738,067)</u>
<b>Earnings/(losses) per share (cents)</b>			
Basic	10	<u>0.37</u>	<u>(0.94)</u>
Diluted	10	<u>0.37</u>	<u>(0.94)</u>

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

# BALANCE SHEETS

As at 31 March 2021

	Note	Group		Company	
		2021	2020	2021	2020
		\$	\$	\$	\$
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and bank balances	11	12,503,504	9,750,229	1,460,080	1,466,208
Trade receivables	12	1,661,801	1,673,506	–	–
Other receivables and prepayments	13	2,892,725	4,641,177	595,001	8,745
Inventories	14	1,684,643	1,697,120	–	–
Total current assets		18,742,673	17,762,032	2,055,081	1,474,953
<b>Non-current assets</b>					
Other receivables and prepayments	13	98,295	343	–	–
Long-term security deposits	15	1,157,650	1,128,038	–	–
Interests in subsidiaries	16	–	–	16,273,541	16,762,701
Joint venture	17	–	–	–	–
Associates	18	496,344	959,037	–	–
Investment in unquoted equities	19	–	–	–	–
Property, plant and equipment	20	7,255,737	7,946,752	–	–
Deferred tax assets	24	363,915	445,664	–	–
Right-of-use assets	25	12,288,832	16,374,039	–	–
Total non-current assets		21,660,773	26,853,873	16,273,541	16,762,701
<b>Total assets</b>		40,403,446	44,615,905	18,328,622	18,237,654
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities</b>					
Trade payables	21	2,271,685	2,827,489	–	–
Other payables	22	5,436,761	8,622,999	206,427	237,296
Bank loans	23	484,841	161,573	–	–
Lease liabilities	25	6,272,647	8,116,709	–	–
Income tax payable		21,233	18,094	–	–
Total current liabilities		14,487,167	19,746,864	206,427	237,296
<b>Net current assets/(liabilities)</b>		4,255,506	(1,984,832)	1,848,654	1,237,657

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# BALANCE SHEETS

As at 31 March 2021

	Note	Group		Company	
		2021	2020	2021	2020
		\$	\$	\$	\$
<b>Non-current liabilities</b>					
Other payables	22	2,965,696	3,239,583	–	–
Bank loans	23	4,049,622	1,430,332	–	–
Lease liabilities	25	6,321,436	8,530,034	–	–
Total non-current liabilities		13,336,754	13,199,949	–	–
<b>Total liabilities</b>		27,823,921	32,946,813	206,427	237,296
<b>Net assets</b>		12,579,525	11,669,092	18,122,195	18,000,358
<b>Capital, reserves and non-controlling interests</b>					
Share capital	26	28,450,434	28,450,434	28,450,434	28,450,434
Currency translation reserve		(58,452)	(46,072)	–	–
Accumulated losses		(14,870,066)	(15,874,244)	(10,328,239)	(10,450,076)
Equity attributable to owners of the Company		13,521,916	12,530,118	18,122,195	18,000,358
Non-controlling interests		(942,391)	(861,026)	–	–
<b>Net equity</b>		12,579,525	11,669,092	18,122,195	18,000,358
<b>Total liabilities and equity</b>		40,403,446	44,615,905	18,328,622	18,237,654

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

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# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2021

Group	Attributable to owners of the Company					Total
	Share capital	Foreign currency translation reserve	Accumulated losses	Equity attributable to owners of the Company, total	Non-controlling interests	
At 1 April 2020	28,450,434	(46,072)	(15,874,244)	12,530,118	(861,026)	11,669,092
Profit for the year	–	–	1,004,178	1,004,178	308,635	1,312,813
<u>Other comprehensive income</u>	–	(12,380)	–	(12,380)	–	(12,380)
Foreign currency translation, net of tax	–	(12,380)	1,004,178	991,798	308,635	1,300,433
Total comprehensive income for the year, net of tax	–	–	–	–	–	–
<u>Contributions by and distributions to owners</u>	–	–	–	–	(390,000)	(390,000)
Dividends paid to non-controlling interests in subsidiaries	–	–	–	–	(390,000)	(390,000)
Total transactions with owners in their capacity as owners	–	–	–	–	(942,391)	(942,391)
At 31 March 2021	28,450,434	(58,452)	(14,870,066)	13,521,916	(942,391)	12,579,525

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# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2021

Group	Attributable to owners of the Company					Total
	Share capital	Foreign currency translation reserve	Accumulated losses	Equity attributable to owners of the Company, total	Non-controlling interests	
	\$	\$	\$	\$	\$	\$
At 1 April 2019	28,450,434	(27,619)	(13,299,543)	15,123,272	(143,848)	14,979,424
Loss for the year	-	-	(2,574,701)	(2,574,701)	(159,742)	(2,734,443)
<u>Other comprehensive income</u>	-	(3,624)	-	(3,624)	-	(3,624)
Foreign currency translation, net of tax	-	(3,624)	-	(3,624)	-	(3,624)
Total comprehensive income for the year, net of tax	-	(3,624)	(2,574,701)	(2,578,325)	(159,742)	(2,738,067)
<u>Contributions by and distributions to owners</u>	-	-	-	-	-	-
Dividends paid to non-controlling interests in subsidiaries	-	-	-	-	(81,000)	(81,000)
Strike off of a subsidiary	-	(14,829)	-	(14,829)	(239,529)	(254,358)
Reduction in shares to a non-controlling interest in a subsidiary	-	-	-	-	(400,000)	(400,000)
Fair value adjustment on interest-free loan from a non-controlling interest in a subsidiary	-	-	-	-	163,093	163,093
Total transactions with owners in their capacity as owners	-	(14,829)	-	(14,829)	(557,436)	(572,265)
At 31 March 2020	28,450,434	(46,072)	(15,874,244)	12,530,118	(861,026)	11,669,092

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2021

<b>Company</b>	<b>Share capital</b> \$	<b>Accumulated losses</b> \$	<b>Total</b> \$
At 1 April 2019	28,450,434	(9,878,997)	18,571,437
Loss for the year, representing total comprehensive income for the year At 31 March 2020 and 1 April 2020	–	(571,079)	(571,079)
	<u>28,450,434</u>	<u>(10,450,076)</u>	<u>18,000,358</u>
Profit for the year, representing total comprehensive income for the year At 31 March 2021	–	121,837	121,837
	<u>28,450,434</u>	<u>(10,328,239)</u>	<u>18,122,195</u>

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*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 2021

	Note	2021 \$	2020 \$
<b>Operating activities</b>			
Profit/(loss) before tax		1,415,812	(2,754,740)
Adjustment for:			
Allowance for expected credit losses on non-trade receivable	6	–	197,668
Share of loss of joint venture	17	–	264,014
Share of losses/(profits) of associates		460,802	(95,164)
Depreciation of property, plant and equipment	6	1,764,144	1,684,661
Depreciation of right-of-use assets	6	9,010,875	9,363,826
Interest income	5	(10,907)	(55,394)
Interest expense	7	429,109	563,823
Dividend income from an unquoted equity	5	–	(28,530)
Gain on disposal of property, plant and equipment	5	(1,600)	–
Write-off of property, plant and equipment	6	10,039	45,397
Foreign exchange (gain)/loss	5,6	(8,542)	19,608
Gain on disposal of investment in a joint venture	5	–	(691,737)
Gain arising from strike off of a subsidiary	5	–	(254,380)
Reversal of provision for reinstatement costs	5	(78,680)	(80,000)
Impairment loss of plant and equipment	6	2,037	345,487
Impairment loss of right-of-use assets	6	37,640	130,000
Reversal of lease liabilities in a subsidiary	5	(3,840)	–
Rent concessions from Singapore Government	5	(1,451,086)	–
Rent concessions from landlords	5	(2,628,437)	–
Rebate on lease rental of kitchen equipment	5	(60,352)	–
<b>Operating cash flows before changes in working capital</b>		<b>8,887,014</b>	<b>8,654,539</b>
Changes in working capital:			
Decrease in trade receivables		9,681	504,040
Decrease/(increase) in other receivables and prepayments		1,494,080	(3,246,192)
Decrease in inventories		12,477	173,574
(Increase)/decrease in long-term security deposits		(29,612)	283,472
(Decrease)/increase in trade payables		(556,065)	476,709
(Decrease)/increase in other payables		(3,314,174)	1,882,374
<b>Cash flows from operations</b>		<b>6,503,401</b>	<b>8,728,516</b>
Interest paid		(74,751)	(43,143)
Interest received		12,768	62,486
Income tax paid		(18,111)	(102,153)
<b>Net cash flows from operating activities</b>		<b>6,423,307</b>	<b>8,645,706</b>
<b>Investing activities</b>			
Purchase of property, plant and equipment (Note A)		(1,160,797)	(2,798,748)
Proceeds from disposal of property, plant and equipment		1,600	–
Proceeds from disposal of investment in a joint venture		–	1,150,000
Dividend received from an unquoted equity	5	–	28,530
Dividends received from associates	18	–	375,000
Capital reduction from an associate	18	100,000	150,000
Capital reduction of a subsidiary released to a non-controlling interest		–	(400,000)
Advances to an associate		–	(98,492)
<b>Net cash flows used in investing activities</b>		<b>(1,059,197)</b>	<b>(1,593,710)</b>

# CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 March 2021

	Note	2021 \$	2020 \$
<b>Financing activities</b>			
Dividends paid to non-controlling interests in subsidiaries (Note B)		(390,000)	(81,000)
Repayment of loan due from an associate		–	332,944
Repayment of loan to a non-controlling interest in a subsidiary		–	(25,000)
Repayment of bank loans	23	(57,442)	(159,617)
Proceeds from bank loan	23	3,000,000	–
Payment of principal portion of lease liabilities	25	(4,846,527)	(9,015,694)
Interest paid in relation to lease liabilities	25	(317,316)	(487,507)
<b>Net cash flows used in financing activities</b>		<u>(2,611,285)</u>	<u>(9,435,874)</u>
Net increase/(decrease) in cash and bank balances		2,752,825	(2,383,878)
Cash and bank balances at the beginning of the financial year		9,750,229	12,134,376
Effect of foreign exchange rate changes		450	(269)
<b>Cash and bank balances at the end of the financial year</b>	11	<u>12,503,504</u>	<u>9,750,229</u>

## Note A:

During the financial year, the Group recorded additions to property, plant and equipment with an aggregate cost of \$1,085,205 (2020: \$2,939,616) of which \$Nil (2020: \$84,539) relates to provision for reinstatement costs of premises, \$33,254 (2020: \$108,846) remained unpaid at the end of the reporting period. Cash payments of \$1,160,797 (2020: \$2,798,748) were made to the purchase of property, plant and equipment.

## Note B:

During the financial year, certain subsidiaries of the Group declared dividends amounting to \$390,000 (2020: \$81,000) to their non-controlling interests.

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 2021

## 1. Corporate information

Tung Lok Restaurants (2000) Ltd (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Catalist Board ("Catalist") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Both of its principal place of business and registered office are at 26 Tai Seng Street, #02-01, Singapore 534057.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries and associates are disclosed in Note 16 and 18 to the financial statements.

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

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

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

The financial statements are presented in Singapore Dollars ("SGD" or "\$").

### 2.2 New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards that are effective for annual financial periods beginning on or after 1 April 2020. The adoption of these new standards did not have any material effect on the financial performance or position of the Group except as described below:

#### Early adoption of Amendment to SFRS(I) 16: COVID-19-Related Rent Concessions

The Group early adopted Amendment to SFRS(I) 16: COVID-19-Related Rent Concessions for outlets and equipment and has applied the practical expedient applicable in this amendment that is effective for annual periods beginning on or after 1 June 2020.

The standard allows the lessee to account for any COVID-19 related rent concessions received as a variable lease payment with the effect of the rent concession recognised directly in the consolidated statement of comprehensive income, rather than a lease modification, which generally requires a lessee to remeasure the lease liability by discounting the revised lease payments using a new discount rate under SFRS(I) 16 Leases.

Accounting for any COVID-19 related rent concessions directly in the consolidated statement of comprehensive income is permissible provided the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- Any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- There is no substantive change to other terms and conditions of the lease.

The amount of COVID-19-related rent concessions recognised directly in the consolidated income statement and statement of comprehensive income is disclosed in Note 5.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9 <i>Financial Instruments</i> , SFRS(I) 1-39 <i>Financial Instruments: Recognition and Measurement</i> , SFRS(I) 7 <i>Financial Instruments: Disclosure</i> , SFRS(I) 4 <i>Insurance Contracts</i> , SFRS(I) 16 <i>Leases: Interest Rate Benchmark Reform – Phase 2</i>	1 January 2021
Amendments to SFRS(I) 1-16 <i>Property, Plant and Equipment: Proceeds before Intended Use</i>	1 January 2022
Amendments to SFRS(I) 1-37 <i>Provisions, Contingent liabilities and Contingent Assets: Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
Annual Improvements to SFRS(I)s 2018-2020	1 January 2022
Amendments to SFRS(I) 3: Reference to the Conceptual Framework	1 January 2022
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements: Classification of Liabilities as Current or Non-current</i>	1 January 2023
Amendments to SFRS(I) 10 <i>Consolidated Financial Statements</i> and SFRS(I) 1-28 <i>Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

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

### 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 interest even if that results in a deficit balance.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.4 Basis of consolidation and business combinations (cont'd)

#### (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 deemed to be an asset or liability, will be recognised in profit or loss.

Non-controlling interest 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 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.

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.

### 2.5 Transactions with non-controlling interests

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

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

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.6 Foreign currency

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

#### (a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the 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.

### 2.7 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 impairment losses.

### 2.8 Associates and joint ventures

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group account for its investments in associates and joint ventures using the equity method from the date on which it becomes an associate or joint venture.

On acquisition of the investment, 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 or joint venture's profit or loss in the period in which the investment is acquired.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.8 Associates and joint ventures (cont'd)

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

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

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

The financial statements of the associates and joint ventures are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

### 2.9 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

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

Furniture, fixtures and equipment	–	3 to 5 years
Kitchen equipment	–	5 years
Leasehold property	–	50 years
Motor vehicles	–	5 years

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

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.10 Impairment of non-financial assets

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

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

Impairment losses of continuing operations are recognised in profit or loss.

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

### 2.11 Financial instruments

#### (a) Financial assets

##### Initial recognition and measurement

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

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

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

##### Subsequent measurement

###### Investments in debt instruments

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

#### (i) Amortised cost

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

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.11 Financial instruments (cont'd)

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

##### Investments in debt instruments (cont'd)

##### (ii) Fair value through other comprehensive income ("FVOCI")

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

##### (iii) Fair value through profit or loss

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

##### Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

#### **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 and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments 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 fair value through profit or loss, directly attributable transaction costs.

##### **Subsequent measurement**

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

##### **Derecognition**

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.12 *Impairment of financial assets*

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

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

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

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

### 2.13 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, and short-term deposits which are subject to an insignificant risk of changes in value.

### 2.14 *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.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.15 Leases

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.

#### As lessee

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

#### Right-of-use assets

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

Outlets	–	3 to 6 years
Equipment	–	3 to 5 years
Motor vehicles	–	5 years

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

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

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.15 Leases (cont'd)

#### Short-term leases and leases of low-value assets

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

### 2.16 Inventories

Inventories comprising mainly food and beverages are stated at the lower of cost and net realisable value. Cost comprises all costs of purchase and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. 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 represents the estimated selling price less all estimated costs of completion and estimated costs to make the sale.

### 2.17 Customer loyalty programme

This relates to loyalty points redeemable by cardholders during the valid redemption period at the Group's restaurants. Revenue is recognised when the loyalty points are redeemed.

### 2.18 Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attached to them and the grants will be received. Where the grant relates to an asset, the fair value is recognized as against the carrying amount of the asset on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

### 2.19 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.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.20 Revenue recognition

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) Sale of food and beverages

Revenue from sale of food and beverages is recognised at a point in time upon the transfer of significant risk and rewards of ownership of the goods to the customer, usually on delivery of the food and beverages.

The amount of revenue recognised is based on the estimated transaction price, which comprises of the contractual price, net of deferred revenue arising from loyalty points. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods. Based on the Group's experience with similar types of contracts, variable consideration is typically constrained and is included in the transaction only to the extent that it is highly probable that a significant reversal in the cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting date, the Group updates its assessment of the estimated transaction price, including its assessment of whether an estimate of variable consideration is constrained. The corresponding amounts are adjusted against revenue in the period in which the transaction price changes.

#### (b) Service charges

Revenue from service charges is recognised when the services are rendered.

#### (c) Service income

Revenue from service contracts is recognised when the service is provided in accordance with the substance of the relevant agreement.

#### (d) Management fees

Revenue from management contracts is recognised over the management period on a straight-line basis.

#### (e) Interest income

Interest income is accrued on a time proportionate basis, by reference to the principal outstanding and at the effective interest rate applicable.

#### (f) Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.21 **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.

### 2.22 **Employee benefits**

#### (a) **Defined contribution plans**

Payments to defined contribution retirement benefit plans are charged as an expense when employees have rendered the services entitling them to the contributions. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

#### (b) **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.

### 2.23 **Taxes**

#### (a) **Current income tax**

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

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.23 Taxes (cont'd)

#### (b) Deferred tax

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

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

#### (c) Sales tax

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

### 2.24 Fair value of assets and liabilities

#### **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.

### 2.25 Contingencies

A contingent liability is:

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

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

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

### 2.26 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.

### 2.27 Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is focused on restaurant, catering, manufacturing and other businesses which form the basis of identifying the operating segments of the Group under SFRS(I) 8 *Operating Segments*. The aggregated restaurant, catering, manufacturing and other businesses are therefore the Group's reportable segments.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the 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.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### ***Judgements made in applying accounting policies***

There are no critical judgements made by management at the end of the reporting period that have a significant effect on the amounts recognised in the financial statements.

### ***Key sources of estimation uncertainty***

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the 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) Impairment of interests in subsidiaries*

Determining whether interests in subsidiaries are impaired requires an estimation of the value in use of these subsidiaries. The value in use calculation requires the management to estimate the future cash flows expected from the cash-generating unit and an appropriate discount rate in order to calculate the present value of the future cash flows. Management has evaluated the recoverable amount of those investments based on such estimates. The carrying amounts of these investments at the end of the reporting period are stated in Note 16 to the financial statements.

The key assumptions used in value in use calculation are as follows:

- (i) Discount rate of 9.0% per annum
- (ii) Annualised sales growth rate ranged from 0% to 13.2%
- (iii) Terminal growth rate of 0.0%

There is no material impact to the recoverable amount of interests in subsidiaries if the estimated discount rate used in the calculation had increased by 0.5% or if the estimated sales growth rate had reduced by 0.5%, respectively.

#### *(b) Impairment of property, plant and equipment and right-of-use assets*

Determining whether property, plant and equipment and right-of-use assets is impaired requires an estimation of the value in use. The value in use calculation requires the management to estimate future cash flows and a suitable discount rate in order to calculate the present value of the cash flows. The carrying amount of property, plant and equipment and right-of-use assets at the end of the reporting period is \$7,255,737 (2020: \$7,946,752) and \$12,288,832 (2020: \$16,374,039) as set out in Notes 20 and 25 respectively to the financial statements.

The key assumptions are disclosed in Notes 20 and 25. There is no material impact to the carrying amount of property, plant and equipment and right-of-use assets if the estimated discount rate used in the calculation had increased by 0.5% or if the estimated sales growth rate had reduced by 0.5%, respectively.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 4. Revenue

	Group	
	2021	2020
	\$	\$
Sale of food and beverages	55,150,656	71,161,088
Service charges	4,203,039	6,104,073
Management fees	377,273	810,380
Total	59,730,968	78,075,541
<b>Timing of transfer of goods or services</b>		
At a point in time	59,353,695	77,265,161
Over time	377,273	810,380
Total	59,730,968	78,075,541

## 5. Other operating income

	Group	
	2021	2020
	\$	\$
Government grants:		
• Jobs Support Scheme	3,948,294	1,336,269
• Rent concessions	1,451,086	–
• Other government grants	754,881	286,039
Sundry income from promotional events	69,766	192,807
Service income	316,181	651,860
Interest income from:		
• Cash at bank and short-term deposits	10,529	55,394
• Staff loan	378	–
Dividend income from an unquoted equity	–	28,530
Gain arising from strike off of a subsidiary	–	254,380
Gain on disposal of investment in a joint venture	–	691,737
Reversal of provision for reinstatement costs	78,680	80,000
Recovery of expenses from a shareholder (Note 27)	280,969	365,681
Rent concessions from landlords:		
• Rent concessions granted for lease component	2,599,604	–
• Rent concessions granted for non-lease component	28,833	–
Rebates on lease rental of kitchen equipment (Note 25)	60,352	–
Foreign exchange gain	8,542	–
Reversal of lease liabilities in a subsidiary	3,840	–
Gain on disposal of property, plant and equipment	1,600	–
Consultancy fee	–	97,750
Others	159,801	191,133
Total	9,773,336	4,231,580

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 6. Other operating expenses

	Group	
	2021	2020
	\$	\$
Depreciation of right-of-use assets (Note 25)	9,010,875	9,363,826
Depreciation of property, plant and equipment (Note 20)	1,764,144	1,684,661
Utilities charges	2,923,197	4,034,992
Upkeep, repair and maintenance	2,563,258	3,829,767
Rental expense:		
• Non-lease component expenses (Note 25)	3,093,291	3,050,765
• Short-term lease	28,921	517,881
Commission expense	1,237,424	1,518,056
Utensils	1,466,701	1,153,569
Advertising and promotions	552,415	963,812
Professional fees	431,305	579,055
Impairment loss of plant and equipment (Note 20)	2,037	345,487
Impairment loss of right-of-use assets (Note 25)	37,640	130,000
Allowance for expected credit losses on non-trade receivables (Note 13)	–	197,668
Printing expense	287,617	268,327
Decorations	58,221	206,318
Write-off of property, plant and equipment	10,039	45,397
Foreign exchange loss	–	19,608
Transportation and motor vehicles related expense	500,791	383,335
Others	1,038,035	1,799,854
Total	25,005,911	30,092,378

## 7. Finance costs

	Group	
	2021	2020
	\$	\$
Interest on:		
• Overdraft	351	15
• Bank loans	78,824	43,436
• Shareholders' loans	32,618	32,865
• Lease liabilities (Note 25)	317,316	487,507
Total	429,109	563,823

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 8. Income tax expense/(benefit)

### (a) Major components of income tax expense/(benefit)

The major components of income tax expense/(benefit) for the years ended 31 March 2021 and 2020 are:

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Current income tax:		
- Current income tax expense/(benefit)	24,673	(4,015)
- Over provision for current tax	(3,423)	–
	21,250	(4,015)
Deferred income tax:		
- Origination and reversal of temporary differences	97,350	(16,282)
- Over provision for deferred tax	(15,601)	–
	81,749	(16,282)
Income tax expense/(benefit) recognised in profit or loss	102,999	(20,297)

### (b) Relationship between tax expense/(benefit) and accounting profit/(loss)

The reconciliation between tax expense/(benefit) and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the years ended 31 March 2021 and 2020 is as follows:

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Profit/(loss) before tax	1,415,812	(2,754,740)
Income tax calculated at 17% (2020: 17%)	240,688	(468,306)
<i>Adjustments:</i>		
Tax effect on the share of results of joint venture and associates which is shown after tax	78,336	28,705
Non-deductible expenses	169,203	124,008
Tax exempt income	(707,926)	(366,465)
Deferred tax assets not recognised	366,320	657,938
Over provision for current tax of prior years	(3,423)	–
Over provision for deferred tax of prior years	(15,601)	–
Effect of partial tax exemption and tax relief	(26,374)	(16,880)
Tax losses not available for carry forward	1,776	20,703
Income tax expense/(benefit) recognised in profit or loss	102,999	(20,297)

Domestic income tax is calculated at 17% (2020: 17%) of the estimated assessable profit/(loss) for the financial year. Taxation for other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 8. Income tax expense/(benefit) (cont'd)

### (c) Unrecognised tax losses and other temporary differences

As at the end of the reporting period, the Group has the following unused tax losses and temporary differences which are available for offsetting against future taxable income as follows:

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
(i) <u>Tax losses carry forward</u>		
At the beginning of the financial year	5,716,431	3,205,065
Adjustment to prior year	285,548	(7,757)
Addition	865,264	2,519,123
At the end of the financial year	6,867,243	5,716,431
Deferred tax benefit not recorded	1,167,431	971,793
(ii) <u>Other temporary differences</u>		
At the beginning of the financial year	4,109,655	2,350,306
Adjustment to prior year	(580,854)	408,248
Addition	1,289,560	1,351,101
At the end of the financial year	4,818,361	4,109,655
Deferred tax benefit not recorded	819,121	698,641

Other temporary differences consisted mainly accelerated tax depreciation.

The above tax losses carry forward and other temporary differences are subject to agreement with the tax authorities in Singapore and in the jurisdiction in which the Group operates. In addition, the Singapore tax losses carry forward and other temporary differences are subject to the retention of majority shareholders and have no expiry date. The amounts of unutilised tax losses with expiry dates which arise from the subsidiaries in People's Republic of China are set out below:

	<b>Group</b>			
	<b>2021</b>		<b>2020</b>	
	\$	Expiry date	\$	Expiry date
Unrecognised tax losses	154	31 Dec 2022	2,766	31 Dec 2021
	2,151	31 Dec 2023	2,146	31 Dec 2022
	3,258	31 Dec 2024	3,251	31 Dec 2023
	–	31 Dec 2025	2,473	31 Dec 2024
	3,923	31 Dec 2026	–	31 Dec 2025

The above unrecognised tax losses have not been recognised in the financial statements due to the uncertainty of future profit.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 9. Profit/(loss) for the year

Profit/(loss) for the year has been arrived at after charging:

	Group	
	2021	2020
	\$	\$
Staff costs (including directors' remuneration) <sup>(a)</sup>	20,760,526	26,228,978
Cost of defined contribution plans (included in staff costs)	1,867,082	2,090,241
Inventories recognised as cost of sales	17,498,677	22,554,359
Audit fees (auditor of the Company)	188,000	188,000
Audit fees (other auditors)	–	30,000
Directors' fees	275,000	198,400

<sup>(a)</sup> Included in administrative expenses.

## 10. Earnings/(losses) per share

	Group	
	2021	2020
	\$	\$
Earnings/(losses) per share is based on:		
Profit/(loss) attributable to owners of the Company	1,004,178	(2,574,701)
	<b>2021</b>	<b>2020</b>
	Number of shares	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	274,400,000	274,400,000
Earnings/(losses) per share (cents)	0.37	(0.94)

## 11. Cash and bank balances

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
Cash at bank	5,259,293	7,348,284	1,460,080	1,466,208
Cash on hand	73,721	84,375	–	–
Short-term deposits	7,170,490	2,317,570	–	–
Total	12,503,504	9,750,229	1,460,080	1,466,208

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

Short-term deposits are made for varying periods of between one month and three months (2020: 1 month to 3 months) and earn interests at the respective short-term deposit rates. The interest rates as at 31 March 2021 for the Group ranged between 0.05% to 0.15% (2020: 1.10% to 1.60%). The carrying amounts of these assets approximate their fair values.

Cash and bank balances of \$28,859 (2020: \$7,944) held in The People's Republic of China are subject to local exchange control regulations. These regulations place restrictions on the amount of currency being exported other than through dividends and trade related settlements.

## 12. Trade receivables

	Group	
	2021	2020
	\$	\$
Related parties	201,609	120,953
Outside parties	1,460,192	1,552,553
Total	<u>1,661,801</u>	<u>1,673,506</u>

The average credit term on sale of goods is 30 days (2020: 30 days). No interest is charged on the outstanding balance.

Before accepting any new customer, the Group obtains customer's general profile to assess the potential customer's credit worthiness and defines credit limit to customer. Credit limits attributed to customers are reviewed periodically. Most of the trade receivables that are neither past due nor impaired relate to customers which the Group has assessed to be creditworthy based on the credit evaluation process performed by management.

Management has assessed the past due debts and noted that as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the management believe that there are no further credit allowances required in excess of the allowance for expected credit losses.

### Receivables that are past due but not impaired

The Group has trade receivables amounting to \$715,560 as at 31 March 2021 and \$870,403 as at 31 March 2020 that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2021	2020
	\$	\$
<3 months	499,066	792,760
3 months to 6 months	79,211	21,359
6 months to 12 months	98,675	7,795
>12 months	38,608	48,489
Total	<u>715,560</u>	<u>870,403</u>

### Expected credit losses

There was no expected credit loss recognised for years ended 31 March 2021 and 2020.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 13. Other receivables and prepayments

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
<u>Other receivables and prepayments (current)</u>				
Other receivables from third parties	424,412	296,951	3,001	3,222
Grant income receivable	1,233,810	2,910,905	–	–
Other receivables from a shareholder	672,220	415,098	–	–
Advances to a subsidiary	–	–	585,762	–
Refundable deposits	120,483	386,007	–	–
Other receivable from an associate	–	100,000	–	–
Advances to an associate	298,216	298,216	–	–
Less: Allowance for expected credit losses	(298,216)	(298,216)	–	–
Sub-total	2,450,925	4,108,961	588,763	3,222
Prepayments	441,800	532,216	6,238	5,523
Total	2,892,725	4,641,177	595,001	8,745
<u>Other receivables and prepayments (non-current)</u>				
Other receivables from third parties	92,000	–	–	–
Prepayments	6,295	343	–	–
Total	98,295	343	–	–
Total other receivables and prepayments	2,991,020	4,641,520	595,001	8,745

### Analysis of other receivables

Not past due and not impaired	2,542,925	4,108,961	588,763	3,222
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Included in the above refundable security deposits are deposits amounting to \$14,000 (2020: \$59,380) placed with a corporate shareholder of the Company.

Grant income receivable consists of the special employment credit, wages credit scheme and jobs support scheme funded by Singapore Government.

The advances to an associate and subsidiary are repayable on demand, unsecured and interest-free.

Other receivables from a shareholder pertain to the recovery of expenses from a shareholder. The amount is interest free, unsecured and repayable on demand.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 13. Other receivables and prepayments (cont'd)

Movement in the allowance for expected credit losses:

	Group	
	2021	2020
	\$	\$
At the beginning of the financial year	298,216	100,548
Charge for the year	–	197,668
At the end of the financial year	<u>298,216</u>	<u>298,216</u>

Most of the other receivables that are neither past due nor impaired relate to debtors that the Group has assessed to be creditworthy based on the credit evaluation process performed by management.

## 14. Inventories

	Group	
	2021	2020
	\$	\$
<b>At cost</b>		
Food and beverages	<u>1,684,643</u>	<u>1,697,120</u>

## 15. Long-term security deposits

	Group	
	2021	2020
	\$	\$
Refundable security deposits	<u>1,157,650</u>	<u>1,128,038</u>

These are mainly deposits placed with the landlords and service providers. Management is of the opinion that these deposits have been placed with counterparties who are creditworthy and accordingly no allowance for potential non-recovery of security deposits is required.

Included in the above long-term security deposits are deposits amounting to \$68,120 (2020: \$42,712) placed with a corporate shareholder of the Company.

The carrying amounts of the above deposits approximate their fair values.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries

### (A) Investments in subsidiaries

	Company	
	2021	2020
	\$	\$
(i) <u>Investment</u>		
Unquoted equity shares, at cost	6,628,493	6,628,493
Allowance for impairment (a)	(1,200,001)	(1,200,001)
Net	5,428,492	5,428,492
(ii) <u>Deemed investment</u>		
Fair value adjustment on interest-free loans (b)	5,562,234	5,329,903
Allowance for impairment (a)	(2,844,333)	(2,844,333)
Net	2,717,901	2,485,570
Sub-total	8,146,393	7,914,062
(iii) <u>Receivables from subsidiaries</u>		
Loans to subsidiaries (b)	21,053,460	20,848,639
Allowance for expected credit losses on loans (a)	(12,926,312)	(12,000,000)
Net	8,127,148	8,848,639
Total interests	16,273,541	16,762,701
Movement in allowance account for investment:		
At the beginning and end of the financial year	1,200,001	1,200,001
Movement in allowance account for deemed investment:		
At the beginning and end of the financial year	2,844,333	2,844,333

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries (cont'd)

### (A) Investments in subsidiaries (cont'd)

Movement in allowance account for receivables from subsidiaries:

	Company	
	2021	2020
	\$	\$
At the beginning of the financial year	12,000,000	11,480,000
Charge for the year	926,312	520,000
At the end of the financial year	<u>12,926,312</u>	<u>12,000,000</u>

- (a) Investments in subsidiaries which are either restaurant operators or holding interests in entities which are restaurant operators are assessed for impairment when the restaurants record operating losses for 3 consecutive years depending on brand names. Allowance for impairment is provided on the investment based on value in use. The value in use is estimated based on the available data and the estimated future cash flows discounted to its present value by using a pre-tax discount rate of 9.0% (2020: 9.0%) per annum that reflects current market assessment of the time value of money and the risks specific to the subsidiary. The management has assessed that annualised sales growth rate of its subsidiaries ranged between 0% to 13.2% (2020: (16.7%) to 4.0%) per annum. In estimating the value in use, the management has also taken into consideration of the various supports such as Jobs Support Scheme granted by the Singapore Government.
- (b) The loans are unsecured, interest-free and not expected to be repaid within the next 12 months as loans were used to fund the long-term operations of the subsidiaries. The Day One difference between the fair value of the loans and the notional amount of the loans given is accounted for as "Fair value adjustment" on interest-free loans to subsidiaries.

The Group has the following investments in subsidiaries:

Name of subsidiary	Country of incorporation/operation	Principal activities	Proportion of ownership interest and voting power	
			2021	2020
			%	%
<u>Held by the Company</u>				
Tung Lok Millennium Pte Ltd	Singapore	Restaurateur	100	100
Tung Lok (China) Holdings Pte. Ltd.	Singapore	Investment holding	100	100
TLG Asia Pte. Ltd.	Singapore	Investment holding	100	100
Club Chinois Pte Ltd	Singapore	Restaurateur	75	75
Tung Lok Arena Pte Ltd	Singapore	Restaurateur	70	70
Olde Peking Dining Hall Pte. Ltd.	Singapore	Restaurateur	60	60

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries (cont'd)

### (A) Investments in subsidiaries (cont'd)

Name of subsidiary	Country of incorporation/ operation	Principal activities	Proportion of ownership interest and voting power	
			2021 %	2020 %
<u>Held by Tung Lok Millennium Pte Ltd</u>				
Charming Garden (Asia Pacific) Pte. Ltd.	Singapore	Central kitchen support function and restaurateur	100	100
Tung Lok Central Restaurant Pte. Ltd.	Singapore	Restaurateur	100	100
Tung Lok Signatures (2006) Pte. Ltd.	Singapore	Restaurateur	100	100
Tung Lok Xihe Restaurant Pte. Ltd.	Singapore	Restaurateur	60	60
McBistro Pte. Ltd.	Singapore	Restaurateur	70	70
Slappy Cakes (Singapore) Pte. Ltd.	Singapore	Restaurateur	55	55
<u>Held by Tung Lok (China) Holdings Pte. Ltd.</u>				
My Humble House in Beijing (Restaurant) Company Ltd. <sup>(1)</sup>	People's Republic of China	Investment holding	100	100
<u>Held by TLG Asia Pte. Ltd.</u>				
Tong Le Private Dining Pte. Ltd.	Singapore	Restaurateur	51	51
Garuda Padang Restaurant (Singapore) Pte. Ltd.	Singapore	Dormant	65	65
Shin Yeh Restaurant Pte. Ltd.	Singapore	Restaurateur	55	55
<u>Held by Club Chinois Pte Ltd</u>				
Chinois Pte. Ltd.	Singapore	Restaurateur	100	100

The subsidiaries are audited by Ernst & Young LLP, Singapore except as indicated below:

<sup>(1)</sup> Not material to the Group and names of auditing firm are not required to be disclosed pursuant to Catalyst Listing Rule 717.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries (cont'd)

### (B) Interests in subsidiaries with material non-controlling interest ("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 interest held by NCI	Profit allocated to NCI during the reporting period	Accumulated NCI at the end of the reporting period	Dividends paid to NCI
			\$	\$	\$
<b>31 March 2021:</b>					
Club Chinois Pte Ltd	Singapore	25%	138,329	590,423	150,000
Tung Lok Xihe Restaurant Pte. Ltd.	Singapore	40%	183,091	279,190	–
Tung Lok Arena Pte Ltd	Singapore	30%	112,344	196,760	240,000

Name of Subsidiary	Principal place of business	Proportion of ownership interest held by NCI	Profit/(loss) allocated to NCI during the reporting period	Accumulated NCI at the end of the reporting period	Capital reduction to NCI
			\$	\$	\$
<b>31 March 2020:</b>					
Club Chinois Pte Ltd	Singapore	25%	142,671	602,094	–
Tung Lok Xihe Restaurant Pte. Ltd.	Singapore	40%	(10,769)	96,099	400,000
Tung Lok Arena Pte Ltd	Singapore	30%	76,133	324,416	–

There are no significant restrictions on the Group's ability to use or access assets and settle liabilities of the subsidiaries with material NCI.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries (cont'd)

### (B) Interests in subsidiaries with material non-controlling interest ("NCI") (cont'd)

#### Summarised financial information about subsidiaries with material NCI

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below, which has been prepared in accordance with SFRS(I).

#### Summarised balance sheets

	Club Chinois Pte Ltd		Tung Lok Xihe Restaurant Pte. Ltd.		Tung Lok Arena Pte Ltd	
	2021	2020	2021	2020	2021	2020
	\$	\$	\$	\$	\$	\$
<b>Current</b>						
Assets	3,395,302	3,210,032	1,385,746	1,357,818	813,810	1,602,646
Liabilities	(1,678,965)	(1,789,657)	(1,170,395)	(1,567,536)	(157,943)	(871,211)
Net current assets/(liabilities)	1,716,337	1,420,375	215,351	(209,718)	655,867	731,435
<b>Non-current</b>						
Assets	846,814	1,672,274	796,566	657,295	-	434,923
Liabilities	(201,459)	(684,275)	(313,942)	(207,330)	-	(84,971)
Net non-current assets	645,355	987,999	482,624	449,965	-	349,952
Net assets	2,361,692	2,408,374	697,975	240,247	655,867	1,081,387

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 16. Interests in subsidiaries (cont'd)

### (B) Interests in subsidiaries with material non-controlling interest ("NCI") (cont'd)

#### Summarised financial information about subsidiaries with material NCI (cont'd)

#### Summarised statements of comprehensive income

	Club Chinois Pte Ltd		Tung Lok Xihe Restaurant Pte. Ltd.		Tung Lok Arena Pte Ltd	
	2021	2020	2021	2020	2021	2020
	\$	\$	\$	\$	\$	\$
Revenue	6,371,909	9,066,007	6,877,902	8,815,223	2,804,489	4,296,934
Profit/(loss) before tax	618,505	664,272	501,325	(56,727)	383,783	263,672
Income tax (expense)/benefit	(65,189)	(93,587)	(43,597)	29,804	(9,304)	(9,897)
Profit/(loss) after tax, representing total comprehensive income for the year	553,316	570,685	457,728	(26,923)	374,479	253,775
<b>Other summarised information</b>						
Net cash flows from operations	1,038,929	1,322,999	527,218	643,497	375,745	611,039

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 17. Joint venture

On 2 August 2019, Tung Lok Millennium Pte Ltd disposed its shareholdings in T & T Gourmet Cuisine Pte. Ltd. to the other shareholder for a consideration of \$1,150,000. The gain of disposal of \$691,737 was recognised under other operating income (Note 5) in the previous financial year.

Summarised financial information in respect of T & T Gourmet Cuisine Pte. Ltd. based on its SFRS(I) financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	<b>T &amp; T Gourmet Cuisine Pte. Ltd. As at 2 August 2019</b>
	\$
Revenue	1,267,786
Cost of sales and operating expenses <sup>(1)</sup>	<u>(1,828,812)</u>
Loss before tax	(561,026)
Income tax benefit	<u>32,998</u>
Loss after tax, representing total comprehensive income for the year	<u>(528,028)</u>
Group's share of net results (net of tax)	<u>(264,014)</u>

<sup>(1)</sup> Included in cost of sales and operating expenses is depreciation expense of \$39,149.

## 18. Associates

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Unquoted equity shares, at cost	2,168,140	2,168,140
Share of post-acquisition reserves	<u>(1,671,796)</u>	<u>(1,209,103)</u>
Total	<u>496,344</u>	<u>959,037</u>

In the previous financial year, the Group recorded capital reduction from an associate amounting to \$250,000 of which \$150,000 was paid in the previous financial year and the remaining \$100,000 was paid during the financial year. In addition, dividends (exempt one-tier) of \$375,000 was received from associates in the previous financial year.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 18. Associates (cont'd)

Details of the associates of the Group are set out below:

Name of associate	Country of incorporation/ operation	Principal activities	Proportion of equity held by the Group	
			2021	2020
			%	%
<u>Held by Tung Lok (China) Holdings Pte. Ltd.</u>				
Shanghai Jinjiang Tung Lok Catering Management Inc. <sup>(1)</sup>	People's Republic of China	Restaurateur	49	49
Beijing Xihe Tung Lok Restaurant Company Ltd. <sup>(1)</sup>	People's Republic of China	Restaurateur	40	40
<u>Held by TLG Asia Pte. Ltd.</u>				
Seafood Republic Pte. Ltd. ("SRPL") <sup>(2)</sup>	Singapore	Restaurateur	20	20
Singapore Seafood Republic Pte. Ltd. ("SSRPL") <sup>(2)</sup>	Singapore	Investment holding	27	27
SSR Sentosa Pte. Ltd. ("SSR Sentosa") <sup>(2)</sup>	Singapore	Restaurateur	27	27

<sup>(1)</sup> Not material to the Group and names of auditing firm are not required to be disclosed pursuant to Catalist Listing Rule 717.

<sup>(2)</sup> Audited by Deloitte & Touche LLP, Singapore

Aggregate information about the Group's investments in associates that are not individually materials are as follows:

	Group	
	2021	2020
	\$	\$
(Loss)/profit after tax representing total comprehensive income	(1,545,045)	612,350

The audited financial statements of SSR Sentosa, SSRPL and SRPL are made up to 30 September each year. For the purpose of applying the equity method of accounting, the unaudited management accounts of SSR Sentosa, SSRPL and SRPL for the years ended 31 March 2021 and 2020 have been used.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 19. Investment in unquoted equities

(a) Financial instruments as at 31 March 2021

	Group	
	2021	2020
	\$	\$
<i>At fair value through profit or loss</i>		
- Equity securities (unquoted)	-	-

(b) Financial instruments

	Group	
	2021	2020
	\$	\$
<i>Investment in unquoted equities</i>		
- Equity securities (unquoted)	81,210	81,210
Amount written off in prior years	(81,210)	(81,210)

The investment in unquoted equities consist of investments in PT Taipan Indonesia and PT Ming Cipta Rasa, incorporated in Indonesia and Circular Dragon Pte. Ltd., incorporated in Singapore. These companies are engaged in restaurateur activities.

## 20. Property, plant and equipment

Group	Furniture, fixtures and equipment	Kitchen equipment	Leasehold property	Motor vehicles	Total
	\$	\$	\$	\$	\$
<b>Cost:</b>					
At 1 April 2019	27,533,647	8,724,577	4,405,867	716,905	41,380,996
Additions	2,217,666	721,950	-	-	2,939,616
Write-off	(2,100,480)	(439,665)	-	-	(2,540,145)
At 31 March 2020 and 1 April 2020	27,650,833	9,006,862	4,405,867	716,905	41,780,467
Additions	839,752	245,453	-	-	1,085,205
Write-off	(3,362,799)	(633,227)	-	-	(3,996,026)
Disposal	(3,600)	(23,000)	-	(98,017)	(124,617)
At 31 March 2021	25,124,186	8,596,088	4,405,867	618,888	38,745,029
<b>Accumulated depreciation:</b>					
At 1 April 2019	22,406,118	7,352,638	1,387,919	716,905	31,863,580
Depreciation	1,125,446	471,098	88,117	-	1,684,661
Write-off	(1,955,938)	(435,936)	-	-	(2,391,874)
At 31 March 2020 and 1 April 2020	21,575,626	7,387,800	1,476,036	716,905	31,156,367
Depreciation	1,199,107	476,920	88,117	-	1,764,144
Write-off	(3,049,153)	(510,644)	-	-	(3,559,797)
Disposal	(3,600)	(23,000)	-	(98,017)	(124,617)
At 31 March 2021	19,721,980	7,331,076	1,564,153	618,888	29,236,097

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

Group	Furniture, fixtures and equipment \$	Kitchen equipment \$	Leasehold property \$	Motor vehicles \$	Total \$
<b>Impairment:</b>					
At 1 April 2019	2,188,757	245,978	–	–	2,434,735
Additions	293,440	52,047	–	–	345,487
Write-off	(102,874)	–	–	–	(102,874)
At 31 March 2020 and 1 April 2020	2,379,323	298,025	–	–	2,677,348
Additions	2,037	–	–	–	2,037
Write-off	(303,607)	(122,583)	–	–	(426,190)
At 31 March 2021	2,077,753	175,442	–	–	2,253,195
<b>Carrying amount:</b>					
At 31 March 2020	3,695,884	1,321,037	2,929,831	–	7,946,752
At 31 March 2021	3,324,453	1,089,570	2,841,714	–	7,255,737

The recoverable amount of the relevant assets of the restaurants has been determined on the basis of their value in use. The discount rate used in measuring value in use was 9.0% (2020: 9.0%) per annum. The management has assessed that the annualised sales growth rate of the relevant restaurants ranged between (31.2%) to 17.2% (2020: (36.1%) to 5.0%) per annum. These restaurants have remaining lease terms of less than 12 months.

In deriving the value in use, the management has also taken into consideration of the various supports such as Jobs Support Scheme funded by Singapore Government. During the financial year, the Group has provided an allowance of impairment loss amounting to \$2,037 (2020: \$345,487) as certain subsidiaries have been incurring losses since past years.

Leasehold property with carrying amount of \$2,841,714 (2020: \$2,929,831) has been pledged to secure bank loans (Note 23). Management has estimated the fair value of the leasehold property to be approximately \$7,570,000 as at 31 March 2021 (2020: \$6,100,000).

The valuation of leasehold property is based on comparable market prices that consider similar properties that have been transacted in the open market, which is classified under Level 2 of the fair value hierarchy.

Details of the leasehold property as at 31 March 2021 are as follows:

Location	Type of premises	Land area (sq ft)	Tenure
20 Bukit Batok Crescent #11-05 to 09, 18 Enterprise Centre Singapore 658080	Office cum factory building	23,659	60 years commencing 13 March 1997

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 21. Trade payables

	Group	
	2021	2020
	\$	\$
Outside parties	2,242,287	2,786,562
Related parties	29,398	40,927
Total	2,271,685	2,827,489

The average credit period on purchase of goods is 30 days (2020: 30 days).

## 22. Other payables

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
<u>Other payables (current)</u>				
Refundable deposits	192,473	201,325	–	–
Deferred revenue (a)	971,378	1,221,866	–	–
Deferred grant income (b)	1,026,828	1,517,646	–	–
Accrued expenses (c)	2,582,122	3,776,693	28,200	35,400
A related party (d)	31,443	15,874		
Financial guarantee contracts (e)	–	–	173,474	201,038
Purchase of property, plant and equipment	33,254	108,846	–	–
Others (f)	599,263	1,780,749	4,753	858
Total	5,436,761	8,622,999	206,427	237,296
<u>Other payables (non-current)</u>				
Deferred revenue (a)	150,000	269,786	–	–
Loans from non-controlling interests in subsidiaries (g)	1,439,525	1,406,907	–	–
Accrued expenses (c)	1,376,171	1,562,890	–	–
Total	2,965,696	3,239,583	–	–
Total other payables	8,402,457	11,862,582	206,427	237,296

(a) Deferred revenue mainly consists of loyalty points issued on the Group's Tung Lok First Card Scheme, Tung Lok vouchers issued, prepaid franchise income received from franchisees and advertising and promotion cash funding extended by credit card companies. Under the Tung Lok First Card Scheme, card members dining at the Group's restaurants are entitled to receive loyalty points depending on their level of spending, which can be used to offset subsequent spending.

(b) Deferred grant income consists of the Jobs Support Scheme granted by the Singapore Government.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 22. Other payables (cont'd)

- (c) Included in accrued expenses which consist of mainly payroll expenses and utility charges, as well as an amount of \$1,473,250 (2020: \$1,562,890) being provision for reinstatement costs of premises.
- (d) The related party is affiliated to a corporate shareholder of the Company. The amount is unsecured and interest-free.
- (e) The Company is a party to certain financial guarantees which it provides to banks in respect of credit facilities extended to these subsidiaries. Deemed guarantee fee has been accrued on guarantees issued to banks.
- (f) Included in others are payables to non-trade creditors for other operating expenses.
- (g) The loans from non-controlling interests in subsidiaries are unsecured and interest-free. Current loans are repayable on demand and non-current loans have an average repayment term of 5 years.

## 23. Bank loans

	Group	
	2021	2020
	\$	\$
Bank loans	4,534,463	1,591,905
The borrowings are repayable as follows:		
On demand or within one year	484,841	161,573
After one year but within five years	3,473,115	694,023
After five years	576,507	736,309
	4,534,463	1,591,905
Less: Amount due for settlement within 12 months (shown under current liabilities)	(484,841)	(161,573)
Amount due for settlement after 12 months	4,049,622	1,430,332

The Group has the following principal bank loans:

- (a) a loan of \$1,183,513 (2020: \$1,230,739). The loan was drawn down in August 2013. Repayment commenced in September 2013 and will continue until August 2028. The loan currently carries fixed interest rate at 1.88% (2020: 2.58% which was based on commercial financial rate less 3.47%) per annum.
- (b) a loan of \$350,950 (2020: \$361,166). The loan was drawn down in December 2010. Repayment commenced in January 2011 and will continue until December 2030. The loan currently carries fixed interest rate at 1.88% (2020: 2.58% which was based on commercial financial rate less 3.47%) per annum.
- (c) a loan of \$3,000,000. The loan was drawn down in November 2020. Repayment will commence in November 2021 and will continue until October 2025. The loan currently carries fixed interest rate at 2.25% per annum.

The bank loans are secured by way of:

- (i) a charge over the leasehold property of a subsidiary as disclosed in Note 20 to the financial statements; and
- (ii) a corporate guarantee issued by the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 23. Bank loans (cont'd)

Management estimates the fair value of the above loans to approximate their carrying amounts.

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

	2020	Cash flow	Reclassification	2021
	\$	\$	\$	\$
Bank loans				
- current	161,573	(57,442)	380,710	484,841
- non-current	1,430,332	3,000,000	(380,710)	4,049,622
	<u>1,591,905</u>	<u>2,942,558</u>	<u>-</u>	<u>4,534,463</u>

	2019	Cash flow	Effect of adoption of SFRS(I) 16 leases (Note 25)	Reclassification	2020
	\$	\$	\$	\$	\$
Bank loans					
- current	160,314	(159,617)	-	160,876	161,573
- non-current	1,591,208	-	-	(160,876)	1,430,332
Obligation under finance leases					
- current	181,628	-	(181,628)	-	-
- non-current	257,157	-	(257,157)	-	-
	<u>2,190,307</u>	<u>(159,617)</u>	<u>(438,785)</u>	<u>-</u>	<u>1,591,905</u>

## 24. Deferred tax assets

The following are the major deferred tax assets recognised by the Group and the movement thereon during the year:

Group	Accelerated tax depreciation	Others	Tax losses	Total
	\$	\$	\$	\$
At 1 April 2019	(88,774)	(307,044)	(33,564)	(429,382)
(Credited)/charged to profit or loss for the year (Note 8)	(78,559)	95,611	(33,334)	(16,282)
At 31 March 2020 and 1 April 2020	(167,333)	(211,433)	(66,898)	(445,664)
Charged/(credited) to profit or loss for the year (Note 8)	179,067	28,674	(125,992)	81,749
At 31 March 2021	<u>11,734</u>	<u>(182,759)</u>	<u>(192,890)</u>	<u>(363,915)</u>

Others pertained to temporary differences arising from provisions made for operation expense.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 25. Leases

The Group has lease contracts for outlets, equipment and motor vehicles. 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 leased assets. The contract includes extension option which is further discussed below.

The Group also has certain leases of office equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

### (a) Carrying amount of right-of-use assets

	Outlets \$	Equipment \$	Motor Vehicle \$	Total \$
<b>Cost:</b>				
As at 1 April 2019	17,506,858	524,851	1,185,255	19,216,964
Additions	7,180,825	273,746	136,555	7,591,126
Termination	(487,576)	–	–	(487,576)
At 31 March 2020 and 1 April 2020	24,200,107	798,597	1,321,810	26,320,514
Additions	4,762,855	134,703	79,434	4,976,992
Termination	–	(17,787)	–	(17,787)
Write-off	(5,671,424)	(100,504)	–	(5,771,928)
As at 31 March 2021	23,291,538	815,009	1,401,244	25,507,791
<b>Accumulated depreciation:</b>				
As at 1 April 2019	–	–	696,437	696,437
Depreciation	8,917,748	234,795	211,283	9,363,826
Termination	(243,788)	–	–	(243,788)
As at 31 March 2020 and 1 April 2020	8,673,960	234,795	907,720	9,816,475
Depreciation	8,620,595	243,002	147,278	9,010,875
Termination	–	(4,103)	–	(4,103)
Write-off	(5,671,424)	(100,504)	–	(5,771,928)
As at 31 March 2021	11,623,131	373,190	1,054,998	13,051,319
<b>Impairment:</b>				
As at 1 April 2019	–	–	–	–
Additions	130,000	–	–	130,000
As at 31 March 2020 and 1 April 2020	130,000	–	–	130,000
Additions	36,971	669	–	37,640
As at 31 March 2021	166,971	669	–	167,640
<b>Carrying amount:</b>				
As at 31 March 2020	15,396,147	563,802	414,090	16,374,039
As at 31 March 2021	11,501,436	441,150	346,246	12,288,832

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 25. Leases (cont'd)

### (a) Carrying amount of right-of-use assets (cont'd)

During the financial year, the recoverable amount of the right-of-use assets of the restaurants has been determined on the basis of their value in use and fair value less cost of disposal. The discount rate used in measuring value in use was 9.0% (2020: 9.0%) per annum. The management has assessed that the annualised sales growth rate of the relevant restaurants ranged between (31.2%) to 17.2% (2020: (36.1%) to 5.0%) per annum. These restaurants have remaining lease terms of less than 12 months.

In estimating the value in use, the management has also taken into consideration of the various supports such as jobs support scheme funded by Singapore Government. The Group has provided an allowance of impairment amounting to \$37,640 (2020: \$130,000) for certain subsidiaries which have been incurring losses since past years.

### (b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are disclosed as below and the maturity analysis of lease liabilities is disclosed in Note 31(d).

	Group	
	2021	2020
	\$	\$
At the beginning of the financial year	16,646,743	18,377,672
Additions	4,922,433	7,528,553
Accretion of interest	317,316	487,507
Lease payments:		
• Principal portion	(4,846,527)	(9,015,694)
• Interest portion	(317,316)	(487,507)
• Rent concession granted	(4,050,690)	–
• Rebates on lease rental of kitchen equipment	(60,352)	–
Termination	(17,524)	(243,788)
At the end of the financial year	<u>12,594,083</u>	<u>16,646,743</u>
Current	<u>6,272,647</u>	<u>8,116,709</u>
Non-current	<u>6,321,436</u>	<u>8,530,034</u>

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

	Group	
	2021	2020
	\$	\$
Depreciation of right-of-use assets (Note 6)	9,010,875	9,363,826
Interest expenses on lease liabilities (Note 7)	317,316	487,507
Impairment loss of right-of-use assets (Note 6)	37,640	130,000
Non-lease component payments (Note 6)	3,093,291	3,050,765
Short-term lease payments (Note 6)	28,921	517,881
Rent concessions granted for lease component (Note 5)	(4,050,690)	–
Rent concessions granted for non-lease component (Note 5)	(28,833)	–
Rebates on lease rental of kitchen equipment (Note 5)	(60,352)	–
Total amount recognised in profit or loss	<u>8,348,168</u>	<u>13,549,979</u>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 25. Right-of-use assets and lease liabilities (cont'd)

### (c) Amounts recognised in profit or loss (cont'd)

At the end of reporting date, the incremental borrowing rates applied ranged between 2.48% to 2.78% (2020: 2.48% to 2.78%) for the leases of premises and retail outlets located in Singapore. The Group leases certain items of motor vehicles under finance leases and the effective interest rate was 2.98% (2020: 2.98%).

The Group's lease liabilities of \$314,485 (2020: \$374,116) are secured over motor vehicles (Note 25(a)).

### (d) Total cash outflow

The Group had total cash outflow for leases of \$8,257,222 (2020: \$13,071,847) during the financial year. The Group also had non-cash additions to right-of-use assets and lease liabilities of \$4,976,992 and \$4,922,433 (2020: \$7,591,126 and \$7,528,553) respectively during the financial year.

### (e) Future cash outflow which are not capitalised in lease liabilities

#### (i) Non-lease component payments

The leases for food and beverage outlets contain advertising and promotion expenses, service charges and variable lease payments that are based on a percentage of sales generated by the outlets, on top of the fixed lease payments. Overall, non-lease component payments recognised as expense in profit or loss amounted to \$3,093,291 (2020: \$3,050,765), of which \$696,327 (2020: \$586,115) pertained to contingent rental incurred during the financial year.

#### (ii) Extension options

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises judgement in determining whether these extensions and termination options are reasonably certain to be exercised.

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term:

	Within five years	More than five years	Total
	\$	\$	\$
<b>2021</b>			
Extension options not included in lease term	1,547,276	367,771	1,915,047
<b>2020</b>			
Extension options not included in lease term	698,573	17,935	716,508

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 26. Share capital

	<b>Group and Company</b>			
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
			\$	\$
	Number of ordinary shares			
Issued and paid up:				
At the beginning and end of the financial year	274,400,000	274,400,000	28,450,434	28,450,434

The Company has only one class of shares which are the ordinary shares. The ordinary shares have no par value, carry one vote per share without restrictions and carry a right to dividends as and when declared by the Company.

## 27. Related party transactions

Certain transactions and arrangements of the Group are with related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The balances are unsecured, interest-free and repayable upon demand unless otherwise stated.

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and related parties are disclosed below.

Significant intercompany transactions, other than those disclosed elsewhere in the notes to the financial statements, are as follows:

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
<u>With joint venture</u>		
Purchase of food and beverages	–	793,881
Proceed from disposal of investment in joint venture	–	1,150,000
		<hr/>
<u>With corporate shareholder of certain subsidiary</u>		
Sale of food and beverages	23,397	37,828
		<hr/>
<u>With corporate shareholders of the Company</u>		
Sale of food and beverages	549,824	362,765
Purchase of food, beverages, and services	439,547	156,964
Rental expenses	1,203,895	1,117,166
Payment of principal portion of lease liabilities	736,751	1,945,442
Interest paid in relation to lease liabilities	43,734	89,902
		<hr/>
<u>With a shareholder of the Company</u>		
Recovery of expenses from a shareholder	280,969	365,681
		<hr/>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 27. Related party transactions (cont'd)

	Group	
	2021	2020
	\$	\$
<b>Compensation of key management personnel</b>		
Short-term employee benefits	1,457,497	1,488,818
Central Provident Fund Contributions	131,313	110,630
Total	<u>1,588,810</u>	<u>1,599,448</u>
Comprise amounts paid to:		
Directors of the Company	743,714	482,924
Other key management personnel	845,096	1,116,524
Total	<u>1,588,810</u>	<u>1,599,448</u>

## 28. Segment information

### Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the restaurant business which forms the basis of identifying the operating segments of the Group under SFRS(I) 8 *Operating Segments*. Management has determined the operating segments based on the reports reviewed by the Board of Directors ("BOD") that are used to make strategic decisions.

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

- The restaurant segment is in the business of operating restaurants.
- The catering segment is in the business of providing catering services.
- The manufacturing segment pertains to central kitchen function that supports the restaurant segment of the Group as well as OEM products to third parties.
- The others segment comprises of the corporate services, treasury functions, investment holding activities and franchising activities.

Management monitors the operating results of its business units separately by making decision about allocation of resources and assessment of performance of each segment.

Inter-segment sales are measured on the basis that the entity actually uses to price the transfers. Internal transfer pricing policies of the Group are as far as practicable based on market prices. The accounting policies of the reportable segment are the same as the Group's accounting policies described in Note 2. Segment profit or loss represents the profit or loss earned/incurred by each segment without allocation of control administration costs and directors' salaries. The segment information provided to the management for the reportable segments are as follows:

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 28. Segment information (cont'd)

(a) Business segment

2021	Restaurant operations	Catering operations	Manufacturing operations	Others	Elimination	Total
	\$	\$	\$	\$	\$	\$
Revenue						
Revenue from external customers	47,744,480	9,337,356	1,648,633	1,000,499	-	59,730,968
Inter-segment revenue	319,675	71,152	4,639,307	2,378,420	(7,408,554)	-
Total segment revenue	48,064,155	9,408,508	6,287,940	3,378,919	(7,408,554)	59,730,968
<b>Results</b>						
Profit/(loss) from operations	1,608,602	832,066	196,529	(342,381)	-	2,294,816
Finance costs	(334,932)	(32,871)	(49,552)	(11,754)	-	(429,109)
Finance income	6,446	-	-	4,461	-	10,907
Share of losses of associates	(460,802)	-	-	-	-	(460,802)
Segment profit/(loss) before tax	819,314	799,195	146,977	(349,674)	-	1,415,812
Income tax expense						(102,999)
Profit for the year						1,312,813
Profit for the year has been arrived after charging:						
Depreciation of property, plant and equipment	(1,212,988)	(227,278)	(188,793)	(135,085)	-	(1,764,144)
Depreciation of right-of-use assets	(7,930,887)	(557,219)	(165,428)	(357,341)	-	(9,010,875)
Impairment loss of property, plant and equipment	(2,037)	-	-	-	-	(2,037)
Impairment loss of right-of-use assets	(37,640)	-	-	-	-	(37,640)
Write-off of plant and equipment	(10,039)	-	-	-	-	(10,039)
Gain on disposal of property, plant and equipment	-	100	500	1,000	-	1,600
Gain/(loss) on foreign exchange - unrealised	10,841	-	-	(131)	-	10,710
Total assets for reportable segments	26,331,939	3,087,204	4,396,493	6,587,810	-	40,403,446
Total liabilities for reportable segments	21,138,132	1,927,477	2,413,726	2,344,586	-	27,823,921
Investment in associates	496,344	-	-	-	-	496,344
Capital expenditure on plant and equipment	781,189	80,329	107,576	116,111	-	1,085,205

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 28. Segment information (cont'd)

(a) Business segment (cont'd)

2020	Restaurant operations \$	Catering operations \$	Manufacturing operations \$	Others \$	Elimination \$	Total \$
<u>Revenue</u>						
Revenue from external customers	66,533,740	8,645,173	1,449,125	1,447,503	–	78,075,541
Inter-segment revenue	34,500	580,101	6,006,147	3,218,461	(9,839,209)	–
Total segment revenue	66,568,240	9,225,274	7,455,272	4,665,964	(9,839,209)	78,075,541
<u>Results</u>						
(Loss)/profit from operations	(1,747,012)	(738,995)	714,349	(305,803)	–	(2,077,461)
Finance costs	(467,015)	(38,087)	(51,516)	(7,205)	–	(563,823)
Finance income	43,620	–	–	11,774	–	55,394
Share of loss of joint venture	–	–	(264,014)	–	–	(264,014)
Share of profit of associates	95,164	–	–	–	–	95,164
Segment (loss)/profit before tax	(2,075,243)	(777,082)	398,819	(301,234)	–	(2,754,740)
Income tax benefit	–	–	–	–	–	20,297
Loss for the year	–	–	–	–	–	(2,734,443)
Loss for the year has been arrived after charging:						
Depreciation of property, plant and equipment	(1,177,353)	(217,511)	(191,411)	(98,386)	–	(1,684,661)
Depreciation of right-of-use assets	(8,251,679)	(560,508)	(189,282)	(362,357)	–	(9,363,826)
Impairment loss of property, plant and equipment	(345,487)	–	–	–	–	(345,487)
Impairment loss of right-of-use assets	(130,000)	–	–	–	–	(130,000)
Write-off of plant and equipment	(45,397)	–	–	–	–	(45,397)
Loss on foreign exchange - unrealised	(15,701)	–	–	(693)	–	(16,394)
Gain arising from strike off of a subsidiary	254,380	–	–	–	–	254,380
Gain on disposal of investment in a joint venture	–	–	691,737	–	–	691,737
Allowance for expected credit losses - non-trade receivables	–	–	–	(197,668)	–	(197,668)
Total assets for reportable segments	31,200,702	3,108,683	4,250,094	6,056,426	–	44,615,905
Total liabilities for reportable segments	26,416,350	1,917,121	2,216,321	2,397,021	–	32,946,813
Investment in associates	959,037	–	–	–	–	959,037
Capital expenditure on plant and equipment	2,652,214	74,237	47,685	165,480	–	2,939,616

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 28. Segment information (cont'd)

### (b) Geographical information

The Group operates in Singapore.

The following table provides an analysis of the Group's revenue from external customers based on the geographical location where revenue is generated:

	<b>Group</b>	
	<b>Sales revenue by geographical market</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Singapore	59,730,968	78,075,541

The following is an analysis of the carrying amount of segment assets (non-current assets excluding financial instruments and investments in associates) analysed by the geographical location in which the assets are located:

	<b>Group</b>	
	<b>Non-current assets</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Singapore	19,544,569	24,320,791

The non-current assets comprise property, plant and equipment and right-of-use assets.

### Information about major customers

The revenue is spread over a broad base of customers.

## 29. Contingent liabilities

	<b>Company</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Corporate guarantees issued for bank facilities, finance lease facilities and corporate loans granted to subsidiaries	4,534,463	1,591,905
Letters of undertaking to provide financial support to loss making subsidiaries	5,545,625	9,846,113
Total	10,080,088	11,438,018

Management is of the opinion that the fair value of the above corporate guarantees is not material.

The Directors and the Management are satisfied that, barring any unforeseen circumstances, taking into account the Group's financial position in terms of the net asset value, available cash and bank balances, availability of future cash flows from the Group's operations and bank's credit facilities as well as reliefs from various support measures from the Singapore Government, the Group will be able to meet its short-term obligations for at least 12 months from the date of these financial statements, as and when they fall due.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 30. Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
<b>Financial assets</b>				
At amortised cost:				
Cash and bank balances (Note 11)	12,503,504	9,750,229	1,460,080	1,466,208
Trade receivables (Note 12)	1,661,801	1,673,506	–	–
Other receivables (Note 13)	2,542,925	4,108,961	588,763	3,222
Loans to subsidiaries (Note 16(A))	–	–	8,127,148	8,848,639
Long-term security deposits (Note 15)	1,157,650	1,128,038	–	–
Total	17,865,880	16,660,734	10,175,991	10,318,069
<b>Financial liabilities</b>				
At amortised cost:				
Trade payables (Note 21)	2,271,685	2,827,489	–	–
Other payables (Note 22)	4,781,001	7,290,394	32,953	36,258
Bank loans (Note 23)	4,534,463	1,591,905	–	–
Lease liabilities (Note 25)	12,594,083	16,646,743	–	–
Total	24,181,232	28,356,531	32,953	36,258
Financial guarantee contracts (Note 22)	–	–	173,474	201,038

The Company has issued corporate guarantees to banks for borrowings of its subsidiary, where the Company is required to reimburse the banks if the subsidiary fails to make principal or interest payments when due in accordance with the terms of its borrowings.

Financial guarantees are initially recognised at their fair values and are subsequently amortised to profit or loss over the period of the subsidiary's borrowings, unless it is probable that the Company will reimburse the bank for an amount higher than the unamortised amount.

Fair value of the financial guarantees is estimated using market lending rate for similar type of loan guarantee arrangement as at the end of the reporting period.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies

The Group has documented financial risk management policies. These policies set out the Group's overall business strategies and its risk management philosophy. The Group's overall financial risk management programme seeks to minimise potential adverse effects of financial performance of the Group. Management provides written principles for overall financial risk management and written policies covering specific areas, such as market risk (including interest rate risk and foreign exchange risk), credit risk, liquidity risk and investing excess cash.

The Group does not hold or issue derivative financial instruments for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Financial risk exposures are measured using sensitivity analysis indicated below.

### (a) Foreign exchange risk management

The Group operates principally in Singapore and has certain operations in the People's Republic of China, giving rise to certain exposures to market risk from changes in foreign exchange rates primarily with respect to Renminbi. The Group relies on the natural hedges between such transactions.

The Group has some investments in foreign entities whose net assets are denominated in Renminbi.

The Group does not enter into any derivative contracts to hedge the foreign exchange risk on such net investments. The Group's monetary assets and monetary liabilities are largely denominated in the respective Group entities' functional currencies.

As the Group's principal operations are in Singapore, it is not significantly exposed to foreign exchange risk and thus foreign currency risk sensitivity analysis has not been disclosed.

### (b) Interest rate risk management

The Group's exposure to interest rate risks relate mainly to its bank loans of \$4,534,463 (2020: \$1,591,905). The interest rates are determined at the respective banks' prime lending rate plus an applicable margin. The Group currently does not use any derivative financial instruments to manage its exposure to changes in interest rates.

#### *Interest rate sensitivity*

The sensitivity analysis below has been determined based on the exposure to interest rates for instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's profit for the year ended 31 March 2021 would decrease/increase by approximately \$23,000 (2020: \$8,000) respectively. This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

### (c) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk is primarily attributable to its cash and bank balances, trade and other receivables and advances to associates. Liquid funds are placed with banks with high credit ratings. The credit risk with respect to the trade receivables is limited as the Group's revenue is generated mainly from cash and credit card sales. Where transactions are conducted other than on a cash basis, the Group practises stringent credit review.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risks, the Group compares the risk of a default occurring on an asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increases in credit risk on other financial instruments of the same borrower
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

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 365 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as 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 receivables due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

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

#### Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past by grouping of customers based on different customer profile. As at 31 March 2021, there is immaterial credit risk losses noted.

#### *Exposure to credit risk*

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 disclosed in Note 31(d), represents the Group's and the Company's maximum exposure to credit risk without taking into account the value of any collateral obtained.

Other than the amount due from related parties, the Group has no significant concentration of credit risk. Trade receivables are spread over a broad base of customers.

#### *Financial assets that are neither past due nor impaired*

Trade and other receivables, including advances to associate that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalent are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

#### *Financial assets that are either past due nor impaired*

Information regarding financial assets that are either past due or impaired is disclosed in Notes 12 and 13 above.

### (d) Liquidity risk management

The Group funds its operations through a mixture of internal funds, bank borrowings and other fund raising exercises. The Group reviews regularly its liquidity reserves comprising free cash flows from its operations and undrawn credit facilities from banks.

The Group has a cash pooling system whereby excess liquidity is equalised internally through intercompany accounts. Depending on the specifics of the funding requirements, funding for its operating subsidiaries may be either sourced directly from the Group's bankers or indirectly through the Company.

The Group and the Company are dependent on the availability of future cash flows from the Group's restaurant operations and any unutilised credit facilities given by the banks.

During the financial year ended 31 March 2021, the directors have taken steps to improve the Group's and Company's working capital position and cash inflow from their operating activities.

In respect of the corporate guarantees in Note 29, the maximum amount the Company would be forced to settle if the full guaranteed amount is claimed by the counterparty is \$4,534,463 (2020: \$1,591,905). The earliest period that the guarantee could be called is within 1 year (2020: 1 year) from 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.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

### (d) Liquidity risk management (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.

<b>Group 2021</b>	<b>On demand or within 1 year</b>	<b>Within 2 to 5 years</b>	<b>After 5 years</b>	<b>Discounts</b>	<b>Total</b>
	\$	\$	\$	\$	\$
<b>Financial assets:</b>					
Cash and bank balances (Note 11)	12,503,504	–	–	–	12,503,504
Trade receivables (Note 12)	1,661,801	–	–	–	1,661,801
Other receivables (Note 13)	2,450,925	92,000	–	–	2,542,925
Long-term security deposits (Note 15)	–	1,157,650	–	–	1,157,650
Total undiscounted financial assets	16,616,230	1,249,650	–	–	17,865,880
<b>Financial liabilities:</b>					
Trade payables (Note 21)	2,271,685	–	–	–	2,271,685
Other payables (Note 22)	3,341,476	1,570,000	–	(130,475)	4,781,001
Lease liabilities (Note 25)	6,512,827	6,479,982	81,088	(479,814)	12,594,083
Bank loans (Note 23)	579,190	3,660,866	594,320	(299,913)	4,534,463
Total undiscounted financial liabilities	12,705,178	11,710,848	675,408	(910,202)	24,181,232
Total net undiscounted financial assets/ (liabilities)	3,911,052	(10,461,198)	(675,408)	910,202	(6,315,352)

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

### (d) Liquidity risk management (cont'd)

Group 2020	On demand or within 1 year \$	Within 2 to 5 years \$	After 5 years \$	Discounts \$	Total \$
<b>Financial assets:</b>					
Cash and bank balances (Note 11)	9,750,229	–	–	–	9,750,229
Trade receivables (Note 12)	1,673,506	–	–	–	1,673,506
Other receivables (Note 13)	4,108,961	–	–	–	4,108,961
Long-term security deposits (Note 15)	–	1,128,038	–	–	1,128,038
Total undiscounted financial assets	15,532,696	1,128,038	–	–	16,660,734
<b>Financial liabilities:</b>					
Trade payables (Note 21)	2,827,489	–	–	–	2,827,489
Other payables (Note 22)	5,883,487	1,570,000	–	(163,093)	7,290,394
Lease liabilities (Note 25)	8,425,001	8,293,599	564,810	(636,667)	16,646,743
Bank loans (Note 23)	204,590	818,359	780,119	(211,163)	1,591,905
Total undiscounted financial liabilities	17,340,567	10,681,958	1,344,929	(1,010,923)	28,356,531
Total net undiscounted financial (liabilities)/ assets	(1,807,871)	(9,553,920)	(1,344,929)	1,010,923	(11,695,797)

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

### (d) Liquidity risk management (cont'd)

Company 2021	On demand or within 1 year \$	Within 2 to 5 years \$	After 5 years \$	Discounts \$	Total \$
<b>Financial assets:</b>					
Cash and bank balances (Note 11)	1,460,080	–	–	–	1,460,080
Other receivables (Note 13)	588,763	–	–	–	588,763
Loans to subsidiaries (Note 16(A))	–	9,393,626	–	(1,266,478)	8,127,148
Total undiscounted financial assets	2,048,843	9,393,626	–	(1,266,478)	10,175,991
<b>Financial liabilities:</b>					
Other payables (Note 22)	32,953	–	–	–	32,953
Total undiscounted financial liabilities	32,953	–	–	–	32,953
Total net undiscounted financial assets	2,015,890	9,393,626	–	(1,266,478)	10,143,038
<b>2020</b>					
<b>Financial assets:</b>					
Cash and bank balances (Note 11)	1,466,208	–	–	–	1,466,208
Other receivables (Note 13)	3,222	–	–	–	3,222
Loans to subsidiaries (Note 16(A))	–	10,319,938	–	(1,471,299)	8,848,639
Total undiscounted financial assets	1,469,430	10,319,938	–	(1,471,299)	10,318,069
<b>Financial liabilities:</b>					
Other payables (Note 22)	36,258	–	–	–	36,258
Total undiscounted financial liabilities	36,258	–	–	–	36,258
Total net undiscounted financial assets	1,433,172	10,319,938	–	(1,471,299)	10,281,811

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 31. Financial risks management objectives and policies (cont'd)

### (d) Liquidity risk management (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.

<b>Company 2021</b>	<b>On demand or within 1 year</b>	<b>Within 2 to 5 years</b>	<b>After 5 years</b>	<b>Adjustment</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Financial guarantee contracts (notional amount)	4,534,463	–	–	–	4,534,463
<b>2020</b>					
Financial guarantee contracts (notional amount)	1,591,905	–	–	–	1,591,905

### (e) Commodity price risk

Certain commodities, principally dried foodstuff, meat, fish and other seafood delicacies, are generally purchased based on market prices established with the suppliers. Although many of the products purchased are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimise price volatility. Typically, the Group uses these types of purchasing techniques to control costs as an alternative to directly using financial instruments to hedge commodity prices. Where commodity cost increases significantly and appears to be long-term in nature, management addresses the risk by adjusting the menu pricing or changing the product delivery strategy.

### (f) Fair value of financial assets and financial liabilities

The carrying amounts of cash and bank balances, trade and other current receivables, trade and other payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to financial statements.

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

### (g) Financial instruments subject to off-setting, enforceable master netting arrangements and similar agreements

The Group does not have any financial instruments which are subject to offsetting under enforceable master netting arrangements or similar netting agreements.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 32. Capital risk management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 23, and equity attributable to owners of the Company, comprising issued capital, reserves net of accumulated losses.

The management does not set a target level of gearing but uses capital opportunistically to support its business and to add value for shareholders. The key discipline adopted is to widen the margin between the return on capital employed and the cost of that capital.

No changes were made in the objectives, policies and processes during the years ended 31 March 2021 and 31 March 2020.

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt/adjusted capital (as shown below). Net debt is calculated as total borrowings less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital and retained earnings):

	<b>Group</b>	
	<b>2021</b>	<b>2020</b>
	\$	\$
Net debt:		
All current and non-current borrowings including lease liabilities	17,128,546	18,238,648
Less: cash and cash equivalents	(12,503,504)	(9,750,229)
Net cash	<u>4,625,042</u>	<u>8,488,419</u>
Total equity	<u>12,579,525</u>	<u>11,669,092</u>
Debt-to-adjusted capital ratio	<u>37%</u>	<u>73%</u>

The Group's policy is to keep the debt-to-adjusted capital ratio below 100%.

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# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

## 33. Events occurring after the reporting period

The unprecedented COVID-19 pandemic has brought about uncertainties to the general economic environment which affected the operations of the Company, its subsidiaries as well as associated companies during and subsequent to the financial year end ended 31 March 2021.

On 4 May 2021, the Singapore Multi-Ministry Taskforce announced additional measures and restrictions under Phase 2 (Heightened Alert) from 16 May 2021 to 13 June 2021 to minimise transmission of the virus following the resurgence of COVID-19 cases in Singapore. This is followed by Phase 3 (Heightened Alert) from 14 June 2021 onwards with gradual resumption of activities. During the period up to 20 June 2021, dine-in is disallowed and the subsidiaries continued restaurant operations offering takeaways and delivery options. The Singapore Government has offered subsidies and rental rebates during the Phase 2 (Heightened Alert) period to mitigate the impact to the affected industries, including food and beverage industry.

The Group will continue to assess the situation and put in place appropriate measures to minimise the impact to the business.

## 34. Authorisation of financial statements

The financial statements for the year ended 31 March 2021 were authorised for issue in accordance with a resolution of the directors on 23 June 2021.

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# STATISTICS OF SHAREHOLDINGS

As at 25 June 2021

Number of Issued Shares : 274,400,000  
 Class of Shares : Ordinary shares  
 Voting Rights : One vote per share

## Distribution of Shareholders by size of shareholdings as at 25 June 2021

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF ISSUED SHARE CAPITAL
1 to 99	5	0.76	41	0.00
100 to 1,000	109	16.51	89,000	0.03
1,001 to 10,000	302	45.76	1,301,598	0.48
10,001 to 1,000,000	231	35.00	16,739,285	6.10
1,000,001 AND ABOVE	13	1.97	256,270,076	93.39
<b>TOTAL</b>	<b>660</b>	<b>100.00</b>	<b>274,400,000</b>	<b>100.00</b>

## Shareholdings in the hands of public as at 25 June 2021

The percentage of shareholdings in the hands of the public was approximately 13.75% and hence the Company has complied with Rule 723 of the SGX-ST Listing Manual – Section B: Rules of the Catalist which states that an issuer must ensure that at least 10% of its ordinary shares is at all times held by the public.

The Company did not hold any treasury shares or subsidiary holdings as at 25 June 2021.

## Twenty Largest Shareholders as at 25 June 2021

NO.	NAME OF SHAREHOLDERS	NO. OF SHARES	% OF ISSUED SHARE CAPITAL
1	ZHOU HOLDINGS PTE LTD	104,272,000	38.00
2	GOODVIEW PROPERTIES PTE LTD	54,015,780	19.69
3	TEE YIH JIA FOOD MANUFACTURING PTE LTD	53,531,280	19.51
4	UOB KAY HIAN PTE LTD	20,631,900	7.52
5	CITIBANK NOMINEES SINGAPORE PTE LTD	5,304,280	1.93
6	RAFFLES NOMINEES (PTE) LIMITED	4,381,371	1.60
7	ANG TJIA LENG @ WIDJAJA LINDA ANGGRAINI	2,898,840	1.06
8	DBS NOMINEES PTE LTD	2,425,025	0.88
9	GOH CHENG LIANG	2,400,000	0.87
10	YEOW SENG (SEAFOOD) PTE LTD	1,890,000	0.69
11	CHIN KAI SENG	1,764,600	0.64
12	ANG YEE LIM	1,394,000	0.51
13	ZHANG WEN	1,361,000	0.50
14	GTK INVESTMENT (S) PTE LTD	699,300	0.25
15	ZHANG ZHONG YI	695,900	0.25
16	YIO KANG LENG	600,000	0.22
17	SEONG PECK THONG	550,000	0.20
18	LIEW OI PENG (LIU AIPING)	498,000	0.18
19	TJIOE KA MEN	463,160	0.17
20	SU CHE SENG	407,800	0.15
		<b>260,184,236</b>	<b>94.82</b>

# STATISTICS OF SHAREHOLDINGS

As at 25 June 2021

## Substantial Shareholders

NAME OF SHAREHOLDERS	DIRECT INTEREST		DEEMED INTEREST		TOTAL	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Zhou Holdings Pte Ltd	104,272,000	38.00	–	–	104,272,000	38.00
Amazing Grace Investments Pte. Ltd.	–	–	104,272,000*	38.00	104,272,000	38.00
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06	107,634,000	39.23
Goodview Properties Pte Ltd	54,015,780	19.69	–	–	54,015,780	19.69
Far East Organization Centre Pte. Ltd.	–	–	54,015,780#	19.69	54,015,780	19.69
Estate of Ng Teng Fong, Deceased	–	–	54,482,260##	19.86	54,482,260	19.86
Ng Chee Tat Philip	–	–	54,482,260###	19.86	54,482,260	19.86
Ng Chee Siong	–	–	54,015,780####	19.69	54,015,780	19.69
Tee Yih Jia Food Manufacturing Pte Ltd	53,531,280	19.51	–	–	53,531,280	19.51
Goi Seng Hui	708,900	0.26	53,531,280+	19.51	54,240,180	19.77
Antica Bay Pte. Ltd.	20,300,000	7.40	–	–	20,300,000	7.40
Andre Tanoto	–	–	20,300,000@	7.40	20,300,000	7.40

### Notes:

- \* Deemed to be interested in the 104,272,000 shares held by Zhou Holdings Pte Ltd by virtue of Section 7 of the Companies Act, Cap 50
- \*\* Deemed to be interested in the 104,272,000 shares held by Zhou Holdings Pte Ltd and 2,898,840 shares held by Ang Tjia Leng @ Widjaja Linda Anggraini (spouse) by virtue of Section 7 of the Companies Act, Cap 50
- # Deemed to be interested in the 54,015,780 shares held by Goodview Properties Pte Ltd by virtue of Section 7 of the Companies Act, Cap 50
- ## Deemed to be interested in the 54,015,780 shares held by Goodview Properties Pte Ltd by virtue of its controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd; and 466,480 shares held by Kuang Ming Investments Pte. Ltd. as its associate, Mdm Tan Kim Choo, has more than 20% interest in Kuang Ming Investments Pte. Ltd. by virtue of Section 7 of the Companies Act, Cap 50
- ### Deemed to be interested in an aggregate of 54,482,260 shares as follows:
- (a) Goodview Properties Pte Ltd has a direct interest in 54,015,780 shares. The Estate of Ng Teng Fong has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Tat Philip is a beneficiary of the Estate of Ng Teng Fong and is therefore deemed to be interested in the 54,015,780 shares in which Goodview Properties Pte Ltd has an interest; and
- (b) Kuang Ming Investments Pte. Ltd. has a direct interest in 466,480 shares. Ng Chee Tat Philip has a more than 20% interest in Kuang Ming Investments Pte. Ltd. and is therefore deemed to be interested in the 466,480 shares in which Kuang Ming Investments Pte. Ltd. has an interest
- #### Deemed to be interested in the 54,015,780 shares held by Goodview Properties Pte Ltd. The Estate of Ng Teng Fong has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong is a beneficiary of the Estate of Ng Teng Fong and is therefore deemed to be interested in the 54,015,780 shares in which Goodview Properties Pte Ltd has an interest
- + Deemed to be interested in the 53,531,280 shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act, Cap 50
- @ Deemed to be interested in the 20,300,000 shares held by Antica Bay Pte. Ltd. by virtue of Section 7 of the Companies Act, Cap 50

# NOTICE OF 21ST ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 21<sup>st</sup> Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held by way of electronic means on Friday, 30 July 2021 at 10.00 a.m. (Singapore time) for the following purposes:-

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Auditor's Report thereon. **[Resolution 1]**

2. To approve Directors' Fees of S\$275,000 for the financial year ending 31 March 2022 to be paid quarterly in arrears (2021: S\$275,000). **[Resolution 2]**

[See Explanatory Note (i)]

3. To re-elect the following Directors who are retiring:-

(a) Mr Tjioe Ka Men (Pursuant to Rule 720(4) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual – Section B: Rules of Catalist (the "**Catalist Rules**") **[Resolution 3(a)]**

(b) Mdm Ng Siok Keow (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(b)]**

(c) Dr Tan Eng Liang ("**Dr Tan**") (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(c)]**

Mr Tjioe Ka Men will, upon re-appointment as a Director of the Company, remain as President/Chief Executive Officer ("**President/CEO**"), and a member of the Nominating Committee and the Executive Committee, and will be considered an Executive Director.

Mdm Ng Siok Keow will, upon re-appointment as a Director of the Company, remain as a member of the Executive Committee, and will be considered a Non-Independent and Non-Executive Director.

Dr Tan will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit and Risk Committee and a member of the Nominating Committee, Remuneration Committee and Executive Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

4. That contingent upon the passing of Ordinary Resolution 3(c) above, shareholders to approve Dr Tan's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Tan's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 4(a)]**

[See explanatory Note (ii)]

5. That contingent upon the passing of Ordinary Resolutions 3(c) and 4(a) above, shareholders (excluding the Directors and the President/Chief Executive Officer of the Company, and the respective associates of such Directors and President/CEO) to approve Dr Tan's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Tan's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 4(b)]**

[See explanatory note (ii)]

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# NOTICE OF 21ST ANNUAL GENERAL MEETING

6. To approve the continued appointment of Dr Ker Sin Tze (“**Dr Ker**”) as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Ker’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 5(a)]**

[See explanatory Note (ii)]

7. That contingent upon the passing of Ordinary Resolution 5(a) above, shareholders (excluding the Directors and the President/CEO) of the Company, and the respective associates of such Directors and President/CEO) to approve Dr Ker’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Ker’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 5(b)]**

[See explanatory note (ii)]

8. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 6]**

## AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following as Ordinary Resolutions, with or without modifications:-

9. Authority to allot and issue shares **[Resolution 7]**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, 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

- (iii) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors whilst this resolution was in force.

provided THAT:-

- (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares in the Company (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings);



# NOTICE OF 21ST ANNUAL GENERAL MEETING

- (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this resolution is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

10. To approve the renewal of the Shareholders' Mandate for Interested Person Transactions

**[Resolution 8]**

- (a) That approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules for any of the Entities at Risk (as defined in the Appendix to this Notice of the Annual General Meeting) to enter into any of the transactions falling within the types of interested person transactions ("IPTs") (particulars of which are set out in the Appendix accompanying this Notice) with the Interested Persons in accordance with the guidelines of the Company for IPTs as set out in the Appendix, and subject to the review procedures for such IPTs as set out in the Appendix (the "IPT Mandate");
- (b) That such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) That the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of review procedures for the IPTs and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) That the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including without limitation executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by the proposed IPT Mandate and/or this Resolution.

[See Explanatory Note (iv)]

11. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

**By Order of the Board**

**LEE TIONG HOCK**

Secretary

Singapore, 14 July 2021

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# NOTICE OF 21ST ANNUAL GENERAL MEETING

## EXPLANATORY NOTES TO RESOLUTIONS:

- (i) Resolution 2 if passed will allow the Company to pay Directors' Fees up to S\$275,000 (on a quarterly basis in arrears) during the course of the financial year ending 31 March 2022 in which the fees are incurred. In the event of unforeseen circumstances, such as appointment of an additional Director, formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
- (ii) Ordinary Resolutions 4(a) to 5(b) - On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangement for certain guidelines shifted into the Listing Manual.

Pursuant thereto and in respect of Rule 406(3)(d)(iii) of the Catalist Rules, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Dr Tan and Dr Ker's continued appointment as independent directors prior to 1 January 2022, as they have each served more than 9 years on the Board of the Company.

Rule 406(3)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates.

- (iii) Resolution 7 is to authorise the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate one hundred percent (100%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings.
- (iv) Resolution 8, if passed, will renew the IPT Mandate for certain transactions with the interested persons and empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to do all acts necessary to give effect to the Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

In accordance with the requirements under Chapter 9 of the Catalist Rules, Mr Goi Seng Hui being an "Interested Person" in relation to the IPT Mandate, will abstain from voting, and will ensure that his respective associates abstain from voting, on Resolution 8 relating to the IPT Mandate.



# NOTICE OF 21ST ANNUAL GENERAL MEETING

## NOTES :

- (1) The Annual General Meeting (“AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice of AGM, Annual Report of the Company for the financial year ended 31 March 2021 (“Annual Report”), Appendix on IPT Mandate and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form will be published on the Company’s website at <https://www.tunglok.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (2) The proceedings of the AGM will be broadcasted “live” through an audio-and-video webcast and an audio-only feed. Members will not be able to ask questions at the AGM during the “live” broadcast due to administrative limitations, and therefore it is important for members to pre-register and submit their questions in advance of the AGM. Members may submit questions related to the AGM by electronic mail to [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com) or by post to Company’s Registered Office, 26 Tai Seng Street #02-01 Singapore 534057 by 10.00 a.m. on 23 July 2021. The Company will read out and address all substantial and relevant questions at the Meeting, and all responses to such substantial and relevant questions received will be published on SGXNet and the Company’s website after the Meeting.
- (3) Members and investors holding shares in the Company through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) (“CPF/SRS investors”) who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at <https://complete-corp.com/tl-agm/> no later than 10.00 a.m. on 27 July 2021 (“Registration Cut-Off Time”). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 2.00 p.m. on 29 July 2021. Members and CPF/SRS investors who do not receive any email by 2.00 p.m. on 29 July 2021, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd for assistance, (i) at +65 6329 2745 between 2.00 p.m. and 6.00 p.m. on 29 July 2021 or between 8.30 a.m. and 9.30 a.m. on 30 July 2021; or (ii) via email to [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com).

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) (“Investors”) (other than CPF/SRS investors) will not be able to pre-register at <https://complete-corp.com/tl-agm/> for the “live” broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company’s Polling Agent at [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com) no later than 10.00 a.m. on 27 July 2021.

- (4) **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company’s website at <https://www.tunglok.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>.**
- (5) The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
  - (i) if submitted electronically, be submitted via email to the Company’s Polling Agent at [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com); or
  - (ii) if sent personally or submitted by post, be lodged with the Company’s Registered Office, 26 Tai Seng Street #02-01 Singapore 534057,

in either case, by 10.00 a.m. on 27 July 2021 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.**

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# NOTICE OF 21ST ANNUAL GENERAL MEETING

## PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM in accordance with this Notice or (c) submitting the pre-registration form in accordance with this Notice, 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 purpose of:

- (1) the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (2) the processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) for the Live Webcast or Live Audio Stream to observe the proceedings of the AGM and providing them with any technical assistance, when necessary;
- (3) addressing substantial and relevant questions from members received in advance of the AGM;
- (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and
- (5) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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 (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 DATED 14 JULY 2021**

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT AS TO THE 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 Shareholders of Tung Lok Restaurants (2000) Ltd (the “**Company**”) together with the Company’s Annual Report for the financial year ended 31 March 2021 (the “**Annual Report**”). Its purpose is to explain to Shareholders the rationale and provide information relating to the proposed renewal of the IPT Mandate (as defined herein) to be tabled at the Annual General Meeting to be held on 30 July 2021 at 10.00 a.m. by way of electronic means (the “**Annual General Meeting**”).

If you have sold or transferred all your ordinary shares in the capital of Company, you should immediately forward this Appendix together with the Annual Report and the accompanying Notice of AGM and Proxy Form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

This Appendix has been reviewed by the Company’s Sponsor, SAC Capital Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**Exchange**”) and the Exchange assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix. The details of the contact person for the Sponsor is Mr Ong Hwee Li (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: 6232 3210.



**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING DATED 14 JULY 2021  
IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR  
INTERESTED PERSON TRANSACTIONS**

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## DEFINITIONS

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Unless otherwise stated, the following definitions shall apply throughout this Appendix.

- "Act"** : The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time
- "AGM"** : The Annual General Meeting of the Company
- "Approved Exchange"** : A stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules
- "Appendix"** : This Appendix to the Shareholders dated 14 July 2021
- "Associate(s)"** : (a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his Immediate Family;
  - (ii) the trustees of any trust of which he or his Immediate Family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his Immediate Family together (directly or indirectly) have an interest of 30% or more;
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- or such other definition as the Catalist Rules may from time to time prescribe
- "Associated Company"** : A company in which at least 20% but not more than 50% of its shares are held by the Group or the TYJ Group (as the case may be)
- "Audit and Risk Committee"** : The Audit and Risk Committee of the Company, comprising Dr Tan Eng Liang, Dr Ker Sin Tze, Mr Chee Wai Pong, Mr Goi Seng Hui and Dr Foo Say Mui (Bill)
- "Board"** : The Board of Directors of the Company as at the date of this Appendix
- "Catalist"** : The Catalist board of the SGX-ST
- "Catalist Rules"** : Section B: Rules of Catalist of the Listing Manual of SGX-ST, as amended, supplemented or modified from time to time
- "CDP"** : The Central Depository (Pte) Limited
- "Company"** : Tung Lok Restaurants (2000) Ltd
- "Constitution"** : The constitution of the Company, as amended, supplemented or modified from time to time

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## DEFINITIONS

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- "Controlling Shareholder"** : A person who:
- (a) holds directly or indirectly 15% or more of the nominal amount of all voting Shares in the Company (unless the SGX-ST determines that such person is not a Controlling Shareholder of the Company); or
  - (b) in fact exercises control over a company
- and **"Control"** herein means the capacity to dominate decision making, directly or indirectly, in relation to the financial and operating policies of a company
- "Directors"** : The directors of the Company for the time being
- "Entity at Risk"** : (a) the listed company;
- (b) a subsidiary of the listed company that is not listed on the SGX-ST or an Approved Exchange (as defined in the Catalist Rules); or
  - (c) an associated company of the listed company that is not listed on the SGX-ST or an Approved Exchange (as defined in the Catalist Rules), provided that the listed group, or the listed group and its interested person(s), has control over the associated company
- "FY"** : Financial year ended, or ending 31 March, as the case may be
- "Group"** : The Company and its subsidiaries, collectively
- "GSH"** : Mr Goi Seng Hui
- "GSH Associates"** : Means, in relation to GSH:
- (i) his Immediate Family;
  - (ii) the trustees of any trust of which he or his Immediate Family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his Immediate Family together (directly or indirectly) have an interest of 30% or more; and
- shall for the purposes of the IPT Mandate, include (i) the TYJ Group; and (ii) such Associated Companies of the TYJ Group in which GSH and his Immediate Family together (directly or indirectly) have an interest of 30% or more
- "GSH Interested Group"** : GSH and GSH Associates that are considered Interested Persons
- "Immediate Family"** : In relation to a person, means the person's spouse, child, adopted child, step-child, sibling and parent
- "Interested Person"** : (a) a Director, Chief Executive Officer, or Controlling Shareholder of the Company; or (b) an associate of any such Director, Chief Executive Officer or Controlling Shareholder
- "IPT"** : An interested person transaction between any of the Entities at Risk and the Interested Persons

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## DEFINITIONS

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<b>"IPT Review Committee"</b>	:	Shall have the meaning ascribed to it in paragraph 4.6(a) of this Appendix
<b>"Interested Person Transactions Register"</b>	:	Shall have the meaning ascribed to it in paragraph 4.8.1 of this Appendix
<b>"Latest Practicable Date"</b>	:	5 July 2021, being the latest practicable date prior to the printing of this Appendix
<b>"IPT Mandate"</b>	:	The Shareholders' mandate for IPTs pursuant to Rule 920 of the Catalist Rules, permitting the Tung Lok Target Group, which are considered to be Entities at Risk or any of them, to enter into the categories of Recurrent IPTs as set out in Section 4.4 of this Appendix with the GSH Interested Group, which are considered Interested Persons
<b>"NTA"</b>	:	Net tangible assets
<b>"President/Chief Executive Officer"</b>	:	The most senior executive officer who is responsible under the immediate authority of the Board for the conduct of the business of the Company
<b>"Recurrent IPTs"</b>	:	Shall have the meaning ascribed to it in paragraph 4.5 of this Appendix
<b>"Sale List Items"</b>	:	Shall have the meaning ascribed to it in paragraph 4.6(b) of this Appendix
<b>"Sale Price Formula"</b>	:	Shall have the meaning ascribed to it in paragraph 4.6(b) of this Appendix
<b>"Securities Account"</b>	:	A securities account maintained by a Depositor with CDP
<b>"SFA"</b>	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
<b>"SGX-ST"</b>	:	Singapore Exchange Securities Trading Limited
<b>"Shareholders"</b>	:	Registered holders of 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 and whose Securities Accounts are credited with Shares
<b>"Share(s)"</b>	:	Ordinary share(s) in the capital of the Company
<b>"subsidiary"</b>	:	Shall have the meaning ascribed to it in the Act
<b>"Substantial Shareholder"</b>	:	A person has a substantial shareholding in the Company if:-  (a) he has an interest or interests in one or more voting shares in the Company; and  (b) 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 in the Company
<b>"Tung Lok Target Group"</b>	:	The Group and such of its associated companies that are considered Entities at Risk under Chapter 9 of the Catalist Rules
<b>"TYJ"</b>	:	Tee Yih Jia Food Manufacturing Pte Ltd

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## DEFINITIONS

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- "TYJ Group"** : TYJ and its subsidiaries, collectively
- "Unaffected Directors"** : The Directors who are deemed to be independent for the purposes of making a recommendation to Shareholders in respect of the IPT Mandate, namely Mr Tjioe Ka Men, Dr Tan Eng Liang, Dr Ker Sin Tze, Mr Chee Wai Pong, Dr Foo Say Mui (Bill), Mdm Ng Siok Keow and Mdm Tjioe Ka In
- "2019 EGM"** : The extraordinary general meeting of the Company held on 31 July 2019

### **Currencies, Units and Others**

- "S\$" and "cents"** : Singapore dollars and cents respectively
- "%" or "per cent."** : per centum or percentage

The terms **"Depositor"**, **"Depository Agent"** and **"Depository Register"** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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 and *vice versa*. References to persons, where applicable, shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the Catalist Rules, the SFA or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Act, the Catalist Rules, the SFA or any statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included in this Appendix between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Appendix may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and date in this Appendix shall be a reference to Singapore time and date respectively, unless otherwise stated.



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## LETTER TO SHAREHOLDERS

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### TUNG LOK RESTAURANTS (2000) LTD

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200005703N)

#### 1. INTRODUCTION

- 1.1 At the 2019 EGM, the Company obtained the IPT Mandate whereby authority was given to the Company and/or its subsidiaries to enter into IPTs with GSH and the GSH Associates in the ordinary course of business provided that such transactions are carried out on normal commercial terms and in accordance with the review procedure of such transactions. The IPT Mandate has been subsequently renewed annually at the Company's AGM. The most recent renewal was approved by the Shareholders at the Company's AGM held on 25 August 2020.
- 1.2 Resolution 8 in the Notice of Annual General Meeting relates to the renewal of the IPT Mandate. This Appendix is to provide the Shareholders with the relevant information relating to the above. The approval of Shareholders for the renewal of the IPT Mandate will be sought at the AGM to be held on Friday, 30 July 2021 at 10.00 a.m. (Singapore time).

#### 2. THE PROPOSED RENEWAL OF THE IPT MANDATE

- 2.1 The IPT Mandate renewed at the AGM held on 25 August 2020 was expressed to have effect until the conclusion of the next AGM of the Company. As such, the abovesaid IPT Mandate will expire on 30 July 2021. Pursuant to Rule 920 of the Catalist Rules, the Company will seek Shareholders' approval for the proposed renewal of the IPT Mandate.
- 2.2 The proposed renewal of the IPT Mandate will enable Tung Lok Target Group which are considered to be Entities at Risk within the meaning of Rule 904(2) of the Catalist Rules, in their ordinary course of business, to enter into categories of transactions with specified classes of the Company's Interested Persons, provided that such transactions are entered into on normal commercial terms and will not be prejudicial to the interests of the Company and/or its minority Shareholders.
- 2.3 There is no change in the categories of transactions, Entities at Risk and Interested Persons in the proposed renewal of the IPT Mandate.
- 2.4 The renewed IPT Mandate will take effect from the passing of the ordinary resolution relating thereto at the forthcoming AGM and will (unless revoked or varied by the Company in a general meeting) continue in force until the conclusion of the next AGM of the Company. Approval from the Independent Shareholders will be sought for the renewal of the IPT Mandate at the next AGM of the Company and at each subsequent AGM of the Company, subject to satisfactory review by the Audit and Risk Committee of the continued applicability of the IPT Mandate to the Recurrent IPTs and the continued sufficiency of the review procedures to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

#### 3. CHAPTER 9 OF THE CATALIST RULES

Chapter 9 of the Catalist Rules governs transactions by the Company, its subsidiaries or its associated companies who are considered entities at risk, with interested persons. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders. An interested person transaction includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly.

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## LETTER TO SHAREHOLDERS

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Pursuant to Rules 905 and 906 of the Catalist Rules, an immediate announcement and/or shareholders' approval is required in respect of an interested person transaction if the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the Group's latest audited consolidated NTA).

- (a) An immediate announcement is required where:
- (i) the value of a proposed transaction is equal to or exceeds 3% of the Group's latest audited consolidated NTA ("**Threshold 1**"); or
  - (ii) the aggregate value of all transactions entered into with the same interested person during the same financial year, is equal to or more than Threshold 1. In this instance, an announcement will have to be made immediately of the latest transaction and all future transactions entered into with that same interested person during the financial year.
- (b) In addition to an immediate announcement, shareholders' approval is required where:
- (i) the value of a proposed transaction is equal to or exceeds 5% of the Group's latest audited consolidated NTA ("**Threshold 2**"); or
  - (ii) the aggregate value of all transactions entered into with the same interested person during the same financial year, will be equal to or exceed Threshold 2. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been previously approved by shareholders.

These requirements do not apply to transactions that are below S\$100,000 in value or certain transactions which qualify as excepted transactions under Chapter 9 of the Catalist Rules.

Pursuant to Rule 909 of the Catalist Rules, the value of a transaction is the amount at risk to the Company. This is illustrated by the following examples:

- (i) in the case of a partly-owned subsidiary or associated company, the value of the transaction is the Company's effective interest in that transaction;
- (ii) in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees given by the "*entity at risk*" within the meaning of Chapter 9 of the Catalist Rules; and
- (iii) in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. In the case of lending of funds to an interested person, the value of the transaction is the interest payable on the loan and the value of the loan.

Rule 920 of the Catalist Rules allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses, which may be carried out with the listed company's interested persons. A general mandate granted by shareholders is subject to annual renewal.

#### 4. THE IPT MANDATE

##### 4.1 Background and relationship between the parties

The Group and its Associated Companies owns and/or manages 37 restaurants.

The TYJ Group is, amongst other things, carrying on business as manufacturers and distributors of frozen foods. TYJ is also a Controlling Shareholder of the Company holding 19.51% of the total issued share capital of the Company as at the Latest Practicable Date.

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## LETTER TO SHAREHOLDERS

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As the Group, the TYJ Group and their respective Associated Companies are in complementary businesses, the Group and its Associated Companies has from time to time, had various business dealings with the TYJ Group and its Associated Companies in their ordinary course of business.

GSH has been a Director of the Company since 23 June 2011. GSH is a Controlling Shareholder and has an interest of more than 30% of the total issued shares in the capital of TYJ. As a result, GSH is deemed interested in the shares of the Company owned by TYJ, a Controlling Shareholder of the Company. GSH and the GSH Associates would be “**Interested Persons**” within the meaning of Rule 904 of the Catalist Rules. As such, transactions between the Group and its Associated Companies and GSH and the GSH Associates will constitute “**Interested Person Transactions**” under Chapter 9 of the Catalist Rules.

The IPT Mandate was proposed to enable the Entities at Risk to enter into the categories of recurrent transactions (more particularly set out in paragraph 4.4 of this Appendix) in the ordinary course of its business with the GSH Interested Group (more particularly set out in paragraph 4.2 of this Appendix), provided that such transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and/or its minority Shareholders.

#### 4.2 Classes of Interested Persons

The IPT Mandate will apply to the transactions that are carried out between any entity in the Tung Lok Target Group and the GSH Interested Group.

#### 4.3 Scope of the IPT Mandate

The IPT Mandate will apply to any transaction within the categories of IPTs as set out in paragraph 4.4 of this Appendix arising from the ordinary course of business of the Tung Lok Target Group. Accordingly, any transaction entered into pursuant to the IPT Mandate will be included for the purposes of aggregation for the thresholds as stated in paragraph 4.7 of this Appendix.

For the avoidance of doubt, the IPT Mandate will cover transactions below S\$100,000 in value, notwithstanding that the threshold and aggregation requirements of Chapter 9 of the Catalist Rules as at the Latest Practicable Date do not apply to such transactions.

Transactions between the Entity at Risk with Interested Persons that do not fall within the ambit of the IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or any applicable provisions of the Catalist Rules.

#### 4.4 Categories of IPTs

The categories of IPTs which will be covered by the IPT Mandate are as set out below:

(a) Purchase of finished products from the GSH Interested Group

The Tung Lok Target Group may from time to time purchase finished products (including dim sum and mooncakes) from the GSH Interested Group. The GSH Interested Group has its own production facilities and is in the business of manufacturing and selling various food products.

(b) Sale of mooncakes to the GSH Interested Group

The Tung Lok Target Group may tap into the local and overseas distribution network of the GSH Interested Group (particularly, the TYJ Group) by selling its Tung Lok brand of mooncakes to the relevant entities of the GSH Interested Group.



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### 4.5 Rationale for and Benefits of the IPT Mandate

The Tung Lok Target Group and the GSH Interested Group are in related businesses, and have been transacting with each other, in the ordinary course of business. The Tung Lok Target Group and the GSH Interested Group intend to continue with such recurrent transactions (the “**Recurrent IPTs**”) in the future.

Accordingly, the IPT Mandate is to enable the Tung Lok Target Group to enter into the Recurrent IPTs with the Interested Persons in the ordinary course of business, provided such transactions will be carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The Directors believe that the IPT Mandate is in the interests of the Group for the following reasons:

- (a) It will be beneficial to the Group to allow the Recurrent IPTs, provided that they are carried out on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders. The Recurrent IPTs will enable the Tung Lok Target Group to benefit from the expertise and available resources of the GSH Interested Group;
- (b) The IPT Mandate will facilitate entry into the Recurrent IPTs with the GSH Interested Group in the ordinary course of the Tung Lok Target Group’s businesses since the Tung Lok Target Group has been procuring finished products (including dim sum and mooncakes) from the GSH Interested Group. It is crucial that the Tung Lok Target Group maintains continuity of supplies and consistency of quality for those food supplies so that the provision of food and related services to the consumers of the Tung Lok Target Group’s restaurant outlets and catering services will not be unduly disrupted; and
- (c) The Recurrent IPTs will occur frequently at differing intervals. The IPT Mandate and any subsequent renewals of the same on an annual basis is intended to facilitate the Recurrent IPTs in the day-to-day transactions of the Tung Lok Target Group and will eliminate the need to prepare and make announcements and/or convene separate general meetings on a continual basis to seek prior approval for the entry into these transactions, which will serve to minimize disruptions to our food supply and improve operational efficiency in a cost-effective manner. Furthermore, the IPT Mandate will give the Tung Lok Target Group and the GSH Interested Group the flexibility to conduct the Recurrent IPTs in the ordinary course of business, thereby reducing the time and expenses which would otherwise be incurred to convene general meetings on an *ad hoc* basis, and allow such resources and time to be channeled towards the management of the Group’s business.

### 4.6 Guidelines and review procedures for the Recurrent IPTs under the IPT Mandate

The IPT Mandate incorporates the following guidelines and review procedures for the following Recurrent IPTs:

(a) Purchase of finished products from the GSH Interested Group

The purchase of finished products from the GSH Interested Group will be carried out on terms comparable or more favourable to the Tung Lok Target Group than those offered by unrelated third-party suppliers to the Tung Lok Target Group.

The purchase prices of these finished products will be routinely reviewed by a committee (the “**IPT Review Committee**”), comprising representatives from the senior management team of the Company who are familiar with the Tung Lok Target Group’s businesses. The IPT Review Committee shall comprise persons who are independent of the GSH Interested Group and approved by the Audit and Risk Committee.

Prior to any entry of a transaction with the GSH Interested Group for a new finished product, quotes shall be obtained (wherever possible or available) from at least two (2) other unrelated third-party suppliers for similar finished products and at similar quantities for comparison. In determining whether the price and terms offered by the GSH Interested Group for the new finished product are fair and reasonable, the relevant entity in the Tung Lok Target Group will take into account relevant factors (other than price) including, but not limited to, delivery schedules, quality of products, credit terms, customer requirements and specifications, track record of counter-parties, overall services provided, costs and/or expenses (including, *inter alia*, storage, shipment and transportation) borne by each party, availability of preferential rates, rebates or discount and cost of freight.

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For existing finished products which the Tung Lok Target Group has been purchasing from the GSH Interested Group, at least two (2) quotations from unrelated third parties for similar finished products and at similar quantities will be obtained at least half-yearly for comparison with the quotations from the GSH Interested Group. In determining whether the price and terms offered by the GSH Interested Group are fair and reasonable, relevant factors (other than price) including, but not limited to, delivery schedules, quality of products, credit terms, customer requirements and specifications, track record of counter-parties, overall services provided, costs and/or expenses (including, *inter alia*, storage, shipment and transportation) borne by each party, availability of preferential rates, rebates or discount and cost of freight will be taken into account.

In the event that two (2) quotations from unrelated third parties are not available, the IPT Review Committee will determine the reasonableness of the quote offered by the GSH Interested Group in accordance with the Group's usual business practices and pricing policies or industry norms (as the case may be), taking into account relevant factors including, but not limited to, the nature of the product, order quantity, delivery schedules, quality of products, credit terms, customer requirements and specifications, track record of counter-parties, overall services provided, costs and/or expenses (including, *inter alia*, storage, shipment and transportation) borne by each party, availability of preferential rates, discounts or rebates and cost of freight.

(b) Sale of mooncakes to the GSH Interested Group

In respect of the sale of mooncakes by the Tung Lok Target Group to the GSH Interested Group, the selling price of agreed items of mooncakes ("**Sale List Items**") by the Tung Lok Target Group to the GSH Interested Group are fixed at a predetermined percentage discount to the relevant market selling price from time to time (the "**Sale Price Formula**"). The Sale Price Formula for sales to the GSH Interested Group is fixed by the IPT Review Committee. In determining the Sale Price Formula, the IPT Review Committee will take into account the usual business practices and pricing policies of the Tung Lok Target Group to ensure that the sale of mooncakes by the Tung Lok Target Group to the GSH Interested Group is carried out at prevailing market rates and on terms which are no more favourable than the usual commercial terms extended by the Tung Lok Target Group to unrelated third party customers (taking into consideration, where appropriate, preferential rates/ prices/ discounts accorded for high volume purchases). Any subsequent adjustments to the Sale Price Formula or the adoption of any new Sales Price Formulas shall be approved by the IPT Review Committee prior to making any sales to the GSH Interested Group. The IPT Review Committee shall inform the Audit and Risk Committee of any significant adjustments to the Sale Price Formula or the adoption of any new Sale Price Formula.

Prior to entering into a sales transaction with the GSH Interested Group for the Sale List Items, the relevant entity in the Tung Lok Target Group will take into account relevant factors (other than price) including, but not limited to, the strategic reasons for the transaction, volume of the transaction, delivery schedules, quality of products, credit terms, customer requirements and specifications, and track record of counter-parties, overall services provided, costs and/or expenses (including, *inter alia*, storage, shipment and transportation) borne by each party and whether the sales are designated for export or for local markets.

#### 4.7 Threshold Limits

In addition to the review procedures, the following approval procedures will be implemented to supplement existing internal control procedures for the Recurrent IPTs to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms:

(a) Threshold for individual Recurrent IPTs

Transactions between the Tung Lok Target Group and the GSH Interested Group:

- (i) Where an individual Recurrent IPT is in excess of S\$200,000, such transaction will require the prior approval of the Audit and Risk Committee;
- (ii) Where an individual Recurrent IPT is in excess of S\$30,000 but equal to or below S\$200,000, such transaction will be approved by the President/Chief Executive Officer of the Company, who is independent of the GSH Interested Group;

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## LETTER TO SHAREHOLDERS

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- (iii) Where an individual Recurrent IPT is in excess of S\$20,000 but equal to or below S\$30,000, such transaction will be approved by the Executive Director of the Company, who is independent of the GSH Interested Group;
  - (iv) Where an individual Recurrent IPT is in excess of S\$10,000 but equal to or below S\$20,000, such transaction will be approved by the senior vice president of the Company's purchasing department, who is independent of the GSH Interested Group; and
  - (v) Where an individual Recurrent IPT is equal to or below S\$10,000, such transaction will be approved by the chief chef, executive chef, departmental manager or outlet manager (as the case may be), who is independent of the GSH Interested Group.
- (b) Threshold for aggregate value of Recurrent IPTs
- (i) Where the aggregate value of the Recurrent IPTs in the same financial year is less than 5% of the latest audited NTA of the Group, all Recurrent IPTs will be reviewed on a monthly basis by the finance manager or financial controller of the Company to ensure that they have been carried out on normal commercial terms and in accordance with the procedures set out in the IPT Mandate; and
  - (ii) Where the aggregate value of the Recurrent IPTs in the same financial year is equal to or in excess of 5% of the latest audited NTA of the Group, all subsequent Recurrent IPTs will be reviewed on a monthly basis by the finance manager or financial controller and the chief financial officer of the Company. In addition, the Audit and Risk Committee will also have to review the Interested Person Transaction Register (defined in paragraph 4.8.1 of this Appendix) to ensure that they have been carried out on normal commercial terms and in accordance with the procedures set out in the IPT Mandate.

The threshold limits set out above are adopted by the Company taking into account, *inter alia*, the nature, volume, frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at as a result of a balancing exercise after considering the operational efficiency for the day-to-day business operations of the Group and the internal controls for the Recurrent IPTs.

#### 4.8 Additional procedures to be taken by the Company in respect of all Recurrent IPTs

4.8.1 The finance department of the Tung Lok Target Group will maintain a register of transactions carried out with the Interested Persons (including transactions as set out in paragraph 4.4 of this Appendix entered into with the GSH Interested Group pursuant to the IPT Mandate) (recording the basis, including the quotations obtained to support such basis, on which they were entered into) (the "**Interested Person Transactions Register**"). Any discrepancies or significant variances (as determined by the IPT Review Committee), from the Group's usual business practices and pricing policies will be highlighted to the Audit and Risk Committee.

4.8.2 The finance manager of the Company will maintain a list of the Directors and Controlling Shareholders and their Associates (which is to be updated immediately if there are any changes) to enable identification of Interested Persons (including the GSH Interested Group). The master list of Interested Persons (including the GSH Interested Group) which is maintained shall be reviewed by the chief financial officer of the Company at least half-yearly and subject to verifications or declarations as required by the Audit and Risk Committee from time to time or for such periods as determined by them.

4.8.3 The Company's annual internal audit plan shall incorporate a review of all Recurrent IPTs, including the established review procedures for monitoring of such Recurrent IPTs, entered into during the current financial year pursuant to the IPT Mandate. The Group's internal auditor shall, on at least a half-yearly basis, subject to adjustment in frequency, and depending on factors such as, *inter alia*, substantial increment of aggregate transactional value, report to the Audit and Risk Committee on all Recurrent IPTs entered into with the GSH Interested Group pursuant to the IPT Mandate, and the basis of such transactions, entered into with the interested persons during the review period. The internal audit report will be reviewed by the Audit and Risk Committee at least on a half-yearly basis to ascertain whether the guidelines and procedures established to monitor the Recurrent IPTs entered into with the GSH Interested Group pursuant to the IPT Mandate have been complied with.

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- 4.8.4 The Audit and Risk Committee shall periodically review the Interested Person Transactions Register, at least on a half-yearly basis, to ensure that they are carried out on normal commercial terms and in accordance with the guidelines and review procedures under the IPT Mandate. In its review and/or approval of the Recurrent IPTs under paragraph 4.7 (where relevant) and paragraph 4.8 of this Appendix, the Audit and Risk Committee will generally only approve an IPT entered into with the GSH Interested Group pursuant to the IPT Mandate if the terms of the transaction are no less favourable to the Tung Lok Target Group than the terms offered by unrelated third parties or in accordance with usual business practices and pricing policies or industry norms (as the case may be). All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Audit and Risk Committee. The Audit and Risk Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the transactions under review.
- 4.8.5 The Audit and Risk Committee has the overall responsibility for determining the review procedures, with the authority to delegate to individuals within the Company as it deems appropriate. The Audit and Risk Committee will conduct periodic reviews (at least on half-yearly basis) of the review procedures for the Recurrent IPTs entered into with the GSH Interested Group pursuant to the IPT Mandate. If, during these periodic reviews, the Audit and Risk Committee is of the view that these review procedures are no longer appropriate to ensure that the Recurrent IPTs entered into with the GSH Interested Group pursuant to the IPT Mandate are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and/or its minority Shareholders, the Company will seek a fresh mandate from the Shareholders based on new review procedures for Recurrent IPTs entered into with the GSH Interested Group. In the interim, the Audit and Risk Committee will review every Recurrent IPT pending the grant of the fresh mandate. The fresh mandate will be in accordance with the requirements of the relevant provisions of Chapter 9 and/or other applicable provisions of the Catalist Rules (as amended from time to time).
- 4.8.6 For purposes of the above review and approval process, any Director who is not considered independent for purposes of the IPT Mandate and/or any Recurrent IPTs will abstain from and will undertake to ensure that his Associates will abstain from voting in relation to any respective resolutions, and/or abstain from participating in the Audit and Risk Committee's decision during its review of the established review procedures for the Recurrent IPTs or during its review or approval of any IPT.
- 4.8.7 The Directors will ensure that all disclosure, approval and other requirements on the Recurrent IPTs, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

4.9 Validity Period of the IPT Mandate

If approved at the forthcoming AGM, the renewed IPT Mandate will take effect from the passing of the ordinary resolution relating thereto, and will (unless revoked or varied by the Company in the general meeting) continue in force until the conclusion of the next AGM of the Company. Approval from the Shareholders will be sought for the renewal of the IPT Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit and Risk Committee of the continued applicability of the IPT Mandate to the Recurrent IPTs and the continued sufficiency of the review procedures to ensure that the Recurrent IPTs will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders.

4.10 Disclosure of the Interested Person Transactions pursuant to the IPT Mandate

The Company will:

- (a) announce the aggregate value of transactions conducted with GSH Interested Group pursuant to the IPT Mandate for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time required for the announcement of such report while the IPT Mandate remains in force, in accordance with the requirements of Chapter 9 of the Catalist Rules; and
- (b) disclose the IPT Mandate in the Company's annual report, giving details of the aggregate value of transactions conducted with GSH Interested Group pursuant to the IPT Mandate during the financial year, and in the annual reports for the subsequent financial years that the IPT Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

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The disclosure will include the name of the Interested Persons (including the GSH Interested Group) and the corresponding aggregate value of the Recurrent IPTs (including transactions as set out in paragraph 4.4 of this Appendix entered into with the GSH Interested Group pursuant to the IPT Mandate), presented to indicate (a) the aggregate value of all Recurrent IPTs during the financial year under review; and (b) the aggregate value of all Recurrent IPTs, conducted under the IPT Mandate, in the following format (or in such other form as the Catalist Rules may require from time to time):

Name of Interested Person	Nature of Relationship	Aggregate value of all Recurrent IPTs during the financial year under review (excluding transactions less than S\$100,000 and the Recurrent IPTs conducted under the IPT Mandate)	Aggregate value of all Recurrent IPTs conducted under the IPT Mandate (excluding transactions less than S\$100,000)
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### 5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for GSH and TYJ, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the IPT Mandate.

### 6. SHAREHOLDING INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

6.1 The details and shareholdings of the Directors and the Substantial Shareholders of the Company (as recorded in the Register of Substantial Shareholders and Register of Directors' Shareholdings as at the Latest Practicable Date) are as follows:

<b>Directors</b>	<b>Direct Interest</b>	<b>%</b>	<b>Deemed Interest</b>	<b>%</b>
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06
Ker Sin Tze	–	–	–	–
Tan Eng Liang	–	–	–	–
Chee Wai Pong	–	–	–	–
Foo Say Mui (Bill)	–	–	–	–
Ng Siok Keow	–	–	–	–
Goi Seng Hui	708,900	0.26	53,531,280 <sup>+</sup>	19.51
Tjioe Ka In	105,840	0.04	–	–

<b>Substantial Shareholders</b>	<b>Direct Interest</b>	<b>%</b>	<b>Deemed Interest</b>	<b>%</b>
Zhou Holdings Pte Ltd	104,272,000	38.00	–	–
Amazing Grace Investments Pte. Ltd.	–	–	104,272,000*	38.00
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06
Goodview Properties Pte Ltd	54,015,780	19.69	–	–
Far East Organization Centre Pte. Ltd.	–	–	54,015,780 <sup>#</sup>	19.69
Estate of Ng Teng Fong, Deceased	–	–	54,482,260 <sup>##</sup>	19.86
Ng Chee Tat Philip	–	–	54,482,260 <sup>###</sup>	19.86
Ng Chee Siong	–	–	54,015,780 <sup>####</sup>	19.69
Tee Yih Jia Food Manufacturing Pte Ltd	53,531,280	19.51	–	–
Goi Seng Hui	708,900	0.26	53,531,280 <sup>+</sup>	19.51
Antica Bay Pte. Ltd.	20,300,000	7.40	–	–
Andre Tanoto	–	–	20,300,000 <sup>@</sup>	7.40

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Notes:

- \* Deemed to be interested in the 104,272,000 Shares held by Zhou Holdings Pte Ltd by virtue of Section 7 of the Act
- \*\* Deemed to be interested in the 104,272,000 Shares held by Zhou Holdings Pte Ltd and 2,898,840 Shares held by Ang Tjia Leng @ Widjaja Linda Anggraini (spouse) by virtue of Section 7 of the Act
- # Deemed to be interested in the 54,015,780 Shares held by Goodview Properties Pte Ltd by virtue of Section 7 of the Act
- ## Deemed to be interested in the 54,015,780 Shares held by Goodview Properties Pte Ltd by virtue of its controlling interest in Far East Organization Centre Pte Ltd, which in turn has a controlling interest in Goodview Properties Pte Ltd; and 466,480 Shares held by Kuang Ming Investments Pte. Ltd. as its Associate, Mdm Tan Kim Choo, has more than 20% interest in Kuang Ming Investments Pte. Ltd. by virtue of Section 7 of the Act
- ### Deemed to be interested in an aggregate of 54,482,260 Shares as follows:
  - (a) Goodview Properties Pte Ltd has a direct interest in 54,015,780 Shares. The Estate of Ng Teng Fong has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Tat Philip is a beneficiary of the Estate of Ng Teng Fong and is therefore deemed to be interested in the 54,015,780 Shares in which Goodview Properties Pte Ltd has an interest; and
  - (b) Kuang Ming Investments Pte. Ltd. has a direct interest in 466,480 Shares. Ng Chee Tat Philip has a more than 20% interest in Kuang Ming Investments Pte. Ltd. and is therefore deemed to be interested in the 466,480 Shares in which Kuang Ming Investments Pte. Ltd. has an interest
- #### Deemed to be interested in the 54,015,780 Shares held by Goodview Properties Pte Ltd. The Estate of Ng Teng Fong has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong is a beneficiary of the Estate of Ng Teng Fong and is therefore deemed to be interested in the 54,015,780 Shares in which Goodview Properties Pte Ltd has an interest
- + Deemed to be interested in the 53,531,280 Shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Act
- @ Deemed to be interested in the 20,300,000 Shares held by Antica Bay Pte. Ltd. by virtue of Section 7 of the Act

6.2 Save as disclosed above, none of the Directors has any direct or deemed interest in the Shares.

### 7. STATEMENT OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee confirms that the methods and procedures for determining the transaction prices for the Recurrent IPTs have not changed since the Shareholder's approval of the IPT Mandate in the 2019 EGM.

The Audit and Risk Committee has reviewed the terms of the IPT Mandate and is satisfied that the review procedures of the Recurrent IPTs set up by the Company for determining the transaction prices of the IPTs, if adhered to, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

### 8. UNAFFECTED DIRECTORS' RECOMMENDATIONS

Having considered, amongst others, the rationale for and benefits of the IPT mandate to the Group and its Associated Companies set out in paragraph 4.5 of this Appendix, the Unaffected Directors are of the view that the IPT Mandate is in the interests of the Company and, accordingly, recommend that the Shareholders vote in favour of the ordinary resolution relating to the IPT Mandate.

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## LETTER TO SHAREHOLDERS

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### 9. ABSTENTION FROM VOTING

#### Abstinence from voting

In accordance with Rule 919 of the Catalist Rules, the Interested Persons will abstain and have undertaken to ensure that their Associates will abstain from voting on the resolution approving the IPT Mandate. Furthermore, such Interested Persons shall not act as proxies in relation to such resolution unless voting instructions have been given by a Shareholder.

As GSH is an Interested Person, he will abstain from and has undertaken to ensure that the GSH Interested Group will abstain from making any recommendations or vote on any matter in connection with the Recurrent IPTs. Save as disclosed herein, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Recurrent IPTs.

### 10. DIRECTORS' RESPONSIBILITY STATEMENT

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 renewal of the IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. 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. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 26 Tai Seng Street #02-01, Singapore 534057 during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for FY2021.

Yours faithfully

For and on behalf of the Board of Directors of  
**TUNG LOK RESTAURANTS (2000) LTD**  
Mr Tjioe Ka Men  
President/Chief Executive Officer



# Tung Lok Restaurants (2000) Ltd

(Incorporated in the Republic of Singapore)

Registration No. 200005703N

## Proxy Form

(Please see notes overleaf before completing this Form)

### IMPORTANT

- (1) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting ("AGM" or "Meeting") are set out in the Notice of AGM dated 14 July 2021. This announcement may also be accessed at the Company's website at <https://www.tunglok.com> or SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (2) In light of the current COVID-19 measures in Singapore, shareholders will not be able to attend the AGM in person. Instead, alternative arrangements set out in the Notice of AGM have been put in place to allow members to participate at the AGM.
- (3) Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf.
- (4) For investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (5) CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy should contact their respective Agent Banks or SRS Operators at least seven (7) working days before the AGM to specify voting instructions and to ensure that their votes are submitted.

I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/Passport/Company Registration No.)

of \_\_\_\_\_ (Address)

being a member/members of Tung Lok Restaurants (2000) Ltd (the "**Company**"), hereby appoint the Chairman of the Meeting as my/our\* proxy to attend, speak and vote for me/us\* on my/our\* behalf at the 21st Annual General Meeting to be convened and held by way of electronic means on Friday, 30 July 2021 at 10.00 a.m. (Singapore time) and at any adjournment thereof in the following matter.

\*Delete where inapplicable.

**Note:** Voting will be conducted by poll.

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1	To receive and adopt the Directors' Statement, Audited Financial Statements and Auditor's Report for the financial year ended 31 March 2021			
2	Approval of Directors' Fees for the financial year ending 31 March 2022			
3(a)	Re-election of Mr Tjioe Ka Men (Pursuant to Rule 720(4))			
3(b)	Re-election of Mdm Ng Siok Keow (Pursuant to Regulation 91)			
3(c)	Re-election of Dr Tan Eng Liang (Pursuant to Regulation 91)			
4(a)	Approval of Dr Tan Eng Liang's continued appointment as an Independent Director by shareholders			
4(b)	Approval of Dr Tan Eng Liang's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates)			
5(a)	Approval of Dr Ker Sin Tze's continued appointment as an Independent Director by shareholders			
5(b)	Approval of Dr Ker Sin Tze's continued appointment as an Independent Director by shareholders (excluding directors, chief executive officer, and their associates)			
6	Re-appointment of Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration			
<b>Special Business</b>				
7	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Cap. 50.			
8	Renewal of the Shareholders' Mandate for Interested Person Transactions			

If you wish to appoint the Chairman of the Meeting as your proxy to cast all your votes **For** or **Against** a resolution, please indicate with a "X" within the **For** or **Against** box. Alternatively, please indicate the number of votes in the **For** or **Against** box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to **Abstain** from voting on a resolution, please indicate with a "X" in the **Abstain** box. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to **Abstain** from voting in the **Abstain** box. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ day of July 2021

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

**IMPORTANT: Please read notes overleaf**

## **NOTES**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares 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 shall be deemed to relate to all the Shares held by you.

2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <https://www.tunglok.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 20 July 2021) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.

4. The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:

- (i) if submitted electronically, be submitted via email to the Company's Polling Agent at [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com); or
- (ii) if sent personally or submitted by post, be lodged with the Company's Registered Office, 26 Tai Seng Street #02-01 Singapore 534057,

in either case, by 10.00 a.m. on 27 July 2021 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.

5. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

6. 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 Annual General Meeting, in accordance with Section 179 of the Singapore Companies Act, Cap. 50.

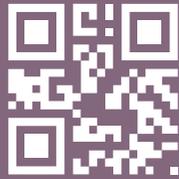
## **GENERAL**

The Company shall be entitled to reject the instrument appointing the Chairman of the meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the meeting as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the Meeting as a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 July 2021.

26 Tai Seng Street #02-01  
Singapore 534057  
Tel: 6270 7998 • Fax: 6272 7120



[www.tunglok.com](http://www.tunglok.com)

Company Registration No. 200005703N