

ANNUAL REPORT

2022

NAUTICAWT
LIMITED

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This annual report has been prepared by NauticAWT Limited (the "**Company**") and its contents have 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 "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any statements or opinions made, or reports contained in this annual report.

The contact person for the Sponsor is Ms Lee Khai Yinn at 1 Robinson Road, #21-00, AIA Tower, Singapore 048542, telephone (65) 6232 3210.

CHAIRMAN'S MESSAGE

Dear Valued Shareholders,

On behalf of the board of directors (the “**Board**” or the “**Directors**”) of NauticAWT Limited (the “**Company**”), I am pleased to present to you the Annual Report for the financial year ended 31 December 2022 (“**FY2022**”).

FY2022 was yet another challenging year for the Company where COVID-19 pandemic continued to affect many businesses including our business and other corporate activities.

UPDATE ON THE DISPOSAL OF CHOKDEE DIMSUM CORPORATE COMPANY LIMITED

The pandemic directly affected Chokdee Dimsum Corporate Company Limited (formerly known as Rich Restaurant Company Limited) (“**Chokdee**”), a company that is incorporated in Thailand and principally engaged in the manufacturing and distribution of food products in restaurant and franchising industry, which the Company has acquired 35% of equity interest in Year 2020. After the acquisition, Chokdee’s business was adversely affected by the COVID-19 pandemic, resulting in Chokdee incurring a net loss of THB 6.9 million for FY2020 and THB 13.0 million for FY2021. Hence, the Company had on 31 March 2022 entered into a sales and purchase agreement (“**SPA**”) with Mr Kritsada Tunpow (the “**Purchaser**”) to dispose of the 35% equity interest in Chokdee (“**Proposed Disposal**”) for a purchase consideration of THB 54.6 million to be paid by the long-stop date on 30 June 2022.

However, the Purchaser had not fulfilled his obligation to pay the purchase consideration by the long-stop date of 30 November 2022, after 3 extensions for long-stop date were given.

Given that the Company had incurred significant time, resources, professional fees and other expenses in relation to the preparation of the Proposed Disposal, the Company had decided not to extend the long stop date further. Accordingly, the SPA had lapsed and ceased to have further effect with respect to the Proposed Disposal. The Company subsequently negotiated and the Purchaser agreed, to enter into a settlement agreement (“**Settlement Agreement**”) on 20 January 2023, pursuant to which the Company served a notice to terminate the SPA and sought compensation of THB 27.3 million, due to non-fulfilment of the Purchaser’s obligations under the SPA.

Given that the Purchaser was unable to pay the compensation in cash, both parties further agreed that the compensation would be satisfied by way of the Purchaser transferring its shares in Chokdee to the Company.

The Company has on 14 February 2023 received 255,000 ordinary shares and 40,000 preference shares in the share capital of Chokdee as compensation. As at the date of this report, the Company holds 955,000 ordinary shares and 40,000 preference shares, representing approximately 48.8% of the issued share capital and 52.5% of the voting rights in Chokdee. Accordingly, Chokdee is now a direct subsidiary of the Company by virtue of the Company’s effective interest and control over its financial and operating policies of Chokdee.

CHAIRMAN'S MESSAGE

The Company has, on 15 February 2023, through its Continuing Sponsor, applied to the SGX-ST for reversal of its Cash Company in view of the receipt of the Compensation which has resulted in the Company having an operating subsidiary, being Chokdee, while the Company is committed to complete the Proposed Acquisition (as defined below). The SGX-ST has, on 23 February 2023, informed that there are no extenuating reasons to approve the Company's request for the reversal of Cash Company status pursuant to Rule 1017 of the Catalist Rules. Accordingly, the Company continues to be designated as a Cash Company.

UPDATE ON MILESTONE IN OBTAINING A NEW BUSINESS

The Company had on 30 November 2021 announced its entering into a share purchase agreement dated 30 November 2021 (the “**first WIE SPA**”) with World Corporation Public Company Limited (the “**Vendor**”) in relation to the proposed acquisition of World Industrial Estate Co., Ltd. (the “**Target**”) (“**Proposed Acquisition**”).

However, in view of the extended amount of time that has lapsed since the entry into the first WIE SPA for the Proposed Acquisition, the Company and the Financial Advisor (“**FA**”), UOB Kay Hian Private Limited (“**UOBKH**”), had discussed and mutually agreed for UOBKH to cease as the FA and Full Sponsor of the Company.

On 30 December 2022, the Company announced the appointment of RHT Capital Pte. Ltd. (“**RHT Capital**”) as the FA to the Proposed Acquisition. Pursuant to Rule 225(3) of the Catalist Rules, RHT Capital will subsequently be appointed as the Continuing Sponsor for the Company for at least 3 years after the completion of the Proposed Acquisition.

The Company had on 21 March 2023 entered into a conditional share purchase agreement (the “**second WIE SPA**”) to proceed with the Proposed Acquisition and the first WIE SPA has since lapsed as the conditions precedent set out in the first WIE SPA were not fulfilled on or before the long-stop date of the first WIE SPA. The Company has on 24 March 2023, through its Continuing Sponsor, submitted an application in relation to, *inter alia*, further extension of time from the current deadline of 31 March 2023 to 30 June 2024 (“**Extension Application**”) to complete the Proposed Acquisition in order to meet the requirements under Rule 1017(2) of the Catalist Rules. The Board will continue to update shareholders as and when there are further developments relating to the Extension Application and the Proposed Acquisition.

On behalf of the Company, I would also like to express my sincere gratitude to my fellow directors, staff, shareholders and business associates for your continued support and commitment.

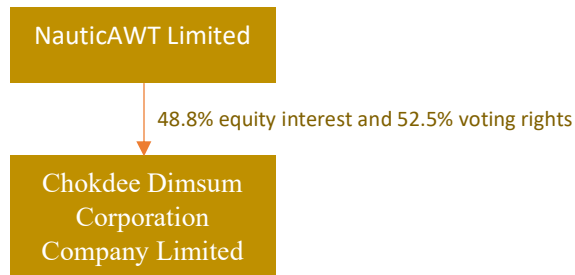
Dr Chirasak Chiyachantana
Non-Independent, Non-Executive Chairman

BUSINESS OVERVIEW

The Company is an investment holding company incorporated in Singapore since 2011.

Following the receipt of the Compensation Shares from the Purchaser on 14 February 2023, Chokdee has become a direct subsidiary of the Company as the Company holds 48.8% of the issued share capital and 52.5% of the voting rights in Chokdee.

The Group structure currently is as follows:



Chokdee Dimsum Corporation Company Limited (“**Chokdee**”), is a company incorporated in Thailand and principally engaged in the manufacturing and distribution of food products in the restaurant and franchising industry. Chokdee operates a fast casual restaurant business and a franchising business under the name “Chokdee Dimsum”.

“Chokdee Dimsum” is an award-winning fast casual restaurant brand that serves a wide variety of high-quality Chinese-style dim sum and bak kut teh. Chokdee has several “Chokdee Dimsum” branches across Thailand and also provides catering services through its central kitchen.

Currently, Chokdee has 18 “Chokdee Dimsum” branches (10 of which are active franchisees and 8 of which are owned by Chokdee) in 7 provinces of Thailand and 1 central kitchen.

FINANCIAL HIGHLIGHTS

Review of Results

Revenue

Following the completion of the disposal of Nautec Group Pte. Ltd. in December 2020, the Company's key remaining business is its investment of 35% interest in Chokdee Dimsum Corporation Company Limited (“**Chokdee**”), hence no revenue was recorded for FY2022.

Administrative expenses

Administrative expenses was approximately S\$697,000 in FY2022 as compared to approximately S\$775,000 in FY2021. Administrative expenses in FY2022 included the reversal of allowance for impairment loss on investment in an associate amounting to approximately S\$57,000 whereas in FY2021, administrative expenses included an allowance of impairment loss on investment in an associate of approximately S\$21,000. Excluding the reversal and allowance for impairment loss in an associate in both financial years, administrative expenses remained fairly stable at approximately S\$754,000 for both financial years.

Share of loss of an associate

The Company recorded its share of losses from an associate of approximately S\$94,000 in FY2022 as compared to approximately S\$167,000 in FY2021. The food and beverage industry that the Company invested in was adversely affected by the COVID-19 pandemic during the period under review.

Income tax expense

Income tax expense was approximately S\$64,000 due to under provision in respect of prior financial years. No income tax expense was recorded in FY2021 due to losses incurred.

Loss after tax

As a result of the above, the Company suffered a loss for the year of approximately S\$855,000 in FY2022 and approximately S\$941,000 in FY2021.

Review of Statement of Financial Position

Overall

The Company was designated a Cash Company on 11 December 2020. The Company's financial position consist of the investment in an associate, Chokdee as at 31 December 2022 and 2021.

Non-current asset

The decrease in investment in an associate was mainly due to share of loss of an associate recognised in FY2022, partially offset by the reversal of allowance for impairment loss on investment in an associate.

Current assets

Current assets comprise cash and bank balances and other receivables. The increase in current assets was mainly due to (i) cash and bank balances increased from S\$196 as at 31 December 2021 to S\$5,263 as at 31 December 2022, and (ii) other receivables increased from approximately S\$48,000 as at 31 December 2021 to approximately S\$116,000 as at 31 December 2022 mainly due to deposits paid for the appointment of the Continuing Sponsor.

FINANCIAL HIGHLIGHTS

Current liabilities

Current liabilities comprise other payables and income tax payable.

Other payables consist of amount due to controlling shareholder, accrued expenses and other payables as at 31 December 2022. The increase in other payables was mainly due to increase in amount due to controlling shareholder in FY2022.

Income tax payable of approximately S\$63,000 in FY2022 was due to under provision in respect of prior financial years.

Going Concern Assessment

As at 31 December 2022, the Company's current liabilities exceeded current assets by approximately S\$1,650,000. In addition, the Company recorded a loss after income tax of approximately S\$855,000 for FY2022.

The Board is of the opinion that the continuing use of the going concern assumption in the preparation of the financial information is appropriate as the Company has obtained an undertaking from the controlling shareholder to provide the necessary financial support to enable the Company to meet its obligations as and when they fall due.

Review of Cash Flows

Net cash used in operating activities in FY2022 amounted to approximately S\$922,000, taking into account the loss before income tax of approximately S\$791,000, adjusted for non-cash items of approximately S\$37,000 and net working capital outflows of approximately S\$168,000.

The net cash flows generated from financing activities of approximately S\$927,000 in FY2022 as compared to approximately S\$591,000 in FY2021 which was attributable to working capital provided by the controlling shareholder.

As a result of the above, the Company's cash and cash equivalents increased by approximately S\$5,000, from S\$196 as at 31 December 2021 to S\$5,263 as at 31 December 2022.

BOARD OF DIRECTORS

Name of Director	DR CHIRASAK CHIYACHANTANA	MR KENNY LIM YEOW HUA	DR APHICHAT SRAMOON
Board appointment	Non-Independent Non-Executive Chairman	Lead Independent Director	Independent Director
Date of first appointment	13 December 2019	13 December 2019	13 December 2019
Date of last re-election	29 April 2022	29 April 2022	30 April 2021
Directorships in other listed companies	<p><i>Present</i></p> <ul style="list-style-type: none"> World Corporation Public Company Limited (“PCL”) <p><i>Past (last 5 years)</i></p> <ul style="list-style-type: none"> Nil 	<p><i>Present</i></p> <ul style="list-style-type: none"> Accrelist Limited KSH Holdings Ltd Oxley Holdings Ltd Revez Corporation Ltd <p><i>Past (last 5 years)</i></p> <ul style="list-style-type: none"> KTL Global Limited Ying Li International Real Estate Limited 	<p><i>Present</i></p> <ul style="list-style-type: none"> TEAM Consulting Engineering and Management PCL QTC Energy PCL World Corporation PCL <p><i>Past (last 5 years)</i></p> <ul style="list-style-type: none"> Nil

BOARD OF DIRECTORS

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

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating to the Retiring Director (namely Dr Aphichat Sramoon), who is retiring in accordance with the Company's Constitution at the forthcoming AGM, is set out below:

Name of Director	Dr Aphichat Sramoon
Date of first appointment	13 December 2019
Date of last re-appointment	30 April 2021
Age	52
Country of principal residence	Thailand
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Dr Aphichat Sramoon as Independent Director of the Company was recommended by the Nominating Committee and approved by the Board, after taking into consideration Dr Aphichat Sramoon's contributions, performance, expertise and past experiences.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> • Independent Director • Chairman of Nominating Committee • Member of Audit and Remuneration Committees
Professional qualifications	<ul style="list-style-type: none"> • Doctor of Engineering (Civil Engineering and Energy), Nagaoka University of Technology, Japan • Master of Engineering, Asian Institute of Technology, Thailand • Bachelor of Industrial Education (Civil Engineering), King Mongkut's Institute of Technology Thonburi, Thailand

BOARD OF DIRECTORS

Name of Director	Dr Aphichat Sramoon
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> • 2019 - Current: TEAM Consulting Engineering and Management PCL, Director • 2009 – Current: World Corporation PCL, Director • 2018 – Current: World Credit Foncier Co., Ltd., Director • 2017 – Current: TEAM Construction Management Co., Ltd., Director • 2019 – Current: Geotechnical and Foundation Engineering Co., Ltd., Chairman • 2020 – Current: TEAM-SQ Co., Ltd, Director • 2018 – 2019: Geotechnical and Foundation Engineering Co., Ltd., Director • 2016 – 2018: TLT Consultants Co., Ltd., Director • 2009 – 2015: Geotechnical and Foundation Engineering Co., Ltd., Managing Director
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments including Directorships	<p>Directorships</p> <p><u>Present</u></p> <ul style="list-style-type: none"> • TEAM Consulting Engineering and Management PCL • World Corporation PCL • QTC Energy PCL • Geotechnical and Foundation Engineering Co., Ltd • TEAM Construction Management Co., Ltd • World Credit Foncier Co., Ltd. • TEAM-SQ Co., Ltd • Nam Theun 1 Power Co., Ltd • TLT Consultants Co., Ltd <p><u>Past (last 5 years)</u></p> <ul style="list-style-type: none"> • Nil
Other Principal Commitments including Directorships (other than those disclosed in the “Working experience and occupation(s) during the past 10 years” section above)	<p><u>Present</u></p> <ul style="list-style-type: none"> • Nil <p><u>Past (last 5 years)</u></p> <p>Nil</p>

BOARD OF DIRECTORS

Information Required

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.

Name of Director	Dr Aphichat Sramoon
(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
(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
(c) Whether there is any unsatisfied judgment against him	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

BOARD OF DIRECTORS

Name of Director	Dr Aphichat Sramoon
(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
(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
(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
(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
(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

BOARD OF DIRECTORS

Name of Director	Dr Aphichat Sramoon
(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	Dr. Aphichat is an independent director of World Corporation PCL (a company listed on the Stock Exchange of Thailand) since 2009. World Corporation PLC was fined by the Securities & Exchange Commission of Thailand for late filing for its annual reports and financials. The delay in the filing was attributed to the change of auditors in 2015 and administrative delays in 2017. There was no further action taken by the authorities following the payment of the fines.
(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
(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
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(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

CORPORATE INFORMATION

BOARD OF DIRECTORS

DR CHIRASAK CHIYACHANTANA
(Non-Independent Non-Executive Chairman)

KENNY LIM YEOW HUA
(Lead Independent Director)

DR APHICHAT SRAMOON
(Independent Director)

AUDIT COMMITTEE

KENNY LIM YEOW HUA (Chairman)

DR APHICHAT SRAMOON

DR CHIRASAK CHIYACHANTANA

REMUNERATION COMMITTEE

KENNY LIM YEOW HUA (Chairman)

DR APHICHAT SRAMOON

DR CHIRASAK CHIYACHANTANA

NOMINATING COMMITTEE

DR APHICHAT SRAMOON (Chairman)

KENNY LIM YEOW HUA

DR CHIRASAK CHIYACHANTANA

REGISTERED OFFICE

138 Robinson Road
#26-03 Oxley Tower
Singapore 068906
Tel: +65 6236 9354
Email: nauticawt.info@gmail.com

COMPANY SECRETARY

CHUA KERN (LLB(HONS))

SHARE REGISTRAR

TRICOR BARBINDER SHARE
REGISTRATION SERVICES
(a division of Tricor Singapore Pte Ltd)
80 Robinson Road #11-02
Singapore 068898

CONTINUING SPONSOR

SAC CAPITAL PRIVATE LIMITED
1 Robinson Road
#21-00 AIA Tower
Singapore 048542

INDEPENDENT AUDITORS

BDO LLP
Public Accountants and Chartered Accountants
Singapore
Partner-in-charge: Mr Yeo Siok Yong
(Appointed since the financial year ended 31
December 2021)
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

BANKERS

UNITED OVERSEAS BANK LIMITED
80 Raffles Place
UOB Plaza 1
Singapore 048264

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**” or “**Directors**”) of NauticAWT Limited (the “**Company** and its subsidiary, the “**Group**”) is firmly committed to ensuring a high standard of corporate governance which is essential to the long-term sustainability of the Company’s business and performance.

This report describes the Company’s corporate governance structures and practices that were in place throughout the financial year ended 31 December 2022 (“**FY2022**”), with specific reference made to the principles of the Code of Corporate Governance 2018 (the “**Code**”), which forms part of the continuing obligations of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”).

The Board confirms that, for FY2022, the Company has adhered to the principles as set out in the Code, and where there are deviations from the provisions of the Code, it has explicitly stated the provision from which it has varied, explained the reason for variation, and explained how the practices it had adopted are consistent with the intent of the relevant principle pursuant to Rule 710 of the Catalist Rules.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

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

The Board works with the senior management of the Company (the “**Management**”) for the long-term success of the Company.

All Directors must objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company and hold Management accountable for performance and the Board is accountable to shareholders of the Company (“**Shareholders**”) through effective governance of the business.

Directors must avoid situations in which their own personal or business interests conflict or potentially conflict with the interest of the Group, directly or indirectly. Each Director is required to promptly disclose any actual, potential and perceived conflict of interest in relation to any matter as soon as is practicable after the relevant facts have 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 persons transactions. When an actual, potential or perceived conflict of interest arises, the concerned Director must recuse himself/herself from discussions and decisions involving the matter, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion, and abstain from voting on resolutions regarding the matter.

In FY2022, the Company does not have a formal separate code of conduct and ethics as it does not have any operating business. However, the Board and the management are committed to honest and ethical conduct and are guided by the written terms of reference of the Board and the Board Committees as well as internal policies and standard operating procedures in their conducts.

Besides carrying out its statutory responsibilities, the principal functions of the Board are as follows:

- providing entrepreneurial leadership, setting strategic objectives, and ensuring that the necessary financial and human resources are in place for the Company to meet its objectives;
- establishing a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- Reviewing Management performance;

CORPORATE GOVERNANCE REPORT

- identifying the key stakeholder groups and recognising that their perceptions affect the Company's reputation;
- setting the Company's values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- considering sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Continuous Training for Directors and Orientation for Incoming Directors

For new appointments to the Board, the Company will provide a formal letter to such new Director, setting out the director's duties and obligations. Such Directors are given appropriate briefings when they are first appointed to the Board. Appropriate induction programmes are conducted for all new Directors appointed to the Board to ensure that they are familiar with the Company's business, operations, governance practice and regulatory requirements. The induction programme will allow the new Director to get acquainted with the Management which aims to facilitate interaction and ensures that all Directors have ongoing independent access to the Management. The Company will arrange the SGX-ST's prescribed training for Directors with no prior experience as a director of a listed company on the SGX-ST on the roles and responsibilities of a director of a listed company. There was no appointment of new Director in FY2022.

The Directors are provided with briefings from time to time and are kept updated on changing commercial risks and key changes in the relevant legal and regulatory requirements including directors' duties and responsibilities, corporate governance and developing trends, insider trading and accounting standards so as to enable them to properly discharge their duties as Board members. The Company is responsible for arranging and funding the training of the Directors.

During FY2022, the Directors were provided with updates on the developments in financial reporting and governance standards by the external auditors.

The Directors have also attended the Environmental, Social and Governance (ESG) training as prescribed by the SGX-ST.

Matters Requiring Board Approval

The approval of the Board is required for matters such as corporate restructuring, mergers and acquisitions, major investments and divestments, material acquisitions and disposals of assets, fundraising proposals, major corporate policies on key areas of operations, the release of the Company's half-year and full-year results and interested person transactions.

Delegation of Authority to Board Committees

To assist in the execution of its responsibilities, the Board has established three committees comprising the audit committee (the "AC"), the nominating committee (the "NC") and the remuneration committee (the "RC") (collectively, the "**Board Committees**"). These Board Committees function within clearly defined written terms of reference and operating procedures, which are reviewed on a regular basis. The Board Committees have explicit authority to investigate any matter within their terms of reference, have full access to and co-operation by the Management, have resources to enable them to discharge their functions properly and full discretion to invite any Director or executive officer to attend their meetings. The Board Committees report its activities regularly to the Board and minutes of the Board Committees meetings are also regularly provided to the Board. The effectiveness of each Board Committee is also constantly monitored to ensure their continued relevance.

CORPORATE GOVERNANCE REPORT

Meetings of Board and Board Committees

The Board meets at least on a half-yearly basis and ad-hoc Board meetings are convened when they are deemed necessary. The Company's constitution ("Constitution") provides for meetings of the Board to be held by way of video and telephonic conference.

For FY2022, the number of Board and Board Committee meetings held and the attendance of each Board member at the meetings are as follows:

	<u>Board Committees</u>			
	Board	AC	NC	RC
Number of meetings held	3	2	1	1
Number of meetings attended:				
Dr Chirasak Chiyachantana	3	2	1 [^]	1 [^]
Dr Aphichat Sramoon	3	2	1	1
Mr Kenny Lim Yeow Hua	3	2	1	1
*Dr Kunchit Singсуwan	1	1	1	1

[^] By Invitation

*Dr Kunchit Singсуwan resigned on 16 March 2022.

Multiple Board Representations

Directors with multiple board representations are to disclose such board representations and ensure that sufficient time and attention are given to the affairs of the Company. The NC will review the multiple board representations held by the Directors on an annual basis to ensure that sufficient time and attention is given to the affairs of the Company.

Provision of Information to the Board and Board Committees

The Board and Board Committees are furnished with detailed information concerning the Company from time to time to support their decision-making process and to fulfil their responsibilities. Prior to each Board and Board Committee meetings, the members are each provided with the relevant documents and information necessary, including background and explanatory statements, financial statements, budgets, forecasts and progress reports of the Company's business operations for them to comprehensively understand the issues to be deliberated upon and make informed decisions thereon. Such Board papers are prepared for each Board and Board Committee meetings and are normally circulated in advance of each meeting so that the Directors can be adequately prepared for the Board and Board Committee meetings. The Management will supply additional information that the Board or Board Committees require in a timely manner.

Access to Management, Company Secretary and Independent Professional Advice

The Board (whether individually or as whole) has separate and independent access to the Management, the Company Secretary and external professionals such as the external auditors and the continuing sponsor at all times. In the furtherance of their duties, the Board may seek independent professional advice from external professionals and such costs are to be borne by the Company.

CORPORATE GOVERNANCE REPORT

The Company Secretary attends all Board meetings and ensures that all Board procedures and the provisions of the Companies Act 1967 (the “**Companies Act**”), the Constitution and the Catalist Rules are followed. The Company Secretary also ensure good information flows within the Board and the Board Committees and between the Management and Non-Executive Directors, and also assist with the circulation of Board papers and the updating of the Directors on changes in laws and regulations relevant to the Group. The appointment and removal of the Company Secretary is a matter for consideration for the Board as a whole.

BOARD COMPOSITION AND GUIDANCE

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

Board Composition and Degree of Independence of the Board

As at the date of this report, the Board comprises three members, as follows:

Dr Chirasak Chiyachantana	Non-Independent Non-Executive Chairman
Mr Kenny Lim Yeow Hua	Lead Independent Director
Dr Aphichat Sramoon	Independent Director

The criterion of independence is based on the definition set out in the Code. The Board considers an “independent” director as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company. With two out of three Directors being Independent Directors and all Directors being non-executive Directors, it is believed that the Board is able to exercise independent judgment on corporate affairs and provide the Management with a diverse and objective perspective on issues. Therefore, there is no individual or small group of individuals who dominates the Board’s decision making.

The independence of each Director is reviewed annually by the NC in accordance with the Code’s definition of independence. The Independent Directors do not have any relationships including immediate family relationships between the Directors, the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be perceived to interfere, with the exercise of their independent business judgement in the best interest of the Company. The NC is satisfied that all Independent Directors of the Company are independent. There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.

In relation to the assessment of the independence of the Directors, specific tests of Directors’ independence have been hardcoded into the listing rules of the SGX-ST to clarify that these 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, it stipulates that a director will not be 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 corporations for the past three financial years, and whose remuneration is determined by the remuneration committee of the issuer.

CORPORATE GOVERNANCE REPORT

In this regard, each of the Independent Directors has 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 (3) financial years. At present, none of the independent directors have served the Company for more than nine (9) years from his date of first appointment to the Board.

Composition and Size of the Board

The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making.

For FY2022, the NC is of the view that the Board and the Board Committees have an appropriate balance and diversity of expertise and business experience and collectively possess the necessary core competence to lead and govern the Company effectively.

The Board had on 30 December 2022 updated that the Company has appointed RHT Capital Pte Ltd as the Financial Adviser to the proposed acquisition of World Industrial Estate Co., Ltd. In addition, as announced on 15 February 2023, Chokdee is now a direct subsidiary of the Company by virtue of the Company's effective interest and control over the financial and operating policies of Chokdee. The Company now holds 48.8% of the issued share capital and 52.5% of the voting rights in Chokdee.

In view of these recent developments, the Board is in the midst of searching for an additional independent Director to ensure that the Board would be adequately equipped with the appropriate mix of expertise and experience to collectively possesses the necessary core competencies for effective decision making, and having due regard to its diversity objectives.

The NC would ensure that the same could be achieve when looking for a new candidate to be appointed as a Director to the Board and Board Committees. Each Director is expected to bring valuable range of experience and expertise to contribute to the development of the Company strategy and the performance of its business.

To address the issue of independence, the Board has put in place a Lead Independent Director, who is available to shareholders where they have concerns. The Board is of the view that the Independent Directors demonstrate a strong level of independence and judgement over the years in discharging their duties and responsibilities as Independent Directors of the Company with the utmost commitment in upholding the interests of the non-controlling shareholders. They have expressed individual and independent viewpoints, debated issues, and objectively scrutinized and challenged the Management. No individual or small group of individuals dominates the Board's decision-making process. All major decisions made at the Board are unanimous and the Independent Directors have not been outvoted.

The profiles of the Directors are set out on page 7 of the annual report.

Board Diversity

The Company recognises the need and benefits of embracing diversity at the Board level to enhance stewardship and decision-making capabilities commensurate with the Company's ever-evolving operating environment. In this regard, the Company has adopted a written policy on board diversity ("**Board Diversity Policy**") and aspires to maintain a culture of diversity to benefit from a wider talent pool.

The Board is of the view that a well-balanced Board with Directors from diverse backgrounds can provide fresh perspectives to solve business issues, foster growth and create value for the Group, and enhance corporate governance. A diverse Board is less likely to suffer from group-thinking, and will avoid conformity where limitations and biases may go unchecked.

CORPORATE GOVERNANCE REPORT

The Board is committed to greater diversity and adopting it as a strategic endeavour and in designing the Board's composition, the Board will consider particularly, but not limited to, experience, expertise and skills, and knowledge to effectively steer the Group's business.

The Board Diversity Policy provides that any executive search firm engaged, where required, to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically required to include diverse, experienced and reputable candidates. All Director appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regards for the benefits of diversity. In addition, no candidate shall be disregarded by virtue of disability, gender, age, race, ethnicity, religion or any other potential factor of difference.

The Board has reviewed and believes that its current composition achieves a diversity of skills, knowledge and experience to the Company as follows:

Core Competencies	% of Board	Number of Directors
- Accounting or finance	33	1
- Business management	33	1
- Corporate governance	100	3
- Relevant industry knowledge or experience	33	1
- Strategic planning experience	100	3

The Board will take the following steps to maintain or enhance its balance and diversity:

- (i) Selection of candidates will be based on a range of diversity perspectives as mentioned above without any discrimination. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.
- (ii) The Board will consider bringing in expertise of varied backgrounds to ensure that the Board composition provides a diversity of skills, experience and knowledge of the Company.
- (iii) The Board will ensure that the Board comprise individuals with core competencies including relevant industry knowledge, accounting and finance, legal and corporate governance and business management experience.
- (iv) The Board will also ensure that Board composition will be considered as part of the annual evaluation of the Board's effectiveness.
- (v) When searching for candidates, the Board will consider seeking beyond personal networks and utilise other sources such as executive search firms.

The NC will monitor the implementation of the Board Diversity Policy and report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives. The NC will review the Board Diversity Policy from time to time as appropriate, to ensure its continual effectiveness.

Under the Board Diversity Policy, the NC will review and assess the Board composition on behalf of the Board, on at least an annual basis, having regard to, amongst others, the benefits from all aspects of diversity, including the skills, experience, gender and knowledge of the Directors, the core competencies of Directors, both individually and collectively as a group in the content, nature and scope of the Company's operations and business.

The NC will also discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

CORPORATE GOVERNANCE REPORT

The Board is aware that the Board Diversity Policy should include the following:

- (a) the Company's targets to achieve diversity on its board;
- (b) the Company's accompanying plans and timelines for achieving the targets;
- (c) the Company's progress towards achieving the targets within the timelines; and
- (d) a description of how the combination of skills, talents, experience and diversity of its Directors serves the needs and plans of the Company.

The Company was designated as a Cash Company since 11 December 2020. Accordingly, the NC has not recommended any measurable quantitative objectives in relation to diversity be adopted at this stage of Company's development.

As Chokdee is recently a direct subsidiary of the Company, the NC is in the process of searching for a suitable candidate for the role of an Independent Director. In the event such Independent Director is appointed to the Board, the Board will make the appropriate announcement(s).

Meetings without the presence of Management

Non-Executive Directors and Independent Directors meet with the external auditors, without the presence of Management, at least annually and on such other occasions as may be required and the chairman of such meetings provides feedback to the Board as appropriate.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Principle 3: 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.

Roles and Responsibilities of Chairman and CEO

The Chairman is Dr Chirasak Chiyachantana. He has the responsibilities of setting the meeting agenda of the Board meetings, leading the other Board members, promoting high standards of corporate governance and maintaining effective communication with Shareholders. The Company does not have a CEO currently as it is designated a Cash Company with effect from 11 December 2020.

Lead Independent Director

As the Chairman is not an independent Director, Mr Kenny Lim Yeow Hua is appointed as the Lead Independent Director. He has the responsibilities to provide leadership in situations where the Chairman is conflicted. The Lead Independent Director is available to Shareholders by email nauticawt.independentdirector@gmail.com where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

CORPORATE GOVERNANCE REPORT

BOARD MEMBERSHIP

Principle 4: 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.

Composition and Terms of Reference of Nominating Committee

As at the date of this report, the NC comprises the following members, including the Lead Independent Director:

Dr Aphichat Sramoon	Chairman
Mr Kenny Lim Yeow Hua	Member
Dr Chirasak Chiyachantana	Member

Two members of the NC, including the Chairman, is independent.

The NC is governed by its written terms of reference. The duties and powers of the NC are, *inter alia*, as follows:

- the review of board succession plans for Directors, in particular the Chairman, the CEO and key management personnel;
- to ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once every three years;
- to determine the independence of each Director in accordance with the Code on an annual basis and as and when circumstances require;
- to evaluate whether a Director is able to and has adequately carried out his duties as a Director of the Company, in particular, where the Director concerned has multiple board representations; and
- to assess the effectiveness of the Board as a whole, its Board Committees and the contribution by each director to the effectiveness of the Board.

The NC is responsible for making recommendations on all Board appointments and re-nominations having regard to the contribution and performance (such as attendance, participation, preparedness and candours) of the Director seeking re-election. The NC is also responsible for review and recommend appropriate training and professional development programmes for the Board and the Directors.

Evaluation of the Board

In assessing and selecting a new suitable Director, if required, consideration will be given to the candidate's background, experience, industry knowledge and appropriate skills relevant to the Company's business (so as to enable the Board to make sound and well-considered decisions), and also whether there are any conflicts of interests with the Company. The Company does not have a formal process for the selection and appointment of new Directors to the Board. However, if required, the Company has or is able to procure search services, contacts and recommendations for the purposes of identifying suitably qualified and experienced persons for appointments to the Board. The Board and the NC will endeavour to ensure that Directors appointed to the Board possess the background, experience, business knowledge, finance and management skills critical to the Company's business. They will also ensure that each Director, with his contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made. The Board is also advised by the continuing sponsor on the suitability of the proposed Directors as required under Rule 226(2)(d) of the Catalist Rules.

CORPORATE GOVERNANCE REPORT

Board appointments are made by way of a Board resolution after the NC has, upon reviewing the resume of the proposed Director and conducting appropriate interviews, recommended such appointments to the Board. Pursuant to the Company's Constitution, each Director is required to retire at least once every three years by rotation and all newly appointed Directors who are appointed by the Board are required to retire at the next annual general meeting of the Company following their appointment. The retiring Directors are eligible to offer themselves for re-election. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his performance, independence or re-nomination as a Director or any other matters in which he has an interest.

The dates of initial appointment and re-election of the Directors are set out below:

Director	Position	Date of initial appointment	Date of last re-election
Dr Chirasak Chiyachantana	Non-Independent Non-Executive Chairman	13 December 2019	29 April 2022
Dr Aphichat Sramoon	Independent Director	13 December 2019	30 April 2021
Mr Kenny Lim Yeow Hua	Lead Independent Director	13 December 2019	29 April 2022

The key information regarding the Directors is set out on page 7 of this annual report.

The NC in determining whether to recommend a Director for re-election will take into consideration such Director's performance and contribution to the Company which includes qualitative and quantitative factors such as performance of principal functions and fiduciary duties, level of participation at meetings, guidance provided to the Management, attendance record and succession planning. The Chairman of the Board will give feedback to the NC on the appointment of new Directors or retirement or resignation of existing Directors, following the outcome of an annual performance evaluation of individual Directors, and the NC will take into consideration his/her views in this regard. In the NC's deliberations on the re-election and re-appointment of existing Directors, the NC will also consider other important factors such as composition of and succession plans for the Board.

Determining Directors' Independence

The NC adheres to Rule 406(3)(d) of the Catalist Rules and the Code's definition of an Independent Director and provisions as to relationships in determining the independence of a Director to determine on an annual basis whether or not a Director is independent. As and when circumstances require, the NC will also assess and determine a Director's independence.

Each Independent Director completes a declaration to confirm his independence on an annual basis. The declaration is drawn up based on the guidelines provided in the Catalist Rules and the Code.

Further, the NC determines annually, and as and when circumstances require, whether a Director is independent, taking into consideration the disclosures by the Directors of any relationships with the Company, its related corporations, its Substantial Shareholders or its officers and the confirmation of independence by each Independent Director.

During the year, the NC had reviewed the independence of Dr Aphichat Sramoon and Mr Kenny Lim Yeow Hua. Each Independent Director has provided an annual confirmation of his independence. The NC carried out the review on the independence of each Independent Director, taking into account the respective Directors' self-declarations and their actual performance on the Board and Board Committees, and is satisfied that the Independent Directors are able to act with independent judgment.

CORPORATE GOVERNANCE REPORT

Commitments of Directors Sitting on Multiple Boards

The NC has considered and is of the view that the number of directorships that a Director can hold and his principal commitments should not be prescriptive as the time commitment for each board membership will vary. The NC also takes into account both the results of the assessment of the effectiveness of the individual Director and their actual conduct during Board and Board Committee meetings and ad-hoc meetings/discussions. In this respect, the NC believes that it would not be necessary to prescribe a maximum number of listed company board representations a Director may hold.

During the year, the NC had reviewed the assessment of the individual Director and the directorships and principal commitments disclosed by each Director and was of the view that the existing directorships and principal commitments of the respective Directors have not impinged their abilities to discharge their duties. Given the full attendance of all Directors of the Board and Board committee meetings and the performance evaluation of the Board, Board Committees and individual Directors during FY2022, the NC is satisfied that all Directors have devoted sufficient time and attention to the affairs of the Company and have adequately carried out their duties as a Director for the Company in FY2022.

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Board performance is linked to the overall performance of the Company. The Board complies with the applicable laws and members of the Board are required to act in good faith, with due diligence and care in the best interests of the Company and its Shareholders.

The NC has adopted a process for an annual evaluation, by way of questionnaire, of the Board's performance and effectiveness as a whole, its Board Committees and also individually, based on the contribution by each Director to the effectiveness of the Board. The appraisal process includes a review of a Director's background, experience, industry knowledge and appropriate skills relevant to the Company's business and also whether there are any conflicts of interests with the Company. The appraisal process also focuses on the evaluation of factors such as the size and composition of the Board, the Board's access to information, the Board processes and accountability, communication with the senior Management and the Directors' standard of conduct.

Each of the Directors has completed a Board Performance Evaluation Checklist, giving their individual assessment and evaluation of the Board's ability and Committees' ability to meet the relevant criteria stated in the Board Performance Evaluation Checklist. In addition, each of the Directors has completed an Individual Directors' Evaluation Checklist, giving their assessment and review of other Directors' performance.

The results of such assessment and evaluation were collated by the Company Secretary and reviewed and considered by the NC, with the appropriate reports or recommendations (including on follow-up actions, if any) provided to the Board.

The Chairman will act on the results of the performance evaluation, and, in consultation with the NC, proposed, where appropriate, new members to be appointed to the Board or seek the resignation of Directors.

The Company did not engage an external facilitator in respect of the Board Performance Evaluation.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

Composition and Terms of Reference of Remuneration Committee

As at the date of this report, the RC comprises the following members:

Mr Kenny Lim Yeow Hua	Chairman
Dr Aphichat Sramoon	Member
Dr Chirasak Chiyachantana	Member

In FY2022, two members of the RC, including the chairman, are independent. All members of the RC are non-executive Directors.

The RC is governed by its written terms of reference. The duties and powers of the RC are, inter alia, as follows:

- to recommend to the Board a framework of remuneration for the Directors and the Management which covers all aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits-in-kind;
- to determine specific remuneration packages for each Executive Director;
- to determine the targets for any performance-related schemes in respect of the Executive Director(s), and to review and recommend to the Board the terms of renewal of their service contracts to ensure that such contracts of service, if any, contain fair and reasonable termination clauses

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

Access to Remuneration Consultants

Members of the RC are familiar with executive compensation matters as they manage their own businesses and/or are holding other directorships. The RC has full authority to engage any external professional to advise on matters regarding executive compensation matters, if required. For FY2022, no remuneration consultant was appointed to review the remuneration of Directors.

LEVEL AND MIX OF REMUNERATION

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

In setting remuneration packages, the Company takes into account the pay and employment conditions within the same industry and in comparable companies, as well as the Company's relative performance and the performance of each individual employee.

CORPORATE GOVERNANCE REPORT

The RC's recommendations are submitted for approval by the Board. No Director is involved in deciding his own remuneration. Each member of the RC will abstain from reviewing and voting on any RC resolution approving his own remuneration and the remuneration packages of persons related to him. The Company does not have an Executive Director currently as it is designated a Cash Company.

Remuneration Structure of Executive Director

Service contract for the Executive Director is for a fixed appointment period. The remuneration for the Executive Director comprises a basic salary component and a variable component, based on the performance of the Company as a whole and his individual performance. The Executive Director does not receive Directors' fees. The Company does not have an Executive Director currently as it is designated a Cash Company.

Remuneration Structure of Key Management Personnel

The remuneration of the key management personnel generally comprises primarily of a basic salary component and a variable component, based on the performance of the Company as a whole and individual performance. The Company does not have a Key Management Personnel currently as it is designated a Cash Company.

Contractual Provisions Protecting the Company's Interests

At the moment, the Company does not use any contractual provisions to reclaim incentive components of remuneration from the Executive Director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The RC, will consider, if required, whether there is a requirement to institute such contractual provisions to allow the Company to reclaim the incentive components of the remuneration of the Executive Director and key management personnel paid in prior years in such exceptional circumstances.

Remuneration Structure of Independent Directors and Non-Executive Directors

The Independent Directors and Non-Executive Directors receive Directors' fees of varying amounts taking into account factors such as their respective roles and responsibilities, effort and time spent for serving on the Board and Committees. The Independent Directors have not been over-compensated to the extent that their independence is compromised.

The Board may, if it considers it necessary, consult experts on the remuneration of Independent Directors and Non-Executive Directors.

The payment of Directors' fees is subject to the approval of Shareholders, and the Board will recommend the remuneration of the Non-Executive Directors for approval by shareholders at the Annual General Meeting of the Company ("AGM"). The Executive Directors do not receive Directors' fees.

Remuneration Framework

The Board is of the view that the current remuneration structure for the Executive Directors, Non-Executive Directors and key management personnel are appropriate to attract, retain and motivate Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

CORPORATE GOVERNANCE REPORT

DISCLOSURE ON REMUNERATION

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

The Board supports and is aware of the need for transparency. However, after deliberation and debate, the Board is of the view that full disclosure of the remuneration of the Directors is not in the best interests of the Company. The Board has taken into account, inter alia, the sensitivity of the matter, the highly competitive business environment the Company operates in and the disadvantages that such disclosure may have on the Company.

The RC will also review the Company's obligations arising in the event of a termination of the Executive Director's and management's contracts of service, to ensure that the contracts of service contain fair and reasonable termination clauses which are not overly generous. The Company has no Executive Directors and key management personnel in FY2022.

Remuneration of Directors

The remuneration bands of the Directors for FY2022 are set out below:

Name of Directors	Salary (%)	Variable bonus (%)	Director fees (%)	Other benefits (%)	Total (%)
Below or equal to S\$100,000:					
Dr Chirasak Chiyachantana	-	-	_(1)	-	-
Dr Aphichat Sramoon	-	-	_(1)	-	-
Mr Kenny Lim Yeow Hua	-	-	100	-	100

Note:

(1) Director fee waived in FY2022

The Company has no key management personnel, other than the Directors of the Company.

None of the full-time employees are related to the Directors and/or substantial Shareholders. The Company does not have any employee who is an immediate family member of a Director, CEO or substantial shareholders, and whose remuneration exceeds S\$100,000 during FY2022.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS, AND AUDIT COMMITTEE

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

Principle 10: The Board has an Audit Committee (“AC”) which discharges its duties objectively.

Risk Management System

Risk management forms part of the responsibilities of the AC.

The Board, assisted by the AC, has oversight of the risk management system in the Company. The practice of risk management is undertaken by the Management under the purview of the AC and the Board. The Company has put in place appropriate risk management processes to evaluate the operating, investment and financial risks of the Company. The Management regularly reviews the Company’s business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Company’s policies and strategies. The Management reviews all significant control policies and procedures and highlights all significant matters to the Board and the AC.

The Board reviews the adequacy and effectiveness of the Company’s risk management systems and internal controls framework, including financial, operational, compliance and information technology controls on an annual basis. Risk awareness and ownership of risk treatments are also continuously fostered across the Company.

Assurance from Chairman and the Lead Independent Director

For FY2022, the Chairman and the Lead Independent Director provided their assurance to the Board that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Company’s operations and finances; and (b) the Company’s risk management and internal control systems are adequate and effective.

Board’s Opinion on Internal Controls

Based on the review and supervision under the AC, the existing internal controls in place and the assurance received from the Chairman and the Lead Independent Director, the Board, with the concurrence of the AC, is of the opinion that, for FY2022, the internal controls in place in the Company to address risks relating to financial, operational, compliance, information technology controls and risk management systems are adequate and effective.

The Board acknowledges that risk is inherent in business and there are commercial risks to be taken in the course of generating a return on business activities. The Board’s policy is that risks should be managed within the Company’s overall risk tolerance.

The system of internal controls and risk management established by the Company provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, frauds or other irregularities.

CORPORATE GOVERNANCE REPORT

Composition and Terms of Reference of Audit Committee

As at the date of this report, the AC comprises the following members:

Mr Kenny Lim Yeow Hua	Chairman
Dr Aphichat Sramoon	Member
Dr Chirasak Chiyachantana	Member

Two members of the AC, including the chairman, are independent. All members of the RC are non-executive Directors.

The members of the AC are appropriately qualified and possess the relevant accounting or related financial management expertise or experience to discharge their responsibilities.

The AC is governed by its written terms of reference. The duties and powers of the AC are, inter alia, as follows:

- assist the Board in the discharge of its responsibilities on financial reporting matters;
- review, with the internal and external auditors, the audit plans, scope of work, their evaluation of the system of internal accounting controls, their management letter and the management's response, and results of the audits compiled by the internal and external auditors;
- review the interim and annual financial statements and results announcements before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other statutory/regulatory requirements;
- review and report to the Board at least annually the adequacy and effectiveness of the Company's internal control procedures addressing financial, operational, compliance, information technology controls and risk management systems and ensure co-ordination between the internal and external auditors, and the management, reviewing the assistance given by the management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the management where necessary);
- review the independence and objectivity of the external auditor;
- review and discuss with the external auditor any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Company's operating results or financial position, and the management's response;
- make recommendations to the Board on the proposals to Shareholders on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- review significant financial reporting issues and judgments with the external auditor so as to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance before their submission to the Board;
- review and approve transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

CORPORATE GOVERNANCE REPORT

- review any potential conflicts of interest;
- review the suitability and the adequacy of the finance team on an on-going basis;
- review and approve all hedging policies and instruments (if any) to be implemented by the Company;
- undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- review the financial risk areas, with a view to providing an independent oversight on the Company's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNET;
- review and establish procedures for receipt, retention and treatment of complaints received by the Company, *inter alia*, criminal offences involving the Company or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Company;
- review the Company's compliance with such functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;
- review arrangements by which the staff may, in confidence, raise concerns about improprieties in matters of financial reporting or other matters, and to ensure that those arrangements are in place for independent investigations of such matters and for appropriate follow-up; and
- generally to undertake such other functions and duties as may be required by law or the Catalist Rules, and by such amendments made thereto from time to time.

The AC has full authority to investigate any matter within its terms of reference, full access to and co-operation from the Management and full discretion to invite any Director, executive officer or other employee of the Company to attend its meetings and is given reasonable resources to enable it to discharge its functions properly and effectively.

Continuing Development of the Audit Committee

The AC meets regularly with the Management and external auditor to keep abreast of any changes to the accounting standards and issues which could have a direct impact on the Company's financial statements. At least once a year and as and when required, the AC meets with the external and internal auditors without the presence of the Management, to review any matters that might be raised privately. For FY2022, the AC has met the external auditors without the presence of Management. No internal audit was conducted in FY2022 as the Company was designated as a Cash Company and has no revenue generating operations. Hence, the AC did not meet the internal auditor without the presence of management in FY2022.

External Audit Function

The AC reviews the scope and results of the audit work, the cost effectiveness of the audit and the independence and objectivity of the external auditor, Messrs BDO LLP ("**BDO**"). During FY2022, the AC has reviewed independence of the external auditor including the nature of non-audit services provided by BDO. The non-audit related services provided by BDO is in relation to tax services. The AC has reviewed the nature and amount of non-audit fees for non-audit related services paid to BDO, as disclosed in Note 12 to the financial statements of the Company and is of the view that the independence and objectivity of the external auditor and other auditors have not been compromised.

CORPORATE GOVERNANCE REPORT

No former partner or director of the Company's current auditing firm or auditing corporation is a member of the AC.

The AC has recommended to the Board the re-appointment of BDO as the Company's external auditor and the Board has accepted the AC's recommendation and the re-appointment will be tabled in the forthcoming annual general meeting.

The Company's external auditor have also briefed the AC on the changes in the financial reporting standards that will take effect in the following years. This ensures that the AC is kept abreast with the changes in financial reporting standards which could have a direct impact on the Company's financial statements.

The Company has appointed member firm of BDO International Limited for its overseas associate. The Board and the AC are satisfied that the appointment of same auditing firms would improve the effectiveness of the audit of the Company. Accordingly, the Company has complied with Rules 712 and 715 of the Catalist Rules.

Whistle Blowing Policy

The Company has put in place a whistle blowing policy where the staff of the Company and third parties may, in confidence, raise concerns via letter or email about possible improprieties in matters of financial reporting or other matters, with the objective of ensuring that arrangements are in place for the independent investigation of such matters for appropriate follow-up action. The whistle blowing policy does not disregard anonymous complaints and every effort will be made to protect the whistleblower's identity. The Company is also committed to ensure protection of the whistleblower against detrimental or unfair treatment.

The AC oversees the administration of the policy and for independent investigations to be carried out, if required, and for the appropriate investigation and follow-up action to be taken. The Chairman of the Audit Committee, Mr Kenny Lim Yeow Hua is designated to receive the whistle blowing reports made in good faith by report submitted to nauticawt.independentdirector@gmail.com or letter sent to the Company registration office, 138 Robinson Road #26-03 Oxley Tower Singapore 068906. All concerns raised will be investigated and appropriate follow-up actions will be taken.

Internal Audit Function

The Board supports the need for an internal audit function where its primary objective is to maintain a system of internal controls and processes to safeguard Shareholders' investment and the Company's assets. The internal auditor's primary role is to assist the Board and the Management to review the effectiveness of the key internal controls, including financial, operational, compliance, information technology controls, and risk management systems on an ongoing basis and to provide an independent and objective evaluation of the adequacy and effectiveness of risk management, controls and governance processes.

For FY2022, the AC did not appoint an internal auditor as the Company does not have any revenue generating business and was designated a Cash Company with effect from 11 December 2020. As there are minimal business and internal control risks arising to be dealt with, the AC reviewed and supervised the internal control function which primarily relates to the corporate related matters based on the current control policy that is already in place.

In FY2022, an internal auditor was appointed for World Industrial Estate Company Limited ("WIE"), the target for a Very Substantial Acquisition (VSA). The internal auditor had since completed the audit and submitted its report to the AC for review.

CORPORATE GOVERNANCE REPORT

The AC will review the adequacy and effectiveness of the Company's internal audit function on an annual basis, where applicable.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

Provision of Information to Shareholders

Shareholders are informed of general meetings through annual reports and circulars sent to all Shareholders through the Company's announcements via SGXNET. The Company ensures that timely and adequate disclosure of information on matters with material impact on the Company are made to Shareholders, in compliance with the Catalist Rules.

Proxies

The Company's Constitution allows Shareholders to attend and vote at general meetings of the Company by proxies. A Shareholder may appoint up to 2 proxies to attend and vote on his behalf at a general meeting through proxy form deposited 48 hours before the meeting. However, the Company allows Shareholders who are relevant intermediaries (as defined in Section 181(6) of the Companies Act 1967 of Singapore) to appoint more than 2 proxies to attend and vote at the same general meeting.

In conjunction with the notices of general meetings, Shareholders are provided with the proxy forms which include the instructions on voting.

Shareholders (whether individuals or corporates) who wish to exercise their votes must submit a proxy form to appoint the chairman of the AGM (the "Chairman") to vote on their behalf.

Procedure of General Meetings

The Company will also appoint a polling agent and an independent external party as scrutineer who will attend the general meetings to ensure that the polling process is properly carried out.

Prior to the general meetings, the scrutineer will review the proxies and the poll voting system and attends to the proxy verification process to ensure that the proxy and poll voting information is compiled correctly. The rules, including the voting process, shall be explained by the scrutineers at general meetings.

Separate resolutions on each distinct issue are tabled at general meetings. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.

Shareholders (whether individuals or corporates) appointing the Chairman as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form. All resolutions are conducted by poll (by way of poll voting slips collected after all resolutions have been proposed and seconded), in the presence of independent scrutineers. The results of the poll showing the number of votes cast for and against each resolution and the respective percentages are shown to shareholders of the Company at the meeting after all the resolutions have been put to the poll and will be published on SGXNET thereafter.

CORPORATE GOVERNANCE REPORT

In light of the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (“COVID-19 Order”), the Company will be conducting the general meetings wholly by way of electronic means pursuant to First Schedule of the COVID-19 Order.

Attendees at General Meetings

Shareholders may submit any questions they may have in advance in relation to any resolutions set out in the notice of AGM via email to the Company. The Company will endeavour to address substantial and relevant questions relating to the resolutions prior to or at the AGM and EGM via live webcast and audio only means. The Board, Management and external auditor (if applicable) are generally present at these meetings.

Details of the Board attendance for the three (3) general meetings held in FY2022 is as follows:

Date of Meeting	Nature	Dr Chirasak Chiyachantana	Dr Aphichat Sramoon	Mr Kenny Lim Yeow Hua
4 January 2022	EGM	Present	Present	Present
29 April 2022	AGM	Present	Absent	Present
29 April 2022	EGM	Present	Absent	Present

Voting in Absentia

The Constitution allows Directors, at their sole discretion, to approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. Voting in absentia such as voting via mail, electronic mail or facsimile at the general meetings may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through the web is not compromised.

Minutes of General Meetings

Minutes of general meetings (including minutes of AGM), which include substantial comments or queries from Shareholders and responses from the Board and Management, will be published within one month after the date of the meeting via SGXNET.

Dividend Policy

The Company currently does not have a formal dividend policy. The form, frequency and amount of future dividends on our shares will depend on our cash and retained earnings, expected and actual future earnings, working capital requirements, general financing conditions, projected levels of capital expenditure and other investment plans, restrictions on payments of dividends imposed on the Company by the financial arrangements (if any) as well as general business conditions and other factors as the Directors may, in their absolute discretion, deem appropriate. The Company recorded a loss for FY2022, accordingly no dividend was declared for the period.

CORPORATE GOVERNANCE REPORT

ENGAGEMENT WITH SHAREHOLDERS

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

Disclosure of information on timely basis

The Company is firmly committed to corporate governance and transparency by disclosing to its stakeholders, including its Shareholders, as much relevant information as is possible, in a timely, fair and transparent manner as well as to hearing its Shareholders' views and addressing their concerns. By supplying Shareholders with reliable and timely information, the Company is able to strengthen the relationship with its Shareholders based on trust and accessibility.

The Company has adopted policies and procedures that comply with the disclosure requirements under the SGX-ST Listing Rules, having regard to the recommendations of the 2018 Code. The Board seeks to provide the shareholders with a balanced and understandable assessment of the Company's performance, position and prospects through the announcement of half year and full year financial results (half yearly financial results are released within 45 days after the end of each half year while full year financial results are released within 60 days after the financial year end), corporate actions and other material information via SGXNET.

Communication with Shareholders

The Company communicates with Shareholders and the investment community through timely release of announcements via the SGXNET, including the Company's financial results announcements which are published through the SGXNET on a half yearly basis. Financial results announcements and annual reports are announced or issued within the mandatory period prescribed.

General meetings have been and are still the principal forum for dialogue with Shareholders. Shareholders' views are sought at general meetings, and Shareholders are given the opportunity to air their views and ask Directors and Management questions regarding the Company.

Shareholders may also provide any feedback they may have about the Company to the Company's registered address at 138 Robinson Road #26-03 Oxley Tower Singapore 068906.

Investor Relations Practices

The Company's Management and Directors are also focus on facilitating the communications with all stakeholders – Shareholders, regulators, analysts and media, etc – on a regular basis, to attend to their queries or concerns as well as to keep the investors public apprised of the Company's corporate developments and financial performance.

Shareholders can contact the Company at the above registered address. The Company has procedures in place for following up and responding to stakeholders queries as soon as applicable.

CORPORATE GOVERNANCE REPORT

MANAGING STAKEHOLDERS' RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDER

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

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to secure the long-term future of the Company. The Company's efforts on sustainability are focused on creating sustainable value for our key stakeholders, which include communities, customers, staff, regulators and shareholders.

The Company does not practice selective disclosure. Price sensitive information is released on SGXNET on a timely basis as required by the Catalist Rules. Financial results and annual reports are announced or issued within the mandatory periods. The release of such timely and relevant information is crucial to good corporate governance and enables Shareholders to make informed decisions in respect of their investments in the Company.

Taking into consideration that the Company is currently a Cash Company and costs factors, the Company had taken a pragmatic approach in not establishing a corporate website.

OTHER CORPORATE GOVERNANCE MATTERS

DEALINGS IN SECURITIES

The Company has adopted a policy which prohibits dealings in the securities of the Company by the Directors and employees of the Company while in possession of price- or trade-sensitive information. Under this policy, the Company, the Directors and employees of the Company are not permitted to deal with the securities of the Company during the period commencing one month before the announcement of the Company's half-year and full year results and ending on the date of the announcement.

In addition, the Directors and employees are also discouraged from dealing in the Company's securities on short-term considerations and are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. The Board is kept informed when a Director trades in the Company's securities.

DISCLOSURE OF MATERIAL CONTRACTS

Save for the second WIE SPA dated 21 March 2023 as disclosed in the Chairman's Message section, there were no material contracts of the Company and its associate involving the interests of each Director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

CORPORATE GOVERNANCE REPORT

INTERESTED PERSON TRANSACTIONS

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and that the transactions are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. All interested person transactions are subject to review by the AC to ensure compliance with established procedures.

No general mandate pursuant to Rule 920(1)(a)(i) of the Catalist Rules has been obtained from Shareholders in respect of interested person transactions for FY2022.

There was no disclosable interested person transaction for FY2022.

NON-SPONSORSHIP FEES

The non-sponsor fees paid to the Continuing Sponsor, UOB Kay Hian Private Limited, for FY2022 was S\$105,000. The Company has appointed SAC Capital Private Limited to act as its Continuing Sponsor, in place of UOB Kay Hian Private Limited, with effect from 31 December 2022.

THE AC'S COMMENTS ON KEY AUDIT MATTER ("KAM")

With respect to the Independent Auditor's Report for FY2022, in line with the recommendations by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and the SGX-ST, the AC can play an important role to improve transparency and enhance the quality of corporate reporting by providing a commentary on KAM. The AC has considered the KAM presented by the external auditor together with management in the Independent Auditor's Report. The AC reviewed the KAM and concurred and agreed with the external auditor and management on their assessment, judgements and estimates on the significant matter reported by the external auditor.

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NAUTICAWT LIMITED

DIRECTORS' STATEMENT

The directors of NauticAWT Limited (the "Company") present their statement to the members together with the audited financial statements of the Company for the financial year ended 31 December 2022.

1. Opinion of the Directors

In the opinion of the Board of Directors,

- (a) the financial statements of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2022, and of the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date; and
- (b) at the date of this statement, with the continuing financial support from the controlling shareholder, and as disclosed in Note 2.1 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

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

Dr Chirasak Chiyachantana
Dr Aphichat Sramoon
Mr Lim Yeow Hua @ Lim You Qin

3. 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 object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

4. Directors' interests in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company under the Section 164 of the Singapore Companies Act 1967 (the "Act"), none of the directors who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Shareholdings registered in the names of Directors or nominees	
	Balance at 1 January 2022	Balance at 31 December 2022
<u>The Company</u> NauticAWT Limited		
Dr Chirasak Chiyachantana	400,000,000	400,000,000

DIRECTORS' STATEMENT

4. Directors' interests in shares or debentures (Continued)

By virtue of Section 7 of the Act, Dr Chirasak Chiyachantana is deemed to have an interest in all the related corporations of the Company at the beginning and at the end of the financial year.

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited (SGX-ST), the directors of the Company state that, according to the Register of Directors' Shareholdings, the directors' interest as at 21 January 2023 in the shares of the Company have not changed from those disclosed as at 31 December 2022.

5. Share options

There were no options granted by the Company during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under options as at the end of the financial year.

6. Audit committee

The Audit Committee of the Company is chaired by Mr. Lim Yeow Hua @ Lim You Qin, an Independent Director, and includes Dr. Aphichat Sramoon, an Independent Director. The Audit Committee has met two times since the last Annual General Meeting and has carried out its functions in accordance with section 201B(5) of the Act, including the following:

- (i) reviewed the overall scope of the external audits and the assistance given by the Company's officers to the auditors;
- (ii) reviewed the audit plan of the Company's external auditors and any recommendations on the Company's internal accounting controls arising from the statutory audit;
- (iii) reviewed the half year and full year results announcements and annual financial statements before submission to the Board of Directors for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant judgements resulting from the audit, the going concern statement, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other statutory or regulatory requirements;
- (iv) reviewed the adequacy and effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls and risk management systems;
- (v) 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 Audit Committee;

DIRECTORS' STATEMENT

6. Audit committee (Continued)

- (vi) reviewed the 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;
- (vii) reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- (viii) reviewed the nature and extent of non-audit services provided by the external auditor;
- (ix) 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;
- (x) reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considered appropriate;
- (xi) reviewed the interested person transactions (as defined in Chapter 9 of the Catalist Rules);
- (xii) reviewed the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safety raised, independently investigated and appropriately followed up on, and ensured that the Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns;
- (xiii) reviewed any potential conflicts of interest;
- (xiv) undertook other reviews and projects as may be requested by the Board and report to the Board of Directors the findings from time to time on matters arising and requiring the attention of the Audit Committee;
- (xv) reviewed and established procedures for receipt, retention and treatment of complaints received by the Company, *inter alia*, criminal offences involving the Company or the employees, questionable accounting, auditing, business, safety or other matters that impact negatively in the Company; and
- (xvi) generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time.

The Audit Committee confirmed that it has undertaken a review of all non-audit services provided by the external auditors to the Company and is satisfied that the nature and extent of such services would not affect the independence of the external auditors.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its functions properly. It also has full discretion to invite any Director and Executive Officer of the Company to attend its meetings. The external auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the Board of Directors the nomination of BDO LLP, for re-appointment as external auditors of the Company at the forthcoming Annual General Meeting.

NAUTICAWT LIMITED

DIRECTORS' STATEMENT

7. Independent auditors

The independent auditors, BDO LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

Dr Chirasak Chiyachantana
Director

Mr Lim Yeow Hua @ Lim You Qin
Director

6 April 2023

INDEPENDENT AUDITORS' REPORT

To the Members of NauticAWT Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of NauticAWT Limited (the "Company"), which comprise:

- the statement of financial position of the Company as at 31 December 2022;
- the statement of comprehensive income, statement of changes in equity, and statement of cash flows of the Company for the financial year then ended; and
- notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) (SFRS(I)s) so as to give a true and fair view of the financial position of the Company as at 31 December 2022, and of the financial performance, changes in equity and cash flows 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 *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 to the financial statements, which indicates that the Company incurred a net loss of S\$854,915 for the financial year ended 31 December 2022. As at 31 December 2022, the Company's total current liabilities exceeded its total current assets by S\$1,649,724.

The ability of the Company to continue as a going concern is highly dependent on the financial ability of the controlling shareholder in providing funds to the Company in order to meet its debt obligations and working capital requirements.

These events or conditions, along with other matters as set forth in Note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITORS' REPORT

To the Members of NauticAWT Limited

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.

KEY AUDIT MATTER	AUDIT RESPONSE
<p>1 Impairment assessment of investment in an associate</p> <p>As at 31 December 2022, the carrying amount of the Company's investment in an associate amounted to S\$2,069,798.</p> <p>During the financial year ended 31 December 2022, the management carried out an impairment assessment to determine if there is any indication of impairment loss or reversal of impairment previously made in the investment in an associate.</p> <p>Management determined the recoverable amounts based on the value-in-use calculations by estimating the discounted future cash flows to be derived from the associate. Arising from the assessment, a reversal of impairment previously made of S\$56,535 was recognised during the financial year.</p> <p>We focused on the impairment assessment of investment in an associate as a key audit matter owing to the significant management judgements and estimates involved in the key assumptions used in discounted cash flows forecast, such as the revenue growth rate, terminal growth rate and the discount rate.</p> <hr/> <p>Refer to Notes 2.3, 3.2(i) and 4 to the accompanying financial statements.</p>	<p>We performed the following audit procedures, amongst others:</p> <ul style="list-style-type: none"> • Discussed with management and evaluated the reasonableness of the key assumptions made by management in preparing the discounted cash flows, including performing analytical procedures and comparing the revenue growth rate against historical performance and industry outlook and terminal growth rate against market data, as appropriate; • Engaged our internal valuation specialists to evaluate reasonableness of the discount rate used; • Performed sensitivity analysis around the key assumptions, including the revenue growth rate, terminal growth rate and discount rate used in the cash flow forecasts; and • Assessed the adequacy of the disclosure in the financial statements with respect to impairment assessment of investment in an associate.

NAUTICAWT LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of NauticAWT Limited

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditors' 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)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

INDEPENDENT AUDITORS' REPORT

To the Members of NauticAWT Limited

Auditors' 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 auditors' 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 skepticism 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company 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 Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the company audit. We remain solely responsible for our audit opinion.

NAUTICAWT LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of NauticAWT Limited

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

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.

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 auditors' 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, have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Yeo Siok Yong.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
6 April 2023

NAUTICAWT LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Note	2022 S\$	2021 S\$
ASSETS			
Non-current assets			
Investment in an associate	4	2,069,798	2,202,596
Current assets			
Other receivables	5	115,645	47,678
Cash and bank balances	6	5,263	196
		120,908	47,874
Total assets		2,190,706	2,250,470
EQUITY AND LIABILITIES			
Equity			
Share capital	7	16,268,642	16,268,642
Other capital reserve	8	3,064,907	3,064,907
Share options reserve	9	146,358	146,358
Foreign currency translation reserve	10	(146,717)	(102,904)
Accumulated losses		(18,913,116)	(18,058,201)
Total equity		420,074	1,318,802
Current liabilities			
Other payables	11	1,707,473	931,668
Income tax payable		63,159	-
Total liabilities		1,770,632	931,668
Total equity and liabilities		2,190,706	2,250,470

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

NAUTICAWT LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 S\$	2021 S\$
<u>Other items of expense</u>			
Administrative expenses		(697,261)	(774,763)
Share of loss of an associate	4	(93,765)	(166,601)
Loss before income tax	12	(791,026)	(941,364)
Income tax expense	13	(63,889)	-
Loss for the financial year		(854,915)	(941,364)
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations, net of tax and currency translation differences of the Company's financial statements		(43,813)	(169,401)
Total other comprehensive income for the financial year, net of tax		(43,813)	(169,401)
Total comprehensive income for the financial year		(898,728)	(1,110,765)
Loss per share			
- Basic and diluted	14	(0.11)	(0.12)

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

NAUTICAWT LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Share capital	Other capital reserve	Share options reserve	Foreign currency translation reserve	Accumulated losses	Total equity
	S\$	S\$	S\$	S\$	S\$	S\$
Balance at 1 January 2022	16,268,642	3,064,907	146,358	(102,904)	(18,058,201)	1,318,802
Loss for the financial year	-	-	-	-	(854,915)	(854,915)
Other comprehensive income						
Exchange differences on translation of foreign operations and currency translation differences of the Company's financial statements	-	-	-	(43,813)	-	(43,813)
Total comprehensive income	-	-	-	(43,813)	(854,915)	(898,728)
Balance at 31 December 2022	16,268,642	3,064,907	146,358	(146,717)	(18,913,116)	420,074
Balance at 1 January 2021	16,268,642	3,064,907	146,358	66,497	(17,116,837)	2,429,567
Loss for the financial year	-	-	-	-	(941,364)	(941,364)
Other comprehensive income						
Exchange differences on translation of foreign operations and currency translation differences of the Company's financial statements	-	-	-	(169,401)	-	(169,401)
Total comprehensive income	-	-	-	(169,401)	(941,364)	(1,110,765)
Balance at 31 December 2021	16,268,642	3,064,907	146,358	(102,904)	(18,058,201)	1,318,802

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

NAUTICAWT LIMITED

**STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

	2022	2021
	S\$	S\$
Operating activities		
Loss before income tax	(791,026)	(941,364)
Adjustments for:		
(Reversal of)/Allowance for impairment loss on investment in an associate	(56,535)	20,532
Share of loss of an associate	93,765	166,601
Operating cash flows before working capital changes	(753,796)	(754,231)
Working capital changes:		
Other receivables	(70,713)	126,238
Other payables	(97,187)	(54,589)
Net cash used in operating activities	(921,696)	(682,582)
Financing activity		
Advances from controlling shareholder (Note A)	926,810	590,521
Net cash generated from financing activity	926,810	590,521
Net change in cash and bank balances	5,114	(92,061)
Cash and bank balances at beginning of financial year	196	96,914
Exchange difference on cash and bank balances	(47)	(4,657)
Cash and bank balances at end of financial year (Note 6)	5,263	196

Note A: Reconciliation of liabilities arising from financing activity

The table below details changes in the Company's liabilities arising from financing activity, including both cash and non-cash changes.

	1 January	Foreign		31 December
	2022	exchange	Cash flows	2022
	S\$	movement	S\$	S\$
Advances from controlling shareholder	590,521	(34,593)	926,810	1,482,738
	1 January	Foreign		31 December
	2021	exchange	Cash flows	2021
	S\$	movement	S\$	S\$
Advances from controlling shareholder	-	-	590,521	590,521

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

NAUTICAWT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

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

1. General corporate information

NauticAWT Limited (the “Company”) is a limited liability company incorporated and domiciled in the Republic of Singapore. The Company is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The Company’s registered office and the principal place of business is located at 138 Robinson Road #26-03 Oxley Tower Singapore 068906. The Group’s controlling shareholder is Dr Chirasak Chiyachantana.

The principal activity of the Company is investment holding. The principal activity of the associate is disclosed in Note 4 to the financial statements.

2. Summary of significant accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) and are prepared under the historical cost convention, except as disclosed in the accounting policies below and on a going concern basis.

The Company incurred a net loss of S\$854,915 (2021: S\$941,364) for the financial year ended 31 December 2022. As at 31 December 2022, the Company’s total current liabilities exceeded its total current assets by S\$1,649,724 (2021: S\$883,794).

In assessing the appropriateness of the going concern assumptions of the Company, the Directors are however of the view that the use of going concern assumption to prepare the financial statements is appropriate based on the following factors:

- i. The controlling shareholder has provided personal undertakings to provide an interest-free loan advance of S\$2.2 million to the Company;
- ii. The Directors of the Company have carried out a detailed review of the cash flow forecast of the Company for the next 16 months after the end of the financial year. Based on such forecast, the Directors of the Company have estimated that adequate liquidity exists to finance the working capital requirements of the Company for the next 16 months;
- iii. Subsequent to the end of the reporting year, the Company obtained additional advances of S\$170,000 from the controlling shareholder;

NAUTICAWT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

- iv. As disclosed in Note 18, on 14 February 2023, the Company has received 255,000 ordinary shares and 40,000 preference shares in Chokdee Dimsum Corporation Company Limited (“Chokdee”) from Mr. Kritsada Tunpow, who is a director of Chokdee. Upon the completion, the Company holds 955,000 ordinary shares and 40,000 preference shares, representing approximately 48.8% of the issued share capital and 52.5% of the voting rights in Chokdee. Pursuant to the settlement, Chokdee became a subsidiary of the Company. The Directors of the Company have estimated that there will be positive cash flow generated from Chokdee for the financial year ending 31 December 2023; and
- v. As disclosed in Note 18, on 21 March 2023, the Company entered into a conditional share purchase agreement with World Corporation Public Company Limited in relation to the proposed acquisition of approximately 99.5% of the economic interest of World Industrial Estate Co., Ltd. with total consideration of S\$27,000,000 by way of issuance of such number of ordinary shares of the Company at an issue price to be determined at a later date. The proposed acquisition presents an opportunity for the Company to acquire a new operating business to meet the SGX-ST’s requirements of a new listing on Catalist and allowing the Company to maintain its listing status on the SGX-ST.

Notwithstanding the above, the Directors acknowledge that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern, which is highly dependent on the financial ability of the controlling shareholder in providing funds to the Company in order to meet its debt obligations and working capital requirements.

Should the Company be unable to discharge its liabilities in the normal course of business which may lead to the Company being unable to continue in operational existence for the foreseeable future, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Company may need to reclassify non-current assets to current assets. No such adjustments have been reflected in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of financial statements (Continued)

The financial statements of the Company are presented in Singapore dollar as the Company operates in Singapore regulated environment. The financial statements are expressed in Singapore dollar, unless otherwise stated. The financial statements of the Company are measured in Thailand Baht which is the currency of the primary economic environment in which the entity operates (its functional currency).

The preparation of financial statements in conformity with SFRS(I)s requires the management to exercise judgement in the process of applying the Company's accounting policies and requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the financial year, and the reported amounts of revenue and expenses during the financial year. Although these estimates are based on management's best knowledge of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year, or in the financial year of revision and future years if the revision affects both current and future financial years.

Critical accounting judgements and key sources of estimation uncertainty used that are significant to the financial statements are disclosed in Note 3 to the financial statements.

New standards, amendments and interpretations effective from 1 January 2022

The new standards, amendments to standards, and interpretations published that will be applied for the first time by the Company are not expected to impact the Company as they are either not relevant to the Company's business activities or require accounting which is consistent with the Company's current accounting policies.

NAUTICAWT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of financial statements (Continued)

New standards, amendments and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I)s were issued but not yet effective, and have not been adopted early in these financial statements:

		Effective date (annual periods beginning on or after)
SFRS(I) 17	: Insurance Contracts	1 January 2023
Various	: Amendments to SFRS(I) 17	1 January 2023
Various	: Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies	1 January 2023
SFRS(I) 1-8 (Amendments)	: Definition of Accounting Estimates	1 January 2023
SFRS(I) 1-12, SFRS(I) 1 (Amendments)	: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
SFRS(I) 16 (Amendments)	: Lease Liability in a Sale and Leaseback	1 January 2024
SFRS(I) 1-1 (Amendments)	: Classification of Liabilities as Current or Non-current	1 January 2024
SFRS(I) 17	: Amendments to SFRS(I) 17: Initial Application of SFRS(I) 17 and SFRS(I) 9 – Comparative Information	1 January 2024
Various	: Amendments to SFRS(I) 1-1: Non- current liabilities with covenants	1 January 2024
SFRS(I) 10 and SFRS(I) 1- 28 (Amendments)	: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation of financial statements (Continued)

Consequential amendments were also made to various standards as a result of these new or revised standards.

Management anticipates that the adoption of the above SFRS(I)s in future periods, if applicable, will not have a material impact on the financial statements of the Company in the period of their initial adoption.

2.2 Associate

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

Associate is initially recognised in the statement of financial position at cost and subsequently accounted for using the equity method less any impairment losses. On acquisition of the investment, when the Company's share of the fair value of the identifiable net assets of the associate exceeds the cost of acquisition paid by the Company, the excess is recognised in profit and loss as part of the share of profit from associate. Any premium paid for an associate above the fair value of the Company's share of the identifiable assets, liabilities and contingent liabilities acquired is included in the carrying amount of the investment in associate.

In applying the equity method of accounting, the Company's share of associate's post-acquisition results and other comprehensive income is recognised in the statement of comprehensive income. These post-acquisition movements and distributions received are adjusted against the carrying amount of the investments. When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured non-current receivables, the Company does not recognise further losses, unless it has incurred legal or constructive obligations or has made payments on behalf of the associate. If the associate subsequently reports profits, the Company resumes recognising its share of those profits after its share of the profits equals the share of losses not recognised.

Unrealised gains on transactions between the Company and its associate is eliminated to the extent of the Company's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

After application of the equity method of accounting, the Company determines whether it is necessary to recognise any additional impairment loss with respect to the Company's net investments in associates.

The financial statements of the associate is prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.2 Associate (Continued)

Upon loss of significant influence over the associate, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the aggregate of the retained investment and proceeds from disposal is recognised in profit or loss.

2.3 Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment loss and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups of assets. Impairment loss is recognised in profit or loss.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value-in-use. Recoverable amount is determined for individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, the recoverable amount is determined for the cash-generating unit to which the assets belong. The fair value less costs to sell is the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable willing parties less costs of disposal. Value-in-use is the present value of estimated future cash flows expected to be derived from the continuing use of an asset and from its disposal at the end of its useful life, discounted at pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset or cash-generating unit for which the future cash flow estimates have not been adjusted.

An assessment is made at the end of each reporting period as to whether there is any indication that an impairment loss recognised in prior periods for an asset may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. An impairment loss recognised in prior periods is reversed only if there has been a change in the estimates used to determine the 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. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment loss are recognised in profit or loss. After such a reversal, the depreciation or amortisation is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.4 Financial assets

The Company recognise a financial asset in its statement of financial position when, and only when, the Company become a party to the contractual provisions of the instrument.

The Company classify its financial assets into one of the categories below, depending on the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Company shall reclass their affected financial assets when and only when the Company changes its business model for managing these financial assets. Other than financial assets in a qualifying hedging relationship, the Company's accounting policy for each category is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

Impairment provision for other receivables are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Company's financial assets measured at amortised cost comprise other receivables (excluding prepayments) and cash and bank balances in the statements of financial position.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

2.5 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash and deposits with banks. Cash and cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.6 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity and recognised at the fair value of the consideration received. Incremental costs directly attributable to the issuance of new equity instruments are shown in the equity as a deduction from the proceeds.

2.7 Financial liabilities

The Company recognise a financial liabilities in its statement of financial position when, and only when, the Company become a party to the contractual provisions of the instrument.

The Company determine the classification of its financial liabilities at initial recognition.

(i) Other payables

Other payables are recognised initially at cost which represents the fair value of the consideration to be paid in the future, less transaction cost, for goods received or services rendered, whether or not billed to the Company, and are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Company derecognises its financial liabilities when, and only when, the Company's obligations are discharged or cancelled or expired. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

2.8 Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity, or in other comprehensive income.

Current income tax

Current income tax expense is the expected tax payable on the taxable income for the financial year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to income tax payable in respect of previous financial years. Taxable income differs from profit reported as profit or loss because it excluded items of income or expenses that are taxable or deductible in other years and it further excludes items of income or expenses that are not taxable or tax deductible.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.8 Taxes (Continued)

Deferred tax

Deferred tax is provided, using the balance sheet liability method, for 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 is measured using the tax rates expected to be applied to the temporary differences when they are realised or settled, based on tax rates enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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 profits will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same tax authority and where there is intention to settle the current tax assets and liabilities on a net basis.

Deferred tax liabilities are recognised for all taxable temporary differences associated with investments in associate, except where the timing of the reversal of the temporary difference can be controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

2. Summary of significant accounting policies (Continued)

2.9 Foreign currency transactions and translation

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting financial statements, the assets and liabilities of the Company's foreign operations (including comparatives) are expressed in Singapore dollar using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, are recognised initially in other comprehensive income and accumulated in the Company's foreign currency translation reserve.

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

On disposal of a foreign operation, the accumulated foreign currency translation reserve relating to that operation is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

3. Critical accounting judgements and key sources of estimation uncertainty

3.1 Critical judgements made in applying the accounting policies

In the process of applying the accounting policies, the management is of the opinion that there are no critical judgements involved that have a significant effect on the amounts recognised in the financial statements except as discussed below.

(i) Determination of functional currency

The Company measures foreign currency transactions in the functional currency of the Company. In determining the functional currency of the Company, judgement is required to determine the currency that mainly influences sales prices of its products and of the country whose competitive forces and regulations mainly determine the sales prices of its good. The functional currency of the Company is determined based on management's assessment of the economic environment in which the entity operate and the entity's process of determining sales prices.

3.2 Key sources of estimation uncertainty

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

(i) Impairment of investment in an associate

The Company follows the guidance of SFRS(I) 1-36 *Impairment of Assets*, in determining whether investment in associate is impaired. This determination requires significant judgements and assumptions. The Company evaluates, among other factors, the duration and extent to which the recoverable amount of an investment is less than its carrying amount, the financial health and near-term business outlook of the investments, including factors such as industry and sector performance, changes in operational and financing cash flows.

Investment in an associate is tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. The recoverable amounts of the assets and where applicable, cash-generating units ("CGU") have been determined based on value-in-use calculations. The value-in-use calculation requires the Company to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. The Company's carrying amount of investment in an associate as at 31 December 2022 were S\$2,069,798 (2021: S\$2,202,596) and reversal of impairment loss on investment in associate of S\$56,535 (2021: allowance of impairment loss on investment in associate of S\$20,532) was recognised during the financial year ended 31 December 2022 as disclosed in Note 4 to the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

4. Investment in an associate

	2022	2021
	S\$	S\$
Unquoted equity investment, at cost	3,072,127	3,072,127
Bargain purchase	69,617	69,617
Share of post-acquisition results, net of tax	(826,170)	(732,405)
Share of other comprehensive income, net of tax	33,446	33,446
	<u>2,349,020</u>	<u>2,442,785</u>
Less: allowance for impairment loss	-	(56,535)
Currency re-alignment	(279,222)	(183,654)
	<u>2,069,798</u>	<u>2,202,596</u>

Movement in allowance for impairment loss was as follows:

	2022	2021
	S\$	S\$
Balance at beginning of financial year	56,535	36,003
(Reversal of)/Allowance for impairment loss recognised	(56,535)	20,532
Balance at end of financial year	<u>-</u>	<u>56,535</u>

As at 31 December 2022, the Company carried out an impairment assessment to determine if there is any indication of impairment loss or reversal of impairment previously made in the investment in an associate based on the existing performance of associate. The assessment was made with reference to its recoverable amount which has been determined based on its value-in-use calculations covering a period of 5 years and projection to terminal year using the following key assumptions. Following the review, a reversal of impairment loss of S\$56,535 (2021: allowance for impairment loss of S\$20,532) was recognised in the current financial year due to the favourable market condition in the food and beverage industries subsequent to the recovery from COVID-19 pandemic.

	31 December	31 December
	2022	2021
	%	%
Revenue growth rate	3 to 27	13 to 27
Terminal growth rate	3	3
Discount rate	<u>12.17</u>	<u>12.17</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

4. Investment in an associate (Continued)

The details of associate are as follows:

Name	Country of incorporation/ principal place of business	Principal activities	Effective equity interest	
			2022 %	2021 %
<u>Held by Company</u>				
Chokdee Dimsum Corporation Company Limited ⁽¹⁾	Thailand	Food and beverage	35	35

⁽¹⁾ Audited by Audit Company Limited, member firm of BDO International Limited

The summarised financial information below reflects the amount presented in the financial statements of associate adjusted for fair value adjustment, but not adjusted for the proportion of ownership interest held by the Company.

	2022 S\$	2021 S\$
<u>Income and expenses</u>		
Revenue	3,032,965	2,723,507
Loss for the financial year	(267,900)	(476,003)
Other comprehensive income	-	-
Total comprehensive income	(267,900)	(476,003)
<u>Assets and liabilities</u>		
Non-current assets	6,201,299	9,498,384
Current assets	2,057,550	403,795
Non-current liabilities	(1,058,605)	(1,317,787)
Current liabilities	(1,286,536)	(2,129,732)
Net assets	5,913,708	6,454,660

Reconciliation of summarised financial information presented, to the carrying amount of the Company's interest in associate, is as follows:

	2022 S\$	2021 S\$
Net assets of associate	5,913,708	6,454,660
Proportion of equity interest in the associate	35%	35%
Company's share of interest in the associate	2,069,798	2,259,131
Less: allowance for impairment loss	-	(56,535)
Carrying amount	2,069,798	2,202,596

NAUTICAWT LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022****5. Other receivables**

	2022	2021
	S\$	S\$
Deposits	110,000	-
Prepayments	5,645	47,678
Total other receivables	<u>115,645</u>	<u>47,678</u>

The deposits pertained to the refundable deposits paid for the appointment of the continuing sponsor.

The currency profile of other receivables as at end of the financial year is Singapore dollar.

6. Cash and bank balances

	2022	2021
	S\$	S\$
Cash and bank balances	<u>5,263</u>	<u>196</u>

The currency profile of cash and bank balances as at end of the financial year are as follows:

	2022	2021
	S\$	S\$
Singapore dollar	5,172	59
Thailand baht	91	137
	<u>5,263</u>	<u>196</u>

7. Share capital

	2022	2021
	S\$	S\$
<u>Issued and paid up</u>		
794,186,046 ordinary shares as at the beginning and end of financial year	<u>16,268,642</u>	<u>16,268,642</u>

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

8. Other capital reserve

The other capital reserve represents:

- (i) Share conversion reserve as a result of the equity component of convertible debt instruments;
- (ii) Other capital reserve which is the excess over the share capital for the conversion of convertible debt instrument in prior years and fair value of convertible notes; and
- (iii) Gain on issuance of shares pursuant to debt restructuring in year 2019.

9. Share options reserve

The share options reserve represents the value of service received from employees of the Company relating to equity settled share-based payment transactions.

10. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of a foreign operation whose functional currency is different from that of the Company's presentation currency and currency translation differences of the Company's financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

11. Other payables

	2022	2021
	S\$	S\$
Other Payables		
- third parties	77,093	144,347
- controlling shareholder	1,482,738	590,521
Accrued expenses	147,642	196,800
Total other payables	<u>1,707,473</u>	<u>931,668</u>

Other payables due to controlling shareholder are unsecured, non-interest bearing, repayable on demand and expected to be settled in cash.

The currency profile of other payables as at end of the financial year are as follows:

	2022	2021
	S\$	S\$
Singapore dollar	223,515	339,829
Thailand baht	1,482,738	590,521
Malaysia ringgit	1,220	1,318
	<u>1,707,473</u>	<u>931,668</u>

12. Loss before income tax

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, the above includes the following charges:

	2022	2021
	S\$	S\$
(Reversal of)/Allowance for impairment loss on investment in an associate	(56,535)	20,532
Audit fees		
- Auditors of the Company:	90,000	110,000
Non-audit fees		
(i) Audit related services		
- auditors of the Company	98,000	49,000
(ii) Non-audit related services		
- auditors of the Company	<u>1,800</u>	<u>1,800</u>

NAUTICAWT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

13. Income tax expense

	2022	2021
	S\$	S\$
Current income tax		
- Under provision in respect of prior financial years	63,889	-
Total income tax expense recognised in profit or loss	63,889	-

Reconciliation of effective income tax rate:

The income tax expense varied from the amount of income tax expense determined by applying the applicable income tax rate of 17% (2021: 17%) to loss before income tax as a result of the following differences:

	2022	2021
	S\$	S\$
Loss before income tax	(791,026)	(941,364)
Share of loss of an associate, net of tax	93,765	166,601
	(697,261)	(774,763)
Income tax calculated using applicable tax rate of 17% (2021: 17%)	(118,534)	(131,710)
Tax effect on non-deductible expenses	118,534	131,710
Under provision of income tax in respect of prior financial years	63,889	-
	63,889	-

Unrecognised deferred tax assets are attributable to:

	2022	2021
	S\$	S\$
Unutilised tax losses	626,223	657,081

As at 31 December 2022, the Company has unutilised tax losses of approximately S\$3,684,000 (2021: S\$3,865,000) available for offsetting against future taxable income which has no expiry date and subject to the agreement by the tax authority and provision of the tax legislations of Singapore. The unrecorded deferred tax benefits arising from unutilised tax losses amounted to approximately S\$626,000 (2021: S\$657,000).

The unrecognised deferred tax assets relating to the Company have not been recognised as there is no certainty that there will be sufficient future taxable profits to realise these future benefits. Accordingly, the deferred tax assets have not been recognised in the financial statements in accordance with the accounting policy in Note 2.8 to the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

14. Loss per share

The calculation for loss per share is based on:

	2022	2021
	S\$	S\$
Loss for the year attributable to owners of the Company	(854,915)	(941,364)
Weighted average number of ordinary shares in issue during the financial year applicable to loss per share	794,186,046	794,186,046
Loss per share (in cents)		
- Basic and diluted	(0.11)	(0.12)

The calculations of basic loss per share are based on loss attributable to owners of the Company for the financial years ended 31 December 2022 and 31 December 2021 divided by the weighted average number of ordinary shares.

The diluted loss per share for the relevant periods are same as the basic loss per share as the Company does not have any dilutive options for the relevant periods.

15. Significant related party transactions

For the purpose of the financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

In addition to the related party information disclosed elsewhere in the financial statements, the following was significant related party transaction during the financial year at rates and terms agreed between the Company with its related party:

	2022	2021
	S\$	S\$
Advances from controlling shareholder who is also a director	926,810	590,521

Key management personnel are directors of the Company and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly.

The remuneration of directors and other key management personnel of the Company during the financial years ended 31 December 2022 and 31 December 2021 were as follows:

Compensation of director and key management personnel:

	2022	2021
	S\$	S\$
Director fees	60,000	60,000

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

16. Segment information

The Company is not required to report separately information about its operating segments in the financial statements as the Company is an investment holding company and segmental information is not meaningful for the Company level for the financial years ended 31 December 2022 and 31 December 2021.

17. Financial instruments, financial risks and capital management

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Company's financial performance. The key financial risks include foreign currency risk, credit risk and liquidity risk. The Company's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Company's financial performance. The Company's overall risk management policy is to ensure adequate financial resources are available for the development of the Company's business whilst managing the risk.

The Company's risk management is carried out by the board of directors. The Company does not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange.

There has been no change to the Company's exposure to these financial risks and the manner in which they manage and measure the risks.

17.1 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Company incurs foreign currency risk on transaction and balances that are denominated in currencies other than the functional currency of the Company. The Company transacts in foreign currency and therefore is exposed to foreign exchange risk mainly from Singapore dollar.

Exposure to foreign currency risk is monitored on an ongoing basis in accordance with the Company's risk management policies to ensure the net exposure is at an acceptable level.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

17. Financial instruments, financial risks and capital management (Continued)

17.1 Currency risk (Continued)

Foreign currency sensitivity analysis

The carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the functional currency of the Company at the end of the financial year are as follows:

	31 December 2022	31 December 2021
	S\$	S\$
Monetary assets		
Singapore dollar	115,172	59
Monetary liabilities		
Singapore dollar	223,515	339,829
Malaysia ringgit	1,220	1,318

The Company's exposure to foreign currency risk is mainly in Singapore dollar.

The following table details the Company's sensitivity to a 9% (2021: 9%) change in Singapore dollar against the functional currency. The sensitivity analysis assumes an instantaneous change in the foreign currency exchange rates from the end of the reporting period, with all other variables held constant. The results of the model are also constrained by the fact that only monetary items, which are denominated in Singapore dollar are included in the analysis.

	Increase/(Decrease) Profit or Loss S\$
Company	
31 December 2022	
<i>Singapore dollar</i>	
Strengthens against Thailand baht	(9,751)
Weakens against Thailand baht	9,751
31 December 2021	
<i>Singapore dollar</i>	
Strengthens against Thailand baht	(30,579)
Weakens against Thailand baht	30,579

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

17. Financial instruments, financial risks and capital management (Continued)

17.2 Liquidity risk

Liquidity risk refers to the risk in which the Company encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

The Company actively manages its operating cash flows so as to ensure that all payment needs are met. As part of its overall prudent liquidity management, the Company minimises liquidity risk by ensuring the availability of funding through continuing financial support from the controlling shareholder.

Contractual maturity analysis

The following tables detail the Company's remaining contractual maturity for its non-derivative financial instruments. The tables have been drawn up based on undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Company is expected to pay.

	Within one financial year S\$
Company	
31 December 2022	
Other payables	<u>1,707,473</u>
31 December 2021	
Other payables	<u>931,668</u>

17.3 Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company performed ongoing credit evaluation of its counterparties' financial condition and generally does not require collaterals.

Concentration of credit risk exists when changes in economic, industry or geographic factors similarly affect group of counterparties whose aggregate credit exposure is significant in relation to the Company total credit exposure. The Company does not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics as at 31 December 2022 and 31 December 2021.

The carrying amounts of financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the Company's maximum exposure to credit risks. The Company does not hold any collateral.

NAUTICAWT LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

17. Financial instruments, financial risks and capital management (Continued)

17.3 Credit risk (continued)

The Company's major classes of financial assets is cash and bank balances and other receivables.

The Company 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.

Cash and bank balances

Credit risk also arises from cash and bank balances and deposits with banks and financial institutions. The Company held cash and bank balances of \$5,263 (2021: S\$196) as at 31 December 2022. The cash and bank balances are held with banks and financial institutions counterparties, which are rated A3 to Aa1, based on Moody's ratings. Impairment on cash and bank balances has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties.

17.4 Categories of financial instruments

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

	31 December 2022 S\$	31 December 2021 S\$
Financial assets		
Other receivables	110,000	-
Cash and bank balances	5,263	196
Financial assets, at amortised cost	<u>115,263</u>	<u>196</u>
Financial liabilities		
Other payables, representing other financial liabilities at amortised cost	<u>1,707,473</u>	<u>931,668</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

17. Financial instruments, financial risks and capital management (Continued)

17.5 Fair value of financial instruments

Fair value of financial instruments that are not carried at fair value and whose carrying amounts approximate their fair values.

The carrying amounts of the Company's current financial assets and current financial liabilities that are not carried at fair value approximate their respective fair values as at the end of the reporting period due to the relatively short-term maturity of these financial instruments.

17.6 Capital management policies and objectives

The Company manages capital to ensure that the Company is able to continue as a going concern and maintain an optimal capital structure so as to maximise shareholders' value.

The Company manages its capital structure which consist of issued share capital, other capital reserve, share options reserve and accumulated losses as disclosed in Notes 7, 8 and 9 to the financial statements and make adjustments to it, in light with changes in economic conditions. To maintain or adjust the capital structure, the Company may issue new shares and to ensure that the Company will be able to continue as a going concern through continuing financial support from the controlling shareholder. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2022 and 31 December 2021.

The Company is not subject to any externally imposed capital requirements for the financial years ended 31 December 2022 and 31 December 2021.

18. Events after the reporting period

On 20 January 2023, the Company terminated the proposed disposal of the associate, Chokdee as Mr. Kritsada Tunpower (the "Purchaser") has not fulfilled his obligation to pay the purchase consideration of THB 54.6 million. Given that the Company has incurred significant time, resources, professional fees and other expenses in relation to the preparation of proposed disposal, the Company has negotiated and the Purchaser has agreed to a compensation of THB 27.3 million which represented 50% of the purchase consideration. As the Purchaser was unable to pay the compensation in cash, both parties further agreed the compensation to be satisfied by way of the Purchaser transferring its shares held in Chokdee to the Company.

On 14 February 2023, Company has received 255,000 ordinary shares and 40,000 preference shares in Chokdee from the Purchaser. Upon the completion, the Company holds 955,000 ordinary shares and 40,000 preference shares, representing approximately 48.8% of the issued share capital and 52.5% of the voting rights in Chokdee. Pursuant to the settlement, Chokdee became a subsidiary of the Company.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

18. Events after the reporting period (Continued)

On 21 March 2023, the Company entered into a conditional share purchase agreement with World Corporation Public Company Limited (“Vendor”) in relation to the proposed acquisition of 99.5% of the economic interest of World Industrial Estate Co., Ltd (“WIE”) with total consideration of S\$27,000,000 (“Consideration”). The consideration shall be fully satisfied by the Company by way of an issuance of such number of new ordinary shares in the Company to the Vendor and/or the Vendor’s nominee(s), at an issue price to be determined at a later time.

The Company will be commissioning a competent and independent valuer to conduct an independent valuation on the business of WIE (“Business Valuation”), which shall include the valuation of WIE’s assets. In the event that such Business Valuation differs from the Consideration, the Company and the Vendor shall adjust the Consideration to such amount as may be mutually agreed between both parties in writing within 10 business days from the date of completion of the Business Valuation. Failing which, both the Company and the Vendor agreed that the Consideration shall be fixed at the aggregate sum of the Business Valuation.

The Directors of the Company have on 24 March 2023, through its continuing sponsor, submitted an application to the SGX-ST for the further extension of time from the current deadline of 31 March 2023 to 30 June 2024 to complete the proposed acquisition in order to meet the requirements under Rule 1017(2) of Catalist Rules. The time extension sought would provide a more practicable timeframe for the parties to execute and complete the proposed acquisition. The proposed acquisition is subject to the approval by shareholders at the general meeting of the Company to be convened.

19. Authorisation of financial statements

The financial statements of the Company for the financial year ended 31 December 2022 was authorised for issue in accordance with a Directors’ resolution dated 6 April 2023.

STATISTICS OF SHAREHOLDING

AS AT 17 MARCH 2023

SHARE CAPITAL

Total number of issued shares	:	794,186,046
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil
Class of shares	:	Ordinary shares
Voting rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	3	0.82	137	0.00
100 - 1,000	37	10.05	32,500	0.00
1,001 - 10,000	60	16.30	276,600	0.03
10,001 - 1,000,000	224	60.87	60,083,320	7.57
1,000,001 and above	44	11.96	733,793,489	92.40
TOTAL	368	100.00	794,186,046	100.00

STATISTICS OF SHAREHOLDING

AS AT 17 MARCH 2023

TWENTY LARGEST SHAREHOLDERS

(As recorded in the Register of Members and Depository Register)

No	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHARES
1	UOB KAY HIAN PTE LTD	433,558,797	54.59
2	KIM SENG HOLDINGS PTE LTD	69,614,641	8.77
3	GALWAY PETROLEUM PTE LTD	33,714,916	4.25
4	RHODA KIRK OR EILIDH KIRK	31,235,947	3.93
5	JOHN GRONBECH	30,057,162	3.78
6	PETER ANDREW MILLS	16,659,172	2.10
7	LIM HOW TECK	9,947,979	1.25
8	CHU VOON THART @ PETER CHU	9,044,425	1.14
9	LOUREN DAVID WOOF	7,587,131	0.96
10	TAN LYE SENG	7,129,000	0.90
11	LAY KEVIN RAYMOND	6,894,312	0.87
12	AIRSERVE MARINE TRAVEL PTE LTD	6,376,392	0.80
13	YDE ELO	5,955,938	0.75
14	PHILLIP SECURITIES PTE LTD	5,374,993	0.68
15	YAK THIAN HUAT (YI TIANFA)	4,862,785	0.61
16	CHONG SIU PENG	3,563,339	0.45
17	WANG JIAJIAN	3,224,000	0.41
18	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	3,212,672	0.40
19	ESTHER EE BOON AI	3,106,200	0.39
20	TAN FUH GIH	3,086,702	0.39
Total:		694,206,503	87.42

STATISTICS OF SHAREHOLDING

AS AT 17 MARCH 2023

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	% of Issued Share Capital	No. of Shares	% of Issued Share Capital
Dr Chirasak Chiyachantana	400,000,000	50.37	–	–
Kim Seng Holdings Pte Ltd ⁽¹⁾	69,614,641	8.77	–	–
Tan Fuh Gih ⁽¹⁾	3,086,702	0.39	69,614,641	8.77
Tan Kim Seng ⁽¹⁾	–	–	69,614,641	8.77
Tan Hoo Lang ⁽¹⁾	–	–	69,614,641	8.77
Tan Wei Min ⁽¹⁾	–	–	69,614,641	8.77

Note:

- (1) Kim Seng Holdings Pte Ltd is an investment holding company incorporated in Singapore. Tan Kim Seng, Tan Hoo Lang, Tan Fuh Gih and Tan Wei Min hold 24%, 22%, 22% and 20% of the issued and paid-up share capital of Kim Seng Holdings Pte Ltd respectively and are each deemed to have an interest in 69,614,641 Shares held by Kim Seng Holdings Pte Ltd. The remaining shareholders of Kim Seng Holdings Pte Ltd, namely, Tan Ah Ling, Loh Sok Beng and Tan Ah Moy hold 5%, 5% and 2% of the issued and paid-up share capital of Kim Seng Holdings Pte Ltd respectively. Tan Kim Seng, Tan Hoo Lang, Tan Fuh Gih, Tan Wei Min, Tan Ah Ling, Loh Sok Beng and Tan Ah Moy are siblings. Tan Kim Seng, Tan Hoo Lang and Tan Fuh Gih are directors of Kim Seng Holdings Pte Ltd.

PERCENTAGE OF SHAREHOLDING IN PUBLIC HANDS

Based on information available to the Company as at 17 March 2023, approximately 40.47% of the shareholdings of the Company is held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of NauticAWT Limited (the “Company”) will be held by way of electronic means on **Friday, 28 April 2023 at 10:00 a.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ statement and the audited financial statements of the Company for the financial year ended 31 December 2022 (“FY2022”) together with the auditors’ report thereon. (Resolution 1)
2. To re-elect the following director of the Company retiring pursuant to Article 89 of the constitution of the Company (“Constitution”):

Dr Aphichat Sramoon (Article 89) (Resolution 2)

[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$60,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears (FY2022: S\$60,000) (Resolution 3)
4. To re-appoint Messrs BDO LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)
5. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions, with or without modifications:

6. Authority to allot and issue shares in the capital of the Company. (Resolution 5)

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”), the Company’s Constitution and the Listing Manual Section B: Rules of Catalist Rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (the “Catalist Rules”), the Directors be and are hereby authorised to:
 - (a) (i) allot and issue shares in the capital of the Company (the “Shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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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

(b) (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 while this resolution is in force, provided that:

(i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be calculated based on 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, after adjusting for: -

(aa) new Shares arising from the conversion or exercise of convertible securities;

(bb) (where applicable) new Shares arising from the exercise of options or vesting of awards, provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(cc) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments for (aa) and (bb) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution;

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- (iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being in force; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[See Explanatory Note (ii)]

By Order of the Board of Directors of NauticAWT Limited

Chua Kern
Company Secretary
Singapore, 13 April 2023

Explanatory Notes:

- (i) Dr Aphichat Sramoon will, if re-elected pursuant to ordinary resolution 2 proposed in item 2 above, remain as the Independent Director of the Company, Chairman of the Nominating Committee, and a member of the Remuneration Committee and Audit Committee. The Board of Directors considers Dr Aphichat Sramoon to be independent pursuant to Rule 704(7) of the Catalist Rules.

There is no relationship (including immediate family relationships) between Dr Aphichat Sramoon and the other Director(s), the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to the “Board of Directors” section of the Company’s annual report 2022 for his profile and the detailed information as required pursuant to Rule 720(5) of the Catalist Rules.

- (ii) The ordinary resolution 5 proposed in item 6 above, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

1. Conduct of Meeting

This AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the annual report 2022, the Notice of AGM and the accompanying proxy form will NOT be sent to members. Instead, these documents will be made available on SGXNET at <https://www.sgx.com/securities/company-announcements>.

2. Registration

The Company will arrange for a live webcast, which allows members, or where applicable, their appointed proxy(ies) to view the proceedings of the AGM via “live” audio and video feed (“**Webcast**”). In addition, members, or where applicable, their appointed proxy(ies) will be able to observe the AGM proceedings by audio only means via “live” audio feed (“**Audio Link**”). Members, or where applicable, their appointed proxy(ies) who wish to observe the AGM proceedings by Webcast or Audio Link must pre-register at the URL <https://conveneagm.com/sg/nauticawt2023> (“**AGM Registration and Q&A Link**”) by 10:00 a.m. on 25 April 2023 (“**Pre-registration Deadline**”). Following verification of their shareholding status, members, or where applicable, their appointed proxy(ies) will receive further instructions on how to access the Webcast and the Audio Link via email (“**Registration Confirmation Email**”) by 10:00 a.m. on 27 April 2023.

Members, or where applicable, their appointed proxy(ies) who have registered by the Pre-Registration Deadline but do not receive the Registration Confirmation Email by 10:00 a.m. on 27 April 2023 should contact the Company at nauticawt.info@gmail.com stating: (a) the member’s full name; and (b) the member’s identification/registration number.

Members must not forward the abovementioned email instructions to other persons who are not members or proxies and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Webcast or Audio Link platform. Members are reminded that the AGM proceedings are private, recording of the live webcast in whatever form is strictly prohibited.

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Investors who hold shares through Relevant Intermediaries as defined in Section 181(6) of the Companies Act, including investors who hold shares under the Supplementary Retirement Scheme (“SRS Investors”) and who wish to participate in the AGM must, in addition to pre-registering, approach their respective agents, including SRS Operators, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy. Such investors should note that they must in any event approach their respective agents to submit their votes by 5:00 p.m. on 18 April 2023.

3. Submission of Questions

Members or, where applicable, their appointed proxy(ies) who pre-registered and are verified to attend the AGM will be able to ask questions relating to the agenda of the AGM by submitting text-based questions during the AGM within a certain prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

Alternatively, members and investors who hold shares through Relevant Intermediaries as defined in Section 181(6) of the Companies Act, including SRS Investors, who have any questions in relation to any agenda item of this notice, may send their queries to the Company in advance by 12:00 noon on 21 April 2023 by email to nauticawt.info@gmail.com or via the AGM Registration and Q&A Link. The Company will also endeavour to respond to substantial and relevant queries from shareholders submitted in advance and received by the Company and publish its responses on SGXNET prior to the AGM, by 10:00 a.m. on 24 April 2023 (being not less than forty-eight (48) hours before the closing date and time for the lodgement of proxy forms). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at the AGM in respect of substantial and relevant matters.

Members submitting questions via email are requested to state: (a) their full name; and (b) the member’s identification/registration number, failing which the Company shall be entitled to regard the submission as invalid. The Company will publish the minutes of the AGM on SGXNET within one (1) month after the date of AGM. The minutes of the AGM will include the responses to substantial and relevant questions received from members which are addressed during the AGM.

4. Voting and Submission of Proxy(ies) Forms

Members (except a Relevant Intermediary) may cast their votes for the resolution live at the AGM. Unique access details for live voting will be provided to members who pre-registered and are verified to attend the AGM.

As an alternative to live voting at the AGM in the foregoing manner, a member (whether individual or corporate) may appoint the Chairman of the AGM (or any person other than the Chairman of the AGM) to act as their proxy to vote on their behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Alternatively, a member of the Company (other than a Relevant Intermediary) entitled to attend, speak and vote at the AGM of the Company is also entitled to appoint not more than two (2) proxies (who are not the Chairman of the AGM) to attend, speak and vote in his/her/its stead at the AGM of the Company. Where such member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second

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named proxy shall be deemed to be an alternate to the first named proxy. A proxy need not be a member of the Company.

A member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified).

The signed instrument appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a certified copy thereof, must be:

- (a) submitted by email to sg.is.proxy@sg.tricorglobal.com; or
- (b) lodged at registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898, in either case, by no later than 10:00 a.m. on 26 April 2023 (being not less than forty-eight (48) hours before the time appointed for holding the AGM), failing which the Company shall be entitled to regard the instrument of proxy as invalid.

The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the instrument is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) 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.

The Company shall be entitled to reject an instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy. In the case of a member whose Shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore, the Company may reject any instrument of proxy if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Members who hold their Shares through a Relevant Intermediary and who wish to participate in the AGM, submit questions or exercise their votes should approach their respective Relevant Intermediaries to submit their voting instructions at least seven (7) working days prior to the date of the AGM, being by 5:00 p.m. on 18 April 2023.

The Company will announce any changes to the holding or conduct of the AGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the AGM.

A corporation which is a member 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 Section 179 of the Companies Act.

“Relevant Intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act.

Personal Data Privacy:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

NAUTICAWT LIMITED

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or any adjournment thereof, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"),
- (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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

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

The contact person for the Sponsor is Ms Lee Khai Yinn at 1 Robinson Road, #21-00, AIA Tower, Singapore 048542, telephone (65) 6232 3210.

PROXY FORM

(Please see notes overleaf before completing this form)

NAUTICAWT LIMITED

(Company Registration No. 201108075C)
(Incorporated in the Republic of Singapore)

This proxy form has been made available on SGXNET and may be accessed at the URL <https://www.sgx.com/securities/company-announcements>

A printed copy of this proxy form will NOT be despatched to members of the Company.

IMPORTANT	
1.	The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2.	Alternative arrangements relating to, among others, attendance, submission of questions in advance or at the AGM and/or voting by proxy at the AGM are set out in the Company's notice of AGM dated 13 April 2023 uploaded on SGXNET. The Notice of AGM and this proxy form may also be accessed at the URL https://www.sgx.com/securities/company-announcements .
3.	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 CPF/SRS Investors (as defined herein). CPF/SRS Investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies and to submit their voting instructions no later than 5:00 p.m. on 18 April 2023.
4.	Please read the notes to this proxy form which contain instructions on, inter alia, the appointment of a proxy/proxies to vote on his/her/their behalf at the AGM.
PERSONAL DATA PRIVACY	
By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 April 2023.	

*I/We _____ (Name) _____ (NRIC / Passport No. / Company Registration No.)

of _____ (Address)

being a *member/members of NAUTICAWT LIMITED (the "Company"), hereby appoints

NAME	ADDRESS	NRIC or Passport No.	Email Address	Proportion of Shareholdings	
				No. of Shares	%

*and/or

NAME	ADDRESS	NRIC or Passport No.	Email Address	Proportion of Shareholdings	
				No. of Shares	%

and/or the Chairman of the AGM as my/our* proxy to attend and vote on my/our* behalf, at the AGM of the Company, to be held by way of electronic means on Friday, 28 April 2023 at 10.00 a.m. and at any adjournment thereof. I/We* direct the Chairman of the AGM, being my/our* proxy to vote for or against, or abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, (i) the *proxy/proxies (exception for the Chairman of the AGM) will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the AGM and at any adjournment thereof; or (ii) the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid at the AGM and at any adjournment thereof.

All resolutions put to the vote of the AGM will be conducted by poll. Please indicate the number of votes as appropriate.

NAUTICAWT LIMITED

No.	Resolutions relating to:	By way of poll		
		For**	Against**	Abstain**
AS ORDINARY BUSINESS				
1.	Audited Financial Statements, Directors' Statement and Auditors' Report for the financial year ended 31 December 2022			
2.	Re-election of Dr Aphichat Sramoon as a Director of the Company			
3.	Approval of Directors' fees amounting to S\$60,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears			
4.	Re-appointment of Messrs BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration			
AS SPECIAL BUSINESS				
5.	Authority to allot and issue shares in the capital of the Company			

* Please delete accordingly.

** If you wish to exercise all your votes "For" or "Against" or to "Abstain" from voting, please indicate with an "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or,
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES ON THE REVERSE CAREFULLY BEFORE COMPLETING THIS PROXY FORM

NOTES TO PROXY FORM:

1. Please insert the total number of ordinary shares in the capital of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument appointing a proxy will be deemed to relate to all the Shares held by you.
2. Members (whether individual or corporations) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled for approval at the AGM may:
 - a) (where such Members are individuals) vote live at the AGM by casting their votes for each resolution through real-time remote electronic voting;
 - b) (where such Members are individuals or corporations) appoint proxies (other than the Chairman of the AGM) to vote live at the AGM via real-time remote electronic voting on their behalf; or
 - c) (where such Members are individuals or corporations) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in accordance with the instructions set out in the relevant proxy forms.
3. Persons who hold shares in the Company through Relevant Intermediaries (other than CPF/SRS investors) may:
 - a) vote live at the AGM via electronic means if they are appointed as proxies by their Relevant Intermediaries, and should approach their Relevant Intermediaries if they have any queries regarding their appointment as proxies; or
 - b) appoint the Chairman of the AGM as proxy, in which case they should approach their Relevant Intermediaries.

“Relevant Intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
4. A member of the Company (other than a Relevant Intermediary) entitled to attend, speak and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies or Chairman of the AGM to attend, speak and vote in his/her/its stead at the AGM of the Company. A proxy need not be a member of the Company.
5. Where a member of the Company (other than a Relevant Intermediary) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.
6. A member who is a Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified).
7. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the instrument executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) 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.
8. The signed instrument appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy must be submitted to the Company in the following manner:
 - (i) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (ii) if submitted by email, be received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com.

in either case, by **10:00 a.m. on 26 April 2023** (being not less than forty-eight (48) 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.

General:

The Company shall be entitled to reject an instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy. In the case of a member whose Shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore, the Company may reject any instrument of proxy if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two

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(72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this instrument appointing proxy(ies) and/or representative(s), the Member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 13 April 2023.

NAUTICAWT LIMITED

NauticAWT Limited

Company Registered No.201108075C

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Singapore 068906

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