



同乐 TUNGLOK

TUNG LOK RESTAURANTS (2000) LTD
ANNUAL REPORT 2020

For the financial year ended 31 March 2020

CONTENTS

Our Brands and Outlets	2
Message from Independent Non-Executive Chairman and President/ Chief Executive Officer	13
Corporate Information	17
Historical Financial Summary	18
Board of Directors	19
Key Management Team	22
Corporate Governance Report	24
Directors' Statement	56
Independent Auditor's Report	59
Consolidated Income Statement and Statement of Comprehensive Income	64
Balance Sheets	65
Statements of Changes in Equity	67
Consolidated Cash Flow Statement	70
Notes to the Financial Statements	72
Statistics of Shareholdings	131
Notice of 20 th Annual General Meeting	133
Appendix to Notice of Annual General Meeting	139
Proxy Form	155

This Annual Report has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Annual Report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Annual Report, including the correctness of any of the statements or opinions made, or reports contained in this Annual Report.

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



Tóng Lè Private Dining



Sushi Mieda

同樂軒
TÓNG LÈ
PRIVATE DINING

壽司
SUSHI
MIEDA



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

OUE Tower

60 Collyer Quay, Level 8 & 10, Singapore 049322
Tel: 6634 3233

同樂軒
TUNGLOK HEEN



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

Resorts World Sentosa

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

LICENSED OUTLET:

HANOI, VIETNAM

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



Resorts World Sentosa



Hanoi, Vietnam



Orchard Central



Paya Lebar Quarter



The Arena Country Club



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

Orchard Central

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

The Arena Country Club

511 Upper Jurong Road, Singapore 638366
Tel: 6262 6996

Paya Lebar Quarter

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

BEIJING, CHINA (Singapore Seafood)

China World Mall

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



TUNGLOK SIGNATURES



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

Orchard Rendezvous Hotel

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

Clarke Quay Central

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

Changi City Point

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

LICENSED OUTLET:

CAMBODIA

#30, Street 222 , Sangkat Beong Raing
Khan Daun Penh, 12211 Cambodia
Tel: +855 69 931 888



Orchard Rendezvous Hotel



Clarke Quay Central



Changi City Point



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

Square 2

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



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

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

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

Park Regis Singapore

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



Square 2 - Entrance



Square 2 - Interior



The Grandstand



Orchard Central



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

The Grandstand

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

Orchard Central

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

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

CapitaMall Crystal

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

樂
LOKKEE
記



The restaurant breaks out from the classic Chinese dining mould to offer a modern, global Chinese concept. Recipes are uniquely tweaked to include a dash of Western influence. Lokkee adds diversity to Singapore's restaurant landscape and celebrates the style of cuisine commonly found in the Chinatowns of western cities such as Los Angeles, New York, London and Sydney.

Plaza Singapura

68 Orchard Road, #03-01, Singapore 238839
Tel: 6884 4566





靈芝
Ling Zhi
Vegetarian



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

Liat Towers

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

Velocity@Novena Square

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

老北京
LAO BEIJING



Lao Beijing charms diners with a combination of friendly service and authentic Northern Chinese fare. Xiao Long Bao, Guo Tie, Jiao Zi, Roast Duck, and Noodles are but a few of the favourites found here. A highly popular venue for family dining and cosy group gatherings.

Velocity@Novena Square

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



Liat Towers



Velocity@Novena Square



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

The Grandstand

200 Turf Club Road, #01-20/21, Singapore 287994
Tel: 6466 3303

Orchard Central

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

VivoCity

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

LICENSED OUTLETS:

TOKYO, JAPAN

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

OSAKA, JAPAN

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

FUKUOKA, JAPAN

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

BANDUNG, INDONESIA

Jalan Sumatera No.21 Bandung-40111, West Java
Tel: +022-4235 935

TAIWAN

110 Taiwan, Taipei City, Xinyi District,
Songzhu Road, No.17 4F
Tel: +886-2-8786-8988





Plaza Singapura



duckland



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

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

United Square Shopping Mall

101 Thomson Road, B1-09&64/65, Singapore 307591
Tel: 6259 5668

Paya Lebar Quarter

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

Resorts World Sentosa

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



A fun and interactive dining concept, Slappy Cakes was born out of Portland, Oregon in 2009. It was first introduced in Singapore in 2013 and has since proven to be a welcomed concept amongst diners young and "young at heart".

Besides allowing diners to customise their pancakes using built-in griddles at their table with bottles of batter to continue the fun, its artisan menu also includes an impressive selection of creative all-day breakfast choices, refreshing salads and classic western favourites such as Black Angus Ribeye, Country Fried Chicken, Seafood Aglio Olio and more.

The Grandstand

200 Turf Club Road, #01-20/21, Singapore 287994
Tel: 6465 1814

Resorts World Sentosa

26 Sentosa Gateway, #01-29, Singapore 098138
Tel: 6795 0779

Plaza Singapura

68 Orchard Road, #03-02, Singapore 238839
Tel: 6738 7207



United Square



Paya Lebar Quarter



Resorts World Sentosa



*Singapore
Seafood
Republic* 



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

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

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

Festive Walk @ Resorts World Sentosa

26 Sentosa Gateway, #02-138, Singapore 098138
Tel: 6265 6777

TOKYO, JAPAN (Shinagawa)

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

TOKYO, JAPAN (Ginza)

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

OSAKA, JAPAN

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



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

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

SHANGHAI, CHINA

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



Festive Walk @ Resorts World Sentosa

OTHER LICENSED OUTLETS



TOKYO, JAPAN (Ginza)

Tokyo Ginza Chou-ku B1F, Zoe Ginza 3-3-1
Tel: +81-3-5524 6166



JAKARTA, INDONESIA

Lindeteves Trade Centre, 5th Floor, Jl. Hayam Wuruk,
No.127, Hayam Wuruk, Jakarta 11180
Tel: +62 21 6220 1900



MEDAN, INDONESIA

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



SINGAPORE

2 Circular Road, Singapore 049358
Tel: 6805 8181



TUNG LOK CATERING



CATERING SERVICES

TungLok Catering Services, the Group's catering arm has almost 20 years of experience in providing outdoor catering services. It operates from a central kitchen which is halal-certified to produce halal food. A team of well-trained and specialized senior chefs and service staff are on hand to ensure that all food is professionally prepared and handled according to the required hygiene standards, and six dedicated vehicles for efficient transportation. TungLok Catering Services also provide one-stop institutional catering services.





MANUFACTURING AND HOME FIESTA PRODUCTS

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



FOOD DELIVERY SERVICES

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

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

Dear Shareholders,

On behalf of the Board of Directors (the “**Board**”), we would like to present to you the Annual Report of Tung Lok Restaurants (2000) Ltd (“**Tung Lok**” or the “**Group**”) for the financial year ended 31 March 2020 (“**FY20**”).

FINANCIAL REVIEW

The COVID-19 pandemic has brought about unprecedented disruptions across all countries, industries and people. Coupled with the ongoing trade tensions and international conflicts, the current gloomy global economy amid a challenging operating environment is not expected to abate soon.

Our food and beverage industry has not been spared and was especially impacted by the social distancing measures implemented during the first quarter of Year 2020.

The fourth quarter of each financial year (January to March), which coincides with the Chinese New Year (“**CNY**”), is traditionally the period during which the Group’s restaurants experience significantly higher patronage and generate substantially greater revenue compared to other periods. The pandemic, unfortunately, has dealt a devastating blow to our business during this crucial quarter before our financial year came to a close on 31 March 2020. The restrictions placed on large-scale events and social distancing measures imposed by the Singapore’s Multi-Ministry Taskforce to control the local transmission of COVID-19 virus had adversely reduced the businesses of our restaurant outlets as well as catering services which resulted in lower revenue being generated during the CNY period this year.

Consequently, the Group’s revenue for FY20 decreased by S\$2.5 million or 3.2% to S\$78.1 million from S\$80.6 million in the previous financial year ended 31 March 2019 (“**FY19**”) mainly due to the following:

- (a) revenue contribution from existing outlets decreased by S\$7.2 million; and
- (b) loss of revenue from two (2) outlets that were closed during FY19 amounting to S\$1.4 million.

The decrease was partially offset by the revenue contribution from four (4) new outlets and catering business amounting to S\$6.1 million.

In line with the lower revenue, gross profit decreased by S\$2.3 million or 3.9% to S\$55.5 million in FY20 from S\$57.8 million in FY19. Gross profit margin decreased marginally by 0.6 percentage points to 71.1% in FY20 from 71.7% in FY19 mainly due to higher raw material costs.

Other operating income increased by S\$0.9 million or 29.7% to S\$4.2 million in FY20 from S\$3.3 million in FY19, mainly due to:

- (a) higher grants mainly due to S\$1.3 million from Jobs Support Scheme announced by the Singapore Government;
- (b) gain on disposal of the investment in a joint venture amounting to S\$0.7 million;
- (c) gain on disposal arising from the striking off of a China subsidiary amounting to S\$0.3 million; and
- (d) reversal of provision for reinstatement costs due to the cessation of an outlet amounting to S\$0.1 million.

The increase was partially offset by the absence of the waiver of S\$1.5 million liabilities by a non-controlling interest in a subsidiary which had ceased operation in FY19 (the “**Waiver**”).

Administrative expenses, increased by S\$0.8 million or 2.5% to S\$31.7 million in FY20 from S\$30.9 million in FY19, mainly due to the increase in employee headcounts arising from the opening of new outlets during FY20.

Other operating expenses increased by S\$0.6 million or 2.0% to S\$30.1 million in FY20 from S\$29.5 million in FY19, mainly due to impairment loss of property, plant and equipment and right-of-use assets amounting to S\$0.5 million and allowance of doubtful debts relating to receivables from an associate amounting to S\$0.2 million. This was offset by a lower loss on foreign exchange of S\$0.1 million. The pandemic has weakened the near-term cash-generating ability of our assets. Therefore we have taken a cautious approach in assessing these risks and provided for the necessary impairments based on our current assessments.

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

Finance costs increased by S\$0.4 million or 204.9% to S\$0.6 million in FY20 from S\$0.2 million in FY19 mainly due to the recognition of S\$0.5 million imputed interest on operating leases following the adoption of SFRS(I) 16 Leases but partially offset by the lower implicit interest on deemed investment of non-controlling interests in subsidiaries amounting to S\$0.1 million.

Share of loss from a joint venture amounted to S\$0.3 million was recorded in FY20 following the completion of the disposal of the joint venture on 2 August 2019, compared to a profit of S\$0.2 million in FY19.

Share of profits from our associates declined to S\$0.1 million in FY20 from S\$0.4 million in FY19 due to lower net profit contributions from these associates due to COVID-19 pandemic.

Income tax benefits increased by S\$54,000 from income tax expenses of S\$34,000 in FY19 to income tax benefits of S\$20,000 in FY20 mainly due to income tax rebates recognised in FY20 relating to preceding financial years as well as an increase in deferred tax benefits.

The COVID-19 pandemic and the consequential social distancing measures have resulted in a loss of revenue for the Group. Coupled with the less than proportionate decrease in operating costs (such as rental and manpower costs), the Group's financial performance in FY20 was adversely affected. Although the impact was cushioned by grants released by the Singapore Government such as Jobs Support Scheme, the Group recorded a loss of S\$2.7 million in FY20 as compared to a profit of S\$1.0 million in FY19. (Please note that the Waiver amounting to S\$1.5 million was recorded in FY19.)

Consequently, the Group reported a loss attributable to owners of the Company amounting to S\$2.6 million in FY20 compared to a loss of S\$0.7 million in FY19. (Please note that the Waiver was accounted as fully attributable to non-controlling interests in FY19).

Total assets of the Group increased by S\$14.8 million or 49.7% to S\$44.6 million as at 31 March 2020 from S\$29.8 million as at 31 March 2019. This was mainly due to an increase in right-of-use assets of S\$16.4 million following the adoption of SFRS(I) 16 Leases, increase in plant and equipment of S\$0.4 million and increase in trade and other receivables of S\$2.1 million, but partially offset by decrease in (i) cash and bank balances of S\$2.4 million; (ii) inventories of S\$0.2 million; (iii) long-term security deposit of S\$0.3 million; and (iv) net assets of joint venture and associates of S\$1.2 million.

Total liabilities of the Group increased by S\$18.1 million or 122.3% to S\$32.9 million as at 31 March 2020 from S\$14.8 million as at 31 March 2019, mainly due to increase in lease liabilities of S\$16.7 million following the adoption of SFRS(I) 16 Leases and increase in trade and other payables of \$2.2 million, but partially offset by reduction in bank borrowings and finance leases of S\$0.6 million and decrease in income tax payable of S\$0.1 million.

The Group's net working capital decreased by S\$9.9 million to a net current liabilities of S\$2.0 million as at 31 March 2020 from net current assets of S\$7.9 million as at 31 March 2019 mainly resulting from the adoption of SFRS(I) 16 Leases during FY20. Excluding the current lease liabilities of S\$8.0 million recorded in FY20 consequent to the adoption of SFRS(I) 16 Leases, the Group would have instead recorded net current assets of S\$6.0 million as at 31 March 2020. Barring any unforeseen circumstances, taking into account the Group's financial position in terms of the net asset value, available cash and bank balances, availability of future cashflows from the Group's operations and bank's credit facilities as well as reliefs from various support measures from the Singapore Government, the Group will be able to meet its short-term obligations for the next 12 months as and when they fall due.

Net asset value per share as at 31 March 2020 was 4.57 Singapore cents compared to 5.51 Singapore cents as at 31 March 2019. The Group's gearing ratio increased to 1.56 times as at 31 March 2020 from 0.15 times as at 31 March 2019 mainly due to the adoption of SFRS(I) 16 Leases during FY20.

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

OPERATIONS

As of 31 March 2020, the Group operates a total of 44 outlets. These comprise 26 outlets we directly own, 7 held by our associates and 11 others under license/franchise. These restaurants are spread across Singapore, Indonesia, Japan, China, Vietnam, Cambodia and Taiwan.

From the onset of the COVID-19 pandemic, we have responded swiftly and decisively to mitigate the impact of the pandemic. We made rapid adjustments to the Group's operations in response to the evolving situation. We are among the first restaurant chains in Singapore to take enhanced precautionary measures to safeguard and protect the well-being of our staff and customers as well as activated business continuity plans to minimise disruptions to our operations.

We have also implemented cost-control measures to maintain adequate liquidity such as deferment of non-critical capital expenditure, reduction of casual labours, pay cuts for existing staff ranging from 10% to 30%, requesting staff to accelerate the utilization of their annual leaves as well as voluntary and compulsory no-pay leave arrangement. The Board of Directors stood in solidarity with Management and staff with a reduction of 20% in directors' fees for FY20.

With hindsight, our expansion into ready-meal (or heat-and-serve) frozen food business a few years back through "*Tung Lok Home Fiesta*" brand proved to be a tactful one. These heat-and-serve frozen foods, developed from recipes carefully researched and created by our team of highly skilled chefs, are fuss-free and convenient to serve. The products are freshly prepared, vacuum packed and blast freeze in our own manufacturing facilities to preserve their freshness and flavour. Since the outbreak of COVID-19, there is a surge in the demand for these products as more diners dine at home during the circuit breaker period and work-from-home arrangements. We expect the demand for our heat-and-serve foods to subsist due to the paradigm shifts in the dining habits of consumers.

We are an early adopter of online food delivery platforms, even prior to the outbreak of COVID-19. As such, our experience and readiness for such on-line delivery platforms allow us to operate undisrupted during the circuit breaker period. We simplified our range of menu to include easy-to-eat items such as bento sets and widened the catchment areas of our potential customers through partnering with more online food delivery platforms which offer island-wide deliveries.

OUTLOOK

The ongoing COVID-19 pandemic has added unprecedented complexity to the Group's businesses which underscores the depth of the challenges for consumer-facing businesses like us. As the state of the virus outbreak remains fluid in Singapore and overseas in regard to the length of time of disruption as well as the depth of economic impact, the Group will continue to closely monitor the situation and respond accordingly. At this time, the Group is unable to ascertain the eventual financial impact that the COVID-19 pandemic disruption will have on its performance for the financial year ending 31 March 2021.

But we are fortunate to receive the support of various stakeholders such as the Singapore Government which helps to cushion the impact through various support measures including the Jobs Support Scheme, foreign worker levy rebate and waiver of foreign worker levy, as well as our landlords who have been supportive in granting short-term rental rebates to our existing outlets operating in their premises.

Notwithstanding the near-term challenges amid the COVID-19 outbreak, the Group will proactively carry out various cost-cutting measures as well as rationalisation of the brands/outlets in order to contain operating costs and conserve cashflow. The Group will also work closely with our partners and landlords to tide through this difficult period.

As of this writing, the restaurants have reopened for dining-in and the Group continues to take enhanced precautionary measures to safeguard and protect the well-being of staff and customers. The Singapore Government has launched 'SG Clean' campaign in February 2020 which was extended to businesses in the food sector on 12 March 2020 to sustain good habits of personal and public hygiene as well as raise cleanliness standards and safeguard public health. Enterprises with 'SG Clean'

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

certification means they have set up processes to ensure that the food preparation areas and equipment are sanitised, waste is handled properly and systems are in place to monitor staff health. We are pleased to update that all but two (2) of our restaurant premises have attained the 'SG Clean' certificates.

The Group will continue to monitor the evolving situation of the COVID-19 pandemic and shall adjust and react proactively with appropriate countermeasures. We have recently secured S\$5.5 million in credit facilities from a bank to boost our liquidity in the event that the pandemic was to prolong longer than expected.

ACCOLADES

It is by the pursuit of excellence and commitment to quality that the Group received the following awards in FY20:

In April 2019, the Group won the following accolades at The Straits Times and Lianhe Zaobao's Best Asian Restaurants Awards:
Silver Award – *TungLok Signatures at Orchard Rendezvous Hotel*
Bronze Award – *Tóng Lè Private Dining*

In October 2019, Dancing Crab was awarded "Overall Winner, Licensor of the Year 2019" at Franchising and Licensing Awards.

In November 2019, the Group won the following accolades at Restaurant Association of Singapore's Epicurean Star Award 2019:

Best of the Best Fine Dining – *Tóng Lè Private Dining*
Best Asian Fine Dining – *Tóng Lè Private Dining*
Star Chef Competition Western Fusion Cuisine, Champion – *Artistry by TungLok*
Star Chef Competition Asian Cuisine, 1st Runner Up – *Lokkee*

In May 2020, two of our Senior Executive Chefs, Chef Ken Ling and Chef David Liew, were named amongst the 23 chefs worldwide as "The Best Chef In The World" by U.S. International Chinese Cuisine Forum, which was hosted online in Chicago, United State of America, by the U.S.-China Restaurant Alliance, originally named American Chinese Restaurant Institute.

ACKNOWLEDGEMENTS

The Board wishes to express its heartfelt gratitude to our frontline team who continues to serve our customers selflessly despite the difficulties and risks posed by COVID-19. Their dedication and commitment to our customers are an inspiration to all of us.

The COVID-19 situation will remain dynamic and fluid in the coming months. Given that the pace of recovery is still unclear, the resilience, agility and the strength of our team will be put to the test in unprecedented ways as we navigate through a myriad of challenges. We therefore seek the continued and unwavering support and understanding from all our shareholders, customers and business associates. We must stand in solidarity in fighting this pandemic together so that we will prevail.

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

Mr Andrew Tjioe
President/Chief Executive Officer

Date: 20 July 2020

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr Foo Say Mui (Bill)

Independent and Non-Executive Chairman

Dr Tan Eng Liang

Lead Independent Director

Dr Ker Sin Tze

Independent Director

Mr Chee Wai Pong

Independent Director

Mr Goi Seng Hui

Non-Independent and Non-Executive Director

Mdm Ng Siok Keow

Non-Independent and Non-Executive Director

Mr Tjioe Ka Men

President/Chief Executive Officer

Mdm Tjioe Ka In

Executive Director

AUDIT AND RISK COMMITTEE

Dr Tan Eng Liang (Chairman)

Dr Ker Sin Tze

Mr Chee Wai Pong

Dr Foo Say Mui (Bill)

Mr Goi Seng Hui

NOMINATING COMMITTEE

Dr Ker Sin Tze (Chairman)

Dr Tan Eng Liang (Lead Independent Director)

Mr Chee Wai Pong

Dr Foo Say Mui (Bill)

Mr Goi Seng Hui

Mr Tjioe Ka Men

REMUNERATION COMMITTEE

Mr Chee Wai Pong (Chairman)

Dr Tan Eng Liang

Dr Ker Sin Tze

Dr Foo Say Mui (Bill)

EXECUTIVE COMMITTEE

Mr Goi Seng Hui (Chairman)

Mdm Ng Siok Keow

Dr Tan Eng Liang

Mr Tjioe Ka Men

COMPANY SECRETARY

Mr Lo Kim Seng

REGISTERED OFFICE

1 Sophia Road #05-03

Peace Centre

Singapore 228149

Tel: 6337 1712

Fax: 6337 4225

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

M & C Services Private Limited

112 Robinson Road #05-01

Singapore 068902

AUDITOR

Ernst & Young LLP

One Raffles Quay, North Tower, Level 18

Singapore 048583

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

Date of appointment: Since financial year ended 31 March 2020

PRINCIPAL BANKERS

United Overseas Bank Ltd

DBS Bank Limited

CIMB Bank Berhad

SPONSOR

SAC Capital Private Limited

1 Robinson Road

#21-00 AIA Tower

Singapore 048542

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HISTORICAL FINANCIAL SUMMARY

OPERATING RESULTS FOR THE GROUP

S\$'000	FY2016	FY2017	FY2018	FY2019	FY2020
Turnover	86,065	85,060	85,723	80,628	78,076
Profit/(loss) before tax and share of profit of joint venture & associates	14	(286)	(2,460)	447	(2,585)
Share of profit/(loss) of joint venture & associates	286	601	692	598	(169)
Taxation	682	171	(4)	(33)	20
Profit/(loss) after taxation but before non-controlling interests	982	486	(1,772)	1,012	(2,734)
Profit/(loss) attributable to the owners of the Company	611	422	(1,399)	(694)	(2,575)
Earning/(loss) per share (cents)	0.22	0.15	(0.51)	(0.25)	(0.94)

FINANCIAL POSITION FOR THE GROUP

S\$'000	31 Mar 2016	31 Mar 2017	31 Mar 2018	31 Mar 2019	31 Mar 2020
Property, plant and equipment	12,052	10,011	7,141	7,571	7,947
Right-of-use assets	–	–	–	–	16,374
Current assets	19,247	19,447	20,739	17,706	17,762
Other non-current assets	4,652	4,006	4,483	4,479	2,533
Total assets	35,951	33,464	32,363	29,756	44,616
Current liabilities	13,247	10,822	12,039	9,777	19,747
Non-current liabilities	7,387	6,790	6,468	5,000	13,200
Shareholders' equity	16,772	17,275	15,792	15,123	12,530
Non-controlling interests	(1,455)	(1,423)	(1,936)	(144)	(861)
Total liabilities and equity	35,951	33,464	32,363	29,756	44,616
NTA per share (cents)	6.11	6.30	5.76	5.51	4.57



BOARD OF DIRECTORS

DR FOO SAY MUI (BILL) was appointed as an Independent Director of our Company on 1 November 2016 and Independent Non-Executive Chairman on 1 August 2017. He was last re-elected on 31 July 2017 and will seek re-election at the forthcoming Annual General Meeting. He is a Member of Audit and Risk Committee, Nominating Committee and Remuneration Committee.

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

Dr Foo is currently a director and adviser to several listed and private companies, including Tower Capital Asia Pte Ltd, Business Circle Singapore Pte. Ltd. and Kenon Holdings Ltd. He is currently the lead independent director of Mewah International Inc., M&C REIT Management Limited and M&C Business Trust Management Limited. He was also a Director of Academies Australasia Group Limited, an ASX-listed company which he has since resigned in October 2016.

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

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

ANDREW TJIOE KA MEN was appointed to the Board since 28 September 2000 and is a Member of the Nominating Committee and Executive Committee. He was last re-elected on 31 July 2019. In July 2006, he was appointed as Executive Chairman and redesignated as President/Chief Executive Officer with effect from 1 August 2017 to spearhead the Group's overall direction. He founded Tung Lok Shark's Fin Restaurant Pte Ltd in 1984 and has since established a chain of reputable restaurants in Singapore, Indonesia, Japan, China, Vietnam, Cambodia and Taiwan.

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

Mr Tjioe is currently a director of the SHATEC Institute; Vice President of the Franchising and Licensing Association of Singapore; Vice-President of World Federation of Chinese Catering Industry (WFCCI); a member of the Board of Governors and Chairman of School of Applied Science Advisory Committee of Temasek Polytechnic as well as Patron of Joo Chiat Citizens' Consultative Committee, among others.

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

TJIOE KA IN was appointed as Executive Director of our Company on 1 April 2020 after she was relinquished from her position as Chief Operating Officer of our Company on the same day. She will seek re-election at the forthcoming Annual General Meeting. She joined Tung Lok Group in 1988. Her primary responsibilities include:

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

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

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

BOARD OF DIRECTORS

DR TAN ENG LIANG was appointed as an Independent Director of our Company on 1 March 2001 and was last re-elected on 31 July 2018. Dr Tan was appointed the Lead Independent Director on 31 May 2013. He is the Chairman of the Audit and Risk Committee and also a Member of the Nominating Committee, Remuneration Committee and Executive Committee.

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

Dr Tan currently sits on the board of Progen Holdings Ltd. He also serves as Vice President in the Singapore National Olympic Council. His past directorship in the last three years includes SunMoon Food Company Limited (resigned in August 2017).

DR KER SIN TZE was appointed as an Independent Director of our Company on 1 March 2001 and was last re-elected on 31 July 2018. He will seek re-election at the forthcoming Annual General Meeting. He is the Chairman of the Nominating Committee and also a Member of the Audit and Risk Committee and Remuneration Committee.

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

Parliament (1991-2001), Trade Representative of Singapore in Taipei (2002-2007) and Consul-General of Singapore Consulate in Hong Kong (2008-2012). He is currently an Adjunct Professor of both National University of Singapore and Nanyang Technological University. Dr Ker also serves as an Independent Director and Chairman of MS First Capital Insurance Limited.

NG SIOK KEOW was appointed as a Non-Executive Director of the Company on 1 November 2013 and was last re-elected on 31 July 2018. She is a Member of the Executive Committee.

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

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

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

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

Mr Goi is the Executive Chairman of Tee Yih Jia Group, a global food and beverage group with operations in Singapore, Malaysia, USA, Europe and China, and SGX

BOARD OF DIRECTORS

Mainboard-listed GSH Corporation Limited, a regional developer of premium residential and commercial properties, as well as the owner and operator of the 5-Star Sutera Harbour Resort, Marina and Golf Course in Kota Kinabalu, Malaysia.

Mr Goi serves on the board of two other Mainboard-listed companies – as Non-Executive Director and Vice Chairman of both Envictus International Holdings Limited and JB Foods Limited. He also has investments across a range of listed and private entities in numerous industries, such as food and beverage, leisure real estate, consumer essentials, renewable energy, healthcare technology, distribution and logistics. Mr Goi was also Vice-Chairman of Super Group Limited which was delisted on 6 June 2017.

In April 2018, Mr Goi was appointed Singapore's Non-Resident Ambassador to the Federative Republic of Brazil.

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

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

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

Cooperation Council. He is currently the Honorary Council Member of the Singapore Chinese Chamber of Commerce and Industry, the Honorary Chairman for the International Federation of Fuqing Association, a patron for advancement SUTD, as well as the Honorary Chairman of Dunman High School Advisory Committee and Ulu Pandan Citizens Consultative Committee.

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

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

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

Mr Chee currently sits on the board of Progen Holdings Ltd. His past directorship in the last three years includes SunMoon Food Company Limited (resigned in August 2017).

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

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KEY MANAGEMENT TEAM

TIONG HENG TEE

Chief Financial Officer

Heng Tee, a Fellow Chartered Accountant with Institute of Singapore Chartered Accountants (ISCA), joined the Group in January 2012. Armed with more than 24 years of post-graduation experience in both private and Singapore public-listed companies, he is responsible for providing strategic direction for the finance team and oversees all key financial matters of the Group. Heng Tee holds a Bachelor of Accountancy from Nanyang Technological University of Singapore.

VINCENT PHANG

Chief Executive Officer, Catering Division

Vincent joined the Group in 1998 and is overall responsible for the event and catering operations of the Group. He has recently been promoted as Chief Executive Officer of Catering Division.

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

With a career spanning more than 34 years, Vincent plays a pivotal role in setting strategic goals for the catering team and leading the team towards achieving service excellence and offering complete and innovative event solutions to our customers.

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

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

JOCELYN TJIOE

Senior Vice President, Administration

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

CAROLYN TAN

Senior Vice President, Marketing & Corporate Communications

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

CHUA POH YORK

Senior Vice President, Operations

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

KEY MANAGEMENT TEAM

NG KING CHENG

Senior Vice President, Human Resource & Training

A versatile professional with more than 20 years of experience in Human Resource Management, King Cheng joined the Group in September 2017. He is tasked with implementing HR strategies including talent acquisition, staffing and succession planning, employee relations and retention, as well as training and development.

Prior to joining the Group, King Cheng had worked with a listed property developer in Hong Kong, where he had moved to since 2006. He has had first-hand experience in establishing and building HR infrastructures in the region, particularly in Hong Kong, China and Singapore. His experiences are also gathered from various industries including banking & finance, hospitality, information technology and trading.

King Cheng is a strong advocate of performance management as a key corporate strategy for building and sustaining long-term competitive advantage.

WOODY ACHUTHAN

Senior Vice President, Customer Relationship

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

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CORPORATE GOVERNANCE REPORT

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

This report describes the corporate governance framework and practices of the Company for the financial year ended 31 March 2020 (“**FY20**”) with specific reference made to the principles and guidelines of the Code of Corporate Governance 2018 issued on 6 August 2018 (the “**2018 Code**”).

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

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

BOARD MATTERS

Principle 1: The Board’s Conduct of Affairs

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

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

CORPORATE GOVERNANCE REPORT

	<p>The Board comprises six (6) Non-Executive Directors (or 75%) who review Management's performance and monitor the reporting of performance. They constructively challenge the Management and help the Company develop proposals on strategies.</p> <p>Each director is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as it is practicable after the relevant fact has come to his/her knowledge. On an annual basis, each director is also required to submit details of his/her associates for the purpose of monitoring interested person transactions. Where a director has a conflict or potential conflict of interest in relation to any matter, he/she should immediately declare his/her interest when the conflict-related matter is discussed, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, he/she is abstained from voting in relation to the conflict-related matters.</p>
<p>1.2 Directors' duties and responsibilities; orientation and training</p>	<p>Upon appointment of a new director, the Company provides a formal letter to the director, setting out the Director's duties and obligations; policies on disclosure of interests in securities, prohibitions on dealings in the Company's securities and restriction on disclosure of price-sensitive information; Annual Report and 2018 Code; Company's constitutional documents; terms of references of Board Committees, the Catalist Rules and relevant legislation; and other pertinent information for his/her reference. New directors are briefed on the Group's structure, businesses, governance policies and regulatory matters.</p> <p>Pursuant to the amended Rule 406(3)(a) of the Catalist Rules, newly-appointed directors who do not have prior experience as a director of a public listed company in Singapore will be arranged to attend SGX-ST's prescribed training courses organised by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties. There was no new director appointed in FY20.</p> <p>The President/Chief Executive Officer ensures that Board members are provided with complete, adequate and timely information on a regular basis to enable them to be fully cognizant of the affairs of the Group.</p> <p>From time to time, the Company's internal and external auditors, legal advisors, financial advisors, Continuing Sponsor and the Company Secretary will advise the directors or if necessary, conduct briefings to the directors on relevant regulations, new accounting standards and corporate governance practices as well as updates on any changes in the Companies Act, Cap 50, Code of Corporate Governance and the Catalist Rules. Directors also have the opportunity to visit the Group's operation facilities in order to have a better understanding of their business operations.</p> <p>The Company has available budget for directors to receive further trainings to enhance their skills and knowledge, particularly on relevant new laws, regulations, changing commercial risks and financial literacy from time to time. Relevant courses include programmes conducted by the Singapore Institute of Directors or other training institutions.</p> <p>During FY20, the Directors had received updates on regulatory changes to the Catalist Rules, the 2018 Code and the accounting standards.</p>
<p>1.3 Matters requiring Board's approval</p>	<p>Matters which are specifically reserved for decision by the Board include those involving material acquisitions and disposals of assets, corporate or financial restructuring and share issuance, interim dividends and other returns to shareholders, and substantial transactions which have a material effect on the Group. The Board also approves the annual budgets and business plan of the Group, proposals to set-up new outlets, announcements of the Group's half-year and full-year results and the release of the Annual Reports. Specific Board approval is required for any investments or expenditures exceeding S\$200,000.</p>

CORPORATE GOVERNANCE REPORT

<p>1.4 Board Committees</p>	<p>To facilitate effective management, certain functions have been delegated to various Board Committees, namely the Executive Committee (“EXCO”), Nominating Committee (“NC”), Remuneration Committee (“RC”) and Audit and Risk Committee (“ARC”), each of which has its own defined scope of duties and written terms of reference setting out the manner in which it is to operate. The Chairman of the respective Board Committees will report to the Board on the outcome of the Board Committee meetings. Minutes of the Board Committee meetings are made available to all Board members. The terms of reference and composition of each Board Committee can be found in this report. The effectiveness of each Board Committee is also constantly reviewed by the Board. They assist the Board operationally without the Board losing authority over major issues.</p> <p>The EXCO assists the Board in the management of the Group as it works toward its objectives. The EXCO will provide entrepreneurial leadership and strategic stewardship, as well as set strategic objectives for the Group. The EXCO comprises four (4) directors of whom two (2) are non-independent and non-executive directors, one (1) is an executive director and one (1) is an independent and non-executive director as follows:</p> <table border="0" data-bbox="431 817 1458 932"> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> <td>Chairman</td> </tr> <tr> <td>Mdm Ng Siok Keow</td> <td>Non-Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Mr Tjioe Ka Men</td> <td>President/Chief Executive Officer</td> <td>Member</td> </tr> </table>	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Chairman	Mdm Ng Siok Keow	Non-Independent and Non-Executive Director	Member	Dr Tan Eng Liang	Lead Independent Director	Member	Mr Tjioe Ka Men	President/Chief Executive Officer	Member
Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Chairman											
Mdm Ng Siok Keow	Non-Independent and Non-Executive Director	Member											
Dr Tan Eng Liang	Lead Independent Director	Member											
Mr Tjioe Ka Men	President/Chief Executive Officer	Member											
<p>1.5 Meetings of Board and Board Committees; Attendance</p>	<p>The Board conducts regular scheduled meetings. Additional or ad-hoc meetings are convened in circumstances deemed appropriate by the Board members. Board papers incorporating sufficient information from Management are forwarded to the Board members in advance of a Board Meeting to enable each member to be adequately prepared.</p> <p>The Company’s Constitution allows a board meeting to be conducted by way of teleconference or by means of a similar communication means through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.</p> <p>At the Board meeting, the directors are free to discuss and openly challenge the views presented by Management and the other directors.</p> <p>In lieu of physical meetings, written resolutions are circulated for approval by members of the Board.</p> <p>The frequency of meetings and attendance of each director at every Board and Board Committee meeting for FY20 are disclosed below:-</p>												

Directors	ATTENDANCE AT BOARD & BOARD COMMITTEE MEETINGS									
	Board		Executive		Audit & Risk		Nominating		Remuneration	
	No. of Meetings	Attendance	No. of Meetings	Attendance	No. of Meetings	Attendance	No. of Meetings	Attendance	No. of Meetings	Attendance
Tjioe Ka Men	5	5	2	2	NA	NA	1	1	NA	NA
Tan Eng Liang	5	5	2	1	4	4	1	1	1	1
Ker Sin Tze	5	4	NA	NA	4	3	1	1	1	1
Chee Wai Pong	5	5	NA	NA	4	4	1	1	1	1
Foo Say Mui (Bill)	5	4	NA	NA	4	3	1	1	1	1
Ng Siok Keow	5	4	2	2	NA	NA	NA	NA	NA	NA
Goi Seng Hui	5	4	2	2	4	4	1	1	NA	NA
Juliana Julianti Samudro ⁽¹⁾	3	2	NA	NA	NA	NA	NA	NA	NA	NA

NA – not applicable.

Note:

(1) Mdm Juliana Julianti Samudro resigned as Non-Independent and Non-Executive Director of the Board on 1 November 2019.

CORPORATE GOVERNANCE REPORT

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

CORPORATE GOVERNANCE REPORT

Principle 2: Board Composition and Guidance

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

<p>2.1, 2.2 and 2.3 Strong independent element of the Board</p>	<p>The Board currently comprises eight (8) directors, of whom two (2) are executive directors, four (4) are independent and non-executive directors and two (2) are non-independent and non-executive directors. As at the date of this report, the Board comprises the following members:</p> <table data-bbox="428 591 1430 838"> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent and Non-Executive Chairman</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Independent Non-Executive Director/Lead Independent Director</td> </tr> <tr> <td>Dr Ker Sin Tze</td> <td>Independent and Non-Executive Director</td> </tr> <tr> <td>Mr Chee Wai Pong</td> <td>Independent and Non-Executive Director</td> </tr> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> </tr> <tr> <td>Mdm Ng Siok Keow</td> <td>Non-Independent and Non-Executive Director</td> </tr> <tr> <td>Mr Tjioe Ka Men</td> <td>President/Chief Executive Officer</td> </tr> <tr> <td>Mdm Tjioe Ka In*</td> <td>Executive Director</td> </tr> </table> <p><i>*Mdm Tjioe Ka In was appointed as Executive Director on 1 April 2020, after she relinquished her position as the Chief Operating Officer of the Company.</i></p> <p>Currently, the Board has a strong and independent element with four (4) out of eight (8) board members (or 50%) who are independent where the Chairman and CEO are separate persons. The composition of the Board complies with the recommendation that Non-Executive Directors make up a majority of the Board. This enables the Board to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues.</p> <p>The independence of each director is reviewed annually by the NC. The NC adopts the definition of what constitutes an independent director from the 2018 Code and the Catalist Rules in its review. The Board, after taking into account the views of the NC, is satisfied that Dr Tan Eng Liang ("Dr Tan"), Dr Ker Sin Tze ("Dr Ker"), Mr Chee Wai Pong and Dr Foo Say Mui (Bill) ("Dr Bill Foo") are considered independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, the Independent Directors' judgement.</p> <p>Following the recent revision to the Code of Corporate Governance, the Catalist Rules has been amended to be consistent with the 2018 Code. In relation to the assessment of the independence of the Directors, specific tests of Directors' independence have been hardcoded into the Catalist Rules to clarify that certain circumstances which deemed Directors not to be independent should be applied without any exceptions. Under Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules which took effect on 1 January 2019, it stipulates that a Director will not be considered as independent if he is employed by the issuer or any of its related corporations for the current or any of the past three financial years; or if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the past three financial years, and whose remuneration is determined by the remuneration committee of the issuer. In this regard, the Independent Directors have confirmed that they and their respective associates do not have any employment relationships with the Company or any of its related corporations for the current or any of the past three financial years.</p> <p>The Board recognises that independent directors may over time develop significant insights in the Group's business and operations and can continue to provide noteworthy and valuable contribution objectively to the Board as a whole. The independence of each independent director is evaluated by the NC based on the substance of their professionalism, integrity and objectivity.</p>	Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman	Dr Tan Eng Liang	Independent Non-Executive Director/Lead Independent Director	Dr Ker Sin Tze	Independent and Non-Executive Director	Mr Chee Wai Pong	Independent and Non-Executive Director	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Mdm Ng Siok Keow	Non-Independent and Non-Executive Director	Mr Tjioe Ka Men	President/Chief Executive Officer	Mdm Tjioe Ka In*	Executive Director
Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman																
Dr Tan Eng Liang	Independent Non-Executive Director/Lead Independent Director																
Dr Ker Sin Tze	Independent and Non-Executive Director																
Mr Chee Wai Pong	Independent and Non-Executive Director																
Mr Goi Seng Hui	Non-Independent and Non-Executive Director																
Mdm Ng Siok Keow	Non-Independent and Non-Executive Director																
Mr Tjioe Ka Men	President/Chief Executive Officer																
Mdm Tjioe Ka In*	Executive Director																

CORPORATE GOVERNANCE REPORT

	<p>Particular rigorous review is applied in assessing the continued independence of a Director having served beyond nine years from the date of his first appointment, with attention to ensure that his allegiance remains clearly aligned with shareholders' interests. Although both Dr Tan and Dr Ker have served on the Board for more than nine (9) years from the date of their first appointments, they have continued to demonstrate strong independence in character and judgement over the years in the discharge of their duties and responsibilities as Independent Directors of the Company, with the utmost commitment to protect and uphold the interests of the Company and all shareholders, not just the substantial shareholders.</p> <p>Dr Tan and Dr Ker have contributed significantly to the discussion on matters before the Board, which includes matters relating to the strategic direction and corporate governance of the Group, expressed individual viewpoints, debated issues, sought clarification and amplification as they deemed necessary including through direct access to the Management, and objectively scrutinising the Management. Further, having gained an in-depth understanding of the business, operating environment and direction of the Group, they provided the Group with much needed experience and knowledge of the industry and offered valuable advice. Their objective leadership, depth of experience and skills, make them invaluable members of the Board. Both have independent income source apart from the fixed fees received from the Company. Accordingly, the NC, with the concurrence of the Board, is satisfied that both Dr Tan and Dr Ker have remained independent in their judgement and can continue to discharge their duties objectively.</p> <p>The NC and the Board are of the view that no individual or small group of individuals dominates the Board's decision-making process. Independent Directors constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.</p> <p>Nonetheless, in view of the amendments to the Catalist Rules coming into effect from 1 January 2022, which require the re-appointment of directors who have served the Board beyond nine (9) years from the date of their first appointment to be subjected to a two-tier shareholders voting, the Company will have its directorship renewal process underway.</p>
<p>2.4 Board composition and size</p>	<p>The Company's Board Diversity Policy endorses the principle that its Board should have a balance of skills, knowledge and experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Company has the opportunity to benefit from all available talents.</p> <p>The size and composition of the Board are reviewed from time to time by the NC to ensure that the size of the Board is conducive for effective discussion and there is sufficient diversity without interfering with efficient decision-making. The NC also review and ensure that the Board has an appropriate balance of independent directors. The Board is of the view that the current board size and composition is appropriate, taking into account the nature and scope of the Group's operations, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees.</p>

CORPORATE GOVERNANCE REPORT

	<p>The Board proactively seeks to maintain an appropriate balance in its composition and size. To assist the NC in its annual review of the Directors' mix of skills and experiences which the Board requires to function competently and efficiently, the Management compiled a Board of Directors competency matrix form, providing information on the areas of specialisation and expertise of the Directors. The Board and its Board Committees comprise respected individuals from different backgrounds and, as a group, provides core competencies, such as business management experience, industry knowledge, legal, real estate and tenancies, human resource management, financial, banking and strategic planning experience and customer-based knowledge that are extensive and critical to meet the Group's objectives. The Board, taking into account the views of the NC, considers that the Directors provide an appropriate balance and diversity of skills, experiences, gender and knowledge of the Company that will provide effective governance and stewardship for the Group. The Board includes two female directors in recognition of the value of gender diversity. Please refer to the "Board of Directors" section on pages 19 to 21 of the Annual Report for the Directors' profile.</p>
2.5 Meetings of non-executive directors	<p>Where warranted, the Non-Executive Directors may meet without the presence of the Executive Directors or the Management, to review any matters that may be raised privately.</p>

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

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

3.1 Separation of the role of Chairman and CEO	<p>The Company adopts a dual leadership structure whereby the positions of the Chairman and the CEO are separated. There is a clear division of responsibilities between the Chairman and the President/CEO, which provides a balance of power and authority, increased accountability and greater capacity of the Board for independent decision making.</p> <p>The Chairman and the President/CEO are not immediate family members. The separation of the roles of the Chairman and the President/CEO and the resulting clarity of roles provides a healthy professional relationship between the Board and Management.</p>
3.2 Role of Chairman and CEO	<p>The President/CEO of the Company is responsible for the overall management, daily operations, strategic planning, implementation of policies and business development of the Group.</p> <p>Dr Bill Foo's duties as Independent Non-Executive Chairman include:</p> <ol style="list-style-type: none"> (1) Leading the Board to ensure its effectiveness on all aspects of its role; (2) Setting the agendas for Board meetings and ensuring sufficient allocation of time for thorough discussion; (3) Promoting an open environment for debate at the Board; (4) Ensuring that the Directors receive complete, adequate and timely information; (5) Ensuring effective communication with the shareholders; (6) Encouraging constructive relations within the Board and between the Board and Management; (7) Facilitating the effective contribution of Non-Executive Directors; and (8) Promoting high standards of corporate governance and ensuring that procedures are introduced to comply with the 2018 Code.

CORPORATE GOVERNANCE REPORT

<p>3.3 Appointment of lead independent director where Chairman is part of the Management team.</p>	<p>With the appointment of Dr Bill Foo as Independent Non-Executive Chairman on 1 August 2017, the appointment of a Lead Independent Director (“LID”) is no longer necessary. However, the Board is of the view that Dr Tan’s appointment as the LID should continue so as to assist the Board and the Chairman with the oversight of the business and affairs of the Company.</p> <p>Dr Tan, who is currently an Independent Non-Executive Director, the Chairman of the ARC and a member of the EXCO, NC and RC of the Company, was appointed as the LID since 31 May 2013.</p> <p>The LID is available to shareholders in circumstances where shareholders’ concerns raised through normal channels to the President/CEO or Chief Financial Officer have failed to resolve or where such contact is inappropriate or inadequate.</p>
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Principle 4: Board Membership

The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.

<p>4.1 and 4.2 NC</p>	<p>The Company’s NC comprises six (6) directors of whom four (4) (including the NC Chairman) are independent and non-executive directors, one (1) is a non-independent and non-executive director and one (1) is the executive director as follows:</p> <table data-bbox="483 1010 1266 1202"> <tr> <td>Dr Ker Sin Tze</td> <td>Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Mr Chee Wai Pong</td> <td>Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent Chairman</td> <td>Member</td> </tr> <tr> <td>Mr Goi Seng Hui</td> <td>Non-independent Director</td> <td>Member</td> </tr> <tr> <td>Mr Tjioe Ka Men</td> <td>President/CEO</td> <td>Member</td> </tr> </table> <p>The LID is a member of the NC. The NC is guided by the terms of reference, updated to be in line with the recommendations in the 2018 Code.</p> <p>The responsibilities of the NC are described in its written terms of reference and its key responsibilities include the following:-</p> <ol style="list-style-type: none"> (1) review and recommend to the Board on the appointment and re-appointment of directors (including alternate directors, if applicable) having regard to their contribution and performance (e.g. attendance, preparedness, participation and candour); (2) review the composition and progressive renewal of the Board; (3) review the training and professional development programs for the Board; (4) assess annually whether or not a director is independent; (5) assess whether or not a director, who has multiple board representations, is able to and has been adequately carrying out his/her duties as a director; (6) development of a process for evaluation of the performance of the Board, its Board Committees and contribution of each director; and (7) formal assessment of the effectiveness of the Board as a whole, its Board Committees and individual director. <p>In accordance with Regulations 91 and 97 of the Company’s Constitution, all directors shall retire from office once at least every three years by rotation and all newly appointed directors will have to retire at the next Annual General Meeting (“AGM”) following their appointments. The retiring directors are eligible to offer themselves for re-election.</p>	Dr Ker Sin Tze	Independent Director	Chairman	Dr Tan Eng Liang	Lead Independent Director	Member	Mr Chee Wai Pong	Independent Director	Member	Dr Foo Say Mui (Bill)	Independent Chairman	Member	Mr Goi Seng Hui	Non-independent Director	Member	Mr Tjioe Ka Men	President/CEO	Member
Dr Ker Sin Tze	Independent Director	Chairman																	
Dr Tan Eng Liang	Lead Independent Director	Member																	
Mr Chee Wai Pong	Independent Director	Member																	
Dr Foo Say Mui (Bill)	Independent Chairman	Member																	
Mr Goi Seng Hui	Non-independent Director	Member																	
Mr Tjioe Ka Men	President/CEO	Member																	

CORPORATE GOVERNANCE REPORT

	<p>In addition, Rule 720(4) of the Catalist Rules requires that all directors shall submit themselves for re-nomination and re-election at least once every three (3) years.</p> <p>At the forthcoming AGM, Dr Ker and Dr Bill Foo are due to retire by rotation pursuant to Regulation 91 of the Company's Constitution and Rule 720(4) of the Catalist Rules. Pursuant to Regulation 97 of the Company's Constitution, any director so appointed shall hold office only until the next annual general meeting of the company, and shall then be eligible for re-election. Therefore, Mdm Tjioe Ka In ("Mdm Tjioe") is due to re-election at the forthcoming annual general meeting. The NC has recommended the re-elections of Dr Ker, Dr Bill Foo and Mdm Tjioe at the forthcoming AGM.</p> <p>These nominations have been accepted by the Board. In considering the nominations, the NC took into account the contribution of the directors with reference to their attendance and participation at Board and other Board Committee meetings as well as the proficiency with which they have discharged their responsibilities. Each member of the NC shall abstain from voting on any resolutions relating to the assessment of his performance or his re-nomination as Director.</p> <p>Pursuant to Rule 720(5) of the Catalist Rules, the additional information as set out in Appendix 7F of the Catalist Rules relating to the retiring Directors who are submitting themselves for re-election is disclosed as follows.</p>
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Details	Name of Director		
	Ker Sin Tze	Foo Say Mui	Tjioe Ka In
Date of Appointment	1 March 2001	1 November 2016	1 April 2020
Date of last re-appointment (if applicable)	31 July 2018	31 July 2017	Not applicable
Age	75	62	55
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, having considered the recommendation of the NC and assessed Dr Ker's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.	The Board, having considered the recommendation of the NC and assessed Dr Bill Foo's overall contributions and performance, is of the view that he is suitable for re-appointment as a Director of the Company.	The Board, having considered the recommendation of the NC and assessed Mdm Tjioe's overall contributions and performance, is of the view that she is suitable for re-appointment as a Director of the Company.



CORPORATE GOVERNANCE REPORT

Details	Name of Director		
	Ker Sin Tze	Foo Say Mui	Tjioe Ka In
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Executive Director. Her primary responsibilities include: <ul style="list-style-type: none"> - strategic planning and responsible for ensuring operations efficiencies of the Group and to accomplish the key performance indicators set. - Oversees Tung Lok's central kitchen, which produces ready-to-eat products, festive goodies, dim sum and sauces for local market. - Product development and planning. - Staff planning and education.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent and Non-Executive Director, Nominating Committee Chairman, Audit and Risk Committee member and Remuneration Committee member	Independent Non-Executive Chairman, Nominating Committee member, Audit and Risk Committee member and Remuneration Committee member	Executive Director
Professional qualifications	Bachelor of Commerce Degree, Nanyang University M.A. (Economics) and Ph.D (Economics) degree from University of Manitoba, Canada	Bachelor of Business Administration from Concordia University Masters of Business Administration from McGill University Honorary Doctorate of Commerce from James Cook University Australia	Bachelor of Science Degree in Hotel and Restaurant Management from Oklahoma State University, USA

CORPORATE GOVERNANCE REPORT

Details	Name of Director		
	Ker Sin Tze	Foo Say Mui	Tjioe Ka In
Working experience and occupation(s) during the past 10 years	Consul-General of Singapore Consulate in Hong Kong (2008-2012). He is currently an Adjunct Professor of both National University of Singapore and Nanyang Technological University	Australia & New Zealand Banking Group Ltd (ANZ) from 1999 to 2015, his positions included Singapore CEO and Vice Chairman of South and South East Asia. Currently a director and adviser to several listed and private companies, including Tower Capital Asia Pte Ltd, Business Circle Singapore Pte. Ltd. and Kenon Holdings Ltd	1988 to 2016: Executive Director of Tung Lok Restaurants (2000) Ltd 2016 to 2020: Chief Operating Officer of Tung Lok Restaurants (2000) Ltd 2020 to present: Executive Director of Tung Lok Restaurants (2000) Ltd
Shareholding interest in the listed issuer and its subsidiaries	None	None	105,840 (direct holdings)
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	None	None	Sister of Mr Tjioe Ka Men (President/Chief Executive Officer) and related to controlling shareholders of the Company, Amazing Grace Investments Pte. Ltd. And Zhou Holdings Pte Ltd.
Conflict of interest (including any competing business)	None	None	None
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules has been submitted to the listed issuer	Yes	Yes	Yes



CORPORATE GOVERNANCE REPORT

Details	Name of Director		
	Ker Sin Tze	Foo Say Mui	Tjioe Ka In
Other Principal Commitments Including Directorships	<p>Present <u>Directorships:</u></p> <ul style="list-style-type: none"> Independent Director and Chairman of MS First Capital Insurance Limited Green Pharma Pte Ltd <p><u>Other Principal Commitments:</u> Nil</p>	<p>Present <u>Directorships:</u></p> <ul style="list-style-type: none"> Lead Independent Director, Chairman of Nominating Committee and Chairman of Remuneration Committee of Mewah International Inc Lead Independent Director, Chairman of the Audit and Risk Committees and a member of the Nominating and Remuneration Committees of M&C REIT Management Limited and M&C Business Trust Management Limited Director of Tower Capital Asia Pte. Ltd. Director of Business Circle Singapore Pte. Ltd. Board Member, Nominating and Corporate Governance Committee Member of Kenon Holdings Ltd. (Listed on the New York Stock Exchange) <p><u>Other Principal Commitments:</u> Nil</p>	<p>Present <u>Directorships:</u></p> <p><u>Non-listed companies</u></p> <ul style="list-style-type: none"> Director at Zhou Holdings Pte Ltd Director at Amazing Grace Investments Pte Ltd Director at Pansum Catering Technology Pte. Ltd. <p><u>Other Principal Commitments:</u> Nil</p>
	<p>Past (for the last 5 years) <u>Directorships:</u></p> <ul style="list-style-type: none"> Falcon Insurance Company (HK) Limited (resigned in Year 2016) Younger (Singapore) Pte Ltd (resigned in Year 2015) <p><u>Other Principal Commitments:</u> Nil</p>	<p>Past (for the last 5 years) <u>Directorships:</u></p> <ul style="list-style-type: none"> Director of Academies Australasia Group Limited (resigned in October 2016) Director of Unigestion Asia Pte Ltd (resigned in Year 2015) Director of IC Power Ltd. (resigned in Year 2015) Director of I.C. Power Asia Development Ltd (resigned in Year 2015) <p><u>Other Principal Commitments:</u> Nil</p>	<p>Past (for the last 5 years) <u>Directorships:</u></p> <ul style="list-style-type: none"> Executive Director of Tung Lok Restaurants (2000) Ltd Director of T&T Gourmet Cuisine Pte. Ltd. <p><u>Other Principal Commitments:</u> Nil</p>

CORPORATE GOVERNANCE REPORT

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

Details		Name of Director		
		Ker Sin Tze	Foo Say Mui	Tjioe Ka In
a.	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
b.	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
c.	Whether there is any unsatisfied judgment against him?	No	No	No
d.	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No

CORPORATE GOVERNANCE REPORT

Details		Name of Director		
		Ker Sin Tze	Foo Say Mui	Tjioe Ka In
e.	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
f.	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
g.	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
h.	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
i.	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No

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CORPORATE GOVERNANCE REPORT

Details		Name of Director		
		Ker Sin Tze	Foo Say Mui	Tjioe Ka In
j.	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-			
	i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
	ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
	iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
	in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			



CORPORATE GOVERNANCE REPORT

Details		Name of Director		
		Ker Sin Tze	Foo Say Mui	Tjioe Ka In
k.	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No
Disclosure applicable to the appointment of Director only				
Any prior experience as a director of an issuer listed on the Exchange?		Relate to re-appointment of Director.		Yes
If yes, please provide details of prior experience.		Not applicable		Executive Director of Tung Lok Restaurants (2000) Ltd between 1 March 2001 to 1 November 2016.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.		Not applicable		

4.3 Process for selection, appointment and re-appointment of directors, including the search and nomination process	The search and nomination process for new directors, if any, will be through search companies, contacts and recommendations to cast its net as wide as possible for the right candidate. The NC determines the selection criteria in consultation with the Board and identifies candidates with the appropriate expertise and experience for the appointment as new director. The NC will shortlist candidates for interview before nominating the most suitable candidate to the Board for approval. The NC will evaluate a director in accordance with a set of criteria approved by the Board before recommending him/her to the Board for re-election. The selection criterion includes integrity, diversity of competencies, expertise, industry experience and financial literacy. The NC seeks potential candidates widely and beyond directors/management recommendations and is empowered to engage external parties, such as professional search firms and institutions, to undertake research on or assessment of candidates as it deems necessary.
4.4 NC to determine directors' independence annually	The NC has reviewed the independence of each director in accordance with the 2018 Code's definition of independence as well as the "Confirmation of Independence" returns submitted by the directors to the Company Secretary annually. Further, an Independent Director shall immediately disclose to the NC any relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of the Company. The NC is satisfied that 50% of the Board members are considered to be independent.

CORPORATE GOVERNANCE REPORT

<p>4.5 Multiple board representation</p>	<p>The NC and the Board are of the view that it is not meaningful to set a limit on the number of listed company board representations a director should have as the contribution of each director would depend on their individual circumstances, including whether they have a full-time vocation or other responsibilities. Further, the directors have different capabilities, and the nature of the organisations in which they hold appointments and the kind of committees on which they serve are of different complexities. Instead, the NC will assess each potential or existing director relative to his/her abilities and known commitments and responsibilities. Specific considerations are also given to their attendance, contactability and responsiveness, as well as contributions and individual capabilities. The NC also ensure that new directors are aware of their duties and obligation.</p> <p>The NC monitors and determines annually whether directors who have multiple board representations and other principal commitments, give sufficient time and attention to the affairs of the Company and adequately carry out his/her duties as a director of the Company. The NC takes into account the results of the assessment of the effectiveness of the individual director and his/her actual conduct on the Board, in making this determination.</p> <p>The NC, and with the concurrence of the Board, was satisfied that in FY20, where a director had other listed company board representations and/or other principal commitments, the director was able to carry out and had been adequately carrying out his/her duties as a director of the Company.</p> <p>The key information of the Directors (including other listed company directorships and principle commitments) who held office as at the date of this report are disclosed in the "Board of Directors" section on pages 19 to 21 of the Annual Report.</p>
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Principle 5: Board Performance

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

<p>5.1 Board evaluation process</p>	<p>The NC is responsible for recommending and implementing a process to assess the performance and effectiveness of the Board as a whole and its Board Committees, as well as assessing the contribution of each individual Director to the overall effectiveness of the Board.</p> <p>An assessment system and evaluation forms have been established and adopted for the evaluation of the Board as a whole, its Board Committees and the individual directors annually. The objective of the performance evaluation exercise is to uncover strengths and challenges so that the Board and Board Committees are in a better position to provide the required expertise and oversight.</p> <p>Following the review, the Board is of the view that the Board and its Board Committees are performing effectively, and each director is contributing to the overall effectiveness of the Board.</p>
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CORPORATE GOVERNANCE REPORT

<p>5.2 Assessment of the Board, its board committees and each director</p>	<p>The NC has conducted a formal assessment of the effectiveness of the Board and its Board Committees for FY20. The performance criteria for the Board/Board Committees evaluation are in respect of size and composition, attendance, directors' independence, team spirit, open line of communication, degree of constructive discussion, quality of decision making, quality of agenda/board papers, timeliness of board papers, assessment of performance against specific targets, standard of conduct, risk management and internal controls, etc. The NC is satisfied with the effectiveness of the Board as a whole and its Board Committees. The Board, collectively, possesses the necessary core competencies to direct the Company and Management to perform efficiently and effectively.</p> <p>The NC conducts an evaluation of the performance of individual directors annually and for the re-election of any director. The assessment of each director's performance is undertaken by the NC Chairman. The criteria for assessment include, but not limited to, attendance record at meetings of the Board and Board Committees, intensity of participation at meetings, quality of discussions, maintenance of independence and any special contributions. The NC, in concurrence with the NC Chairman, is satisfied that each director is contributing to the overall effectiveness of the Board.</p> <p>No external facilitator was engaged by the Company for assessing the effectiveness of the Board in FY20.</p>
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REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

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

<p>6.1, 6.2 and 6.3 RC</p>	<p>The RC currently comprises the following four (4) members, all of whom (including the RC Chairman) are independent and non-executive directors:</p> <table data-bbox="483 1287 1266 1415"> <tr> <td>Mr Chee Wai Pong</td> <td>Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Tan Eng Liang</td> <td>Lead Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Ker Sin Tze</td> <td>Independent Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent Chairman</td> <td>Member</td> </tr> </table> <p>The RC is regulated by its terms of reference. The duties of the RC include the following:-</p> <ul style="list-style-type: none"> (a) to review and recommend to the Board:- <ul style="list-style-type: none"> (i) a framework of remuneration and to determine the specific remuneration packages for each executive director/key management personnel; (ii) a framework of remuneration and specific remuneration packages for non-executive directors; and (iii) remuneration of employees related to the directors and controlling shareholders of the Group; (b) to recommend to the Board, in consultation with Management and the Chairman of the Board, the Executives'/Employees' Share Option Schemes or any long term incentive schemes which may be set up from time to time and to do all acts necessary in connection therewith; and (c) to carry out its duties in the manner that it is deemed expedient and subjected to any regulations or restrictions that may be imposed upon the RC by the Board of Directors from time to time. 	Mr Chee Wai Pong	Independent Director	Chairman	Dr Tan Eng Liang	Lead Independent Director	Member	Dr Ker Sin Tze	Independent Director	Member	Dr Foo Say Mui (Bill)	Independent Chairman	Member
Mr Chee Wai Pong	Independent Director	Chairman											
Dr Tan Eng Liang	Lead Independent Director	Member											
Dr Ker Sin Tze	Independent Director	Member											
Dr Foo Say Mui (Bill)	Independent Chairman	Member											

CORPORATE GOVERNANCE REPORT

	<p>As part of its review, the RC shall ensure that:</p> <ul style="list-style-type: none"> (a) all aspects of remuneration, including and not limited to director's fees, salaries, allowances, bonuses, options and benefits-in-kinds should be covered for each director and key executive; (b) the remuneration packages should be comparable within the industry and comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual executive directors' and key executives' performances; (c) the remuneration package of employees related to executive directors and controlling shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibilities; and (d) the termination clauses contained in contracts of service of executive directors and key management personnel are fair and reasonable, and not overly generous. <p>No director is involved in deciding his/her own remuneration.</p>
6.4 RC should seek expert advice, if necessary	Where necessary, the RC shall seek expert advice inside and/or outside the Company on remuneration of all directors. The RC shall ensure that any relationship between the appointed consultant and any of its directors or the Company will not affect the independence and objectivity of the remuneration consultant. The RC, in considering the remuneration of all directors for FY20, has not sought external advice nor appointed remuneration consultants.

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.

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

CORPORATE GOVERNANCE REPORT

Principle 8: Disclosure on Remuneration

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

<p>8.1 Remuneration criteria and remuneration of each director and at least the top 5 key management personnel (who are not directors) should be reported to shareholders annually</p>	<p>The remuneration of each individual Director and key management personnel is, however, not fully disclosed as the Company believes that disclosure may be prejudicial to its business interests given the highly competitive environment it is operating in.</p> <p>Directors' Remuneration</p> <p>There are both fixed and variable components to the Executive Directors' remuneration. The variable components are tied to Group performance.</p> <p>A breakdown showing the level and percentage mix of each individual director's remuneration paid/payable for FY20 are as follows:</p>
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	Remuneration Band	Salary & Fees %	Performance Related Income/ Bonuses %	Termination, Retirement and Post-employment benefits %	Other Benefits %	Total Remuneration %
Executive Directors						
Tjioe Ka Men	A	93	–	–	7	100
Tjioe Ka In ⁽¹⁾	NA	NA	NA	NA	NA	NA
Non-Executive Directors						
Dr Tan Eng Liang	B	100	–	–	–	100
Dr Ker Sin Tze	B	100	–	–	–	100
Chee Wai Pong	B	100	–	–	–	100
Dr Foo Say Mui (Bill)	B	100	–	–	–	100
Ng Siok Keow	B	100	–	–	–	100
Goi Seng Hui	B	100	–	–	–	100
Juliana Julianti Samudro ⁽²⁾	B	100	–	–	–	100

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

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

Notes:

- (1) Mdm Tjioe Ka In relinquished her position as Chief Operating Officer upon her appointment as Executive Director of the Board on 1 April 2020.
- (2) Mdm Juliana Julianti Samudro stepped down as Non-independent Non-executive Director of the Board on 1 November 2019.



CORPORATE GOVERNANCE REPORT

	<p><u>Top 5 Key Management Personnel</u></p> <p>The remuneration of top five (5) key management personnel (who are not directors or the CEO of the Company) are set out below in bands of S\$250,000. The names of the key management personnel and breakdown are not disclosed to maintain the confidentiality of the remuneration packages.</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;"><u>No of Executives</u></th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">Below S\$250,000</td> <td style="text-align: center;">5</td> </tr> </tbody> </table> <p>The aggregate total remuneration paid to or accrued to the top five (5) key executives (who are not Directors or the CEO) amounted to S\$758,081.</p> <p>No termination, retirement and post-employment benefits is granted to the top five (5) key management personnel.</p>		<u>No of Executives</u>	Below S\$250,000	5
	<u>No of Executives</u>				
Below S\$250,000	5				
<p>8.2 Disclose remuneration details of employees who are immediate family members of a director, CEO or substantial shareholder and whose remuneration exceeds S\$100,000 during the year</p>	<p>Two key management personnel of the Company, Mdm Tjioe Ka In and Mdm Tjioe Ka Lie are sisters of Mr Tjioe Ka Men (President/CEO). Mdm Tjioe Ka In's remuneration was between S\$150,000 and S\$200,000 whereas Mdm Tjioe Ka Lie's remuneration was between S\$100,000 and S\$150,000 during FY20.</p>				
<p>8.3 Disclose all forms of remuneration and other payment and benefits paid to directors and key management personnel; Details of employee share scheme</p>	<p>The Executive Directors and key management personnel are paid discretionary bonus based on Group's results and individual performance. Such performance related remuneration is aligned with the interests of shareholders and promote the long-term success of the Company. It also takes into account the risk policies of the Company, and to be symmetric with risk outcomes and sensitive to the time horizon of the risks.</p> <p>The Executive Directors are currently subject to variable bonuses based on the Group performance. Certain key management personnel are paid incentives based on achievement of targeted performance of their respective business units set at the beginning of the financial year. In setting the targets, due regards are given to the financial and commercial health and business needs of the Group.</p> <p>The Group has not implemented any share-based compensation scheme or any long-term incentive schemes involving the offer of shares or grant of options in place or any other forms of deferred remuneration. In evaluating long-term incentives, the RC takes into consideration the costs and benefits of such schemes.</p> <p>At the moment, the Group does not use any contractual provisions to claim incentive components of remuneration from the executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.</p> <p>The RC is of the view that the remuneration policy and amounts paid to the Directors and key management personnel are adequate and are reflective of the present market conditions.</p>				

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

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

<p>9.1 Board should determine the Company's level of risk tolerance and risk policies, and oversee risk management and internal control systems</p>	<p>The Board acknowledges that it is responsible for the governance of risks. It oversees the Management in the design, implementation and monitoring of the risk management and internal control systems.</p> <p>The Group has in place a system of internal control and risk management policies and systems for ensuring proper keeping of accounting records and reliable financial information, as well as managing business risks with a view to safeguarding shareholders' investments and the Company's assets. The risk management framework provides for systematic and structured review as well as reporting on the assessment of the degree of risk, evaluation and effectiveness of controls in place to mitigate the risk.</p> <p>Following the nomination of the ARC to assist the Board in its risk management role, the ARC reviews the adequacy of the Group's risk management framework to ensure that a robust risk management process, structure and framework is in place. The process of risk management is undertaken by the President/CEO and senior management under the purview of the ARC and the Board.</p> <p>The Company has a structured Enterprise Risk Management ("ERM") Framework to facilitate the Board in identifying and assessing key operational, financial, compliance and information technology risks with reference to the business goals, strategies and critical success factors of the Group. Under the ERM Framework, which is developed with reference to the ISO 31000:2009 Risk Management – Principles and Guidelines, Committee of Sponsoring Organisations of the Treadway Commission (COSO) Model and Risk Governance Guidance for Listed Board 2017, Management and executives of all levels are expected to constantly review the business operations and the operating environment to identify risk areas and ensure mitigating measures are promptly developed to minimise these risks. The ERM Framework outlines the Group's approach to managing enterprise-wide risks and sets out a systematic process for identifying, evaluating, monitoring, managing and reporting risks faced by the Group. Thus, it allows the Group to address the changes and challenges in the business environment, reduce uncertainties and facilitates the shareholder value creation process on an ongoing basis.</p> <p>Management regularly reviews the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Group's policies, strategy as well as risk appetite. Management is accountable to the ARC for ensuring the effectiveness of risk management and adherence to risk appetite limits. On a day-to-day basis, business units have primary responsibility for risk management. The various business units provide senior management with a timely assessment of key risk exposures and the associated management responses. These units also recommend risk appetite and control limits.</p> <p>A risk monitoring, review and reporting framework has been established to deploy the ongoing monitoring tools and processes of the Group which includes monitoring of risk score changes, ongoing assessment of risk treatment action plans and quarterly ERM reporting to the ARC. Management reviews all significant control policies and procedures and highlights all significant matters to the ARC and the Board.</p> <p>The Group's risk factors and management are set out in the notes to the financial statements in the Annual Report.</p>
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CORPORATE GOVERNANCE REPORT

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

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

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

Taking adequate steps to ensure compliance with legislative and regulatory requirements

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

Management accounts

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

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

Internal and External Audits

During FY20, the Company has appointed Nexia TS Risk Advisory Pte Ltd ("**Nexia**") to carry out an independent internal audit review on the Group's key operational processes in Singapore based on the ARC approved internal audit plans.

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

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

CORPORATE GOVERNANCE REPORT

	<p>The auditors have also evaluated the adequacy and effectiveness of the financial, operational, compliance and information technology internal controls implemented to manage the identified risks based on the results of the ERM process executed.</p> <p>The Board and ARC has reviewed the internal and external audit reports for FY20. Management has also taken appropriate and timely countermeasures to remedy the internal control weaknesses identified and sought ways to continuously improve the Group's internal control systems.</p> <p>Based on the reports submitted by the auditors, and the various management controls/improvements put in place by Management, the Board with the concurrence of the ARC, is of the opinion that the Group's system of internal controls (addressing financial, operational, compliance and information technology controls) and risk management systems maintained by the Management during FY20 are adequate and effective. While acknowledging their responsibility for the system of internal controls, the Board is aware that such a system is designed to minimise, rather than eliminate all risks, and therefore cannot provide an absolute assurance in this regard, or absolute assurance against the occurrence of occasional errors, poor judgement in decision making, fraud and irregularities.</p>
9.2 Assurance from CEO, CFO and Key Management Personnel to the Board	The Board has also received assurance from the President/CEO and the Chief Financial Officer that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances and the Company's risk management and internal control systems are adequate and effective.

Provision 10: Audit Committee

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

10.1 and 10.2 ARC	<p>The ARC comprises five (5) non-executive directors, majority of whom including the ARC Chairman, are independent. The members of the ARC are:-</p> <table data-bbox="480 1244 1516 1432"> <tr> <td>Dr Tan Eng Liang</td> <td>Independent Non-Executive Director/ Lead Independent Director</td> <td>Chairman</td> </tr> <tr> <td>Dr Ker Sin Tze</td> <td>Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Mr Chee Wai Pong</td> <td>Independent and Non-Executive Director</td> <td>Member</td> </tr> <tr> <td>Dr Foo Say Mui (Bill)</td> <td>Independent and Non-Executive Chairman</td> <td>Member</td> </tr> <tr> <td>Mr Goi Seng Hui</td> <td>Non-Independent and Non-Executive Director</td> <td>Member</td> </tr> </table> <p>The Board considers that the members of the ARC are qualified to discharge the responsibilities of the ARC as at least two members of the ARC, including the ARC Chairman, have accounting or related financial management expertise or experience. Please refer to the profile in the "Board of Directors" section of the Annual Report.</p> <p>The ARC is regulated by its terms of reference and meets at least two times a year and as warranted by circumstances, to perform the following functions:-</p> <ol style="list-style-type: none"> (1) review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any announcements relating to the Company's financial performance; (2) review with the internal and external auditors the audit plans and their evaluation of the systems of risk management and internal controls; (3) review the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; 	Dr Tan Eng Liang	Independent Non-Executive Director/ Lead Independent Director	Chairman	Dr Ker Sin Tze	Independent and Non-Executive Director	Member	Mr Chee Wai Pong	Independent and Non-Executive Director	Member	Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman	Member	Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member
Dr Tan Eng Liang	Independent Non-Executive Director/ Lead Independent Director	Chairman														
Dr Ker Sin Tze	Independent and Non-Executive Director	Member														
Mr Chee Wai Pong	Independent and Non-Executive Director	Member														
Dr Foo Say Mui (Bill)	Independent and Non-Executive Chairman	Member														
Mr Goi Seng Hui	Non-Independent and Non-Executive Director	Member														

CORPORATE GOVERNANCE REPORT

- (4) review the cooperation given by management and Group's officers to the external auditor;
- (5) review and discuss with the external auditor any suspected fraud or irregularity, or suspected infringement of any law, rules or regulations, which has or is likely to have a material impact on the Company or the Group's operating results or financial position and management's responses;
- (6) review the financial statements of the Group, external auditor's reports and the result announcements before submission to the Board for approval;
- (7) make recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor;
- (8) review interested person transactions, if any, and potential conflict of interests;
- (9) review arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in matters of financial report or other matters and ensure that arrangements are in place for independent investigation of the same and for appropriate follow up actions;
- (10) oversee the Company's risk management systems, practices and procedures to ensure effectiveness of risk identification and management, and compliance with internal guidelines and external requirements;
- (11) review the adequacy and effectiveness of the Group's material internal controls (compliance, financial, operational and information technology) and risk management policies and systems, as well as the effectiveness of the Group's internal audit function; and
- (12) review the assurance from the President/CEO and Chief Financial Officer on the financial records and financial statements.

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

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

Review independence of External Auditors

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

The ARC has noted that there is no non-audit related work carried out by the external auditors during FY20 and is satisfied with the independence and objectivity of the external auditor.

The audit fees paid to the external auditors of the Company for FY20 was approximately S\$188,000. There was no non-audit fee paid to the external auditors.

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

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

Keeping abreast of changes to accounting standards and issues

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

CORPORATE GOVERNANCE REPORT

	<p>The Company will arrange to send the members of the ARC to seminars on updates of SFRS(I), if required. The external auditor provides regular updates and briefings to the ARC on changes or amendments to accounting standards to enable the members of the ARC to keep abreast of such changes and its corresponding impact on the financial statements, if any.</p> <p>In the review of the financial statements for FY20, the ARC is of the view that the financial statements are fairly presented in conformity with the relevant SFRS(I) in all material aspects.</p> <p>In line with the recommendations by Accounting and Corporate Regulatory Authority (ACRA), Monetary Authority of Singapore and Singapore Exchange that the ARC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on key audit matters ("KAM"), the ARC deliberated the KAM presented by EY together with Management. The ARC reviewed the KAM and concurred with EY and Management on their assessment, judgements and estimates on the significant matters reported by EY as set out under the Independent Auditor's Report on pages to of the Annual Report.</p> <p>Whistle-blowing Policy</p> <p>The Group has in place, a whistle-blowing policy where employees of the Group and any other persons may, in confidence, raise concerns about possible improprieties. Such a policy serves to encourage and provide a channel for staff to report in good faith and without fear of reprisals, concerns about possible improprieties in financial reporting or other matters to the ARC Chairman, President/CEO or the Head of Human Resource. It has a well-defined process which ensures independent investigation of issues/concerns raised and appropriate follow-up action to be taken.</p> <p>Details of the whistle-blowing policies and arrangements have been made available to all employees.</p> <p>The public, our customers and other stakeholders can also report possible improprieties or provide other feedbacks through the Company's website at www.tunglok.com. The Management reviews each correspondence received and escalates to the President/CEO or ARC Chairman on any instances of potential improprieties. Independent investigations will be conducted and follow-up actions taken, if warranted.</p>
<p>10.3 A former partner or director of the Company's existing auditing firm should not act as a member of ARC</p>	<p>None of the members of the ARC were former partner or director of the Company's external auditor, EY. The members of the ARC also do not hold any financial interest in EY.</p>
<p>10.4 Internal audit function</p>	<p>The independent internal auditor, Nexia, and the Company's in-house internal audit team reports directly to the ARC Chairman, and also to the Chief Financial Officer on administrative matters. The ARC reviews and approves the appointment and hiring of internal auditors ("IA"), internal audit plans, resources and reports, and the internal audit fees. The IA has unfettered access to all the Company's documents, records, properties and personnel, including access to the ARC.</p> <p>The ARC has full access to and the cooperation of the Management and IA, and ensures that the internal audit function is adequately resourced, staffed with persons with the relevant qualifications and experience, and has appropriate standing within the Company to perform its function.</p>

CORPORATE GOVERNANCE REPORT

	<p>Nexia is one of the established mid-tier accounting firms in Singapore with vast experience in performing internal audit engagements. Nexia is guided by International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors in carrying out the internal audit review. The engagement team assigned comprises 3 members and is headed by a Risk Advisory Director who has more than 14 years of experience in internal controls advisory, compliance, external audit and sustainability reporting for medium to major listed organisations in diverse industries including food and beverage industry. The Risk Advisory Director holds the qualifications of Bachelor of Accountancy from Singapore Management University, Chartered Accountant (Singapore), Certified Internal Auditor and Certified Anti-Money Laundering Specialist, and possesses the necessary qualifications, skills and experience to discharge her duty as an independent internal auditor of the Company.</p> <p>The ARC is satisfied that the Company's internal audit function is effective, adequately resourced, independent, and has appropriate standing within the Company. Accordingly, the Company is in compliance with Rule 1204(10C) of the Catalist Rules.</p>
<p>10.5 ARC to meet internal and external auditors, without presence of Management, at least annually</p>	<p>For FY20, the ARC met once with each of the internal auditor (Nexia) and external auditor (EY), without the presence of the Management for the purpose of facilitating discussion of the responses by Management on audit matters. The ARC has reviewed the findings of the auditors and the assistance given to the auditors by Management.</p>

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

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

<p>11.1, 11.3 and 11.4 Shareholders have the opportunity to participate effectively and vote at general meetings; All directors and external auditors should attend general meetings.</p>	<p>All shareholders will receive the Annual Report and the notice of any general meetings.</p> <p>Notice of AGM is dispatched to shareholders together with explanatory notes or circular on items of special business (if necessary), at least 14 days before the meeting. At the AGM, shareholders will be given the opportunity to voice their views and to direct questions regarding the Group to the Directors including the chairman of each of the Board Committees. The Management and the external auditor are also present to assist the Directors in addressing any relevant queries from the shareholders.</p> <p>In FY20, all Directors except Mr Goi Seng Hui and Mdm Juliana Julianti Samudro attended the AGM and Extraordinary General Meeting, both held on 31 July 2019.</p> <p>Shareholders are encouraged to attend the AGM of the Company to ensure a high level of accountability and to stay informed of the Company's strategy and goals. If the shareholders are unable to attend the meetings, the Company's Constitution allows a shareholder of the Company to appoint up to two proxies to attend and vote in place of the shareholder. Relevant Intermediaries are entitled to appoint more than two proxies to attend and vote on their behalf at general meetings provided that each proxy is appointed to exercise the rights attached to different shares held by the member.</p> <p>The Company's Constitution allows corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors ("Relevant Intermediaries") to appoint more than two proxies to vote at the general meetings.</p>
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CORPORATE GOVERNANCE REPORT

	<p>The Group recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders, are protected.</p> <p>The Group is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Group's business which could have a material impact on the Company's share price.</p> <p>During AGM, the relevant rules and procedures governing the meetings are clearly communicated. Shareholders are encouraged to proactively engage the Board and Management on the Group's business activities, financial performance and other business-related matters. All shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company will conduct poll voting for all resolutions tabled at the general meetings.</p>
11.2 The company tables separate resolution at general meetings of shareholders on each substantially separate issue.	<p>Each item of special business included in the notice of the general meetings is accompanied, where appropriate, by an explanation for the proposed resolution. Separate resolutions are proposed for each separate issue at the meeting.</p> <p>The Company acknowledges that voting by poll in all its general meetings is integral to the enhancement of corporate governance. To ensure greater transparency, all resolutions at the Company's general meetings are put to vote by poll and the detailed results of each resolution showing the number of votes cast for and against each resolution and the respective percentages will be announced via SGXNET after the general meetings.</p>
11.5 Minutes of general meetings	<p>For FY20, the Company intends to record the minutes of general meetings that include substantial and relevant queries or comments from shareholders relating to the agenda of the meeting and responses from the Board and Management. The Company's usual practice is that such minutes, subsequently approved by the Board will be available to shareholders upon their request in accordance with the Companies Act, Cap. 50.</p> <p>The Company is of the view that there are potential adverse implications, including commercial and legal implications, for the Company if the minutes of general meetings are published to the public at large (outside the confines of a shareholders' meeting). All shareholders, including those who did not attend the relevant general meeting, have a statutory right to be furnished copies of minutes of general meetings in accordance with Section 189 of the Companies Act, Cap. 50. The Company ensures that, consistent with the intent of Principle 11, all shareholders are treated fairly and equitably.</p> <p>However, in view that the forthcoming AGM will be held by electronic means due to the evolving COVID-19 situation, the Company will publish the minutes of the 20th AGM on the Company's website as well as the SGX website within one month after the date of the AGM.</p>
11.6 Dividend policy	<p>The Board does not have a fixed dividend policy at present. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit, growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth, general business condition, and other factors as the Board may deem appropriate. No dividend is declared for FY20 as the Group has not generated profit attributable to owners of the Company for FY20. Any dividend payouts are clearly communicated to shareholders in public announcements and via announcements on SGXNET when the Company discloses its financial results.</p>

Principle 12: Engagement with Shareholders

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

CORPORATE GOVERNANCE REPORT

<p>12.1 Avenues for communication between the Board and shareholders</p>	<p>The Board is mindful of the obligation to keep shareholders informed of all major developments that affect the Group in accordance with the Catalist Rules. Price sensitive information is publicly released via SGXNET.</p> <p>Information is communicated to shareholders on a timely and non-selective basis through:</p> <ul style="list-style-type: none"> • annual reports that are prepared and issued to all shareholders within the mandatory period; • half-year and full-year financial statements containing a summary of the financial information and affairs of the Group for the period, released via SGXNET; • public announcements via SGXNET; • press releases on major developments via SGXNET; • Company's corporate website at www.tunglok.com at which shareholders can access information on the Group; and • notices of shareholders' meetings advertised in a newspaper in Singapore.
<p>12.2 and 12.3 Investor Relations Policy</p>	<p>To promote a better understanding of shareholders' views, the Board actively encourages shareholders to participate during the Company's general meetings. At these meetings, shareholders are given the opportunity to voice their views and raise issues either formally or informally. These meetings provide excellent opportunities for the Board to engage with shareholders to solicit their feedback.</p> <p>In addition, the Company has engaged WeR1 Consultants Pte Ltd to address any queries that the investors, analysts, press or public might have on the Company's affairs. The investor relations team can be reached at info@wer1.net.</p> <p>The Company's website at www.tunglok.com is another channel to solicit and understand views, inputs and concerns from shareholders.</p>

MANAGING STAKEHOLDERS RELATIONSHIPS

Principle 13: Engagement with Stakeholders

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

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

CORPORATE GOVERNANCE REPORT

Internal Code on Dealing in Securities

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

Catalist Rule 1204(8)	<p>Save for the interested persons transactions as disclosed in this Annual Report, there are no material contracts of the Company or its subsidiaries involving the interest of the President/CEO, each director or controlling shareholder subsisting at the end of FY20 or have been entered into since the end of the previous financial year except the following:</p> <ul style="list-style-type: none">- a sale and purchase of shares agreement entered with a controlling shareholder for the disposal of the entire shareholding interests in a joint venture as announced by the Company on 2 August 2019; and- a tenancy agreement entered with a controlling shareholder as announced by the Company on 31 March 2020.
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CORPORATE GOVERNANCE REPORT

Interested Person Transaction (IPT) Policy

Catalist Rule 907	<p>The Company adopted an internal policy in respect of any transactions with interested persons and has established procedures for review and approval of the interested person transactions entered into by the Group. The ARC has reviewed the rationale and terms of the Group's interested person transactions and is of the view that the interested person transactions are on normal commercial terms and not prejudicial to the interests of the Company and minority shareholders.</p> <p>The aggregate value of interested person transactions for FY20 are as follows:-</p>
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Name of Interested Person and Transactions	Nature of relationship	Aggregate value of all interested person transactions during FY20 (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions during FY20 conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
		S\$'000	S\$'000
T & T Gourmet Cuisine Pte Ltd - Sale of food items to Tee Yih Jia Food Manufacturing Pte Ltd	Substantial shareholders and their associates	-	535
T & T Gourmet Cuisine Pte Ltd - Sale of food items to Chinatown Food Corporation Pte Ltd		-	1
T & T Gourmet Cuisine Pte Ltd - Purchase of food items from Tee Yih Jia Food Manufacturing Pte Ltd		-	4
Tung Lok Group - Purchase of food items from Tee Yih Jia Food Manufacturing Pte Ltd		-	97
Tung Lok Group - Purchase of food items from Chinatown Food Corporation Pte Ltd		-	60
Tung Lok Group - Purchase of food items from T & T Gourmet Cuisine Pte Ltd		-	136
Tung Lok Group - Purchase of mooncakes from T & T Gourmet Cuisine Pte Ltd		-	314
Tung Lok Group - Proceeds from disposal of investment in T & T Gourmet Cuisine Pte Ltd to Tee Yih Jia Food Manufacturing Pte Ltd		1,150	-
Tee Yih Jia Food Manufacturing Pte Ltd - Purchase of mooncakes from Tung Lok Group		-	16
Tung Lok Group - Sale of catering food and services to hotel related to a substantial shareholder		343	-
Novena Point Pte. Ltd - Rental fees of premise leased*		1,300	-

The Group confirms that there were no other disclosable interested person transactions during FY20 pursuant to Catalist Rule 907.

* This refers to IPT that is categorised as a transaction under Catalist Rule 916(1), which is in connection with lease of certain commercial unit owned by a related company of our controlling shareholder, Goodview Properties Pte Ltd. Please refer to announcement dated 31 March 2020 released by the Company.

CORPORATE GOVERNANCE REPORT

Use of Proceeds from Rights Issue

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

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

The unutilised net proceeds from Rights Issue approximated S\$1.45 million as of 31 March 2020.

Sponsorship

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The continuing sponsor of the Company during FY20 is SAC Capital Private Limited (the "**Sponsor**"). There was a non-sponsor fee amounting to S\$43,000 paid to the Sponsor during FY20 to act as the Independent Financial Advisor in relation to the disposal of investment in a joint venture, T & T Gourmet Cuisine Pte. Ltd..

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DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of Tung Lok Restaurants (2000) Ltd (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 March 2020.

Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2020 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Foo Say Mui (Dr)
Tan Eng Liang (Dr)
Ker Sin Tze (Dr)
Chee Wai Pong
Goi Seng Hui
Ng Siok Keow
Tjioe Ka Men
Tjioe Ka In (Appointed on 1 April 2020)

Arrangements to enable directors to acquire shares and debentures

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

Directors' interests in shares and debentures

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

	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Ordinary shares				
The Company				
Tjioe Ka Men	463,160	463,160	107,170,840	107,170,840
Goi Seng Hui	377,000	377,000	53,440,180	53,531,280

DIRECTORS' STATEMENT

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

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

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 April 2020.

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

Share options

(a) *Options to take up unissued shares*

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

(b) *Options exercised*

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

(c) *Unissued shares under options*

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

Audit and Risk Committee

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

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

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DIRECTORS' STATEMENT

Audit and Risk Committee (cont'd)

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

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

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

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

Auditor

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

On behalf of the board of directors:

Tjioe Ka Men
Director

Tjioe Ka In
Director

Singapore
20 July 2020



INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Tung Lok Restaurants (2000) Ltd (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 March 2020, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Basis for opinion

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

Key audit matters

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

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

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INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

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

At 31 March 2020, the carrying value of the Group's property, plant and equipment was \$7,946,752 and right-of-use assets was \$16,374,039 which represented 30% and 61% respectively of the Group's total non-current assets. The Group has several restaurant outlets that are loss-making since past years or impacted in the current year due to COVID-19 pandemic. Accordingly, management identified that these outlets' property, plant and equipment and right-of-use assets have indicator of impairment and performed impairment test to determine their recoverable values. As disclosed in Note 3(b), management determined the recoverable amount of the property, plant and equipment and right-of-use assets based on value in use calculations. In determining the value in use, management is required to apply judgements and make assumptions on estimates supporting underlying projected cash flows, taking into account its operations and current market conditions which has also been impacted by COVID-19 pandemic. This area was significant to our audit due to the size of the carrying amount of property, plant and equipment and right-of-use assets. Accordingly, we consider this to be a key audit matter.

We assessed the method and evaluated the reasonableness of the key assumptions used by management in the impairment analysis to determine the recoverable amounts, in particular the sales growth rates and discount rates. In view of the current market conditions, management has considered the impact of the closure of the restaurants as a result of measures implemented by the government in estimating the sales growth rates and discount rates. We reviewed the robustness of management's budgeting process in terms of the Group's seasonality sales pattern by comparing the actual financial performance against previously forecasted results. We performed sensitivity analysis on management's sales growth in terms of timing of the Group's operation return to normalcy using different possible scenarios, after taking into consideration current business environment. We involved our internal valuation specialists to assess reasonableness of the discount rates and performed sensitivity analysis after considering the current market and economic conditions. We reviewed the adequacy of the disclosures made on the impairment of property, plant and equipment and right-of-use assets in Note 3(b), Note 20 and Note 26 to the financial statements.

Impairment assessment of interests in subsidiaries

As at 31 March 2020, the Company's interests in subsidiaries was \$16,762,701, which represented 100% of the Company's total non-current assets. The interests in subsidiaries comprise investment of \$7,914,062, and loans to subsidiaries of \$8,848,639. The main operations of the subsidiaries are that of restaurateur. The interests in subsidiaries are subject to impairment and expected credit loss assessments at year end. These assessments are significant to our audit because they involve significant management judgement relating to projected future cash flows that are affected by expected future market and economic conditions, taking into account current market conditions due to COVID-19 pandemic.

Management identified investments in certain loss-making subsidiaries for impairment assessment. The impairment assessment requires management to determine the recoverable amounts of each restaurant outlet within the respective subsidiary. As described in the key audit matter - Impairment assessment of property, plant and equipment and right-of-use assets, management is required to make assumptions relating to sales and growth estimations in determining the value in use of the restaurant outlets. Accordingly, we identified this to be a key audit matter as the assumptions are inherently uncertain due to the current business environment. In addition to the procedures on key assumptions as described in the previous key audit matter, we also assessed the reasonableness of the terminal growth rate used by management by comparing to market available information on business growth rates.



INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

Impairment assessment of interests in subsidiaries (cont'd)

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

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

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

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

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

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INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

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INDEPENDENT AUDITOR'S REPORT

To the members of Tung Lok Restaurants (2000) Ltd

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

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

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Ang Chuen Beng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
20 July 2020

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CONSOLIDATED INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2020

	Note	2020 \$	2019 \$
Revenue	4	78,075,541	80,627,653
Cost of sales		(22,554,359)	(22,856,398)
Gross profit		<u>55,521,182</u>	<u>57,771,255</u>
Other operating income	5	4,231,580	3,264,253
Administrative expenses		(31,682,451)	(30,912,273)
Other operating expenses	6	(30,092,378)	(29,490,877)
Share of (loss)/profit of joint venture	17	(264,014)	194,592
Share of profit of associates		95,164	403,313
Finance costs	7	(563,823)	(184,984)
(Loss)/profit before tax		<u>(2,754,740)</u>	<u>1,045,279</u>
Income tax benefit/(expense)	8	20,297	(33,203)
(Loss)/profit for the year	9	<u>(2,734,443)</u>	<u>1,012,076</u>
Other comprehensive income:			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		(3,624)	62,653
Total comprehensive income for the year		<u>(2,738,067)</u>	<u>1,074,729</u>
(Loss)/profit attributable to:			
Owners of the Company		(2,574,701)	(693,703)
Non-controlling interests		(159,742)	1,705,779
		<u>(2,734,443)</u>	<u>1,012,076</u>
Total comprehensive income attributable to:			
Owners of the Company		(2,578,325)	(668,912)
Non-controlling interests		(159,742)	1,743,641
		<u>(2,738,067)</u>	<u>1,074,729</u>
Losses per share (cents)			
Basic	10	<u>(0.94)</u>	<u>(0.25)</u>
Diluted	10	<u>(0.94)</u>	<u>(0.25)</u>

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

BALANCE SHEETS

As at 31 March 2020

	Note	Group		Company	
		2020	2019	2020	2019
		\$	\$	\$	\$
ASSETS					
Current assets					
Cash and bank balances	11	9,750,229	12,134,376	1,466,208	3,326,506
Trade receivables	12	1,673,506	2,181,235	–	–
Other receivables and prepayments	13	4,641,177	1,520,004	8,745	10,806
Inventories	14	1,697,120	1,870,694	–	–
Total current assets		17,762,032	17,706,309	1,474,953	3,337,312
Non-current assets					
Other receivables and prepayments	13	343	490,140	–	–
Long-term security deposits	15	1,128,038	1,411,510	–	–
Interests in subsidiaries	16	–	–	16,762,701	15,489,648
Joint venture	17	–	653,597	–	–
Associates	18	959,037	1,493,884	–	–
Investment in unquoted equities	19	–	–	–	–
Property, plant and equipment	20	7,946,752	7,571,499	–	–
Deferred tax assets	25	445,664	429,382	–	–
Right-of-use assets	26	16,374,039	–	–	–
Total non-current assets		26,853,873	12,050,012	16,762,701	15,489,648
Total assets		44,615,905	29,756,321	18,237,654	18,826,960
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables	21	2,827,489	2,350,087	–	–
Other payables	22	8,622,999	6,960,741	237,296	255,523
Finance leases	23	–	181,628	–	–
Bank loans	24	161,573	160,314	–	–
Lease liabilities	26	8,116,709	–	–	–
Income tax payable		18,094	124,263	–	–
Total current liabilities		19,746,864	9,777,033	237,296	255,523
Net current (liabilities)/assets		(1,984,832)	7,929,276	1,237,657	3,081,789

BALANCE SHEETS

As at 31 March 2020

	Note	Group		Company	
		2020	2019	2020	2019
		\$	\$	\$	\$
Non-current liabilities					
Other payables	22	3,239,583	3,151,499	–	–
Finance leases	23	–	257,157	–	–
Bank loans	24	1,430,332	1,591,208	–	–
Lease liabilities	26	8,530,034	–	–	–
Total non-current liabilities		13,199,949	4,999,864	–	–
Total liabilities		32,946,813	14,776,897	237,296	255,523
Net assets		11,669,092	14,979,424	18,000,358	18,571,437
Capital, reserves and non-controlling interests					
Share capital	27	28,450,434	28,450,434	28,450,434	28,450,434
Currency translation reserve		(46,072)	(27,619)	–	–
Accumulated losses		(15,874,244)	(13,299,543)	(10,450,076)	(9,878,997)
Equity attributable to owners of the Company		12,530,118	15,123,272	18,000,358	18,571,437
Non-controlling interests		(861,026)	(143,848)	–	–
Net equity		11,669,092	14,979,424	18,000,358	18,571,437
Total liabilities and equity		44,615,905	29,756,321	18,237,654	18,826,960

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2020

Group	Attributable to owners of the Company					Total
	Share capital	Foreign currency translation reserve	Accumulated losses	Equity attributable to owners of the Company, total	Non-controlling interests	
	\$	\$	\$	\$	\$	\$
At 1 April 2019	28,450,434	(27,619)	(13,299,543)	15,123,272	(143,848)	14,979,424
Loss for the year	-	-	(2,574,701)	(2,574,701)	(159,742)	(2,734,443)
<u>Other comprehensive income</u>	-	(3,624)	-	(3,624)	-	(3,624)
Foreign currency translation, net of tax	-	(3,624)	(2,574,701)	(2,578,325)	(159,742)	(2,738,067)
Total comprehensive income for the year, net of tax	-	(3,624)	(2,574,701)	(2,578,325)	(159,742)	(2,738,067)
<u>Contributions by and distributions to owners</u>	-	-	-	-	-	-
Dividends paid to non-controlling interests in subsidiaries	-	-	-	-	(81,000)	(81,000)
Strike off of a subsidiary	-	(14,829)	-	(14,829)	(239,529)	(254,358)
Reduction in shares to a non-controlling interest in a subsidiary	-	-	-	-	(400,000)	(400,000)
Fair value adjustment on interest-free loan from a non-controlling interest in a subsidiary	-	-	-	-	163,093	163,093
Total transactions with owners in their capacity as owners	-	(14,829)	-	(14,829)	(57,436)	(572,265)
At 31 March 2020	28,450,434	(46,072)	(15,874,244)	12,530,118	(861,026)	11,669,092

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2020

Group	Attributable to owners of the Company					Total
	Share capital	Foreign currency translation reserve	Accumulated losses	Equity attributable to owners of the Company, total	Non-controlling interests	
At 1 April 2018	\$ 28,450,434	\$ (52,410)	\$ (12,605,840)	\$ 15,792,184	\$ (1,935,998)	\$ 13,856,186
(Loss)/profit for the year	-	-	(693,703)	(693,703)	1,705,779	1,012,076
<u>Other comprehensive income</u>	-	24,791	-	24,791	37,862	62,653
Foreign currency translation, net of tax	-	24,791	-	24,791	37,862	62,653
Total comprehensive income for the year, net of tax	-	24,791	(693,703)	(668,912)	1,743,641	1,074,729
<u>Contributions by and distributions to owners</u>	-	-	-	-	(260,000)	(260,000)
Dividends paid to non-controlling interests in subsidiaries	-	-	-	-	(260,000)	(260,000)
Reclassification of shareholder loan granted by non-controlling interest in a subsidiary as quasi-equity loan	-	-	-	-	308,509	308,509
Total transactions with owners in their capacity as owners	-	-	-	-	48,509	48,509
At 31 March 2019	28,450,434	(27,619)	(13,299,543)	15,123,272	(143,848)	14,979,424

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STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2020

Company	Share capital	Accumulated losses	Total
	\$	\$	\$
At 1 April 2018	28,450,434	(9,912,134)	18,538,300
Profit for the year, representing total comprehensive income for the year At 31 March 2019 and 1 April 2019	–	33,137	33,137
	28,450,434	(9,878,997)	18,571,437
Loss for the year, representing total comprehensive income for the year At 31 March 2020	–	(571,079)	(571,079)
	28,450,434	(10,450,076)	18,000,358

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

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 March 2020

	Note	2020 \$	2019 \$
Operating activities			
(Loss)/profit before tax		(2,754,740)	1,045,279
Adjustment for:			
Allowance for expected credit losses - non-trade receivable	6	197,668	–
Share of loss/(profit) of joint venture	17	264,014	(194,592)
Share of profits of associates		(95,164)	(403,313)
Depreciation of property, plant and equipment	6	1,684,661	1,948,356
Depreciation of right-of-use assets	6	9,363,826	–
Interest income	5	(55,394)	(93,325)
Interest expense	7	563,823	184,984
Dividend income from an unquoted equity	5	(28,530)	(28,463)
Gain on disposal of property, plant and equipment	5	–	(2,296)
Write-off of property, plant and equipment	6	45,397	7,962
Foreign exchange loss	6	19,608	85,509
Gain on disposal of investment in a joint venture	5	(691,737)	–
Gain arising from strike off of a subsidiary	5	(254,380)	–
Reversal of provision for reinstatement costs	5	(80,000)	(10,610)
Impairment loss of plant and equipment	6	345,487	–
Impairment loss of right-of-use assets	6	130,000	–
Waiver of liabilities by a non-controlling shareholder in a subsidiary	5	–	(1,561,699)
Operating cash flows before changes in working capital		<u>8,654,539</u>	<u>977,792</u>
Changes in working capital:			
Decrease in trade receivables		504,040	226,802
Increase in other receivables and prepayments		(3,246,192)	(383,902)
Decrease/(increase) in inventories		173,574	(54,581)
Decrease in long-term security deposits		283,472	221,950
Increase/(decrease) in trade payables		476,709	(717,197)
Increase/(decrease) in other payables		1,882,374	(1,116,382)
Cash flows from/(used in) operations		<u>8,728,516</u>	<u>(845,518)</u>
Interest paid		(43,143)	(62,791)
Interest received		62,486	79,786
Net income tax paid		(102,153)	(74,461)
Net cash flows from/(used in) operating activities		<u>8,645,706</u>	<u>(902,984)</u>
Investing activities			
Purchase of property, plant and equipment (Note A)		(2,798,748)	(2,065,823)
Advance payment for capital expenditures		–	(34,651)
Proceeds from disposal of property, plant and equipment		–	3,500
Proceeds from disposal of investment in a joint venture		1,150,000	–
Dividend received from an unquoted equity	5	28,530	28,463
Dividends received from associates (Note C)	18	375,000	–
Dividend received from joint venture	17	–	450,000
Capital reduction from an associate (Note C)	18	150,000	–
Capital reduction of a subsidiary released to a non-controlling interest		(400,000)	–
Advances to an associate		(98,492)	(99,176)
Net cash flows used in investing activities		<u>(1,593,710)</u>	<u>(1,717,687)</u>

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 March 2020

	Note	2020 \$	2019 \$
Financing activities			
Advances from non-controlling interests in subsidiaries		–	190,662
Dividends paid to non-controlling interests in subsidiaries (Note B)		(81,000)	(260,000)
Repayment of loan due from an associate		332,944	56,000
Repayment of loan to a non-controlling interest in a subsidiary		(25,000)	–
Repayment of bank loans		(159,617)	(423,518)
Repayment of obligations under finance leases		–	(237,896)
Payment of principal portion of lease liabilities	26	(9,015,694)	–
Interest paid in relation to lease liabilities	26	(487,507)	–
Net cash flows used in financing activities		<u>(9,435,874)</u>	<u>(674,752)</u>
Net decrease in cash and bank balances		(2,383,878)	(3,295,423)
Cash and bank balances at the beginning of the financial year		12,134,376	15,466,862
Effect of foreign exchange rate changes		(269)	(37,063)
Cash and bank balances at the end of the financial year	11	<u>9,750,229</u>	<u>12,134,376</u>

Note A:

During the financial year, the Group recorded additions to property, plant and equipment with an aggregate cost of \$2,939,616 (2019: \$2,387,615) of which \$84,539 (2019: \$21,204) relates to provision for reinstatement costs of premises, \$108,846 (2019: \$87,754) remained unpaid at the end of the reporting period and advance payment of \$Nil (2019: \$35,237) was made for capital expenditures. Cash payments of \$2,798,748 (2019: \$2,065,823) were made to the purchase of property, plant and equipment.

Note B:

During the financial year, the Group declared dividends amounting to \$81,000 (2019: \$260,000) to non-controlling interests in subsidiaries at the end of the reporting period.

Note C:

During the financial year, the Group recorded capital reduction from an associate amounting to \$250,000 of which \$100,000 remained unpaid as at the end of the reporting period. In addition, dividends (exempt one-tier) of \$375,000 was received from associates.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

1. Corporate information

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

Its principal place of business is at 26 Tai Seng Street, #02-01, Singapore 534057 and its registered office is at 1 Sophia Road, #05-03 Peace Centre, Singapore 228149.

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

2. Summary of significant accounting policies

2.1 Basis of preparation

As at 31 March 2020, the Group's current liabilities exceeded their current assets by \$1,984,832 (2019: net current asset of \$7,929,276) and was in loss-making position of \$2,734,443 (2019: profit position of \$1,012,076). The net working liabilities as at 31 March 2020 were mainly caused by the adoption of SFRS(I) 16 Leases as explained in Note 2.2. The ability of the Group to continue as a going concern is dependent on the Group's ability to generate positive cash flows. In the opinion of the directors, the Group is able to continue as a going concern despite its net current liabilities position as the directors are of the view that the Group is able to generate net cash inflows from its operating activities for a period of 12 months from the date that these financial statements were approved and to enable it to meet its financial obligations as and when they fall due. In addition, the Group has \$5,500,000 unutilized banking facilities, of which \$3,000,000 were secured after the financial year end, available for its use should the need arises.

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

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

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

2.2 New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 April 2019. Except for the adoption of SFRS(I) 16 Leases described below, the adoption of these new standards did not have any material effect on the financial performance or position of the Group.

SFRS(I) 16 Leases

SFRS(I) 16 supersedes SFRS(I) 1-7 Leases, SFRS(I) INT 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheets.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.2 New and amended standards and interpretations (cont'd)

SFRS(I) 16 Leases (cont'd)

The Group adopted SFRS(I) 16 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Accordingly, the comparative information presented for the financial year ended 31 March 2019 is not restated. Under this method, the lease liability is measured based on the remaining lease payments discounted using the incremental borrowing rate as of the date of initial application. The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains a lease at 1 April 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying SFRS(I) 1-7 and SFRS(I) INT 4 at the date of initial application.

The effects of adopting SFRS(I) 16 as at 1 April 2019 is as follows:

	Increase/ (decrease)
	\$
<u>Assets</u>	
Right-of-use assets	18,520,527
Property, plant and equipment	(488,818)
Other receivables and prepayments	<u>(164,023)</u>
<u>Liabilities</u>	
Lease liabilities	18,377,672
Finance leases	(438,785)
Other payables	<u>(71,201)</u>

The Group has lease contracts for outlets, equipment and motor vehicles. Before the adoption of SFRS(I) 16, the Group classified its leases (as lessee) at the inception date as either a finance lease or an operating lease. The accounting policy prior to 1 April 2019 is disclosed in Note 2.15.

Upon adoption of SFRS(I) 16, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. The accounting policy beginning on and after 1 April 2019 is disclosed in Note 2.15. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

(a) *Leases previously classified as finance leases*

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e. the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under SFRS(I) 1-7). The requirements of SFRS(I) 16 were applied to these leases from 1 April 2019.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.2 New and amended standards and interpretations (cont'd)

SFRS(I) 16 Leases (cont'd)

(b) Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for the leases were recognised based on the carrying amount as if the standard had always been applied, using the incremental borrowing rate at the date of initial application. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

- used a single discount rate to a portfolio of leases with reasonably similar characteristics;
- applied the short-term leases exemption to leases with lease term that ends within 12 months of the date of initial application; and
- used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.

On adoption of SFRS(I) 16, the Group measures the right-of-use asset at an amount equal to lease liability. Accordingly, there is no adjustment to retained earnings.

The lease liabilities as at 1 April 2019 can be reconciled to the operating lease commitments as at 31 March 2019, as follows:

	\$
Operating lease commitment as at 31 March 2019	23,842,355
Less:	
Lease agreement signed but commence after 1 April 2019	(2,617,344)
Commitments relating to non-lease component expenses	(4,182,058)
Commitments relating to short-term leases	(27,000)
Add:	
Lease payments relating to renewal periods not included in operating lease commitments as at 31 March 2019	1,430,313
Weighted average incremental borrowing rate at 1 April 2019	2.48%
Discounted operating lease commitments as at 1 April 2019	17,938,887
Commitments relating to leases previously classified as finance leases	438,785
Discounted lease commitments, representing lease liabilities as at 1 April 2019	<u>18,377,672</u>

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to illustrative examples, implementation guidance and SFRS(I) practice statements	1 January 2020
Amendments to SFRS(I) 3: Definition of a Business	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8: Definition of a Material	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7: Interest Rate Benchmark Reform	1 January 2020
Amendments to SFRS(I) 10 & SFRS(I) 1-28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

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

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

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

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

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

(b) Business combinations and goodwill

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

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

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

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

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

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination.

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

2.5 Transactions with non-controlling interests

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.6 Foreign currency

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

(a) Transactions and balances

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

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

(b) Consolidated financial statements

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

2.7 Subsidiaries

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

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

2.8 Associates and joint ventures

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.8 Associates and joint ventures (cont'd)

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

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

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

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

2.9 Property, plant and equipment

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

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.10 Impairment of non-financial assets

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

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

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

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

2.11 Financial instruments

(a) Financial assets

Initial recognition and measurement

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

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

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

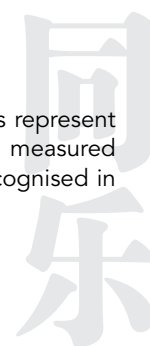
Subsequent measurement

Investments in debt instruments

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

(i) Amortised cost

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



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.11 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Investments in debt instruments (cont'd)

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

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

(iii) Fair value through profit or loss

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

Investments in equity instruments

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

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) Financial liabilities

Initial recognition and measurement

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

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

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

Derecognition

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



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.12 *Impairment of financial assets*

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

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

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

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

2.13 *Cash and cash equivalents*

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

2.14 *Provisions*

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.15 Leases

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

As lessee

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

Right-of-use assets

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

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

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

Lease liabilities

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.15 Leases (cont'd)

Short-term leases and leases of low-value assets

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

These accounting policies are applied before the initial application date of SFRS(I) 16, 1 April 2019:

As lessee

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2.16 Inventories

Inventories comprising mainly food and beverages are stated at the lower of cost and net realisable value. Cost comprises all costs of purchase and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value. Net realisable value represents the estimated selling price less all estimated costs of completion and estimated costs to make the sale.

2.17 Customer loyalty programme

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

2.18 Government grants

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.19 **Financial guarantee**

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

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

2.20 **Revenue recognition**

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

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

(a) **Sale of food and beverages**

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

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

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

(b) **Service charges**

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

(c) **Service income**

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

(d) **Management fees**

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.20 Revenue recognition (cont'd)

(e) Interest income

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

(f) Dividend income

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

2.21 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.22 Employee benefits

(a) Defined contribution plans

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

(b) Employee leave entitlement

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

2.23 Taxes

(a) Current income tax

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.23 Taxes (cont'd)

(b) Deferred tax

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

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

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

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

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

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

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

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

(c) Sales tax

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

2.24 Fair value of assets and liabilities

Fair value hierarchy

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

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

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

2.25 Contingencies

A contingent liability is:

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

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

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

2.26 Share capital and share issuance expenses

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

2.27 Reportable segment

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

3. Critical accounting judgements and key sources of estimation uncertainty

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

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

Critical judgements in applying the Group's accounting policies

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

Key sources of estimation uncertainty

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

(a) Impairment of interests in subsidiaries

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

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

- (i) Discount rate of 9.0% per annum
- (ii) Sales growth rate ranged from (16.7%) to 4.0%
- (iii) Terminal growth rate of 0.0%
- (iv) Inclusion of various supports from the Singapore Government such as jobs support scheme

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

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

Determining whether property, plant and equipment and right-of-use assets is impaired requires an estimation of the value in use. The value in use calculation requires the management to estimate future cash flows and a suitable discount rate in order to calculate the present value of the cash flows. The carrying amount of property, plant and equipment and right-of-use assets at the end of the reporting period is \$7,946,752 (2019: \$7,571,499) and \$16,374,039 (2019: \$Nil) as set out in Notes 20 and 26 respectively to the financial statements.

The key assumptions are disclosed in Notes 20 and 26. There is no material impact to the carrying amount of property, plant and equipment and right-of-use assets if the estimated discount rate used in the calculation had increased by 0.5% or if the estimated sales growth rate had reduced by 0.5%, respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

4. Revenue

	Group	
	2020	2019
	\$	\$
Sale of food and beverages	71,161,088	73,595,734
Service charges	6,104,073	6,223,731
Management fees	810,380	808,188
Total	<u>78,075,541</u>	<u>80,627,653</u>
Timing of transfer of goods or services		
At a point in time	77,265,161	79,819,465
Over time	810,380	808,188
Total	<u>78,075,541</u>	<u>80,627,653</u>

5. Other operating income

	Group	
	2020	2019
	\$	\$
Government grants	1,622,308	261,806
Sundry income from promotional events	192,807	178,132
Catering service income	651,860	697,392
Interest income from:		
Cash at bank and short-term deposits	55,394	81,326
Related parties (Note 28)	–	11,999
Dividend income from an unquoted equity	28,530	28,463
Gain arising from strike off of a subsidiary	254,380	–
Gain on disposal of investment in a joint venture	691,737	–
Reversal of provision for reinstatement costs	80,000	10,610
Recovery of expenses from a shareholder (Note 28)	365,681	149,417
Waiver of liabilities by a non-controlling shareholder in a subsidiary	–	1,561,699
Net gain on disposal of property, plant and equipment	–	2,296
Consultancy fee	97,750	102,000
Others	191,133	179,113
Total	<u>4,231,580</u>	<u>3,264,253</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

6. Other operating expenses

	Group	
	2020	2019
	\$	\$
Depreciation of right-of-use assets (Note 26)	9,363,826	–
Depreciation of property, plant and equipment (Note 20)	1,684,661	1,948,356
Utilities charges	4,034,992	3,783,671
Upkeep, repair and maintenance	3,829,767	3,705,675
Rental expense:		
Fixed rent	–	9,090,289
Non-lease component expenses	3,050,765	2,997,913
Short-term lease	517,881	630,522
Commission expense	1,518,056	1,554,073
Utensils	1,153,569	1,264,206
Advertising and promotions	963,812	881,572
Professional fees	579,055	670,610
Impairment loss of plant and equipment (Note 20)	345,487	–
Impairment loss of right-of-use assets (Note 26)	130,000	–
Allowance for expected credit losses on non-trade receivables (Note 13)	197,668	–
Printing expense	268,327	257,323
Decorations	206,318	219,656
Write-off of property, plant and equipment	45,397	7,962
Foreign exchange loss	19,608	85,509
Others	2,183,189	2,393,540
Total	30,092,378	29,490,877

7. Finance costs

	Group	
	2020	2019
	\$	\$
Interest on:		
Overdraft	15	–
Bank loans	43,436	31,945
Obligations under finance leases	–	33,798
Shareholders' loans	32,865	119,241
Lease liabilities	487,507	–
Total	563,823	184,984

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

8. Income tax (benefit)/expense

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

The major components of income tax (benefit)/expense for the years ended 31 March 2020 and 2019 are:

	Group	
	2020	2019
	\$	\$
Current income tax	(4,015)	144,693
Deferred income tax:		
- Benefits from previously unrecognised deferred tax assets	–	(608,616)
- Origination and reversal of temporary differences	(16,282)	497,126
	(16,282)	(111,490)
Income tax (benefit)/expense recognised in profit or loss	(20,297)	33,203

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

The reconciliation between tax (benefit)/expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the years ended 31 March 2020 and 2019 is as follows:

	Group	
	2020	2019
	\$	\$
(Loss)/profit before tax	(2,754,740)	1,045,279
Income tax calculated at 17% (2019: 17%)	(468,306)	177,697
<i>Adjustments:</i>		
Tax effect on the share of results of joint venture and associates which is shown after tax	28,705	(101,644)
Non-deductible expenses	124,008	727,719
Tax exempt income	(366,465)	(335,610)
Benefits from deferred tax assets previously not recognised	–	(608,616)
Deferred tax assets not recognised	657,938	42,135
Effect of different tax rate of a subsidiary operating in other jurisdiction	–	167,321
Effect of partial tax exemption and tax relief	(16,880)	(35,699)
Tax losses not available for carry forward	20,703	–
Others	–	(100)
Income tax (benefit)/expense recognised in profit or loss	(20,297)	33,203

Domestic income tax is calculated at 17% (2019: 17%) of the estimated assessable (loss)/profit for the financial year. Taxation for other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(c) Unrecognised tax losses and other temporary differences

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

	Group	
	2020	2019
	\$	\$
(i) <u>Tax losses carry forward</u>		
At the beginning of the financial year	3,205,065	7,917,845
Adjustment to prior year	(7,757)	(2,036,660)
Addition/(utilisation)	2,519,123	(2,676,120)
At the end of the financial year	5,716,431	3,205,065
Deferred tax benefit not recorded	971,793	544,861
(ii) <u>Other temporary differences</u>		
At the beginning of the financial year	2,350,306	3,313,519
Adjustment to prior year	408,248	(307,093)
Addition/(utilisation)	1,351,101	(656,120)
At the end of the financial year	4,109,655	2,350,306
Deferred tax benefit not recorded	698,641	399,552

Other temporary differences consisted mainly accelerated tax depreciation.

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

	Group			
	2020		2019	
	\$	Expiry date	\$	Expiry date
Unrecognised tax losses	2,766	31 Dec 2021	2,667	31 Dec 2020
	2,146	31 Dec 2022	2,775	31 Dec 2021
	3,251	31 Dec 2023	2,153	31 Dec 2022
	2,473	31 Dec 2024	3,261	31 Dec 2023
	4,821	31 Dec 2025	2,480	31 Dec 2024

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

9. (Loss)/profit for the year

(Loss)/profit for the year has been arrived at after charging:

	Group	
	2020	2019
	\$	\$
Staff costs (including directors' remuneration) ^(a)	26,228,978	26,424,405
Cost of defined contribution plans (included in staff costs)	2,090,241	2,106,294
Inventories recognised as cost of sales	22,554,359	22,856,398
Audit fees (auditor of the Company)	188,000	208,000
Audit fees (other auditors)	30,000	–
Directors' fees	198,400	275,000
	<hr/>	<hr/>

^(a) Included in administrative expenses.

10. Losses per share

	Group	
	2020	2019
	\$	\$
Losses per share is based on:		
Loss attributable to owners of the Company	<hr/> (2,574,701)	<hr/> (693,703)
	<hr/>	<hr/>
	2020	2019
	Number of shares	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<hr/> 274,400,000	<hr/> 274,400,000
	<hr/>	<hr/>
Losses per share (cents)	<hr/> (0.94)	<hr/> (0.25)
	<hr/>	<hr/>

11. Cash and bank balances

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Cash at bank	7,348,284	5,422,533	1,466,208	26,506
Cash on hand	84,375	130,895	–	–
Short-term deposits	2,317,570	6,580,948	–	3,300,000
Total	<hr/> 9,750,229	<hr/> 12,134,376	<hr/> 1,466,208	<hr/> 3,326,506

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

11. Cash and bank balances (cont'd)

Short-term deposits are made for varying periods of between one month and three months (2019: 1 month to 3 months) and earn interests at the respective short-term deposit rates. The weighted average effective interest rates as at 31 March 2020 for the Group and the Company were 1.56% (2019: 1.41%) and Nil% (2019: 1.24%) respectively. The carrying amounts of these assets approximate their fair values.

Cash and bank balances of \$7,944 (2019: \$16,986) held in The People's Republic of China are subject to local exchange control regulations. These regulations place restrictions on the amount of currency being exported other than through dividends and trade related settlements.

12. Trade receivables

	Group	
	2020	2019
	\$	\$
Related parties	120,953	121,657
Outside parties	1,552,553	2,059,578
Total	<u>1,673,506</u>	<u>2,181,235</u>

The average credit term on sale of goods is 30 days (2019: 30 days). No interest is charged on the outstanding balance.

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

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

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

Receivables that are past due but not impaired

The Group has trade receivables amounting to \$870,403 as at 31 March 2020 and \$698,726 as at 1 April 2019 that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group	
	2020	2019
	\$	\$
<3 months	792,760	513,043
3 months to 6 months	21,359	54,818
6 months to 12 months	7,795	102,430
>12 months	48,489	28,435
Total	<u>870,403</u>	<u>698,726</u>

Expected credit losses

There was no expected credit loss recognised for years ended 31 March 2020 and 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

13. Other receivables and prepayments

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
<u>Other receivables and prepayments (current)</u>				
Other receivables from third parties	296,951	429,880	3,222	5,260
Grant income receivable	2,910,905	113,255	–	–
Other receivables from a shareholder	415,098	149,417	–	–
Refundable deposits	386,007	54,930	–	–
Other receivable from an associate	100,000	–	–	–
Advances to an associate	298,216	199,724	–	–
Less: Allowance for expected credit losses	(298,216)	(100,548)	–	–
Sub-total	4,108,961	846,658	3,222	5,260
Prepayments	532,216	673,346	5,523	5,546
Total	4,641,177	1,520,004	8,745	10,806
<u>Other receivables and prepayments (non-current)</u>				
Advances to an associate	–	347,190	–	–
Advance payment of capital expenditures	–	39,051	–	–
Prepayments	343	103,899	–	–
Total	343	490,140	–	–
Total other receivables and prepayments	4,641,520	2,010,144	8,745	10,806

Analysis of other receivables

Not past due and not impaired	4,108,961	1,193,848	3,222	5,260
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Included in the above refundable security deposits are deposits amounting to \$59,380 (2019: \$Nil) placed with a corporate shareholder of the Company.

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

13. Other receivables and prepayments (cont'd)

The advance to an associate is unsecured and interest-free. Current advance is repayable on demand and non-current advance has a repayment term of 5 years.

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

Movement in the allowance for expected credit losses:

	Group	
	2020	2019
	\$	\$
At the beginning of the financial year	100,548	100,548
Charge for the year	197,668	–
At the end of the financial year	<u>298,216</u>	<u>100,548</u>

At the end of the reporting period, the Group has provided an allowance of \$298,216 (2019: \$100,548) for advance to an associate.

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

14. Inventories

	Group	
	2020	2019
	\$	\$
At cost		
Food and beverages	<u>1,697,120</u>	<u>1,870,694</u>

15. Long-term security deposits

	Group	
	2020	2019
	\$	\$
Refundable security deposits	<u>1,128,038</u>	<u>1,411,510</u>

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

Included in the above long-term security deposits are deposits amounting to \$42,712 (2019: \$102,092) placed with a corporate shareholder of the Company.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries

(A) Investments in subsidiaries

	Company	
	2020	2019
	\$	\$
(i) <u>Investment</u>		
Unquoted equity shares, at cost	6,628,493	6,628,493
Allowance for impairment (a)	(1,200,001)	(1,200,001)
Net	<u>5,428,492</u>	<u>5,428,492</u>
(ii) <u>Deemed investment</u>		
Fair value adjustment on interest-free loans (b)	5,329,903	4,462,026
Allowance for impairment (a)	(2,844,333)	(2,844,333)
Net	<u>2,485,570</u>	<u>1,617,693</u>
Sub-total	<u>7,914,062</u>	<u>7,046,185</u>
(iii) <u>Receivables from subsidiaries</u>		
Loans to subsidiaries (b)	20,848,639	19,923,463
Allowance for expected credit losses on loans (a)	(12,000,000)	(11,480,000)
Net	<u>8,848,639</u>	<u>8,443,463</u>
Total interests	<u>16,762,701</u>	<u>15,489,648</u>
Movement in allowance account for investment:		
At the beginning and end of the financial year	<u>1,200,001</u>	<u>1,200,001</u>
Movement in allowance account for deemed investment:		
At the beginning and end of the financial year	<u>2,844,333</u>	<u>2,844,333</u>

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries (cont'd)

(A) Investments in subsidiaries (cont'd)

Movement in allowance account for receivables from subsidiaries:

	Company	
	2020	2019
	\$	\$
At the beginning of the financial year	11,480,000	11,030,000
Charge for the year	520,000	450,000
At the end of the financial year	12,000,000	11,480,000

- (a) Investments in subsidiaries which are either restaurant operators or holding interests in entities which are restaurant operators are assessed for impairment when the restaurants are operating losses for more than 3 years. Allowance for impairment is provided on the investment based on value in use. The value in use is based on the available data and the estimated future cash flows discounted to its present value by using a pre-tax discount rate of 9.0% (2019: 10.5%) per annum that reflects current market assessment of the time value of money and the risks specific to the subsidiary. The management has assessed that sales growth rate of its subsidiaries ranged between (16.7%) to 4.0% (2019: 0.0% - 5.0%) per annum. In deriving the value in use, the management has also taken into consideration of the various supports such as jobs support scheme funded by Singapore Government.
- (b) The loans are unsecured, interest-free and not expected to be repaid within the next 12 months as loans were used to fund the long-term operations of the subsidiaries. The Day One difference between the fair value of the loans and the notional amount of the loans given is accounted for as "Fair value adjustment" on interest-free loans to subsidiaries.

The Group has the following investments in subsidiaries:

Name of subsidiary	Country of incorporation/ operation	Principal activities	Proportion of ownership interest and voting power	
			2020	2019
			%	%
<u>Held by the Company</u>				
Tung Lok Millennium Pte Ltd	Singapore	Restaurateur	100	100
Tung Lok (China) Holdings Pte. Ltd.	Singapore	Investment holding	100	100
TLG Asia Pte. Ltd.	Singapore	Investment holding	100	100
Club Chinois Pte Ltd	Singapore	Restaurateur	75	75
Tung Lok Arena Pte Ltd	Singapore	Restaurateur	70	70
Olde Peking Dining Hall Pte. Ltd.	Singapore	Restaurateur	60	60



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries (cont'd)

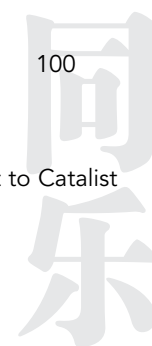
(A) Investments in subsidiaries (cont'd)

Name of subsidiary	Country of incorporation/ operation	Principal activities	Proportion of ownership interest and voting power	
			2020 %	2019 %
<u>Held by Tung Lok Millennium Pte Ltd</u>				
Charming Garden (Asia Pacific) Pte. Ltd.	Singapore	Central kitchen support function	100	100
Tung Lok Central Restaurant Pte. Ltd.	Singapore	Restaurateur	100	100
Tung Lok Signatures (2006) Pte. Ltd.	Singapore	Restaurateur	100	100
Tung Lok Xihe Restaurant Pte. Ltd.	Singapore	Restaurateur	60	60
McBistro Pte. Ltd.	Singapore	Restaurateur	70	70
Slappy Cakes (Singapore) Pte. Ltd.	Singapore	Restaurateur	55	55
<u>Held by Tung Lok (China) Holdings Pte. Ltd.</u>				
My Humble House in Beijing (Restaurant) Company Ltd. ⁽¹⁾	People's Republic of China	Investment holding	100	100
My Humble House Xihe (Beijing) Restaurant Company Ltd. ⁽¹⁾⁽²⁾	People's Republic of China	Dormant	–	70
<u>Held by TLG Asia Pte. Ltd.</u>				
Tong Le Private Dining Pte. Ltd.	Singapore	Restaurateur	51	51
Garuda Padang Restaurant (Singapore) Pte. Ltd.	Singapore	Dormant	65	65
Shin Yeh Restaurant Pte. Ltd.	Singapore	Restaurateur	55	55
<u>Held by Club Chinois Pte Ltd</u>				
Chinois Pte. Ltd.	Singapore	Restaurateur	100	100

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

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

⁽²⁾ The subsidiary was struck off during the financial year.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries (cont'd)

(B) Interests in subsidiaries with material non-controlling interest ("NCI")

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

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

Name of Subsidiary	Principal place of business	Proportion of ownership interest held by NCI	Profit allocated to NCI during the reporting period	Accumulated NCI at the end of the reporting period	Dividends paid to NCI
31 March 2019:					
Club Chinois Pte Ltd	Singapore	25%	195,492	459,423	150,000
Tung Lok Xihe Restaurant Pte. Ltd.	Singapore	40%	174,562	506,868	56,000
My Humble House Xihe (Beijing) Restaurant Company Ltd.	People's Republic of China	30%	1,422,774	161,071	–

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries (cont'd)

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

Summarised financial information about subsidiaries with material NCI

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

Summarised balance sheets

	Club Chinois Pte Ltd		Tung Lok Xihe Restaurant Pte. Ltd.		Tung Lok Arena Pte Ltd		My Humble House Xihe Restaurant Company Ltd.	
	2020	2019	2020	2019	2020	2019	2020	2019
	\$	\$	\$	\$	\$	\$	\$	\$
Current								
Assets	3,210,032	3,224,255	1,357,818	2,283,068	1,602,646	4,730		
Liabilities	(1,789,657)	(1,529,465)	(1,567,536)	(1,184,354)	(871,211)	(9,002)		
Net current assets/(liabilities)	1,420,375	1,694,790	(209,718)	1,098,714	731,435	(4,272)		
Non-current								
Assets	1,672,274	300,425	657,295	381,415	434,923	-		
Liabilities	(684,275)	(157,525)	(207,330)	(212,959)	(84,971)	-		
Net non-current assets	987,999	142,900	449,965	168,456	349,952	-		
Net assets/(liabilities)	2,408,374	1,837,690	240,247	1,267,170	1,081,387	(4,272)		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

16. Interests in subsidiaries (cont'd)

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

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

Summarised statements of comprehensive income

	Club Chinois Pte Ltd		Tung Lok Xihe Restaurant Pte. Ltd.		Tung Lok Arena Pte Ltd	My Humble House Xihe (Beijing) Restaurant Company Ltd.
	2020	2019	2020	2019	2020	2019
	\$	\$	\$	\$	\$	\$
Revenue	9,066,007	10,101,997	8,815,223	10,404,463	4,296,934	118,627
Profit/(loss) before tax	664,272	942,435	(56,727)	522,147	263,672	4,751,685
Income tax (expense)/benefit	(93,587)	(160,467)	29,804	(85,742)	(9,897)	(9,105)
Profit/(loss) after tax, representing total comprehensive income for the year	570,685	781,968	(26,923)	436,405	253,775	4,742,580

Other summarised information

Net cash flows from/(used in) operations	1,448,618	1,023,825	645,297	755,883	611,039	(741,430)
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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

17. Joint venture

	Group	
	2020	2019
	\$	\$
Unquoted equity shares, at cost	–	800,000
Share of post-acquisition reserves	–	(146,403)
Total	–	653,597

Details of the joint venture of the Group are set out below:

Name of Joint venture	Country of incorporation/ operation	Principal activities	Proportion of equity held by the Group	
			2020	2019
			%	%
<u>Held by Tung Lok Millennium Pte Ltd</u>				
T & T Gourmet Cuisine Pte. Ltd.	Singapore	Food manufacturer	–	50

On 2 August 2019, Tung Lok Millennium Pte Ltd transferred all its shareholdings in T & T Gourmet Cuisine Pte. Ltd. to the other shareholder for a consideration of \$1,150,000 (Note 28). The gain of disposal of \$691,737 was recognised under other operating income (Note 5).

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

17. Joint venture (cont'd)

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

	T & T Gourmet Cuisine Pte. Ltd.	
	As at 2 August	
	2019	2019
	\$	\$
Cash and bank balances	–	500,343
Trade receivables	–	480,295
Other receivables and prepayments	–	166,052
Inventories	–	625,766
Current assets	–	1,772,456
Non-current assets	–	223,373
Total assets	–	1,995,829
Current liabilities	–	653,317
Non-current liabilities	–	35,318
Total liabilities	–	688,635
Net assets	–	1,307,194
Proportion of the Group's ownership		50%
Group's share of net assets representing carrying amount of the investment	–	653,597
Revenue	1,267,786	6,031,297
Cost of sales and operating expenses ⁽¹⁾	(1,828,812)	(5,594,631)
Profit before tax	(561,026)	436,666
Income tax benefit/(expense)	32,998	(47,482)
(Loss)/profit after tax, representing total comprehensive income for the year	(528,028)	389,184
Group's share of net results (net of tax)	(264,014)	194,592

⁽¹⁾ Included in cost of sales and operating expenses is depreciation expense of \$39,149 (2019: \$157,391).

In the previous financial year, an interim dividend (exempt one-tier) of \$450,000 was received from T & T Gourmet Cuisine Pte. Ltd.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

18. Associates

	Group	
	2020	2019
	\$	\$
Unquoted equity shares, at cost	2,168,140	2,418,141
Share of post-acquisition reserves	(1,209,103)	(924,257)
Total	959,037	1,493,884

During the financial year, there was a reduction of capital by an associate amounting to \$250,000 which \$100,000 remains unpaid at the end of reporting period. In addition, dividends (exempt one-tier) of \$375,000 was received from associates.

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

Name of associate	Country of incorporation/ operation	Principal activities	Proportion of equity held by the Group	
			2020	2019
			%	%
<u>Held by Tung Lok (China) Holdings Pte. Ltd.</u>				
Shanghai Jinjiang Tung Lok Catering Management Inc. ⁽¹⁾	People's Republic of China	Restaurateur	49	49
Beijing Xihe Tung Lok Restaurant Company Ltd. ⁽¹⁾	People's Republic of China	Restaurateur	40	40
<u>Held by TLG Asia Pte. Ltd.</u>				
Singapore Seafood Republic Pte. Ltd. ("SSRPL") ⁽²⁾	Singapore	Restaurateur	27	27
Seafood Republic Pte. Ltd. ("SRPL") ⁽²⁾	Singapore	Restaurateur	20	20

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

⁽²⁾ Audited by Deloitte & Touche LLP, Singapore

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

18. Associates (cont'd)

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

	Group	
	2020	2019
	\$	\$
Profit after tax representing total comprehensive income	612,350	1,637,679

The audited financial statements of SSRPL and SRPL are made up to 30 September each year. For the purpose of applying the equity method of accounting, the unaudited management accounts of SSRPL and SRPL for the years ended 31 March 2020 and 2019 have been used.

19. Investment in unquoted equities

(a) Financial instruments as at 31 March 2020

	Group	
	2020	2019
	\$	\$
<i>At fair value through profit or loss</i>		
- Equity securities (unquoted)	-	-

(b) Financial instruments

	Group	
	2020	2019
	\$	\$
<i>Investment in unquoted equities</i>		
- Equity securities (unquoted)	81,210	81,210
Amount written off in prior years	(81,210)	(81,210)

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

20. Property, plant and equipment

Group	Furniture, fixtures and equipment \$	Kitchen equipment \$	Leasehold property \$	Motor vehicles \$	Work-in- progress \$	Total \$
Cost:						
At 1 April 2018	28,480,719	9,085,266	4,405,867	1,780,570	523,285	44,275,707
Additions	1,561,691	577,929	–	247,995	–	2,387,615
Reclassification	523,285	–	–	–	(523,285)	–
Write-off	(2,933,742)	(912,970)	–	–	–	(3,846,712)
Disposal	(1,376)	–	–	(126,405)	–	(127,781)
Exchange differences	(96,930)	(25,648)	–	–	–	(122,578)
At 31 March 2019 and 1 April 2019	27,533,647	8,724,577	4,405,867	1,902,160	–	42,566,251
Effect of adoption of SFRS(I) 16 leases (Note 26)	–	–	–	(1,185,255)	–	(1,185,255)
At 1 April 2019 (adjusted)	27,533,647	8,724,577	4,405,867	716,905	–	41,380,996
Additions	2,217,666	721,950	–	–	–	2,939,616
Write-off	(2,100,480)	(439,665)	–	–	–	(2,540,145)
At 31 March 2020	27,650,833	9,006,862	4,405,867	716,905	–	41,780,467
Accumulated depreciation:						
At 1 April 2018	23,923,804	7,791,848	1,299,802	1,248,607	–	34,264,061
Depreciation	1,135,527	433,572	88,117	291,140	–	1,948,356
Write-off	(2,569,395)	(849,004)	–	–	–	(3,418,399)
Disposal	(172)	–	–	(126,405)	–	(126,577)
Exchange differences	(83,646)	(23,778)	–	–	–	(107,424)
At 31 March 2019 and 1 April 2019	22,406,118	7,352,638	1,387,919	1,413,342	–	32,560,017
Effect of adoption of SFRS(I) 16 leases (Note 26)	–	–	–	(696,437)	–	(696,437)
At 1 April 2019 (adjusted)	22,406,118	7,352,638	1,387,919	716,905	–	31,863,580
Depreciation	1,125,446	471,098	88,117	–	–	1,684,661
Write-off	(1,955,938)	(435,936)	–	–	–	(2,391,874)
At 31 March 2020	21,575,626	7,387,800	1,476,036	716,905	–	31,156,367

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

Group	Furniture, fixtures and equipment \$	Kitchen equipment \$	Leasehold property \$	Motor vehicles \$	Work-in-progress \$	Total \$
Impairment:						
At 1 April 2018	2,561,395	309,128	–	–	–	2,870,523
Write-off	(359,071)	(61,280)	–	–	–	(420,351)
Exchange differences	(13,567)	(1,870)	–	–	–	(15,437)
At 31 March 2019 and 1 April 2019	2,188,757	245,978	–	–	–	2,434,735
Addition	293,440	52,047	–	–	–	345,487
Write-off	(102,874)	–	–	–	–	(102,874)
At 31 March 2020	2,379,323	298,025	–	–	–	2,677,348
Carrying amount:						
At 31 March 2019	2,938,772	1,125,961	3,017,948	488,818	–	7,571,499
At 31 March 2020	3,695,884	1,321,037	2,929,831	–	–	7,946,752

The recoverable amount of the relevant assets of the restaurants has been determined on the basis of their value in use. The discount rate used in measuring value in use was 9.0% (2019: 10.5%) per annum. The management has assessed that the sales growth rate of the relevant restaurants ranged between (36.1%) to 5.0% (2019: 0.5% to 5.1%) per annum. In deriving the value in use, the management has also taken into consideration of the various supports such as jobs support scheme funded by Singapore Government. During the financial year, the Group has provided an allowance of impairment loss amounting to \$345,487 as certain subsidiaries have been incurring losses since past years.

Leasehold property with carrying amount of \$2,929,831 (2019: \$3,017,948) has been pledged to secure bank loans (Note 24). Management has estimated the fair value of the leasehold property to be approximately \$6,100,000 as at 31 March 2020 (2019: \$7,800,000).

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

Details of the leasehold property as at 31 March 2020 are as follows:

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

21. Trade payables

	Group	
	2020	2019
	\$	\$
Outside parties	2,786,562	2,328,258
Related parties	40,927	21,829
Total	2,827,489	2,350,087

The average credit period on purchase of goods is 30 days (2019: 30 days).

22. Other payables

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
<u>Other payables (current)</u>				
Refundable security deposits	201,325	264,304	–	–
Deferred revenue (a)	1,135,311	1,092,654	–	–
Deferred grant income (b)	1,517,646	–	–	–
Accrued expenses (c)	3,776,693	4,482,251	35,400	24,113
A related party (d)	15,874	43,839		
Financial guarantee contracts (e)	–	–	201,038	230,982
Purchase of property, plant and equipment	108,846	87,754	–	–
Others (f)	1,867,304	989,939	858	428
Total	8,622,999	6,960,741	237,296	255,523
<u>Other payables (non-current)</u>				
Deferred revenue (a)	269,786	–	–	–
Loans from non-controlling interests in subsidiaries (g)	1,406,907	1,562,135	–	–
Accrued expenses (c)	1,562,890	1,589,364	–	–
Total	3,239,583	3,151,499	–	–
Total other payables	11,862,582	10,112,240	237,296	255,523

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

22. Other payables (cont'd)

- (a) Deferred revenue mainly consists of loyalty points issued on the Group's Tung Lok First Card Scheme, prepaid franchise income received from franchisees and advertising and promotion cash funding extended by credit card companies. Under the Tung Lok First Card Scheme, card members dining at the Group's restaurants are entitled to receive loyalty points depending on their level of spending, which can be used to offset subsequent spending.
- (b) Deferred grant income consists of the jobs support scheme funded by Singapore Government.
- (c) Included in accrued expenses which consist of mainly payroll expenses and utility charges, as well as an amount of \$1,562,890 (2019: \$1,558,351) being provision for reinstatement costs of premises.
- (d) The related party is affiliated to a corporate shareholder of the Company. The amount is unsecured and interest-free.
- (e) The Company is a party to certain financial guarantees which it provides to banks in respect of credit facilities extended to these subsidiaries. Deemed guarantee fee has been accrued on guarantees issued to banks.
- (f) Included in others, other than those highlighted above, are payables to non-trade creditors for other operating expenses.
- (g) The loans from non-controlling interests in subsidiaries are unsecured and interest-free. Current loans are repayable on demand and non-current loans have an average repayment term of 5 years.

23. Finance leases

	Group 2019	
	Minimum lease payments	Present value
	\$	\$
Amounts payable under finance leases:		
Within one year	208,667	181,628
In the second to fifth year inclusive	295,404	257,157
	504,071	438,785
Less: Future finance charges	(65,286)	–
Present value of lease obligations	438,785	438,785
Less: Amount due for settlement within 12 months (shown under current liabilities)		(181,628)
Amount due for settlement after 12 months		257,157

In the previous financial year, the carrying amount of motor vehicle of the Group which were acquired under finance lease as at 31 March 2019 was \$488,818. These assets have been reclassified to right-of-use assets as at 1 April 2019. Accordingly, finance lease of \$438,785 have been reclassified to lease liabilities as at 1 April 2019. The effective interest rate of finance lease was 2.98% per annum.

The fair value of the Group's lease obligations approximates their carrying amount.

The Group's obligations under finance leases are secured by way of corporate guarantees issued by the Company and plant and equipment (Note 20).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

24. Bank loans

	Group	
	2020	2019
	\$	\$
Bank loans	1,591,905	1,751,522
The borrowings are repayable as follows:		
On demand or within one year	161,573	160,314
After one year but within five years	694,023	679,473
After five years	736,309	911,735
	1,591,905	1,751,522
Less: Amount due for settlement within 12 months (shown under current liabilities)	(161,573)	(160,314)
Amount due for settlement after 12 months	1,430,332	1,591,208

The Group has the following principal bank loans:

- (a) a loan of \$1,230,739 (2019: \$1,361,543). The loan was drawn down in August 2013. Repayment commenced in September 2013 and will continue until August 2028. The loan carries effective interest rate at 2.58% (2019: 1.92%) per annum, which is commercial financing rate less 3.47% (2019: commercial financial rate less 3.77%).
- (b) a loan of \$361,166 (2019: \$389,979). The loan was drawn down in December 2010. Repayment commenced in January 2011 and will continue until December 2030. The loan carries effective interest rate at 2.58% (2019: 1.92%) per annum, which is commercial financial rate less 3.47% (2019: commercial financial rate less 3.77%).

The bank loans are secured by way of:

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

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

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

	2019	Cash flow	Effect of adoption of SFRS(I) 16 leases (Note 26)	Others	2020
	\$	\$	\$	\$	\$
Bank loans					
- current	160,314	(159,617)	-	160,876	161,573
- non-current	1,591,208	-	-	(160,876)	1,430,332
Obligation under finance leases (Note 23)					
- current	181,628	-	(181,628)	-	-
- non-current	257,157	-	(257,157)	-	-
	2,190,307	(159,617)	(438,785)	-	1,591,905

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

25. Deferred tax assets

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

Group	Accelerated tax depreciation \$	Others \$	Tax losses \$	Total \$
At 1 April 2018	(69,884)	(161,299)	(86,709)	(317,892)
(Credited)/charged to profit or loss for the year (Note 8)	(18,890)	(145,745)	53,145	(111,490)
At 31 March 2019 and 1 April 2019	(88,774)	(307,044)	(33,564)	(429,382)
(Credited)/charged to profit or loss for the year (Note 8)	(78,559)	95,611	(33,334)	(16,282)
At 31 March 2020	(167,333)	(211,433)	(66,898)	(445,664)

26. Leases

The Group has lease contracts for outlets, equipment and motor vehicles. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets. The contract includes extension option which is further discussed below.

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

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

	Outlets \$	Equipment \$	Motor Vehicle \$	Total \$
Cost:				
As at 1 April 2019	17,506,858	524,851	1,185,255	19,216,964
Additions	7,180,825	273,746	136,555	7,591,126
Termination	(487,576)	–	–	(487,576)
As at 31 March 2020	24,200,107	798,597	1,321,810	26,320,514
Accumulated depreciation:				
As at 1 April 2019	–	–	696,437	696,437
Depreciation	8,917,748	234,795	211,283	9,363,826
Termination	(243,788)	–	–	(243,788)
As at 31 March 2020	8,673,960	234,795	907,720	9,816,475
Impairment:				
As at 1 April 2019	–	–	–	–
Additions	130,000	–	–	130,000
As at 31 March 2020	130,000	–	–	130,000
Carrying amount:				
As at 1 April 2019	17,506,858	524,851	488,818	18,520,527
As at 31 March 2020	15,396,147	563,802	414,090	16,374,039



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

26. Leases (cont'd)

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

During the financial year, the recoverable amount of the right-of-use assets of the restaurants has been determined on the basis of their value in use. The discount rate used in measuring value in use was 9.0% per annum. The management has assessed that the sales growth rate of the relevant restaurants ranged between (36.1%) to 5.0% per annum. In deriving the value in use, the management has also taken into consideration of the various supports such as jobs support scheme funded by Singapore Government. During the financial year, the Group has provided an allowance of impairment loss amounting to \$130,000 as certain subsidiaries have been incurring losses since past years.

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are disclosed as below and the maturity analysis of lease liabilities is disclosed in Note 33(d).

	Group
	\$
Cost:	
As at 1 April 2019	18,377,672
Additions	7,528,553
Accretion of interest	487,507
Lease payments:	
Principal portion	(9,015,694)
Interest portion	(487,507)
Termination	(243,788)
As at 31 March 2020	<u>16,646,743</u>
Current	<u>8,116,709</u>
Non-current	<u>8,530,034</u>

(c) Amounts recognised in profit or loss

	2020
	\$
Depreciation of right-of-use assets (Note 6)	9,363,826
Interest expenses on lease liabilities (Note 7)	487,507
Impairment loss of right-of-use assets (Note 6)	130,000
Non-lease component payments	3,050,765
Total amount recognised in profit or loss	<u>13,032,098</u>

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

The Group's lease liabilities of \$374,116 was secured over motor vehicles (Note 26(a)).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

26. Leases (cont'd)

(d) Total cash outflow

The Group had total cash outflow for leases of \$12,553,966 during the financial year. The Group also had non-cash additions to right-of-use assets and lease liabilities of \$7,591,126 and \$7,528,553 respectively during the financial year.

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

(i) Non-lease component payments

The leases for food and beverage outlets contain advertising and promotion expenses, service charges and variable lease payments that are based on a percentage of sales generated by the outlets, on top of the fixed lease payments. Overall, non-lease component payments recognised as expense in profit or loss amounted to \$3,050,765 (2019: \$2,997,913), of which \$586,115 (2019: \$743,612) pertained to contingent rental incurred during the financial year.

(ii) Extension options

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

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

	Within five years	More than five years	Total
	\$	\$	\$
Extension options expected not to be exercised	698,573	17,935	716,508

27. Share capital

	Group and Company			
	2020	2019	2020	2019
Number of ordinary shares			\$	\$

Issued and paid up:

At the beginning and end of the financial year	274,400,000	274,400,000	28,450,434	28,450,434
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The Company has only one class of shares which are the ordinary shares. The ordinary shares have no par value, carry one vote per share without restrictions and carry a right to dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

28. Related party transactions

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

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

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

	Group	
	2020	2019
	\$	\$
<u>With joint venture</u>		
Purchase of food and beverages	793,881	994,482
Proceeds from disposal of investment in joint venture	1,150,000	–
	<hr/>	<hr/>
<u>With companies in which certain directors have financial interests</u>		
Interest income	–	11,999
	<hr/>	<hr/>
<u>With corporate shareholder of certain subsidiary</u>		
Sale of food and beverages	37,828	55,025
	<hr/>	<hr/>
<u>With corporate shareholders of the Company</u>		
Sale of food and beverages	362,765	154,905
Purchase of food, beverages and services	156,964	333,229
Rental expenses	1,117,166	3,145,899
Payment of principal portion of lease liabilities	1,945,442	–
Interest paid in relation to lease liabilities	89,902	–
	<hr/>	<hr/>
<u>With a shareholder of the Company</u>		
Recovery of expenses from a shareholder	365,681	149,417
	<hr/>	<hr/>
Compensation of key management personnel		
Short-term employee benefits	1,488,818	1,657,615
Central Provident Fund Contributions	110,630	104,206
Total	1,599,448	1,761,821
	<hr/>	<hr/>
Comprise amounts paid to:		
Directors of the Company	482,924	565,845
Other key management personnel	1,116,524	1,195,976
Total	1,599,448	1,761,821
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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

29. Segment information

Reportable segment

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

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

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

29. Segment information (cont'd)

(a) Business segment

2020	Restaurant operations \$	Catering operations \$	Manufacturing operations \$	Others \$	Elimination \$	Total \$
<u>Revenue</u>						
Revenue from external customers	66,533,740	8,645,173	1,449,125	1,477,503	-	78,105,541
Inter-segment revenue	34,500	580,101	6,006,147	3,218,461	(9,839,209)	-
Total segment revenue	66,568,240	9,225,274	7,455,272	4,695,964	(9,839,209)	78,105,541
<u>Results</u>						
(Loss)/profit from operations	(1,747,012)	(738,995)	714,349	(305,803)	-	(2,077,461)
Finance costs	(467,015)	(38,087)	(51,516)	(7,205)	-	(563,823)
Finance income	43,620	-	-	11,774	-	55,394
Share of loss of joint venture	-	-	(264,014)	-	-	(264,014)
Share of profit of associates	95,164	-	-	-	-	95,164
Segment (loss)/profit before tax	(2,075,243)	(777,082)	398,819	(301,234)	-	(2,754,740)
Income tax benefit	-	-	-	-	-	20,297
Loss for the year						<u>(2,734,443)</u>
Loss for the year has been arrived after charging:						
Depreciation of property, plant and equipment	(1,177,353)	(217,511)	(191,411)	(98,386)	-	(1,684,661)
Depreciation of right-of-use assets	(8,251,679)	(560,508)	(189,282)	(362,357)	-	(9,363,826)
Impairment loss of property, plant and equipment	(345,487)	-	-	-	-	(345,487)
Impairment loss of right-of-use assets	(130,000)	-	-	-	-	(130,000)
Write-off of plant and equipment	(45,397)	-	-	-	-	(45,397)
Loss on foreign exchange - unrealised	(15,701)	-	-	(693)	-	(16,394)
Gain arising from strike off of a subsidiary	254,380	-	-	-	-	254,380
Gain on disposal of investment in a joint venture	-	-	691,737	-	-	691,737
Allowance for expected credit losses - non-trade receivables	-	-	-	(197,668)	-	(197,668)
Total assets for reportable segments	31,200,702	3,108,683	4,250,094	6,056,426	-	44,615,905
Total liabilities for reportable segments	26,416,350	1,917,121	2,216,321	2,397,021	-	32,946,813
Investment in associates	959,037	-	-	-	-	959,037
Capital expenditure on plant and equipment	2,652,214	74,237	47,685	165,480	-	2,939,616

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

29. Segment information (cont'd)

(a) Business segment (cont'd)

2019

	Restaurant operations	Catering operations	Manufacturing operations	Others	Elimination	Total
	\$	\$	\$	\$	\$	\$
<u>Revenue</u>						
Revenue from external customers	69,130,517	8,462,804	1,333,945	1,700,387	-	80,627,653
Inter-segment revenue	(23,898)	116,249	6,118,340	3,478,792	(9,689,483)	-
Total segment revenue	69,106,619	8,579,053	7,452,285	5,179,179	(9,689,483)	80,627,653
<u>Results</u>						
Profit/(loss) from operations	1,882,782	(1,074,733)	(67,361)	(201,655)	-	539,033
Finance costs	(119,241)	(28,027)	(34,935)	(2,781)	-	(184,984)
Finance income	60,345	-	-	32,980	-	93,325
Share of profit of joint venture	-	-	194,592	-	-	194,592
Share of profit of associates	403,313	-	-	-	-	403,313
Segment profit/(loss) before tax	2,227,199	(1,102,760)	92,296	(171,456)	-	1,045,279
Income tax expense	-	-	-	-	-	(33,203)
Profit for the year	-	-	-	-	-	1,012,076
Profit for the year has been arrived after charging:						
Depreciation	(1,154,710)	(371,075)	(219,628)	(202,943)	-	(1,948,356)
Waiver of liabilities by a non-controlling shareholder in a subsidiary	1,561,699	-	-	-	-	1,561,699
Write-off of plant and equipment	(7,962)	-	-	-	-	(7,962)
(Loss)/gain on disposal of plant and equipment	(704)	-	-	3,000	-	2,296
Loss on foreign exchange - unrealised	(79,858)	-	-	(403)	-	(80,261)
Total assets for reportable segments	16,719,859	2,601,594	5,136,251	5,298,617	-	29,756,321
Total liabilities for reportable segments	10,773,259	1,218,958	2,046,961	737,719	-	14,776,897
Investment in joint venture	-	-	653,597	-	-	653,597
Investment in associates	1,493,884	-	-	-	-	1,493,884
Capital expenditure on plant and equipment	1,145,879	928,033	39,780	273,923	-	2,387,615

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

29. Segment information (cont'd)

(b) Geographical information

The Group operates in Singapore and the People's Republic of China.

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

	Group	
	Sales revenue by geographical market	
	2020	2019
	\$	\$
Singapore	78,105,541	80,509,026
People's Republic of China	–	118,627
Total	<u>78,105,541</u>	<u>80,627,653</u>

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

	Group	
	Non-current assets	
	2020	2019
	\$	\$
Singapore	<u>24,320,793</u>	<u>7,571,499</u>
Total	<u>24,320,793</u>	<u>7,571,499</u>

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

Information about major customers

The revenue is spread over a broad base of customers.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

30. Contingent liabilities

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Corporate guarantees issued for bank facilities, finance lease facilities and corporate loans granted to subsidiaries	–	–	1,591,905	1,751,522
Letters of undertaking to provide financial support to loss making subsidiaries and an associate	–	–	9,846,113	5,072,832
Total	–	–	11,438,018	6,824,354

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

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

31. Operating lease arrangements

The Group lease outlets and equipment under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights. Certain leases also provide for contingent rentals based on certain percentages of sales.

As at 31 March 2019, the future minimum lease payments payable under non-cancellable operating leases contracted for but not recognised as liabilities at the reporting date, are payable as follows:

	2019
	\$
Not later than one year	
- non-related parties	8,146,617
- a related party (Note A)	2,808,604
Sub-total	10,955,221
Later than one year but not later than five years	
- non-related parties	10,433,635
- a related party (Note A)	2,453,499
Sub-total	12,887,134
Total	23,842,355

Note A: The related party is a corporate shareholder of the Company.

As disclosed in Note 2.2, the Group has adopted SFRS(I) 16 on 1 April 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the balance sheets as at 1 April 2019, except for short-term and low-value leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

32. Categories of financial instruments

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

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Financial assets				
At amortised cost:				
Cash and bank balances	9,750,229	12,134,376	1,466,208	3,326,506
Trade receivables	1,673,506	2,181,235	–	–
Other receivables	4,108,961	1,193,848	3,222	5,260
Advances to subsidiaries (Note 16(A))	–	–	8,848,639	8,443,463
Long-term security deposits	1,128,038	1,411,510	–	–
Total	16,660,734	16,920,969	10,318,069	11,775,229
Financial liabilities				
At amortised cost:				
Trade payables	2,827,489	2,350,087	–	–
Other payables	7,376,949	7,461,236	36,258	24,541
Finance leases	–	438,785	–	–
Bank loans	1,591,905	1,751,522	–	–
Lease liabilities	16,646,743	–	–	–
Total	28,443,086	12,001,630	36,258	24,541
Financial guarantee contracts	–	–	201,038	230,982

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

33. Financial risks management objectives and policies

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

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

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

(a) Foreign exchange risk management

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

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

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

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

(b) Interest rate risk management

The Group's exposure to interest rate risks relate mainly to its bank loans of \$1,591,905 (2019: \$1,751,522). The interest rates are determined at the respective banks' prime lending rate plus an applicable margin. The Group currently does not use any derivative financial instruments to manage its exposure to changes in interest rates.

Interest rate sensitivity

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

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's profit for the year ended 31 March 2020 would decrease/increase by approximately \$8,000 (2019: \$8,800) respectively. This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(c) Credit risk management

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

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

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

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

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

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

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

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

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

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 365 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(c) Credit risk management (cont'd)

Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past by grouping of customers based on different customer profile. As at 31 March 2020, there is immaterial credit risk losses noted.

Exposure to credit risk

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses and the exposure to defaults from financial guarantees disclosed in Note 33(d), represents the Group's and the Company's maximum exposure to credit risk without taking into account the value of any collateral obtained.

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

Financial assets that are neither past due nor impaired

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

Financial assets that are either past due nor impaired

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

(d) Liquidity risk management

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

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

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

During the financial year ended 31 March 2020, the directors have taken steps to improve the Group's and Company's working capital position and cash inflow from their operating activities.

In respect of the corporate guarantees in Note 30, the maximum amount the Company would be forced to settle if the full guaranteed amount is claimed by the counterparty is \$1,591,905 (2019: \$1,751,522). The earliest period that the guarantee could be called is within 1 year (2019: 1 year) from the end of the reporting period. The Company considers that it is more likely than not that no amount will be payable under the arrangement.



NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(d) Liquidity risk management (cont'd)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group 2020	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	\$	\$	\$	\$	\$
Financial assets:					
Cash and bank balances	9,750,229	–	–	–	9,750,229
Trade receivables	1,673,506	–	–	–	1,673,506
Other receivables	4,108,961	–	–	–	4,108,961
Long-term security deposits	–	1,128,038	–	–	1,128,038
Total undiscounted financial assets	15,532,696	1,128,038	–	–	16,660,734
Financial liabilities:					
Trade payables	2,827,489	–	–	–	2,827,489
Other payables	5,970,042	1,570,000	–	(163,093)	7,376,949
Lease liabilities	8,425,001	8,293,599	564,810	(636,667)	16,646,743
Bank loans	204,590	818,359	780,119	(211,163)	1,591,905
Total undiscounted financial liabilities	17,427,122	10,681,958	1,344,929	(1,010,923)	28,443,086
Total net undiscounted financial (liabilities)/assets	(1,894,426)	(9,553,920)	(1,344,929)	1,010,923	(11,782,352)

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(d) Liquidity risk management (cont'd)

Group 2019	On demand or within 1 year \$	Within 2 to 5 years \$	After 5 years \$	Adjustment \$	Total \$
Financial assets:					
Cash and bank balances	12,134,376	–	–	–	12,134,376
Trade receivables	2,181,235	–	–	–	2,181,235
Other receivables	846,658	347,190	–	–	1,193,848
Long-term security deposits	–	1,411,510	–	–	1,411,510
Total undiscounted financial assets	15,162,269	1,758,700	–	–	16,920,969
Financial liabilities:					
Trade payables	2,350,087	–	–	–	2,350,087
Other payables	5,899,101	1,595,000	–	(32,865)	7,461,236
Finance leases	208,667	295,404	–	(65,286)	438,785
Bank loans	201,823	807,294	971,419	(229,014)	1,751,522
Total undiscounted financial liabilities	8,659,678	2,697,698	971,419	(327,165)	12,001,630
Total net undiscounted financial assets/ (liabilities)	6,502,591	(938,998)	(971,419)	327,165	4,919,339

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(d) Liquidity risk management (cont'd)

Company 2020	On demand or within 1 year \$	Within 2 to 5 years \$	After 5 years \$	Adjustment \$	Total \$
Financial assets:					
Cash and bank balances	1,466,208	–	–	–	1,466,208
Other receivables	3,222	–	–	–	3,222
Loans and advances to subsidiaries (Note 16(A))	–	10,319,938	–	(1,471,299)	8,848,639
Total undiscounted financial assets	1,469,430	10,319,938	–	(1,471,299)	10,318,069
Financial liabilities:					
Other payables	36,258	–	–	–	36,258
Total undiscounted financial liabilities	36,258	–	–	–	36,258
Total net undiscounted financial assets	1,433,172	10,319,938	–	(1,471,299)	10,281,811
2019					
Financial assets:					
Cash and bank balances	3,326,506	–	–	–	3,326,506
Other receivables	5,260	–	–	–	5,260
Loans and advances to subsidiaries (Note 16(A))	–	9,310,079	–	(866,616)	8,443,463
Total undiscounted financial assets	3,331,766	9,310,079	–	(866,616)	11,775,229
Financial liabilities:					
Other payables	24,541	–	–	–	24,541
Total undiscounted financial liabilities	24,541	–	–	–	24,541
Total net undiscounted financial assets	3,307,225	9,310,079	–	(866,616)	11,750,688

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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

(d) Liquidity risk management (cont'd)

The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

Company 2020	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	\$	\$	\$	\$	\$
Financial guarantee contracts (notional amount)	1,591,905	–	–	–	1,591,905
2019					
Financial guarantee contracts (notional amount)	1,751,522	–	–	–	1,751,522

(e) Commodity price risk

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

(f) Fair value of financial assets and financial liabilities

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

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

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

34. Capital risk management policies and objectives

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

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 24, and equity attributable to owners of the Company, comprising issued capital, reserves net of accumulated losses.

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

No changes were made in the objectives, policies and processes during the years ended 31 March 2020 and 31 March 2019.

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

	Group	
	2020	2019
	\$	\$
Net debt:		
All current and non-current borrowings including lease liabilities	18,238,648	2,190,307
Less: cash and cash equivalents	(9,750,229)	(12,134,376)
Net cash	<u>8,488,419</u>	<u>(9,944,069)</u>
Adjusted capital:		
Total equity	<u>11,669,092</u>	<u>14,979,424</u>
Adjusted capital	<u>11,669,092</u>	<u>14,979,424</u>
Debt-to-adjusted capital ratio	<u>73%</u>	<u>N.M</u>

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

N.M – The Group's cash and cash equivalents exceeded its total borrowings. Therefore, the debt-to-adjusted capital ratio does not provide a meaningful indicator of the risk from borrowings.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

35. Events occurring after the reporting period

The unprecedented COVID-19 pandemic has brought about uncertainties to the general economic environment and is likely to affect the Group's performance subsequent to the financial year end. The Group will continuously assess the situation and put in place appropriate measures to minimise impact to the business.

As announced on 3 April 2020, the subsidiaries of the Company were required to adhere to the Circuit Breaker measures imposed by the Singapore's Multi-Ministry Taskforce from 7 April 2020 to contain the spread of COVID-19 infections in Singapore. On 19 May 2020, the Multi-Ministry Taskforce announced that Singapore will exit the Circuit Breaker period on 1 June 2020 and embark on a three-phased approach to resume activities safely. Majority of the subsidiaries have currently resumed restaurant operations.

Subsequent to financial year end, the Group has secured \$3,000,000 of banking facilities, bringing the total unutilised banking facilities available for use to S\$5,500,000. Additionally, the Group has also been granted 7 months of principle payment deferment till 31 December 2020 for its existing loans.

As the situation is still evolving as at date of this report, the Company and the Group are unable to ascertain the eventual financial impact that the COVID-19 pandemic disruption will have on the performance for the financial year ending 31 March 2021.

36. Authorisation of financial statements

The financial statements for the year ended 31 March 2020 were authorised for issue in accordance with a resolution of the directors on 20 July 2020.

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STATISTICS OF SHAREHOLDINGS

As at 20 July 2020

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

Distribution of Shareholders by size of shareholdings as at 20 July 2020

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF ISSUED SHARE CAPITAL
1 to 99	5	0.74	41	0.00
100 to 1,000	112	16.57	91,914	0.03
1,001 to 10,000	310	45.86	1,366,384	0.50
10,001 to 1,000,000	235	34.76	16,843,985	6.14
1,000,001 AND ABOVE	14	2.07	256,097,676	93.33
TOTAL	676	100.00	274,400,000	100.00

Shareholdings in the hands of public as at 20 July 2020

The percentage of shareholdings in the hands of the public was approximately 13.88% and hence the Company has complied with Rule 723 of the SGX-ST Listing Manual – Section B: Rules of the Catalist which states that an issuer must ensure that at least 10% of its ordinary shares is at all times held by the public.

The Company did not hold any treasury shares or subsidiary holdings as at 20 July 2020.

Twenty Largest Shareholders as at 20 July 2020

NO.	NAME OF SHAREHOLDERS	NO. OF SHARES	% OF ISSUED SHARE CAPITAL
1	ZHOU HOLDINGS PTE LTD	104,272,000	38.00
2	GOODVIEW PROPERTIES PTE LTD	54,015,780	19.69
3	TEE YIH JIA FOOD MANUFACTURING PTE LTD	53,531,280	19.51
4	UOB KAY HIAN PTE LTD	20,300,000	7.40
5	CITIBANK NOMINEES SINGAPORE PTE LTD	5,304,280	1.92
6	RAFFLES NOMINEES (PTE.) LIMITED	3,182,471	1.16
7	ANG TJIA LENG @ WIDJAJA LINDA ANGGRAINI	2,898,840	1.06
8	GOH CHENG LIANG	2,400,000	0.87
9	DBS NOMINEES PTE LTD	2,307,325	0.84
10	YEOW SENG (SEAFOOD) PTE LTD	1,890,000	0.69
11	CHIN KAI SENG	1,764,600	0.64
12	PHUA BOON HUAT (PAN WENFA)	1,477,100	0.54
13	RHB SECURITIES SINGAPORE PTE LTD	1,393,000	0.51
14	ZHANG WEN	1,361,000	0.50
15	ZHANG ZHONG YI	695,900	0.25
16	YIO KANG LENG	600,000	0.22
17	SEONG PECK THONG	550,000	0.20
18	LIEW OI PENG (LIU AIPING)	498,000	0.18
19	PHUA YONG SIN	483,000	0.18
20	TJIOE KA MEN	463,160	0.17
		259,387,736	94.53

STATISTICS OF SHAREHOLDINGS

As at 20 July 2020

Substantial Shareholders

NAME OF SHAREHOLDERS	DIRECT INTEREST		DEEMED INTEREST		TOTAL	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Zhou Holdings Pte Ltd	104,272,000	38.00	–	–	104,272,000	38.00
Amazing Grace Investments Pte. Ltd.	–	–	104,272,000*	38.00	104,272,000	38.00
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06	107,634,000	39.23
Goodview Properties Pte Ltd	54,015,780	19.69	–	–	54,015,780	19.69
Far East Organization Centre Pte. Ltd.	–	–	54,015,780#	19.69	54,015,780	19.69
Estate of Ng Teng Fong, Deceased	–	–	54,482,260##	19.86	54,482,260	19.86
Ng Chee Tat Philip	–	–	54,482,260###	19.86	54,482,260	19.86
Ng Chee Siong	–	–	54,015,780####	19.69	54,015,780	19.69
Tee Yih Jia Food Manufacturing Pte Ltd	53,531,280	19.51	–	–	53,531,280	19.51
Goi Seng Hui	377,000	0.14	53,531,280+	19.51	53,908,280	19.65
Antica Bay Pte. Ltd.	20,300,000	7.40	–	–	20,300,000	7.40
Andre Tanoto	–	–	20,300,000@	7.40	20,300,000	7.40

Notes:

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

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held by way of electronic means on Tuesday, 25 August 2020 at 10.00 a.m. (Singapore time) for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Auditor's Report thereon. **[Resolution 1]**
2. To approve Directors' Fees of S\$275,000 for the financial year ending 31 March 2021 to be paid quarterly in arrears (2019: S\$198,400). **[Resolution 2]**

[See Explanatory Note (i)]
3. To re-elect the following Directors who are retiring:-
 - (a) Dr Foo Say Mui (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(a)]**
 - (b) Dr Ker Sin Tze (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(b)]**
 - (c) Mdm Tjioe Ka In (Pursuant to Regulation 97 of the Company's Constitution) **[Resolution 3(c)]**

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

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

Mdm Tjioe Ka In will, upon re-appointment as a Director of the Company, remain as an Executive Director.
4. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 4]**

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NOTICE OF 20TH ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

5. Authority to allot and issue shares

[Resolution 5]

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

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

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

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

provided THAT:-

- (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares in the Company (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings);
- (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this resolution is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]



NOTICE OF 20TH ANNUAL GENERAL MEETING

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

[Resolution 6]

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

[See Explanatory Note (iii)]

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

By Order of the Board

LO KIM SENG

Secretary

Singapore, 7 August 2020

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NOTICE OF 20TH ANNUAL GENERAL MEETING

EXPLANATORY NOTES TO RESOLUTIONS:

- (i) Resolution 2 proposed in item 2, if passed will allow the Company to pay Directors' Fees up to S\$275,000 (on a quarterly basis in arrears) during the course of the financial year ending 31 March 2021 in which the fees are incurred. In the event of unforeseen circumstances, such as appointment of an additional Director, formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.

The actual Directors' Fees paid for the financial year ended 31 March 2020 were S\$198,400 and was lower than the approved Directors' Fees of S\$275,000 due to:

- (a) non-payment of Directors' Fees to Mdm Juliana Julianti Samudro who resigned as Non-Independent and Non-Executive Director of the Company on 1 November 2019; and
- (b) voluntary reduction of 20% in Directors' Fees for the remaining Directors in view of the COVID-19 pandemic and its impact on the business operations.
- (ii) Resolution 5 proposed in item 5 above is to authorise the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate one hundred percent (100%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings.
- (iii) Resolution 6 proposed in item 6 above, if passed, will renew the IPT Mandate for certain transactions with the interested persons and empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to do all acts necessary to give effect to the Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

In accordance with the requirements under Chapter 9 of the Catalist Rules, Mr Goi Seng Hui being an "Interested Person" in relation to the IPT Mandate, will abstain from voting, and will ensure that his respective associates abstain from voting, on Resolution 6 relating to the IPT Mandate.

NOTES :

- (1) The Annual General Meeting ("**AGM**") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice of AGM, Annual Report of the Company for the financial year ended 31 March 2020 ("**Annual Report**"), Appendix on IPT Mandate and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form will be published on the Company's website at <https://www.tunglok.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (2) Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**")), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or during the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company's announcement dated 7 August 2020 ("**AGM Alternative Arrangements Announcement**"). The AGM Alternative Arrangements Announcement, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form may be accessed at the Company's website at <https://www.tunglok.com> as well as on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>. For the avoidance of doubt, the AGM Alternative Arrangements Announcement is circulated together with and forms part of this Notice of AGM in respect of the AGM.
- (3) The proceedings of the AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at <https://complete-corp.com.sg/tl-agm/> no later than 10.00 a.m. on 22 August 2020 ("**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 2.00 p.m. on 24 August 2020. Members and CPF/SRS investors who do not receive any email by 2.00 p.m. on 24 August 2020, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd for assistance, (i) at +65 6329 2745 between 2.00 p.m. and 6.00 p.m. on 24 August 2020 or between 8.30 a.m. and 9.30 a.m. on 25 August 2020; or (ii) via email to tl-agm@complete-corp.com.sg.

NOTICE OF 20TH ANNUAL GENERAL MEETING

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) (“Investors”) (other than CPF/SRS investors) will not be able to pre-register at <https://complete-corp.com.sg/tl-agm/> for the “live” broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company’s Polling Agent at tl-agm@complete-corp.com.sg no later than 10.00 a.m. on 22 August 2020.

- (4) **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company’s website at <https://www.tunglok.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.**

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 14 August 2020) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

- (5) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (6) The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
- (i) if submitted electronically, be submitted via email to the Company’s Polling Agent at tl-agm@complete-corp.com.sg; or
 - (ii) if sent personally or submitted by post, be lodged with the Company’s Registered Office, 1 Sophia Road, #05-03 Peace Centre, Singapore 228149,

in either case, by 10.00 a.m. on 22 August 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

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

- (7) The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the AGM as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the AGM as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.
- (8) A corporation which is a member of the Company may authorise by resolution of its director or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act, Cap. 50 of Singapore.
- (9) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy.
- (10) In the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF 20TH ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM in accordance with this Notice or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of:

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

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.



APPENDIX DATED 7 AUGUST 2020

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Appendix is circulated to Shareholders of Tung Lok Restaurants (2000) Ltd (the “**Company**”) together with the Company’s Annual Report for the financial year ended 31 March 2020 (the “**Annual Report**”). Its purpose is to explain to Shareholders the rationale and provide information relating to the proposed renewal of the New IPT Mandate (as defined herein) to be tabled at the Annual General Meeting to be held on 25 August 2020 at 10.00 a.m. by way of electronic means (the “**Annual General Meeting**”).

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the AGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, in order to minimise the risk of community spread of COVID-19. The Company may also be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check our corporate website at or the SGXNet for updates on the AGM.

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

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

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



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TUNG LOK RESTAURANTS (2000) LTD

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

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING DATED 7 AUGUST 2020
IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR
INTERESTED PERSON TRANSACTIONS**

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CONTENTS

THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

	PAGE
DEFINITIONS.....	141
LETTER TO SHAREHOLDERS	
1. INTRODUCTION.....	145
2. THE PROPOSED RENEWAL OF THE NEW IPT MANDATE.....	145
3. CHAPTER 9 OF THE CATALIST RULES.....	145
4. THE NEW IPT MANDATE	146
5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	152
6. SHAREHOLDING INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	152
7. STATEMENT OF THE AUDIT AND RISK COMMITTEE	153
8. UNAFFECTED DIRECTORS' RECOMMENDATIONS	153
9. ABSTENTION FROM VOTING	154
10. DIRECTORS' RESPONSIBILITY STATEMENT	154
11. DOCUMENTS AVAILABLE FOR INSPECTION	154



DEFINITIONS

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

"Act"	:	The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time
"AGM"	:	The Annual General Meeting of the Company
"Approved Exchange"	:	A stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules
"Appendix"	:	This Appendix to the Shareholders dated 7 August 2020
"Associate"	:	(a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more or such other definition as the Catalist Rules may from time to time prescribe
"Associated Company"	:	A company in which at least 20% but not more than 50% of its shares are held by the Group or the TYJ Group (as the case may be)
"Audit and Risk Committee"	:	The Audit and Risk Committee of the Company, comprising Dr Tan Eng Liang, Dr Ker Sin Tze, Mr Chee Wai Pong, Mr Goi Seng Hui and Dr Foo Say Mui (Bill)
"Board"	:	The Board of Directors of the Company as at the date of this Appendix
"Catalist"	:	Catalist board of the SGX-ST
"Catalist Rules"	:	Section B: Rules of Catalist of the Listing Manual of SGX-ST, as amended, supplemented or modified from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Company"	:	Tung Lok Restaurants (2000) Ltd
"Constitution"	:	The constitution of the Company, as amended, supplemented or modified from time to time

DEFINITIONS

"Controlling Shareholder"	:	A person who: <ul style="list-style-type: none">(a) holds directly or indirectly 15% or more of the nominal amount of all voting Shares in the Company (unless the SGX-ST determines that such person is not a Controlling Shareholder of the Company); or(b) in fact exercises control over a company and "Control" herein means the capacity to dominate decision making, directly or indirectly, in relation to the financial and operating policies of a company
"Directors"	:	The directors of the Company for the time being
"Entity at Risk"	:	<ul style="list-style-type: none">(a) the listed company;(b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange (as defined in the Catalist Rules); or(c) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange (as defined in the Catalist Rules), provided that the listed group, or the listed group and its interested person(s), has control over the associated company
"FY"	:	Financial year ended, or ending 31 March, as the case may be
"Group"	:	The Company and its subsidiaries, collectively
"GSH"	:	Mr Goi Seng Hui
"GSH Associate"	:	Means, in relation to GSH: <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and shall for the purposes of the New IPT Mandate, include (i) the TYJ Group; and (ii) such Associated Companies of the TYJ Group in which GSH and his immediate family together (directly or indirectly) have an interest of 30% or more
"GSH Interested Group"	:	GSH and GSH Associate that are considered Interested Persons
"Immediate Family"	:	In relation to a person, means the person's spouse, child, adopted child, step-child, sibling and parent
"Interested Person"	:	<ul style="list-style-type: none">(a) a Director, Chief Executive Officer, or Controlling Shareholder of the Company; or(b) an associate of any such Director, Chief Executive Officer or Controlling Shareholder
"IPT"	:	An interested person transaction between any of the Entities at Risk and the Interested Persons

DEFINITIONS

"IPT Review Committee"	:	Shall have the meaning ascribed to it in paragraph 4.6(a) of this Appendix
"Interested Person Transactions Register"	:	Shall have the meaning ascribed to it in paragraph 4.8.1 of this Appendix
"Latest Practicable Date"	:	30 July 2020, being the latest practicable date prior to the printing of this Appendix
"New IPT Mandate"	:	The Shareholders' mandate for IPTs pursuant to Rule 920 of the Catalist Rules, permitting the Tung Lok Target Group, which are considered to be Entities at Risk or any of them, to enter into the categories of Recurrent IPTs as set out in Section 4.4 of this Appendix with the GSH Interested Group, which are considered Interested Persons
"NTA"	:	Net tangible assets
"President/Chief Executive Officer"	:	The most senior executive officer who is responsible under the immediate authority of the Board for the conduct of the business of the Company
"Recurrent IPTs"	:	Shall have the meaning ascribed to it in paragraph 4.5 of this Appendix
"Sale List Items"	:	Shall have the meaning ascribed to it in paragraph 4.6(b) of this Appendix
"Sale Price Formula"	:	Shall have the meaning ascribed to it in paragraph 4.6(b) of this Appendix
"Securities Account"	:	A securities account maintained by a Depositor with CDP
"SFA"	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders of Shares, except that, where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, and where the context admits, mean the persons named as Depositors and whose Securities Accounts are credited with Shares
"Share(s)"	:	Ordinary share(s) in the capital of the Company
"subsidiary"	:	Shall have the meaning ascribed to it in the Act
"Substantial Shareholder"	:	<p>A person has a substantial shareholding in the Company if :-</p> <p>(a) he has an interest or interests in one or more voting shares in the Company; and</p> <p>(b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company</p>
"Tung Lok Target Group"	:	The Group and such of its associated companies that are considered Entities at Risk under Chapter 9 of the Catalist Rules

DEFINITIONS

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

Currencies, Units and Others

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

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

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, shall include corporations.

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

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

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



LETTER TO SHAREHOLDERS

TUNG LOK RESTAURANTS (2000) LTD

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

1. INTRODUCTION

- 1.1 At the 2019 EGM, the Company obtained the New IPT Mandate whereby authority was given to the Company and/or its subsidiaries to enter into IPTs with GSH and the GSH Associates in the ordinary course of business provided that such transactions are carried out on normal commercial terms and in accordance with the review procedure of such transactions.
- 1.2 Resolution 6 in the Notice of Annual General Meeting relates to the renewal of the New IPT Mandate. This Appendix is to provide the Shareholders with the relevant information relating to the above. The approval of Shareholders for the renewal of the New IPT Mandate will be sought at the AGM to be held on 25 August 2020.

2. THE PROPOSED RENEWAL OF THE NEW IPT MANDATE

- 2.1 The New IPT Mandate obtained at the 2019 EGM was expressed to have effect until the next AGM of the Company. As such, the abovesaid New IPT Mandate will expire on the AGM dated 25 August 2020. Pursuant to Rule 920 of the Catalist Rules, the Company will seek Shareholders' approval for the proposed renewal of the New IPT Mandate.
- 2.2 The proposed renewal of the New IPT Mandate will enable Tung Lok Target Group which are considered to be Entities at Risk within the meaning of Rule 904(2) of the Catalist Rules, in their ordinary course of business, to enter into categories of transactions with specified classes of the Company's Interested Persons, provided that such transactions are entered into on normal commercial terms and will not be prejudicial to the interests of the Company and/or its minority Shareholders.
- 2.3 There is no change in the categories of transactions, Entities at Risk and Interested Persons in the proposed renewal of the New IPT Mandate.
- 2.4 The renewed New IPT Mandate will take effect from the passing of the ordinary resolution relating thereto at the forthcoming AGM and will (unless revoked or varied by the Company in a general meeting) continue in force until the next AGM of the Company. Approval from the Independent Shareholders will be sought for the renewal of the New IPT Mandate at the next AGM of the Company and at each subsequent AGM of the Company, subject to satisfactory review by the Audit and Risk Committee of the continued applicability of the New IPT Mandate to the Recurrent IPTs and the continued sufficiency of the review procedures to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

3. CHAPTER 9 OF THE CATALIST RULES

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

LETTER TO SHAREHOLDERS

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

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

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

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

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

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

4. THE NEW IPT MANDATE

4.1 Background and relationship between the parties

The Group and its Associated Companies owns and/or manages more than 40 restaurants.

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

LETTER TO SHAREHOLDERS

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

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

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

4.2 Classes of Interested Persons

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

4.3 Scope of the New IPT Mandate

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

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

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

4.4 Categories of IPTs

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

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

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

(b) Sale of mooncakes to the GSH Interested Group

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

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LETTER TO SHAREHOLDERS

4.5 Rationale for and Benefits of the New IPT Mandate

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

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

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

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

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

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

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

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

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

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

LETTER TO SHAREHOLDERS

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

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

(b) Sale of mooncakes to the GSH Interested Group

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

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

4.7 Threshold Limits

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

(a) Threshold for individual Recurrent IPTs

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

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

LETTER TO SHAREHOLDERS

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

The threshold limits set out above are adopted by the Company taking into account, *inter alia*, the nature, volume, frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at as a result of a balancing exercise after considering the operational efficiency for the day-to-day business operations of the Group and the internal controls for the Recurrent IPTs.

4.8 Additional procedures to be taken by the Company in respect of all Recurrent IPTs

- 4.8.1 The finance department of the Tung Lok Target Group will maintain a register of transactions carried out with the Interested Persons (including transactions as set out in paragraph 4.4 of this Appendix entered into with the GSH Interested Group pursuant to the New IPT Mandate) (recording the basis, including the quotations obtained to support such basis, on which they were entered into) (the "**Interested Person Transactions Register**"). Any discrepancies or significant variances (as determined by the IPT Review Committee), from the Group's usual business practices and pricing policies will be highlighted to the Audit and Risk Committee.
- 4.8.2 The financial manager of the Company will maintain a list of the Directors and Controlling Shareholders and their Associates (which is to be updated immediately if there are any changes) to enable identification of Interested Persons (including the GSH Interested Group). The master list of Interested Persons (including the GSH Interested Group) which is maintained shall be reviewed by the chief financial officer of the Company at least half-yearly and subject to verifications or declarations as required by the Audit and Risk Committee from time to time or for such periods as determined by them.
- 4.8.3 The Company's annual internal audit plan shall incorporate a review of all Recurrent IPTs, including the established review procedures for monitoring of such Recurrent IPTs, entered into during the current financial year pursuant to the New IPT Mandate. The Group's internal auditor shall, on at least a half-yearly basis, subject to adjustment in frequency, and depending on factors such as, *inter alia*, substantial increment of aggregate transactional value, report to the Audit and Risk Committee on all Recurrent IPTs entered into with the GSH Interested Group pursuant to the New IPT Mandate, and the basis of such transactions, entered into with the interested persons during the review period. The internal audit report will be reviewed by the Audit and Risk Committee at least on a half-yearly basis to ascertain whether the guidelines and procedures established to monitor the Recurrent IPTs entered into with the GSH Interested Group pursuant to the New IPT Mandate have been complied with.

LETTER TO SHAREHOLDERS

- 4.8.4 The Audit and Risk Committee shall periodically review the Interested Person Transactions Register, at least on a half-yearly basis, to ensure that they are carried out on normal commercial terms and in accordance with the guidelines and review procedures under the New IPT Mandate. In its review and/or approval of the Recurrent IPTs under paragraph 4.7 (where relevant) and paragraph 4.8 of this Appendix, the Audit and Risk Committee will generally only approve an IPT entered into with the GSH Interested Group pursuant to the New IPT Mandate if the terms of the transaction are no less favourable to the Tung Lok Target Group than the terms offered by unrelated third parties or in accordance with usual business practices and pricing policies or industry norms (as the case may be). All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Audit and Risk Committee. The Audit and Risk Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the transactions under review.
- 4.8.5 The Audit and Risk Committee has the overall responsibility for determining the review procedures, with the authority to delegate to individuals within the Company as it deems appropriate. The Audit and Risk Committee will conduct periodic reviews (at least on half-yearly basis) of the review procedures for the Recurrent IPTs entered into with the GSH Interested Group pursuant to the New IPT Mandate. If, during these periodic reviews, the Audit and Risk Committee is of the view that these review procedures are no longer appropriate to ensure that the Recurrent IPTs entered into with the GSH Interested Group pursuant to the New IPT Mandate are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and/or its minority Shareholders, the Company will seek a fresh mandate from the Shareholders based on new review procedures for Recurrent IPTs entered into with the GSH Interested Group. In the interim, the Audit and Risk Committee will review every Recurrent IPT pending the grant of the fresh mandate. The fresh mandate will be in accordance with the requirements of the relevant provisions of Chapter 9 and/or other applicable provisions of the Catalist Rules (as amended from time to time).
- 4.8.6 For purposes of the above review and approval process, any Director who is not considered independent for purposes of the New IPT Mandate and/or any Recurrent IPTs will abstain from and will undertake to ensure that his Associates will abstain from voting in relation to any respective resolutions, and/or abstain from participating in the Audit and Risk Committee's decision during its review of the established review procedures for the Recurrent IPTs or during its review or approval of any IPT.
- 4.8.7 The Directors will ensure that all disclosure, approval and other requirements on the Recurrent IPTs, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

4.9 Validity Period of the New IPT Mandate

If approved at the forthcoming AGM, the renewed New IPT Mandate will take effect from the passing of the ordinary resolution relating thereto, and will (unless revoked or varied by the Company in the general meeting) continue in force until the conclusion of the next AGM of the Company. Approval from the Shareholders will be sought for the renewal of the New IPT Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit and Risk Committee of the continued applicability of the New IPT Mandate to the Recurrent IPTs and the continued sufficiency of the review procedures to ensure that the Recurrent IPTs will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders.

4.10 Disclosure of the Interested Person Transactions pursuant to the New IPT Mandate

The Company will:

- (a) announce the aggregate value of transactions conducted with GSH Interested Group pursuant to the New IPT Mandate for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time required for the announcement of such report while the New IPT Mandate remains in force, in accordance with the requirements of Chapter 9 of the Catalist Rules; and
- (b) disclose the New IPT Mandate in the Company's annual report, giving details of the aggregate value of transactions conducted with GSH Interested Group pursuant to the New IPT Mandate during the financial year, and in the annual reports for the subsequent financial years that the New IPT Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

LETTER TO SHAREHOLDERS

The disclosure will include the name of the Interested Persons (including the GSH Interested Group) and the corresponding aggregate value of the Recurrent IPTs (including transactions as set out in paragraph 4.4 of this Appendix entered into with the GSH Interested Group pursuant to the New IPT Mandate), presented to indicate (a) the aggregate value of all Recurrent IPTs during the financial year under review; and (b) the aggregate value of all Recurrent IPTs, conducted under the New IPT Mandate, in the following format (or in such other form as the Catalist Rules may require from time to time):

Name of Interested Person	Nature of Relationship	Aggregate value of all Recurrent IPTs during the financial year under review (excluding transactions less than S\$100,000 and the Recurrent IPTs conducted under the New IPT Mandate)	Aggregate value of all Recurrent IPTs conducted under the New IPT Mandate (excluding transactions less than S\$100,000)

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for GSH and TYJ, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the New IPT Mandate.

6. SHAREHOLDING INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

6.1 The details and shareholdings of the Directors and the Substantial Shareholders of the Company (as recorded in the Register of Substantial Shareholders and Register of Directors' Shareholdings as at the Latest Practicable Date) are as follows:

Directors	Direct Interest	%	Deemed Interest	%
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06
Ker Sin Tze	-	-	-	-
Tan Eng Liang	-	-	-	-
Chee Wai Pong	-	-	-	-
Foo Say Mui (Bill)	-	-	-	-
Ng Siok Keow	-	-	-	-
Goi Seng Hui	377,000	0.14	53,531,280 ⁺	19.51
Tjioe Ka In	105,840	0.04	-	-
Substantial Shareholders	Direct Interest	%	Deemed Interest	%
Zhou Holdings Pte Ltd	104,272,000	38.00	-	-
Amazing Grace Investments Pte. Ltd.	-	-	104,272,000*	38.00
Tjioe Ka Men	463,160	0.17	107,170,840**	39.06
Goodview Properties Pte Ltd	54,015,780	19.69	-	-
Far East Organization Centre Pte. Ltd.	-	-	54,015,780 [#]	19.69
Estate of Ng Teng Fong, Deceased	-	-	54,482,260 ^{##}	19.86
Ng Chee Tat Philip	-	-	54,482,260 ^{###}	19.86
Ng Chee Siong	-	-	54,015,780 ^{####}	19.69
Tee Yih Jia Food Manufacturing Pte Ltd	53,531,280	19.51	-	-
Goi Seng Hui	377,000	0.14	53,531,280 ⁺	19.51
Antica Bay Pte. Ltd.	20,300,000	7.40	-	-
Andre Tanoto	-	-	20,300,000 [@]	7.40

LETTER TO SHAREHOLDERS

Notes:

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

6.2 Save as disclosed above, none of the Directors has any direct or deemed interest in the Shares.

7. STATEMENT OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee confirms that the methods and procedures for determining the transaction prices for the Recurrent IPTs have not changed since the Shareholder's approval of the New IPT Mandate in the 2019 EGM.

The Audit and Risk Committee has reviewed the terms of the New IPT Mandate and is satisfied that the review procedures of the Recurrent IPTs set up by the Company for determining the transaction prices of the IPTs, if adhered to, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

8. UNAFFECTED DIRECTORS' RECOMMENDATIONS

Having considered, amongst others, the rationale for and benefits of the New IPT mandate to the Group and its Associated Companies set out in paragraph 4.5 of this Appendix, the Unaffected Directors are of the view that the New IPT Mandate is in the interests of the Company and, accordingly, recommend that the Shareholders vote in favour of the ordinary resolution relating to the New IPT Mandate.

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LETTER TO SHAREHOLDERS

9. ABSTENTION FROM VOTING

Abstinence from voting

In accordance with Rule 919 of the Catalist Rules, the Interested Persons will abstain and have undertaken to ensure that their Associates will abstain from voting on the resolution approving the New IPT Mandate. Furthermore, such Interested Persons shall not act as proxies in relation to such resolution unless voting instructions have been given by a Shareholder.

As GSH is an Interested Person, he will abstain from and has undertaken to ensure that the GSH Interested Group will abstain from making any recommendations or vote on any matter in connection with the Recurrent IPTs. Save as disclosed herein, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Recurrent IPTs.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the New IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Appendix in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 1 Sophia Road #05-03, Peace Centre, Singapore 228149 during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for FY2020.

Yours faithfully

For and on behalf of the Board of Directors of
TUNG LOK RESTAURANTS (2000) LTD
Mr Tjioe Ka Men
President/Chief Executive Officer



Tung Lok Restaurants (2000) Ltd

(Incorporated in the Republic of Singapore)
Registration No. 200005703N

Proxy Form

(Please see notes overleaf before completing this Form)

IMPORTANT

- (1) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting (“AGM” or “Meeting”) are set out in the Notice of AGM dated 7 August 2020. This announcement may also be accessed at the Company’s website at <https://www.tunglok.com> and on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>.
- (2) In light of the current COVID-19 measures in Singapore, shareholders will not be able to attend the AGM in person. Instead, alternative arrangements set out in the Notice of AGM have been put in place to allow members to participate at the AGM.
- (3) Shareholder who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf.
- (4) For investors who have used their CPF/SRS monies to buy the Company’s shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- (5) CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy should contact their respective Agent Banks or SRS Operators at least seven (7) working days before the AGM to specify voting instructions and to ensure that their votes are submitted.

I/We, _____ (Name)

_____ (NRIC/Passport/Company Registration No.)

of _____ (Address) being a member/
members of Tung Lok Restaurants (2000) Ltd (the “Company”), hereby appoint the Chairman of the Meeting as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the 20th Annual General Meeting to be convened and held by way of electronic means on Tuesday, 25 August 2020 at 10.00 a.m. (Singapore time) and at any adjournment thereof in the following matter.

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1	Directors’ Statement, Audited Financial Statements and Auditor’s Report for the financial year ended 31 March 2020			
2	Approval of Directors’ Fees for the financial year ending 31 March 2021			
3(a)	Re-election of Dr Foo Say Mui (Pursuant to Regulation 91)			
3(b)	Re-election of Dr Ker Sin Tze (Pursuant to Regulation 91)			
3(c)	Re-election of Mdm Tjioe Ka In (Pursuant to Regulation 97)			
4	Re-appointment of Auditor			
5	Authority to Issue Shares (General)			
6	Renewal of the Shareholders’ Mandate for Interested Person Transactions			

*Delete where inapplicable.

Voting will be conducted by poll. If you wish to appoint the Chairman of the Meeting as your proxy to cast all your votes **For** or **Against** a resolution, please indicate with a “X” within the **For** or **Against** box provided in respect of that resolution. Alternatively, please indicate the number of votes **For** or **Against** in the **For** or **Against** box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to **Abstain** from voting on a resolution, please indicate with a “X” in the **Abstain** box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to **Abstain** from voting in the **Abstain** box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2020

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal

IMPORTANT: Please read notes overleaf



NOTES

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <https://www.tunglok.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 14 August 2020) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
 - (i) if submitted electronically, be submitted via email to the Company's Polling Agent at tl-agm@complete-corp.com.sg; or
 - (ii) if sent personally or submitted by post, be lodged with the Company's Registered Office, 1 Sophia Road, #05-03 Peace Centre, Singapore 228149,in either case, by 10.00 a.m. on 22 August 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.
5. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Singapore Companies Act, Cap. 50.

GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the meeting as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 7 August 2020.

26 Tai Seng Street #02-01
Singapore 534057
Tel: 6270 7998 • Fax: 6272 7120



www.tunglok.com

Company Registration No. 200005703N