RENAISSANCE UNITED LIMITED

ANNUAL REPORT 2021

CONTENTS

CORPORATE INFORMATION

DIRECTORS

Mr James Moffatt Blythman
(Executive Director and Chief Financial Officer)

Mr Sazali Bin Mohd Nor
(Non-Executive and Independent Director)

Mr Aswath Ramakrishnan
(Non-Executive and Independent Director)

Mr Koh Beng San
(Non-Executive and Independent Director)

Mr Joseph Chen – Resigned 17 July 2020
(Non-Executive and Independent Director)

Mr Ng Fook San – Resigned 17 July 2020
(Non-Executive and Independent Director)

COMPANY SECRETARY

Mr Allan Tan Poh Chye

REGISTERED OFFICE

16 Kallang Place #05-10/18
Kallang Basin Industrial Estate
Singapore 339156
Telephone number: (65) 6264 2711
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SHARE REGISTRAR

Tricor Barbinder Share Registration Services
80 Robinson Road, #11-02, Singapore 068898

AUDITOR

Baker Tilly TFW LLP
Chartered Accountants of Singapore
600 North Bridge Road
#05-01 Parkview Square
Singapore 188778

Partner-in-charge : Mr Low See Lien
(Appointed since financial year ended 30 April 2021)

LETTER TO SHAREHOLDERS

Dear Shareholders,

Renaissance United Limited ("the Company") together with its subsidiaries ("the Group") was not immune to the impact of COVID-19 being felt by businesses around the world. Whilst there are positive signs in the financial performance for the Financial Year 2021 ("FY21"), the Board is closely monitoring its three operating subsidiaries with some highlights as follows:

- **Capri Investments L.L.C. ("Capri")**

  Capri Investments L.L.C. ("Capri"), in which the Group holds a 100% equity interest, is engaged in property development of its Falling Water Project located in Pierce County, near the cities of Seattle and Tacoma in the State of Washington, USA.

  As announced on 3 November 2020, Capri closed on a partial sale of the Falling Water Plat/Planned Development District ("PDD") to KBHPNW LLC ("KB"), a subsidiary of USA national home builder KB Home. The aggregate purchase price for that certain tract of real property known as "Tract C, Falling Water/PDD – Tracts" ("Tract C") within the Falling Water Plat/PDD is US$8,029,872 (Approx. S$10,978,441), with the initial payment of US$4,000,072 (Approx. S$5,468,898). From the funds received, Capri paid fees due to its consultants, title company as well as real estate excise tax. The net amount received in Capri's bank account was US$3,619,340 (approximately S$4,948,361).

  The balance is expected to be paid over the next 12 to 36 months, with a fixed payment of US$1,250,000 (Approx. S$1,709,000) due on the first anniversary of closing, and the remainder due upon KB's individual home sales to third parties.

  The partial sale to KB was a process that took approximately 2 years to complete. As a condition of sale, Capri was required to obtain multiple approvals from Pierce County and the Washington Department of Health which were complex and required the engagement of industry experts.

- **Hubei Zonglianhuan Energy Investment Management Inc. ("HZLH")**

  The Group's wholly-owned subsidiary Excellent Empire Limited, via its 100% owned subsidiary China Environmental Energy Protection Investment Limited ("CEEP"), holds 65% equity interest in HZLH. HZLH in turn holds a 100% equity interest in four companies supplying natural gas under 30-year exclusive contracts with the cities of Anlu, Dawu, Xiaochang, and Guangshui in Hubei Province, People's Republic of China ("PRC").

  HZLH's FY21 Revenue improved driven by higher gas sales to household users. However, as announced on 8 January 2021, as a result of gas shortages, HZLH had to supplement their piped gas supply with LNG, which is subject to market spot pricing which saw prices peak to three-year highs.

  FY22 should see operational efficiencies and financial benefits of connection of the Dawu Receiving Station. Previously, gas was required to be transported by truck.

  China's gas industry continues to improve however supply concerns still remain especially during the Winter period. Initial discussions with HZLH's key suppliers namely PetroChina and Sinopec and their respective associates is that geopolitical factors will likely result in supply shortages for the up-coming Winter period.

  The Board together with HZLH's management are assessing alternative financing options for HZLH to provide greater cash flow certainty and to facilitate CAPEX projects.

- **ESA Electronics Pte. Ltd. (“ESA”)**

  The Company holds an 81.25% equity interest in ESA. ESA is a Singapore incorporated company engaged in the business of assembling, trading and providing consultancy services in the semiconductor industry. ESA also acts as agents and distributors of semi-conductor back-end equipment such as vision inspection systems and test systems.

  ESA’s FY21 performance improved despite continued COVID-19 operating environment with FY21 Revenue of S$17.1 million compared with FY20 of S$13.1million. ESA has been focusing on improving sales to mainland China to leverage its faster recovery as well as their strategy of pursuing technology self-sufficiency.

  ESA’s future performance in the short-term is contingent on the recovery of the global economy following lifting of restrictions imposed by governments around the world.

Legal Proceedings

Significant management attention and financial resources continue to be spent on litigation in Washington relating to a plethora of legacy issues. As announced throughout the year, the Company and Capri have been successful in defending itself against partial claims brought by Westridge Development LLC, Renovatio LLC and Sawyer Falls Co. LLC. However, these claims are now subject to either appeal or review and final resolution is still some time away. Updates will be provided as and when appropriate.

The legal proceedings brought by a former Key Management Personnel as either Plaintiff or Plaintiff-in-Counterclaim are held by the Board to have no merit and will vigorously defend the same in the appropriate forum.

During the year, the Group’s subsidiary Nueviz Investment Private Limited (“Nueviz”) also commenced legal proceedings against Hudson Minerals Holdings Pte Ltd to recover the principal sum and interest due to it under a Convertible Loan Agreement dated 25 June 2011 in the amount of S$1,545,296.71. As announced on 13 April 2021 and 26 May 2021, Nueviz was successful with the court granting the amount sought together with interest and costs. The Board is taking further legal advice in relation to enforcement of the judgment. Nueviz has also commenced legal proceedings in the High Court against the same former Key Management Personnel in relation to the loan given to Hudson.

Sustainability Reporting

To affirm the importance of having a sustainability strategy on our corporate agenda, a separate sustainability report guided by the Global Reporting Initiative (“GRI”) Standards: Core option and SGX-ST listing rules 711 (A) and 711 (B) will be released to accompany this 2021 Annual Report.

In the sustainability report, we will provide insights into the way we do business, while highlighting our environmental, social, governance (“ESG”) factors and economic performance. Specifically, we will focus on our initiatives that are instrumental in strengthening customer satisfaction, labour practices, safe work practices, social responsibility, environmental stewardship, business performance and governance practices.

Moving Forward and Acknowledgment

The Board and management will continue its efforts to steward our three core businesses through these uncertain times. However, the effects of the COVID-19 pandemic are likely to continue to affect our business well into FY22.

That being said, the Company will continue to look for new business organically or via acquisition and will continue to work with the Singapore Exchange ("SGX") on resolving its legacy issues.

On behalf of the Board, I would like to thank the management and staff of our businesses who continue to live and work under difficult conditions brought by COVID-19 and mitigating policies. Thankyou to our shareholders, key partners, customers and suppliers who have supported us throughout the year. We continue to work diligently and remain united to overcome these monumental challenges and ever-changing landscape.

Stay Safe.

James Moffatt Blythman
Executive Director and Chief Financial Officer
On Behalf of the Board
24 September 2021

FINANCIAL REVIEW

For the financial year ended 30 April 2021 ("FY21"), the Group achieved a Turnover of S$72.6 million, which was S$20.1 million or 38.3% higher than the Turnover of S$52.5 million recorded for the corresponding financial year ended 30 April 2020 ("FY20"). The Group's Turnover was mainly attributable to the following subsidiaries:

- ESA Electronics Pte. Ltd. ("ESA") recorded a 30.3% increase in Turnover of S$4.0 million to S$17.1 million in FY21, as compared to a Turnover of S$13.1 million recorded in FY20. The increase was mainly due to increased demand of burn-in boards by semi-conductor manufacturers in the current year.

- Capri Investment L.L.C ("Capri") recorded a Turnover of S$11.8 million in FY21 and none in FY20 as there was no finalised sales agreement with home builders in the previous year.

- Excellent Empire Limited ("EEL"), via its wholly-owned subsidiary, China Environmental Energy Protection Investment Limited ("CEEP"), which in turn through its China subsidiaries supplies natural gas to households, commercial and industrial users in Anlu, Dawu, XiaoChang and Guangshui cities in Hubei, PRC, achieved a Turnover of S$43.7 million in FY21, as compared with S$39.3 million in FY20. The 11.1% increase in Turnover of S$4.4 million was mainly due to increase in natural gas sales.

The Group recorded a Loss before Income Tax of S$6.3 million in FY21 and Profit before Income Tax of S$0.8 million in FY20.

The Group recorded a Loss after Income Tax of S$4.8 million in FY21 and Profit after Income Tax of S$0.2 million in FY20.

The Group had Loss Attributable to Shareholders of S$5.4 million in FY21 and S$0.1 million in FY20 and Loss per Share of 0.087 Singapore cents in FY21 and 0.002 Singapore cents in FY20.

Other Revenue decreased by S$2.8 million to S$0.6 million in FY21, as compared with S$3.4 million FY20. This was mainly due to S$0.1 million rental income in FY20 and none in FY21, S$0.3 million decrease in government job support scheme from S$0.6 million in FY20 to S$0.3 million in FY21 and S$2.4 million foreign exchange gain in FY20 and none in FY21. See explanation in (c) below.

The Group's Total Cost and Expenses increased by approximately S$24.4 million to S$79.5 million in FY21, compared with S$55.1 million in FY20. This was mainly due to:

(a) S$7.7 million increase in the changes in inventories, raw materials and consumables, which is in line with the increased turnover by the semi-conductor business of ESA;

(b) S$0.5 million decrease in depreciation of fixed assets due to disposals of office equipment mainly from the PRC subsidiaries;

(c) S$3.0 million foreign exchange loss in FY21 arising from the revaluation of foreign currency denominated balances primarily in:

    (i) United States Dollars ("US$"), at exchange rates of 1 US$ to S$ which weakened from S$1.410 to S$1.328 (FY20: strengthened from S$1.362 to S$1.410);

    (ii) Chinese Renminbi ("RMB"), at exchange rates of 1 RMB to S$ which strengthened from S$0.200 to S$0.205 (FY20: weakened from S$0.202 to S$0.200).

(d) S$7.3 million development costs in FY21 and none in FY20;

(e) S$7.1 million impairment loss of Intangible assets in FY21 and none in FY20.

A decrease of Income Tax of S$2.0 million from S$0.6 million Income Tax in FY20 to S$1.4 million Income Tax credit in FY21 due to S$2.0 million write back of deferred tax liabilities pertaining to the distribution and licensing rights of China subsidiaries.

As at 30 April 2021, the Total Assets of the Group were S$131.8 million (FY20: S$133.3 million). The Net Current Liabilities of the Group as at 30 April 2021 were S$12.3 million (FY20: S$7.1 million), of which S$18.2 million (FY20: S$13.3 million) was held as cash and cash equivalents.

The Group's total borrowings of S$22.8 million (FY20: S$25.4 million) consist of mainly bank loans and overdrafts obtained by subsidiaries in PRC and ESA. The Group's gearing ratio as at 30 April 2021, based on net debt divided by total capital is 0.29 times (FY20: 0.33 times). Net debt is calculated as total borrowings, lease liabilities and trade and other payables less cash and cash equivalents. Total capital is calculated as equity to owners of the parent plus net debt.

As at 30 April 2021, the total equity of the Group was S$68.6 million, as compared to S$71.6 million in FY20. The decrease was mainly due to a current year loss of S$4.8 million and S$1.8 million translation gain in other reserve and non-controlling interests.

The net asset value per share is S$0.008 in FY21 (FY20: S$0.009) and the total issued share capital of the Company is 6,180,799,986 (FY20: 6,180,799,986) ordinary shares.

DIRECTORS' STATEMENT

The Directors hereby present their statement to the members together with the audited consolidated financial statements of Renaissance United Limited (the "Company") and its subsidiary corporations (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 April 2021.

In the opinion of the Directors:

(a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 13 to 89 are properly drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 April 2021 and of the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the financial year then ended in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International); and

(b) at the date of this statement, after considering the measures taken by the Group and the Company with respect to the Group's and the Company's ability to continue as going concerns as described in Note 3 to the financial statements, there are reasonable grounds to believe that the Group and the Company will be able to pay their debts as and when they fall due.

Directors

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

Mr James Moffatt Blythman	-	Executive Director and Chief Financial Officer
Mr Sazali Bin Mohd Nor	-	Non-Executive and Independent Director
Mr Aswath Ramakrishnan	-	Non-Executive and Independent Director
Mr Koh Beng San	-	Non-Executive and Independent Director

Arrangements to enable Directors to acquire benefits

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 in or debentures of the Company or any other body corporate.

Directors' interests in shares or debentures

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act except as follows:

	Number of ordinary shares					
	Shareholdings registered in their own names			Shareholdings in which a director is deemed to have an interest		
Name of directors and companies in which interest are held	**At 1.5.2020**	**At 30.4.2021**	**At 21.5.2021**	**At 1.5.2020**	**At 30.4.2021**	**At 21.5.2021**
Company						
Renaissance United Limited						
Mr James Moffatt Blythman	–	–	–	880,000,000	880,000,000	880,000,000

Share options and employee share scheme

Share options

There was no share option granted by the Company or its subsidiary corporations during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations whether granted before or during the financial year.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

Directors' contractual benefits

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest, except as disclosed in the financial statements and in this Annual Report.

Audit Committee

The Audit Committee at the date of this statement comprises three Directors, all of whom are independent. The members of the Audit Committee are as follows:

Mr Koh Beng San
Mr Aswath Ramakrishnan
Mr Sazali Bin Mohd Nor

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Act. The functions performed are detailed in the Corporate Governance Report, as set out in the Annual Report of the Company.

Independent auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

James Moffatt Blythman Director	Koh Beng San Director

24 September 2021

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RENAISSANCE UNITED LIMITED

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Renaissance United Limited (the "Company") and its subsidiaries (collectively, the "Group") as set out on pages 13 to 89, which comprise the statements of financial position of the Group and the Company as at 30 April 2021, the statements of changes in equity of the Group and the Company and the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

We do not express an opinion on the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis of an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1. Financial information of Hubei Zonglianhuan Energy Investment Management Inc. and its subsidiaries ("HZLH group")

   As disclosed in Note 3.1 to the financial statements, HZLH group supplies natural gas under 30-year exclusive contracts with the cities of Anlu, Dawu, Xiaochang, and Guangshui in Hubei Province, People's Republic of China ("PRC"). Significant amount of judgement is required to determine if such exclusive contracts fall within scope of Singapore Financial Reporting Standard (International) Interpretation 12 *Service Concession Arrangements* ("Interpretation").

   The Interpretation requires an assessment on whether:

   (i) the local authorities control or regulate the type of services, to whom services are provided and the pricing of these services; and

   (ii) control of the significant residual interest in the assets are with the authorities at the end of the arrangement.

   We are unable to satisfy ourselves with respect to the Group's assessment and conclusion of the above considerations. As the Interpretation, if applicable, may affect accounting of revenue from such contracts, we are also unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the revenue recognition policies of HZLH group is appropriate, and if any further disclosure on the application of the Interpretation is required. In addition, we are unable to determine whether any adjustments in respect of HZLH group's property, plant and equipment of $75,717,000 are necessary.

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

2. Fair value of intangible assets

   At 30 April 2021, the carrying amount of the Group's intangible assets amounted to $13,193,000 (2020: $22,774,000). An impairment loss of $7,056,000 was recognised in the financial year ended 30 April 2021 to write down the carrying amount of intangible assets to its recoverable amount.

Report on the Audit of the Financial Statements (cont'd)

Basis for Disclaimer of Opinion (cont'd)

2. Fair value of intangible assets (cont'd)

As disclosed in Note 2.10 to the financial statements, HZLH group's intangible assets of distribution and licensing rights were acquired through business combinations. As these transactions were executed more than 10 years ago, we are unable to ascertain whether the allocation of the purchase price for the acquisition of HZLH group to the intangible assets of distribution and licensing rights which occurred at that time were appropriate. Accordingly, we are unable to satisfy ourselves if the opening balances and carrying amounts as at 30 April 2021 of the intangible assets, other reserves, accumulated losses and non-controlling interest contained misstatements. In addition, we are unable to determine if the impairment loss recognised during the financial year of $7,056,000 is appropriate.

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

3. Development property

As disclosed in Note 16 to the financial statements, the net carrying amount of the Group's development property as at 30 April 2021 amounted to $4,209,000 (2020: $11,880,000). During the financial year ended 30 April 2021, the Group recognises development costs from sales of development property of $7,334,000 in the Group's profit or loss.

We are unable to perform audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the net carrying amount of the development property as at 1 May 2017 contained misstatements as management was unable to provide supporting documents for the accumulated brought forward costs of the development property. Accordingly, we are unable to satisfy ourselves that the development property stated at cost of $4,209,000 and $11,880,000 as at 30 April 2021 and 30 April 2020 respectively are fairly stated, and whether any adjustments might have been found necessary in respect of the development costs of $7,334,000 recognised in the Group's profit or loss for the financial year ended 30 April 2021.

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

4. Contingent liabilities

As described in Note 33 to the financial statements, various writs of summons were filed against the Company and its subsidiary, Capri. No provision for liabilities has been made in the financial statements in respect of these claims as the directors believe the claims are without merits.

Based on currently available information, we are unable to obtain sufficient appropriate audit evidence to determine whether any provision for additional liabilities is necessary for all the above claims in respect of the financial year ended 30 April 2021.

Report on the Audit of the Financial Statements (cont'd)

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 Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("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.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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.

Report on Other Legal and Regulatory Requirements

In our opinion, in view of the significance of the matters referred to in the *Basis for Disclaimer of Opinion* section of our report, we do not express an opinion on whether 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 Low See Lien.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

24 September 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 30 April 2021

	Note	2021 $'000	(Reclassified) 2020 $'000
Revenue	4	**72,563**	52,478
Other items of income			
Fair value gain on financial assets, at fair value through profit or loss	18	**35**	–
Interest income		**31**	176
Other income	5	**574**	3,258
		640	3,434
Operating expenses			
Changes in inventories		**(110)**	(55)
Raw materials and consumables used		**(45,051)**	(37,435)
Development costs		**(7,334)**	–
Amortisation of intangible assets	11	**(1,342)**	(1,413)
Depreciation of property, plant and equipment	12	**(4,062)**	(4,600)
Fair value loss of financial assets, at fair value through profit or loss	18	**–**	(3)
Impairment loss of intangible assets	11	**(7,056)**	–
Impairment loss of trade and other receivables		**(153)**	–
Impairment loss of convertible loan	14	**–**	(81)
Foreign exchange loss, net		**(2,988)**	–
Employee benefits expenses	6	**(6,388)**	(6,437)
Finance costs	7	**(1,502)**	(1,326)
Lease expenses		**(39)**	(203)
Other expenses		**(3,447)**	(3,554)
Total expenses		**(79,472)**	(55,107)
(Loss)/profit before income tax	8	**(6,269)**	805
Income tax credit/(expense)	9	**1,430**	(644)
(Loss)/profit for the financial year		**(4,839)**	161
Other comprehensive income/(loss):			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations arising from consolidation		**1,569**	(1,429)
Items that will not be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations arising from consolidation		**305**	(10)
Other comprehensive income/(loss) for the financial year, net of tax		**1,874**	(1,439)
Total comprehensive loss for the financial year		**(2,965)**	(1,278)
(Loss)/profit attributable to:			
Equity holders of the Company		**(5,402)**	(131)
Non-controlling interests		**563**	292
		(4,839)	161
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		**(3,833)**	(1,560)
Non-controlling interests		**868**	282
		(2,965)	(1,278)
Loss per share for loss attributable to equity holders of the Company			
Basic and diluted (in cents)	10	**(0.087)**	(0.002)

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

STATEMENTS OF
FINANCIAL POSITION
As at 30 April 2021

	Note	Group 2021 $'000	Group 2020 $'000	Company 2021 $'000	Company 2020 $'000
Non-current assets					
Intangible assets	11	**13,193**	22,774	**–**	–
Property, plant and equipment	12	**76,945**	74,890	**15**	2
Investments in subsidiaries	13	**–**	–	**48,508**	48,508
Trade and other receivables	17	**2,794**	410	**–**	–
Convertible loan	14	**–**	–	**–**	–
Deferred tax assets	23	**459**	465	**–**	–
		93,391	98,539	**48,523**	48,510
Current assets					
Inventories	15	**1,651**	1,541	**–**	–
Development property	16	**4,209**	11,880	**–**	–
Trade and other receivables	17	**13,744**	7,584	**51**	494
Financial assets, at fair value through profit or loss	18	**553**	518	**502**	502
Cash and cash equivalents	19	**18,203**	13,273	**1,258**	6
		38,360	34,796	**1,811**	1,002
Total assets		**131,751**	133,335	**50,334**	49,512
Non-current liabilities					
Borrowings	22	**9,503**	14,150	**9**	–
Deferred tax liabilities	23	**2,967**	5,693	**–**	–
		12,470	19,843	**9**	–
Current liabilities					
Trade and other payables	20	**16,746**	15,781	**6,778**	6,614
Deferred income		**–**	10	**–**	10
Provisions	21	**71**	141	**6**	18
Current income tax payable		**953**	702	**–**	–
Borrowings	22	**13,340**	11,240	**4**	–
Contract liabilities	24	**19,536**	14,018	**–**	–
		50,646	41,892	**6,788**	6,642
Total liabilities		**63,116**	61,735	**6,797**	6,642
Net assets		**68,635**	71,600	**43,537**	42,870
Equity					
Share capital	25	**265,811**	265,811	**265,811**	265,811
Other reserves	26	**(18,809)**	(20,378)	**1,961**	1,961
Accumulated losses		**(194,512)**	(189,110)	**(224,235)**	(224,902)
Equity attributable to equity holders of the Company		**52,490**	56,323	**43,537**	42,870
Non-controlling interests		**16,145**	15,277	**–**	–
Total equity		**68,635**	71,600	**43,537**	42,870

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 April 2021

	Share capital $'000	Foreign exchange translation reserve $'000	Capital reduction reserve $'000	Equity-NCI $'000	Accumulated losses $'000	Equity attributable to equity holders of the Company $'000	Non-controlling interests $'000	Total equity $'000
Group								
Balance at 1 May 2019	265,811	(15,659)	1,961	(5,252)	(188,979)	57,882	15,118	73,000
(Loss)/profit for the financial year	–	–	–	–	(131)	(131)	292	161
Other comprehensive loss for the financial year								
Exchange differences on translation of foreign operations	–	(1,429)	–	–	–	(1,429)	(10)	(1,439)
Total comprehensive (loss)/income for the financial year	–	(1,429)	–	–	(131)	(1,560)	282	(1,278)
Dividends paid to non-controlling interests of a subsidiary	–	–	–	–	–	–	(122)	(122)
Transactions with non-controlling interests	–	–	–	1	–	1	(1)	–
Balance at 30 April 2020	265,811	(17,088)	1,961	(5,251)	(189,110)	56,323	15,277	71,600
(Loss)/profit for the financial year	–	–	–	–	(5,402)	(5,402)	563	(4,839)
Other comprehensive income for the financial year								
Exchange differences on translation of foreign operations	–	1,569	–	–	–	1,569	305	1,874
Total comprehensive income/(loss) for the financial year	–	1,569	–	–	(5,402)	(3,833)	868	(2,965)
Balance at 30 April 2021	**265,811**	**(15,519)**	**1,961**	**(5,251)**	**(194,512)**	**52,490**	**16,145**	**68,635**

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

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 April 2021

	Share capital	Capital reduction reserve	Accumulated losses	Total equity
	$'000	$'000	$'000	$'000
Company				
Balance at 1 May 2019	265,811	1,961	(220,550)	47,222
Loss and total comprehensive loss for the financial year	–	–	(4,352)	(4,352)
Balance at 30 April 2020	265,811	1,961	(224,902)	42,870
Profit and total comprehensive income for the financial year	–	–	667	667
Balance at 30 April 2021	**265,811**	**1,961**	**(224,235)**	**43,537**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 April 2021

	Note	2021 $'000	2020 $'000
Cash flows from operating activities			
(Loss)/profit before income tax		**(6,269)**	805
Adjustments for:			
Impairment loss of trade and other receivables and convertible loan, net		**153**	54
Write-back of other payables		**(11)**	–
Other receivables written off		**–**	140
Property, plant and equipment written off		**–**	400
Amortisation of intangible assets		**1,342**	1,413
Impairment loss of intangible assets		**7,056**	–
Depreciation of property, plant and equipment		**4,062**	4,600
Gain on disposal of property, plant and equipment		**–**	(2)
Interest expenses		**1,414**	1,212
Interest income		**(31)**	(176)
Interest expenses on lease liabilities		**43**	57
Provisions made during the financial year		**71**	141
Fair value (gain)/loss on financial assets, at fair value through profit or loss		**(35)**	3
Unrealised foreign exchange loss/(gain)		**2,860**	(2,025)
Operating cash flows before working capital changes		**10,655**	6,622
Changes in working capital:			
Inventories		**(106)**	56
Development property		**7,149**	(943)
Trade and other receivables		**(8,744)**	3,749
Trade and other payables and contract liabilities		**5,249**	845
Provisions		**(141)**	(248)
Cash generated from operations		**14,062**	10,081
Interest received		**31**	95
Interest paid on bank overdrafts		**(79)**	(63)
Net income tax paid		**(929)**	(1,242)
Net cash generated from operating activities		**13,085**	8,871
Cash flows from investing activities			
Purchase of property, plant and equipment	12	**(3,841)**	(10,111)
Proceeds from disposals of property, plant and equipment		**2**	723
Net cash used in investing activities		**(3,839)**	(9,388)
Cash flows from financing activities			
Proceeds from borrowings	22(g)	**8,074**	7,690
Dividends paid to non-controlling interests of a subsidiary		**–**	(122)
Repayments of borrowings	22(g)	**(11,708)**	(2,660)
Repayments of lease liabilities	22(g)	**(324)**	(319)
Interest paid on borrowings	22(g)	**(1,335)**	(1,149)
Interest paid on lease liabilities	22(g)	**(43)**	(57)
Net cash (used in)/generated from financing activities		**(5,336)**	3,383
Net increase in cash and cash equivalents		**3,910**	2,866
Cash and cash equivalents at beginning of the financial year		**8,933**	5,980
Effects of exchange rate changes on cash and cash equivalents		**29**	87
Cash and cash equivalents at end of the financial year	19	**12,872**	8,933

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

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General corporate information

The Company (Co. Reg. No. 199202747M) is incorporated and domiciled in Singapore. The address of its registered office and principal place of business is at 16 Kallang Place, #05-10/18 Kallang Basin, Industrial Estate, Singapore 339156.

The Company is listed on the main board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activities of the Company are those of an investment holding company and performing the functions of the corporate headquarter of the Company and its subsidiaries (the "Group").

The principal activities of the significant subsidiaries are disclosed in Note 13.

2. Summary of significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company, are presented in Singapore dollar ("SGD") (rounded to the nearest thousand ($'000) except when otherwise stated), and have been prepared in accordance with the provisions of the Companies Act, Chapter 50 and Singapore Financial Reporting Standards (International) ("SFRS(I)"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

Use of estimates and judgements

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.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables and current borrowings (other than lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

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

2.1 Basis of preparation (cont'd)

New and revised standards

In the current financial year, the Group has adopted all the new and revised SFRS(I) and SFRS(I) Interpretations ("SFRS(I) INT") that are relevant to its operations and effective for the current financial year.

The adoption of these new and revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company.

New and revised standards not yet effective

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 30 April 2021 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries at the end of the reporting period. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary company. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Any excess of the fair value of the consideration transferred in the business combination, the amount of any 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 fair value of the net identifiable assets acquired is recorded as goodwill. Goodwill is accounted for in accordance with the accounting policy for goodwill stated in Note 2.10. In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain on bargain purchase in profit or loss on the date of acquisition.

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

2.2 Basis of consolidation (cont'd)

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary company, even if this results in the non-controlling interests having a deficit balance.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

2.3 Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of the investment, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.4 Revenue recognition

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

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 goods or consume the 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.

Sale of goods

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

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

2.4 Revenue recognition (cont'd)

Sale of goods (cont'd)

Revenue from these sales is recorded based on the contracted price less the estimated returns at the time of sale. Past experience and projections are used to estimate the anticipated returns, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability is recognised for expected returns from customers. Sales to customers are made with a credit term of 60 to 90 days, which is consistent with market practice. No element of financing is deemed present. The Group's obligation to make good faulty products under the standard warranty terms is recognised as a provision. Provision for estimated warranty claims is made for products sold which are still under warranty at the end of the reporting period. The claims are expected to be settled in the next financial year.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before payment is due.

Natural gas installation and connection

Revenue from natural gas installation and connection is recognised at a point in time, when the installation and connection services are rendered.

The customers are required to pay in advance for the full contract amount. If the services have not been rendered by the Group, a contract liability is recognised (Note 24).

Natural gas delivery and usage

Revenue from delivery and usage of natural gas is recognised over time when the performance obligation is satisfied, as the customer simultaneously receives and consumes the benefits provided by the Group. This is based on the consumption derived from meter readings. A contract liability is recognised for advance payments received from customers, i.e. in the form of prepaid cards, where delivery and usage has not taken place as at the end of the reporting period.

Property development

Revenue from property development is recognised at a point in time when control over the property has been transferred to the customer, usually upon transfer of legal title. Revenue is measured at the transaction price agreed under the contract. Where the difference between the timing of receipt of payments and the satisfaction of a performance obligation is 12 months or more, the Group adjusts the transaction price with its customer and recognises a financing component. In adjusting for the financing component, the Group uses a discount rate that would reflect that of a separate financing transaction between the Group and its customer at contract inception.

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

2.4 Revenue recognition (cont'd)

Interest income

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

2.5 Government grants

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

When the grant relates to an expense item, it is recognised in profit or loss over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

2.6 Borrowing costs

Borrowing costs, which comprise interest and other costs incurred in connection with the borrowing of funds, 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 recognised in the profit or loss using the effective interest method.

2.7 Employee benefits

Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations, namely in Singapore and People's Republic of China ("PRC"). The contributions to these schemes are charged to the profit or loss in the period in which the related service is performed.

Employee leave entitlements

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

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

2.8 Income taxes

Income tax on the profit or loss for the financial year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised outside profit or loss, either in other comprehensive income or directly in equity in which the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity respectively).

Current tax is the expected tax payable or recoverable on the taxable income for the current year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable or recoverable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the liability method, on all temporary differences at the end of the reporting period arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except where the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting nor taxable profit or loss.

Deferred tax liability is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

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 currently enacted or substantively enacted tax rates at the end of the reporting period.

2.9 Foreign currency transactions and translation

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements of the Group and the Company are presented in Singapore dollar, which is the Company's functional currency.

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

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

2.9 Foreign currency transactions and translation (cont'd)

Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the Group's presentation currency are translated into the presentation currency as follows:

(a) Assets and liabilities are translated at the closing rates at the end of the reporting period;

(b) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(c) All resulting exchange differences are recognised in the foreign exchange translation reserve within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

On disposal of a foreign group entity, the cumulative amount of the foreign exchange translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

2.10 Intangible assets

Goodwill

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of subsidiaries, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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

2.10 Intangible assets (cont'd)

Intangible assets acquired separately

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The estimated useful life and amortisation method are reviewed at the end of each financial year, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives are tested for impairment annually or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable.

Distribution, licensing, exploration and extraction rights

Distribution, licensing, exploration and extraction rights acquired through business combinations which have finite useful lives are amortised on a straight-line basis over their useful lives which represent the period of contractual rights as follows:

	Years
Distribution and licensing rights	28
Exploration and extraction rights	22

Intellectual rights

Intellectual rights refer to the rights obtained for the design or manufacture of certain equipment. It has indefinite use and therefore is not amortised.

Land use rights

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised over the lease term of 30 years.

2.11 Property, plant and equipment

Property, plant and equipment are initially recorded at cost and subsequently measured at cost less accumulated depreciation and any accumulated impairment losses.

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

2.11 Property, plant and equipment (cont'd)

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

Depreciation for property, plant and equipment other than construction in progress is provided on a straight-line basis so as to allocate their depreciable amounts over their estimated useful lives as follows:

	Years
Leasehold building	30
Office equipment	3 to 5
Plant and equipment	2 to 30
Motor vehicles	3 to 5

Offices and premises are amortised over the lease term of 3 to 4 years.

Construction in progress, which represents plant and equipment pending installation, is stated at cost less impairment loss, and is not depreciated. Cost comprises direct costs incurred during the periods of construction, installation and testing, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policies. Construction in progress is reclassified to the appropriate category of plant and equipment and depreciation commences when the construction work is completed and the asset is ready for use.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

2.12 Impairment of non-financial assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of intangible assets (other than goodwill), property, plant and equipment and investments in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

2.12 Impairment of non-financial assets excluding goodwill (cont'd)

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.13 Financial assets

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition.

Transaction costs directly attributable to acquisition if financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through profit or loss ("FVTPL").

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

2.13 Financial assets (cont'd)

Classification and measurement (cont'd)

The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

Subsequent measurement

Debt instruments

Debt instruments include trade and other receivables (excluding prepayments, advance payment for construction of plant and equipment and goods and services tax recoverable, net) and cash and cash equivalents. The subsequent measurement category is depending on the Group's business model for managing the asset and cash flow characteristics of the asset:

<u>Amortised cost</u>

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

<u>Fair value through profit or loss ("FVTPL")</u>

Debts instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or fair value to other comprehensive income ("FVOCI") are classified as FVTPL. Movements in fair values and interest income are recognised in profit or loss in the period in which it arises.

Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVTPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other income or expenses". On disposal of an equity investment classified as FVTPL, the difference between the carrying amount and sales proceed amount would be recognised in profit or loss. Dividends from equity investments are recognised in profit or loss and presented in "other items of (expenses)/income".

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

2.13 Financial assets (cont'd)

Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost. 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 impairment methodology applied depends on whether there has been a significant increase in credit risk. 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a "lifetime ECL").

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at reporting date. The Group based on its historical credit loss experience, adjusts as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

Offset

Financial assets and liabilities are offset and the net amount presented on the statements of financial position when, and only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.14 Financial liabilities

Financial liabilities include trade and other payables (excluding provision for unutilised annual leave), and borrowings. Financial liabilities are recognised on the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

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

2.15 Inventories

Saleable merchandise

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a "weighted-average" basis. The cost of finished goods comprises costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of work-in-progress includes cost of direct material, labour and an appropriate allocation of production overhead expenditure. Net realisable value represents the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

When 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.

2.16 Development properties

Development properties are properties held or developed for sale in the ordinary course of business. Development properties that are unsold are measured at lower of cost and net realisable value. Cost includes acquisition costs, development expenditure, capitalised borrowing costs and other costs directly attributable to the development activities. Net realisable value represents the estimated selling price less cost to complete and costs to be incurred in selling the properties.

2.17 Cash and cash equivalents

Cash and cash equivalents comprise demand deposits, cash and bank balances and short term highly liquid investments that are readily convertible to cash and which are subject to an insignificant risk of change in value. For the purposes of presentation in the consolidated statement of cash flows, cash and cash equivalents also includes bank overdraft and excludes any pledged deposits. In the statement of financial position, bank overdrafts are presented within borrowings under current liabilities.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

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

2.19 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.

When a Group entity is the lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these exempted leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities comprise fixed lease 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.

The lease liabilities are presented as within "borrowings" in the statements of financial position.

The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a modification, such as 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.

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). The right-of-use assets comprise the initial measurement of the corresponding lease liabilities, lease payments made at or before the commencement date, initial direct cost, less any lease incentive received.

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

2.19 Leases (cont'd)

When a Group entity is the lessee (cont'd)

Right-of-use assets (cont'd)

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*. To the extent that the cost relates to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter period of the lease term and useful lives of the underlying assets. 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 depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within "Property, plant and equipment" and "Intangible assets" in the statements of financial position.

The Group applies SFRS(I) 1-36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2.12.

As a practical expedient, SFRS(I) 16 *Leases* permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease component as a single arrangement. The Group has applied this practical expedient to all its leases.

2.20 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors for making decisions about allocating resources and assessing performance of the operating segments.

2.21 Related parties

A related party is an entity or person that directly or indirectly through one or more intermediary controls, is controlled by, or is under common or joint control with, the entity in governing the financial and operating policies, or that has an interest in the entity that gives it significant influence over the entity in financial and operating decisions. It also includes members of the key management personnel or close members of the family of any individual referred to herein and others who have the ability to control, jointly control or significantly influence by or for which significant voting power in such entity resides with, directly or indirectly, any such individual. The transactions are entered on terms agreed by the parties concerned.

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

2.22 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 statement of financial position 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.

2.23 Share capital

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

2.24 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case they are presented as non-current liabilities.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the 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 the financial year. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgement made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Going concern assumption

The Group incurred a net loss of $4,839,000 during the financial year ended 30 April 2021. As at 30 April 2021, the Group's and the Company's current liabilities exceeded the current assets by $12,286,000 (2020: $7,096,000) and $4,977,000 (2020: $5,640,000) respectively. In addition, the COVID-19 pandemic has brought about uncertainties to the Group's and the Company's operating environments as disclosed in Note 35.

The Board of Directors of the Company are of the view that the going concern assumption is appropriate for the preparation of these financial statements based on the following assessment on the Group's major segments. Meanwhile, the Company is seeking to resolve its legacy issues with the SGX-ST to enable fund raisings.

(a) Capri Investments L.L.C. ("Capri")

Capri closed on a partial sale of the Falling Water Plat/Planned Development District ("PDD") to KBHPNW LLC ("KB"), a subsidiary of USA national home builder KB Home. The aggregate purchase price for that certain tract of real property known as "Tract C, Falling Water/PDD – Tracts" ("Tract C") within the Falling Water Plat/PDD is US$8,030,000 with the initial payment of US$4,000,000. From the funds received, Capri paid fees due to its consultants, title company as well as real estate excise tax. The net amount received in Capri's bank account was US$3,619,000.

An amount of US$1,250,000 due on the first anniversary of closing, and the balance amount is expected to be paid over the next 36 months (Note 17(a)).

(b) Hubei Zonglianhuan Energy Investment Management Inc. ("HZLH")

Due to the up-front capital required for gas network infrastructure, HZLH does have significant borrowings from local financial institutions. PRC has already reduced interest rates with cuts being passed on to HZLH. HZLH has good rapport with the local governments and its banks. Its banks are unlikely to "call in" loans without a long notice period as this may cause disruption to civic services.

Banks in the PRC do recognise such arrangements as it is an increasing popular way for local governments to fund infrastructure projects. As such, the maturing principals due within 12 months can be successfully negotiated for further repayment terms with a longer tenure. The majority of short-term debt obligations are secured in nature either by cash or by property, plant and equipment collaterals, and HZLH will be able to obtain additional fundings, if necessary, from the banks or financial institutions. The Board believes the operational cash flow is sufficient to meet payments when they fall due.

China's gas industry continues to improve however supply concerns still remain especially during the Winter period.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgement made in applying accounting policies (cont'd)

Going concern assumption (cont'd)

For these reasons, the financial statements have been prepared on the assumptions that the Group and the Company will continue as going concerns. The financial statements did not include any adjustments that may result in the event that the Group and the Company are unable to continue as going concerns. In the event that the Group and the Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to realise their assets and discharge their liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and liabilities as current assets and liabilities respectively.

Natural gas supply contracts

The Group's wholly-owned subsidiary Excellent Empire Limited, via its 100% owned subsidiary China Environmental Energy Protection Investment Limited ("CEEP"), holds 65% equity interest in HZLH. HZLH in turn holds a 100% equity interest in four companies supplying natural gas under 30-year exclusive contracts with the cities of Anlu, Dawu, Xiaochang, and Guangshui in Hubei Province, People's Republic of China ("PRC").

The assessment of whether such exclusive contracts fall within scope of Singapore Financial Reporting Standard (International) Interpretation 12 *Service Concession Arrangements* ("Interpretation") requires significant amount of judgement. The Group had previously applied Singapore Financial Reporting Standard 112 *Service Concession Arrangements*, which was effective for annual periods beginning on or after 1 January 2008, and had then assessed that such exclusive contracts did not fall within scope of Interpretation. The key considerations, amongst others are:

(i) industry peers, whereby operations are governed by comparable agreements, have adopted similar accounting treatment as the Group's;

(ii) whilst China Price Bureaus approve pricing, the pricing is agreed upon by negotiations with local governments; and

(iii) the Group's subsidiaries are able to make decisions on investment on infrastructure especially if there is little or no economic benefit in doing so, which was illustrated by actual business practice.

The Group believes that this assessment remain appropriate and accordingly, the Group recognises revenue from these natural gas supply contracts based on the accounting policy as described in Note 2.4.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgement made in applying accounting policies (cont'd)

Deferred income tax assets

The Group recognises deferred income tax assets on carried forward tax losses to the extent there are sufficient estimated future taxable profits and/or taxable temporary differences against which the tax losses can be utilised and that the Group is able to satisfy the continuing ownership test.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits. The carrying value of unrecognised deferred tax asset and the unrecognised tax losses of the Group at 30 April 2021 are disclosed in Note 9.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the financial year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of non-financial assets

The Group and the Company assess whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

In determining the recoverable amount, the fair value less costs of disposal ("FVLCD") of HZLH is determined based on valuation performed by an independent firm of professional valuers.

The FVLCD of Capri is determined based on the valuation of its development property and net assets. The details are disclosed in Note 13.

Any changes to the expected fair value of the underlying assets and multiples will affect the carrying amount of assets.

The carrying amounts of intangible assets, property, plant and equipment and investment in subsidiaries at the end of the financial year are disclosed in Notes 11, 12 and 13.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these assets to be within 2 to 30 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and residual values of these assets. Therefore, future depreciation charges could be revised. The carrying values of the Group's and the Company's property, plant and equipment at the end of the financial year were disclosed in Note 12.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

Net realisable value of inventories and development property

Inventories and development property are stated at lower of cost and net realisable value. The net realisable value of inventories is assessed by taking into account the recent sales experience, the ageing of inventories, and subsequent events.

The net realisable value of development property is assessed with reference to the estimated selling prices and estimated total construction costs. The estimated total construction costs are based on contracted amounts and, in respect of amounts not contracted for, management's estimates of the amounts to be incurred taking into consideration historical trends of the amounts incurred.

The carrying values of the Group's inventories and development property at the end of the financial year were disclosed in Notes 15 and 16 respectively.

Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on trade receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables. Details of ECL measurement and carrying value of trade receivables at reporting date are disclosed in Notes 17 and 30.

Income taxes

The Group has exposure to income taxes in several jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. At the end of the financial year, the Group's current income tax payable and deferred tax liabilities were $953,000 (2020: $702,000) and $2,967,000 (2020: $5,693,000) respectively. The Group's deferred tax assets were $459,000 (2020: $465,000) at the end of the financial year.

4. Revenue

The following table provides a disaggregation disclosure of the Group's revenue by primary geographical market, major product lines and timing of revenue recognition:

2021	Property development $'000	Gas distribution $'000	Electronics and trading $'000	Total $'000
Primary geographical markets				
Singapore	–	–	4,408	4,408
PRC	–	43,702	7,917	51,619
Taiwan	–	–	3,168	3,168
USA	11,757	–	205	11,962
Others	–	–	1,406	1,406
	11,757	**43,702**	**17,104**	**72,563**
Major product lines				
Semi-conductor components	–	–	17,104	17,104
Gas installation and connection	–	12,343	–	12,343
Gas delivery and usage	–	31,359	–	31,359
Property development	11,757	–	–	11,757
	11,757	**43,702**	**17,104**	**72,563**
Timing of revenue recognition				
At a point in time	11,757	12,343	17,104	41,204
Over time	–	31,359	–	31,359
	11,757	**43,702**	**17,104**	**72,563**

2020	Property development $'000	Gas distribution $'000	Electronics and trading $'000	Total $'000
Primary geographical markets				
Singapore	–	–	3,867	3,867
PRC	–	39,348	4,688	44,036
Taiwan	–	–	3,016	3,016
USA	–	–	518	518
Others	–	–	1,041	1,041
	–	39,348	13,130	52,478
Major product lines				
Semi-conductor components	–	–	13,130	13,130
Gas installation and connection	–	12,187	–	12,187
Gas delivery and usage	–	27,161	–	27,161
	–	39,348	13,130	52,478
Timing of revenue recognition				
At a point in time	–	12,187	13,130	25,317
Over time	–	27,161	–	27,161
	–	39,348	13,130	52,478

4. Revenue (cont'd)

	Group	
	2021	2020
	$'000	$'000
Revenue recognised during the financial year from:		
Amounts included in contract liabilities at the beginning of the financial year (Note 24)	**14,018**	13,782

Management expects that $19,536,000 (2020: $14,018,000) of the advance payments from customers as at the end of reporting period will be recognised as revenue during the next reporting period.

5. Other income

	Group	
	2021	2020
	$'000	$'000
Foreign exchange gain, net	**–**	2,357
Gain on disposal of property, plant and equipment	**–**	2
Job support scheme	**316**	586
Government grants	**104**	32
Commision income	**–**	13
Rental income	**–**	138
Sundry income	**143**	103
Write-back of other payables	**11**	–
Others	**–**	27
	574	3,258

Income of $316,000 (2020: $586,000) was recognised during the financial year under the Jobs Support Scheme (the "JSS"). Under the JSS, the Singapore Government will co-fund gross monthly wages paid to each local employee through cash subsidies with the objective of helping employers retain local employees during the period of economic uncertainty. In determining the recognition of the JSS grant income, management has evaluated and concluded that the period of economic uncertainty commenced in March 2020 when the COVID-19 pandemic started affecting the Group and the Company's operations.

6. Employee benefits expenses

	Group	
	2021	2020
	$'000	$'000
*Key management personnel**		
Short-term employee benefits	**736**	687
Defined contribution plans	**25**	28
	761	715
Other staff		
Short-term employee benefits	**5,251**	5,325
Defined contribution plans	**376**	397
	6,388	6,437
* Comprise amounts paid to:		
Directors of the Company		
- Remuneration, allowances and bonuses	**268**	100
Directors of subsidiaries		
- Remuneration, allowances and bonuses	**169**	290
- Defined contribution plan expenses	**11**	14
Other key management personnel ("KMP")		
- Salaries, allowances and bonuses	**299**	297
- Defined contribution plan expenses	**14**	14
	761	715

7. Finance costs

	Group	
	2021	2020
	$'000	$'000
Interest expenses		
- lease liabilities	**43**	57
- bank borrowings	**835**	1,064
- bank overdrafts	**79**	63
- loan from KMP	**500**	81
- loan from third party	**–**	4
- other bank charges	**45**	57
	1,502	1,326

8. (Loss)/profit before income tax

(Loss)/profit before income tax is arrived at after charging the following:

	Group	
	2021	2020
	$'000	$'000
Audit fees		
- auditor of the Company	**133**	141
- other auditors	**123**	131
Non-audit fees		
- auditor of the Company	**14**	10
- other auditors	**9**	29
Provision for Directors' fees		
- Directors of the Company	**81**	70
- Director of a subsidiary	**3**	13
General repair and maintenance	**319**	297
Professional and consultancy fees	**953**	1,135
Travelling expenses	**85**	314
Utilities	**304**	309
Safety production expenses	**307**	226

9. Income tax (credit)/expense

	Group	
	2021	2020
	$'000	$'000
Income tax (credit)/expense for the financial year consist of:		
Current income tax		
- current year	**965**	994
Deferred tax assets (Note 23)		
- current year	**15**	19
Deferred tax liabilities (Note 23)		
- current year	**(2,410)**	(369)
	(1,430)	644

Domestic income tax is calculated at 17% (2020: 17%) of the estimated assessable profit for the financial year. The Group's subsidiaries in PRC are subject to corporate income tax rate of 25% (2020: 25%). Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

9. Income tax (credit)/expense (cont'd)

The income tax (credit)/expense on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable to (loss)/profit in the countries where the Group operates due to the following factors:

	Group	
	2021	2020
	$'000	$'000
(Loss)/profit before income tax	**(6,269)**	805
Tax at domestic rate applicable to (loss)/profit in countries where the Group operates in	**(1,552)**	258
Expenses not deductible for tax purposes	**460**	571
Income not subject to tax	**(487)**	(589)
Deferred tax assets not recognised	**181**	347
Others	**(32)**	57
	(1,430)	644

Unrecognised deferred tax asset

	Group	
	2021	2020
	$'000	$'000
At beginning of the financial year	**9,022**	8,708
Additions	**181**	347
Exchange translation difference	**(15)**	(33)
At end of the financial year	**9,188**	9,022

Unrecognised deferred tax asset is attributable to unutilised tax losses.

As at 30 April 2021, the Group has unutilised tax losses of approximately $47,129,000 (2020: $46,128,000) which are available to offset against future taxable profit subject to the agreement of the relevant tax authorities and compliance with certain provision of the tax legislation of the respective countries in which the Group operates. The related deferred tax asset has not been recognised in the financial statements due to the unpredictability of future revenue streams.

The unutilised tax losses can be carried forward indefinitely except for those arising from the subsidiaries in the jurisdiction of PRC amounting to $1,071,000 (2020: $1,046,000) which can only be utilised to offset against its future taxable profits within five years from the date the tax losses were incurred. The unutilised tax losses in the PRC will expire at various dates up to and including 2022.

10. Loss per share

The calculation of the basic and diluted loss per share attributable to equity holders of the Company is based on the following data:

	Group	
	2021	2020
	$'000	$'000
Losses		
Loss for the financial year attributable to equity holders of the Company	**(5,402)**	(131)
Number of shares		
Number of shares	**6,180,799,986**	6,180,799,986
Weighted average number of ordinary shares in issue	**6,180,799,986**	6,180,799,986
Loss per share (in cents)		
Basic and diluted	**(0.087)**	(0.002)

11. Intangible assets

	Intellectual rights $'000	Distribution and licensing rights $'000	Exploration and extraction rights $'000	Land use rights $'000	Total $'000
Group					
2021					
Cost					
At 1 May 2020	688	39,619	11,003	1,942	53,252
Exchange translation difference	–	(2,304)	(639)	42	(2,901)
At 30 April 2021	**688**	**37,315**	**10,364**	**1,984**	**50,351**
Accumulated amortisation and impairment loss					
At 1 May 2020	688	18,259	11,003	528	30,478
Amortisation	–	1,278	–	64	1,342
Impairment	–	7,056	–	–	7,056
Exchange translation difference	–	(1,091)	(639)	12	(1,718)
At 30 April 2021	**688**	**25,502**	**10,364**	**604**	**37,158**
Representing:					
Accumulated amortisation	–	18,446	2,296	604	21,346
Accumulated impairment loss	688	7,056	8,068	–	15,812
	688	**25,502**	**10,364**	**604**	**37,158**
Net carrying amount					
At 30 April 2021	**–**	**11,813**	**–**	**1,380**	**13,193**
Remaining useful lives	Indefinite	15 - 19 years	10 years	15 years	–

11. Intangible assets (cont'd)

	Intellectual rights $'000	Distribution and licensing rights $'000	Exploration and extraction rights $'000	Land use rights $'000	Total $'000
Group					
2020					
Cost					
At 1 May 2019	688	38,270	10,629	1,955	51,542
Exchange translation difference	–	1,349	374	(13)	1,710
At 30 April 2020	688	39,619	11,003	1,942	53,252
Accumulated amortisation and impairment loss					
At 1 May 2019	688	16,358	10,629	409	28,084
Amortisation	–	1,294	–	119	1,413
Exchange translation difference	–	607	374	–	981
At 30 April 2020	688	18,259	11,003	528	30,478
Representing:					
Accumulated amortisation	–	18,259	2,296	528	21,083
Accumulated impairment loss	688	–	8,707	–	9,395
	688	18,259	11,003	528	30,478
Net carrying amount					
At 30 April 2020	–	21,360	–	1,414	22,774
Remaining useful lives	Indefinite	16 - 20 years	11 years	16 years	–

As a result of gas shortages, HZLH had to supplement their piped gas suppy with LNG, which is subject to market spot pricing which saw prices peak to three-year highs and affected HZLH's margin for the current financial year. Based on management's assessment, the carrying amount of the HZLH cash-generating unit ("HZLH group") exceeds its recoverable amount as at 30 April 2021. Henceforth, management is of the view that the Group will not be able to recover the carrying amount of the intangible assets, and an impairment of $7,056,000 was made. The recoverable amount of the HZLH group has been computed based on the FVLCD, determined based on valuation performed by an independent firm of professional valuers using the guideline publicly-traded comparable ("GPC") method under market-based approach.

EV/EBITDA - where the enterprise value is divided by earnings before interest, tax, depreciation, and amortisation of HZLH group is used. The median EV/EBITDA is adopted from several listed companies with business scopes and operations similar to HZLH group.

<u>Sensitivity to changes in assumptions</u>

With regards to the assessment of FVLCD for HZLH group, a 5% decrease in the EBITDA or median EV/EBITDA would result in additional impairment of $3,043,000.

12. Property, plant and equipment

	Leasehold building $'000	Office equipment $'000	Plant and equipment $'000	Motor vehicles $'000	Construction in progress $'000	Offices and premises $'000	Total $'000
Group							
2021							
Cost							
At 1 May 2020	12,077	1,642	86,951	1,214	4,035	1,327	107,246
Additions	11	51	–	17	4,518	–	4,597
Disposals and written off	–	(29)	–	–	–	–	(29)
Reclassification	(476)	–	4,328	–	(3,852)	–	–
Exchange translation difference	250	5	1,800	22	88	–	2,165
At 30 April 2021	**11,862**	**1,669**	**93,079**	**1,253**	**4,789**	**1,327**	**113,979**
Accumulated depreciation							
At 1 May 2020	3,387	1,494	26,099	1,041	–	335	32,356
Charge for the financial year	329	83	3,288	24	–	338	4,062
Disposals and written off	–	(27)	–	–	–	–	(27)
Exchange translation difference	70	5	549	19	–	–	643
At 30 April 2021	**3,786**	**1,555**	**29,936**	**1,084**	**–**	**673**	**37,034**
Net carrying amount							
At 30 April 2021	**8,076**	**114**	**63,143**	**169**	**4,789**	**654**	**76,945**

12. Property, plant and equipment (cont'd)

	Leasehold building $'000	Office equipment $'000	Plant and equipment $'000	Motor vehicles $'000	Construction in progress $'000	Offices and premises $'000	Total $'000
Group							
2020							
Cost							
At 1 May 2019	12,625	1,549	81,015	2,127	5,821	–	103,137
Adoption of SFRS(I) 16	–	–	–	–	–	335	335
Additions	14	103	983	–	3,931	992	6,023
Disposals and written off	(480)	(11)	(199)	(900)	–	–	(1,590)
Reclassification	–	–	5,678	–	(5,678)	–	–
Exchange translation difference	(82)	1	(526)	(13)	(39)	–	(659)
At 30 April 2020	12,077	1,642	86,951	1,214	4,035	1,327	107,246
Accumulated depreciation							
At 1 May 2019	2,895	1,429	22,595	1,411	–	–	28,330
Charge for the financial year	502	74	3,591	98	–	335	4,600
Disposals and written off	–	(8)	–	(461)	–	–	(469)
Exchange translation difference	(10)	(1)	(87)	(7)	–	–	(105)
At 30 April 2020	3,387	1,494	26,099	1,041	–	335	32,356
Net carrying amount							
At 30 April 2020	8,690	148	60,852	173	4,035	992	74,890

	Office equipment $'000	Motor vehicles $'000	Total $'000
Company			
2021			
Cost			
At 1 May 2020	23	177	200
Additions	–	17	17
At 30 April 2021	**23**	**194**	**217**
Accumulated depreciation			
At 1 May 2020	21	177	198
Charge for the financial year	1	3	4
At 30 April 2021	**22**	**180**	**202**
Net carrying amount			
At 30 April 2021	**1**	**14**	**15**

12. Property, plant and equipment (cont'd)

	Office equipment $'000	Motor vehicles $'000	Total $'000
Company			
2020			
Cost			
At 1 May 2019 and 30 April 2020	23	177	200
Accumulated depreciation			
At 1 May 2019	18	177	195
Charge for the financial year	3	–	3
At 30 April 2020	21	177	198
Net carrying amount			
At 30 April 2020	2	–	2

At the end of the financial year, the Group had property, plant and equipment with a carrying amount of approximately $47,057,000 (2020: $44,617,000) pledged to financial institutions as security for bank borrowings granted to certain subsidiaries (Note 22).

Included in additions are right-of-use assets recognised of $17,000 (2020: $992,000). For the purpose of consolidated statement of cash flows, the Group's additions to property, plant and equipment were financed as follows:

	Group	
	2021 $'000	2020 $'000
Additions of property, plant and equipment (excluding right-of-use assets)	**4,580**	5,031
(Increase)/decrease in payable for property, plant and equipment	**(739)**	5,080
Cash payments to acquire property, plant and equipment	**3,841**	10,111

The Group's leasing activities comprise the following:

a) The Group leases offices and premises, and motor vehicle from non-related parties. The leases have an average tenure of between three to four years; and

b) The Group leases certain office equipment with contractual terms of 6 months to three years. These leases are either short-term and/or low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities is disclosed in Note 30(b)(iii).

12. Property, plant and equipment (cont'd)

Information about leases for which the Group is a lessee is presented below:

Amounts recognised in statement of financial position

	Group	
	2021	2020
	$'000	$'000
Carrying amount of right-of-use assets		
Land use rights (Note 11)	**1,380**	1,414
Motor vehicle (Note 12)	**14**	–
Offices and premises under leases (Note 12)	**654**	992
	2,048	2,406
Carrying amount of lease liabilities		
Current	**348**	320
Non-current	**353**	688
	701	1,008

	Group	
	2021	2020
	$'000	$'000
Additions to right-of-use assets	**17**	992

Amounts recognised in profit or loss

	Group	
	2021	2020
	$'000	$'000
Depreciation charge for the financial year		
Land use rights	**64**	119
Motor vehicle	**3**	–
Offices and premises under leases	**338**	335
	405	454
Lease expense not included in the measurement of lease liabilities:		
Lease expense - short-term leases	**9**	51
Lease expense - low value assets	**30**	152
Interest expense arising from lease liabilities	**43**	57

Total cash flows for leases during the financial year amounted to $406,000 (2020: $579,000).

13. Investments in subsidiaries

	Company	
	2021	2020
	$'000	$'000
Unquoted equity shares, at cost	**184,793**	184,793
Quasi-equity loan	**97,386**	56,804
	282,179	241,597
Less: Allowance for impairment	**(233,671)**	(193,089)
Net carrying amount	**48,508**	48,508

The movement in the allowance for impairment is as follows:

	Company	
	2021	2020
	$'000	$'000
At beginning of the financial year	**193,089**	182,229
Addition during the financial year	**–**	4,300
Reclassification	**40,582**	6,560
At end of the financial year	**233,671**	193,089

Quasi-equity loan

Quasi-equity loan represents an interest-free loan provided by the Company to its subsidiaries, Excellent Empire Limited ("EEL") and Renaissance United Group Sdn. Bhd. ("RUG"), which are not expected to be repaid in the foreseeable future. EEL has in turn substantially invested the proceeds from the quasi-equity loan to expand the operations of natural gas in the PRC.

During the financial year ended 30 April 2021, the Company has reclassified $40,582,000 due from EEL (2020: $6,560,000 due from RUG) as quasi-equity loan. As this amount was fully impaired in prior years, the Company has also reclassified the allowance for impairment accordingly.

Impairment test for investment in subsidiaries

Management has assessed the recoverable amounts of EEL group and ESA Electronics Pte. Ltd. at the end of the financial year based on fair value less costs of disposal method.

EEL group

Management performed an impairment test for investment in EEL as this subsidiary had been persistently making losses. During the financial year ended 30 April 2021, an impairment loss of $ Nil (2020: $4,300,000) has been recognised in profit or loss for its investment in EEL group. The Company's carrying amount of its cost of investment in EEL as at 30 April 2021 amounted to $43,197,000 (2020: $43,197,000). The quasi-equity loan to EEL has been fully impaired since the financial year ended 30 April 2019.

The recoverable amount of EEL is mainly derived from the recoverable amount of HZLH and its subsidiaries ("HZLH group") and Capri.

13. Investments in subsidiaries (cont'd)

EEL group (cont'd)

The recoverable amount of HZLH group has been computed based on the FVLCD, determined based on valuation performed by an independent firm of professional valuers using the guideline publicly-traded comparable ("GPC") method under market-based approach. Please refer to Note 11 for details. The arrived enterprise value is adjusted for control premium of 34.5% (2020: 31.9%), and discounted for lack of marketability of 15.8% (2020: 15.8%).

The recoverable amount of Capri is based on the net realisiable value of its development property.

The fair value measurement is categorised as a Level 3 fair value inputs to the valuation technique used.

ESA Electronics Pte. Ltd.

The Company's carrying amount of its cost of investment in ESA Electronics Pte. Ltd. ("ESA") as at 30 April 2021 amounted to $5,310,000 (2020: $5,310,000). Impairment loss amounted to $16,725,000 has been recognised in prior years.

During the financial year ended 30 April 2021, management performed an impairment test for investment in ESA. The recoverable amount of investment in ESA has been computed based on the FVLCD, determined based on valuation performed by an independent firm of professional valuers using the weighted of discounted cash flow (for FVLCD) method and GPC method.

Discounted cash flow (for FVLCD) method – revenue is projected to grow 5.0% per annum in 2022 to 2026, with gross profit margin based on the actual gross profit margin achieved in 2021. Inflation rate of 2.0% per annum and terminal growth rate of 2.0% is applied. The future cash flows are discounted to their present value using a pre-tax discount rate of 11.5% per annum. The arrived equity value is discounted for lack of marketability of 20.0%.

GPC method - the median EV/EBITDA is adopted from several listed companies with business scopes and operations similar to ESA, discounted for size of 17.0% (2020: 20.0%). The arrived equity value is discounted for lack of marketability of 20.0% (2020: 20%). During the financial year ended 30 April 2020, EV/Revenue (instead of EV/EBITDA and EV/EBIT) of ESA is used as ESA was loss making then.

The fair value measurement is categorised as a Level 3 fair value inputs to the valuation technique used.

Other entities

Management performed an impairment test for the investment in other entities in the Group. The recoverable amount of the remaining entities has been computed based on FVLCD. The FVLCD is determined based on the net assets of the respective entities which management had estimated that the book value are fairly comparable at market value which approximates the FVLCD of the entities. The fair value measurement is categorised as a Level 3 fair value inputs to the valuation technique used.

13. Investments in subsidiaries (cont'd)

a) Details of significant subsidiaries held by the Company are as follows:

Name of subsidiary	Principal activities	Country of incorporation and operations	Effective equity interest held by the Group	
			2021	2020
			%	%
Ipco Constructors Private Limited(1)	Engineering, construction and warehousing	Singapore	**100**	100
Friendship Bridge Holding Company Private Limited(1)	Investment securities trading	Singapore	**100**	100
Nueviz Investment Private Limited(1)	Investment securities trading	Singapore	**100**	100
ESA Electronics Pte. Ltd.(2)	Trading and providing consultancy services in semi-conductor industry	Singapore	**81.25**	81.25
Ipco International Construction Limited#	Dormant	Hong Kong	**100**	100
Millgate Asia Limited#	Dormant	Hong Kong	**100**	100
Renaissance United Development Sdn. Bhd.#	Engineering, construction and infrastructure development	Malaysia	**100**	100
Renaissance United Group Sdn. Bhd.#	Investment holding	Malaysia	**100**	100
Ambico Sendirian Berhad#	Dormant	Brunei	**100**	100
Ipco-Prebumi (B) Sendirian Berhad#	Under liquidation	Brunei	**70**	70
Ipco Contractors (S.A.)#	Dormant	British Virgin Islands	**100**	100
Excellent Empire Limited ("EEL")	Investment holding	British Virgin Islands	**100**	100
Held by Ipco Contractors (S.A.):				
Ipco China Gas Pipelines Limited#	Dormant	British Virgin Islands	**70**	70
Held by Renaissance United Development Sdn. Bhd.:				
Renaissance United Asset Sdn. Bhd.#	Dormant	Malaysia	**100**	100
Held by Renaissance United Group Sdn. Bhd.:				
Gulf Asia Holdings Ltd#	Dormant	Malaysia	**100**	100

13. Investments in subsidiaries (cont'd)

a) Details of significant subsidiaries held by the Company are as follows (cont'd):

Name of subsidiary	Principal activities	Country of incorporation and operations	Effective equity interest held by the Group 2021 %	2020 %
Held by ESA Electronics Pte. Ltd.:				
ESA Assembly Pte. Ltd.(2)	Manufacturers, assemblers, installers, maintainers, repairers of and dealers in electronic components	Singapore	**81.25**	81.25
Held by Excellent Empire Limited:				
Capri Investment L.L.C.	Residential estate development	United States of America	**100**	100
China Environmental Energy Protection Investment Limited	Investment holding	Samoa	**100**	100
Held by China Environmental Energy Protection Investment Limited:				
Hubei Zonglianhuan Energy Investment Management Inc. ("HZLH")(3)	Providing management services	People's Republic of China	**65**	65
Held by Hubei Zonglianhuan Energy Investment Management Inc.:				
Anlu Jiaxu Natural Gas Company Limited(3)	Natural gas distribution	People's Republic of China	**65**	65
Dawu Jiaxu Natural Gas Company Limited(3)	Natural gas distribution	People's Republic of China	**65**	65
Xiaochang Jiaxu Natural Gas Company Limited(3)	Natural gas distribution	People's Republic of China	**65**	65
Guangshui Zhong Huan Gas Development Co., Ltd(3)	Natural gas distribution	People's Republic of China	**65**	65
Weihai Nanhai Zhong Huan Natural Gas Co., Ltd(3)#	Dormant	People's Republic of China	**58.5**	58.5
Hai Yang Zhong Huan Natural Gas Co., Ltd(3)#	Dormant	People's Republic of China	**58.5**	58.5
Rushan Zhong Huan Natural Gas Co., Ltd(3)#	Dormant	People's Republic of China	**58.5**	58.5
Sino Gas Holdings Pte. Limited#	Investment holding	Singapore	**58.5**	58.5

13. Investments in subsidiaries (cont'd)

a) Details of significant subsidiaries held by the Company are as follows (cont'd):

Name of subsidiary	Principal activities	Country of incorporation and operations	Effective equity interest held by the Group	
			2021	2020
			%	%
Held by Anlu Jiaxu Natural Gas Company Limited:				
Anlu Jiaxu Natural Gas WeiHuo Transportation Company Limited(3)	Transportation of natural gas	People's Republic of China	**65**	65

Notes:

(1) Audited by Baker Tilly TFW LLP
(2) Audited by RSM Chio Lim LLP
(3) Audited by BDO China Shu Lun Pan CPAs LLP, People's Republic of China
\# Not considered as a significant subsidiary as defined under Rule 718 of the Listing Manual of the Singapore Exchange Securities Trading Limited

In accordance with Rule 716 of the Singapore Exchange Securities Trading Limited - Listing Rules, the Audit Committee and the Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

13. Investments in subsidiaries (cont'd)

b) Summarised financial information of subsidiaries with material non-controlling interests

Set out below are the summarised financial information in relation to the subsidiaries that have non-controlling interests ("NCI") that are material to the Group. The summarised financial information is presented before inter-company eliminations.

	Hubei Zonglianhuan Energy Investment Management Inc. and its subsidiaries		ESA Electronics Pte. Ltd. and its subsidiary	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Summarised statements of profit or loss and other comprehensive income				
Revenue	**43,702**	39,348	**17,104**	13,130
Profit/(loss) before income tax	**2,193**	1,987	**262**	(381)
Income tax expense	**(718)**	(944)	**(1)**	–
Profit/(loss) after income tax	**1,475**	1,043	**261**	(381)
Profit/(loss) allocated to NCI	**516**	363	**49**	(71)
Other comprehensive income/(loss) allocated to NCI	**305**	(10)	**–**	–
Total comprehensive income/(loss) allocated to NCI	**821**	353	**49**	(71)
Summarised statements of financial position				
Assets				
Current assets	**12,438**	9,621	**14,158**	11,783
Non-current assets	**77,558**	75,563	**1,211**	1,581
Liabilities				
Current liabilities	**(38,774)**	(31,994)	**(7,330)**	(5,251)
Non-current liabilities	**(9,149)**	(13,462)	**(331)**	(666)
Net assets	**42,073**	39,728	**7,708**	7,447
Accumulated non-controlling interests	**14,726**	13,905	**1,445**	1,396
Summarised statements of cash flows				
Cash flows generated from/(used in) operating activities	**11,184**	7,299	**(955)**	1,395
Cash flows used in investing activities	**(3,819)**	(9,291)	**(14)**	(24)
Cash flows (used in)/generated from financing activities	**(4,969)**	4,005	**(432)**	(1,083)
Net cash inflows/(outflows)	**2,396**	2,013	**(1,401)**	288

14. Convertible loan

On 25 June 2011, a subsidiary entered into a Convertible Loan Agreement with Hudson Minerals Holdings Pte Ltd ("Hudson"), to advance Hudson an amount of A$720,000 (or $900,000 equivalent) ("Advance") at an interest rate of 9.0% per annum. The Group has the right to convert in part or in full the Advance ("Option"), into ordinary shares at the conversion price of A$119.45 per ordinary share for a total of 6,028 ordinary shares within forty-eight months after the drawdown date.

During the financial year ended 30 April 2017, the Group agreed to extend the loan repayment together with interest due to 31 December 2020 with all other terms of the agreement remained unchanged.

On 1 March 2021, the Group commenced legal proceedings in the High Court of Singapore against Hudson to recover the principal sum and interest due to it under the Convertible Loan Agreement. On 19 April 2021, the Group obtained a judgement by the High Court of Singapore against Hudson i) to recover the sum of $1,545,297, ii) the interest at the rate of 5.33% p.a. from the date of the Writ of Summons to the payment date, iii) and the cost at $2,300. As of the date of the approval of the financial statements, the Group has yet to receive the repayment from Hudson.

Based on the recoverability assessment performed by management, the principal was fully impaired before the financial year ended 30 April 2017 and interest receivable on the convertible loan of $Nil (2020: $81,000) were fully impaired during the financial year ended 30 April 2021 and 30 April 2020 respectively.

15. Inventories

	Group	
	2021	2020
	$'000	$'000
Work-in-progress	**362**	263
Saleable merchandise	**1,289**	1,278
	1,651	1,541

The cost of inventories recognised as an expense and included in "raw materials and consumables used" amounted to $10,792,000 (2020: $7,842,000).

16. Development property

	Group	
	2021	2020
	$'000	$'000
Unsold development property		
Land at cost	**4,029**	10,915
Development costs	**180**	965
	4,209	11,880

The development property comprises a parcel of land which is located near the cities of Seattle and Tacoma in the state of Washington, USA.

The Falling Water planned preliminary plat/planned development district ("PDD"), originally approved in 1997, granted Capri entitlements to develop 979 residential lots and non-residential uses subject to conditions set out in a 2003 Major Amendment and yearly extensions of the preliminary plat approval. The development property that Capri has for sale are Tax Parcels which are "sewn together" to form the PDD and are subject to the additional conditions imposed by the Hearing Examiner on 28 March 2018.

On 28 March 2018, the Hearing Examiner released his decision granting the twenty-first annual extension of the preliminary plat, with conditions. The major conditions imposed by the Hearing Examiner are:

(1) Residential lots capped at 592 units, all of which are for detached single-family homes.

(2) Compliance timeline for completion of Phases 1-10 of the Preliminary Plat/PDD approval for Falling Water consisting of 261 residential lots; future annual extensions will be granted through buildout as long as compliance with the timeline is achieved.

(3) Tracts designated for future development shall be evaluated for non-residential uses permitted in the underlying zoning at the time of application. With the extension having been granted, Capri is now focused on completing the engineering work plans required as per the extension approval and compliance timeline.

Developments during the current financial year are as described in Note 3.1(a).

17. Trade and other receivables

		Group		Company	
		2021	2020	**2021**	2020
		$'000	$'000	**$'000**	$'000
Non-current					
Trade receivables					
- third parties	(a)	**2,770**	–	**–**	–
Non-trade receivables					
- advances to contractors		**24**	410	**–**	–
		2,794	410	**–**	–
Current					
Trade receivables					
- third parties	(a)	**9,281**	3,459	**–**	–
Less: Allowance for impairment		**(488)**	(355)	**–**	–
		8,793	3,104	**–**	–
Non-trade receivables					
- third parties	(b)	**17,989**	18,254	**43**	58
- KMP	(c)	**2,781**	2,723	**–**	–
- due from a director	(d)	**–**	10	**–**	10
Less: Allowance for impairment		**(18,767)**	(18,911)	**(32)**	(32)
		2,003	2,076	**11**	36
Due from subsidiaries	(e)	**–**	–	**34,626**	77,859
Less: Allowance for impairment		**–**	–	**(34,616)**	(77,407)
		–	–	**10**	452
Goods and services tax recoverable, net		**11**	10	**–**	–
Prepayments		**2,689**	2,155	**15**	1
Rental, utilities and other deposits		**171**	161	**15**	5
Staff advances		**77**	78	**–**	–
		2,948	2,404	**30**	6
Total current receivables		**13,744**	7,584	**51**	494
Total trade and other receivables		**16,538**	7,994	**51**	494

(a) Trade receivables due from third parties for the electronics and trading segment are non-interest bearing and generally have credit terms of 30 to 90 days (2020: 30 to 90 days). Trade receivable due from a third party for property development segment of $5,352,000 is non-interest bearing. An amount of $1,660,000 (US$1,250,000) is due on the first anniversary of the closing and the balance amount of $3,692,000 (US$2,780,000) is due at the earlier of the fifth anniversary of the closing or upon the customer's individual home sales to third parties, whichever is earlier. Management expects the balance amount will be repaid over the next 36 months from the balance sheet date.

17. Trade and other receivables (cont'd)

(b) The current non-trade receivables due from third parties included an amount of $5,606,000 (2020: $5,606,000) arising from the disposal of 20% equity interest in HZLH to a third party with a payment term of 3 years and expired in 2019. The amount was impaired during the financial year ended 30 April 2018 based on the recoverability assessment performed by management.

All other current non-trade receivables are unsecured, interest-free and repayable on demand.

(c) The amount due from KMP, Mr On Wang Sang, arising from consideration receivable from the disposal of HZLH shares by China Environmental Energy Protection Investment Limited ("CEEP") remains payable. The Directors are in negotiation with Mr On to resolve the outstanding payment. The amount was impaired during the financial year ended 30 April 2019.

(d) The amount due from a director relates to advance for payment of operating expenses.

(e) The amounts due from subsidiaries are non-trade in nature, unsecured, interest-free, repayable on demand and to be settled in cash.

Trade and other receivables are denominated in the following currencies:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Singapore dollar	**1,578**	1,220	**51**	42
United States dollar	**10,782**	3,088	**–**	452
Renminbi	**4,161**	3,643	**–**	–
Others	**17**	43	**–**	–
	16,538	7,994	**51**	494

18. Financial assets, at fair value through profit or loss

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
At beginning of the financial year	**518**	521	**502**	502
Fair value gain/(loss)	**35**	(3)	**–**	–
At end of the financial year	**553**	518	**502**	502

18. Financial assets, at fair value through profit or loss (cont'd)

Financial assets, at fair value through profit or loss comprise the following:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Held for trading				
Listed securities:				
- equity securities (Singapore)	**551**	516	**502**	502
- equity securities (Malaysia)	**2**	2	**–**	–
	553	518	**502**	502

The fair value of these securities is based on closing quoted market prices on the last market day of the financial year.

19. Cash and cash equivalents

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Cash and cash equivalents as per statements of financial position	**18,203**	13,273	**1,258**	6
Bank overdrafts (Note 22)	**(2,731)**	(1,740)	**–**	–
Cash pledged for bank facilities (Note 22)	**(2,600)**	(2,600)	**–**	–
As per consolidated statement of cash flows	**12,872**	8,933	**1,258**	6

Cash and bank balances of the Group amounting to $2,600,000 (2020: $2,600,000) were pledged to banks to secure credit facilities granted to the subsidiaries (Note 22).

Significant restriction

Cash and bank balances of approximately $8,127,000 (2020: $6,233,000), equivalent to RMB39,700,000 (2020: RMB31,100,000) held with the subsidiaries in the PRC are subject to local exchange control regulations. These regulations place restrictions on exporting capital out of the country other than through dividends and thus significantly affect the Group's ability to access or use assets, and settle liabilities, of the Group.

Cash and cash equivalents are denominated in the following currencies:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Singapore dollar	**3,762**	4,390	**43**	6
United States dollar	**5,430**	1,724	**1,215**	–
Renminbi	**8,127**	6,233	**–**	–
Others	**884**	926	**–**	–
	18,203	13,273	**1,258**	6

20. Trade and other payables

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Trade payables				
- third parties	**3,268**	1,629	**–**	–
Non-trade payables				
- third parties	**2,816**	3,576	**300**	487
- subsidiaries	**–**	–	**6,326**	5,912
- KMP	**56**	56	**14**	14
- payable for property, plant and equipment	**8,691**	7,952	**–**	–
Accrued operating expenses	**1,915**	2,568	**138**	201
	13,478	14,152	**6,778**	6,614
Total trade and other payables	**16,746**	15,781	**6,778**	6,614

Trade payables are non-interest bearing and are generally settled on 60 to 90 days (2020: 60 to 90 days) terms.

The current non-trade payables are unsecured, interest-free and repayable on demand and to be settled in cash.

Trade and other payables are denominated in the following currencies:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Singapore dollar	**4,057**	3,141	**6,005**	5,831
Ringgit Malaysia	**3,058**	3,099	**773**	783
Renminbi	**9,477**	9,329	**–**	–
Others	**154**	212	**–**	–
	16,746	15,781	**6,778**	6,614

21. Provisions

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Provision for employee benefits	**22**	86	**6**	8
Provision for directors' fees	**49**	55	**–**	10
	71	141	**6**	18

21. Provisions (cont'd)

Movements in provisions during the financial year:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
At beginning of the financial year	**141**	248	**18**	104
Provisions made during the financial year	**71**	141	**6**	18
Amount utilised during the financial year	**(141)**	(248)	**(18)**	(104)
At end of the financial year	**71**	141	**6**	18

22. Borrowings

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Secured				
Bank borrowings	**18,874**	20,070	**–**	–
Bank overdrafts	**2,731**	1,740	**–**	–
Loan from KMP	**–**	2,002	**–**	–
	21,605	23,812	**–**	–
Unsecured				
Loan from a third party	**537**	570	**–**	–
Lease liabilities	**701**	1,008	**13**	–
Total borrowings	**22,843**	25,390	**13**	–
Less: Amount due for settlement within 12 months	**(13,340)**	(11,240)	**(4)**	–
Amount due for settlement after 12 months	**9,503**	14,150	**9**	–

(a) The bank borrowings of the Group included amount of $18,874,000 (2020: $20,070,000) which are secured by property, plant and equipment (Note 12). Interest is charged at 4.35% to 7% (2020: 4.35% to 7%) per annum.

(b) Bank overdrafts are secured by cash pledged as disclosed in Note 19. Interest is charged at 5% (2020: 5%) per annum.

(c) During the financial year ended 30 April 2021, the loan from KMP, Mr On Wang Sang was fully repaid during the current financial year.

(d) The loan from a third party is unsecured, interest-free and repayable on demand.

22. Borrowings (cont'd)

(e) Management estimates the carrying amounts of bank borrowings approximate their fair value as these financial liabilities are subject to floating interest rates. This fair value measurement for disclosure purpose is categorised as level 2 of the fair value hierarchy.

(f) Borrowings are denominated in the following currencies:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Singapore dollar	**3,432**	2,748	**13**	–
United States dollar	**537**	570	**–**	–
Renminbi	**18,874**	22,072	**–**	–
	22,843	25,390	**13**	–

(g) Reconciliation of movement of liabilities to cash flows arising from financing activities:

	Bank borrowings $'000	Loan from third party $'000	Loan from KMP $'000	Loan from a third party $'000	Lease liabilities $'000	Total $'000
Balance at 1 May 2020	20,070	–	2,002	570	1,008	23,650
Changes from financing cash flows:						
- Proceeds	8,074	–	–	–	–	8,074
- Repayments	(9,689)	–	(2,019)	–	(324)	(12,032)
- Interest paid	(835)	–	(500)	–	(43)	(1,378)
Non-cash changes:						
- New leases	–	–	–	–	17	17
- Interest expense	835	–	500	–	43	1,378
Effect of changes in foreign exchange rates	419	–	17	(33)	–	403
Balance at 30 April 2021	**18,874**	**–**	**–**	**537**	**701**	**20,112**

22. Borrowings (cont'd)

(g) Reconciliation of movement of liabilities to cash flows arising from financing activities (cont'd):

	Bank borrowings $'000	Loan from third party $'000	Loan from KMP $'000	Loan from a third party $'000	Lease liabilities $'000	Total $'000
Balance at 1 May 2019	14,934	120	2,016	551	–	17,621
Adoption of SFRS(I) 16	–	–	–	–	335	335
Changes from financing cash flows:						
- Proceeds	7,690	–	–	–	–	7,690
- Repayments	(2,540)	(120)	–	–	(319)	(2,979)
- Interest paid	(1,064)	(4)	(81)	–	(57)	(1,206)
Non-cash changes:						
- New leases	–	–	–	–	992	992
- Interest expense	1,064	4	81	–	57	1,206
Effect of changes in foreign exchange rates	(14)	–	(14)	19	–	(9)
Balance at 30 April 2020	20,070	–	2,002	570	1,008	23,650

23. Deferred tax

Deferred tax assets

	Group 2021 $'000	Group 2020 $'000
At beginning of the financial year	**465**	487
Charged to profit or loss	**(15)**	(19)
Exchange translation difference	**9**	(3)
At end of the financial year	**459**	465

Deferred tax assets are attributable to the following:

	Group 2021 $'000	Group 2020 $'000
Property, plant and equipment	**428**	434
Unutilised tax losses	**31**	31
	459	465

23. Deferred tax (cont'd)

Deferred tax liabilities

	Group	
	2021	2020
	$'000	$'000
At beginning of the financial year	**5,693**	5,864
Credited to profit or loss	**(2,410)**	(369)
Exchange translation difference	**(316)**	198
At end of the financial year	**2,967**	5,693

Deferred tax liabilities are attributable to the following:

Intangible assets	**2,967**	5,693

At the end of the financial year, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is $459,000 (2020: $465,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

24. Contract liabilities

The Group receives payments from customers who purchase or reloads prepaid cards, which are used to pay for the consumption of natural gas provided by the Group. These payments received in advance are recognised as contract liabilities. Contract liabilities are recognised as revenue based on the usage of the value in the prepaid cards to pay for the consumption of natural gas.

The following table provides information about contracts with customers:

	Group		
	2021	2020	1.5.2019
	$'000	$'000	$'000
Trade receivables from contracts with customers	**11,563**	3,104	4,994
Contract liabilities	**19,536**	14,018	13,782

Significant changes in the contract liabilities balances during the financial year are as follows:

	Group	
	2021	2020
	$'000	$'000
Revenue recognised that was included in the contract liability balance at the beginning of the financial year	**14,018**	13,782
Increases due to advances received, excluding amounts recognised as revenue during the financial year	**19,536**	14,018

25. Share capital

	Group and Company			
	Number of share		Issue share capital	
	2021	2020	**2021**	2020
	'000	'000	**$'000**	$'000
Issued and fully paid with no par value				
At beginning and end of the financial year	**6,180,800**	6,180,800	**265,811**	265,811

The Company has one class of ordinary shares which carries no right to fixed income. The equity holders of ordinary shares of the Company are entitled to receive dividends as and when declared by the Company. All ordinary shares of the Company have no par value and carry one vote per share without restriction.

26. Other reserves

		Group		Company	
		2021	2020	**2021**	2020
		$'000	$'000	**$'000**	$'000
Attributable to equity holders of the Company					
Foreign exchange translation reserve	(a)	**(15,519)**	(17,088)	**–**	–
Capital reduction reserve	(b)	**1,961**	1,961	**1,961**	1,961
Equity - NCI	(c)	**(5,251)**	(5,251)	**–**	–
		(18,809)	(20,378)	**1,961**	1,961

(a) Foreign exchange translation reserve

The foreign exchange translation reserve is used to record exchange differences arising from the translation of financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(b) Capital reduction reserve

The capital reduction reserve arose from a capital reduction exercise in year 2006 to reduce the par value of each issued and paid-up share capital of the Company from $0.20 to $0.05 to cancel an aggregate amount of $123,867,000 of the issued and paid-up share capital of the Company, of which $121,906,000 represents issued and paid-up share capital which had been lost and unrepresented by available assets, and the balance of $1,961,000 was credited to capital reduction reserve.

(c) Equity - NCI

The Equity - NCI is the effect of transaction with non-controlling interests without loss of control and these transactions will no longer result in goodwill or gains or losses.

The movements of other reserves of the Group are presented in the consolidated statement of changes in equity.

27. Significant related party transactions

Some of the Group's and the Company's transactions and arrangements are between entities of the Group and with related parties, the effects of which, on basis determined between the parties, are reflected in these consolidated financial statements. The balances with these parties are unsecured, interest-free and repayable on demand unless stated otherwise.

Apart from the related party information disclosed elsewhere in these financial statements, the Group does not have any other related party transactions.

28. Commitments

Capital commitments

Capital commitments contracted for at the end of the financial year but not recognised in the financial statements were as follows:

	Group	
	2021	2020
	$'000	$'000
Acquisition of property, plant and equipment	**1,460**	2,509

29. Segment information

Management has determined the operating segments based on the reports reviewed by the Board of Directors.

The accounting policies of the operating segments are the same of those described in the summary of significant accounting policies. There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operation before tax expense.

Management considers the business from both business and geographical segment perspective. The Group's reportable segments are strategic business units that are organised based on their function and targeted customer groups. They are managed separately because each business unit requires different skill sets and marketing strategies. There is no change from prior periods in the measurement methods used to determine reported segment profit or loss.

Income taxes are managed by the management of respective entities within the Group.

The Group accounts for inter-segment sales and transfer as if the sales or transfers were to third parties, which approximate market prices. These intersegment transactions are eliminated on consolidation.

Business segments

The Group is organised into five main business segments:

- Infrastructure development and turnkey construction;
- Property development;
- Gas distribution;
- Electronics and trading; and
- Investment securities trading.

29. Segment information (cont'd)

Business segments (cont'd)

Other operations of the Group mainly comprise investment holding and other management services, neither of which constitutes a separately reportable segment.

Segment assets consist primarily of property, plant and equipment, intangible assets, development property, deferred tax assets, inventories, receivables, financial assets and operating cash and bank deposits. Segment liabilities comprise payables, provisions, borrowings and deferred tax liabilities. Capital expenditures comprise additions to property, plant and equipment and intangible assets, including those acquired through business combinations.

Geographic segments

The Group's business segments operate in five main geographical areas:

- Singapore

  The operations in this area are principally the manufacture and sale of electronic components, investment securities trading, and investment holding.

- People's Republic of China

  The operations in this area are principally distribution of gas to household, commercial and industrial users.

- United States of America

  The operations in this area are principally the development of residential real estate for sale.

- Taiwan and Europe

  The operations in these areas are principally acting as agents and distributors of semi-conductor back-end equipment and providing consultancy services in semi-conductor industry.

- Other countries

  The operations in these areas are those investment holding.

Sales are based on the geographical area in which the customer is located. Total assets and capital expenditure are shown by the geographical area where the assets are located.

Information about major customer

Revenue is derived from 1 external customer who individually contributed 10% or more of the Group's revenue and is attributable to the segment as detailed below:

		Group	
		2021	2020
	Attributable segment	**$'000**	$'000
Customer 1	Property development	**11,757**	–

29. Segment information (cont'd)

Analysis by business segment

	Infrastructure development and turnkey construction		Property development		Gas distribution		Electronics and trading		Investment securities trading		Corporate and others		Total	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000
Revenue														
Sale to customers	**–**	–	**11,757**	–	**43,702**	39,348	**17,104**	13,130	**–**	–	**–**	–	**72,563**	52,478
Other revenue	**2**	420	**11**	–	**150**	933	**430**	1,022	**10**	(163)	**37**	1,222	**640**	3,434
Total external revenue	**2**	420	**11,768**	–	**43,852**	40,281	**17,534**	14,152	**10**	(163)	**37**	1,222	**73,203**	55,912
Segment (loss)/profit	**(875)**	287	**3,072**	(920)	**(6,421)**	2,626	**489**	(273)	**469**	(335)	**(1,577)**	513	**(4,843)**	1,898
Interest income	**1**	2	**–**	–	**19**	18	**11**	75	**–**	81	**–**	–	**31**	176
Interest expenses	**(2)**	–	**–**	–	**(1,335)**	(1,145)	**(119)**	(63)	**–**	–	**(1)**	(61)	**(1,457)**	(1,269)
(Loss)/profit before income tax	**(876)**	289	**3,072**	(920)	**(7,737)**	1,499	**381**	(261)	**469**	(254)	**(1,578)**	452	**(6,269)**	805
Income tax credit/ (expense)	**–**	–	**–**	–	**1,431**	(644)	**(1)**	–	**–**	–	**–**	–	**1,430**	(644)
(Loss)/profit for the financial year	**(876)**	289	**3,072**	(920)	**(6,306)**	855	**380**	(261)	**469**	(254)	**(1,578)**	452	**(4,839)**	161
Non-controlling interests	**–**	–	**–**	–	**(514)**	(363)	**(49)**	71	**–**	–	**–**	–	**(563)**	(292)
(Loss)/profit attributable to equity holders of the Company	**(876)**	289	**3,072**	(920)	**(6,820)**	492	**331**	(190)	**469**	(254)	**(1,578)**	452	**(5,402)**	(131)

29. Segment information (cont'd)

Analysis by business segment (cont'd)

	Infrastructure development and turnkey construction		Property development		Gas distribution		Electronics and trading		Investment securities trading		Corporate and others		Total	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000
Segment assets and liabilities														
Segment assets	**2,771**	834	**9,816**	12,826	**101,951**	105,741	**15,369**	13,363	**24**	15	**1,820**	556	**131,751**	133,335
Segment liabilities	**449**	334	**921**	1,505	**51,209**	50,802	**7,650**	5,916	**1,719**	1,717	**1,168**	1,461	**63,116**	61,735
Capital expenditure	**–**	39	**–**	–	**4,560**	4,591	**20**	1,393	**–**	–	**17**	–	**4,597**	6,023
Impairment loss of intangible assets	**–**	–	**–**	–	**7,056**	–	**–**	–	**–**	–	**–**	–	**7,056**	–
Impairment loss/ (write-back) of trade and other receivables and convertible loan	**–**	–	**–**	–	**–**	3	**153**	(30)	**–**	81	**–**	–	**153**	54
Amortisation of intangible assets	**–**	–	**–**	–	**1,342**	1,413	**–**	–	**–**	–	**–**	–	**1,342**	1,413
Depreciation of property, plant and equipment	**9**	6	**–**	–	**3,659**	4,189	**390**	403	**–**	–	**4**	2	**4,062**	4,600
Property, plant and equipment written off	**–**	–	**–**	–	**–**	400	**–**	–	**–**	–	**–**	–	**–**	400

29. Segment information (cont'd)

Analysis by geographic segments (cont'd)

	Singapore		People's Republic of China		United States of America		Taiwan		Europe		Others		Total	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000
Sales to external customers	**4,408**	3,867	**51,619**	44,036	**11,962**	518	**3,168**	3,016	**780**	648	**626**	393	**72,563**	52,478
Others	**477**	2,165	**150**	441	**11**	–	**–**	–	**–**	–	**2**	828	**640**	3,434
Total external revenue	**4,885**	6,032	**51,769**	44,477	**11,973**	518	**3,168**	3,016	**780**	648	**628**	1,221	**73,203**	55,912
Segment assets	**17,199**	13,930	**101,616**	105,741	**10,151**	12,826	**–**	–	**–**	–	**2,785**	838	**131,751**	133,335
Segment liabilities	**10,576**	9,127	**51,191**	50,802	**921**	1,505	**–**	–	**–**	–	**428**	301	**63,116**	61,735
Capital expenditure	**37**	1,393	**4,560**	4,591	**–**	–	**–**	–	**–**	–	**–**	39	**4,597**	6,023
Non-current assets	**1,204**	1,561	**88,910**	96,070	**–**	–	**–**	–	**–**	–	**24**	33	**90,138**	97,664

Non-current assets consist of intangible assets and property, plant and equipment.

During the financial years of 2021 and 2020, there were no inter-segment sales between the geographic segments.

30. Financial instruments

a) Categories of financial instruments

Financial instruments at their carrying amounts at end of reporting period are as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Financial assets				
Financial assets, at fair value through profit or loss	**553**	518	**502**	502
Financial assets at amortised cost	**32,017**	18,692	**1,294**	499
	32,570	19,210	**1,796**	1,001
Financial liabilities				
Financial liabilities at amortised cost	**39,589**	41,171	**6,791**	6,614

b) Financial risk management

The Group's overall risk management framework is set by the Board of Directors of the Company which sets out the Group's overall business strategies and its risk management philosophy. The Group's overall risk management approach seeks to minimise the adverse effects from the volatility of financial markets on the Group's financial performance.

There has been no change to the Group's exposure to these financial risks or the way in which it manages and measures financial risk. The Group's management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

Market risks (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk exposures are measured using sensitivity analysis indicated below.

i) Market risk

Foreign exchange risk

The carrying value of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the financial year were as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Monetary assets				
Singapore dollar	**2,289**	2,400	**–**	–
United States dollar	**13,204**	7,918	**1,215**	452
Hong Kong dollar	**3**	3	**–**	–
Renminbi	**13**	–	**–**	–
Euro	**183**	130	**–**	–
Others	**25**	6	**–**	–
Monetary liabilities				
Singapore dollar	**2,608**	2,599	**–**	–
United States dollar	**5,435**	4,257	**2,449**	2,866
Ringgit Malaysia	**12**	7	**–**	–
Renminbi	**3**	67	**–**	–
Euro	**25**	4	**–**	–
Others	**58**	91	**–**	–

Sensitivity analysis for foreign exchange risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in a currency other than their respective functional currency. The currencies giving rise to this risk are primarily United States dollar ("USD"). Exposure to foreign currency risk is monitored on an ongoing basis by the Group to ensure that the net exposure is kept at an acceptable level.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

i) Market risk (cont'd)

Foreign exchange risk (cont'd)

Sensitivity analysis for foreign exchange risk (cont'd)

If the functional currency changes against the following foreign currencies by 10% (2020: 10%) each respectively at the end of the financial year, assuming that all other variables held constant, the effects arising from the net financial asset position for the Group and of the Company will be as follows:

	Increase/(decrease) Profit before tax	
	2021	2020
	$'000	$'000
Group		
USD/SGD		
Strengthen 10%	**777**	367
Weaken 10%	**(777)**	(367)
Company		
USD/SGD		
Strengthen 10%	**(123)**	(241)
Weaken 10%	**123**	241

Price risk

The Group is exposed to equity risks arising from equity investments classified as financial assets at fair value through profit or loss. Equity investments are held for strategic rather than trading purposes. The Group does not actively trade equity investments.

Further details of these equity investments can be found in Note 18.

The sensitivity analysis below has been determined based on the exposure to price risks at the end of the financial year.

Sensitivity analysis for price risk

The sensitivity analysis assumes an instantaneous 30% (2020: 30%) change in the quoted equity prices from the end of the financial year, with all variables held constant.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

i) Market risk (cont'd)

Price risk (cont'd)

Sensitivity analysis for price risk (cont'd)

	Increase/(decrease) Profit before tax	
	2021	2020
	$'000	$'000
Group		
Listed in Singapore		
- Increased by 30% (2020: 30%)	**165**	155
- Decreased by 30% (2020: 30%)	**(165)**	(155)
Listed in Malaysia		
- Increased by 30% (2020: 30%)	**1**	1
- Decreased by 30% (2020: 30%)	**(1)**	(1)
Company		
Listed in Singapore		
- Increased by 30% (2020: 30%)	**151**	151
- Decreased by 30% (2020: 30%)	**(151)**	(151)

Interest rate risk

The Group's exposure to market risk for changes in interest rates relate primarily to interest-earning fixed deposits and interest-bearing debt obligations with financial institutions.

The Group's fixed deposits are placed at prevailing interest rates.

The Group's policy is to maintain an efficient and optimal interest cost structure using a combination of fixed and variable rate debts, and long term and short-term borrowings.

The Group's and the Company's exposure to interest rate risks as at the end of the reporting period is not significant.

ii) Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Group as and when they fall due. The exposure to credit risk is monitored and assessed on an on-going basis. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

At the end of financial year, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

Description of evaluation of financial assets	Basis for recognition and measurement of ECL
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, cannot be located or are not recoverable despite legal recourse made to recover the debt, and reminders and warning letters issued for debts due for more than 12 months	Write-off

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook that is available without undue cost or effort.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

Significant increase in credit risk (cont'd)

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

The Group's trade receivables comprise 4 debtors (2020: 3 debtors) that represents 84% (2020: 47%) of the trade receivables.

As the Group and the Company do not hold any collateral for trade and other receivables, the maximum exposure to credit risk is the carrying amount of the respective class of financial instruments presented on the statement of financial position. Cash and cash equivalents are placed in banks and financial institutions with good credit ratings.

Trade receivables

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

These trade receivables are grouped based on shared credit risk characteristics and past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions.

A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor such as when the debtor has been placed under liquidation, has entered into bankruptcy proceedings, cannot be located or are not recoverable despite legal recourse made to recover the debt, including reminders and warning letters issued for debts due for more than 12 months.

Based on the simplified approach for determining credit loss allowance for trade receivables as at 30 April 2021, an allowance for impairment amounting to $488,000 (2020: $355,000) was recognised for credit-impaired receivables as a result of occurrence of credit impairment events.

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables, rental, utilities and other deposit, staff and cash and cash equivalents.

The table below details the credit quality of the Group's financial assets:

Group 2021	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
Convertible loan	Lifetime ECL - credit-impaired	**1,491**	**(1,491)**	**–**
Trade receivables	Lifetime ECL	**12,051**	**(488)**	**11,563**
Other receivables (current)	Lifetime ECL - credit-impaired	**18,767**	**(18,767)**	**–**
	12-month ECL	**2,003**	**–**	**2,003**
Rental, utilities and other deposits	12-month ECL	**171**	**–**	**171**
Staff advances	12-month ECL	**77**	**–**	**77**
Cash and cash equivalents	N.A. Exposure Limited	**18,203**	**–**	**18,203**
2020				
Convertible loan	Lifetime ECL - credit-impaired	1,491	(1,491)	–
Trade receivables	Lifetime ECL	3,459	(355)	3,104
Other receivables (current)	Lifetime ECL - credit-impaired	18,911	(18,911)	–
	12-month ECL	2,076	–	2,076
Rental, utilities and other deposits	12-month ECL	161	–	161
Staff advances	12-month ECL	78	–	78
Cash and cash equivalents	N.A. Exposure Limited	13,273	–	13,273

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

Other financial assets at amortised cost (cont'd)

The table below details the credit quality of the Company's financial assets:

Company 2021	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
Other receivables (current)	Lifetime ECL - credit-impaired	**43**	**(32)**	**11**
Due from subsidiaries	Lifetime ECL - credit-impaired	**34,626**	**(34,616)**	**10**
Rental, utilities and other deposits	12-month ECL	**15**	**–**	**15**
Cash and cash equivalents	N.A. Exposure Limited	**1,258**	**–**	**1,258**
Quasi-equity loan	Lifetime ECL - credit-impaired	**97,386**	**(97,386)**	**–**
2020				
Other receivables (current)	Lifetime ECL - credit-impaired	68	(32)	36
Due from subsidiaries	Lifetime ECL - credit-impaired	77,859	(77,407)	452
Rental, utilities and other deposits	12-month ECL	5	–	5
Cash and cash equivalents	N.A. Exposure Limited	6	–	6
Quasi-equity loan	Lifetime ECL -credit-impaired	56,804	(56,804)	–

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

ii) Credit risk (cont'd)

Other financial assets at amortised cost (cont'd)

Movements in credit loss allowance are as follows:

	Non-current	← Current	→	
	Convertible loan (Note 14)	Trade receivables (Note 17)	Other receivables (Note 17)	Total
	$'000	$'000	$'000	$'000
Group				
Balance at 1 May 2019	1,410	369	18,742	20,521
Loss allowance measured:				
Lifetime ECL				
- simplified approach	–	3	–	3
- credit impaired	81	–	–	81
Reversal of allowance	–	(30)	–	(30)
Currency translation differences	–	13	169	182
Balance at 30 April 2020	1,491	355	18,911	20,757
Loss allowance measured:				
Lifetime ECL				
- simplified approach	–	153	–	153
Currency translation differences	–	(20)	(144)	(164)
Balance at 30 April 2021	**1,491**	**488**	**18,767**	**20,746**

	Non-current	← Current	→	
	Quasi-equity loan (Note 13)	Trade receivables (Note 17)	Due from subsidiaries (Note 17)	Total
	$'000	$'000	$'000	$'000
Company				
Balance at 1 May 2019	50,244	32	82,778	133,054
Loss allowance measured:				
Lifetime ECL				
- credit impaired	–	–	1,189	1,189
Reclassification	6,560	–	(6,560)	–
Balance at 30 April 2020	56,804	32	77,407	134,243
Reversal of allowance	–	–	(2,209)	(2,209)
Reclassification	40,582	–	(40,582)	–
Balance at 30 April 2021	**97,386**	**32**	**34,616**	**132,034**

30. Financial instruments (cont'd)

b) Financial risk management (cont'd)

iii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to manage liquidity is to ensure the availability of funding through an adequate amount of committed credit facilities from financial institutions.

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The Group's and the Company's going concern assumption is dependent on the assessment as disclosed in Note 3.

The Group's and the Company's financial liabilities based on the remaining year at the end of the financial year to the contractual maturity date based on contractual undiscounted cash flows which include both interest and principal cash flows are as follows:

	Group		**Company**	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Less than one year:				
Trade and other payables	**16,746**	15,781	**6,778**	6,614
Borrowings	**13,364**	11,322	**–**	–
Lease liabilities	**390**	352	**5**	–
	30,500	27,455	**6,783**	6,614
Between 2 to 5 years:				
Borrowings	**11,714**	16,969	**–**	–
Lease liabilities	**386**	697	**10**	–
	12,100	17,666	**10**	–
	42,600	45,121	**6,793**	6,614

c) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, issue new shares and obtain new borrowings.

The Group's management reviews the capital structure on an annual basis. As part of the review, management considers the cost of capital and the risk associated with each class of capital. Upon review, the Group will balance its overall capital structure through new share issues as well as the issue of new debt. The Group's overall strategy remains unchanged from 2020.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings, and trade and other payables less cash and cash equivalents. Total capital is calculated as equity attributable to equity holders of the Company plus net debt.

30. Financial instruments (cont'd)

c) Capital management (cont'd)

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Net debt	**21,386**	27,898	**5,533**	6,608
Equity attributable to equity holders of the Company	**52,490**	56,323	**43,537**	42,870
Total capital	**73,876**	84,221	**49,070**	49,478
Gearing ratio	**29%**	33%	**11%**	13%

31. Fair value of assets and liabilities

a) Fair value hierarchy

The Group and the Company classify fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
	$'000	**$'000**	**$'000**	**$'000**
Group				
2021				
Financial assets				
Financial assets, at fair value through profit or loss	**553**	**–**	**–**	**553**
2020				
Financial assets				
Financial assets, at fair value through profit or loss	518	–	–	518

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

a) Fair value hierarchy (cont'd)

	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Company				
2021				
Financial assets				
Financial assets, at fair value through profit or loss	**502**	**–**	**–**	**502**
2020				
Financial assets				
Financial assets, at fair value through profit or loss	502	–	–	502

During the financial years ended 30 April 2021 and 30 April 2020, there were no transfers between instruments in Level 1 and Level 2.

32. Other matters

(i) On 2 April 2014 and 29 April 2014, the Company, certain of its subsidiaries, a previous associated company and certain former Directors had received order under Section 20 of the Criminal Procedures Code from Commercial Affairs Department, Singapore Police Force ("CAD") requesting their assistance for an investigation into an alleged offence under the Securities and Futures Act, Chapter 280. The CAD had requested for files and financial records, computers, and data storage devices for the period from 1 January 2011 to the respective date of the letters.

On 25 November 2016, Ms Quah Su-Ling, an ex-Director and ex-Chief Executive Officer of the Company, and Mr Goh Hin Calm, a former key management personnel of the Company, and another individual were charged in the State Courts for offences under the Securities and Futures Act, and the Penal Code and Companies Act. Mr Goh Hin Calm has pleaded guilty to the charges and has been convicted accordingly. Court proceedings against the remaining two persons and investigations against persons who may have facilitated the offences are still ongoing.

The Board of Directors of the Company has sought professional advice on this matter. The Board is not aware of any offence being committed within the Company and the Group and is of the view that the business and operations of the Company and of the Group are not unduly affected by the investigations and continue as normal. The Company and the Group will continue to monitor the progress of the investigations.

32. Other matters (cont'd)

(ii) On 13 April 2021, the Group obtained a judgement against Hudson Minerals Holdings Pte Ltd ("Hudson") for the sum of $1,545,297 (being the outstanding principal and interests), the judgement interest and costs (the "Judgement Debt"). Please refer to Note 14 for details.

On 21 May 2021, the Group commenced HC/S 458/2021 in the General Division of the High Court of Singapore against Mr Carlson Clark Smith ("Mr Smith") who was a Director at the material times when the loan to Hudson was made and subsequently renewed.

The Group is claiming, inter alia, the following:

(1) A declaration that Mr Smith has breached his duties owed to a subdiary as its then director in respect of his acts and omissions concerning the loan to Hudson (including his authorisation of the loan and the renewal thereof);

(2) Damages or equitable compensation, to be assessed; and

(3) Alternative to paragraph (2), an order that Mr Smith indemnify the subsidiary against any part of the Judgement Debt which cannot be satisfied against Hudson.

33. Writs of summons

(i) On 17 July 2018, a Complaint and Summons were filed naming the Company and its 100% owned subsidiary Capri as Co-Defendants (the "Claim"). The Plaintiffs are a Washington Company, Westridge Development LLC and G. Patrick Healy (collectively "the Plaintiffs").

The Plaintiffs claim ownership of approximately 15 acres of real property in Pierce County, Washington owned by Capri (the "Property") based on a 2003 Statutory Warranty Deed that violated both state and local subdivision law because the Property was never properly segregated from the larger parcel of which it was a part at the time of the purported transfer to Plaintiff, Westridge Development LLC. Consequently, the Pierce County Assessor never recognised the transfer of the Property to the Plaintiff, Westridge Development LLC.

On 9 October 2020, the Court ordered that all claims by Westridge Development LLC be dismissed without prejudice. The remaining claims brought by the other Plaintiff, G. Patrick Healy will continue to be litigated. On 10 June 2021, the Commissioner issues an amended ruling denying discretionary review outright. On 8 July 2021, the Plaintiffs filed a motion to modify the Commissioner's 10 June 2021 ruling, asking the Court of Appeal to accept discretionary review. The Company and Capri filed their opposition on 19 July 2021.

(ii) On 13 May 2019, the Company and Capri (the "Defendants") were served with a complaint ("Civil Complaint") filed naming the Company and its 100% owned subsidiary Capri as Co-Defendants in the Pierce County Superior Court in the State of Washington by attorneys for Renovatio LLC (the "Plaintiff"), a Washington Limited Liability Company.

In the Civil Complaint, the Plaintiff is claiming from the Defendants, and other defendants ("Other Defendants") named therein, sums to be proven at the trial of the Civil Complaint for monies owing arising from (a) a breach of payment for services rendered by one G. Patrick Healy ("Healy"), (b) stipend and expense reimbursement claims of Healy, (c) 20% ownership interest in Asia Plan Ltd allegedly owed to Healy, and (d) loans made by Healy for the Falling Water project (collectively, the "Claims").

33. Writs of summons (cont'd)

(ii) (cont'd)

The Plaintiff is not the direct claimant of these Claims, but has made the complaint as "assignee" of all the Claims set out in the Civil Complaint.

On 12 May 2021, the Court granted the Company and Capri the motion for summary judgement dismissing all of the Plaintiff claims. Subsequently on 25 May 2021, the Plaintiff filed for notice of appeal and an amended notice of appeal was filed on 17 June 2021. On 16 July 2021, the trial court awarded Capri US$70,000 in attorney's fees and cost for its successful defence of Plaintiff's claims. No substantive action has taken place at the Court of Appeals.

The Defendants believe the Claims are erroneously made and without merit.

(iii) On 30 November 2020, Sawyer Falls Co., L.L.C. ("Sawyer") filed a suit against the Company and its subsidiary, Capri on a promissory note made by Capri to Sawyer amounted to US$400,000 plus an "indeterminate" amount based off of the proceeds from the sale of certain lots.

On 2 April 2021, the motion for partial summary judgement based on the statute of limitation was granted, and in which the Plaintiff's suit was dismissed. Sawyer filed for a motion to reconsider, which was denied on 19 April 2021. On 14 May 2021, Sawyer filed for notice of appeal. On 23 August 2021, Sawyer filed its opening brief at the Court of Appeals.

The Company and Capri believes that the case is without merit as the statute of limitations has run.

(iv) A former key management personnel, Carlson Clark Smith ("Mr Smith") filed a writ of summons against the Company and three of its former directors alleging that certain matters stated in a regulatory announcement made by the Company on 26 January 2018 ("Announcement") on the Singapore Exchange ("SGXNet") are defamatory of Mr Smith. Mr Smith disagrees with the reasons set out in the Announcement as to why he was removed by shareholders as a director in the extraordinary general meeting of 19 January 2018. Pursuant to the publication of this Announcement on the SGXNet, Mr Smith is claiming $249,500 as damages he has purportedly suffered resulting from the alleged defamation.

The Board has sought legal advice and is of the strong view that the defamation claim is without merit. However, even if the Court does make a ruling in favour of Mr Smith, the Board is of the view that any final order for damages would not be material. No provision has, therefore, been recorded in the financial statements for this matter as at 30 April 2021.

On 25 February 2021, the Company filed in the State Courts of Singapore a Writ of Summons and a Statement of Claim against Mr Smith for, inter alia, a sum of $34,110, being the income tax and utilities payments which the Company made on Mr Smith's behalf and the security deposit which the Company paid in respect of the premises occupied by Mr Smith.

On 9 April 2021, Mr Smith filed his Defence and Counterclaim where he seeks, inter alia, a declaration of wrongful termination and a sum of $1,040,230, being alleged overdue payments in connection with his previous employment with the Company less certain deductions.

The Company believes Mr Smith's Defence and Counterclaim have no merit and will vigorously defend the same in the appropriate forum. The Defence and Counterclaim made by Mr Smith, while without merit in the Company's view, is material. Management has investigated the purported amounts owing to Mr Smith. It is noted that these amounts were not recorded in the previous years' financial statements when Mr Smith was employed by the Company.

34. Basis for qualified opinion on the financial statements for the financial year ended 30 April 2020

The independent auditor's report dated 11 November 2020 contained a qualified opinion on the financial statements for the financial year ended 30 April 2020. The extract of the basis for qualified opinion, which should be read in conjunction with the Group's 2020 Annual Report as all figures and references are in respect of the financial statements for the financial year ended 30 April 2020, is as follows:

Qualified Opinion

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 April 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year then ended on that date.

1. Financial information of Hubei Zonglianhuan Energy Investment Management Inc. and its subsidiaries ("HZLH group")

   The component auditor has not received a bank confirmation letter from a financial institution with which a subsidiary of HZLH group held a balance of RMB1,016,000 (approximately $200,000) and RMB1,014,000 (approximately $204,000) as at 30 April 2020 and 2019 respectively. Accordingly, we are unable to satisfy ourselves on the completeness of any special arrangements or restrictions with or imposed by the financial institution and on the completeness and accuracy of the balances and commitments held with this financial institution for the financial year ended 30 April 2020 and 2019.

2. Transaction between China Environmental Energy Protection Investment Limited and Xiaogan He Shun Investment Management Centre LLP

   During the financial year ended 30 April 2018, the Group recognised the impact of the dilution in equity ownership of HZLH from 85% to 65%, in connection with the sale of HZLH shares by China Environmental Energy Protection Investment Limited ("CEEP") to Xiaogan He Shun Investment Management Centre LLP ("He Shun"). Based on the legal advice obtained, the transaction was accounted for as a disposal of shares in HZLH, instead of a share-based payment transaction as reflected in previous years' financial statements.

   During the financial year ended 30 April 2020, a prior year adjustment was made by the Group to transfer the amount of $731,000 from Equity - NCI to accumulated losses as at 1 May 2018 in the consolidated statement of changes in equity. Full details are disclosed in Notes 13(c) and 26(c) to the financial statements.

   We are unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the accounting treatment for the above-mentioned transactions and on the adjustments made in prior financial year's financial statements arising from the accounting for the transactions.

34. Basis for qualified opinion on the financial statements for the financial year ended 30 April 2020 (cont'd)

Qualified Opinion (cont'd)

2. Transaction between China Environmental Energy Protection Investment Limited and Xiaogan He Shun Investment Management Centre LLP (cont'd)

   During the financial year ended 30 April 2019, the Group recognised an impairment loss of $2,741,000 on the balance receivable from a key management personnel ("KMP") as disclosed in Note 17(a) to the financial statements. We were unable to satisfy ourselves as to whether the impairment loss or a portion of the impairment loss should be recognised in the previous financial year ended 30 April 2019.

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

3. Development property

   As disclosed in Note 16 to the financial statements, the net carrying amount of the Group's development property as at 30 April 2020 amounted to $11,880,000 (2019: $10,543,000).

   We are unable to perform audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the net carrying amount of the development property as at 1 May 2017 contained misstatements as management was unable to provide supporting documents for the accumulated brought forward costs of the development property. Accordingly, we are unable to satisfy ourselves that the development property stated at cost of $11,880,000 and $10,543,000 as at 30 April 2020 and 30 April 2019 respectively are fairly stated.

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

4. Contingent liabilities

   As disclosed in Note 20 and Note 33 to the financial statements,

   (a) A former key management personnel informed the auditor that as at 30 April 2020, there is an outstanding amount owing to him of $1,025,000 under the terms of his service agreement. The former key management personnel had also filed a writ of summons claiming $249,500 for damages caused by alleged defamation by the Company and its three former directors.

       The Board of Directors has sought legal advice from its lawyers. No provision has been recorded in the financial statements as at 30 April 2020.

34. Basis for qualified opinion on the financial statements for the financial year ended 30 April 2020 (cont'd)

Qualified Opinion (cont'd)

4. Contingent liabilities (cont'd)

(b) On 17 July 2018, the Company and its subsidiary, Capri Investments L.L.C. ("Capri") received writ of summons from Westridge Development LLC and G. Patrick Healy ("Healy"). The claims relate to claim of ownership of approximately 15 acres of real property in Pierce County, Washington.

On 9 October 2020, the Court ordered that all claims by Westridge Development LLC be dismissed without prejudice. The remaining claims brought by Healy will continue to be litigated. The Company has discussed with its lawyers and has not altered its position that the claims are without merit. Accordingly, the claim amount has not been recognised in the financial statements as at 30 April 2020.

(c) On 13 May 2019, the Company and its subsidiary, Capri, were served with a complaint filed in the Pierce County Superior Court in the State of Washington by attorneys for Renovatio LLC. The complaint relates to claim of monies owing arising from (i) a breach of payment for services rendered by Healy, (ii) stipend and expense reimbursement claims of Healy, (iii) 20% ownership interest in Asia Plan Ltd allegedly owed to Healy, and (iv) loans made by Healy for the Falling Water project owned by the subsidiary. The Company and Capri believe that the claims are erroneously made and without merit.

Based on currently available information, we are unable to obtain sufficient appropriate audit evidence to determine whether any provision for additional liabilities is necessary for the all above claims in respect of the financial year ended 30 April 2020.

5. Investment in subsidiary

In the previous financial year, we were unable to obtain sufficient appropriate audit evidence to ascertain the appropriateness on the recoverable amount of the Company's investment in ESA Electronics Pte. Ltd. ("ESA") as at 30 April 2019. As disclosed in Note 13 to the financial statements, the net carrying amount of the Company's investment in ESA as at 30 April 2019 amounted to $5,310,000, after deducting accumulated impairment loss of $16,725,000. Consequently, we were unable to satisfy ourselves as to whether additional impairment loss or a reversal of impairment loss should be recognised in the current financial year or previous financial year ended 30 April 2019. Our opinion on the current financial year's financial statements is also modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

35. Impact of COVID-19 pandemic

The COVID-19 pandemic and the aftermath of the pandemic globally forced to suspend or limit business operations during the reporting year and the aftermath is expected for the unforeseeable period ahead. Measures were taken by the governments to contain the spread of COVID-19, including travels, social distancing and closure of non-essential services. This resulted in an economic slowdown, which have adversely impacted on the business of the Group. The economic uncertainties have created questions about the uncertainties relating to the impairment or recoverability of certain assets (including impairment allowances for inventories and receivables) and the completeness or valuation of certain assets and liabilities reflected in these financial statements. An assessment was made by management whether for the current reporting year there were any indications that these assets and liabilities may be impacted adversely. If any such indication of uncertainties existed, an estimate was made of the realisable amount and or fair value of the relevant assets and the completeness of the liabilities (which balances are more fully disclosed in the relevant notes to these financial statements). The recoverability of the assets and the ability of the Group to maintain or pay its debts as they mature are dependent to a large extent on the efficacy of the fiscal and other measures undertaken by Singapore and the affected countries overseas to successfully meet those economic challenges. As the pandemic continues to progress and evolve, it is extremely challenging to predict the full extent and duration of its impact on the Group's businesses and the countries where the Group operates.

36. Comparative figures

During the current financial year ended 30 April 2021, the Group made prior year reclassifications to reclass the amount of $1,063,000 from "Changes in inventories" to "Raw materials and consumables used" in the consolidated statement of profit or loss and other comprehensive income for the financial year ended 30 April 2020.

The items were reclassified during the financial year as follows:

	As previously reported $'000	Adjustments $'000	As restated $'000
Group			
Consolidated Statement of Profit or Loss and Other Comprehensive Income			
For the financial year ended 30 April 2020			
Changes in inventories	(1,118)	1,063	(55)
Raw materials and consumables used	(36,372)	(1,063)	(37,435)

The reclassification has no impact on the statement of financial position at the beginning of the earliest comparative period and cash flows for the current and previous financial years. Therefore, the statement of financial position as of 1 May 2019 was not presented in these financial statements.

37. Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 30 April 2021 were authorised for issue in accordance with a resolution by the Board of Directors on 24 September 2021.

CORPORATE GOVERNANCE

The Board of Directors (the “Board”) of Renaissance United Limited (the “Company”) and together with its subsidiaries, the (“Group”) is committed to maintaining a high standard of corporate governance within the Group. We believe that this is essential to the long-term sustainability of the Group’s business and performance, to safeguard the interests of the Company’s shareholders (the “Shareholders”) and to enhance corporate value and accountability.

This Corporate Governance Report (“CG Report”) describes the Group’s corporate governance framework and practices that were in place during the financial year ended 30 April 2021 (“FY2021”) with specific reference to the principles and provisions (hereinafter referred to as the “Principles” and/or “Provisions”) of the Code of Corporate Governance 2018 (the “Code”), which forms part of the continuing obligations as described in the Listing Manual (the “Listing Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Company has complied with the Principles of the Code where appropriate. Where there were any material deviations from and Principles and/or Provisions, appropriate explanations are provided.

This CG Report should be read as a whole as certain sections of this CG Report may have an impact on the specific disclosures made in other sections.

The Code

The latest version of the Code, published in August 2018, has at its core, broad Principles of corporate governance. Compliance with, and observation of, these Principles is mandatory. These Principles set out broadly accepted characteristics of good corporate governance. Companies are required to describe their corporate governance practices with reference to both the Principles and Provisions, and how the company’s practices conform to the Principles.

The Provisions that underpin the Principles are designed to support compliance with the Principles. These Provisions, which replace the “Guidelines” of the previous version of Code, are drafted in a simple and direct manner, and describe the tenets of good corporate governance. Companies are expected to comply with the Provisions, and variations from Provisions are acceptable to the extent that companies explicitly state and explain how their practices are consistent with the aim and philosophy of the Principle in question. The explanations of any variation should be comprehensive and meaningful.

The emphasis of the Code is for companies to provide thoughtful and meaningful explanations around their practices, and for investors to consider these discussions as part of their engagements with companies. Frank and informed dialogue between companies and their shareholders is fundamental to good corporate governance, and encourages more effective stewardship.

PROFILE OF DIRECTORS

Mr James Moffatt Blythman

Mr James Moffatt Blythman is the Executive Director and Chief Financial Officer of the Company. He has experience in strategic planning, business development and general management in the property and manufacturing industries. He has worked previously for multinationals including BlueScope Ltd and Xella International GmbH in mainland China and throughout the Asia-Pacific region. He graduated with a double Degree in Arts and Commerce from Deakin University, Australia, majoring in Chinese and International Business. He is also a qualified CPA (Australia) and a Certified Fraud Examiner.

Date of first appointment: 28 May 2018
Date of last election: 25 November 2020

Mr Sazali Bin Mohd Nor

Mr Sazali Bin Mohd Nor is a Non-Executive and Independent Director of the Company. He is a member of the Nominating, Remuneration and Audit Committees. Mr Sazali started his career in 1983 and has extensive working experience in various fields, including bio-pharmaceuticals, green technology and entrepreneurship.

In the area of entrepreneurship, he has driven multiple start-ups in the pharmaceutical trading and distribution sectors. Among other achievements, he has been awarded multiple grants from the Government of Malaysia for pre-commercialization of biotechnology products and the setting up of the Centre of Proteomic Research in FRIM with a matching grant of RM12.5million. The Centre was a recipient of the Sun Microsystems Education & Research Grant.

He recently served as Chief Executive Officer of Pahang Technology Resources Sdn Bhd, a state-owned entity focusing on the area of technology development, and Chief Executive Officer of Silk Road Development Sdn Bhd in the area of Sea Ports and Infrastructure. He is currently Strategic Advisor for Mutiara Smart Sdn Bhd, a wholly owned entity of the Ministry of Finance, Inc., Malaysia within the areas of information technology business and market development. In 2021, he also became the Executive Chairman of Rakyat Digital Sdn Bhd and is primarily responsible for overseeing the management of the company, which provides infrastructure for hosting, data processing services, as well as research and development. Mr Sazali was also appointed as a Director of Coraza Integrated Technology Bhd which is currently in the process of listing on the ACE Market of Bursa Malaysia.

Date of first appointment: 30 January 2019
Date of Last election: 29 August 2019

Mr Aswath Ramakrishnan

Mr Aswath Ramakrishnan is a Non-Executive and Independent Director of the Company. He has a wide experience dealing with various corporate and commercial disputes and he now heads the Dispute Resolution department of a law firm in Kuala Lumpur, Malaysia.

He worked previously with a leading law firm in Malaysia focusing on commercial and corporate litigation and assisting multinational clients in matters involving fraudulent trading practices, breach of trust and other regulatory compliance issues.

He read law at the University of Northumbria at Newcastle, United Kingdom and is a Barrister-at-Law of Middle Temple, United Kingdom. He majored in International Commercial Law with a focus on cross- border disputes.

Date of first appointment: 17 July 2020
Date of last election: 25 November 2020

Mr Koh Beng San

Mr Koh Beng San is a Non-Executive and Independent Director of the Company. He was admitted as a Member of the Association of Chartered Certified Accountants in 2001 and as a Fellow Member in 2006. He was also admitted as a Member of the Malaysian Institute of Accountants in 2001.

Mr Koh began his career in 1999 as an Audit Assistant with BDO Binder, where he was responsible for conducting financial audits. In 2003, he joined Southern Industrial Gas Sdn Bhd as its Finance Director and was responsible for its treasury, accounting and finance functions.

Date of first appointment: 13 October 2020
Date of last election: 25 November 2020

Mr Joseph Chen

Mr Joseph Chen was a Non-Executive and Independent Director of the Company. He was also the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. He has more than 30 years of experience in the commercial / corporate sectors of the Financial Risk Management and Banking industry in Canada, United States and the Asia Pacific region, holding senior positions in various banks, including being Country Credit Officer of Citibank Canada from years 1991 to 1995, Senior EVP/Chief Risk Officer of Ta Chong Bank in Taiwan, Director - Audit & Risk Review (Citibank AP) from year 1998 to 2000, Managing Director and Group Head of Consumer Credit, DBS Bank and Subsidiaries from year 2000 to 2008, and Chairperson of Consumer Credit Bureau of Singapore from year 2003 to 2005. He is currently a freelance consultant and investor in the financial markets. He graduated with a Bachelor of Science degree from Nanyang University in 1972 and a Master of Business from the Asian Institute of Management in 1977. Mr Chen resigned as director of the Company on 17 July 2020.

Date of first appointment:	19 January 2018
Date of last election:	19 January 2018
Date of resignation:	17 July 2020

Mr Ng Fook San

Mr Ng Fook San was a Non-Executive and Independent Director of the Company. He was the Chairman of the Nominating Committee and Remuneration Committee, and a member of the Audit Committee. He has more than 30 years of experience in the Electrical and Electronic industry, having held key positions in various companies. His employment history included being VP Sales and Marketing of OSRAM Semiconductor, Asia Pacific, President of Infineon Technologies, Asia Pacific, Senior VP, General Manager of Infineon Technologies, Germany, and CEO of Achieva Limited, Singapore. He is currently serving as the Chairman of Coraza Systems Malaysia Sdn. Bhd. Mr Ng resigned as director of the Company on 17 July 2020.

He graduated with a Bachelor of Engineering degree from the University of Malaya in year 1976.

Date of first appointment:	19 January 2018
Date of last election:	19 January 2018
Date of resignation:	17 July 2020

(A) 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.

The Company is headed by the Board of Directors (the "Board") which is responsible for the overall management of the Company. The Board works closely with the management of the Company (the "Management") and the Management is accountable to the Board.

The Board is entrusted with the responsibility for the overall management of the Company. The Board's primary responsibilities include review and approval of the policies of the Company and setting the direction of the Group to ensure that strategies undertaken would go towards enhancing shareholders' value.

Each Director understands that they must act in good faith and in the best interest of the Company.

The Board comprises four Directors, three of whom are Non-Executive and Independent, and whose collective experience and contribution are compatible with the Company's core businesses and practices. As the majority of the Board members are Independent Directors, the current size of the Company's Board is appropriate for the size and scope of its business. The criterion of independence is based on the definition set out in the Code and in the Practice Notes of the Listing Rules. The Independent Directors are respected individuals from different backgrounds whose core competencies, qualifications, skills and experience are extensive and complementary to each other.

The Board meets on a regular basis, usually to coincide with the announcement of the Group's quarterly and full year financial results. Where necessary the Board also meets to discuss significant business and other developments of the Group.

Where appropriate, decisions of the Board are also made by way of written resolutions, e-mail and telephone conferences. Details of the number of Board and committee meetings held for the year under review and the attendance of each Board member at these meetings are provided on page 97 of this CG Report.

Executive Director

The Executive Director, Mr James Moffatt Blythman, was appointed by the Board of Directors based on the recommendation of the Nominating Committee after considering his working experiences, capabilities and other factors deemed relevant for the position of an Executive Director of the Company.

The Board regularly assesses the performance of, and reviews major decisions made by, the Executive Director in the best interest of the Company.

Independent Directors

The three current Non-Executive and Independent Directors of the Company are Mr Sazali Bin Mohd Nor, Mr Aswath Ramakrishnan and Mr Koh Beng San.

The Board has sought confirmation from each of the Non-Executive and Independent Directors that, apart from their office as Directors of the Company, none of them has any other relationship (business or otherwise) with the Company, its subsidiaries, related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of independent judgment. Where required, the Independent Directors would meet outside of scheduled meetings to discuss issues that have arisen during the course of a financial year, and would work with the Management to deal with such issues.

Key Management

James Moffatt Blythman

Executive Director and Chief Financial Officer

James Moffatt Blythman was appointed as Chief Financial Officer on 1 March 2018 and as Executive Director on 28 May 2018. He is responsible for the Group's business strategy and development. Mr Blythman is a qualified CPA (Australia) and Certified Fraud Examiner. He also has 11 years of experience in strategic planning, business development and general management, and considered by the Nominating Committee to be well suited to oversee and steer the Group's diversified businesses, ranging from the natural gas sector in China and the electronics sector in Singapore, to property development in the United States. Mr Blythman is bi-lingual and speaks Mandarin.

Koh William

CEO, ESA Electronics Pte. Ltd. and subsidiaries ("ESA")

Koh William is one of the co-founders of ESA and holds a Diploma in Electrical and Communication Engineering from the Singapore Polytechnic. Mr Koh has accumulated invaluable experience in the field of engineering from his past appointments and participation in the engineering divisions of various companies. Prior to joining ESA, Mr Koh was a maintenance engineer at Infineon Technologies in Singapore.

Mr Koh is presently responsible for the management and operations (including the technical, engineering and marketing aspects) of ESA.

Ong Swee Hin, Danny

Engineering Director, ESA

Ong Swee Hin, Danny holds a Bachelor's Degree in Engineering (Electrical and Electronics) from Nanyang Technological. He has more than 20 years of working experience in engineering. As the Engineering Director, he manages a team of design engineers. Mr Danny also oversees the CAD (Computer–Aided Design) application, software and product development departments in ESA.

Wilson On Wang Sang

Director of Hubei ZongLianhuan Energy Investment Management Inc. ("HZLH")

Wilson On (a Chinese (Hong Kong) national) holds a Master's Degree in demographics. Mr On is director of the Company's China business unit, HZLH. Mr On has experience in finance, commercial trading, and business management in mainland China and Hong Kong, gained since 1986. Mr On joined Ipco Group (as it was previously known) in 2003 and has been mainly engaged in city gas development and management projects in China for HZLH.

Provision 1.1 – Fiduciary Duties, Code of Conduct and Ethics and Conflict of Interests

Each Director is a fiduciary of the Company, and is expected to act in the best interest of the Company.

The Board has put in place a code of conduct and ethical policies which set the desired tone in terms of the organisational culture and accountability it expects of its directors and key officers.

All Directors are required to declare their interest under section 156 of the Companies Act in respect of any transaction or proposed transaction the Company is entering into. All Directors recuse themselves from voting for transactions they are interested in or if there appears to be a conflict of interest, as determined by the Board after being notified of the Director's interest.

Provision 1.2 – Roles of Directors, Training and Development

When directors are first appointed to the Board, an orientation programme is arranged for them to familiarise themselves with the Company's business and governance practices. For new directors with no prior experience as directors of a publicly listed company, they will be enrolled for the Listed Entity Director Programme, organised by the Singapore Institute of Directors ("SID").

Where a new Director who has been nominated for his or her specialised knowledge, additional orientation is provided for the new Director to gain a deeper understanding of the particular business segment. Such orientation includes visits to the relevant subsidiary and meetings with management of the subsidiary to understand its operations and financial position. The Company also recommends courses for its Directors to attend to ensure they keep up-to-date with changes in the Companies Act, Listing Rules, the Code and applicable financial reporting standards.

Upon appointment, each Non-Executive Director is given a formal letter setting out his or her duties (including membership to the Audit, Remuneration or Nominating Committees) and the terms of certain significant policies of the Company.

In the course of their directorships, all Board members are encouraged to attend regular training, particularly on relevant new laws, regulations and changing commercial risks from time to time. Changes to regulations and accounting standards are monitored closely by the Management.

To keep pace with regulatory changes, Directors are briefed either during Board meetings or at specially-convened sessions conducted by professionals. For the year under review, the Company Secretary and the Auditors (during the presentation of their audit plan findings) have updated the Board of the latest regulatory and financial standards updates and changes. In addition, Directors would attend training and briefing sessions conducted by outside bodies such as the SID, and each of them has also kept abreast of the regulatory, financial, legal and industry changes through their work as professionals in their respective fields.

The Board ensures compliance of regulatory requirements by seeking the advice of the Company Secretary or other professional as and when required.

Provision 1.3 – Matters Requiring Board Approval

The principal functions of the Board are:

(1) to provide entrepreneurial leadership and approve the broad policies, strategies and financial objectives of the Company and monitor the performance of the Management;

(2) to ensure that necessary financial and human resources are in place for the Company to meet its objectives;

(3) to oversee the process for evaluating the adequacy of internal controls, financial reporting and compliance;

(4) to approve the change of directors and key management personnel of the Company;

(5) to approve annual budgets, major funding proposals, investment and divestment proposals;

(6) to assume responsibility for corporate governance;

(7) to set the Company's values and standards, and ensure that obligations to key stakeholder groups are understood and met; and

(8) to delegate authority to the respective committees, such as the Nomination, Remuneration and Audit Committees, to carry out their duties and make decisions in relation to their specific roles.

The Board has previously approved and adopted internal control procedures and guidelines for the Company as well as a list of matters that require the Board's approval. These have been communicated to the Management and are set out below:

- Statutory requirements such as approval of financial statements;
- Other requirements such as the quarter, half-year, full-year results announcements, the annual report and financial statements;
- Corporate strategies, business re-organisation, financial restructuring and action plans;
- Investment and divestment proposals;
- Financial/Funding arrangements and decisions of the Group;
- Nomination of Directors and appointment of key executives;
- Material acquisition and disposal of assets/investments;
- Material capital expenditures;
- Issuance of policies and key business initiatives;
- Declaration of interim dividends and the proposal of final dividends;
- Convening of Shareholders' Meetings;
- Processes for evaluating the adequacy of internal controls risk management and compliance;
- The appointment and removal of the Company Secretary and internal and external auditors and key management staff;
- Acquisition/disposal proposals, annual budgets, major funding proposals and other material transactions;
- Share issuances;
- Other transactions of a material nature requiring announcement and/or approval of the SGX-ST and the Listing Rules, and all other matters of strategic importance; and
- Any matter that is outside of the ordinary course of business or a significant issue arising from the ordinary course of business of any of its subsidiaries.

The Board ensures compliance of regulatory requirements by seeking the advice of the Company Secretary or other professional as and when required.

Provision 1.4 – Board Committees

The Board has established a Nominating Committee, a Remuneration Committee and an Audit Committee, each of which has been delegated specific authorities and functions. The Board has put in place terms of reference for each Committee to address their respective scopes. Each committee's terms of reference and its members are more particularly described in the following pages of this CG Report. Each Committee is chaired by an Independent Director and all members are Non-Executive and Independent Directors. The effectiveness of each Committee is also constantly reviewed by the Board.

Other than the Nominating Committee ("NC"), Remuneration Committee ("RC") and Audit Committee ("AC"), the Board has no other committees.

Provision 1.5 – Board and Committee Meetings

The full Board meets at least four times a year formerly. Whenever warranted by particular circumstances, ad hoc, non-scheduled Board meetings are convened. In addition to these meetings, some matters concerning the Group are also put to the Board for its decision by way of written resolutions.

The number of Board meetings and other meetings held in FY2021 and the attendances of the Directors at these meetings are set out below:

Meetings of Board, Audit, Nominating, and Remuneration Committees

	Board	Audit Committee	Remuneration Committee	Nominating Committee
Number of meetings held	6	4	1	2
Number of meetings attended				
Mr James Moffatt Blythman[(1)]	6	4	1	2
Mr Sazali Bin Mohd Nor	6	4	1	2
Mr Aswath Ramakrishnan[(2)]	3	3	1	1
Mr Koh Beng San[(3)]	2	3	1	1
Mr Joseph Chen[(4)]	4	1	–	1
Mr Ng Fook San[(4)]	4	1	–	1

(1) Mr James Moffatt Blythman was invited to attend all meetings of the committee by invitation.

(2) Mr Aswath Ramakrishnan was appointed on 17 July 2020.

(3) Mr Koh Beng San was appointed on 13 October 2020.

(4) Messrs Joseph Chen and Ng Fook San resigned on 17 July 2020. The meetings attended were prior to their cessation as Directors.

The Board requires that Directors disclose to the Company if they serve on multiple Boards so that the Company can assess if such Directors have sufficient time for the affairs of the Company. This assessment is made at the same time that the Board assesses the effectiveness of each Director at the last meeting of each financial year.

Provision 1.6 – Provision of timely information to Board

The Management provides the Board with all relevant information in a timely manner prior to each Board meeting, and updates the Board on the completion of actions agreed during Board meetings, and also from time to time when there is any material or significant development to the Group's business.

Provision 1.7 – Access to Management, Company Secretary and consultants of the Company

All Directors have direct access to the Management, the Company Secretary and if required, external advisors of the Company at the Company's expense. The Board acknowledges that the appointment and removal of the Company Secretary is a decision to be taken by the Board as a whole.

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 interest of the Company

Since 19 January 2018, the Company has been guided by an effective Board which has a pivotal role in directing the strategic course and providing effective control of the Group.

The Board currently comprises two certified accountants, a lawyer and a senior business leader in Malaysia.

The Board as at 30 April 2021 comprised four (4) Directors as follows:

Mr James Moffatt Blythman, Executive Director and Chief Financial Officer
Mr Sazali Bin Mohd Nor, Non-Executive and Independent Director
Mr Aswath Ramakrishnan, Non-Executive and Independent Director
Mr Koh Beng San, Non-Executive and Independent Director

As at 17 July 2020, the Board comprises three (3) Directors as follows:

Mr James Moffatt Blythman, Executive Director and Chief Financial Officer
Mr Joseph Chen, Non-Executive and Independent Director
Mr Ng Fook San, Non-Executive and Independent Director

Provision 2.1 - Independence

Three out of four Board members are Non-Executive and Independent Directors. The Board considers an "independent" director to be one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interest of the Company.

With three Independent Directors being senior members of their respective industries, the Independent Directors regularly and constructively challenge and guide Management in developing business strategies, and reviewing the performance of management. The Board is effective in its function and is able to exercise independent judgment in all areas of their duties and functions in relation to the Management.

The Independent Directors have confirmed their independence, and the Board has determined, taking into account the views of the NC, that all Independent Directors are independent.

Mr James Moffatt Blythman, Executive Director and Chief Financial Officer has a deemed interest in the 880,000,000 (14.24%) shares held by Meridian Equities Pte Ltd by virtue of his ownership of Meridian Equities Pte Ltd.

None of the Independent Directors has served on the Board beyond nine years from the date of his first appointment. None of the Directors serves on the board of more than five listed companies.

Provisions 2.2 & 2.3 – Majority of the Board

The Non-Executive and Independent Directors make up the majority of the Board. The Company currently does not have a chairman.

Provision 2.4 – Composition of Board Committees

The Board comprises Directors who, as a group, provide an appropriate balance and diversity of skills, experience and knowledge. They possess core competencies such as legal, accounting, banking, finance, financial risk and fraud evaluation, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge. A brief description of the background of each director is presented in the "Profile of Directors" section of this CG Report.

Although the Board has a broad diversity policy when identifying nominations for directorships, in particular in achieving gender parity, the current Board does not yet comprise any female director. The current Directors have all been chosen for their ability and suitability to contribute to the Group and their gender was not taken into consideration when making their appointments.

Provision 2.5 – Independent Directors meet without Management

As and when necessary, the Non-Executive and Independent Directors meet to discuss issues without the presence of the Management, and they will report the conclusions of such meetings to the Board at the next scheduled Board meeting and formalise any action agreed to be taken.

Principle 3: Chairman and Chief Executive Officer

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.

The Board (as referred to in the write-up on Principle 2) comprised a majority of Non-Executive and Independent Directors, and Management is led by the sole Executive Director, who is also the Chief Financial Officer.

Provision 3.1 – Separation between Chairman and Chief Executive Officer

The position of the chairman of the Company has been vacant since August 2006. The Company currently does not have a chairman or a Chief Executive Officer. Notwithstanding the above, the Board is of the view that there are sufficient safeguards, checks and balances to ensure that all decisions made by the Board are independent and collective in nature. In addition, each of the key operating subsidiaries has its own core management team. Further, as noted under the write-up of Principle 2, there are 3 Non-Executive and Independent Directors and only 1 Executive Director representing Management on the Board.

All major decisions are made in consultation with the Board, and where necessary, external consultants are invited to attend Board Meetings to assist the Directors in their deliberations.

Notwithstanding the lack of a chairman, the Board collectively ensures:

(a) the Board's effectiveness on all aspects of its role;

(b) that the agenda is set for all board meetings in consultation with all directors, and that adequate time is available for discussion of all agenda items, in particular strategic issues;

(c) the promotion of a culture of openness and debate at the Board level;

(d) that the directors receive complete, adequate and timely information;

(e) effective communication with shareholders;

(f) constructive relations within the Board and between the Board and Management;

(g) the facilitation of effective contribution of Non-Executive and Independent Directors in particular; and

(h) promotion of high standards of corporate governance.

Provision 3.2 – Division between Chairman and Chief Executive Officer

As explained above under Provision 3.1, the Company does not have a chairman or a Chief Executive Officer. However, the leadership of the Board and the Management is separate and distinct, and each position has its separate set of duties and responsibilities. The duties and responsibilities are not reduced in writing as leadership of the Board is helmed by the Independent Directors, while leadership of the Management is helmed by the Executive Director who is also the Chief Financial Officer.

Provision 3.3 – Lead Independent Director

The Company does not have a Lead Independent Director as the leadership of the Board is not helmed by an Executive or Non-Independent Director. Shareholders are able to contact all Independent Directors directly without having to go through the Management.

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.

New directors are appointed by the Board after the Nominating Committee ("NC") has reviewed and recommended their appointments. The NC formally discusses and agrees on the re-appointment of current Directors in a formal and open process during an NC meeting and makes its recommendation to the Board thereafter. In recommending the re-appointment of Directors, the NC and the Board will take into account the Director's past performance and whether he has fully discharged his duties and obligations. The NC and the Board will also look into whether the Director to be reappointed had been involved in companies with an adverse track record or a history of irregularities, including the reasons for the Director's resignation from a previous company, and whether the Director himself had been under any investigations by his own professional association or regulatory body.

When the need for a new director arises, the NC will review the expertise, skills and attributes of the current Board, identify the additional requirements and shortlist candidates with the appropriate profiles for nomination. New directors are identified from contacts of the Directors and/or through executive search firms if a particular director with specialised skillsets is required. In its search and selection process, the NC will interview at least 2 shortlisted candidates. All appointments of proposed new directors are discussed and formalised in a formal and open process during NC and Board meetings.

New directors must subject themselves for re-election at the Annual General Meeting ("AGM") of the Company following their initial appointment. Regulation 89 of the Company's Constitution also requires at least one-third of the Board to retire via rotation at every AGM. Retiring directors are eligible for re-appointments at AGM. Directors who are appointed casually to fill a vacancy must retire at the next AGM and are eligible for re-election.

Provision 4.1 – Establishment of Nominating Committee

The Board has constituted a Nominating Committee which comprises all three Independent Directors. The Chairman of the NC is Mr Sazali Bin Mohd Nor. No alternate director has been appointed by any of the current sitting Directors.

The NC's principal functions are as follows:

(a) to review the succession plans for directors, including the Chairman, the CEO and key management personnel;

(b) to review and recommend to the Board, key executive appointments, all board appointments and re-appointments;

(c) to determine the independence status of the Independent Directors annually;

(d) to determine whether or not a Director is able to and has been adequately carrying out his or her duties as a Director of the Company; and

(e) evaluate the performance and effectiveness of the Board as a whole, its board committees and the contribution of each Director.

Currently, the NC has not put in place a succession plan as the priority of the Company is to ensure that the Group's businesses and operations are stabilised and steered in the right direction.

Provision 4.2 – Majority of the Nominating Committee is Independent

The current members of the NC are Mr Sazali Bin Mohd Nor, Chairman of the NC, Mr Aswath Ramakrishnan and Mr Koh Beng San, all of whom are Non-Executive and Independent Directors.

Provision 4.3 – Process of selection and appointment of and Criteria to identify and evaluate potential directors, channel of search etc.

Where a vacancy exists, or where additional Directors are required, the Board will seek potential candidates and refer them to the NC for interview and assessment of their credentials and suitability for the appointment. In addition, the NC has the liberty to instruct executive search companies, receive referrals from personal contacts (as relevant), deliberate on and consider any such recommendations in its search and nomination process for the right candidates.

New directors are appointed by the Board after the NC has reviewed and recommended their appointments. When the need for a new director arises, the NC will review the expertise, skills and attributes of the Board as a whole, identify its needs and shortlist candidates with the appropriate profiles for nomination. New directors are identified from contacts of the Directors and/or through executive search firms, if a particular director with specialised skillsets is required. In its search and selection process, the NC will interview at least 2 shortlisted candidates. The criteria used in identifying new directors are based primarily on the skills and experience required at the time and while gender is not considered a criterion, female candidates are identified for consideration in pursuit of its diversity policy.

For the year under review, the NC did not make any nominations.

Provision 4.4 – NC's determination of directors' independence

In accordance with the requirements of the Code, the NC has reviewed the status of the Independent Directors and is of the view that they are all in compliance with the Code's definition of independence.

The NC reviews at the end of each financial year and from time to time, where circumstances so require, the independence of a Director in accordance with such director's disclosure and written confirmation of independence. Where any Director has any relationship with the Company or there are other factors that may impede a director's independence, such relationship or factors will be disclosed in the Annual Report.

As at the end of the financial year ended 30 April 2021, no Non-Executive and Independent Director has any relationship with the Company nor is there any circumstance which would impede an Independent Director's independence, having regard to Provision 2.1 of the Code.

Provision 4.5 – NC's determination of directors' duties, performance and effectiveness

At the end of each financial year, the NC makes a formal assessment of the performance of the Board as a whole and also each Director's performance and determines if each Director has carried out his or her duty adequately.

Page 114 of this CG Report details the principal commitments of each Director and the number of other directorships it holds in both private and publicly listed companies. In this connection, the Company does not set a maximum number of listed company board representations for its Directors but takes into account the number of directorships and principal commitments of each Director in assessing its ability to discharge their duties. For the financial year ended 30 April 2021, no Director served on more than 5 boards at any one time.

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.

Provision 5.1 – NC recommends for Board approval performance of Board, each Board committee, the Chairman and each individual director

As stated above in accordance with Provision 4.5, the NC makes a formal assessment of the performance of the Board as a whole and also of each Director, and determines if each Director has carried out their duty adequately. Prior to making such assessment, the NC will recommend for the Board's approval the performance criteria it will adopt in making the assessment. No external facilitator has been engaged to perform the Board assessment process.

For the financial year ended 30 April 2021, all Directors were requested to complete a Board Assessment Checklist designed to seek their view on the various aspects of the Board performance so as to assess the overall effectiveness of the Board. The performance criteria for the Board evaluation covers amongst other criteria, composition structure and processes of the Board, access to information, corporate strategy, internal control and risk management and standard of conduct.

The completed checklists were submitted to the Company Secretary for compilation and the consolidated responses were presented to the NC for review before submitting to the Board for discussion and determination of areas for improvement. While the checklists have been used to serve as a guide, the ultimate assessment of the Board and each Director is based on the discussions and conclusions of the NC upon reviewing these checklists.

Following the review, the Board is of the view that the Board and its Board Committees operate effectively and each Director contributes to the overall effectiveness of the Board.

The factors taken into consideration for the re-nomination of the Directors for the current year are based on the Directors' attendance at meetings held during the year including their preparation and participation made at Board and other meetings.

(B) REMUNERATON MATTERS

Principle 6: Procedure 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.

Provisions 6.1 & 6.2 – Establishment of Remuneration Committee and Remuneration Matters

The Board has established a Remuneration Committee ("RC") to review and deliberate the compensation packages of Board members as well as key executives of the Company and the Group.

The responsibilities of the RC are to:

- make recommendations to the Board on matters relating to remuneration, including but not limited to fees, salaries, allowance, bonuses, options and benefits in kind of Directors and key executives;
- determine the appropriateness of remuneration of Directors and key executives;
- review and recommend to the Board, the terms of service agreements of Directors and key executives; and
- consider the disclosure requirements for Directors and key executives' remuneration as required by the Listing Manual and the Code.

All recommendations of the RC will be submitted for endorsement by the Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits in kind are covered by the RC. In determining remuneration packages of Executive Directors and key executives, the RC seeks to ensure that Executive Directors and key executives are appropriately rewarded. The RC will also consider, in consultation with the Board, amongst other things, their responsibilities, skills, expertise and contributions to the Company's performance, and whether the remuneration packages are competitive and sufficient to ensure that the Company is able to attract and retain the best available executive talent.

In discharging their duties, the RC may seek professional advice relating to the remuneration of all Directors and key executives. No Director is involved in deciding his own remuneration. The RC will from time to time review the terms of the service contracts or employment contracts of Executive Directors and key executives to ensure that the terms of such contacts are complied with by both parties.

Annual reviews of the compensation of Director and key executives are carried out by the RC to ensure that the remuneration of the Executive Director and key executives is commensurate with their performance and the value provided to the Group, giving due regard also to the financial and commercial health and business needs of the Group. The performance of the Executive Director and key executives is also reviewed periodically by the RC and the Board based on the revenue contributions by respective business unit of the Group.

The current members of the RC are Mr Sazali Bin Mohd Nor, Chairman of the RC, Mr Aswath Ramakrishnan and Mr Koh Beng San, all of whom are Non-Executive and Independent Directors.

Provision 6.3 – RC considers all aspects of remuneration and terms of service

The RC is responsible for recommending to the Board, a general framework of remuneration for the Board and key management personnel. The RC reviews and recommends remuneration policies and packages that attract, retain and motivate Directors and key management personnel to run the Company successfully. The review of remuneration packages takes into consideration the longer-term interests of the Group and ensures that the interests of the Directors align with those of the shareholders. The review covers all aspects of remuneration, including but not limited to Directors' salaries, fees, allowances, bonuses, options, share-based incentive and award and benefits-in-kind. The management is responsible for recommending a framework of remuneration for the key executives to the RC. In reviewing and recommending remuneration policies for the key executives, the management uses various criteria including the aforesaid guidelines.

No member of the RC is involved in deliberating in respect of any remuneration, compensation or any form of benefits to be granted to him.

The RC reviews the Company's obligations in the event of the termination of the Executive Directors and key management personnel's contracts of service, to ensure they contain fair and reasonable termination clauses.

Each member of the RC abstains from voting on any resolutions and making any recommendation and/or participating in discussion regarding his own remuneration package or on matters in which he is interested.

Provision 6.4 – Remuneration Consultants

The RC has access to appropriate expert advice inside and/or outside the Company on the remuneration of all the Directors. For the financial year ended 30 April 2021, the RC did not consult any remuneration consultant.

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.

Provisions 7.1 & 7.3 – Linking of remuneration to corporate and individual performance and alignment with shareholders' interest and long-term success of the Company

The remuneration package of the Executive Director and key management personnel are linked to overall corporate and individual performance. The RC will take into consideration the remuneration and employment conditions within the industry and comparable companies in recommending remuneration levels and terms of service. The remuneration of the Executive Director and key executives comprises a basic salary component and a variable discretionary bonus component tied to the performance of the Group as a whole and their individual performances. There are no pre-determined performance conditions for the grant of discretionary bonus and each year, the RC will discuss with the Executive Director and key management personnel the targets set for each business segment and their individual performance indicators. Against the targets discussed, a discretionary bonus is recommended by the RC which is also based on qualitative criteria (including leadership, people development, commitment, teamwork, current market and industry practices) and quantitative criteria (including production, profit after tax and relative financial performance of the Group to its industry peers).

The Group's remuneration policy is to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate.

In respect of longer-term incentives, the Group currently does not have any share plan in place. The Board is, however, considering implementing such a share plan in the future. The priority for the Board for now is to continue to stabilise the Group's business and to regularise any past non-compliance of good corporate governance since taking over management and oversight of the Group in early 2018.

For the year under review, no recommendation has been made to the RC for any performance bonus to be given to, and no change to the terms of the service contract of, the Executive Director has been proposed.

Provision 7.2 – Remuneration of Non-Executive Directors

The Independent Directors receive Directors' fees in accordance with their contributions, taking into account factors such as effort and time spent and their responsibilities. The Non-Executive Directors' fees are recommended by the RC and endorsed by the Board for approval by the shareholders of the Company at the AGM. Except as disclosed in this Annual Report, the Independent Directors do not receive any remuneration from the Company.

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.

Provision 8.1 (a) – Disclosure on Remuneration of Directors

While the 2018 Code recommends that companies fully disclose the amount and breakdown of remuneration for each individual director and the CEO on a named basis, for confidentiality reasons and prevention of poaching, the Board has deviated from complying with Provision 8.1(a) of the Code, and provide herein below a breakdown, showing the level and mix of each Director's remuneration in bands of S$250,000 for the financial year ended 30 April 2021:

Remuneration Band and Name of Director	Salary*(a) %	Fees %	Bonus %	Other benefits %	Total %
Executive Director & Chief Financial Officer Above S$250,000 to below S$500,000					
Mr James Moffatt Blythman	33%	65%		2%	100%
Non-Executive and Independent Directors Below S$50,000					
Mr Aswath Ramakrishnan		100%			100%
Mr Koh Beng San		100%			100%
Sazali Bin Mohd Nor		100%			100%
Joseph Chen					N/A
Ng Fook San					N/A

Non-Executive Directors are paid Director's fees appropriate to their level of contribution to the Board, taking into account factors such as effort and time spent, specific responsibilities and the need to pay competitive fees to attract, retain and motivate. Non-Executive Directors' fees of a total S$48,398 have been recommended by the Board and tabled for shareholders' approval at the upcoming AGM. The RC considers the current level of fees proposed for Non-Executive Directors to be appropriate, given the current financial and operational positions of the Group. The RC will review the current proposed fees when the overall position of the Group has stabilised and improved.

For the year under review, the total fees of S$48,398 include fees paid to the Non-Executive and Independent Directors by the Company's Subsidiaries as follows:

Renaissance United Development Sdn Bhd	S$41,946
Renaissance United Group	S$6,452

Provision 8.1 (b) – Disclosure on Remuneration of Key Personnel

Provision 8.1(b) of the Code provides that companies should name and disclose the remuneration of at least the top five (5) key management personnel (who are not Directors or the CEO) in bands of S$250,000. In addition, the companies should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not Directors or the CEO).

For confidentiality reason and prevention of poaching, the Board has deviated from complying with Provision 8.1(b) of the Code. The Company only partially complies with the above recommendation by providing below a breakdown, showing the level and mix of each of the top five (5) management personnel's remuneration (who are not Directors or the CEO) in bands of S$250,000 for the financial year ended 30 April 2021:

The total remuneration paid to the key executives and Executive Director of the Group for FY2021 was approximately S$797,000 and is disclosed in the respective bands set out in the table below. The Board believes that given the confidentiality and commercial sensitivity attached to remuneration matters, the remuneration should not be disclosed in dollar terms.

As Note 6 and 8 of the Financial Statements also set out such information, the Board is of the opinion that the information disclosed here is sufficient to shareholders for their understanding of the Company's compensation policies.

To maintain confidentiality of the key executives' remuneration, only their remuneration mix is disclosed as follows:

Remuneration Band and Name of Key Management Executive	Salary*(a) %	Fees %	Bonus %	Other benefits %	Total %
$250,000 to $500,000					
Mr James Moffatt Blythman*	33%	65%		2%	100%
Below $250,000					
Mr Wilson On Wang Sang	100%				100%
Mr William Koh	86%		7%	7%	100%
Mr Danny Ong Swee Hin	94%		6%		100%

(a) Salary is inclusive of defined contribution plan.

* Mr James Moffatt Blythman's remuneration is repeated in the key executive table and is not in addition to his remuneration disclosed in the Directors' table.

Provision 8.2 – Remuneration of related employees

For the financial year ended 30 April 2021, no employee was related to a substantial shareholder, a Director, or the Chief Financial Officer.

Provision 8.3 – Other forms of remuneration and share schemes

Details pertaining to the form of remuneration and other payments and benefits to Directors, Management and key personnel are disclosed under Provisions 8.1 and 8.2 above. Other than disclosed in Provisions 8.1 and 8.2, the Group does not operate any share plan and has not paid any other form of remuneration to any Director, Management or key personnel.

(C) 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.

Provisions 9.1 & 9.2 – Board oversight of risk management and disclosure in Annual Report

The Board has overall responsibility for managing the Group's key risks in order to safeguard shareholders' interests and its assets.

The Audit Committee ("AC") assists the Board in providing risk management oversight while the day-to- day management and monitoring of existing internal control systems are delegated to the Management which comprises the Executive Director and key executives of the Group.

The external auditors will highlight any material control weaknesses within the Group discovered in the course of the statutory audit. In case of any issues arising from the external auditors' comments and findings, the Board will ensure that there are adequate internal controls within the Group and follow-up on issues raised and actions recommended by the auditors to be implemented. The Management will also regularly review in consultation with the AC and the Board the Group's overall risks positions, both existing and emerging risks, and current controls put in place to assess if any further controls need to be put in place. including recommendations made by the internal auditors.

The AC and the Board note that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities; however, they are committed to strengthening controls moving forward.

The Board will, at least, on an annual basis, review the adequacy and effectiveness of the Group's risk management systems as well as the internal control systems including financial, operational, compliance and information technology controls based on procedures established and maintained by the Group and the reviewed by the management.

The Group's financial risk management objectives are discussed under Note 30 of the Notes to the Financial Statements.

For the financial year ended 30 April 2021, the Board and the AC have received assurance from the Executive Director and Chief Financial Officer and key management personnel that the financial records of the Company have been properly maintained and that the financial statements give a true and fair view of the Company's operations and finances.

The Board and AC have also received assurance from the Executive Director and Chief Financial Officer and key management personnel regarding the adequacy and effectiveness of the Group's risk management systems and that the internal control systems put in place are adequate and effective in addressing the key risks identified in its current business environment including financial, operational, compliance and information technology.

Based on the Group's internal controls put in place and the procedures established and maintained by the Group, assurances received from the Executive Director and Chief Financial Officer and key management personnel as well as work and review performed by the external auditors and internal auditors, the management and the Board, the Board with the concurrence of the AC is of the view that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place are adequate and effective as at 30 April 2021. The AC is also satisfied that the internal audit function is independent, effective and has been adequately resourced.

The Board did not establish a separate board risk committee as the Board is already currently assisted by the AC and management in carrying out its responsibility of overseeing the Company's internal controls and risk management systems framework and policies.

Principle 10: Audit Committee

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

Provisions 10.1, 10.2 & 10.3 – Duties and composition of AC

The AC comprises three Board members, all of whom are Non-Executive and Independent Directors. The Chairman of the AC is Mr Koh Beng San. Mr Aswath Ramakrishnan and Mr Sazali Bin Mohd Nor, both Non-Executive and Independent Directors are members of the AC. There is no restriction imposed on the number of members in the AC committee, other than the minimum requirements set out in the Listing Rules and the Code.

The AC carries out its functions in accordance with Section 201B(5) of the Companies Act, and has been entrusted with the following functions:

(a) reviews with the auditors the audit plans, their evaluation of the system of internal controls, audit reports and management letter and ensures the adequacy of the Group's system of accounting controls and co-operation given by the Management to the Auditors;

(b) reviews the quarterly, half-yearly and annual financial statements before submission to the Board and before their announcement in particular, changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards, compliance with stock exchange and statutory/regulatory/requirements, financial accounting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;

(c) reviews the scope and results of the internal audit function and ensuring co-ordination between the internal and external auditors and the Management;

(d) reviews the co-operation given by the Company's officers to the auditors;

(e) reviews the legal and regulatory matters that may have a material impact on the financial statements, disclosure and compliance requirements and programs and reports received from the regulators;

(f) reviews the cost effectiveness, independence and objectivity of the auditors;

(g) reviews the nature and extent of non-audit services, if any, provided by the external auditors and seek to balance the maintenance of independence and value for money;

(h) undertakes such other reviews and projects as may be requested by the Board;

(i) reviews, at least annually, the adequacy and effectiveness of the internal audit function;

(j) ensures that the external and internal audit function is adequately resourced (staffed with persons with relevant qualifications and experience), independent of the activities it audits and has appropriate standing within the Company;

(k) reviews and nominates external auditors for appointment/re-appointment and approves their remuneration and terms of engagement;

(l) reviews all interested person transactions to ensure that they comply with the approved internal control procedures and are in accordance with the requirements of the Listing Manual of the SGX-ST; and

(m) discloses the following information in the Company's annual report:-

- names of the members of the AC;
- details of the AC activities;
- number of AC meetings held in that year; and
- the attendance of individual directors at such meetings.

The AC meets at least four (4) times a year, and as and when required. In particular, the AC meets to review the financial statements before each announcement. In the financial year under review, the AC has reviewed and approved the audit plan, the quarterly, half-yearly and full-year unaudited results for announcement purposes.

The AC may at any time meet with the auditors without the presence of the Company's management. It may also examine any other aspects of the Company's affairs, as it deems necessary, where such matters relate to exposures or risks of a regulatory or legal nature The AC has the power to conduct or authorise investigations into any matter within the AC's scope of responsibility.

No former partner or director of the Company's existing auditing firm is a member of the AC (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

Each member of the AC abstains from voting on any resolutions, making any recommendation and/or participating in discussion on matters in which they is interested.

Provisions 10.4 & 10.5 – Internal Audit function and meeting with internal and external auditors

For the financial year under review, the AC appointed M/s. Nexia TS Risk Advisory Pte Ltd (the "Internal Auditors"), an external firm to carry out the internal audit function. The Internal Auditors are a certified public accounting firm which is a corporate member of the Institute of Internal Auditors Singapore, and is staffed with professionals with relevant qualifications and experience for the job it has been appointed for.

The Internal Auditors report directly to the AC which decides its appointment, termination and remuneration. The Internal Auditors have been provided access to all documents, records, properties and personnel of the Group and have good standing within the Group. An agreed scope of internal audits has been agreed between the AC and the Internal Auditors for the financial year beginning 1 May 2020 to 30 April 2021. For each subsequent financial year, the AC will review and approve the audit plans and the results of the Internal Auditor's examination of the Company's system of internal controls.

For the financial year ended 30 April 2020, the AC appointed M/s. PKF LLP (the "Previous Internal Auditors") to carry out the internal audit function. An agreed scope was agreed between the AC and the Internal Auditors for the financial year beginning 1 May 2019 to 30 April 2020.

The AC is satisfied that the internal audit function is independent and the Internal Auditors have adequate resources to perform its function effectively and is staffed by suitably qualified and experienced professionals with the relevant experience.

The Board recognises its responsibilities in ensuring a sound system of internal controls (including financial, operational, compliance and information technology controls) and risk management systems to safeguard shareholders' investments and the Company's assets. Rule 719(1) of the SGX-ST Listing Manual requires an issuer to have a robust and effective system of internal controls, addressing financial, operational, compliance and information technology controls and risks. Effective internal controls not only refer to financial controls but include, among others, business risk assessment, operational and compliance controls.

The aggregate amount of fees paid to the external auditor of the Company, broken down into audit and non-audit services during FY2021 are disclosed in the Note 8 to the Financial Statements. The audit partner assigned to the audit has not been in charge of more than five (5) consecutive audits.

Service Category	**Fees Paid/Payable (S$'000)**
Audit Service	133
Non-Audit Service	14
Total Fees	**147**

There was no interested party transaction during the financial year under review.

The Board together with the assistance of the NC, reviews and assesses to ensure that the members of the AC are appropriately qualified to discharge their responsibilities. The Board is of the view for the financial year under review that adequate and reasonable assistance and support have been properly rendered by the Directors, Management and key executives to enable the AC to carry out its role effectively and efficiently. The AC comprises members who have expertise and experience in financial management and are qualified to discharge the AC's responsibilities. The AC has taken measures to keep abreast of changes to accounting standards and issues which have a direct impact on the financial statements of the Company by attending seminars to keep themselves updated.

The Group's external auditors, Baker Tilly TFW LLP, is an accounting firm registered with the Accounting and Corporate Regulatory Authority. Having regard to Baker Tilly's other auditing engagements, the size and complexity of the Group and the number and experience of supervisory and professional staff assigned to the audit, the Group is satisfied that Baker Tilly and the audit engagement partner assigned to the audit have adequate resources and experience to meet its audit obligations. In this connection, the Group confirms that it is in compliance with Rule 712 and Rule 715 read together with Rule 716 of the Listing Manual of SGX-ST in relation to the appointment of auditors. Baker Tilly has indicated to the AC and the Board of its intention to seek for re-appointment as auditor of the Company at the forthcoming AGM.

(D) SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder rights and conduct of general meeting

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.

Provisions 11.1, 11.2 & 11.3 – General meetings

The Board welcomes the views of shareholders on matters affecting the Company at the shareholders' meetings. The Board encourages active shareholder participation during general shareholders' meetings, including AGMs and Extraordinary General Meetings ("EGM"). It believes that general meetings are an opportune time and suitable platform for shareholders and the Board and Management of the Company to engage in active exchange of ideas.

While there is no limit imposed on the number of proxy votes for nominee companies, the Constitution of the Company allows each shareholder to appoint up to two (2) proxies to attend AGMs. The Companies Act now allows corporations which provide nominee or custodial services to appoint more than two proxies so that shareholders who hold shares through such corporations can attend and participate in general meetings as proxies.

In light of the COVID-19 situation, the Company has ensured that its Annual Report is available to all shareholders electronically and the Notice of AGM is made available on SGXNET to all shareholders before the meeting. If a specific corporate action that requires shareholders' approval is proposed to be undertaken, a circular will be written up containing all pertinent information and addressed to shareholders. Reports or circulars of the general meetings will be accessible to all shareholders electronically and also made available on SGXNET.

Separate resolutions are proposed for each substantially separate issues at the general meeting. At its AGM, shareholders have the opportunity to raise questions to the Board and Management, and clarify with them any issues they may have relating to the resolutions to be passed.

All Board members, Management and the external auditors are required to attend shareholders' meetings and are on hand to address any questions raised. The external auditors were present at the last AGM held on 25 November 2020 to assist the Directors in addressing any relevant queries on the Financial Statements from the shareholders.

Shareholders will be informed of the procedures, including voting procedures that govern general meetings. Where a resolution has been put to vote, the Company will make an announcement of the details and results showing the number of votes cast for and against each resolution and the respective percentages.

The Company has not amended its Constitution to provide for absentia voting methods which call for elaborate and costly implementation of a fool-proof system, the need for which has not arisen. The AGM minutes will be made available via SGXNET.

The Board is not recommending any dividend distribution to its shareholders for the financial year under review. The Board is of the view that the Group has to first rebuild and strengthen its financial position.

In view of the current COVID-19 situation, the forthcoming AGM to be held in respect of FY2021 will be convened and held by 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. This Order provides that the alternative arrangements apply to meetings held during the period commencing from 27 March 2020 and ending on 30 June 2021. This order has now been extended to 30 September 2021. Alternative arrangements relating to attendance at the AGM via electronic means i.e. live audio-visual webcast or live audio-only stream, submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM (if any) and appointing the Chairman of the Meeting as the proxy at the AGM, will be put in place.

Provision 11.5 – Minutes of general meetings

The Company, with the help of the Company Secretary, prepares minutes of general meetings that include substantial and relevant comments relating to the agenda of the meetings and responses from the Board and management and such minutes, where relevant will be made available to shareholders upon their written request.

In view of the regulatory announcement released by SGX-ST on 27 April 2020 providing issuers with additional guidance on the conduct of general meetings during this safe management period, the Company will publish minutes of the AGM within one month after the AGM on SGX-Net. Questions will not be taken and responded to during the AGM held by electronic means. Questions from shareholders should be submitted in accordance with the procedure set out in the notice of AGM published on the SGX-Net on 24 September 2021.

Provision 11.6 – Dividend policy

The Group does not have a dividend policy at present which deviates from Provision 11.6 of the Code. In considering the declaration of dividends, the Company will have to take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. No dividend is recommended and declared for the financial year under review as the Board is of the view that the Group has to first rebuild and strengthen its financial position. With the ongoing COVID-19 pandemic, the Group is looking to conserve cash for its operations.

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.

Provisions 12.1, 12.2 & 12.3 – Shareholder engagement

The Company believes that a high standard of disclosure is crucial to raising the level of corporate governance. The Board is aware of its obligations to shareholders and has devised investor relations policies to provide regular, effective and fair communication, and to convey pertinent information to shareholders. In line with the continuous disclosure obligations of the Company under the Listing Rules, the Board's policy is that all shareholders should be equally and timeously informed of all major developments and events that impact the Group. All information communicated to shareholders relating to the Company's initiatives is first disseminated via SGXNET followed by news release, where appropriate, and through annual reports/circulars that are available via the Company's website. Notices of general meetings are advertised.

Results of quarterly, half yearly and annual reports are announced or issued within the mandatory period are also simultaneously disseminated via SGX-NET, and where relevant, the press.

While the Company does not have a separate investor relations policy, it will engage with investors and shareholders as and when the occasion requires in addition to general meetings of shareholders and the prompt announcement of material developments of the Group. Contact details and channels of communications with shareholders and public remain open and relevant information is duly updated and conveyed via the Company's websites and email channels.

(E) 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.

Provision 13.1, 13.2 and 13.3 – Stakeholder engagement

The Group places great importance to having open and transparent engagement with our key stakeholders. Stakeholders play an important role to ensure the sustainability of our business and products. Half-yearly and year-end results are made available on SGX-Net and our website at www.ren-united.com.

The Group publishes a sustainability report which provides details about the strategy and key areas of focus in relation to the management of stakeholder relationships. The Group has also identified the environmental, social and governance factors that are important to these stakeholders. These factors form the materiality matrix upon which targets, metrics, programmes and progress are reviewed by and approved by the Board, before they are published annually in our sustainability report. Further details can be found in our sustainability report for the year ended 30 April 2021 which has been released simultaneously with this report.

To enable shareholders to contact the Company easily, the contact details of the company are set out in the contents page of this Annual Report as well as on the Company's website at https://www.ren-united.com.

Dealing in Securities

In line with Listing Rule 1207 (19) of the Listing Manual, the Company has in place an internal code on dealings with securities, which has been issued to all Directors and employees setting out the implications on insider trading.

The internal code prohibits the dealing in securities of the Company by Directors and employees while in possession of price sensitive information, and during the period beginning two (2) weeks before the announcement of the quarterly results and one (1) month before the announcement of the full year results, and ending on the date of the announcement of the respective results. Directors are required to report securities dealings to the Company Secretary who will assist to make the necessary announcements.

In addition, Directors and employees are reminded to observe insider trading laws at all times. The Company's officers are discouraged from dealing in the Company's shares on short-term considerations.

Interested Person Transactions

The Company has established internal control policies to ensure that transactions with interested persons are reported to the AC, reviewed and approved, and are on normal commercial terms and conducted at arm's length basis.

During the financial year FY21 and up to the date of this report, there was no interested person transaction.

Material Contracts

All material contracts entered into between the Company and its subsidiaries involving the interests of any director or controlling shareholder has been disclosed and announced.

Whistleblowing

The Company has put in place a whistle blowing policy. The policy encourages employees to raise concerns, in confidence, about possible irregularities to Mr Ramakrishnan and Mr Koh, Non-Executive Independent Directors and latter chairman of the AC. Such concerns include fraudulent acts, dishonesty, legal breaches and other serious improper conduct, unsafe work practices and any other conduct that may cause financial or non-financial loss to the Group or damage to the Group's reputation. It aims to provide an avenue for employees to raise concerns and at the same time provide reassurance to employees that they will be protected from reprisals or victimisation for whistleblowing in good faith.

Whenever a concern is raised by writing, telephonically or in person to the abovementioned persons, the whistle blower and the report received shall be treated with utmost confidentiality and will be attended to immediately or as soon as practicable. The whistleblowing policy will be posted on a notice board at each subsidiary's premises. The email addresses of Mr Ramakrishnan and Mr Koh are stated in the whistleblowing policy which can be also be found on the Company's website.

When making a report, the whistleblower should provide the following information:

- Name, NRIC and contact details;
- Parties involved, time and place of the alleged improprieties;
- Evidence leading to the improprieties, if any; and
- Any other details or documentation that would assist in the evaluation of the improprieties.

Some concerns may be resolved by agreed action without the need for investigation. If investigation is necessary, the whistleblowing committee member will direct an independent investigation to be conducted. All whistle blowers have a duty to cooperate with investigations.

The AC oversees the administration of the whistle blowing policy. Periodic reports will be submitted to the AC specifying the number and details of the complaints received, results of the investigations, follow-up actions required and any unresolved complaints. There were no whistle blowing reports received for the financial year under review.

Statement of Compliance

The Board is pleased to confirm that for the financial year ended 30 April 2021, the Company has generally adhered to the principles and guidelines set out in the Code.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF THE SGX-ST LISTING MANUALS

Mr James Moffatt Blythman and Mr Sazali bin Mohd Nor, are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be held 11 October 2021 ("AGM") under Ordinary Resolution 3 and 4 (respectively) as set out in the Notice of AGM dated 24 September 2021.

Pursuant to Rule 720(6) of the SGX-ST Listing Manual, the information relating to the Retiring Directors is set out below:

Name of Director	**Mr James Moffatt Blythman**	**Mr Sazali Bin Mohd Nor**
Date of Initial Appointment	28 May 2018	30 January 2019
Date of last re-appointment (if applicable)	25 November 2020	30 August 2019
Age	36	64
Country of principal residence	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board acknowledges the contributions of Mr Blythman since his appointment. Mr Blythman is retiring pursuant to Regulation 89 of the Company's Constitution and is seeking re-election. The Board recommends Mr Blythman's re-election.	Mr Sazali has extensive working experience since 1983 in the various fields in bio-pharmaceuticals, green technology and entrepreneurship. In the area of entrepreneurship, he has driven multiple startups, pharmaceutical trading and distribution. Among other achievements, he has in the capacity, acquired multiple grants from the government for pre-commercialization of biotechnology products and the setup of the Centre of Proteomic Research in FRIM with a matching grant of RM12.5million. The Centre was a recipient of the Sun Microsystems Education & Research Grant. He recently served as the Chief Executive Officer of Pahang Technology Resources Sdn Bhd, a state-owned entity focusing in the area of technology development and Chief Executive Officer of Silk Road Development Sdn Bhd in the area of Sea Ports and Infrastructure.

Name of Director	Mr James Moffatt Blythman	Mr Sazali Bin Mohd Nor
		In 2021, he became the Executive Chairman of Rakyat Digital Sdn Bhd and is primarily responsible for overseeing the management of the company, which provides infrastructure for hosting, data processing services, as well as research and development. Mr Sazali has also been recently appointed Director of Coraza Integrated Technology Sdn Bhd. Mr Sazali is retiring pursuant to Regulation 89 of the Company's Constitution and is seeking re-election. The Board recommends Mr Sazali's re-election.
Whether appointment is executive, and if so, the area of responsibility	Executive Appointment	Non-Executive Appointment
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Chairman of both Nominating and Remuneration Committees and Member of the Audit Committee.
Professional qualifications	CPA (Australia) and Certified Fraud Examiner	Mr Sazali has attended entrepreneurship programmes under the Malaysian National Economics Policy, Bumiputra National Productivity and Mara Entrepreneurs Development.
Working experience and occupation(s) during the past 10 years	Year 2010 to 2011 – BlueScope Steel Ltd Sales & Marketing Officer (China) Year 2011 to 2013 – Xella International – Strategic Planning Manager (China) / Chief Representative (Vietnam) Year 2014 to 2015 – Secure Parking – Chief Operating Officer (China) Year 2016 to 2017 – Victoria State Revenue Office – Recovery Officer (Australia)	2012 to 2013 Pahang Technology Resources Sdn Bhd Chief Executive Officer 2014 to 2016 Swift Port Sdn Bhd Chief Executive Officer 2016 to 2017 Silk Road Development Sdn Bhd – Chief Executive Officer 2016 to 2018 Seven Seas Global Sdn Bhd – Executive Director 2018 to current Mutiara Smart Sdn Bhd – Strategic Business Advisor

Name of Director	Mr James Moffatt Blythman	Mr Sazali Bin Mohd Nor
	Year 2017 to Current – Meridian Equities Pte Ltd – Director (Singapore) Year 2018 to Current – Renaissance United Ltd – Executive Director & Chief Financial Officer (Singapore)	2019 to Current Non-Executive and Independent Director of Renaissance United Ltd 2021 to Current Director of Coraza Integrated Technology Sdn Bhd
Shareholding interest in the listed issuer and its subsidiaries	Yes	No
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	Mr Blythman holds a deemed interest in the 880,000,000 shares held by Meridian Equities Pte Ltd.	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships# "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)	None	Strategic Business Advisor, Mutiara Smart Sdn Bhd Director of Coraza Integrated Technology Sdn Bhd
Any prior experience as a director of an issuer listed on the Exchange?	Yes	Yes
If yes, please provide details of prior experience.	Executive Director of the Company from 28 May 2018 to date	Non-Executive and Independent Director of the Company from 30 January 2019 to date

Name of Director	Mr James Moffatt Blythman	Mr Sazali Bin Mohd Nor
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.		
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	The Company and the NC requires all Directors to attend regular training and undergo specific training as prescribed. Mr Blythman is required to undergo yearly CPD training for his above mentioned professional qualifications. In addition, he has attended courses held by the Singapore Institute of Company Directors and will attend refresher courses as and when necessary and appropriate.	The Company and the NC requires all Directors to attend regular training and undergo specific training as prescribed. Mr Sazali has attended courses held by the Singapore Institute of Company Directors and will attend refresher courses as and when necessary and appropriate.

Mr James Moffatt Blythman and Mr Sazali Bin Mohd Nor have confirmed negative on items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Rules.

SHAREHOLDERS' INFORMATION

STATISTICS OF SHAREHOLDERS AS AT 3 SEPTEMBER 2021

Issued share capital	:	S$265,811,043.25
Number of shares	:	6,180,799,986
Class of Shares	:	Ordinary Shares
Voting rights	:	One vote for each ordinary share
Number of Treasury Shares	:	NIL

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 3 SEPTEMBER 2021

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	5	0.04	179	0.00
100 - 1,000	447	3.82	438,434	0.01
1,001 - 10,000	3,295	28.11	19,215,494	0.31
10,001 - 1,000,000	7,327	62.51	1,301,314,489	21.05
1,000,001 AND ABOVE	647	5.52	4,859,831,390	78.63
TOTAL	**11,721**	**100.00**	**6,180,799,986**	**100.00**

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
Name of Shareholders	**Units**	**%**	**Units**	**%**
Meridian Equities Pte Ltd	0	0.00	880,000,000	14.24

*As at 3 September 2021, James Moffatt Blythman is the Executive Director and Chief Financial Officer of the Company. He holds a 100% interest in Meridian Equities Pte Ltd and therefore is deemed to have an interest in the shares of the Company.

TWENTY LARGEST SHAREHOLDERS AS AT 3 SEPTEMBER 2021

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	893,903,374	14.46
2	PHILLIP SECURITIES PTE LTD	622,768,453	10.08
3	MAYBANK KIM ENG SECURITIES PTE. LTD	162,761,200	2.63
4	DBS NOMINEES PTE LTD	148,508,400	2.40
5	QUEK CHIN SOON	100,000,000	1.62
6	NG QUEK PENG	76,383,900	1.24
7	HUANG QINGPING	65,000,000	1.05
8	OCBC SECURITIES PRIVATE LTD	64,499,898	1.04
9	LAM WEI KUEN	48,000,000	0.78
10	SOH BENG HUAT OR SOH CHYE LIN	48,000,000	0.78
11	ONG GIM LOO	45,000,000	0.73
12	NG HONG ENG	42,728,300	0.69
13	SOH ENG LEE	38,273,000	0.62
14	NEO ENG KIAM	36,723,700	0.59
15	CITIBANK NOMINEES SINGAPORE PTE LTD	33,464,500	0.54
16	IFAST FINANCIAL PTE LTD	33,138,500	0.54
17	PHUA MENG THONG	31,000,000	0.50
18	LIM KEE WAY IRWIN	30,100,000	0.49
19	TIEW YEW SENG	28,901,000	0.47
20	MAK SENG FOOK	28,800,000	0.47
	TOTAL	**2,577,954,225**	**41.72**

SHARES HELD BY THE PUBLIC AS AT 3 SEPTEMBER 2020

Based on information available to the Company as at 3 September 2021, approximately 85.76% of the issued ordinary shares of the Company is held by the public, and therefore, Rule 723 of the Listing Manual issue by the SGX-ST is complied with.

NOTICE OF ANNUAL GENERAL MEETING

This Notice of Annual General Meeting (the "**Notice**") of Renaissance United Limited ("the **Company**") has been made available on SGXNET at: https://www.sgx.com/securities/company-announcements and the Company's website: www.ren-united.com. A printed copy of the Notice will NOT be dispatched to shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**AGM**") of the Company will be convened and held by way of electronic means via a live webcast from 160 Robinson Road #26-06 SBF Center, Singapore 068914 on 11 October 2021 at 11:00 a.m. for the following purposes:

As Ordinary Business

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 April 2021 together with the Directors' Statement and the Auditors' Report thereon. ***[Resolution 1]***

2. To approve Directors' fees of S$48,398/- (2020:S$47,025). ***[Resolution 2]***
   [See Explanatory Note 1]

3. To re-elect the following Director retiring pursuant to Regulation 89 of the Company's Constitution: ***[Resolution 3]***

   Mr James Moffatt Blythman.
   [See Explanatory Note 2]

4. To re-elect the following Director retiring pursuant to Regulation 89 of the Company's Constitution: ***[Resolution 4]***

   Mr Sazali Bin Mohd Nor.
   [See Explanatory Note 3]

5. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. ***[Resolution 5]***

6. To transact any other ordinary business which may be transacted at an annual general meeting.

As Special Business

To consider and if thought fit, to pass the following resolution as ordinary resolution:

7. **Authority to allot and issue new shares and convertible securities** ***[Resolution 6]***

That pursuant to Section 161 of the Companies Act, Chapter 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

(a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this resolution was in force, provided that:

(i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued pursuant to this resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this resolution, after adjusting for:

(1) new shares arising from the conversion or exercise of any convertible securities;

(2) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and

(3) any subsequent bonus issue, consolidation or subdivision of shares;

(c) in exercising the authority conferred by the Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 4]

By Order of the Board

Allan Tan Poh Chye
Company Secretary

Singapore, 24 September 2021

EXPLANATORY NOTES:

(1) Includes Directors fees of the Company's subsidiaries. Please refer to page 106 of the Annual Report for more information on the breakdown. Previously, the Directors' fees paid at subsidiary level were only disclosed rather than appearing in aggregate. See page 41 of FY2021 Annual Report for further information.

(2) Mr James Moffatt Blythman has submitted himself for re-nomination and re-appointment. Mr Blythman will, upon re-election as a Director of the Company, remain as Executive Director and Chief Financial Officer. Please refer to page 116 of the Annual Report for more information on Mr Blythman.

(3) Mr Sazali Bin Mohd Nor has submitted himself for re-nomination and re-appointment. Mr Sazali will, upon re-election as a Director of the Company, remain as Chairman of the Nominating and Remuneration Committees and member of the Audit Committee. Please refer to page 116 of the Annual Report for more information on Mr Sazali.

(4) Ordinary resolution 6 proposed in item 7 above, if passed, will authorise the Directors of the Company to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. The authority of the Directors to do so as aforementioned is effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or until such time authority is varied or revoked by the Company in a general meeting, whichever is the earlier. In calculating the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this ordinary resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Special Notice Regarding Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 (Temporary Measures) Order 2020**") was issued by the Minister for Law on 13 April 2020 which, among other things, enables issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued on 13 April 2020 by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during the period when elevated safe distancing measures are in place. The alternative arrangements apply for the period starting on 27 March 2020 and ending on 30 June 2021. This has now been extended to 30 September 2021.

In light of the above developments, the Company's Annual General Meeting ("**AGM**") will be convened and held by electronic means only. The Company is arranging for a live webcast of the AGM proceedings (the "**Live AGM Webcast**") which will take place on Monday, 11 October 2021 at 11.00 a.m. Shareholders will be able to observe and/or listen to the AGM proceedings via live audio visual webcast or live audio-only stream. Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person.

Shareholders will be able to participate in the AGM in the following manner set out below.

Live AGM Webcast:

1. Shareholders may observe and/or listen to the AGM proceedings through the Live AGM Webcast. To do so, shareholders need to register at https://conveneagm.com/sg/renunited (the "**Registration Link**") from 24 September 2021 **till 11.00 a.m. on 8 October 2021** (the "Registration Deadline") to enable the Company to verify their status.

2. Following the verification, authenticated shareholders will receive an email by 11.00 a.m. on 8 October 2021 containing instructions to access the live audio-visual webcast of the AGM proceedings and, as an alternative, a telephone number to access the live audio only stream of the AGM proceedings.

3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.

4. Shareholders who register by the Registration Deadline but do not receive an email response by 11.00 a.m. on 8 October 2021 may contact the Company by email at corp@ren-united.com or by phone at (65) 9619 2295.

Submission of Proxy Forms to Vote:

1. Shareholders who wish to vote at the AGM must submit a proxy form appointing the Chairman of the Meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.

2. The proxy form (which can be assessed on SGXNET at the link: https://www.sgx.com/securities/company-announcements or the Company's website at the link: www.ren-united.com, duly completed and signed, must be submitted in the following manner:

   (a) if submitted by post, be deposited at the Company's Share Registrar office, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or

   (b) submit digitally to https://conveneagm.com/sg/renunited

   in either case, by no later than 11.00 a.m. on 8 October 2021, being 72 hours before the time fixed for the holding of the AGM.

3. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date at 11.00 a.m. on 8 October 2021.

4. Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs**.**

Submission of Questions:

1. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 11.00 a.m. on 8 October 2021. Although the deadline for submitting questions is 11.00 a.m. on 8 October 2021, shareholders are, however, encouraged to register themselves via the Registration Link and to submit their questions via the Registration Link earlier than 11.00 a.m. on 8 October 2021 so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their proxy forms by 11.00 a.m. on 8 October 2021.

2. The Company will endeavour to respond to shareholders' questions relating to the items on the agenda of the AGM via SGXNET and the Company's website at www.ren-united.com (where substantial and relevant to the agenda of the AGM) within 48 hours of their receipt. The Company will also publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of the AGM.

Important Reminder:

Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.

2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is normally entitled to appoint more than two (2) proxies to participate, by way of observing and/or listening via webcast, in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. As this AGM is held under extraordinary circumstances owing to the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) Order 2020, shareholders are to note that the only person they can appoint as proxy for the purpose of voting at the AGM is the Chairman of the meeting. Please also note that the proxy must be directed, ie, the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain" from.

3. All voting will be carried out by way of proxy forms submitted as stipulated above.

4. The duly executed instrument appointing a proxy must be emailed to the Company or sent by post to Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not later than seventy-two (72) hours before the time set for the AGM.

5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.

6. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to attend and vote at the AGM

Personal Data Privacy Terms:

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

RENAISSANCE UNITED LIMITED

(Company Registration Number 199202747M)
(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT:
1. For investors who have used their CPF monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF approved nominees and is sent solely FOR INFORMATION ONLY.
2. This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We ______________________________ NRIC/Passport No. ______________________

of ____ (Address)

being a member/members of RENAISSANCE UNITED LIMITED hereby appoint

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/them, the Chairman of the meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the 29th Annual General Meeting of the Company to be held by electronic means on 11 October 2021 at 11:00 a.m. from 160 Robinson Road #26-06 SBF Center, Singapore 068914 and at any adjournment thereof.

Note: Please indicate with an "**X**" in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions as set out in the notice of general meeting. In the absence of specific directions or in the event of any item arising not summarised below, the proxy/proxies may vote or abstain as he/they may think fit.

No.	Resolutions	For	Against	Abstain
	As Ordinary Business			
1.	Adoption of Audited Financial Statements together with the Directors' Statement and Report of the Auditor for the financial year ended 30 April 2021			
2.	To approve Directors' fees of S$48,398/- (2020:S$47,025)			
3.	Re-election of James Moffatt Blythman as a Director			
4.	Re-election of Mr Sazali Bin Mohd Nor as a Director			
5.	To re-appoint Messrs Baker Tilly TFW LLP as Auditor of the Company and to authourise the Directors to fix their remuneration.			
	As Special Business			
6.	Authority to allot and issue shares and convertible securities			

Note: Please note that the short descriptions given above of the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of Annual General Meeting for the full purpose and intent of the Resolutions to be passed.

Dated this ________ day of ____________________ 2021

Total number of shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____

Signature(s) of Member(s) /
Common Seal of Corporate Shareholder

● Delete accordingly

IMPORTANT
PLEASE READ NOTES OVERLEAF

NOTES:

1. For this AGM, members of the Company (including Relevant Intermediaries) may only vote by way of this proxy form appointing the Chairman of the meeting to vote in accordance with the proxy form.

2. Please insert the total number of Shares held by you: (a) 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 of Singapore), you should insert that number; (b) if you have Shares registered in your name in the Register of Members of the Company, you should insert that number; (c) 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. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.

3. The duly executed instrument appointing a proxy or proxies must be sent by post to the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 or emailed to the Company at corp@ ren-united.com, not later than seventy-two (72) hours before the time set for the AGM.

4. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 24 September 2021.

First fold

Affix
Postage
Stamp

RENAISSANCE UNITED LIMITED
c/o Tricor Barbinder Share Registration Services
80 Robinson Road, #11-02, Singapore 068898

Second fold

5. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be sent with the instrument of proxy either by post or by email as described above, failing which the instrument may be treated as invalid

7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.

GENERAL: The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Third fold

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RENAISSANCE UNITED LIMITED

16 Kallang Place, #05-10/18
Kallang Basin Industrial Estate
Singapore 339156