

CASA HOLDINGS LIMITED

(Company Registration No. 199406212Z)
(Incorporated in the Republic of Singapore)

RESPONSE TO QUERIES FROM SHAREHOLDERS ON THE AGM

The Board of Directors of Casa Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) refers to the queries raised by the shareholders of the company and Securities Investors Association (Singapore) in relation to the Company’s Annual General Meeting for the financial year ended 30 September 2021 (“FY2021”) and appends the replies as follows:

Question 1

I observed that Mr. Lim Yian Poh sat on the board of the Company as an independent non-executive director since November 2008. This is a duration of over 10 years. On page 95 of the 2021 Annual Reports, the Nomination Committee reported that it has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour, and suitability of Mr. Lim Yian Poh for re-appointment as independent director of the Company. The Board have reviewed and concluded that Mr Lim possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. I like to ask to the Chairman of the Nomination Committee to explain what specific experience, expertise, knowledge and skills that have contributed towards the core competencies of the Board over the past 10 years. As the Company’s core business is in the selling and distribution of branded home appliances, how have Mr. Lim’s expertise and skills, directly and indirectly, contributed to the growth of the Company?

Company’s response

Mr Lim Yian Poh has extensive experience in the banking and finance industry. From time to time he would assist us in facilitating meeting with bankers and government officers in providing financial support in the form of bank loans or government grant. Mr Lim keeps up to date regarding the various assistance programs provided by the different government agencies that greatly assist the company in its day-to-day operations including working with Nanyang Polytechnic on a Work Study Program which will bring in new talent to the company. His wealth of personal networking in the financial industry is an invaluable asset to the Board and we appreciate his ever readiness to help growing the company.

Question 2

I also observe that Dr. Low Seow Chay sat on the board of the Company as an independent non-executive director since November 1995. This is an extraordinary long duration of over 26 years. By any standard, Dr. Low’s independence as a non-executive director should be a big question for the Nomination Committee. I like the Nomination Committee to provide a good explanation on it still considers Dr. Low an independent director.

Company’s response

Dr Low has been an Independent Director since the listing of CASA and has always been considered an independent pillar of the Board of CASA. The independence of the independent directors has always been critically reviewed time and again. Long tenure has not been a setback in the Board’s decision making process thus far. We always count on Dr Low to be a calm and firm supporter in helping CASA in riding through the storms all these years. Dr Low has never received any fees or benefits from CASA other than the disclosed director fees. We trust that he remains independent to date.

Question 3

On page 95 of the 2021 Annual Reports, the Nomination Committee reported that it has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour, and suitability of Dr Low for re-appointment as Independent Director of the Company. The Board have reviewed and concluded that Dr Low possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. I like to ask to the Chairman of the Nomination Committee to explain what specific experience, expertise, knowledge and skills that have contributed towards the core competencies of the Board over the past 16 years. As the Company's core business is in the selling and distribution of branded home appliances, how have Dr Low's expertise and skills, directly and indirectly, contributed to the growth of the Company.

Company's response

Dr Low's expertise is in engineering and being a retired associate professor with Nanyang Technological University, he remains IT savvy to date. He has provided valuable insight on consumer expectation on seamless shopping experience online and offline in our business in selling and distribution of home appliances.

Question 4

Has the Nomination Committee made adequate searches for suitable candidates and considered replacing these two non-executive directors who have stayed on the Board of the Company substantially longer than the period recommended by the Corporate Governance Guide. If the Nomination Committee has done so, please explain how many candidates have been considered and why none of them were selected. If the Nomination Committee has not done so, please explain why not.

Company's response

The NC had recommended to the Board some plans to refresh the current Board progressively. Appropriate steps will be taken to identify suitable and calibre candidates to achieve this goal. The candidate should possess the right experience with new ideas to steer the group to do business under the current new norm. Ideally, the background of the incoming director should be able to diversify the current Board, in terms of age, gender and skillsets.

To date, we have shortlisted one younger candidate with business experience and we are looking for another practicing professional in finance or law discipline.

Question 5

I noted that the Company has stated its mission is to create innovative, beautifully designed lifestyle products, that are premium quality, user-friendly and bring joy to people's life. With due respect to Mr. Lim and Dr Low who are now in their 70's and recognising that the majority of the customers of the Company are younger families buying new homes, I would to understand how the Nomination Committee considers the expertise, knowledge and skills of these two directors who had their core experience and knowledge gained in the 80's and 90's are considered relevant to today's development and distribution ICT driven lifestyle products.

Company's response

We are in midst of restructuring our management team following the retirement our General Manager. Pls refer to announcement dated 30 December 2021 for his retirement. We appreciate the stability and guidance provided by our current experience IDs amidst restructuring of management team. We trust that as soon as the change of new blood is in place there will be a timely renewal of board membership and continuity in executing our vision to be the most admired company with the most loved lifestyle brands in Asia and our mission to create innovative, beautifully designed lifestyle products, that are premium quality, user-friendly and bring joy to people's lives.

Question 6

In your January 22 SGX announcement, you had responded to SGX under Question 4 (iii), the Nominating Committee made recommendations to the Board on plans to refresh the current Board progressively.

In addition, you have committed that appropriate steps will be taken to identify suitable candidates to achieve this goal.

In a matter of a few days it will be a new Year, 2022. I will be very grateful if you can provide an update and report to shareholders what plans and actions had been taken after you had made the clarifications and responses to SGX.

It will be very informative if the transparency is shown in your actions in terms of the candidates that had been considered and the reasons not to have taken firm actions in replacing existing Directors whose tenure had exceeded much beyond the recommendations of SGX and Corporate Governance.

Company's response

We are in the midst of shortlisting Independent Directors to refresh the current Board progressively. We will make announcement on the appointment of new Independent Directors in replacing existing Directors as soon as we are ready.

By order of the Board

Lim Soo Kong
Executive Director and Chief Executive Officer

Date: 30 December 2021