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Disclaimer

This annual report has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"). It 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 of the statements or opinions made or reports contained in this annual report.

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LETTER TO SHAREHOLDERS

DEAR VALUED SHAREHOLDERS,

On behalf of the Board of Directors (the “**Board**”), I am pleased to present to you the annual report for Polaris Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) for the financial year ended 31 December 2022 (“**FY2022**”).

DEVELOPMENTS IN FY2022

The Singapore economy expanded by 3.6 per cent in 2022 as compared to the bounce-back rate of 7.6% in 2021¹. The Group saw another year of strong top line growth, primarily as a result of rapid expansion in the pre-loved luxury goods re-commerce sector. Our customer service and consumer electronics segments, on the other hand, experienced moderate growth.

Following the expansion of the Group’s pre-loved business into the United States of America in the first half of 2021, the performance and potential of that business exceeded the Group’s expectations and grew beyond the Group’s capacity to sustain its trajectory of growth and expansion. As a result, the Group pursued a capital injection and financing for the US business under Marque Luxury America, LLC (“**MLA**”) in the second half of 2021 from Englory Media Holdings Pte. Ltd. (the “**Investor**”), with a view to diluting the Group’s shareholding in MLA and, correspondingly, its stake in the US business. With the injection received in early 2022, MLA proceeded to expand operations rapidly. Although MLA’s sales grew more than 50% year-on-year, it did not deliver the intended results in terms of bottom-line profitability. In this regard, the Group understands from the Investor that it has been unable to procure the requisite financing (i.e. a credit facility of US\$10 million) from financial institutions to finance the operations of MLA as MLA’s financial and business performance were not considered to be sufficient to meet the financial institutional credit analysis requirements. As such, the dilution of the Group’s shareholding in MLA has not been completed.

Additionally, in late February 2023, our joint venture partner and President of MLA unexpectedly resigned for unknown reasons. The Company swiftly appointed Kroll Inc., an independent third party restructuring expert, and installed a chief restructuring officer (“**CRO**”) in MLA to safeguard the business and assets of MLA. At the time of writing, the CRO is in the process of conducting an investigative audit on MLA, and the Company is in ongoing negotiations with the Investor to ascertain a way forward.

In Asia, we grew our pre-loved luxury goods business through Mastro Luxe Pte. Ltd. and its operations in Indonesia, Korea, the Philippines and Singapore, with the strongest performance seen in our “ALLU” partnership with Valuence International Singapore Pte Ltd.

Although the customer services business segment showed sustained growth in demand and performed strongly in the first half of 2022, it experienced a significant decline in the latter half of the year due to alterations in the business plans of a critical partner.

The consumer electronics segment achieved single-digit growth of 4% year-on-year and was reinforced by obtaining improved terms with a leading manufacturer and by shutting down our underperforming retail store. In addition, we discontinued our educational robotics business to focus our efforts towards corporate sales and government tenders.

FINANCIAL REVIEW

For FY2022, the Group recorded revenue of S\$70.07 million, representing an increase of 31% over the revenue of the previous financial year ended 31 December 2021 (“**FY2021**”) of S\$53.44 million.

This increase was mainly due to increased turnover from pre-loved luxury goods sales. The pre-loved luxury goods segment saw an increase in turnover by 51% from S\$33.12 million in FY2021 to S\$50.06 million in FY2022. The turnover from the customer services segment increased by 5% from S\$2.49 million in FY2021 to S\$2.76 million in FY2022. The second half of FY2022, however, saw a significant drop as explained above. The turnover from consumer electronics sales increased by 4% from S\$16.62 million in FY2021 to S\$17.33 million in FY2022. The Group did not record any turnover from the distribution sales of mobile handsets and accessories in FY2022 (as compared to a turnover of S\$1.21 million in FY2021 for the same segment) owing to the disposal of the Company’s shareholding interest in Polarisitans Philippines Inc. (as announced on 4 June 2021).

The Group posted a net loss for the year of S\$6.22 million for FY2022 as compared to a net loss for the year of S\$0.38 million in FY2021. This increase was mainly due to losses incurred by our US pre-loved luxury goods subsidiary held for sale, MLA, which expanded operations rapidly while not attaining its ambitious sales targets. In addition, the customer services segment saw decreased profitability, while the consumer electronics segment reduced its losses.

1 Ministry of Trade and Industry Singapore (MTI) press release entitled “MTI Maintains 2023 GDP Growth Forecast at ‘0.5 to 2.5 Per Cent’” dated 13 February 2023, accessible at the following URL: <https://www.singstat.gov.sg/-/media/files/news/gdp4q2022.ashx>.

LETTER TO SHAREHOLDERS

The Group did not take out any new loans in FY2022. However, cash and bank balances increased from S\$2.10 million as at 31 December 2021 to S\$6.26 million as at 31 December 2022 due to collections of account receivables and a reduction in inventories held.

CORPORATE SOCIAL RESPONSIBILITY

The MINDS manual car wash facility located at the SPC Telok Blangah service station is a remarkable operation, and is staffed and managed by approximately 20 members of the Movement for the Intellectually Disabled of Singapore (MINDS). This car wash has been providing gainful employment opportunities to the MINDS crew since 2004, enabling them to contribute to the community while developing independence and self-sufficiency. In support of this meaningful cause, Polaris has donated funds to assist with the Christmas 2022 and Chinese New Year 2023 festivities for the car wash staff.

As a responsible corporate citizen, we have reviewed the environmental, social, and governance topics relevant to our Group to ensure that our businesses are aligned with our sustainability goals and have a positive impact on both the planet and our communities.

Moving forward, we are committed to further strengthening our sustainability goals and integrating the principles set out in the recommendations of the Task Force on Climate-related Financial Disclosures (“TCFD”) into our business operations and reporting. We seek the support of our employees, shareholders and business partners as we work towards a more sustainable future.

LOOKING AHEAD

The Group remains committed to its previously communicated course of action, which involves cultivating and pursuing businesses that are related to sustainability and the circular economy. Additionally, the Group aims to facilitate the transition of existing industries towards sustainability. Presently, our pre-loved luxury goods re-commerce business and our customer services repair and refurbishment business form the cornerstone of these endeavours. In 2022, we unveiled our plans to expand into businesses that align with the aforementioned objectives in Indonesia.

The global pre-loved luxury goods space, in which the Company's pre-loved luxury goods re-commerce business operates, is expected to stay robust. However, due to the developments in the Company's US operations as disclosed above and in previous announcements, a contraction of this business segment is expected for 2023.

As mentioned above, although the market conditions remain stable, the customer services business is entering 2023 at a reduced operating level due to the alterations in the business plans of a key partner.

After discontinuing our underperforming retail store and our educational robotics business in 2022, the Group has redirected its attention solely to corporate sales and government tenders within the consumer electronics segment. By streamlining our operations in this manner, we are striving for enhanced year-on-year performance. Our brand partners and their inspiring product portfolios remain a valuable asset to us.

Although we faced difficulties and challenges as we approached the end of 2022 and in early 2023, and despite the unpredictable global economic climate for 2023, our outlook remains cautiously positive. We are actively searching for prospects in developing sectors, such as the circular economy and Indonesia, and striving to improve operational efficiency whenever possible. This includes consolidating our office operations in Singapore, which not only provides financial benefits in terms of cost savings but also contributes to our sustainability objectives by reducing our environmental impact. We aim to strike a balance between our established ventures and promising, high-growth opportunities to optimize shareholder value.

WORDS OF APPRECIATION

We express our gratitude to our fellow directors for their valuable contributions and wise guidance. The dedication and hard work of the management and employees throughout the year are deeply appreciated. We also extend our sincere thanks to our shareholders, business partners, and customers for their continued support and confidence in our endeavours. Collaboratively, we are eager to forge ahead and construct a sustainable future for the Group.

Sugiono Wiyono Sugialam

Executive Director and Chairman

Soennerstedt Carl Johan Pontus

Executive Director and Chief Executive Officer

BOARD OF DIRECTORS

Mr Sugiono Wiyono Sugialam

Executive Director & Executive Chairman

Date Of Appointment As Director: 25 February 2021

Date Of Last Re-Election: 18 June 2021

Board Committees Served On:

Member Of Nominating Committee Since 25 February 2021

Mr Sugiono joined the Board of Directors as an Executive Director and Chairman of the Board on 25 February 2021. Previously, Mr Sugiono had served as a Non-Executive Director of the Company from 2011 to 2016.

Mr Sugiono has vast experience in technology, telecommunications, lifestyle goods, retail and distribution. Since the start of his career in 1985, Mr Sugiono has led multiple IPO and corporate actions within the industries where he is actively doing business.

Mr Sugiono is actively involved in several major investment funds in Southeast Asia, especially in digital/tech start-ups and platforms, while also continuing to pursue his passions for active lifestyle and sustainability businesses.

Mr Sugiono holds a Bachelor's Degree in Economics from the University of Surabaya, Indonesia.

Mr Soennerstedt Carl Johan Pontus

Executive Director & Chief Executive Officer

Date Of Appointment As Director: 5 May 2016

Date Of Last Re-Election: 18 June 2021

Board Committees Served On:

Member of Nominating Committee since 5 February 2018

With effect from 1 March 2018, Mr Soennerstedt was re-designated as Executive Director and appointed as CEO, after having served two years as an Independent Non-Executive Director and Non-Executive Chairman of the Company.

Between 2014 to 2017, Mr Soennerstedt set up and ran PT Bayon Management, a company engaged in internet consulting and investments in Indonesia. Consulting engagements included online media, law, music and payments, as well as discovery and evaluation of investment targets.

Leading up to Bayon, Mr Soennerstedt was CEO at PT Skybee Tbk, an Indonesian holding company with technology, telecommunications and media subsidiaries. He held liaison positions engaging with SoftBank and SoftBank Ventures Korea, supporting their investment efforts in Indonesia, and was on the investment committee of Indonesian incubator and venture capital firm Ideosource.

Between 2007 and 2012, Mr Soennerstedt identified Indonesia as a key growth opportunity for Yahoo!, coordinated the company's entry into the market and then ran PT Yahoo Indonesia as Country Manager. Under Mr Soennerstedt's leadership, Yahoo! attracted great talent and became one of the most trafficked and monetized Internet destinations in Indonesia. Today, the alumni can be found across the market as successful entrepreneurs and in leading roles in local and international companies.

Prior to Yahoo!, Mr Soennerstedt spent eight years in the mobile phone industry in Asia. From 1999 to 2001 he managed Ericsson's mobile phone business in Vietnam as Director of Consumer Products. He then moved to Singapore with Sony Ericsson, first in a regional sales role covering Indonesia and then as head of business development for APAC EM. In this role, Mr Soennerstedt established as well as managed the company's business and operations in several markets, including Pakistan, Bangladesh, Sri Lanka, Cambodia and Vietnam. Under his management, the operations in these emerging markets transformed from being a marginal business to one turning over several hundred million dollars per year. Mr Soennerstedt was recognized for his contributions to the company's overall performance and growth by twice winning the company's global best market unit performance award.

Mr Soennerstedt previously served as a mine clearance diver in the Royal Swedish Navy. He holds a degree in International Economics from the American University of Paris.



BOARD OF DIRECTORS

Ms Diana Airin

Independent Non-Executive Director

Date Of Appointment As Director: 8 April 2020

Date Of Last Re-Election: 29 June 2022

Board Committees Served On:

Chairman of Remuneration Committee since 16 July 2021

Member of Audit and Risk Management Committee since 8 April 2020

Member of Nominating Committee since 8 April 2020

Ms Airin joined the Board of Directors on 8 April 2020. She brings with her 26 years of business experiences in auto financing, banking, offline and online media, with a focus on sales and marketing. She has held several c-suite positions, including an Indonesia-listed company directorship.

In 2019, Ms Airin became an entrepreneur for the second time in her career and started PT Konsultan Strategi Penjualan (Wisdom Crowd) and Sambalauko, a business in her personal name. She is the founder of both. The former does digital activations for millennials and is also an event organiser. The latter is in the food and beverage space, producing and distributing pre-cooked condiments.

She is a 20-year veteran of the media industry. Most recently, she was Managing director PT Benten Media Global Televisi (MYTV) and set up the channel from scratch, which eventually grew to a team of 125 people. The channel was the first of its kind in Indonesia, focusing on empowering women through lifestyle content. She established the sales, marketing, human resources, and programming teams.

In 2017 and 2018, she was chief commercial officer for PT Kapanlagi Network, an Indonesian online media player with a large portfolio of websites targeting millennials.

Between 2009 and 2017, Ms Airin held senior roles across the PT Media Nusantara Citra Tbk (MNC) Group, covering print, radio, online and TV. She started out as a sales and marketing director. Other positions included being CEO of Sindo Media, Deputy CEO of PT MNC Okezone Network (OkeZone.com) and PT MNC Televisi Network (iNews TV), with the most recent role being Director at PT Media Nusantara Citra Tbk, the listed holding company.

Prior to this, she ran Prima Ad, a company she owned, for four years. They published a priority customer magazine for a bank and monetized it via ad-sales. Prima Ad was the first agency in the market to run a bank customer magazine on an outsourced basis. Between 2001 and 2006, Ms Airin was General Manager for sales & marketing at PT. Citra Media Nusa Purnama (Media Indonesia) and PT. Media Televisi Indonesia (Metro TV). She started out her media career at Kompas Gramedia newspaper in 2000 as Vice General Manager, sales and marketing.

Her early ambition was to make a career in the banking industry and started out at PT Federal International Finance, part of Astra International, in 1995 and then moved on to PT Bank HSBC Indonesia where she worked for two and a half years.

Ms Airin holds a Bachelor's Degree in Economics from Tarumanagara University in Indonesia.

Mr Masahiko Yabuki

Independent Non-Executive Director

Date Of Appointment As Director: 5 February 2018

Date Of Last Re-Election: 29 June 2022

Board Committees Served On:

Chairman of Nominating Committee since 16 July 2021

Member of Remuneration Committee since 5 February 2018

Member of Audit and Risk Management Committee since 16 July 2021

Mr Yabuki joined the Board of Directors on 5 February 2018, bringing with him 36 years of business development experience and contacts in the APAC telecommunications and technology spaces.

Since 2015, he has been CEO of MYNZ Co., Ltd., a company which focuses on consulting, business development and investments in Japan and Southeast Asia. Between 2015 and 2017 he was also CEO & President of CloudMinds Japan K.K., a company involved in the business of connecting a broad ecosystem of robots and smart devices to Cloud artificial intelligence. He became CEO of NUWA Robotics Japan K.K. since February 2021 to deploy communication robot in the Japanese market.

Prior to his current position, Mr Yabuki worked for SoftBank from 2004 to 2015. His roles in SoftBank included Senior Vice President of Strategic Business Development in the CEO office for Southeast Asian markets and member of the Vodafone Japan acquisition team. He was also part of the management team of SoftBank Mobile, whereby he led new business development such as collaborations with Disney Mobile and other foreign partners. Concurrently, he was also President of Mobile Planning Corp., a subsidiary of SoftBank which focused on mobile TV planning.

Earlier in his career Mr Yabuki served as Director and Country Manager of UTStarcom Japan K.K. between 2001 and 2004. He was the first employee of UTStarcom in Japan and was given the mission to establish the company and business in the market. During his tenure, one of Mr Yabuki's key achievements was to secure business with SoftBank, through Asymmetric Digital Subscriber Line (ADSL) core equipment sales for the Yahoo! BB broadband service, digital access equipment, fiber transmission equipment and Gigabit Passive Optical Networks (G-PON) for Fiber To The Home (FTTH) project.

Mr Yabuki began his career in Kanematsu Corporation, where he worked between 1982 and 2001. He was responsible for the business development of electric power and telecommunications projects in Asia. Towards the end of his career in Kanematsu Corporation, he was promoted to General Manager.

Mr Yabuki holds a degree in Economics from the Kobe University of Commerce, Japan.

BOARD OF DIRECTORS

Ms Wong Leng Yee Serena

Independent Non-Executive Director

Date Of Appointment As Director: 16 July 2021

Date Of Last Re-Election: 29 June 2022

Board Committees Served On:

Chairman of Audit and Risk Management Committee since 16 July 2021

Member of Remuneration Committee since 16 July 2021

Member of Nominating Committee since 16 July 2021

Serena Wong joined the Board of Directors on 16 July 2021 as Chairman of the Audit and Risk Management Committee, bringing 23 years of financial services experience to the Board and Company. She is currently Head of Advisory at Kamet Capital Partners Pte Ltd, a multi-family office to new economy founders, where she advises client families across family office needs including public and private market investments, wealth planning, administrative services and philanthropy, transforming the experience of how families manage their wealth. Serena has a unique set of experience across sovereign wealth fund, investment banking, and wealth management.

Prior to joining Kamet Capital Partners, Serena was an Executive Director at J.P.Morgan, Singapore and she led its private banking business for the Indonesia market. For over ten years, she worked with key families and family offices in Southeast Asia to plan and invest their assets.

Serena won the JPMorgan Business Partnership Award for cross business development for her contributions in providing solutions to families that span the bank's many business lines. She was a founding committee member of JPMorgan's Women Interactive Network in Asia. Serena is adept at working across different regions and cultures - at Societe Generale Corporate & Investment Bank, she spent five years across Paris and London with the Metals & Mining team and gained experience in restructuring and financing solutions. Serena started her career as an Analyst at Government of Singapore Investment Corporation (now known as GIC Private Limited), Singapore's sovereign wealth fund.

Serena holds a Master of Business Administration (MBA) degree from Tuck School of Business, Dartmouth College and a Bachelor of Social Science with Honours – Psychology degree from National University of Singapore. As a member of the Asia Pacific Council of Tuck School of Business Serena advises and assists in building and strengthening its initiatives in the region.



CORPORATE PROFILE

Polaris Ltd. (“Polaris” or the “Company”) is a Singapore-based investment holding company and is listed on the Catalist Board of the SGX-ST. Polaris is active in pre-loved luxury goods re-commerce in Asia and North America and has customer service operations and consumer electronics corporate sales in Singapore.

The Group is organised into business units based on its products and services.

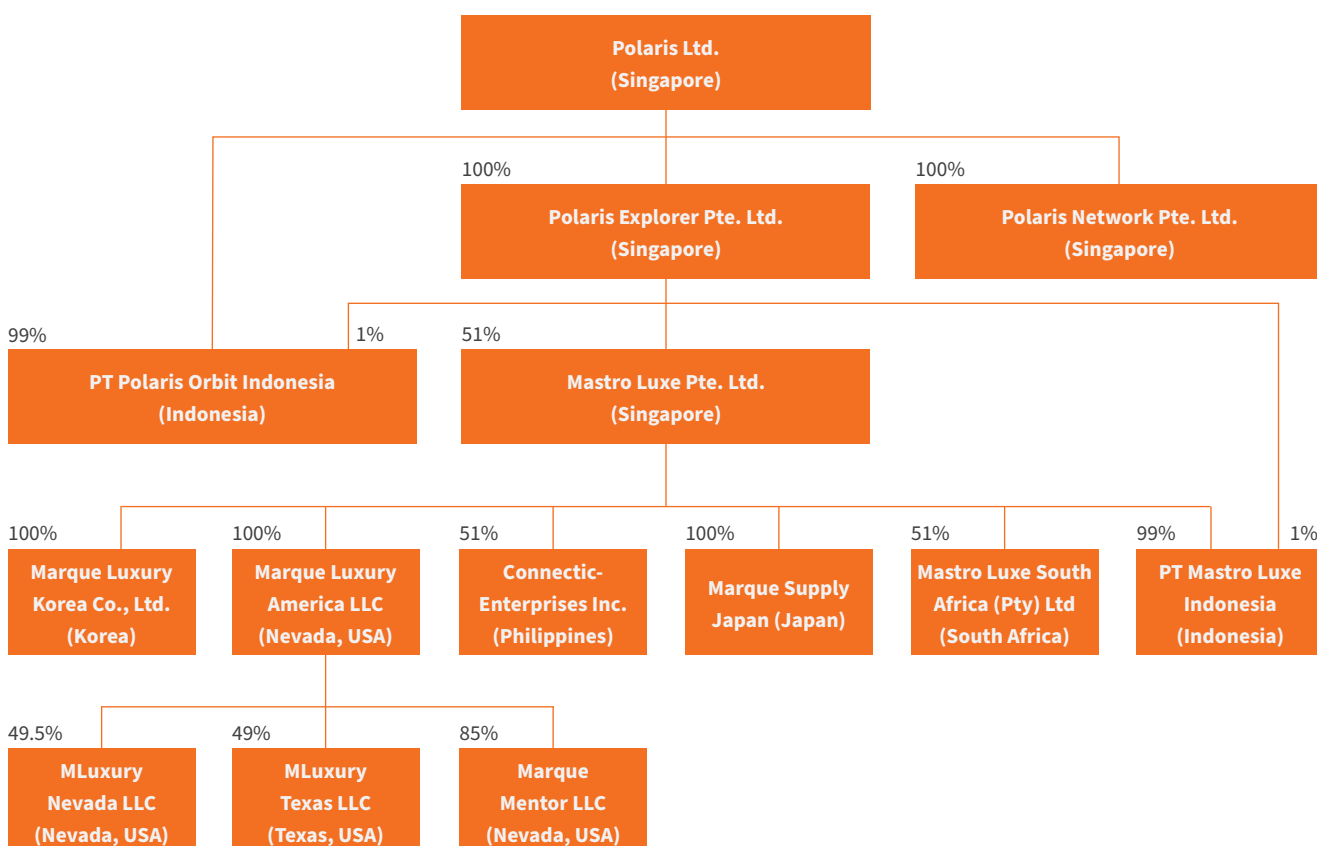
The pre-loved luxury goods segment engages in the business of importing and exporting pre-loved luxury goods and premium lifestyle products on a wholesale and/or retail basis, with extensive operations in Asia and the United States of America, under the Mastro Luxe and Marque Luxury brands.

The customer services segment provides after-market services to end consumers for equipment repairs, refurbishments and technical services in Singapore.

The consumer electronics segment engages in the corporate sale of telecommunication, IT and consumer electronics products in Singapore. This segment offers a wide range of electronic products and services from reputable brands such as Apple.

The corporate segment provides Group-level corporate services, treasury functions and investment in marketable securities. It is also involved in strategic investment and joint venture opportunities to synergise and complement the Group’s existing offerings, such as the entry into the pre-loved luxury goods business.

Polaris is embarking on a path and mission to develop and pursue businesses that are sustainability related and part of the circular economy. Our pre-loved luxury goods re-commerce business and our customer services repair and refurbishment business are aligned with this mission.



Corporate Structure as at the date of this report.

For further information, please refer to the Notes to the Financial Statements.

The member’s voluntary liquidation proceedings of Polaris Device Pte. Ltd., a former wholly-owned subsidiary of Polaris Ltd., had been completed on 7 March 2023.

Marque Luxury Vietnam Company Limited, a former subsidiary, has been dissolved with effect from 29 December 2022.

Marque Luxury (Thailand) Co., Ltd, a former subsidiary, has been dissolved with effect from 5 November 2022.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr Sugiono Wiyono Sugialam
Executive Director & Chairman

Mr Soennerstedt Carl Johan Pontus
Executive Director & CEO

Ms Wong Leng Yee Serena
Independent Non-Executive Director

Mr Masahiko Yabuki
Independent Non-Executive Director

Ms Diana Airin
Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

Ms Wong Leng Yee Serena (*Chairman*)

Ms Diana Airin

Mr Masahiko Yabuki

REMUNERATION COMMITTEE

Ms Diana Airin (*Chairman*)

Mr Masahiko Yabuki

Ms Wong Leng Yee Serena

NOMINATING COMMITTEE

Mr Masahiko Yabuki (*Chairman*)

Mr Sugiono Wiyono Sugialam

Mr Soennerstedt Carl Johan Pontus

Ms Diana Airin

Ms Wong Leng Yee Serena

COMPANY SECRETARY

Ms Yang Lin

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INDEPENDENT AUDITOR

Moore Stephens LLP
10 Anson Road
#29-15 International Plaza
Singapore 079903
Partner-in-charge: Mr Neo Keng Jin
(Appointed since financial year ended 31 December 2020)

SUSTAINABILITY REPORT

INTRODUCTION (GRI 102-54)

Polaris Ltd. (“**Polaris**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to present its sixth annual Sustainability Report. This report captures Polaris’ sustainability efforts, performance and strategies over the financial year ended 31 December 2022 (“**FY2022**”). This report includes the environmental, social and governance (“**ESG**”) performance of our business operations in Singapore. The Group’s operations in the US were excluded from this report as the management of the Company was unable to secure the cooperation of local management of the US subsidiaries, namely Marque Luxury America LLC, MLuxury Nevada LLC and MLuxury Texas LLC, who were preoccupied with pressing business challenges and had subsequently and unexpectedly resigned. For that reason, the Company was neither able to confirm nor verify ESG data in respect of our US subsidiaries. This report also does not include the Group’s other overseas operations (such as in the Philippines, South Korea, Vietnam, Thailand, Japan and Indonesia) as they had minimal activities in FY2022. The Group will include the ESG performance of its various overseas business operations if their businesses should become significant or should their ESG data become relevant and meaningful to understanding the Group’s sustainability performance as a whole.

This report has been prepared in accordance with the guidelines and standards issued by the Global Sustainability Standards Board (“**GSSB**”), as set out in their Global Reporting Initiative (“**GRI**”) Sustainability Reporting Standards (“**GRI Standards**”): Core option, as well as on a “comply or explain” basis pursuant to Rule 711A, Rule 711B and Practice Note 7F (Sustainability Reporting Guide) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”). We have chosen GRI as our sustainability reporting framework as it is internationally recognized and widely adopted, enabling us to disclose our ESG performance in a comprehensive and comparable manner. The GRI Content Index and the relevant references are provided on pages 25 to 27 of the report. Information presented in this report has been extracted from primary internal records and documents to ensure accuracy. The Board of Directors of the Company (the “**Board**” or “**Directors**”) oversees the management and monitoring of the Group’s strategic direction, policies and material ESG factors.

None of the primary components of a sustainability report, as set out in Rule 711B and paragraph 4.1 of Practice Note 7F of the Catalist Rules, were excluded from this report. Nevertheless, the Company appreciates that its climate-related disclosures in the section titled “Our Environmental Efforts” of this report, which have been made pursuant to the primary component referred to in Rule 711B(1)(aa) of the Catalist Rules (i.e. climate-related disclosures consistent with the recommendations of the Task Force on Climate-related Financial Disclosures (“**TCFD**”)), are still in its embryonic stages, and the Company aims to further improve and supplement these disclosures in subsequent years.

REPORTING PRINCIPLES

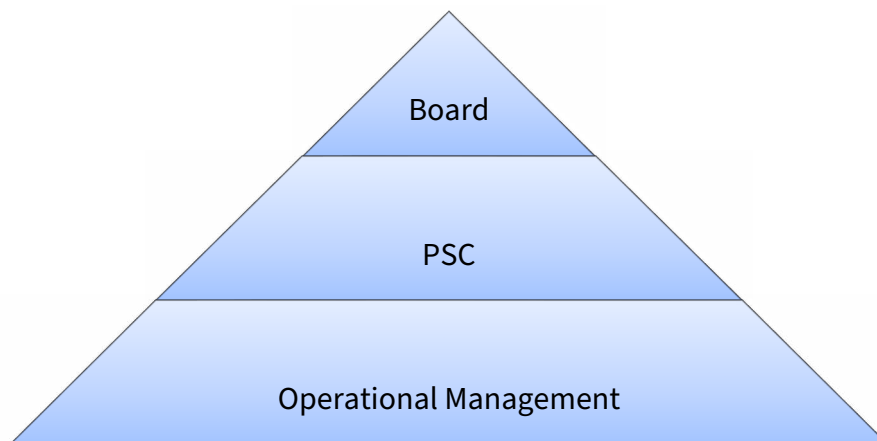
We have applied the GRI Standards Reporting Principles (the “**Reporting Principles**”) in preparing the disclosures contained in this sustainability report. In terms of the Reporting Principles for defining report content, we have prepared the report having considered stakeholder inclusiveness, our sustainability context, materiality and completeness. As for the Reporting Principles for defining report quality, we have applied the principles of accuracy, balance, clarity, comparability, reliability and timeliness.

We believe that the adoption of the GRI Standards affirms our commitment to sustainability issues and will make our sustainability reporting more systematic and comprehensive.

SUSTAINABILITY REPORT

REPORTING PROCESS (GRI 102-16, 102-18)

Polaris' sustainability governance and reporting structure is as depicted below:



As the highest governing body in the Company, the Board is responsible for setting the Group's sustainability direction, ambitions and targets. The Board also oversees the formation and implementation of strategies and solutions to address material sustainability issues, including risks and opportunities.

The Board delegates the overall management and monitoring of the Group's sustainability factors and issues to the Polaris Sustainability Committee (the "**PSC**"), which comprises the Executive Director and CEO, key management personnel and heads of departments. The PSC provides the overall major direction for preparing the report. In this regard, the PSC's responsibilities include, amongst other things, reviewing, assessing and determining the sustainability context, the material ESG topics, the report content and topic boundaries, as well as the scope and prioritisation of issues (against the risks and opportunities we face) to be included in the report. The PSC takes into consideration formal and informal feedback received throughout the year from a range of internal and external stakeholders to determine the most relevant material topics to be covered in the report.

The operational management teams of the Group's subsidiaries are responsible for executing and implementing the sustainability initiatives mandated by the PSC.

Recognising that many of the Group's sustainability issues cannot be addressed overnight and that the most meaningful sustainability initiatives require the collective effort of the Group, Polaris plans to implement collective and common ESG targets as ESG key performance indicators ("**KPIs**") in the incentive plans for all Group employees. These ESG KPIs for 2023 include the various sustainability targets as set out in the various sections below, including but not limited to a reduction in our electricity and printed paper usage by at least 30%, for at least 10% of our staff to undergo relevant skill-development trainings, and no incidents of whistle-blowing reports and/or fraudulent activities.

SUSTAINABILITY REPORT

REPORTING CYCLE (GRI 102-52)

Our reporting cycle begins with a review of the Company's ESG factors and material topics in light of business environment changes and stakeholder feedback.

FEEDBACK (GRI 102-53)

We welcome feedback from all stakeholders. Please send questions, comments, suggestions or feedback relating to this report or our sustainability performance to ir@wearepolaris.com.

INTERNAL ASSURANCE (GRI 102-55)

We did not seek external assurance for this sustainability report. Instead, we relied on our internal audit function (outsourced to In.Corp Business Advisory Pte. Ltd.) to review and verify the accuracy of our ESG performance data and the information contained in this report in accordance with the International Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors. For the avoidance of doubt, we have not engaged an independent third party assurance provider to verify the data and information contained in this report.

The Company may consider seeking external assurance for future sustainability reports in the event that such external assurance is deemed necessary and/or relevant in the future.

PERFORMANCE HIGHLIGHTS (GRI 302-3, 305-4)

The table below represents a selection of metrics that we track within the organization. These metrics have been selected because they reflect the direct impact of our operations on people and the environment. We review our metrics regularly to ensure that we capture the information needed to improve our performance. Going forward, we aim to broaden our performance metrics where necessary and possible.

Strategic Area	FY2021	FY2021 (Restated) *	FY2022
ENVIRONMENTAL			
Total CO ₂ e emissions (tonnes)	50.33	53.41 *	39.00
Carbon emission intensity per onsite repair job (tonnes CO ₂ e)	0.0030	0.0033 *	0.0038
Total energy used (gigajoules)	377	377	241
Energy intensity per square metre (gigajoules)	0.428	0.428	0.332
Water consumption (cubic metres)	148.20	148.20	148.60
PEOPLE			
Permanent Employees	94%	94%	97%
Local Employees (Singapore Citizens + Permanent Residents)	42%	96% *	93%
Female Employees	48%	42% *	31%
Male Employees	52%	58% *	69%
SUPPLIERS			
Share of local supplier payments as % of total supplier payments	82.8%	82.8%	83.2%
Proportion of local suppliers as % of total suppliers	93.3%	93.3%	10.85%**

* Restatement of data following internal review and verification. The affected FY2021 data had been misstated due to an internal HR system configuration error.

** An increase in foreign C2B sellers which transacted with the Group in FY2022 led to a drop in the proportion of local suppliers in the same year. If the headcount of suppliers in the pre-loved business was excluded, the proportion of local suppliers would be 98.6%.

SUSTAINABILITY REPORT

PRIVACY AND DATA SECURITY

Ensuring the security and confidentiality of our customer information is of utmost importance to us. At Polaris, we are committed to protecting the personal information of our customers. We have implemented a strict Personal Data Protection Policy and will take any necessary measures to protect our customers' personal data. Customer privacy is important to us and we are bound by the Personal Data Protection Act 2012 of Singapore (“**PDPA**”). We regularly review our customer privacy and data protection processes to ensure compliance with the PDPA. In FY2022, there was no substantiated complaint concerning a breach of customer privacy or any instance of theft, leak and/or loss of customer data.

In addition, as Polaris operates customer service centres in partnership with our brand partner, we strictly follow and adhere to our brand partner's personal data protection policies and procedures at our service centres.

Our detailed Personal Data Protection Policy is available on the WeArePolaris website at the URL: www.wearepolaris.sg and the Polarisepc website at the URL: www.epc.wearepolaris.sg.



SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT (GRI 102-40, 102-42, 102-43, 102-44)

At Polaris, we develop our sustainability strategy by collecting feedback from stakeholders on issues that are material to them and our business. We have identified our stakeholders based on importance, responsibility, dependency and proximity. We view stakeholder engagement as an ongoing process and not a one-off event. We adopt both formal and informal channels of communication to understand the needs of key stakeholders on an ongoing basis, and incorporate these into our corporate strategies to achieve mutually beneficial relationships.

We continuously seek to improve communication with our stakeholders and consider their input and feedback in our business strategy. This helps us to develop better trust and understanding with our stakeholders, strengthen our partnerships, and ensure that we remain focused on the ESG topics that are most important and relevant to us and our stakeholders. In FY2022, we continued our stakeholder engagement with a focus on sustainability matters and considered their input in the review and assessment of our material ESG topics. As a result of such communication and engagement with our stakeholders, we have identified their respective key concerns as detailed below.

Stakeholders	Key Concerns of Stakeholders	Communication Channels	Our Strategies
Shareholders & Investors	<ul style="list-style-type: none"> • Transparency • Timely communication of information regarding the Company's progress and project status • Profitability 	<ul style="list-style-type: none"> • Virtual meetings (e.g. virtual annual general meeting) • Email correspondence 	<ul style="list-style-type: none"> • Engaging Stakeholders at general meetings and through emails • Communication through announcements on SGXNET and on our Company website
Employees	<ul style="list-style-type: none"> • Diversity and equal opportunities • Training and career development • Employment benefits • Employee health and safety 	<ul style="list-style-type: none"> • Reporting systems • Virtual meetings 	<ul style="list-style-type: none"> • Manage work environment • Review employment benefits • Implement appropriate health and safety measures • Polaris Labour and Human Rights Policy developed
Customers	<ul style="list-style-type: none"> • Product / service quality • Safety of products • Provision of correct product information • Transparent communication • Customer health and safety 	<ul style="list-style-type: none"> • Call centres • Social media communications • Retail stores • Email correspondence • Customer satisfaction surveys conducted by external organizations 	<ul style="list-style-type: none"> • Provide accurate product information • Source for and respond to customer feedback and queries • Implement appropriate health and safety measures
Suppliers	<ul style="list-style-type: none"> • Compliance with terms and conditions of prevailing purchasing policies and procedures • Appropriate costs 	<ul style="list-style-type: none"> • Quotations • Requests for proposals • Email correspondence • Teleconferences 	<ul style="list-style-type: none"> • Establish policies and practices that ensure fair selection and procurement processes, ethical business practices, and performance of contractual obligations
Resellers / Distributors	<ul style="list-style-type: none"> • Timely delivery • Quality assurance • After-sales support • Strong collaboration • Good customer experience 	<ul style="list-style-type: none"> • Shop visits when necessary • Email correspondence • Virtual meetings 	<ul style="list-style-type: none"> • Proactive sales planning • Providing sales / marketing support
Business Partners	<ul style="list-style-type: none"> • Partnerships for business growth and opportunities 	<ul style="list-style-type: none"> • Frequent discussions • Teleconferences • Email correspondence 	<ul style="list-style-type: none"> • Work with reputable partners and meet their service expectations through regular internal reviews and audits • Source for potential collaboration opportunities with more partners
Government & Regulators	<ul style="list-style-type: none"> • Adherence to applicable laws and regulations • Prompt resolution of issues / instances of non-compliance (if any) • Reporting of any service issues as required by regulators 	<ul style="list-style-type: none"> • Discussions with relevant agencies and departments 	<ul style="list-style-type: none"> • Comply with applicable laws and regulations • Putting in place policies and procedures to ensure compliance
Media	<ul style="list-style-type: none"> • Ready access to the Company's developments and news • New products / services / entertainment and related content 	<ul style="list-style-type: none"> • Invitations to media events 	<ul style="list-style-type: none"> • Providing timely and accurate information on product releases

SUSTAINABILITY REPORT

OUR MATERIALITY TOPICS (102-11, 102-46, 102-47, 103-1)

We have identified material topics for reporting based on the extent and degree of our ESG and economic impacts, the risks and opportunities involved, and where we see the most potential for creating value for our stakeholders. In order to ensure an accurate determination of material ESG issues, we undertook a process of identification, prioritisation and validation of stakeholder concerns and issues with our management team in order to align with stakeholder requirements. The Group formally established the PSC in 2022. The PSC oversees the implementation of the risk management framework and assesses its effectiveness through regular reviews. The Group has adopted a structured risk management process which involves the identification, evaluation, prioritization, validation and monitoring of risks. We aim to continuously improve our sustainability reporting and further enhance shareholder value by monitoring and reporting on the risks and opportunities which have a direct bearing on our strategies and operations. For more information on how we manage risks, please refer to the section entitled “Risk Management and Internal Controls” on pages 40 to 41 of the Annual Report.

Each sustainability factor is assigned a reporting priority that determines the actions required, as illustrated below:

Description	Criteria
High	Factors with high reporting priority are reported in detail.
Medium	Factors with medium reporting priority are considered for inclusion in the report.
Low	Factors with low reporting priority may be reported to fulfil regulatory requirements.

A summary of Polaris’ material ESG and economic issues; our mission; the priority of our material issues; where the impact of each material issue occurs and the corresponding time horizons; and our involvement in respect of such issues is presented in the table below. A more detailed discussion on the material topics, including the management approach, will be covered in the respective chapters of this report.

Material Issues	Mission	Prioritization of Topics	Where impact occurs / Time horizons	Polaris Involvement
ENVIRONMENT				
Energy Efficiency	Lower ecological footprint and reduced energy cost	High	Within Organization and Environment / Long term	Direct
Climate Change and Carbon Emission	Lower carbon footprint	High	Within Organization and Environment / Long term	Direct
Waste minimisation	Lower pollution	Medium	Within Organization and Environment / Long term	Direct
SOCIAL				
Talent Attraction and Retention	Increase Company morale, lower turnover rate and reduce hiring costs, create employee satisfaction	High	Within Organization and Community / Short to Medium term	Direct
Training and Education	Increase productivity, grow and nurture employees, encourage innovative problem-solving, strengthen skills and knowledge	High	Within Organization and Community / Short to Medium term	Direct
Diversity and Equal Opportunity	Create an inclusive and non-discriminatory environment	Medium	Within Organization and Community / Long term	Direct
Marketing and Labelling	To uphold the highest standards of professional values and integrity and build trust with customers through transparency	Medium	Within Organization, Customers, Distributors and Suppliers / Short to Medium term	Direct
Occupational Health and Safety	To ensure a safe workplace, and to minimise the risk of COVID-19 infection	High	Within Organization and Employees / Long term	Direct

SUSTAINABILITY REPORT

Community Development and Employee Volunteering	Greater employee engagement, enhance job satisfaction, stronger community engagement	Low	Within Organization, Customers and Community / Short to Medium term	Direct & Indirect
Customer Health and Safety	Improve health and safety practices, and build stronger brand equity and value	High	Within Organization, Customers and Community / Long term	Direct
ECONOMIC				
Anti-corruption	Uphold and adhere to the Group's zero tolerance policy towards fraud, corruption and unethical conduct	High	Within Organization, Communities and Investors / Long term	Direct
Procurement Practices	To continuously support local suppliers	Medium	Within Organization, Suppliers, Distributors, Investors / Long term	Direct
GOVERNANCE				
Board Diversity	Holistic guidance to the Company	High	Within Organization and Investors / Long term	Direct
Risk Management and Internal Controls	Effective risk taking and risk management, aligned with the organization's business objectives	High	Within Organization and Investors / Long term	Direct
Whistle-blowing Policy	Mitigate business risks and fraud prevention	High	Within Organization and Investors / Long term	Direct

OUR ENVIRONMENTAL EFFORTS

Carbon Emissions (GRI 305-1)

We believe in progressively reducing our organization's carbon footprint by improving energy efficiency and minimising energy consumption. As per the GRI Standards, our greenhouse gas ("GHG") emissions are disclosed using the guidelines of the Greenhouse Gas Protocol (the "GHG Protocol").¹ Polaris' GHG emissions are attributed to the use of electricity, diesel and petrol. In FY2022, our emission intensity was calculated at 0.0038 tonnes CO₂e per onsite repair (FY2021: 0.0033 tonnes CO₂e per onsite repair). This is reported as direct (Scope 1) GHG emissions which relate to direct emissions from fuel used by our company vehicles. Consumption of purchased electricity, which is classified as indirect (Scope 2) GHG emissions, was calculated at 15.59 tonnes CO₂e per annum for FY2022 (FY2021: 24.41 tonnes CO₂e per annum).

We plan to report on Scope 3 GHG emissions (i.e. indirect GHG emissions which are not included in the Scope 2 GHG emissions and which occur outside of the Group, including both upstream and downstream emissions) in the future by working closely with our suppliers and customers.

Climate Change

We recognise the importance of communicating and reporting on how we manage our climate-related risks and opportunities to maintain stakeholder trust and confidence. We aim to further develop our climate strategy and related targets, and align them with internationally recognised frameworks such as the recommendations of the TCFD to help investors understand the financial implications of climate risks on our businesses.

¹ The GHG Protocol has established a classification of GHG emissions called "Scope": Scope 1, Scope 2 and Scope 3. Direct GHG emissions (i.e. emissions from sources directly owned or controlled) are classified under "Scope 1"; energy indirect GHG emissions (i.e. emissions from the generation of purchased energy) are classified as "Scope 2"; and other indirect GHG emissions (i.e. emissions outside the organisation) are classified as "Scope 3".

SUSTAINABILITY REPORT

The adoption of the recommendations of the TCFD is an iterative process and the full implementation will require several years. Notwithstanding this, the Group has provided preliminary climate-related disclosures consistent with the recommendations of the TCFD below:

Core Elements	Our Approach
<p>Governance</p> <p><i>The Company’s governance around climate-related risks and opportunities</i></p>	<p>As previously stated, the Board has ultimate responsibility for overseeing sustainability matters, including but not limited to climate change. The Board receives regular updates on important sustainability matters (including climate-related issues) from the PSC. These issues are taken into consideration when formulating the Group’s business and financial planning strategies.</p> <p>Responsibility for the management of climate-related issues is delegated by the Board to the PSC. The PSC’s responsibilities include, amongst other things, reviewing, assessing and determining the sustainability context, the material ESG topics, the report content and topic boundaries, as well as the scope and prioritisation of issues (against the risks and opportunities we face) to be included in the report. The PSC takes into consideration formal and informal feedback received throughout the year from a range of internal and external stakeholders to determine the most relevant material topics to be covered in the report.</p> <p>The operational management teams of the Group’s subsidiaries are responsible for executing and implementing the sustainability initiatives mandated by the PSC.</p> <p>For further information on the roles of the Board, the PSC and the operational management teams in respect of assessing and managing sustainability (including climate-related) risks and opportunities, please refer to the section titled “Reporting Process” above.</p> <p>During FY2022, all our Board members had attended the mandatory sustainability training course titled “LED – Environmental, Social and Governance Essentials (Core)” conducted by the Singapore Institute of Directors.</p>
<p>Strategy</p> <p><i>The actual and potential impacts of climate-related risks and opportunities on the Company’s businesses, strategy, and financial planning</i></p>	<p>Sustainability-related risks, including those associated with climate change, are identified, assessed and monitored as part of the Group’s risk management process. Polaris has put in place an Enterprise Risk Management (“ERM”) register to list, categorise and track the Group’s risks and to enhance its risk management process.</p> <p>For a summary of the Group’s climate-related risks and opportunities, please refer to the section titled “Our Materiality Topics – Our Environmental Efforts” above.</p>
<p>Risk Management</p> <p><i>The processes used by the organization to identify, assess, and manage climate-related risks</i></p>	<p>Climate-related risks and opportunities were identified and assessed during the ERM exercise conducted by the PSC, which entailed soliciting feedback from the Board and the Group’s employees regarding the Group’s most pertinent climate-related risks and opportunities. The PSC is in the process of collating such feedback and aims to provide more detailed disclosures on its climate-related risks and opportunities in subsequent sustainability reports.</p> <p>Nonetheless, as we have identified GHG emissions to be one such pertinent climate-related risk which is relevant to the Group, we have been monitoring our GHG emissions (measured in tonnes CO₂e) as one of our climate-related performance indicators. For further details, please refer to the section titled “Our Environmental Efforts – Carbon Emissions” of this report.</p> <p>Our ERM framework provides an overarching structure for the identification, analysis and evaluation of risks, and the implementation of risk control and monitoring plans.</p>

SUSTAINABILITY REPORT

Core Elements	Our Approach
<p>Metrics and Targets</p> <p><i>The metrics and targets used to assess and manage relevant climate-related risks and opportunities</i></p>	<p>As we continue our sustainability journey, our next priority is to develop appropriate climate-related metrics and targets to better assess and manage the relevant climate-related risks and opportunities which are applicable to the Company and to improve our climate-related disclosures based on the recommendations of the TCFD.</p> <p>Aligning with SGX's roadmap to mitigate the effects of climate change and the transition to a lower-carbon economy, we have been reviewing and exploring emission reduction measures which will be published in our next sustainability report for FY2023.</p> <p>Polaris is cognisant of the impact climate change will have on our business. The Company is committed to the long-term goal of achieving net zero emissions by 2050, in line with the Paris Agreement's goal of limiting global warming to 1.5 degrees Celsius and preserving the health of our planet for future generations.</p>

Our climate-related metrics and targets will be reviewed and updated in line with our broader and constantly developing sustainability goals.

Energy Efficiency (GRI 302-1)

Climate change is a defining global challenge of the 21st century as it presents a multitude of risks to the global economy. Managing this topic allows us to potentially turn challenges and risks into climate-related opportunities for the Company, such as cost savings, reductions in energy consumption, alignment with customer ambitions, and to support and contribute to the development of government policies.

Energy consumption accounts for a substantial portion of our operating costs and GHG emissions. The equipment in our office buildings run on electricity, while the vehicles used in transportation and logistics for our operations consume petroleum or diesel. We strive to reduce our energy consumption to lower our operating costs and reduce our carbon footprint.

With this priority in mind, our management approach is to minimise energy consumption in our daily operations, while continually improving our energy performance through careful review and implementation of energy management strategies.

Although we do not have a formal energy management policy, our operations are guided by the following principles which are regularly reviewed to ensure they are valid and up-to-date:

1. Enhance the energy management plans and systems in place, as energy conservation is an important aspect of our operations.
2. Manage and utilise energy conservation technology and best practices.
3. Conduct energy improvement programmes from time to time to optimise our business operations, and to reduce our operating costs and carbon footprint.
4. Promote, support and efficiently manage energy conservation, such as exploring the use of solar energy and electric vehicles in our operations.

We seek the support of our employees, business partners and other stakeholder groups to help us achieve our sustainability goals.

To reduce our energy consumption and carbon emissions, we use fuel-efficient vehicles in our transport and logistics operations. Vehicles with high fuel consumption may be subject to inspection and servicing where required. All vehicles in Singapore are inspected yearly to comply with the Land Transport Authority's Carbon Emissions-Based Vehicle Scheme.

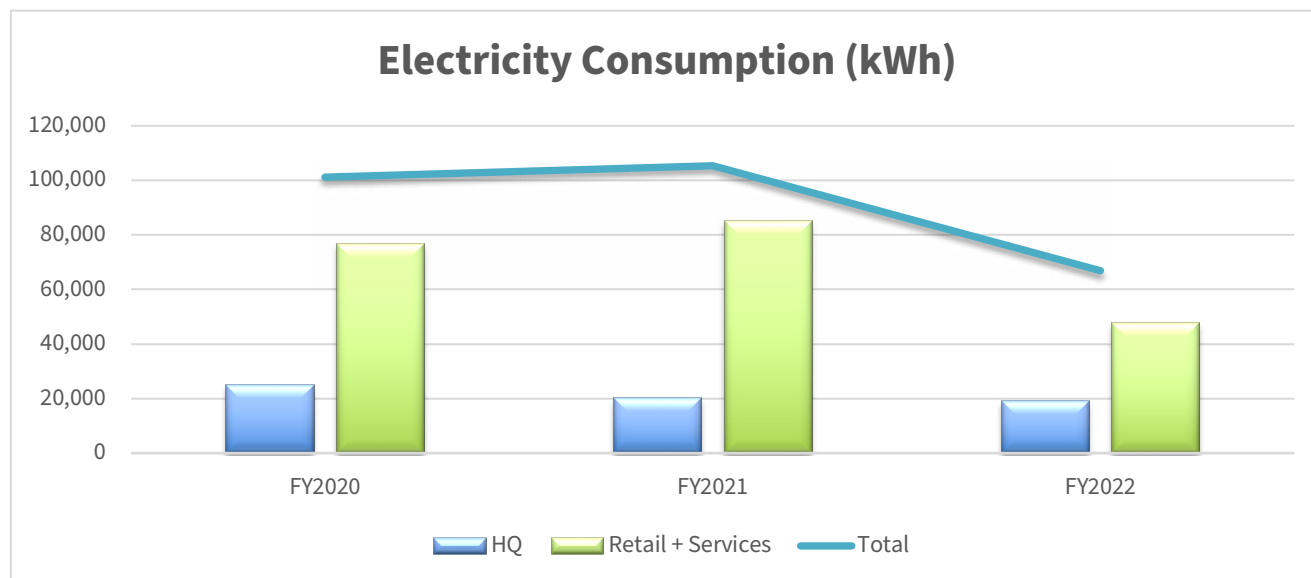
At our offices, energy-efficient appliances such as LED lights and energy-efficient air-conditioners are preferred. We encourage our employees to disconnect electricity supplies and to turn off the office lights when not in use.

Our electricity and energy consumption levels are reported regularly to management. This allows us to promptly identify any issues leading to abnormally high energy consumption.

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Our total energy consumption in FY2022 was 67 kWh, which represents a decrease of 36% from 105 kWh in FY2021. This reduction can be primarily attributed to the closure of our Apple Premium Reseller retail store in March 2022.

Our total energy consumption for FY2020, FY2021 and FY2022 are as shown below:



Waste Minimisation (GRI 306-2)

Our management approach is to reduce, reuse and recycle waste wherever possible throughout our daily operations. Waste from our operations includes paper and packaging waste. Over the years, Polaris has implemented several initiatives to reduce printed marketing materials.

During FY2022, we have continued with our recycling process for Dyson parts. Recycling greatly reduces the emission of many greenhouse gases and water pollutants, which are often by-products of waste disposal and destruction, and saves energy in the process. These parts, which consist of Printer Circuit Boards (PCBs), motors and electrical cables extracted from fans and vacuums, are consolidated on a monthly basis and recycled by organising them into e-waste, plastics and metal and separating these from general waste. This process helps to reduce the pollution otherwise caused by the extraction and processing of virgin materials. Also, when products are made using recycled rather than virgin materials, less energy is used during manufacturing, and fewer pollutants are emitted. We also practice the proper disposal of waste by separating the faulty parts (which cannot be recycled meaningfully) and having them disposed of by a credible disposal company. All disposals will be completed with a certificate of destruction issued by the said disposal company.

The total weight of non-hazardous waste produced and disposed of pursuant to our recycling processes for FY2022 was 16.1 tonnes (FY2021: 16.4 tonnes).

FY2023 Targets	Action Plans
<ul style="list-style-type: none"> Reduce our electricity usage by 30% in 2023 Maintain or decrease fuel usage in 2023 Reduce the use of printed paper by 30% in 2023 	<ul style="list-style-type: none"> Merge all back-end operations into a single office Reduce size of vehicle fleet by 20% Enhance processes and systems to keep electronic rather than printed records

SUSTAINABILITY REPORT

OUR WORKPLACE (GR 102-7, 102-8, 102-41)

Our employment practices are fair and consistent with the Tripartite Guidelines on Fair Employment Practices promulgated by the Tripartite Alliance for Fair & Progressive Employment Practices (TAFEP). Our human resource policies are aimed at providing a fair, performance-based work culture that is diverse, inclusive and collaborative. We also encourage our people to reach their fullest potential and provide them with a fulfilling and meaningful career.

As at 31 December 2022, our workforce comprised 29 full-time and part-time employees. This was a significant reduction from the previous year as the Company had exited its Apple Premium Retail (APR) store in FY2022 and data from the Group's overseas operations were excluded from this report (as previously explained on page 8 of this report). Permanent employees represented 97% of the total headcount. Employees with managerial or supervisory roles accounted for 34% of our workforce. None of our employees are covered by collective bargaining agreements.

Workforce by Employment Contract

Employees (by type of employment contract)	Male (in numbers)	Female (in numbers)	Total
Full-time	20	8	28
Part-time	0	1	1
Total	20	9	29

Workforce by Age Group and Gender

Age Group	Male (%)	Female (%)
Under 30 years old	17	21
30 to 50 years old	38	7
Over 50 years old	14	3
Total (all age groups)	69	31

Workforce by Region

Region	% of Workforce
Asia	96
Others	4
Total	100

Talent Attraction and Retention (GRI 401-1)

We believe that investing in our people is crucial to the success of our business. We manage our human capital investment by attracting and nurturing the right talent as well as caring for their professional growth and personal well-being during their employment with us.

With the progressive easing of COVID-19-related restrictions in Singapore, the economy started to show signs of recovery and this resulted in a tight labour market. We continue to offer competitive remuneration packages to retain staff and to attract fresh talent to the Group.

Enabling Staff Development

We believe in developing our employees' capabilities for the long-term sustainability of our business. To encourage further learning and career development, Polaris conducts annual performance appraisals for our employees as part of our performance management system. This ensures that employees are on track in their career development and allows us to assess and align their training needs with business objectives. All eligible employees received a performance review in FY2022.

Encouraging Long-Term Careers

We believe in building long-term and fulfilling careers for our people. The average length of employment with our Company is about three (3.0) years, and this attests to the effectiveness of our employee engagement efforts and the meaningful career opportunities that we provide.

SUSTAINABILITY REPORT

We review and improve our people policies and initiatives on an ongoing basis. We gather feedback from our people regularly through employee feedback mechanisms such as team meetings and exit interviews. Information gathered is reviewed and analysed on an annual basis by our Human Resources (“HR”) department. Where appropriate, retirement consultation sessions may be held with selected employees to assess their readiness for retirement or re-employment, and to explore alternative options such as part-time work or contract work. No Company employee had retired in FY2022.

A breakdown of the new hires and turnover figures for FY2022 is shown below.

Employee Turnover and New Employee Hires for FY2022

Age Group	Employee Turnover ⁽¹⁾			New Hires		
	Male	Female	Total	Male	Female	Total
Under 30 years old	3	3	6	2	4	6
30 to 50 years old	10	5	15	2	3	5
Over 50 years old	0	0	0	0	0	0
Sub-total	13	8	21	4	7	11
Turnover rate (%) ⁽²⁾			72%			
New hire rate (%) ⁽³⁾						38%

Notes:

- (1) The turnover rate did not include data from our overseas operations (for the reasons explained on page 8 of this report) and did not take into account the closure of the Apple Premium Reseller (APR) store.
- (2) The turnover rate is calculated based on the total turnover over the total number of employees as at the end of FY2022.
- (3) The new hire rate is calculated based on the total number of new hires over the total number of employees as at the end of FY2022 but does not take employee turnover into consideration.

Employee training on human rights policies or procedures (GRI 412-2)

Polaris developed a Labour and Human Rights Policy in 2022 which stipulates that each Polaris employee and on-site worker is required, without exception, in their personal capacity and in the conduct of business, to:

- Respect and promote the principles set out in Polaris’ internal code of conduct;
- Comply with all applicable laws and regulations; and
- Respect and promote labour and human rights as further described in the policy, which are based on accepted international laws and practices such as the International Labour Organization (ILO) Conventions.

In addition, all Polaris employees must ensure that they respect labour and human rights in all business relationships, including dealings with suppliers, subcontractors, customers and other partners.

Training and Education (GRI 404-2)

At Polaris, we encourage continuous self-development and aim to provide all employees with equal opportunities for training and upgrading. We believe that learning and training opportunities are important, and that self-development is a continuous and life-long process so that employees are equipped with the competencies needed to meet current and future business needs. These include workshops, seminars, conferences, in-house company trainings and on-the-job trainings.

All new employees are also required to attend an onboarding programme, which aims to induct and integrate new hires into the organisational culture.

In FY2022, we identified suitable training opportunities for our employees and about 10% of our employees participated in such training courses.

SUSTAINABILITY REPORT

Diversity and Equal Opportunity (GRI 405-1)

We recognise the inherent strengths of a diverse and inclusive workforce, where our people are able to offer different perspectives and ideas to better contribute to the business. It is therefore our belief that creating a diverse workplace environment is essential to building and sustaining our competitive advantage. Such diversity fosters innovative thinking and helps tackle business challenges through different perspectives by enhancing our team's capacity for breadth of input, risk alertness and responsiveness to change.

Moreover, we strive to offer equal opportunities in terms of our hiring, career advancement, promotion and remuneration policies and practices. These are based on merit and experience, and are irrespective of gender, age, racial, ethnic or cultural background. Recruitment is conducted fairly and in an open and transparent manner. We appreciate the value of employing individuals with various backgrounds to build a vibrant and competent workforce.

A breakdown on the diversity of our Board of Directors and employees (per employee category) as at 31 December 2022 is set out below. As explained on page 8 of this report, data from the Group's overseas operations have not been included in this report.

Board of Directors

Age Group	Male	Female	Total
30 to 50 years old	0	2	2
Over 50 years old	3	0	3
Sub-total	3	2	5
Percentage (%)	60	40	100

Other Employee Categories

Age Group	Senior Management			Middle Management			Functional Employees		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Under 30 years old	0	0	0	3	0	3	2	6	8
30 to 50 years old	1	2	3	0	0	0	10	0	10
Over 50 years old	4	0	4	0	0	0	0	1	1
Sub-total	5	2	7	3	0	3	12	7	19
Percentage (%)	71	29	100	100	0	100	63	37	100

Marketing and Labelling (GRI 417-1, 417-2, 417-3)

Polaris recognises that fair marketing practices and being transparent in the way we communicate can build trust and loyalty among our customers, partners and suppliers. We adhere to strict marketing codes to ensure that all marketing activities comply with the various laws and guidelines such as the Singapore Code of Advertising Practice, the Infocomm Media Development Authority's (IMDA) Codes of Practice and Guidelines, and the PDPA.

In FY2022, we did not identify any instances of non-compliance with regulations and/or voluntary codes concerning information and labelling or marketing communications including advertising, promotion and sponsorships in relation to products and services that we offer.

Moving forward, we strive to maintain the quality of our products and services as well as retail and distribution channels by choosing the right types of products and services suited for our business model. Quality checks will also be continuously deployed by our staff to ensure compliance with applicable regulations relating to marketing and labelling in the markets we operate.

SUSTAINABILITY REPORT

Occupational Health and Safety (GRI 403-1, 403-2)

The health and safety of our people is of paramount importance to us. We strive to continuously raise our standards in providing a safe and healthy working environment for our employees.

We comply with the requirements of the Workplace Safety and Health Act 2006 of Singapore. We have in place internally formulated safety guidelines and measures at our premises to minimise the risk of incidents. Our health and safety matters are managed internally by our HR department, which has been tasked to carry out risk assessments to identify and address risks during business and work activities. Our safety and risk management guidelines and measures are reviewed regularly to ensure that they are kept up-to-date.

Workplace accidents (if any) are reported by our employees and reviewed by our HR department, which will then recommend rectifications to be implemented to mitigate the risk of such accidents reoccurring. Additionally, our employees can feedback directly to their supervisors to highlight work situations which they believe could cause injury or ill health.

Local Community (GRI 413-1)

We believe in being a business that looks beyond profitability alone. Our commitment towards creating growth includes supporting communities besides looking after business interests. Our social programmes are managed by our HR department, and all activities and initiatives proposed are approved by our senior management.

Over the years, we encourage our employees to participate in community and environmental initiatives through volunteering, and we have supported several community initiatives. In FY2022, Polaris made donations to the Movement for the Intellectually Disabled of Singapore's (MINDS) car wash for individuals with cognitive disabilities as part of its corporate social responsibility ("CSR") initiatives. With the transition to the endemic phase of COVID-19, we are committed to doing our part to serve and contribute to our society so as to improve the lives of others and foster camaraderie amongst our employees and a sense of giving back, thereby improving working relationships. We are fully intent on implementing further meaningful CSR activities in the coming years.

Customer Health and Safety (GRI 416-1)

Polaris is committed to delivering quality and safe products to our customers, in line with our core values and for long-term business sustainability. For products that we distribute, we evaluate our suppliers to ensure that they meet regulatory standards in product manufacturing, safety and labelling.

Mitigating risks relating to COVID-19

In order to better protect our stakeholders, particularly our customers and employees, we worked within state-based COVID-19 restrictions during FY2022. We also adopt regular cleaning and sanitization procedures for frequently-touched surfaces to protect our customers and employees.

FY2023 Targets	Action Plans
<ul style="list-style-type: none">At least 10% of staff to undergo relevant skill-development training in 2023	<ul style="list-style-type: none">Conduct internal trainings and engage external training providers
<ul style="list-style-type: none">Engage with the local communities	<ul style="list-style-type: none">Organise events to engage the local communities
<ul style="list-style-type: none">Zero instances of non-compliance regarding marketing and labelling laws and requirements	<ul style="list-style-type: none">All marketing information and materials to be approved by the relevant head of department (in consultation with the relevant brand owners, where necessary)

SUSTAINABILITY REPORT

OUR ECONOMY (GRI 102-9, 102-10)

Our management approach is to create value for our shareholders and stakeholders by ensuring the sustainable growth of our businesses. We are focused on adopting strategies that maximise shareholder returns while creating environmental, social and economic value for our stakeholders. In this regard, the Company had entered the resale space of premium lifestyle products in 2019, riding the global trend of increased interest in pre-loved goods and sustainable businesses. In 2022, the Group established PT Polaris Orbit Indonesia to expand our presence in the Asian market with a view to pursuing new businesses in the digital advertising and low environmental impact protein spaces (subject to shareholders' approval). These efforts aim to enhance our growth opportunities and positively impact the Group's long-term prospects. The Company will seek shareholders' approval for these new ventures at an upcoming extraordinary general meeting.

We regularly review our management approach in view of the business goals, stakeholder expectations and the actual performance of the Group.

Anti-Corruption (GRI 205-1, 205-2, 205-3)

Polaris takes a strong stance against corruption and malpractice in the Group, and adheres to a zero-tolerance policy on fraud and unethical conduct (including corruption and bribery).

The Group, having considered and assessed the risks related to fraud, corruption and bribery in respect of its entire operations, has formulated policies to detect, prevent, and provide appropriate avenues to raise concerns on, any instances of fraud, corruption or bribery involving employees, shareholders, directors, consultants, vendors, contractors, and/or any other parties with a business relationship with the Company. In accordance with such policies, employees must declare any possible conflict of interest that could arise in their discharge of their duties and must not offer, solicit or accept directly or indirectly any bribes, gifts or improper payments. Any unsolicited gifts must be declined by our employees and dealt with according to the Group's policy.

A whistle-blowing process is in place and supported whereby any concerns or incidents of actual or potential fraud, corruption or bribery may be raised in confidence to the Chairman of the Board, who may direct such concerns to the Audit and Risk Committee of the Company. In the event of reported incidents of corruption, independent investigations may be carried out by an investigation committee ("**Investigation Committee**") commissioned by the Audit and Risk Committee in an appropriate and timely manner where required. Mitigating and preventive measures will be implemented to improve the existing internal controls and policies to prevent a recurrence. The Investigation Committee shall have free and unrestricted access to examine all files, records and premises of the Group. The objective of the whistle-blowing process is to ensure that independent investigations of such matters are carried out and appropriate follow-up measures are taken.

The Group appreciates the importance of educating its employees on anti-corruption related matters. The Group's anti-corruption policies and procedures have been communicated to all its Directors, key management personnel, employees and business partners through its policy statements and, where appropriate the employee handbook.

There were no reported incidents of corruption or public legal cases regarding corruption brought against the Group or any of its employees during the reporting period.

Procurement Governance

Polaris adopts a fair business trading framework and procures from suppliers who conduct business ethically.

As we procure an extensive range of products for our businesses from a wide variety of suppliers, we have stringent procurement processes in place to ensure good corporate governance and compliance with anti-bribery and corruption rules and regulations. Our multi-tiered approval process ensures that each level of approval will take into consideration the suppliers' capabilities, consistency, product quality, reliability and price to ensure that we are operating within high ethical standards.

SUSTAINABILITY REPORT

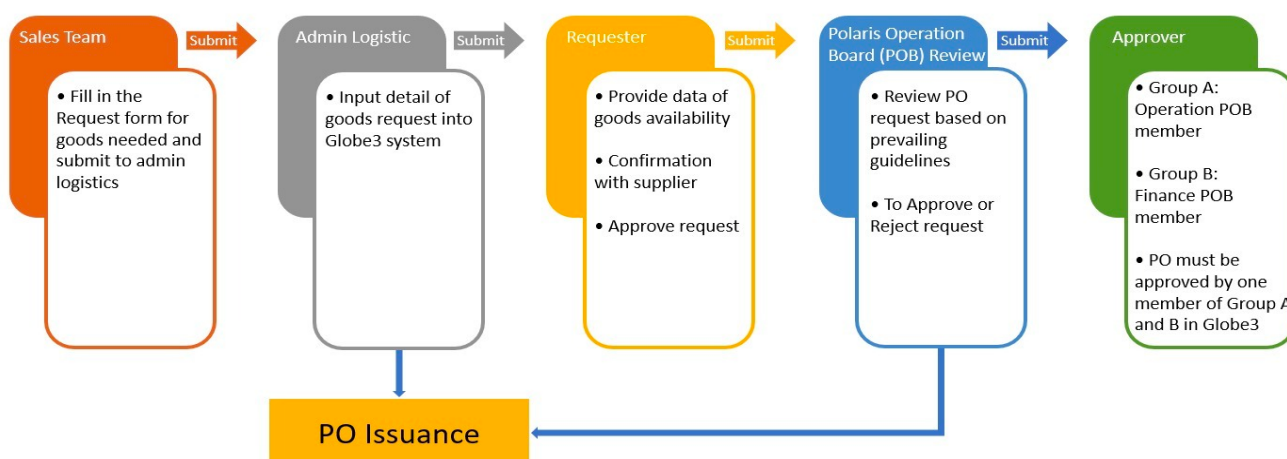
Our procured products and supplies are from brands which the business units are representing, such as Apple², and MakeBlock³, and other suppliers for products such as computer accessories, lifestyle goods and audio devices.

We encourage and support local businesses. With regard to our operations in Singapore during FY2022, our total local expenditure was approximately \$23 million (FY2021: \$23 million). Out of our 101 vendors who supply products to our operations in Singapore, only one was from overseas import. There are numerous benefits from sourcing locally as compared to sourcing internationally, such as improved delivery lead time and better communication with suppliers due to quicker response times.

For our pre-loved luxury goods business segment in Singapore, our total expenditure was approximately \$3.6 million during FY2022 (FY2021: \$7.6 million) and we sourced from 1,071 (FY2021: 777) vendors internationally.

To ensure a fair business trading framework, we work actively to combat corruption in all of its forms, which includes bribery, unfair competition, conflicts of interest, fraud, embezzlement and unlawful kickbacks. Our senior management leads by example and aims to foster a workplace culture with a zero-tolerance for corruption. In addition, our HR department is tasked with overseeing our anti-corruption policy as our HR personnel are aware of relevant employee-related legislation in terms of corruption, unfair competition and conflicts of interest. Relevant details are also highlighted in the letter of appointment for new employees. Please refer to the section entitled “Our Economy – Anti-Corruption” on page 22 of this Annual Report for more information on our anti-corruption policies and procedures.

All procurements are processed through our Enterprise Resource Planning system with its multi-tiered approval structure (as illustrated in the diagram below) before purchase orders (“POs”) are approved and signed off for issuance. This is to address conflicts of interest and ensure the correct latest purchase price.



As an integral part of supply chain management, we diligently sort out the delivered goods packaging and ensure that they are disposed of in an environmentally-responsible manner.

In 2022, the Company conducted a comprehensive review and upgrade of our warehousing facilities to enhance workplace safety and health, optimize operational efficiency, and increase visibility and control over inventories.

FY2023 Targets	Action Plans
<ul style="list-style-type: none"> Zero fraudulent activities in FY2023 	<ul style="list-style-type: none"> Promote awareness of anti-corruption policy in the Group.
<ul style="list-style-type: none"> To continue the current procurement practices 	<ul style="list-style-type: none"> Procurement mainly from approved suppliers and vendors, with preference extended to local suppliers and vendors.

² At the end of March 2022, the Group ceased operating its last Apple Premium Reseller retail store. Notwithstanding this, the Group continues the corporate sale of Apple products under its consumer electronics business segment.

³ At the end of December 2022, the Group ceased its distributorship agreement with MakeBlock in Singapore.

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OUR GOVERNANCE

Polaris practices high standards of corporate governance and recognises the importance of good corporate governance and the offering of high standards of accountability to shareholders.

Board Diversity

The Board recognises that board diversity is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through varied perspectives, skills, experiences, genders, ages, knowledge and professional qualifications. Further details on the breakdown of our Board of Directors by gender and age are provided under the section entitled "Our Workplace – Diversity and Equal Opportunities" on page 20 of this Annual Report.

Risk Management and Internal Controls

The Company's internal auditors conduct an annual review of the effectiveness of the Company's material internal controls (including financial, operational, compliance and information technology controls) and risk management policies to ensure the adequacy of the same.

Whistle-blowing Policy

The Company, with the advice of the Audit and Risk Management Committee, has put in place a whistle-blowing process and has formulated the guidelines for a Whistle-Blowing Policy for the Group. For more information on the whistle-blowing process, please refer to our Whistle-Blowing Policy as described in the Corporate Governance Report section on page 45 of this Annual Report.

FY2023 Targets	Action Plans
<ul style="list-style-type: none">• Zero whistle-blowing reports and incidents in FY2023	<ul style="list-style-type: none">• Promote awareness of the Whistle-Blowing Policy in the Group.
<ul style="list-style-type: none">• To review and update the Board Diversity Policy in FY2023	<ul style="list-style-type: none">• The Nominating Committee is tasked to review the structure, size and composition of the Board and to assist the Board on setting the Board Diversity Policy.

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GRI CONTENT INDEX (GRI 102-55)

– Core Option

GRI Standard 2016	Disclosure	Page Reference or additional comment
General Disclosure		
GRI 102: Organizational Profile		
102-1	Name of the organization	Pg 6, Corporate Profile
102-2	Activities, brands, products, and services	
102-3	Location of headquarters	
102-4	Location of operations	
102-5	Ownership and legal form	
102-6	Markets served	
102-7	Scale of the organization	Pg 18-21, Our Workplace
102-8	Information on employees and other workers	
102-9	Supply Chain	Pg 22-23, Our Economy
102-10	Significant changes to the organization and its supply chain	
102-11	Precautionary Principle or approach	Pg 13-14, Our Materiality Topics
102-12	External initiatives	Not applicable
102-13	Membership of associations	Not applicable
GRI 102: Strategy		
102-14	Statement from Senior Decision-maker	Pg 1-2, Letter to Shareholders
GRI 102: Ethics and integrity		
102-16	Values, principles, standards, and norms of behaviour	Pg 6, Corporate Profile Pg 8, Reporting Process
GRI 102: Governance		
102-18	Governance Structure	Pg 8, Reporting Process
GRI 102: Stakeholder Engagement		
102-40	List of Stakeholder groups	Pg 12, Stakeholder Engagement
102-41	Collective bargaining agreements	Pg 18-21, Our Workplace
102-42	Identifying and selecting stakeholders	Pg 12, Stakeholder Engagement
102-43	Approach to Stakeholder engagement	
102-44	Key Topics and concerns raised	
GRI 102: Reporting Practice		
102-45	Entities included in the consolidated financial statements	Pg 101-107, Financial Statements
102-46	Defining report content and topic boundaries	Pg 13-14, Our Materiality Topics
102-47	List of material topics	
102-48	Restatements of information	Not applicable. There were no restatements of information given in the previous report.
102-49	Changes in reporting	Not applicable. There were no significant changes from previous the reporting period in the list of material topics and the impacts of such material topics.
102-50	Reporting period	1 January 2022 to 31 December 2022
102-51	Date of most recent report	7 June 2022. Report for the period 1 January 2021 to 31 December 2021.
102-52	Reporting cycle	Reports are published on an annual basis
102-53	Contact point for questions regarding the report	Pg 10, Feedback
102-54	Claims of reporting in accordance with the GRI Standards	Pg 8, Introduction
102-55	GRI Content Index	Pg 25-27, GRI Content Index

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102-56	Internal Assurance	Pg 10, Internal Assurance
Top Specific Standards		
Anti-Corruption		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 22, Our Economy – Anti-Corruption
103-3	Evaluation of the Management Approach	
205-1	Operations assessed for risks related to corruption	
205-2	Communication and training about anti-corruption policies and procedures	
205-3	Confirmed incidents of corruption and actions taken	
Procurement Practices		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 22-23, Our Economy – Procurement Governance
103-3	Evaluation of the Management Approach	
204-1	Proportion of spending on local suppliers	Pg 10, Performance Highlights
Energy		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 16-17, Our Environmental Efforts - Energy Efficiency
103-3	Evaluation of the Management Approach	
302-1	Energy Consumption within organization	Pg 10, Performance Highlights Pg 16-17, Our Environmental Efforts - Energy Efficiency
302-3	Energy Intensity	
Emissions		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 14, Our Environmental Efforts – Carbon Emissions
103-3	Evaluation of the Management Approach	
305-1	Direct (Scope 1) GHG emissions	
305-2	Energy indirect (Scope 2) GHG emissions	
305-4	GHG Emissions Intensity	Pg 10, Performance Highlights
Effluents and Waste		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 17, Our Environmental Efforts – Waste Minimisation
103-3	Evaluation of the Management Approach	
Employment		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 18, Our Workplace – Talent Attraction and Retention
103-3	Evaluation of the Management Approach	
401-1	New employee hires and employee turnover	
412-2	Employee training on human rights policies or procedures	
Training and Education		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 18-21, Our Workplace
103-3	Evaluation of the Management Approach	
404-2	Programs for upgrading employee skills and transition assistance program	Pg 19, Our Workplace – Training and Education
Diversity and Equal Opportunity		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 20, Our Workplace – Diversity and Equal Opportunity
103-3	Evaluation of the Management Approach	
405-1	Diversity of governance bodies and employees	

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Marketing and Labelling		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 20, Our Workplace – Marketing and Labelling
103-3	Evaluation of the Management Approach	
417-1	Requirements for product and service information and labelling	
417-2	Incidents of non-compliance concerning product and service information and labelling	
417-3	Incidents of non-compliance concerning marketing communications	
Customer Privacy		
103-1	Explanation of the material topic and its boundary	Pg 11, Privacy and Data Security
103-2	The management approach and its components	
103-3	Evaluation of the Management Approach	
418-1	Substantial complaints concerning breaches of customer privacy and losses of customer data	
Customer Health and Safety		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 21, Our Workplace – Customers Health and Safety
103-3	Evaluation of the Management Approach	
416-1	Assessment of the health and safety impacts of product and service categories	
Occupational Health and Safety		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 21, Our Workplace – Occupational Health and Safety
103-3	Evaluation of the Management Approach	
403-1	Occupational health and safety management system	
403-2	Hazard identification, risk assessment, and incident investigation	
Local Communities		
103-1	Explanation of the material topic and its boundary	Pg 13-14, Our Materiality Topics
103-2	The management approach and its components	Pg 21, Local community
103-3	Evaluation of the Management Approach	
413-1	Operations with local community engagement, impact assessments, and development programs	

CORPORATE GOVERNANCE REPORT

The board of directors (the “**Board**” or “**Directors**”) of Polaris Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) is fully committed to maintaining high standards of corporate governance and recognises the importance of good corporate governance and ensuring high standards of accountability to shareholders.

This report outlines the Company’s corporate governance practices and processes that were in place for the financial year ended 31 December 2022 (“**FY2022**”), with specific reference to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”) and the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), where applicable.

The Board is pleased to confirm that the Company has adhered to the Code and the Catalist Rules except where otherwise stated and explained herein. Where there has been a variation from the provisions of the Code, the reason(s) for the variation and an explanation of how the Company’s alternative corporate governance practices are consistent with the aim and philosophy of the relevant principle and/or provision of the Code have been included. The Board considers that the alternative corporate governance practices are sufficient in meeting the underlying objective of the Code.

(A) 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.

Provision 1.1

The Board's primary role is to protect and enhance long-term shareholder value. The Board sets the overall strategy for the Group and supervises the management of the Company, which comprises the Executive Directors and key management personnel (the “**Management**”). To fulfil this role, the Board sets the Group's strategic direction, establishes goals for the Management and monitors the achievement of these goals, thereby taking responsibility for the overall success and corporate governance of the Group.

In addition to its statutory duties, the Board's principal functions are:

- a. establish the overall business direction of the Group, with specific emphasis on business expansion and synergies, and ensuring that the necessary financial and human resources are in place;
- b. review Management performance;
- c. oversee the processes of evaluating the adequacy of internal controls, risk management, financial reporting and compliance, including safeguarding of shareholders’ interests and the Company’s assets;
- d. approve major investment and divestment proposals, material acquisitions and disposals of assets, major corporate policies on key operations, the annual budget, the release of the Group’s interim and full year financial statements, and interested person transactions of a material nature;
- e. identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- f. assume corporate governance practices directly or through the respective Board Committees (as defined below); and
- g. consider sustainability issues, including but not limited to environmental and social factors, as part of its strategic formulation.

All Directors exercise due diligence and independent judgment, and are obliged to act in good faith as fiduciaries and consider at all times the best interests of the Company.

Our Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets an appropriate tone and standard of conduct at the top, and ensures proper accountability within the Company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

CORPORATE GOVERNANCE REPORT

Provision 1.3

The Company has adopted a set of Approving Authority & Limit Guidelines (the “**Guidelines**”) which set out the level of authorisation required for specified transactions, including those which require Board approval. Under the Guidelines, new investments, divestments, and the entry into banking facilities with financial institutions, amongst other matters, require the approval of the Board.

Provision 1.4

To assist the Board in executing its responsibilities, the Board has delegated specific functions to the Audit and Risk Management Committee (“**ARMC**”), the Nominating Committee (“**NC**”) and the Remuneration Committee (“**RC**”) (together, the “**Board Committees**”, and each a “**Board Committee**”). These Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis to ensure their continued relevance. The effectiveness of each Board Committee is also constantly monitored. Minutes of Board Committee meetings are available to all Board members.

Provision 1.5

The Board currently holds at least two (2) scheduled meetings each year. In addition, it holds additional meetings at such other times as may be necessary to address specific significant matters that may arise. Important matters concerning the Group are also put up to the Board for its decision by way of written resolutions. The Company's constitution (the “**Constitution**”) contains provisions for Board meetings to be held via telephone or videoconference.

A record of the Directors’ attendance at meetings of the Board and Board Committees for FY2022 as well as the number of such meetings is set out as follows:

	Board	ARMC	NC	RC
No. of meetings held	4	3	1	1
No. of meetings attended by respective Directors				
Sugiono Wiyono Sugialam	4	3*	1	1
Soennerstedt Carl Johan Pontus	4	3*	1	1
Masahiko Yabuki	4	3	1	1
Diana Airin	4	3	1	1
Wong Leng Yee, Serena	4	3	1	1

* By invitation

Provision 1.6 and Provision 1.2

The Directors are updated regularly on changes and amendments to the Catalist Rules, the Group's policies (on risk management, corporate governance and insider trading), the relevant regulatory requirements, financial reporting standards and the relevant laws and regulations to facilitate the effective discharge of their fiduciary duties as Board or Board Committee members.

News releases issued by the SGX-ST and the Accounting and Corporate Regulatory Authority (“**ACRA**”) which are relevant to the Directors are circulated by the Management to the Board. The Company Secretary and the Sponsor would inform the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Such conferences and seminars as well as other training courses will be arranged and funded by the Company for all Directors. The external auditors will also, on an annual basis, update the ARMC and the Board on new and revised financial reporting standards that are applicable to the Company and/or the Group.

Newly appointed Directors will receive appropriate training on corporate governance, if required. The Group has implemented an orientation programme for new Directors to familiarise them with the Group’s core businesses and corporate governance practices. The orientation program also covers the Group’s history, mission and values. In addition, the Management regularly updates and familiarizes the Directors on the business activities and operations of the Group during Board meetings. Directors will also be given

CORPORATE GOVERNANCE REPORT

opportunities to visit the Group's operational facilities and meet the Management team so as to gain a better understanding of the Group's businesses.

A formal letter of appointment is furnished to every newly-appointed director upon their appointment and sets out, amongst other matters, their roles, obligations, duties and responsibilities as a member of the Board.

In addition, as required under the Catalist Rules, a new director who has no prior experience as a director of a company listed on the SGX-ST must undergo training as prescribed by the SGX-ST, including mandatory training on his or her roles and responsibilities as a director. Such training will be completed within one year of the appointment.

There were no new appointments to the Board in FY2022.

The Board is provided with complete and adequate information in a timely manner prior to Board meetings and is kept informed of ongoing developments within the Group. Board papers are generally made available to Directors in a timely manner before Board and Board Committee meetings, and would include financial management reports, reports on the performance of the Group, papers pertaining to matters requiring the Board's decision, and updates on key outstanding issues, strategic plans and developments in the Group. This is to ensure that the Directors are properly briefed on matters to be considered at Board and Board Committee meetings in order to enable them to make informed decisions and discharge their duties and responsibilities.

The Company has an ongoing budget for the Directors to attend appropriate courses, seminars and conferences for them to stay abreast of the relevant business developments and changes in applicable rules and regulations, and to develop and maintain their skills and knowledge at the Company's expense. These include programmes run by the Singapore Institute of Directors ("**SID**") and other training institutions.

The details of the courses attended by the Directors in FY2022 are summarised in the table below:

Training(s) attended by Directors in FY2022		
Course Name	Course Organiser	Attendees
LED - Environmental, Social and Governance Essentials (Core)	SID	Sugiono Wiyono Sugialam
LED - Environmental, Social and Governance Essentials (Core)	SID	Soennerstedt Carl Johan Pontus
LED - Environmental, Social and Governance Essentials (Core)	SID	Wong Leng Yee, Serena
LED - Environmental, Social and Governance Essentials (Core)	SID	Masahiko Yabuki
LED - Environmental, Social and Governance Essentials (Core)	SID	Diana Airin
LED 2 - Board Dynamics	SID	Diana Airin

Provision 1.7

The Directors have separate and independent access to the Company Secretary at all times to clarify any enquires they may have. The Company Secretary or his/her nominee attends all Board and Board Committee meetings and is responsible for ensuring that established procedures and all relevant requirements of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Catalist Rules that are applicable to the Company are complied with. The Company Secretary assists the Chairman in preparing meeting agendas, attending Board and Board Committee meetings and preparing minutes of all Board and Board Committee proceedings. Under the direction of the Chairman, the Company Secretary, with the support of the Management staff, is responsible for ensuring accurate and timely information flow within the Board and the Board Committees and between senior management and the non-executive directors, advising the Board on all governance matters, facilitating the orientation of new employees, and assisting with professional development as may be required.

The appointment and removal of the Company Secretary is subject to the Board's approval.

The Board is informed of all material events and transactions as and when they occur. All analyst and media reports on the Group, if any, are promptly forwarded by the CEO to the Directors on an ongoing basis.

CORPORATE GOVERNANCE REPORT

The Board has separate, independent and unrestricted access to the senior management of the Group at all times. Requests for information from the Board are dealt with promptly by the senior management.

The Board seeks independent professional advice as and when necessary to enable it to discharge its responsibilities effectively. The Directors, whether acting as a group or individually, may seek and obtain legal and other independent professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order to fulfil their roles and responsibilities as Directors.

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.

The Board comprises five (5) Directors, of whom three (3) are Independent Non-Executive Directors and two (2) are Executive Directors. A summary of the current composition of the Board and the respective Board Committees is set out as follows:

Name of Director	Board	ARMC	NC	RC
Sugiono Wiyono Sugialam	Executive Director and Executive Chairman	-	Member	-
Soennerstedt Carl Johan Pontus	Executive Director and CEO	-	Member	-
Wong Leng Yee, Serena	Independent Non-Executive Director	Chairman	Member	Member
Masahiko Yabuki	Independent Non-Executive Director	Member	Chairman	Member
Diana Airin	Independent Non-Executive Director	Member	Member	Chairman

Provision 2.2 and Provision 2.3

There is presently a strong and independent element on the Board, with Independent Non-Executive Directors making up more than 50% of the Board. The Company is in compliance with Provisions 2.2 and 2.3 of the Code which stipulate that independent directors should make up a majority of the Board where the Chairman is not independent and that non-executive directors should make up a majority of the Board, respectively.

Provision 2.1

The NC adopts the spirit of the definition in the Code as to what constitutes an "independent" director. Accordingly, the NC considers an "independent" Director as one who is independent in conduct, character and judgment, 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 judgment in the best interests of the Company. The NC has completed its annual review of the independence of each Independent Non-Executive Director and is of the view that these Directors are independent. The Board has also reviewed and confirmed the independence of the Independent Non-Executive Directors. There are no Independent Non-Executive Directors who are deemed non-independent by the Board.

Moreover, none of the Independent Non-Executive Directors has served on the Board beyond nine (9) years from the date of his or her first appointment.

Non-Executive Directors (including Independent Directors) do not exercise management functions in the Group. Although all the Directors have equal and shared responsibility for the performance of the Group, the role of the Non-Executive Directors (including the Independent Directors) is particularly important in ensuring that the strategies proposed by the Management are fully discussed, rigorously examined, and take into account the long-term interests of not only the Shareholders but also that of the employees, customers, suppliers and the communities in which the Group conducts its business. Non-Executive Directors are also responsible for reviewing the performance of Management in meeting agreed goals and objectives, and in monitoring the reporting of performance. The NC considers the Company's Non-Executive Directors (which currently wholly comprise of Independent Directors) to be of sufficient calibre and their respective views to be of sufficient weight such that no individual or a small group of individuals dominates the Board's decision-making process.

CORPORATE GOVERNANCE REPORT

Non-Executive Directors (including Independent Directors) are scheduled to meet regularly, and as and when required, in the absence of key management personnel to discuss concerns or matters such as the effectiveness of Management.

Provision 2.4

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. Pursuant to the Board Diversity Policy, the NC will, on an annual basis and taking into consideration the changes (if any) in the nature and scope of operations as well as the regulatory environment of the Group, review the appropriateness of the size and composition of the Board. Pursuant to such review, the NC will, where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that there is an appropriate composition of members of the Board with suitably diverse backgrounds to meet the Group's operational and business requirements.

Under the Board Diversity Policy, the Board aims to appoint a Lead Independent Director by the end of 2024. Although the Company had initially considered the appointment of Ms Wong Leng Yee Serena as the Lead Independent Director, she has indicated that she does not have the bandwidth to assume the additional role for now due to work commitments. In this regard, the NC requires more time to reassess the appointment and to identify alternative candidates. The Board is also committed to maintaining an inclusive and non-discriminatory organisational culture and to fostering fairness, equality and respect (regardless of gender, age or beliefs) at the workplace.

The Board recognises the importance of an appropriate balance and diversity of skills, experience, gender, age, knowledge and professional qualifications in building an effective Board. For this purpose, the NC reviews the Board's collective skills matrix regularly.

The current Board comprises persons who, as a group, have the necessary core competencies in areas such as accounting, finance, business and management experience, industry knowledge, strategic planning and customer-based experience and knowledge to lead and guide the Company. The diversity of the Board's experience allows for the useful exchange of ideas and views. The profiles of our Board members are set out under the section entitled "Board of Directors" of this annual report.

The current Board composition reflects the Company's commitment to Board diversity in terms of different professional experiences, skills, knowledge and gender, and any further progress made towards the implementation of the Board Diversity Policy will be disclosed in our Corporate Governance Report, as appropriate.

Core Competencies	Number of Directors	Proportion of the Board (%)
- Accounting or finance	4	80
- Business management	5	100
- Relevant industry knowledge or experience	4	80
- Strategic planning experience	5	100
- Customer based experience or knowledge	4	80
Gender		
- Male	3	60
- Female	2	40

The Independent Non-Executive Directors have met at least once without the presence of Management in FY2022 to discuss matters such as internal controls, Board processes and succession plans.

CORPORATE GOVERNANCE REPORT

Chairman and Chief Executive Officer ("CEO")

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.

Provision 3.1 and Provision 3.2

In compliance with the Code, the Chairman and the CEO of the Company are separate persons. This is to ensure an appropriate balance of power, increased accountability and greater capacity for the Board to exercise independent decision-making. The division of responsibilities between the Chairman and the CEO is clearly established, set out in writing, and agreed by the Board.

Mr Sugiono, the Chairman of the Board, is not an immediate family member of, and is unrelated to, Mr Soennerstedt Carl Johan Pontus, the CEO. Mr Sugiono is a substantial shareholder of the Company.

The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision-making by the Board is independent and based on collective decisions without any individual exercising any considerable power or influence. Further, the ARMC, RC and NC are chaired by Independent Non-Executive Directors.

Mr Soennerstedt Carl Johan Pontus is an Executive Director and the CEO of the Company. His responsibilities include the execution of strategic business plans as well as the overseeing of the day-to-day business operations and business development of the Group.

The Chairman is responsible for, amongst other things, ensuring the quality and timeliness of the flow of information between the Management and the Board, ensuring the Company's compliance with the Code, and promoting high standards of corporate governance. The Chairman is also consulted on the Group's strategic direction and formulation of policies, and ensures the smooth running of the Board. The Chairman performs a significant leadership role by providing clear oversight and guidance to Management on strategy and by driving the transformation and development of the Group's businesses.

The Chairman is also responsible for, amongst other things, effectively representing the Board to the shareholders, ensuring that Board meetings are held when necessary, setting the Board meeting agenda with the assistance of the Company Secretary, acting as facilitator at Board meetings and maintaining regular dialogue with the Management on all significant operational matters. At annual general meetings and other shareholders' meetings, the Chairman ensures constructive dialogue amongst shareholders, the Board and the Management.

The Chairman promotes a culture of openness and debate at the Board level, ensures that the Directors receive complete, adequate and timely information, and facilitates the effective contribution of Non-Executive Directors in particular.

Provision 3.3

Given that the Chairman of the Board is not independent, the Company aims to appoint a lead independent director by 2024 so as to be in compliance with Provision 3.3 of the Code.

Pending the appointment of the Lead Independent Director of the Company, shareholders may contact the Chairman of the ARMC, Ms Wong Leng Yee, Serena at wong.serena@wearepolaris.com where they have concerns and for which contact through the normal channels of communication with the Management are inappropriate or inadequate.

CORPORATE GOVERNANCE REPORT

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Provision 4.1 and Provision 4.2

The NC is regulated by a set of written terms of reference and comprises five (5) members, the majority of whom, including the Chairman, are Independent Non-Executive Directors. The NC meets at least once a year. The members of the NC are as follows:

1. Masahiko Yabuki (Chairman, Independent Non-Executive Director)
2. Sugiono Wiyono Sugialam (Member, Executive Director)
3. Soennerstedt Carl Johan Pontus (Member, Executive Director)
4. Diana Airin (Member, Independent Non-Executive Director)
5. Wong Leng Yee, Serena (Member, Independent Non-Executive Director)

The NC is responsible for:

- a. Reviewing the structure, size and composition of the Board and the Board Committees;
- b. Reviewing the succession plans for the Board Chairman, the Directors, the CEO and members of senior management;
- c. The development of a transparent process for evaluating the performance of the Board, the Board Committees and the Directors, including assessing whether the Directors are able to commit enough time to discharge their responsibilities and the maximum number of listed company board representations which a Director may hold;
- d. Reviewing the training and professional development programmes for the Directors;
- e. The appointment and re-appointment of all directors (including alternate directors, if any); and
- f. Reviewing and confirming the independence of each Director.

Provision 4.3

The NC is also responsible for identifying and recommending new candidates to the Board. In doing so, the NC will consider the competencies and attributes of the candidate, which include:

- a. academic and professional qualifications;
- b. industry experience;
- c. number of other directorships;
- d. relevant experience as a director; and
- e. ability and adequacy in carrying out required tasks.

The NC leads the process for board appointments and makes recommendations to the Board. The integrated process of appointment includes:

- a. developing a framework on the desired competencies and diversity of the Board;
- b. assessing the current competencies and diversity of the Board;
- c. developing and ascertaining the desired profiles of new directors;
- d. initiating searches for new directors via personal networks and external searches, if necessary;
- e. shortlisting and interviewing potential candidates;
- f. recommending appointments and retirements to the Board; and
- g. election at general meeting.

New Directors are appointed by way of a Board resolution and are subject to re-election at the next annual general meeting (“AGM”).

In accordance with the Company’s Constitution, one-third, or if their number is not a multiple of three (3), the number nearest to one-third of the Directors are required to retire from office by rotation at each AGM (provided that no Director holding office as managing

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director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire). Newly appointed Directors will hold office only until the next AGM following their appointments and they shall be eligible for re-election. Such Directors are not taken into account in determining the number of Directors who are to retire by rotation at that meeting. In any case, pursuant to Rule 720(4) of the Catalist Rules, all Directors must submit themselves for re-nomination and re-appointment at least once every three (3) years.

In making recommendations for the selection, appointment or re-appointment of Directors, the NC evaluates the composition of the Board in light of the need for progressive renewal. The NC also considers the Director's competencies, commitment, contributions and performance, such as his/her attendance at meetings of the Board or Board Committees, and, where applicable, his or her preparedness, participation, candour and any other special contributions.

Each member of the NC is required to abstain from reviewing and approving his or her own re-election.

The NC has recommended to the Board that Mr Soennerstedt Carl Johan Pontus ("**Mr Pontus**") and Mr Sugiono Wiyono Sugialam ("**Mr Sugiono**") be nominated for re-election at the forthcoming AGM in accordance with Regulation 86 of the Company's Constitution. Mr Pontus and Mr Sugiono have given their consent to continue in office.

In making the recommendations, the NC considered Mr Pontus' and Mr Sugiono's (collectively, the "**Retiring Directors**") overall contributions and performance, both past and anticipated. Mr Pontus will, upon his re-election as a Director, remain as an Executive Director and the Chief Executive Officer of the Company and a member of the NC. Mr Sugiono will, upon his re-election as a Director, remain as the Executive Chairman of the Company and a member of the NC.

Key information on the directors who held office at any time during the financial year up to the date of this report, including their respective appointment dates and other listed company directorships held in the past three (3) years, is disclosed in the table below:

Name of Director	Date of First Appointment	Date of Last Re-election	Directorships in Other Listed Companies (Present and Past Three Years)	Other Principal Commitments
Sugiono Wiyono Sugialam	25 February 2021	18 June 2021	<p><u>Present</u></p> <ul style="list-style-type: none"> PT Trikomsel Oke Tbk <p><u>Past three years</u></p> <p>Nil</p>	<ul style="list-style-type: none"> PT Global Teleshop Tbk, President Director PT Trio Distribusi, President Director PT Okeshop, President Director PT Herbal Globe Natural, President Director Crayon Digital Pte Ltd, Director Escomindo Pte Ltd, Director
Masahiko Yabuki	5 February 2018	29 June 2022	Nil	<ul style="list-style-type: none"> NUWA Robotic Japan K.K., Director MYNZ Co., Ltd., Director
Soennerstedt Carl Johan Pontus	5 May 2016	18 June 2021	Nil	Nil
Diana Airin	8 April 2020	29 June 2022	Nil	<ul style="list-style-type: none"> PT Konsultan Strategi Penjualan (Wisdom Crowd), Chief Executive Officer and Founder Sambalauku, Founder
Wong Leng Yee, Serena	16 July 2021	29 June 2022	Nil	<ul style="list-style-type: none"> Kamet Wealth Partners Pte. Ltd., Director Kamet Capital Partners Pte. Ltd., Head of Advisory

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Pursuant to Rule 720(5) of the Catalist Rules, the information as required under Appendix 7F to the Catalist Rules in respect of each of the Retiring Directors is set out in on pages 50 to 53 of the Annual Report.

Provision 4.4

The NC reviews, on an annual basis, the declarations of independence made by the Company's Independent Non-Executive Directors based on the definition of independence in the Code. The NC has reviewed the independence of each director for FY2022 and is of the view that the Independent Directors are independent as defined in the Code and are able to exercise judgment on the corporate affairs of the Group independent of the Management.

The NC monitors and determines annually whether each of the Directors who has multiple board representations and other principal commitments gives sufficient time and attention to the affairs of the Company and adequately carries out his/her duties as a Director of the Company. The NC takes into account the results of the assessment of the effectiveness of the individual Director and his/her actual conduct on the Board, in making this determination.

Provision 4.5

Currently, the NC and the Board have not determined the maximum number of listed company board representations which a Director may hold as the NC and the Board are of the view that the work aptitude, capacity and resources of each Director vary, and a one-size-fits-all measurement might not be appropriate. The NC and the Board will continue to observe and review the requirement to determine the maximum number of listed company board representations as and when necessary.

As at the date of this Annual Report, the Company does not have any alternate directors.

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.

Provision 5.1 and Provision 5.2

The NC adopts a formal system of evaluating the Board as a whole and its Board Committees every year. A performance evaluation of the Board and each Board Committee is carried out. The assessment parameters include an evaluation of the size and composition of the Board and its Board Committees, the access to information, accountability, the performance of the Board and its Board Committees in terms of discharging their principal responsibilities, and the Directors' standard of conduct. Following a formal written performance evaluation of the Board and the Board Committees, the NC and the Board are of the view that the Board and the Board Committees operate effectively and each Director is duly contributing to the effectiveness of the Board and the Board Committees due to their active participation during meetings.

The annual performance evaluation exercise provides an opportunity to obtain constructive feedback from each Director on whether the Board's procedures and processes have allowed him/her to discharge his/her duties effectively and to propose changes which may be made to enhance the Board's effectiveness as a whole. The collated findings are reported and recommendations are made to the Board for its consideration, with a view to implementing improvements to help the Board to discharge its duties more effectively.

The NC is of the view that the Board has met its performance objectives for FY2022. No external facilitator was used in the evaluation process as the Board believes that the quality and objectivity of the current process and evaluations implemented are sufficient and adequate.

The NC conducts an evaluation of the performance of individual Directors on an annual basis and/or where the re-election or re-appointment of any Director is being considered. The assessment of each Director's performance is undertaken by the NC Chairman.

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The criteria for assessment include but is not limited to the particular Director's attendance record at meetings of the Board and Board Committees, commitment of time, intensity of participation at meetings, quality of discussions, knowledge and abilities, engagement with Management, maintenance of independence and any special contributions. For FY2022, the NC, in concurrence with the NC Chairman, is satisfied that each Director is contributing to the overall effectiveness of the Board.

(B) 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.

Provision 6.1 and Provision 6.2

The RC, regulated by a set of written terms of reference, comprises three (3) members, all of whom are Independent Non-Executive Directors. The members of the RC are as follows:

1. Diana Airin (Chairman, Independent Non-Executive Director)
2. Masahiko Yabuki (Member, Independent Non-Executive Director)
3. Wong Leng Yee, Serena (Member, Independent Non-Executive Director)

The principal function of the RC is to ensure that a formal and transparent procedure is in place for fixing the remuneration packages of directors and key management personnel of the Group.

Proviso 6.3 and Provision 6.4

Under its terms of reference, the RC is responsible for reviewing and recommending a remuneration framework for the Board and the Company's key management personnel. The RC also reviews and recommends to the Board the specific remuneration packages for each Director as well as the Company's key management personnel. The aim is to build a capable and committed management team, through competitive compensation, focused management, and progressive policies which will attract, motivate and retain a pool of talented executives to meet the current and future growth needs of the Company. In discharging their duties, the members have access to advice from the human resources department and external advisors as and when necessary.

To ensure that the remuneration packages are competitive and sufficient to attract, retain and motivate the Directors and key management personnel, the RC also takes into consideration industry practices and norms in the compensation review. The RC reviews all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, options, benefits-in-kind and termination terms in respect of each director and key management personnel, to ensure that they are fair.

No independent consultant was engaged to advise on the remuneration of any of the Directors in FY2022. The RC will seek external expert advice should such a need arise in the future.

The RC reviews the service contracts of the Company's Executive Directors and key management personnel. Executive Directors are paid a fixed salary under the terms of their respective service contracts. In addition, any bonuses to be paid will be based on the results and financial position of the Company as well as the performance of the Executive Director in question. There are no onerous compensation commitments on the part of the Company in the event of an early termination of the services of any Executive Director or key management personnel.

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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.

Provision 7.1, Provision 7.2 and Provision 7.3

The remuneration policy for Executive Directors is structured to link remuneration to corporate and individual performance.

Our Executive Directors' remuneration consists of a salary, bonuses and other benefits. A proportion of the remuneration for the Executive Directors is linked to performance in the form of a performance bonus. Executive Directors are also paid incentives if the performance targets of their respective business units are achieved. These performance targets are set at the beginning of the financial year. In setting the performance targets, due regard is given to the financial and commercial health and the business needs of the Group. Executive Directors do not receive directors' fees.

The Group has also entered into letters of employment with all of the key management personnel. Their compensation consists of a salary, bonus and performance awards that are dependent on the performance of the Group.

The Company does not have in place any long-term incentive schemes involving the offer of shares or the grant of options. In evaluating long-term incentives, the RC takes into consideration the costs and benefits of such schemes.

Non-Executive Directors are remunerated under a framework of fixed fees for serving on the Board and Board Committees, taking into account factors such as their effort, time spent and responsibilities. Fees for Non-Executive Directors are subject to the approval of shareholders at the Company's annual general meetings.

In setting remuneration packages, the Company takes into consideration the remuneration and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of the individuals concerned.

The Company does not implement the use of contractual provisions to allow the Company to reclaim or clawback performance bonus paid in prior years in relation to its Executive Directors and key management personnel as it is of the view that such provisions, which are punitive in nature, would not enhance their performance. Moreover, they owe fiduciary duties to the Company, and the Company should be able to avail itself of remedies against the Executive Directors in the event of a breach of fiduciary duties. In any event, the respective letters of employment give the Company the right to pursue appropriate action against Executive Directors and key management personnel for violation of Company policies and other fraudulent acts.

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.

Provision 8.1 and Provision 8.3

Given the highly competitive environment it is operating in and the confidentiality attached to remuneration matters, the Company believes that fully disclosing the remuneration of each Director and the CEO would be prejudicial to its business interests and may create an unhealthy corporate culture whereby employees focus more on individual compensation rather than the Company's broader goals. The Company has instead disclosed the remuneration of each Director and the CEO in bands of S\$250,000 in the first table below.

The Company has also disclosed the remuneration of each key management personnel in bands of S\$250,000 in the second table below. The Group's key management personnel are persons who are not Directors, the CEO or Executive Officers.

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A breakdown of the remuneration of each Director and the CEO for FY2022 is set out below:

Directors' and CEO's Remuneration				
Name	Salary (%)	Bonus (%)	Directors' Fees (%)	Total (%)
Below S\$250,000				
Sugiono Wiyono Sugialam	100	-	-	100
Soennerstedt Carl Johan Pontus	100	-	-	100
Masahiko Yabuki	-	-	100	100
Diana Airin	-	-	100	100
Wong Leng Yee, Serena	-	-	100	100

- Salary comprises basic salary, payment for leave not taken, annual wage supplement and the Company's contribution towards the Singapore Central Provident Fund ("CPF") where applicable.
- Variable bonus is paid based on the Company's and the individual's performance.

The aggregate remuneration paid to the Directors and the CEO for FY2022 was approximately S\$492,120.

Proposed directors' fees of up to S\$75,000 to be paid to the Directors for the financial year ending 31 December 2023 will be put up for shareholders' approval at the forthcoming AGM (FY2022: S\$75,000).

Given the size and nature of the Group's business, the Group had identified two (2) key management personnel (each of whom is not a Director, the CEO or an Executive Officer of the Company) in FY2022.

A breakdown of the remuneration of each of the Group's key management personnel for FY2022 is set out below:

Name of Key Management Personnel	Designation	Breakdown of Remuneration in Percentage				Total Remuneration in Compensation Bands of S\$200,000
		Salary	Bonus	Other Benefits	Total	
Dian Stefani Sugialam ⁽¹⁾	Business Operations Manager	100%	-	-	100%	<S\$200,000
Shirley Woo Pui Leng ⁽²⁾	Head of Finance	93.8%	-	6.2%	100%	<S\$200,000

Note:

- (1) Ms Dian Stefani Sugialam is the daughter of Mr Sugiono Wiyono Sugialam, an Executive Director and the Executive Chairman of the Board of the Company. Mr Sugiono is also a substantial shareholder of the Company.
- (2) Ms Shirley Woo Pui Leng resigned on 9 February 2022.

- Salary comprises basic salary, payment for leave not taken, annual wage supplement and the Company's contribution towards the Singapore Central Provident Fund ("CPF") where applicable.
- Variable bonus is paid based on the Company's and the individual's performance.
- Other benefits include transport and other allowances.

The aggregate remuneration paid to the two (2) key management personnel for FY2022 was approximately S\$99,000.

Provision 8.2

In FY2022, the Group did not have any employees who are substantial shareholders of the Company, or are immediate family members (defined in the Catalist Rules as the spouse, child, adopted child, step-child, sibling or parent) of a Director, the CEO or a substantial shareholder of the Company, and whose annual remuneration exceeded S\$100,000 during the year.

There were no termination, retirement and/or post-employment benefits granted to the Directors, the CEO and/or key management personnel of the Company for FY2022.

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There is presently no share scheme or share option scheme on unissued shares of the Company or its subsidiaries.

The Board is of the opinion that disclosing specific details on the performance conditions used to determine the Directors' remuneration would be unfavourable to the Company's business interests as it may adversely affect talent attraction and retention due to competitive pressures in the talent market. The RC is nonetheless satisfied that all of the performance conditions used to determine the Directors' remuneration have been met.

(C) ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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.

Provision 9.1

The Board, with the assistance of the ARMC, is responsible for the governance of risk by ensuring the adequacy and effectiveness of the Group's system of risk management and internal controls to safeguard shareholders' interests and the Group's assets.

The ARMC monitors, and assists the Board in determining, the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation.

The details on the ARMC can be found on pages 41 to 43 of the Annual Report.

The Board, assisted by the ARMC, will:

- a. ensure that the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets;
- b. determine the nature and extent of the significant risks, and the level of risk tolerance, which the Board is willing to take in achieving its strategic objectives;
- c. provide oversight in the design, implementation and monitoring of the risk management framework and system of internal controls (including financial, operational, compliance and information technology controls), including ensuring that Management puts in place action plans to mitigate the risks identified where possible;
- d. review the adequacy and effectiveness of the risk management and internal controls systems annually; and
- e. set and instil the appropriate risk-awareness culture throughout the Company for effective risk governance.

Provision 9.2

The Company's internal auditors review the effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls, and risk management systems at least annually to ensure that they are adequate. The findings of the review conducted by the internal auditors and of the review undertaken by the external auditors as part of their statutory audit are presented to the ARMC. Any instances of material non-compliance or failures in the internal controls and risk management systems, and recommendations for improvements, are reported to the ARMC. The ARMC also reviews the effectiveness of the remedial or follow up actions taken by the Management on the recommendations made by the internal auditors and/or external auditors in this respect.

The Board recognises that it is responsible for developing and establishing a sound and adequate system of risk management and internal controls to safeguard shareholders' investments and the Group's businesses and assets, while Management is responsible for implementing the internal control procedures in a timely and appropriate manner. The role of the internal auditors is to assist the ARMC in ensuring that the internal controls are effective and functioning as intended, to undertake investigations as directed by the ARMC, and to conduct regular in-depth audits of high-risk areas.

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The Board notes that the system of risk management and internal controls implemented by the Management provides reasonable but not absolute assurance that the Group will not be significantly affected by any reasonably foreseeable event which may arise. However, the Board also notes that no system of risk management and internal controls can provide absolute assurance in this regard, or absolute assurance against poor judgment in decision-making, human error, losses, fraud or other irregularities.

The Board has received written assurance from the CEO and the interim head of finance, Mrs Tessy Natasha Mizutani, who is engaged on a contract basis (the “**Consultant**”), that save in respect of the financial statements of Marque Luxury America LLC and its subsidiary, Marque Mentor LLC which have not been audited (further details of which are provided on page 58 of the Annual Report in the Independent Auditor’s Report):

- (i) the financial records have been properly maintained and the financial statements for FY2022 give a true and fair view in all material respects of the Company’s operations and finances; and
- (ii) the Group’s risk management and internal control systems are adequate and operating effectively in all material respects given the Group’s current business operations.

Based on the risk management processes and policy framework as well as the internal controls system established and maintained by the Group, reviews performed by the various Board Committees and key management personnel, work performed by the external auditors and internal auditors, and the assurance from the CEO and the Consultant as abovementioned, the Board, with the concurrence of the ARMC, is of the opinion that the Group’s internal controls and risk management systems are adequate and effective in addressing the financial, operational, compliance and information technology risks of the Group as at 31 December 2022.

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

Provision 10.2

The ARMC is regulated by a set of written terms of reference and comprises three (3) members, all of whom are Independent Non-Executive Directors. Other directors are invited to attend ARMC meetings as and when appropriate. The members of the ARMC are as follows:

1. Wong Leng Yee, Serena (Chairman, Independent Non-Executive Director)
2. Masahiko Yabuki (Member, Independent Non-Executive Director)
3. Diana Airin (Member, Independent Non-Executive Director)

Each member of the ARMC has financial management expertise or experience and is qualified to discharge the ARMC’s responsibilities objectively.

Provision 10.3

No former partner or director of the Company’s existing auditing firm or auditing corporation is acting as a member of the Company’s ARMC.

Provision 10.1

The ARMC has full access to, and the full co-operation of, Management. It also has the discretion to invite any Director or Executive Officer to attend its meetings. The ARMC also has the power to conduct or authorise investigations into any matters within its terms of reference.

The ARMC meets periodically to perform the following functions:

- a. review the audit plans of the external auditors of the Company;
- b. review the external auditors’ evaluation of the adequacy of the Company’s system of internal accounting controls, their letter to Management and Management’s response;

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- c. review the interim and annual financial statements, balance sheet and profit and loss accounts before submission to the Board for approval, focusing particularly on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, and compliance with applicable accounting standards, the Catalist Rules and any other relevant statutory or regulatory requirements;
- d. review the assurances from the CEO and the Consultant on the financial records and financial statements;
- e. review the Group's internal control procedures and the adequacy thereof;
- f. ensure co-ordination between the external auditors and Management, review the assistance given by Management to the auditors, and discuss any problems and concerns arising from the interim and final audits and any other matters which the auditors may wish to discuss (in the absence of Management, where necessary);
- g. review and discuss with the external auditors any instance of 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 Group's operating results or financial position, and Management's response;
- h. review the cost effectiveness, independence and objectivity of the external auditors;
- i. recommend to the Board the external auditors to be nominated, approve the compensation of the external auditors, and review the scope and results of the audit;
- j. review interested person transactions (if any) falling within the scope of Chapter 9 of the Catalist Rules;
- k. review potential conflicts of interest, if any;
- l. 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 ARMC;
- m. undertake generally such other functions and duties as may be required by applicable legislation, regulations or the Catalist Rules, or by such amendments as may be made thereto from time to time;
- n. meet with the external auditors, Management and any other person(s) considered appropriate in separate executive sessions to discuss any matters which the ARMC believes should be discussed privately, and establish a practice to meet with the external auditors without the presence of Management at least once annually;
- o. review the nature and extent of all non-audit services provided by the Group's external auditors, if any, and determine if such services would affect the independence of the external auditors;
- p. review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- q. review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- r. make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors; and
- s. review the effectiveness, independence, scope and results of the external audit and the Company's internal audit function.

Apart from the duties listed above, the ARMC is also given the task of commissioning investigations where there is suspected fraud, irregularity, failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Company's operating results or financial position, and to review the findings from such investigations. The ARMC has full access to, and the co-operation of, Management and the full discretion to invite any Director or Executive Officer to attend its meetings. The ARMC has reasonable resources to enable it to discharge its functions properly.

The external auditors have unrestricted access to the ARMC.

The ARMC is responsible for reviewing the audit reports from the internal auditors and external auditors, and assists the Board in overseeing the formulation, updating and maintenance of an adequate and effective system of risk management and internal controls.

The ARMC makes recommendations to the Board on proposals to shareholders in relation to the appointment, re-appointment and removal of the external auditors, and approves the remuneration of the external auditors.

The ARMC is kept updated from time to time, and at least annually, on any changes to the accounting and financial reporting standards through trainings conducted by external professionals or the external auditors. The ARMC will discuss such changes, if any, with Management and the external auditors to assess the impact on the financial statements.

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In the review of the financial statements for FY2022, the ARMC had discussed with the Management and the external auditors the significant issues and assumptions that had an impact on the financial statements. The ARMC concluded that the Group's accounting treatment and estimates in respect of each of the significant issues and assumptions were appropriate. There is no key audit matters section in the Independent Auditor's Report for FY2022 in view of the disclaimer of opinion issued by the Company's external auditors, Moore Stephens LLP (the "**External Auditors**") on the consolidated financial statements of the Group and the statement of financial position of the Company for FY2022. The basis for the disclaimer of opinion can be found on pages 58 to 59 of the Annual Report.

Provision 10.5

The ARMC will meet with the external auditors, and with the internal auditors, in each case without the presence of Management, as and when necessary and at least annually, to review the adequacy of the audit arrangements, with an emphasis on the scope and quality of their audit as well as the independence, objectivity and observations of the external auditors.

In FY2022, the ARMC met with Moore Stephens LLP, the Company's external auditors (the "**External Auditors**") once in the absence of Management.

External Auditors

The Company and its Singapore-based subsidiaries are audited by Moore Stephens LLP. The ARMC has conducted an annual review of the performance of the External Auditors and has, in doing so, taken into consideration the Audit Quality Indicators Disclosure Framework recommended by the ACRA as a reference.

Certain of the Group's foreign subsidiaries, namely, Connetic-Enterprises Inc. (based in the Philippines), Marque Luxury Korea Co., Ltd. (based in South Korea), Marque Luxury Vietnam Company Limited[#] (based in Vietnam), Marque Luxury (Thailand) Co., Ltd[#] (based in Thailand), PT Polaris Indonesia (based in Indonesia), PT Mastro Luxe Indonesia (based in Indonesia), Marque Supply Japan (based in Japan), and Mastro Luxe (South Africa) Pte Ltd (based in South Africa) were not audited as at the date of this annual report as they are considered to be insignificant components to the Group for FY2022 but were nonetheless reviewed by the Company's External Auditors, Moore Stephens LLP for group consolidation purposes.

[#]Marque Luxury Vietnam Company Limited (based in Vietnam) and Marque Luxury (Thailand) Co., Ltd (based in Thailand) have been dissolved on 5 November 2022 and 29 December 2022, respectively.

The Group's subsidiaries based in the United States of America, namely Marque Luxury America LLC, MLuxury Nevada LLC and MLuxury Texas LLC, were not audited as Management was unable to secure the cooperation of local management of the aforementioned US subsidiaries who were preoccupied with pressing business challenges and had subsequently and unexpectedly resigned. As such, only the unaudited management accounts of the US subsidiaries for FY2022 were available for inclusion in, and for the purposes of consolidation with, the Group's audited consolidated financial statements for FY2022.

The ARMC undertook a review of the independence and objectivity of the External Auditors through discussions with the External Auditors and is satisfied that Moore Stephens LLP has demonstrated the appropriate qualifications and expertise, and is independent of the Company. The ARMC had also reviewed the non-audit services provided by the External Auditors in FY2022 and is satisfied that the nature and extent of such services would not prejudice the independence of the External Auditors. The aggregate amount of audit fees and non-audit fees paid or payable to the External Auditors for FY2022 were S\$150,000 and S\$19,100, respectively. The ARMC is satisfied with the independence of the External Auditors and is not aware of any matter that would affect the independence of the External Auditors.

Accordingly, the ARMC has recommended to the Board the re-appointment of Moore Stephens LLP as the external auditors of the Company at the forthcoming AGM. In appointing the audit firms for the Group, the Board and the ARMC are satisfied, and confirm, that the Group has complied with Rule 712 and Rule 715 of the Catalist Rules.

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Provision 10.4

Internal Audit

Currently, the Group has outsourced its internal audit function to In.Corp Business Advisory Pte. Ltd. (formerly known as Ardent Business Advisory Pte. Ltd.) (the “**IA**” or “**In.Corp**”) which reports directly to the ARMC. The IA has an administrative reporting function to Management where the planning, co-ordination, management and implementation of the internal audit work cycle are concerned. The work undertaken by the IA is carried out in accordance with the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The IA will report their audit findings and recommendations directly to the ARMC. The IA has unfettered access to all of the Group’s documents, records, properties and personnel, including the ARMC.

In.Corp was established in 2008 by a team of qualified Chartered Accountants of Singapore. Their scope of services covers that of audit, tax, accounting, business advisory, outsourcing, corporate recovery, risk and governance, company incorporation, and IT infrastructure and solutions. In.Corp is also a member of Kreston International, a global network of independent accounting firms.

In.Corp’s engagement team is headed by a director, Ms. Ruby Rouben, who has over 15 years of experience in audit and advisory services. She leads the Risk Assurance practice at In.Corp and has extensive experience in a broad range of assurance and advisory services, including corporate governance, enterprise risk management, internal audit, and sustainability reporting. Prior to In.Corp, she has been involved in internal and external audits and started her career in one of the big four auditing firms. She is a Chartered Accountant, Certified Internal Auditor, and a member of the Institute of Singapore Chartered Accountants (“**ISCA**”), the Institute of Internal Auditors Singapore (“**IIA**”) and the Information Systems Audit and Control Association (“**ISACA**”). The second engagement team member is a Senior Manager in the Risk Assurance practice at In.Corp. She has 8 years of experience in the audit profession and has been involved in various internal audits of publicly listed companies, government ministries, statutory boards, and private sector organisations. She is a Certified Internal Auditor and a member of IIA. The team is accordingly made up of qualified and experienced professionals and adheres to the International Professional Practices Framework issued by the IIA.

In FY2022, the ARMC met with the IA once in the absence of Management.

For FY2022, the ARMC has reviewed and approved the internal audit plan and the scope of the audit, the IA’s reports, and the follow-up actions proposed and implemented by the Management, and has noted that the necessary co-operation required from the Management has been provided to enable the IA to perform its function effectively. In addition, the experience of the IA (including its assigned engagement personnel) has been reviewed, and the ARMC is satisfied that the IA is adequately qualified (given, *inter alia*, its adherence to standards set by internationally recognised professional bodies) and resourced, and has the appropriate standing in the Company to discharge its duties effectively and independently. As such, the ARMC is of the view that the internal audit function of the Company is independent, effective and adequately resourced for FY2022.

The IA has prepared and submitted two (2) internal audit reports (collectively, the “**IA Reports**” and each, an “**IA Report**”) to the ARMC. The first IA Report dated 26 January 2023 covers an internal audit of the Company’s inventory management processes. The second IA Report dated 16 February 2023 covers an internal audit of the Company’s sustainability reporting process. The IA has confirmed to the ARMC that (i) following the internal audit conducted by the IA in connection with the IA Reports; and (ii) save for certain areas of improvement which have been highlighted to the Company in the IA Reports and which have been duly noted and addressed by Management, the IA did not identify any significant deficiencies in the Company’s system of internal controls and measures and its sustainability reporting process, and the IA has assessed the foregoing to be acceptable.

Based on the internal audit reports and management controls in place, the ARMC is of the opinion that the internal control systems (including financial, operational, compliance and information technology controls) provide reasonable assurance that the Group’s assets are safeguarded, proper accounting records are maintained, and financial statements are reliable. In the course of their statutory audit, the Company’s External Auditors will highlight any material internal control weaknesses which have come to their attention in carrying out their audit, which is designed primarily to enable them to express their opinion on the financial statements. Any material internal control weaknesses noted during the audit and any corresponding recommendations are reported by the External Auditors to the ARMC.

CORPORATE GOVERNANCE REPORT

The ARMC recognises its responsibility of establishing and maintaining, on an ongoing basis, an effective internal audit function that is adequately resourced and independent of the activities it audits.

Whistle-Blowing Policy

The Company has put in place a whistle-blowing process and has implemented a whistle-blowing policy for the Group. Details of the whistle-blowing policy and arrangements have been made available to all employees in the Polaris Employee Handbook dated 31 December 2022 as well as via internal emails and bulletin boards. The policy serves to encourage, and provide a channel for, staff to report, in good faith and without fear of reprisals, concerns about possible improprieties in financial reporting, bullying behaviour and other matters of the Group. Any concerns or feedback can be reported to the Chairman of the ARMC. Feedback will then be forwarded to the Executive Chairman and the members of the ARMC who will assess whether action or review is required.

The Group's whistle-blowing policy has a well-defined process which ensures that issues or concerns raised are independently investigated and appropriate follow up action is taken. Whistle-blowers may reach out to the ARMC via email at whistleblow@wearepolaris.com. The ARMC will assess whether action or review is required, and it is responsible for investigating and coordinating corrective action. All information received will be treated confidentially and the identity and the interest of all whistle-blowers will be protected. Anonymous disclosures will be accepted and requests for anonymity will be honoured.

The Company will not retaliate against a whistle-blower and seeks to ensure that the whistle-blower is protected from retaliation in its various forms, including but not limited to adverse employment actions (such as termination, a decrease in compensation, or poor work assignments) and threats of physical harm. Any whistle-blower who believes he/she is being retaliated against can contact the ARMC immediately.

No whistle-blowing letter or complaint was received in FY2022.

(D) 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 11.1

The Company does not practice selective disclosure. In line with the continuous disclosure obligations of the Company under the Catalist Rules and the Companies Act, the Board's policy is that all shareholders should be informed, equally and on a timely basis, of all major developments that impact the Group via the Singapore Exchange Network (the "SGXNET").

Accountability to shareholders is demonstrated through the presentation of the Group's unaudited financial statements announcements, audited financial statements in annual reports, sustainability reports, and all announcements on the Group's businesses and operations.

The Management provides the Board with appropriately detailed management accounts of the Company's performance, position and prospects on a half-yearly basis and when deemed appropriate by particular circumstances.

The Board also takes adequate steps to ensure that the Company complies with the applicable legislative and regulatory requirements and observes its continuing disclosure obligations under the Catalist Rules.

The Management maintains regular contact and communication with the Board by various means, including but not limited to the preparation and circulation to all Board members of the interim financial statements of the Group. This allows the Board to monitor the Group's performance and whether Management has achieved the goals and objectives determined and set by the Board.

CORPORATE GOVERNANCE REPORT

The Board views the AGM as the principal forum for dialogue with shareholders as the AGM is an opportunity for shareholders to raise issues pertaining to the proposed resolutions and/or ask the Directors or the Management questions regarding the Company and its operations. Shareholders are informed of the rules, including voting procedures, that govern general meetings of shareholders.

Shareholders usually have the opportunity to participate in and vote at annual general meetings either in person or in absentia by proxy. The Company's Constitution allows a shareholder to appoint up to two (2) proxies to attend and vote in his or her place at general meetings. A shareholder who is a relevant intermediary pursuant to Section 181 of the Companies Act may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

The Company's Constitution does not expressly allow for other methods for voting in absentia at general meetings of shareholders such as voting via mail, e-mail or fax.

As part of the Company's efforts to minimise the risk of community spread of COVID-19, the Company's AGM will be held by way of electronic means via a live audio and video webcast. Further details concerning the AGM, including but not limited to the manner of submission of shareholder queries and instructions on voting, are included in the notice of AGM.

Provision 11.2

Resolutions to be passed at general meetings are always separate and distinct in terms of issues. The Company ensures that sufficient explanations for all resolutions are included in the notice of the annual general meeting. Separate resolutions on each distinct issue are tabled at general meetings. "Bundling" of resolutions are kept to a minimum and are executed only where the resolutions are interdependent as to form one significant proposal. If there is a bundled resolution, the Company will explain and clarify in an explanatory note appended to the notice of meeting the reason(s) for the bundled resolution and its implication(s) for shareholders when they vote on the bundled resolution.

Provision 11.3

All Directors attended the annual general meeting for FY2021 held on 29 June 2022.

Provision 11.4

The Company adheres to the requirements of the Catalist Rules and the Code whereby all resolutions at the Company's general meetings held on or after 1 August 2015 are put to vote by poll. The voting in respect of the resolutions tabled at general meetings is conducted by electronic polling for greater transparency in the voting process. The detailed voting results of each of the resolutions tabled are announced on the same day after the meeting. The total number of votes cast for and against the resolutions are also announced after the meeting via SGXNET.

Each item of special business included in the notice of the general meeting will be accompanied by an explanation of the effects of the proposed resolution. Separate resolutions are proposed for each substantially separate issue at general meetings.

Provision 11.5

The Company prepares minutes of general meetings which include key comments and queries from shareholders relating to the agenda of the meetings, and responses from the Board and Management. Pursuant to the alternative arrangements for general meetings of companies as prescribed under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order") and in accordance with Provision 11.5 of the Code, the Company's minutes of general meetings will be published on SGXNET and the Company's website within one (1) month of the relevant meeting.

In general meetings, shareholders are given the opportunity to communicate their views and direct questions regarding the Company to the Directors and Management. The Chairman of the Board and the respective Chairmen of the ARMC, NC and RC are normally present and available to address questions from shareholders at general meetings. The external auditors are also present to address

CORPORATE GOVERNANCE REPORT

shareholders' queries on the conduct of the audit and the preparation and content of the Independent Auditors' Report. As indicated above, shareholders should refer to the notice of AGM for details on, *inter alia*, the manner of submission of shareholder queries for the purposes of the upcoming AGM.

The Company's forthcoming AGM will be held on 28 April 2023, notice of which is set out on pages 135 to 139 of this Annual Report.

As part of the Company's efforts to minimise the risk of community spread of COVID-19, the Company is conducting its upcoming AGM by way of electronic means in accordance with the Order and guidelines on alternative meeting arrangements issued by the SGX-ST. All documents related to the AGM are also made available on SGXNET and the Company's website with clear instructions to shareholders on the procedures for them to participate at the virtual AGM.

Provision 11.6

The Group does not have a formal dividend policy at present. The form, frequency and amount of dividends declared each year, if any, will take into consideration the Group's profit, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. No dividends were declared or recommended for FY2022 as the Group does not have profits available for the declaration of a dividend. The Board continues to monitor the financial position of the Company and will propose dividends at the appropriate time in the best interest of the shareholders.

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.

Provision 12.1, Provision 12.2 and Provision 12.3

The Board welcomes the views of shareholders on matters affecting the Group, whether at the general meetings of shareholders or on an ad-hoc basis. At general meetings, shareholders will be given the opportunity to express their views and ask Directors or the Management questions regarding the Group.

Shareholders are informed of general meetings through announcements released via the SGXNET. Additionally, annual reports are prepared and issued to all shareholders within the required period. Notices of general meetings are advertised in a newspaper in Singapore and via SGXNET. The annual general meeting is held within four (4) months after the close of the financial year, other than on occasions where approval for an extension of time is sought from the relevant authorities.

As the Company's forthcoming AGM for FY2022 will be held by way of electronic means, shareholders are reminded to refer to the notes set out in the notice of AGM (which will be published on SGXNET and the Company's corporate website) for further details on the AGM arrangements.

Shareholders are encouraged to attend the Company's general meetings to ensure a high level of accountability and to stay informed of the Group's strategies and growth plans. Notice of the general meeting is issued to shareholders, together with explanatory notes and, if applicable, a circular on items of special business (if necessary), providing at least 14 or 21 days' notice in writing as the case may be (exclusive both of the day on which the notice is served or deemed to be served and of the day for the holding of the meeting). The Board welcomes questions from shareholders who wish to raise issues or concerns, whether informally or formally and before or during the general meetings.

A shareholder who is not a "relevant intermediary" may appoint up to two (2) proxies during his absence to attend, speak and vote on his behalf at general meetings. Shareholders who are "relevant intermediaries" such as banks, capital markets services licence holders which provide custodial services for securities and the CPF Board, are allowed to appoint more than two (2) proxies to attend, speak and vote at general meetings. This will enable indirect investors, including CPF investors, to be appointed as proxies to participate at shareholders' meetings.

CORPORATE GOVERNANCE REPORT

The Company does not practice selective disclosure. Price sensitive information is first publicly released through the SGXNET before the Company meets with any investors or analysts. In line with the continuous disclosure obligations of the Company pursuant to the Catalist Rules and the Companies Act, the Board's policy is that all shareholders should be equally and promptly informed of all major developments that will impact the Company or the Group. Information is communicated to shareholders on a timely basis through the SGXNET and/or the press. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly via SGXNET as soon as practicable.

Shareholders can access financial information, corporate announcements, press releases, annual reports (including sustainability reports) and the profile of the Group via the Company's website at <http://www.wearepolaris.sg>. The website also contains a dedicated section on "Investor Relations" to further enhance communication with investors and other stakeholders, and sets out an email address through which shareholders may contact the Company with questions and through which the Company may respond to such questions.

The Company currently does not have an investor relations policy but considers advice from its continuing sponsor, legal counsel and other professionals on the appropriate disclosure requirements before announcing material information via SGXNET. Notwithstanding that the Company does not have a dedicated investor relations team or investor relations policy, Mr. Pontus, the CEO of the Company is responsible for the Company's communication with shareholders. Shareholders and investors who have questions may reach out to Mr Pontus at ir@wearepolaris.com. The said email address is also available at the Company's corporate website. The Company will consider the appointment of a professional investor relations officer to manage the function should the need arise.

(E) MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

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.

Provision 13.1

The Company has a materiality assessment process to identify the key stakeholders who have a direct influence on the Group's business and operations. Key stakeholders include, without limitation, customers, employees, shareholders and investors, suppliers, business partners, government bodies and regulators. The Company continuously seeks to improve communication with its stakeholders via various engagement platforms and communication channels.

Provision 13.2

Key concerns of stakeholders and the Company's strategies in relation to the management of stakeholder relationships are reported on in the Company's Sustainability Report for the financial year ended 31 December 2022 (the "**Sustainability Report 2022**") on pages 08 to 27 in the Annual Report.

Provision 13.3

Stakeholders can also access the Sustainability Report 2022 and other relevant information such as financial information, corporate announcements, annual reports and the profile of the Group via the Company's website at <http://www.wearepolaris.sg>.

CORPORATE GOVERNANCE REPORT

(F) DEALINGS IN COMPANY'S SECURITIES

Pursuant to Rule 1204(19) of the Catalist Rules, the Company has adopted internal practices in relation to dealings in the Company's securities that are applicable to all its officers. The Company and its officers are not allowed to deal in the Company's securities on short-term considerations and in circumstances where they are in possession of unpublished price-sensitive information of the Group. Moreover, the Company and its officers are not allowed to deal in the Company's securities during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one (1) month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements).

Directors and officers are required to observe the insider trading provisions under the Securities and Futures Act 2001 of Singapore at all times even when dealing in the Company's securities within the permitted trading periods.

The Directors of the Company are required to report all dealings in the Company's securities to the Company Secretary.

(G) INTERESTED PERSON TRANSACTIONS

The Company has established procedures to ensure that all transactions with interested persons are reported on in a timely manner to the ARMC and that such transactions are carried out on normal commercial terms and would not be prejudicial to the interests of the Company and its minority shareholders.

There were no interested person transactions during FY2022 requiring disclosure pursuant to the Catalist Rules.

The Company does not have any existing general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules.

(H) MATERIAL CONTRACTS

Save for (i) the service agreement entered into between Mr Pontus (Executive Director and CEO) and the Company and (ii) the service agreement entered into between Mr Sugiono (Executive Director and Chairman) and the Company, both of which are still subsisting as at the end of FY2022, there were no material contracts entered into by the Company and/or its subsidiaries involving the interests of the CEO, a director or controlling shareholder, which were either still subsisting at the end of FY2022 or if not then subsisting, entered into since the end of the previous financial year.

(I) USE OF PROCEEDS

There were no outstanding proceeds raised from IPO or any offerings pursuant to Chapter 8 of the Catalist Rules at the end of FY2022 and no such proceeds have been raised since the end of the previous financial year.

(J) NON-SPONSOR FEES

The Company's Sponsor, Stamford Corporate Services Pte. Ltd., has not rendered any non-sponsorship services to the Company for FY2022. Accordingly, no non-sponsor fees were paid to the Sponsor for FY2022.

CORPORATE GOVERNANCE REPORT

APPENDIX 7F TO THE CATALIST RULES: ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(5) IN RELATION TO A DIRECTOR SEEKING RE-ELECTION

The following additional information on the Retiring Directors, who are seeking re-election as Directors at the forthcoming AGM, is to be read in conjunction with their profiles in this Annual Report.

Name of Person	Soennerstedt Carl Johan Pontus	Sugiono Wiyono Sugialam
Date of last announced disclosure pursuant to Appendix 7F to the Catalist Rules (“ Previous Announcement ”)	3 June 2021	3 June 2021
Any changes to the disclosure required pursuant to Appendix 7F to the Catalist Rules since the Previous Announcement	Yes	Yes
<i>Changes to the Previous Announcement, if applicable</i>		
Date of Appointment	5 May 2016	25 February 2021
Date of Last Re-Appointment	18 June 2021	18 June 2021
Age	52	61
Country of principal residence	Singapore	Indonesia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Soennerstedt Carl Johan Pontus as Executive Director and CEO of the Company was recommended by the NC, and the Board has accepted the recommendation after an assessment of his performance, past experiences and overall contributions since his appointment as a Director of the Company.	The re-election of Mr Sugiono Wiyono Sugialam as Executive Director of the Company and Chairman of the Board was recommended by the NC, and the Board has accepted the recommendation after an assessment of his performance, past experiences and overall contributions since his appointment as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive	Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and CEO Member of the Nominating Committee	Executive Director and Executive Chairman of the Board Member of the Nominating Committee
Academic qualifications	Bachelor of Art in International Economics from the American University of Paris	Bachelor’s Degree in Economics from University of Surabaya
Working experience and occupation(s) during the past 10 years	Executive Director and CEO of Polaris Ltd. since 2018 Independent Director of Polaris Ltd. from 2016 to 2018 CEO of PT Bayon Management from 2014 to 2017 CEO of PT Skybee from 2012 to 2014	President Director of PT Trikonsel Oke Tbk since 1996 President Director of PT Global Teleshop Tbk since 2019 Member of Advisory Board of Sneaker Con Digital Inc from 2018 to 2021 Co-Founder of Liberica Coffee and Kopiku Indonesia since 2011 Past Partner in East Ventures from 2011 to 2015

CORPORATE GOVERNANCE REPORT

Shareholding interest in the listed issuer and its subsidiaries	Nil	Mr Sugiono Wiyono Sugialam has a direct interest of 326,003,652 ordinary shares and a deemed interest of 10,469,189,374 ordinary shares in the Company by virtue of his shareholdings in Tres Maria Capital Ltd and PT SL Trio.
Any relationship (including immediate family relationships) with any existing director, existing executive director, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	Mr Sugiono is a substantial shareholder of the Company and is the father of Dian Stefani Sugialam, a key management personnel of the Group who has been appointed as a Business Operations Manager to oversee the Group's pre-loved business segment.
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
* "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)		
Past (for the last 5 years)	Nil	Director of Kaffeine Inc Pte Ltd
Present	Director of Polaris Explorer Pte. Ltd. Director of Polaris Network Pte. Ltd. Director of Mastro Luxe Pte. Ltd. Commissioner of PT Polaris Orbit Indonesia	President Director of PT Trikonsel Oke Tbk President Director of PT Global Teleshop Tbk President Director of PT Trio Distribusi President Director of PT Okeshop President Director of PT Herbal Globe Natural Director of Crayon Digital Pte Ltd Director of Escomindo Pte Ltd Director of Mastro Luxe Pte. Ltd.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(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	Yes. Compulsory winding up of Trikonsel Pte Ltd and Trikonsel Singapore Pte Ltd (both in 2017), as part of the restructuring of PT Trikonsel Oke Tbk.

CORPORATE GOVERNANCE REPORT

(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(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	Yes. There are two (2) lawsuits (HC/S 908/2021 and HC/S 909/2021) brought against Mr Sugiono Wiyono Sugialam, other key officers of Trikonsel Oke Tbk as well as the various financial institutions that acted as joint global coordinators and joint lead managers and book runners for bonds issued by Trikonsel Pte. Ltd. and guaranteed by Trikonsel Oke Tbk. The plaintiffs in the aforementioned suits allege that Mr Sugialam and the other defendants had made false statements in the financial statements and offering circulars for the bonds issued by Trikonsel Pte. Ltd. and guaranteed by Trikonsel Oke Tbk. Mr Sugialam robustly denies the plaintiffs' allegations and is fully answering them in court.
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

CORPORATE GOVERNANCE REPORT

<p>j) Whether he has ever, to his knowledge, been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(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</p> <p>(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</p> <p>(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?</p>	No	No
<p>(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?</p>	No	No
<p><i>Any prior experience as a director of a listed company?</i></p>		
<p>If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p>Not applicable.</p> <p>Mr Soennerstedt Carl Johan Pontus is nominated for re-election to the Board.</p>	<p>Not applicable.</p> <p>Mr Sugiono Wiyono Sugjalam is nominated for re-election to the Board.</p>

DIRECTORS' STATEMENT

For the Financial Year ended 31 December 2022

The directors present their statement to the members together with the audited consolidated financial statements of Polaris Ltd. (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31 December 2022 and the statement of financial position of the Company as at 31 December 2022.

In the opinion of the directors,

- (a) save in respect of the financial statements of Marque Luxury America LLC and its subsidiary, Marque Mentor LLC which have not been audited (further details of which are provided on page 58 of the Annual Report in the Independent Auditor's Report), the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

1 Directors

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

Sugiono Wiyono Sugialam	<i>(Executive Director & Executive Chairman)</i>
Soennerstedt Carl Johan Pontus	<i>(Executive Director & Chief Executive Officer)</i>
Masahiko Yabuki	<i>(Independent Non-Executive Director)</i>
Diana Airin	<i>(Independent Non-Executive Director)</i>
Wong Leng Yee, Serena	<i>(Independent Non-Executive Director)</i>

2 Arrangements to Enable Directors to Acquire Shares or Debentures

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

DIRECTORS' STATEMENT

For the Financial Year ended 31 December 2022

3 Directors' Interests in Shares or Debentures

According to the register of directors' shareholdings kept by the Company under section 164 of the Singapore Companies Act 1967, the directors of the Company who held office at the end of the financial year ("FY") had no interests in the shares or debentures of the Company and its related corporations except as stated below.

<u>Name of director(s)</u>	<u>Direct interest</u>		<u>Deemed interest</u>	
	At the beginning of FY	At the end of FY	At the beginning of FY	At the end of FY
	<i>No. of ordinary shares '000</i>		<i>No. of ordinary shares '000</i>	
<u><i>Polaris Ltd.</i></u> Sugiono Wiyono Sugialam	326,004	326,004	10,469,189	10,649,189

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2023.

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

4 Share Options

There were no share options granted during the financial year to subscribe for unissued shares of the Company and/or its subsidiaries.

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

There were no unissued shares of the Company and/or its subsidiaries under option at the end of the financial year.

5 Audit and Risk Management Committee

The Audit and Risk Management Committee ("ARMC") comprises the following directors at the date of this statement:

Serena Wong (Chairman)
Masahiko Yabuki
Diana Airin

DIRECTORS' STATEMENT

For the Financial Year ended 31 December 2022

5 Audit and Risk Management Committee (cont'd)

The ARMC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Code of Corporate Governance and assists the Board of Directors in the execution of its corporate governance responsibilities within its established terms of reference.

The duties of the ARMC, amongst other things, include:

- (a) review the audit plans of the external auditors of the Company;
- (b) review the external auditors' evaluation of the adequacy of the Company's system of internal accounting controls, their letter to Management and Management's response;
- (c) review the interim and annual financial statements, balance sheet and profit and loss accounts before submission to the Board for approval, focusing particularly on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, and compliance with applicable accounting standards, the Catalist Rules and any other relevant statutory or regulatory requirements;
- (d) review the assurances from the CEO and the Consultant on the financial records and financial statements;
- (e) review the Group's internal control procedures and the adequacy thereof;
- (f) ensure co-ordination between the external auditors and Management, review the assistance given by Management to the auditors, and discuss any problems and concerns arising from the interim and final audits and any other matters which the auditors may wish to discuss (in the absence of Management, where necessary);
- (g) review and discuss with the external auditors any instance of 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 Group's operating results or financial position, and Management's response;
- (h) review the cost effectiveness, independence and objectivity of the external auditors;
- (i) recommend to the Board the external auditors to be nominated, approve the compensation of the external auditors, and review the scope and results of the audit;
- (j) review interested person transactions (if any) falling within the scope of Chapter 9 of the Catalist Rules;
- (k) review potential conflicts of interest, if any;
- (l) 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 ARMC;
- (m) undertake generally such other functions and duties as may be required by applicable legislation, regulations or the Catalist Rules, or by such amendments as may be made thereto from time to time;
- (n) meet with the external auditors, Management and any other person(s) considered appropriate in separate executive sessions to discuss any matters which the ARMC believes should be discussed privately, and establish a practice to meet with the external auditors without the presence of Management at least once annually;
- (o) review the nature and extent of all non-audit services provided by the Group's external auditors, if any, and determine if such services would affect the independence of the external auditors;
- (p) review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls;
- (q) review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- (r) make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors; and
- (s) review the effectiveness, independence, scope and results of the external audit and the Company's internal audit function.

DIRECTORS' STATEMENT

For the Financial Year ended 31 December 2022

5 **Audit and Risk Management Committee** (cont'd)

The ARMC has undertaken a review of the nature and extent of non-audit services provided by the external auditors, and is satisfied that there were no non-audit services rendered that would affect the independence and objectivity of the external auditors.

The ARMC has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the ARMC are disclosed in the Corporate Governance Report included in the Company's Annual Report.

6 **Independent Auditors**

The auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment as auditors.

On behalf of the Board of Directors,

.....
Soennerstedt Carl Johan Pontus
Executive Director & Chief Executive Officer

.....
Sugiono Wiyono Sugialam
Executive Director & Executive Chairman

Singapore

13 April 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Polaris Ltd. (Incorporated in Singapore)

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Polaris Ltd. (the "Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2022, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Disclaimer of Opinion

As stated in Note 13(a) to the financial statements, the financial statements of Marque Luxury America LLC and its subsidiary, Marque Mentor LLC ("MLA sub-group") were included in the Group's consolidated financial statements based on unaudited management accounts for the current financial year ended 31 December 2022. This MLA sub-group is the disposal group classified as held-for-sale (Note 17).

The Group's consolidated financial statements include the revenue, loss for the year, assets and liabilities directly associated with the disposal group of the MLA sub-group amounted to S\$44.14 million, S\$4.52 million, S\$19.31 million and S\$18.18 million respectively.

As at the date of this report, we were unable to carry out our audit procedures or alternative procedures as auditors of the Company on the financial statements of the MLA sub-group for the purpose of providing an opinion on the Group's consolidated financial statements. Consequently, we were unable to determine what adjustments, if any, may be required to the Group's consolidated financial statements.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International), 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Polaris Ltd. (Incorporated in Singapore)

(cont'd)

Responsibilities of Management and Directors for the Financial Statements (cont'd)

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Report on Other Legal and Regulatory Requirements

In our opinion, except for the matter as described in the "Basis for Disclaimer of Opinion" section of our report, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr Neo Keng Jin.

Moore Stephens LLP

Public Accountants and

Chartered Accountants

Singapore

13 April 2023

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year ended 31 December 2022

	Note	Group 2022 S\$'000	2021 S\$'000
Revenue	5	70,221	53,441
Cost of sales		(58,127)	(41,976)
Gross profit		<u>12,094</u>	<u>11,465</u>
Other items of income:			
Other income	6	817	1,094
Other items of expense:			
Marketing and distribution		(2,948)	(1,502)
Administrative expenses		(15,245)	(9,756)
Finance costs	7	(167)	(565)
Other expenses	8	(767)	(989)
Loss before income tax	9	<u>(6,216)</u>	<u>(253)</u>
Income tax expense	10	-*	(130)
Loss for the year		<u><u>(6,216)</u></u>	<u><u>(383)</u></u>
Attributable to:			
Equity holders of the Company		(3,563)	(394)
Non-controlling interests		(2,653)	11
Total loss for the year		<u><u>(6,216)</u></u>	<u><u>(383)</u></u>
Other comprehensive income/(loss), net of tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation		362	(43)
Other comprehensive income/(loss) for the year		<u>362</u>	<u>(43)</u>
Total comprehensive loss for the year		<u><u>(5,854)</u></u>	<u><u>(426)</u></u>
Attributable to:			
Equity holders of the Company		(3,378)	(437)
Non-controlling interests		(2,476)	11
Total comprehensive loss for the year		<u><u>(5,854)</u></u>	<u><u>(426)</u></u>
Loss per share attributable to equity holders of the Company:			
Basic and diluted (cents per share)	11	<u>(0.021)</u>	<u>(0.002)</u>

* less than S\$1,000

The accompanying notes form an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2022

		Group		Company	
	Note	2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	12	3,525	4,056	3,394	3,571
Investments in subsidiaries	13	-	-	856	-*
Goodwill	13(d)	-	47	-	-
Other financial assets	14	-	-	-	-
		<u>3,525</u>	<u>4,103</u>	<u>4,250</u>	<u>3,571</u>
Current Assets					
Trade and other receivables	15	1,477	1,773	5,327	9,497
Inventories	16	1,389	2,873	-	-
Prepayments		758	47	4	3
Cash and bank balances	18	6,261	2,102	2,959	242
		<u>9,885</u>	<u>6,795</u>	<u>8,290</u>	<u>9,742</u>
Assets of disposal group classified as held-for-sale	17	19,311	25,088	-	-
		<u>29,196</u>	<u>31,883</u>	<u>8,290</u>	<u>9,742</u>
Total Assets		<u>32,721</u>	<u>35,986</u>	<u>12,540</u>	<u>13,313</u>

The accompanying notes form an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2022

(cont'd)

		Group		Company	
	<u>Note</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
		S\$'000	S\$'000	S\$'000	S\$'000
LIABILITIES AND EQUITY					
Current Liabilities					
Loans and borrowings	19	459	781	440	417
Trade and other payables	20	1,022	1,145	20	4,064
Other liabilities	21	436	406	247	159
		<u>1,917</u>	<u>2,332</u>	<u>707</u>	<u>4,640</u>
Liabilities directly associated with disposal group classified as held-for-sale	17	18,183	14,827	-	-
		<u>20,100</u>	<u>17,159</u>	<u>707</u>	<u>4,640</u>
Non-Current Liabilities					
Loans and borrowings	19	2,691	3,081	2,658	3,076
Total Liabilities		<u>22,791</u>	<u>20,240</u>	<u>3,365</u>	<u>7,716</u>
Equity Attributable to Equity Holders of the Company					
Share capital	22(a)	402,747	402,747	402,747	402,747
Foreign currency translation reserve	22(b)	(328)	(513)	-	-
Accumulated losses		(392,257)	(388,694)	(393,572)	(397,150)
		<u>10,162</u>	<u>13,540</u>	<u>9,175</u>	<u>5,597</u>
Non-controlling interests	23	(232)	2,206	-	-
Total Equity		<u>9,930</u>	<u>15,746</u>	<u>9,175</u>	<u>5,597</u>
Total Liabilities and Equity		<u>32,721</u>	<u>35,986</u>	<u>12,540</u>	<u>13,313</u>

* Less than S\$1,000.

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year ended 31 December 2022

	Attributable to equity holders of the Company					
	Share capital S\$'000	Foreign currency translation reserve S\$'000	Accumulated losses S\$'000	Total S\$'000	Non- controlling interests S\$'000	Total S\$'000
Group						
Balance at 1 January 2022	402,747	(513)	(388,694)	13,540	2,206	15,746
Loss for the year	-	-	(3,563)	(3,563)	(2,653)	(6,216)
Other comprehensive income	-	185	-	185	177	362
Total comprehensive income/(loss) for the year	-	185	(3,563)	(3,378)	(2,476)	(5,854)
Incorporation of subsidiary	-	-	-	-	38	38
Balance at 31 December 2022	402,747	(328)	(392,257)	10,162	(232)	9,930

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year ended 31 December 2022

(cont'd)

	Attributable to equity holders of the Company					
	Share capital S\$'000	Foreign currency translation reserve S\$'000	Accumulated losses S\$'000	Total S\$'000	Non- controlling interests S\$'000	Total S\$'000
Group (cont'd)						
Balance at 1 January 2021	402,747	(470)	(388,300)	13,977	77	14,054
Loss for the year	-	-	(394)	(394)	11	(383)
Other comprehensive loss	-	(43)	-	(43)	-	(43)
Total comprehensive income/(loss) for the year	-	(43)	(394)	(437)	11	(426)
Acquisition of subsidiaries and business	-	-	-	-	(25)	(25)
Capitalisation of amount due to non-controlling interest	-	-	-	-	2,143	2,143
Balance at 31 December 2021	402,747	(513)	(388,694)	13,540	2,206	15,746

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year ended 31 December 2022

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Cash Flows from Operating Activities		
Loss before income tax	(6,216)	(253)
Adjustments for:		
Depreciation of property, plant and equipment	547	901
Finance costs	167	565
Net gain on disposal of assets held-for-sale	-	(28)
Unrealised exchange gain	410	103
Operating cash flows before changes in working capital	(5,092)	1,288
Changes in working capital:		
Inventories	5,819	(10,127)
Trade and other receivables, contract assets	859	620
Prepayments	929	(3,082)
Trade and other payables	(9,673)	6,740
Other liabilities	835	2,901
Cash flows used in operations	(6,323)	(1,660)
Finance cost paid	(167)	(565)
Income taxes paid	1	(185)
Net cash flows used in operating activities	(6,489)	(2,410)
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(38)	(635)
Purchase of intangible assets	-	(107)
Net proceeds from disposal of assets held-for-sale	-	1,044
Acquisition of subsidiaries and business	-	(730)
Net cash flows used in investing activities	(38)	(428)
Cash Flows from Financing Activities		
Repayments of bank loans	(395)	(175)
Proceeds from loans and borrowings	-	1,000
Principal payment of lease liabilities	(317)	(374)
Advance from subscription in equity interest in a subsidiary company (Note 17)	11,398	-
Net cash flows generated from financing activities	10,686	451
Net increase/(decrease) in cash and cash equivalents	4,159	(2,387)
Cash and cash equivalents at the beginning of the year	2,102	4,489
Cash and cash equivalents at the end of the year (Note 18)	6,261	2,102

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year ended 31 December 2022

(cont'd)

The reconciliation of movements of the liabilities to cash flows arising from financing activities is presented below.

	<u>Cash flows</u>				31 December S\$'000
	1 January S\$'000	<u>Proceeds</u> S\$'000	<u>(Repayments)</u> S\$'000	<u>Other changes</u> S\$'000	
Group					
<u>2022</u>					
Bank loans	3,493	-	(395)	-	3,098
Lease liabilities	369	-	(317)	-	52
	<u>3,862</u>	<u>-</u>	<u>(712)</u>	<u>-</u>	<u>3,150</u>
<u>2021</u>					
Bank loans	3,632	1,000	(175)	(964)*	3,493
Lease liabilities	743	-	(374)	-	369
	<u>4,375</u>	<u>1,000</u>	<u>(549)</u>	<u>(964)</u>	<u>3,862</u>

* During the financial year ended 31 December 2021, other changes include the offset of liabilities classified as held for sale in the previous financial year amounting to S\$964,000 against proceeds of properties sold.

The accompanying notes form an integral part of these financial statements

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 consolidated financial statements.

1 General

Polaris Ltd. (the “Company”) is a public limited liability company incorporated and domiciled in Singapore and is listed on the Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Company’s registered office and principal place of business is at 81 Ubi Avenue 4, #03-11, Singapore 408830.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are set out in Note 13.

The consolidated financial statements of the Group and statement of financial position of the Company for the financial year ended 31 December 2022 were approved and authorised for issue in accordance with a resolution of the directors on the date of the Directors’ Statement.

2 Application of Singapore Financial Reporting Standards (International) (“SFRS(I)s”)

(a) Application of New and Revised Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current year, the Group has adopted all the new and revised SFRS(I)s issued that are relevant to its operations and effective for annual periods beginning on 1 January 2022. The adoption of these new and revised SFRS(I)s has had no material financial impact on the financial performance and financial position of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

2 Application of Singapore Financial Reporting Standards (International) (“SFRS(I)s”) (cont’d)

(b) New and Revised Standards Issued but Not Yet Effective

As at the date of these financial statements, the Group has not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2, <i>Presentation of Financial Statements and Disclosure of Accounting Policies</i>	1 January 2023
Amendments to SFRS(I) 1-8, <i>Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates</i>	1 January 2023
Amendments to SFRS(I) 1-12, <i>Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to SFRS(I) 1-1, <i>Presentation of Financial Statements: Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 1-1, <i>Presentation of Financial Statements: Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 16, <i>Leases – Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 10 and SFRS(I) 1-28, <i>Consolidated Financial Statements and Investments in Associates and Joint Ventures: Sale or Contribution of Assets between and Investor and its Associate or Joint Venture</i>	Date to be determined

The directors of the Company expect the adoption of the amendments and improvements to standards above will have no material impact on the consolidated financial statements in the period of initial application.

3 Significant Accounting Policies

(a) Basis of Preparation

The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the provisions of the Singapore Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)”). The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(b) Group Accounting

i. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over the fair value of the identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the entity sold.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(b) Group Accounting (cont'd)

i. Subsidiaries (cont'd)

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the total of consideration transferred, non-controlling interest recognised and previously-held interest measured is less than the fair value of the net assets of the subsidiary acquired as in the case of a bargain purchase, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(b) Group Accounting (cont'd)

i. Subsidiaries (cont'd)

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of a subsidiary, it:

- derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained in the former subsidiary at its fair value;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or accumulated losses, as appropriate; and
- recognises any resulting difference in profit or loss.

(c) Investments in Subsidiaries

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses in the statement of financial position of the Company.

On disposal of investments in subsidiaries and associates, the difference between the net disposal proceeds and the carrying amount of the investments are recognised in profit or loss.

(d) Intangible Assets

Intangible assets acquired separately are measured initially at cost. Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least once at each financial year-end.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(d) Intangible Assets (cont'd)

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in profit or loss when the intangible asset is derecognised.

Goodwill

Goodwill on acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net fair value of the investee's identifiable assets and liabilities.

Following initial recognition, goodwill is measured at cost less any impairment losses. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount (including the goodwill), an impairment loss is recognised. The recoverable amount of a cash-generating unit is the higher of the cash-generating unit's fair value less cost to sell and value in use. Impairment loss on goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or the relevant cash generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

(e) Revenue Recognition

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(e) Revenue Recognition (cont'd)

i. Distribution sale of mobile handsets and accessories, and pre-owned luxury goods sales

Revenue from the distribution sale of mobile handsets and accessories, pre-owned luxury goods sales is recognised when control of the products has transferred, being when the goods are delivered to the customer, the customer has full discretion over the manner of distribution and price to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Delivery occurs when the goods have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has the objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered as this represents the point in time that the right to consideration is unconditional because only the passage of time is required before the payment is due.

ii. Consumer electronics sales

The Group operates retail outlet selling electronics and related products. Revenue from the retail sale of electronics and related products is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail outlet. Payment of the transaction price is due immediately at the point the customer purchases the goods.

iii. Customer services

The Group provides after-market services to end consumers for equipment repairs and technical services. Revenue from customer services is recognised at a point in time when the services are rendered. Payment of the transaction price is due immediately at the point the customer acknowledges the completion of the services.

(f) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately under other income.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(g) Leases

i. When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

The Group recognises right-of-use assets and lease liabilities at the date which the underlying assets become available for use. Right-of-use assets are measured at cost, which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement dates, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

Right-of-use assets are subsequently depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the corresponding lease liabilities. The Group presents its right-of-use assets (except for those which meets the definition of an investment property) in "Property, plant and equipment" and lease liabilities in "Loans and borrowings" in the consolidated statement of financial position.

The initial measurement of lease liabilities is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payments that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(g) Leases (cont'd)

i. When the Group is the lessee (cont'd)

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease components. The Group has elected not to separate lease and non-lease components for property leases; instead they are accounted for as one single lease component.

Lease liabilities are measured at amortised cost, and are remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise lease extension and termination options;
- There is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- There is a modification to the lease term.

When lease liabilities are remeasured, corresponding adjustments are made against the right-of-use assets. If the carrying amounts of the right-of-use assets have been reduced to zero, the adjustments are recorded in profit or loss. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less, as well as leases of low value assets, except in the case of sub-lease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

Variable lease payments that are based on an index or a rate are included in the measurement of the corresponding right-of-use assets and lease liabilities. Other variable lease payments are recognised in profit or loss when incurred.

ii. When the Group is the lessor

Each lease in which the Group acts as a lessor is classified as either an operating or a finance lease at lease inception. Leases that transfer substantially all of the risks and rewards incidental to ownership of the underlying assets are classified as finance leases. Other leases are classified as operating leases.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(g) Leases (cont'd)

ii. When the Group is the lessor (cont'd)

Lessor - operating leases

Leases of investment properties where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) recognised in income on a straight-line basis over the lease term. Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets recognised as an expense in profit or loss over the lease term on the same basis as the lease income. Contingent rents recognised as income in profit or loss when earned.

(h) Foreign Currencies

i. Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates (its functional currency).

For the purposes of the consolidated financial statements, the results and financial position of each entity in the Group are expressed in Singapore Dollars (“S\$”), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

All values are rounded to the nearest thousand (S\$'000) except when otherwise indicated.

ii. Transactions and balances

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(h) Foreign Currencies (cont'd)

ii. Transactions and balances (cont'd)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at 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.

iii. Translation of Group entities' financial statements

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing exchange rates at the reporting date;
- income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transactions dates, in which the case income and expenses are translated using the exchange rates at the dates of the transactions); and
- all resulting currency translation differences recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(i) Borrowing Costs

All borrowing costs recognised in profit or loss in the period in which they are incurred.

(j) Employee Benefits

Employee benefits recognised as an expense in profit or loss, unless the cost qualifies to be recognised as an asset.

i. Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

ii. Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. A provision for the estimated liability for annual leave is recognised for services rendered by employees up to the reporting date.

(k) Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

i. Current tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(k) Income Tax (cont'd)

ii. *Deferred tax* (cont'd)

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group recognises a previously unrecognised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(k) Income Tax (cont'd)

iii. Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where the current and deferred tax arises from the initial accounting for a business combination, the tax effect is taken into account in the accounting for the business combination.

(l) Property, Plant and Equipment

i. Measurement

All items of property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

ii. Depreciation

Depreciation is recognised so as to write off the cost less their residual values over their useful lives, using the straight-line method.

The following useful lives are used in the calculation of depreciation:

Commercial properties	30 years
Furniture, fixtures and renovation	3 to 5 years
Office equipment and computers	3 to 5 years
Retail outlet	3 years
Motor vehicles	2 years

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

The residual value, useful life and depreciation method are reviewed at each financial year and adjusted as appropriate at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(l) Property, Plant and Equipment (cont'd)

iii. Subsequent expenditure

Subsequent expenditure related to property, plant and equipment that has been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

iv. Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(m) Impairment of Non-Financial Assets

Goodwill

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated, from the acquisition date, to each of the Group's cash-generating-units ("CGUs") or groups of CGUs, that are expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost of disposal and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised in profit or loss and is not reversed in a subsequent period.

Where goodwill forms part of a CGU and part of the operation within that CGU is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(m) Impairment of Non-Financial Assets (cont'd)

Other non-financial assets

Non-financial assets are tested for impairment whenever there is any indication that these assets may be impaired.

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any), on an individual asset.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(n) Financial Assets

Classification

i. Debt instruments

Financial assets that are debt instruments comprise mainly of cash and cash equivalents, trade and other receivables and investments in debt securities. The Group classifies these assets into categories based on the Group's business model for managing them and their contractual cash flow characteristics.

- Financial Assets measured at Amortised Cost ("AC") comprise of assets that are held within a business model whose objective is to hold those assets for collection of contractual cash flows, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Other Comprehensive Income ("FVOCI") comprise of assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling those assets, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Profit and loss ("FVPL") comprise of assets that do not qualify for AC and FVOCI. Assets that would otherwise qualify for AC or FVOCI may also be designated as FVPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that arises from measuring assets and liabilities on an inconsistent basis.

ii. Equity instruments

Financial assets that are equity instruments comprise mainly of investments in equity securities. The Group classifies these assets as FVPL, except for those that the Group has designated as FVOCI. The FVOCI designation is irrevocable, and is not permitted for held-for-trading financial assets and financial assets that represent contingent consideration in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(n) Financial Assets (cont'd)

Initial measurement

Trade receivables that do not contain a significant financing component are initial recognised at their transaction price. Other financial assets are initial recognised at fair value, plus, for financial assets that are not at FVPL, transaction costs that are directly attributable to their acquisition.

Transaction costs of financial assets at FVPL are expensed in profit and loss.

Subsequent measurement

i. Debt instruments

AC

These assets are subsequently measured at amortised cost using the effective interest method unless they are part of a designated hedging relationship. Impairment losses and reversals, interest income, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Interest income is based on the effective interest method which allocates interest income over the life of the financial asset based on an effective interest rate that discounts estimated future cash receipts to its gross carrying amount.

FVOCI

These assets are subsequently measured at fair value. Impairment losses and reversals, interest income based on the effective interest method, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Any remaining fair value movements are recorded in OCI.

FVPL

These assets are subsequently measured at fair value. All fair value movements are recorded in profit and loss.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(n) Financial Assets (cont'd)

Subsequent measurement (cont'd)

ii. *Equity instruments*

Subsequent to initial recognition, all equity investments are measured at fair value. Changes in the fair value of FVPL equity investments are recognised in profit and loss, while changes in the fair value of FVOCI equity investments are recognised in other comprehensive income. All dividend income is recognised in profit and loss, except for dividends from FVOCI equity investments that clearly represent a recovery of the cost of investment.

Impairment

At each reporting date, the Group assesses expected credit losses (“ECL”) on the following financial instruments:

- Financial assets that are debt instruments measured at AC and FVOCI;
- Contract assets (as defined in SFRS(I) 15); and
- Financial guarantee contracts.

ECL is a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all shortfalls between the cash flows due to the Group in accordance with contractual terms, and the cash flows that the Group actually expects to receive. ECL is discounted at the effective interest rate of the financial asset. The Group records allowances on financial assets based on either the:

- 12-month ECL – representing the ECL that results from default events that are possible within the 12 months after the reporting date (or the expected life of the instrument if shorter); or
- Lifetime ECL – representing the ECL that results from all possible default events over the expected life of the contract.

Simplified approach – Trade receivables

For all trade receivables, the Group adopts a simplified approach whereby an allowance for lifetime ECL is assessed upon initial recognition. The Group estimates lifetime ECL using a provision matrix based on historical credit loss experience, adjusted for various factors including debtor-specific factors, forward-looking information such as industry and economic forecasts, and others as appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(n) Financial Assets (cont'd)

Impairment (cont'd)

General approach – All other financial instruments on which ECL assessment is required

For all other financial instruments on which ECL is assessed, an allowance for 12-month ECL is recorded upon initial recognition. The allowance is increased to lifetime ECL if the credit risk at each reporting date has increased significantly as compared to the credit risk at initial recognition. In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group considers all reasonable and supportable information that is relevant and available without undue cost or effort including both historical credit experience and forward-looking information.

The Group regards the following as events of default:

- Events that make it unlikely for the borrower to repay in full unless the Group undertakes actions to recover the asset (e.g. by exercising rights over collaterals or other credit enhancements); or
- The financial instrument has become overdue in excess of 1 year.

Credit-impaired financial instruments

At each reporting date, the Group assesses whether a financial instrument on which ECL assessment is required has become credit-impaired. This is the case when one or more events have occurred that are considered to be detrimental to the estimated future cash flows of the instrument. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the borrower;
- a breach of contract such as a default or past due event (e.g. being more than 90 days past due);
- other lenders granting concessions (such as loan restructurings) to the borrower due to economic or contractual reasons, that would not have been considered in the absence of the borrower's financial difficulty;
- increasing likelihood that the borrower will enter bankruptcy or other financial re-organisation; and
- the disappearance of an active market for the borrower's securities due to financial difficulties.

For credit-impaired financial assets, interest income is determined by applying the effective interest rate to the net carrying amount of the financial asset (after deduction of the ECL allowance).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(n) Financial Assets (cont'd)

Impairment (cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, such as when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made recognised in profit and loss.

Recognition and derecognition

Financial assets recognised when, and only when the Group becomes a party to its contractual provisions. All regular way purchases and sales of financial assets recognised on trade-date, which is the date on which the Group commits to purchase or sell the asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset that is a debt instrument, the difference between the asset's carrying amount and the sum of the consideration received and receivable recognised in profit and loss. In addition, for a financial asset that is a debt instrument at FVOCI, the cumulative gain or loss previously accumulated in the fair value adjustment reserve is reclassified to profit and loss.

On derecognition of an equity investment at FVPL, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. For equity investments at FVOCI, this difference is instead recognised directly in equity as part of accumulated losses. Cumulative gains and losses previously accumulated in equity are also transferred directly to accumulated losses upon derecognition of FVOCI equity investments.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(o) Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the combined statement of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(p) Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

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

(q) Financial Liabilities

i. Financial liabilities

The Group recognises financial liabilities on its statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instruments.

Financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial liability. All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting period. An entity shall recognise a financial liability on its statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(q) Financial Liabilities (cont'd)

ii. *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they have expired. The difference between the carrying amount of a financial liability that has been derecognised and the consideration paid and payable (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(r) Related Parties

A related party is defined as follows:

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the "reporting entity").

a. A person or a close member of that person's family is related to a reporting entity if that person:

- i. has control or joint control over the reporting entity;
- ii. has significant influence over the reporting entity; or
- iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

b. An entity is related to a reporting entity if any of the following conditions applies:

- i. the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- ii. one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- iii. both entities are joint ventures of the same third party;
- iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- v. the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
- vi. the entity is controlled or jointly controlled by a person identified in (a);

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(r) Related Parties (cont'd)

b. An entity is related to a reporting entity if any of the following conditions applies:
(cont'd)

- vii. a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

(s) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of finished goods comprises direct costs that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method for mobile handsets, accessories, consumer electronics and related products and first-in-first-out (FIFO) for lifestyle products. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale. Allowance for stock obsolescence is made for obsolete and slow-moving inventories.

(t) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, fixed deposits, bank balances and 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. For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above less pledged fixed deposits.

(u) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are charged to equity, net of any tax effects.

(v) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive management whose members are responsible for allocating resources and assessing performance of the operating segments.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

3 Significant Accounting Policies (cont'd)

(w) Non-current Assets Held-for-sale and Discontinued Operations

Non-current assets or disposal groups are classified as held-for-sale or distribution if their carrying amount will be recovered through a sale transaction or distribution rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held-for-sale when the criteria set out above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale. Non-current assets (or disposal groups) classified as held-for-sale (held for distribution) are measured at the lower of the assets' previous carrying amount and fair value less cost to sell (fair value less costs to distribute).

The assets are not depreciated or amortised while they are classified as held-for-sale. In addition, equity accounting of associates and joint ventures ceases once classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale and;

- i. represents a separate major line of business or geographical area of operations; or
- ii. is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- iii. is a subsidiary acquired exclusively with a view to resale.

When a component of an entity qualifies as a discontinued operation, the comparative statement of comprehensive income is retrospectively restated to segregate the results of all operations that have been discontinued by the end of the latest reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of financial statements and the application of the Group's accounting policies, which are set out in Note 3 above, requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Uncertainty about these estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

(a) Critical Judgements in Applying the Accounting Policies

i. Impairment of investments in subsidiaries

Management reviews the Company's investments in subsidiaries at each reporting date to determine whether there is any indication that the investment may be impaired. To determine whether there is objective evidence of impairment, management considers factors such as the subsidiaries' financial performance and financial position and the overall economic environment. If any indicator exists, an impairment assessment will be performed accordingly.

The carrying amount of the Company's investments in subsidiaries and the allowance for impairment loss are disclosed in Note 13.

(b) Key Sources of Estimation Uncertainty

i. Loss allowance for trade receivables

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses ("ECLs"). The ECLs on trade receivables are estimated using a provision matrix which involves grouping receivables based on characteristics which have historically influenced asset recoverability, such as credit ratings, customer-industry group and customer geography, and applying a historic provision rate which is based on days past due for groupings of various customer segments that have similar loss patterns. In devising such a provision matrix, the Group uses its historical credit loss experience with forward-looking information (adjusted as necessary to reflect current conditions and forecast economic conditions) to estimate the lifetime expected credit losses on the trade receivables and contract assets. At every reporting date, the historical default rates are updated and the impact of forward-looking information is re-analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

(b) Key Sources of Estimation Uncertainty (cont'd)

i. Loss allowance for trade receivables (cont'd)

Information about the ECLs on the Group's trade receivables and the carrying amounts of the Group's trade receivables are disclosed in Notes 15 and 17.

ii. Loss allowance for inventory obsolescence

Reviews are made periodically by management in respect of inventories for excess inventories, obsolescence and decline in net realisable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving experiences.

Information about the inventory obsolescence is disclosed in Note 16.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

5 Revenue from Contracts with Customers

The Group's revenue is disaggregated by principal geographical areas, major product and services lines and timing of revenue recognition.

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Principal geographical market		
<u>Distribution sale of mobile handsets and accessories</u>		
- Philippines	-	1,208
<u>Pre-owned luxury goods sales</u>		
- Singapore	2,748	3,010
- Hong Kong	-	40
- Indonesia	1,751	52
- United States	44,136	29,967
- Philippines	1,290	3
- Korea	136	53
	50,061	33,125
<u>Consumer electronics sales</u>		
- Singapore	17,334	15,649
- Hong Kong	-	298
- Philippines	-	672
	17,334	16,619
<u>Customer services</u>		
- Singapore	2,756	2,489
<u>Other revenue</u>		
- Indonesia	70	-
	70,221	53,441
Major product or service lines and timing of revenue recognition		
Distribution sale of mobile handsets and accessories	-	1,208
Pre-owned luxury goods sales	50,061	33,125
Consumer electronics sales	17,334	16,619
Customer services	2,756	2,489
Other revenue	70	-
At a point of time	70,221	53,441

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

6 Other Income

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Marketing support	53	-
Government grants ^(#)	26	417
Advisory fees	10	337
Reversal of authentication costs	646	-
Other miscellaneous income	82	340
	<u>817</u>	<u>1,094</u>

(#) Out of the government grants of S\$26,000 (2021: S\$417,000) recognised by the Group during the financial year ended 31 December 2022, S\$22,000 (2021: S\$251,000) relates to the Job Support Scheme.

7 Finance Costs

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Interest expense:		
- Bank loans	86	271
- Lease liabilities	4	79
- Others	-	54
	<u>90</u>	<u>404</u>
Bank charges	77	161
	<u>167</u>	<u>565</u>

8 Other Expenses

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Depreciation of property, plant and equipment	547	901
Net foreign exchange loss	72	103
Inventories written off	75	33
Loan receivable written off	1	4
Other miscellaneous expenses/(income)	72	(52)
	<u>767</u>	<u>989</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

9 Loss before Income Tax

The following items have been included in arriving at loss before income tax:

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Audit fees:		
- Company's auditors	150	120
- Other auditor – non-network firm	91	97
Non Audit Fees:		
- Auditor of the Company	4	10
Employee benefits expenses (Note 24)	11,344	7,105
	<hr/>	<hr/>

10 Income Tax

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Current income tax:		
- Current year	-*	126
- Under provision in respect of prior years	-	4
	<hr/>	<hr/>
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*less than S\$1,000

The reconciliation between the income tax and the product of accounting loss multiplied by the applicable corporate tax rate for the financial year is as follows:

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Loss before income tax	(6,216)	(253)
Income tax at the applicable tax rate of 17% (2021: 17%)	(1,057)	(43)
Adjustments:		
Difference in foreign tax rate	(209)	-
Non-deductible expenses	1,294	190
Non-taxable income	(10)	(134)
Effect of partial tax exemption and tax relief	(18)	(9)
Deferred tax assets not recognised	-	122
Under provision in respect of prior years	-*	4
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NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

10 Income Tax (cont'd)

The entities of the Group operating in foreign jurisdictions have either no taxable income or are not material.

At the reporting date, the Group has estimated taxable temporary differences on property, plant and equipment of approximately S\$18,000 (2021: S\$18,000) and unutilised tax losses of approximately S\$1,477,000 (2021: S\$1,810,000) which can be carried forward and used to offset against future taxable income of those entities in the Group in which the losses arose, subject to the agreement of the tax authorities and compliance with the relevant provisions of the tax legislation of the respective countries in which they operate. The unutilised tax losses have no expiry dates.

The deferred tax assets arising from these estimated taxable temporary differences on property, plant and equipment and unutilised tax losses of approximately S\$254,000 (2021: S\$311,000) have not been recognised in accordance with the Group's accounting policy stated in Note 3(k).

11 Loss per Share

Basic loss per share are calculated by dividing loss for the year attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following tables reflect the loss and share data used in the computation of basic loss per share for the financial years ended 31 December:

	Group	
	<u>2022</u>	<u>2021</u>
Loss for the year attributable to equity holders of the Company used in the computation of basic loss per share (S\$'000)	<u>(3,563)</u>	<u>(394)</u>
Weighted average number of ordinary shares for basic loss per share computation (No. of shares '000)	<u>17,053,170</u>	<u>17,053,170</u>

There is no dilution of loss per share as there were no potential dilutive ordinary shares outstanding at the end of the financial years ended 31 December 2022 and 2021.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

12 Property, Plant and Equipment

Group	Commercial properties S\$'000	Furniture, fixtures and renovation S\$'000	Office equipment and computers S\$'000	Retail outlet (Right-of-use) S\$'000	Motor vehicles S\$'000	Total S\$'000
Cost						
Balance at 1 January 2021	4,907	1,229	728	1,005	136	8,005
Additions (a)	-	275	270	1,262	110	1,917
Disposals	-	-	(23)	-	(63)	(86)
Reclassified to disposal group classified as held-for-sale	-	(232)	(226)	(1,262)	(72)	(1,792)
Balance at 31 December 2021	4,907	1,272	749	1,005	111	8,044
Additions (a)	-	6	32	-	-	38
Disposals	-	(69)	(32)	(1,005)	(18)	(1,124)
Balance at 31 December 2022	4,907	1,209	749	-	93	6,958

a) Additions of property, plant and equipment ("PPE") of S\$38,000 (2021: S\$1,917,000) during the financial year ended 31 December 2022 consist of S\$38,000 purchase of PPE (2021: S\$635,000) and S\$Nil (2021: S\$1,282,000) recognised as right-of-use assets (Note 26).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

12 Property, Plant and Equipment (cont'd)

Group	Commercial properties S\$'000	Furniture, fixtures and renovation S\$'000	Office equipment and computers S\$'000	Retail outlet (Right-of-Use) S\$'000	Motor vehicles S\$'000	Total S\$'000
<u>Accumulated depreciation</u>						
Balance at 1 January 2021	1,195	1,180	619	369	57	3,420
Depreciation	164	55	77	543	62	901
Disposals	-	-	(23)	-	(63)	(86)
Reclassified to disposal group classified as held-for-sale	-	(21)	(17)	(205)	(1)	(244)
Currency alignment	-	-	-	(4)	1	(3)
Balance at 31 December 2021	1,359	1,214	656	703	56	3,988
Depreciation	163	42	64	278	-	547
Disposals	-	(69)	(32)	(1,005)	(18)	(1,124)
Currency alignment	-	(1)	-	24	(1)	22
Balance at 31 December 2022	1,522	1,186	688	-	37	3,433
<u>Carrying amount</u>						
At 31 December 2021	3,548	58	93	302	55	4,056
At 31 December 2022	3,385	23	61	-	56	3,525

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

12 Property, Plant and Equipment (cont'd)

	<u>Commercial properties</u> S\$'000	<u>Furniture, fixtures and renovation</u> S\$'000	<u>Office equipment and computers</u> S\$'000	<u>Total</u> S\$'000
Company				
<u>Cost</u>				
Balance at 1 January 2021	4,907	972	376	6,255
Additions	-	-	4	4
Balance at 31 December 2021	4,907	972	380	6,259
Additions	-	-	-	-
Balance at 31 December 2022	4,907	972	380	6,259
<u>Accumulated depreciation</u>				
Balance at 1 January 2021	1,195	946	368	2,509
Depreciation	164	10	5	179
Balance at 31 December 2021	1,359	956	373	2,688
Depreciation	163	8	6	177
Balance at 31 December 2022	1,522	964	379	2,865
<u>Carrying amount</u>				
At 31 December 2021	3,548	16	7	3,571
At 31 December 2022	3,385	8	1	3,394

* Less than S\$1,000.

The Group's/Company's commercial properties with a carrying amount of S\$3,385,000 (2021: S\$3,548,000) are mortgaged to secure the Group's/Company's bank loans (Note 19) as at 31 December 2022.

The Group's right-of-use assets acquired under leasing arrangements are presented separately as "Retail outlet". Details of such leased assets are disclosed in Note 26.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries

	Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Unquoted shares, at cost	7,425	7,425
Add: Addition	856	-
Less: Derecognition	(5,425)	-
Less: Allowance for impairment	(2,000)	(7,425)
	<u>856</u>	<u>-*</u>
 Movements in allowance account:		
At 1 January	(7,425)	(7,425)
Derecognition	5,425	-
At 31 December	<u>(2,000)</u>	<u>(7,425)</u>

* Less than S\$1,000.

Impairment loss of subsidiaries

As of 31 December 2022, allowance for impairment loss has been recognised for the Company's investments in certain subsidiaries as these subsidiaries have been incurring losses.

During the financial year ended 31 December 2022, a derecognition of approximately S\$ 5,425,000 has been recognised for the Company's investment in subsidiaries as Polaris Device Pte. Ltd. has been liquidated on 7 February 2022.

(a) Composition of the Group

The Group has the following investments in subsidiaries:

<u>Name and principal place of business</u>	<u>Principal activities</u>	Group effective proportion of <u>ownership interest</u>	
		<u>2022</u> %	<u>2021</u> %
<u>Held by the Company</u>			
Polaris Network Pte. Ltd. ⁽¹⁾ Singapore	Retailer of mobile handset and services and consumer electronics	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(a) Composition of the Group (cont'd)

The Group has the following investments in subsidiaries: (cont'd)

<u>Name and principal place of business</u>	<u>Principal activities</u>	<u>Group effective proportion of ownership interest</u>	
		<u>2022</u>	<u>2021</u>
		%	%
<u>Held by the Company</u> (cont'd)			
Polaris Explorer Pte. Ltd. ⁽¹⁾ Singapore	Investment holding company and regional mobile handset distributor	100	100
Polaris Device Pte. Ltd. ⁽²⁾ Singapore	Dormant	-	100
PT Polaris Orbit Indonesia ⁽³⁾⁽⁹⁾ Indonesia	Digital advertising	100	-
<u>Held through Polaris Explorer Pte. Ltd.</u>			
Mastro Luxe Pte. Ltd. ⁽¹⁾ Singapore	Wholesale and retail of premium lifestyle products	51	51
<u>Held through Mastro Luxe Pte. Ltd. ("MLS sub-group")</u>			
PT Mastro Luxe Indonesia ⁽⁴⁾⁽⁹⁾ Indonesia	Wholesale and retail of premium lifestyle products	51	-
Mastro Luxe South Africa (Pty) Ltd ⁽⁵⁾⁽⁹⁾ South Africa	Wholesale and retail of premium lifestyle products	26 ⁽⁸⁾	-
Marque Luxury America LLC ⁽¹⁰⁾ United States	Wholesale and retail of premium lifestyle products	51	51
Marque Luxury Korea Co., Ltd. ⁽⁹⁾ South Korea	Wholesale and retail of premium lifestyle products	51	51
Connetic-Enterprises Inc. ⁽⁹⁾ Philippines	Wholesale and retail of premium lifestyle products	26 ⁽⁸⁾	26 ⁽⁸⁾
Marque Luxury (Thailand) Co., Ltd ⁽²⁾ Thailand	Wholesale and retail of premium lifestyle products	-	25 ⁽⁸⁾

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(a) Composition of the Group (cont'd)

The Group has the following investments in subsidiaries: (cont'd)

<u>Name and principal place of business</u>	<u>Principal activities</u>	<u>Group effective proportion of ownership interest</u>	
		<u>2022</u>	<u>2021</u>
		%	%
<u>Held through Mastro Luxe Pte. Ltd. ("MLS sub-group") (cont'd)</u>			
Marque Luxury Vietnam Co., Ltd ⁽²⁾⁽⁶⁾ Vietnam	Wholesale and retail of premium lifestyle products	-	41 ⁽⁸⁾
Marque Supply Japan ⁽⁷⁾⁽⁹⁾ Japan	Wholesale and retail of premium lifestyle products	51	51
<u>Held through Marque Luxury America LLC ("MLA sub-group")</u>			
Marque Mentor LLC ⁽⁷⁾⁽¹⁰⁾ United States	Wholesale and retail of premium lifestyle products	43 ⁽⁸⁾	43 ⁽⁸⁾

⁽¹⁾ Audited by Moore Stephens LLP, Singapore.

⁽²⁾ The subsidiary was liquidated/dissolved during the current financial year ended 31 December 2022.

⁽³⁾ During the current financial year, the subsidiary was incorporated by Polaris Ltd. which holds an issued and paid-up share capital of 9,900 ordinary shares amounting to IDR9,900,000,000 (equivalent to S\$856,382) and Polaris Explorer Pte. Ltd. which holds an issued and paid-up share capital of 100 ordinary shares amounting to IDR100,000,000 (equivalent to S\$8,772) respectively fully paid in cash.

⁽⁴⁾ During the current financial year, the subsidiary was incorporated by Mastro Luxe Pte. Ltd. which holds an issued and paid-up share capital of 9,900 ordinary shares amounting to IDR9,900,000,000 (equivalent to S\$933,174) and Polaris Explorer Pte. Ltd. which holds an issued and paid-up share capital of 100 ordinary shares amounting to IDR100,000,000 (equivalent to S\$9,426) respectively fully paid in cash.

⁽⁵⁾ During the current financial year, the subsidiary was incorporated by Mastro Luxe Pte. Ltd. which holds an issued and paid-up share capital of 510 ordinary shares amounting to ZAR510,000 (equivalent to S\$40,369) fully paid in cash.

⁽⁶⁾ During the previous financial year, the subsidiary was incorporated by Mastro Luxe Pte. Ltd. which holds an issued and paid-up share capital of 80,000 ordinary shares amounting to VND 920,000,000 (equivalent to S\$53,714) fully paid in cash.

⁽⁷⁾ During the previous financial year, these subsidiaries were acquired by Mastro Luxe Pte. Ltd. from a third party as disclosed in Note 13(d).

⁽⁸⁾ These subsidiaries are held by non-wholly owned intermediate holding companies. The intermediate holding companies have the power to control these companies.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(a) Composition of the Group (cont'd)

The Group has the following investments in subsidiaries: (cont'd)

⁽⁹⁾ As at 31 December 2022, these subsidiaries have not been audited as they are considered to be insignificant components to the Group for FY2022 but were reviewed by Moore Stephens LLP for Group consolidation purposes.

⁽¹⁰⁾ The financial statements of Marque Luxury America LLC and its subsidiary, Marque Mentor LLC (the MLA sub-group) were unaudited and included in the Group's consolidated financial statements based on management accounts.

(b) Interest in subsidiaries with material non-controlling interest ("NCI")

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

Name and principal <u>place of business</u>	Proportion of ownership interest held by NCI	(Loss)/Profit allocated to NCI during the reporting <u>period</u> S\$'000	Accumulated NCI at the end of reporting <u>period</u> S\$'000
<u>2022</u>			
Mastro Luxe Pte. Ltd. and its subsidiaries ("MLS sub-group") Singapore	49%	(2,476)	(232)
<u>2021</u>			
Mastro Luxe Pte. Ltd and its subsidiaries ("MLS sub-group") Singapore	49%	11	2,206

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(c) Summarised financial information about subsidiaries with material NCI of MLS sub-group

Summarised statement of comprehensive income

	MLS sub-group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Revenue	50,061	33,126
(Loss)/profit before income tax	(5,385)	188
Income tax	-*	(126)
(Loss)/profit after income tax	(5,385)	62
Other comprehensive income/(loss)	410	(43)
Total comprehensive (loss)/income	(4,975)	19

Summarised statement of financial position

	MLS sub-group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Current</u>		
Assets	21,235	26,679
Liabilities	(21,779)	(22,333)
Net current (liabilities)/assets	(544)	4,346
<u>Non-current</u>		
Assets	71	156
Liabilities	-	-
Net non-current assets	71	156
Net (liabilities)/assets	(473)	4,502

(d) Acquisition of subsidiaries and business

During the previous financial year ended 31 December 2021, the Group acquired (i) a pre-owned luxury goods business ("Acquired Business"), (ii) an effective shareholding interest of 51% in Marque Supply Japan LLC ("MSJ") and (iii) an effective shareholding interest of 43% in Marque Mentor LLC ("MM") from related parties for a total consideration of US\$2,290,144 (Singapore Dollar equivalent of S\$3,095,588).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(d) Acquisition of subsidiaries and business (cont'd)

The fair value of the identifiable assets and liabilities at the acquisition date were:

	<u>MSJ</u> S\$'000	<u>MM</u> S\$'000	<u>Acquired Business</u> S\$'000	<u>S\$</u> S\$'000
Plant and equipment	-	-	76	76
Trade and other receivables	75	-	903	978
Inventories	-	-	113	113
Prepayments	-	-	107	107
Trade and other payables	(103)	(19)	(2,247)	(2,369)
Intangible assets	-	-	119	119
Deferred tax liability	-	-	(20)	(20)
Identifiable net liabilities acquired at fair value	<u>(28)</u>	<u>(19)</u>	<u>(949)</u>	<u>(996)</u>
Consideration payable	33	-	3,063	3,096
Add: Identifiable net liabilities acquired at fair value	28	19	949	996
Less: Non-controlling interest	(14)	(11)	-	(25)
Goodwill arising on acquisition	<u>47</u>	<u>8</u>	<u>4,012</u>	<u>4,067</u>

The consideration payable of S\$3,096,000 was settled in cash amounting to S\$730,000 and the balance was off-settled against amount due from the related parties.

In addition, the Group also acquired a separate customer listing from a related party in relation to the acquired business amounting to S\$1,531,000.

Goodwill arose in the acquisition because the consideration paid for the acquisition effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development. These benefits were not recognised separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets. The goodwill arising was not expected to be deductible for tax purposes.

Management has engaged an external professional expert ("management expert") to perform a purchase price allocation ("PPA") exercise in order to allocate the purchase consideration between the identifiable assets acquired and liabilities assumed, including the identification and valuation of intangible assets.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

13 Investments in Subsidiaries (cont'd)

(d) Acquisition of subsidiaries and business (cont'd)

Pursuant to the “potential dilution” as described in Note 17, the attributable assets and liabilities of MLA sub-group (which include the acquired business and MM) have been reclassified to “disposal group held-for-sale” as at 31 December 2022.

14 Other Financial Assets

	Group and Company	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
<i>Equity investment measured at fair value through other comprehensive income</i>		
PT Trikonsel Oke Tbk. (“TRIO”)	-	-

The above equity investment represents the Group’s 8.22% investment in TRIO. TRIO’s shares are listed on the Indonesia Stock Exchange (“IDX”).

As per the Group’s investment policy, this investment in equity instrument is not held for trading. Instead, it is held mainly for long-term strategic purposes. Accordingly, this investment is designated at FVOCI as the management believes that recognising short-term fluctuations in this investment’s FVPL would not be consistent with the Group’s strategy of holding this investment for long-term purposes.

During the financial year ended 31 December 2019, TRIO’s shares on the IDX were suspended in July 2019 and remained suspended at the reporting date. As TRIO’s shares remained suspended, management has relied on information about prices from recent off-market transactions after the year end in the determination of the fair value at the reporting date which is categorised under Level 2 of the Fair Value Hierarchy. Further, TRIO has announced on 13 March 2020 that under the relevant exchange regulations, the IDX may delist TRIO’s shares if it remains suspended for a continuous period of 24 months.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

15 Trade and Other Receivables

	Group		Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Trade receivables (a)	934	884	-	-
Other receivables	261	514	-*	-
GST receivables	111	116	-	-
Amounts due from subsidiaries (net of allowance) (b)	-	-	5,324	9,493
Refundable deposits	171	259	3	4
	<u>1,477</u>	<u>1,773</u>	<u>5,327</u>	<u>9,497</u>

(a) Trade receivables

Trade receivables from third parties are non-interest bearing. Generally, the trade receivables' credit period ranges from 1 to 90 days (2021: 1 to 90 days).

Loss allowance for trade receivables is measured at an amount equal to lifetime expected credit losses ("ECL") as disclosed in the accounting policy Note 3(n). There has been no change in the estimation techniques or significant assumptions made during the current reporting period. None of the trade receivables that have been written off is subject to enforcement activities.

The Group's credit risk exposure in relation to trade receivables are set out in the provision matrix as presented below. The Group's provision for loss allowance is based on past due as the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments.

	Trade receivables past due (days)					Total S\$'000
	Current S\$'000	< 30 days S\$'000	31 to 60 days S\$'000	61 to 90 days S\$'000	> 90 days S\$'000	
Group						
<u>2022</u>						
Expected credit loss rate	*	*	*	*	*	*
Trade receivables – gross carrying amount at default	166	379	135	121	133	934
Loss allowance – lifetime ECL	-	-	-	-	-	-
	<u>166</u>	<u>379</u>	<u>135</u>	<u>121</u>	<u>133</u>	<u>934</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

15 Trade and Other Receivables (cont'd)

(a) Trade receivables (cont'd)

	← Trade receivables past due (days) →					Total S\$'000
	Current S\$'000	< 30 days S\$'000	31 to 60 days S\$'000	61 to 90 days S\$'000	> 90 days S\$'000	
Group (cont'd)						
<u>2021</u>						
Expected credit loss rate	*	*	*	*	*	*
Trade receivables – gross carrying amount at default	117	487	-	-	280	884
Loss allowance – lifetime ECL	-	-	-	-	-	-
	<u>117</u>	<u>487</u>	<u>-</u>	<u>-</u>	<u>280</u>	<u>884</u>

* Insignificant ECL rate

There is no allowance for impairment arising from these outstanding balances as the expected credit losses are insignificant.

(b) Amounts due from subsidiaries

	Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Amounts due from subsidiaries	11,178	16,398
Less: Allowance for impairment		
At 1 January	(6,905)	(7,400)
Reversal	1,051	495
At 31 December	<u>(5,854)</u>	<u>(6,905)</u>
	<u>5,324</u>	<u>9,493</u>

Amounts due from subsidiaries are non-trade, unsecured, non-interest bearing, and are to be settled in cash on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

15 Trade and Other Receivables (cont'd)

(c) Impairment loss on financial assets

For the purpose of impairment assessment, the other receivables (excluding trade receivables and amounts due from subsidiaries) are considered to have a low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL which reflects the low credit risk of the exposures. There is no allowance arising from these outstanding balances as the expected credit losses are insignificant. There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for these financial assets.

16 Inventories

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
<u>Statement of financial position</u>		
Finished goods (at cost)	1,654	2,873
Less: Allowance for stock obsolescence	(265)	-
	1,389	2,873
 <u>Statement of income</u>		
Inventories recognised as an expense in cost of sales (Including allowance for stock obsolescence)	58,127	41,976

17 Disposal Group Classified as Held-For-Sale

During the previous financial year ended 31 December 2021, the Group announced on 26 October 2021 that it had entered into an agreement with Englory Media Holdings Pte. Ltd. (the "Investor") and Marque Luxury LLC ("MLL") for a US\$10,000,000 investment by way of a subscription of equity interests in the Company's principal subsidiary, Marque Luxury America LLC ("MLA") by the Investor ("Potential Injection"). The Potential Dilution has not yet been completed as the Investor has yet to procure a credit facility of US\$10,000,000 to finance the operations of MLA pursuant to the terms of the Heads of Agreement.

Upon the completion of the above, it will result in:

- a capital reduction and distribution of MLA equity interest to Polaris Explorer Pte. Ltd.;
- a reduction of the Group's effective interest in MLA from 51.0% (prior to the Potential Injection) to not less than 19.99% (after the Potential Injection), representing a maximum reduction in the Company's effective interest in MLA of 31.01% (the "Potential Dilution")

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

17 Disposal Group Classified as Held-For-Sale (cont'd)

Upon the completion of the above, it will result in: (cont'd)

As at 31 December 2022, the above transaction is not completed.

Accordingly, the attributable assets and liabilities of MLA sub-group have been classified as “assets held-for-sale” under current assets and “liabilities held-for-sale” under current liabilities respectively.

The major classes of assets and liabilities of MLA sub-group at the end of the reporting year are as follows:

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Goodwill	3,966	4,020
Intangible assets	-	1,737
Property, plant and equipment	625	1,550
Trade receivables	4,184	2,342
Other receivables	2,379	1,638
Inventories	5,863	10,198
Prepayments	1,593	3,233
Cash and bank balances	701	370
Assets of disposal group classified as held for sale	19,311	25,088
Trade and other payables	14,198	11,647
Other liabilities	3,977	3,172
Provision for income tax	8	8
Liabilities of disposal group classified as held for sale	18,183	14,827
Net assets of disposal group classified as held for sale	1,128	10,261

18 Cash and Bank Balances

	Group		Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Cash on hand and at bank	6,261	2,102	2,959	242

Cash at bank earns interest at floating rates based on daily banks deposit rates.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

19 Loans and Borrowings

	<u>Maturity</u>	Group		Company	
		<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Current</u>					
Loan I	2032	87	86	87	86
Loan II	2034	107	111	107	111
Enterprise loan	2026	246	220	246	220
Lease liabilities (Note 26)		19	364	-	-
		<u>459</u>	<u>781</u>	<u>440</u>	<u>417</u>
<u>Non-current</u>					
Loan I	2032	929	980	929	980
Loan II	2034	1,195	1,316	1,195	1,316
Enterprise loan	2026	534	780	534	780
Lease liabilities (Note 26)		33	5	-	-
		<u>2,691</u>	<u>3,081</u>	<u>2,658</u>	<u>3,076</u>
Total		<u>3,150</u>	<u>3,862</u>	<u>3,098</u>	<u>3,493</u>

Loan I

This loan is secured by a first mortgage over the Group's commercial properties (Note 12) and bears interest at 1.88% for the current financial year ended 31 December 2022, 1.88% for the next financial year and thereafter 2.25% below the Bank's Commercial Financing Rate ("BCFR"). Currently, BCFR is at 6.25% (2021: 6.259%) per annum.

Loan II

This loan is secured by a first mortgage over the Group's commercial properties (Note 12) and bears interest at 1.58% for the current financial year ended 31 December 2022, 1.58% for the next financial year and thereafter 2.25% below the Bank's Commercial Financing Rate ("BCFR"). Currently, BCFR is at 6.25% (2021: 6.25%) per annum.

Enterprise loan

The Enterprise Loan is repayable in 60 instalments which bears interest at 2.50% per annum.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

20 Trade and Other Payables

	Group		Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Trade payables (a)	381	836	20	-
Other payables	515	267	-	-
GST payables	126	42	-	26
Amounts due to related parties (b)	-	-	-	-
Amount due to subsidiary (b)	-	-	-	4,038
	<u>1,022</u>	<u>1,145</u>	<u>20</u>	<u>4,064</u>

(a) Trade payables

These amounts are non-interest bearing. Trade payables are normally settled on 30 days terms (2021: 60 days).

(b) Amounts due to related parties and subsidiary

Amounts due to related parties and subsidiary are non-trade, unsecured, non-interest bearing, and are to be settled in cash on demand.

21 Other Liabilities

	Group		Company	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Accrued operating expenses	436	406	247	159

22 Share Capital and Reserves

(a) Share Capital

	Group and Company	
	No. of ordinary shares '000	S\$'000
<u>Issued and fully paid</u> At 31 December 2022 and 2021	<u>17,053,170</u>	<u>402,747</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

22 Share Capital and Reserves (cont'd)

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

(b) Foreign Currency Translation Reserve

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
At 1 January	(513)	(470)
Exchange differences on translation	185	(43)
At 31 December	<u>(328)</u>	<u>(513)</u>

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

23 Non-controlling Interests

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
At 1 January	2,206	77
Share of results of subsidiaries	(2,653)	11
Share of other comprehensive income	177	-
Incorporation / Acquisition of subsidiaries and business	38	(25)
Capitalisation of amount due to non-controlling interest	-	2,143
At 31 December	<u>(232)</u>	<u>2,206</u>

During the previous financial year, amount due to non-controlling interest of S\$2,143,000 was capitalised into share capital of a subsidiary company.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

24 Employee Benefits

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Employee benefits (including directors):		
- Salaries and bonuses	11,024	6,582
- Central Provident Fund contributions	223	188
- Other short-term benefits	97	335
	<u>11,344</u>	<u>7,105</u>

25 Related Party Transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Sales of finished goods to an associate	-	1,208

Compensation of Key Management Personnel

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Directors' fees	75	95
Short-term employee benefits	403	616
Central Provident Fund contributions	16	35
Other short-term benefits	48	76
	<u>542</u>	<u>822</u>
Comprise amounts paid/payable to:		
Directors of the Company	492	683
Other key management personnel	50	139
	<u>542</u>	<u>822</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

26 Lease Liabilities

The Group as a lessee

- (a) Nature of the Group's leasing activities

The Group has entered into leases in respect of its retail outlets. The Group's obligations under the leases are secured by security deposits placed to the lessors. The Group is prohibited from selling, pledging or sub-leasing the underlying leased assets, and is required to maintain the assets in good condition.

- (b) Carrying amount of right-of-use assets classified within Property, Plant and Equipment

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Retail outlets	-	302

The information about the additions to right-of-use assets during the current financial year are disclosed in Note 12.

- (c) Amounts recognised in profit or loss

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Depreciation charge for the year:		
- Retail outlets	278	543
- Interest on lease liabilities	4	79

- (d) Other disclosures

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Total cash outflow for leases	317	374

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management

Financial Risk Management Objectives and Policies

The Group is exposed to financial risks arising from its operations. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market risk.

Financial risk management is carried out by management under policies approved by the Board of Directors of the Company. The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management of the Group.

(a) Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Group. The Group's exposure to credit risk arises primarily from trade and other receivables, refundable deposits, amounts dues from subsidiaries, and cash and bank balances. For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group has adopted a policy of only dealing with creditworthy counterparties. The Group performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

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

The Group has determined the default event on a financial asset to be when internal and/or external information indicates that the financial asset is unlikely to be received, which could include default of contractual payments due for more than one year and nine months or there is significant difficulty of the counterparty.

The credit risk concentration profile of the Group's trade receivables (including assets held for sale) at the reporting date is as follows:

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Trade receivables by country:		
- Singapore	847	884
- Indonesia	81	-
- United States	4,184	2,342
- Korea	6	-
	<u>5,118</u>	<u>3,226</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(a) Credit Risk (cont'd)

The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

Trade receivables

As disclosed in Note 3(n), the Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. In measuring the expected credit losses, trade receivables and contract assets are grouped based on their shared credit risk characteristics and numbers of days past due. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Further details on the loss allowance of the Group's credit risk exposure in relation to the trade receivables are disclosed in Notes 15 and 17, respectively.

Cash and bank balances and other financial assets

The cash and bank balances are entered into with bank and financial institution counterparties, which the Group considers to have low credit risk based on external credit agency 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 Group considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties. The Group uses a similar approach for assessment of ECLs for cash and bank balances to those used for debt investments. The amount of the allowance on cash and bank balances was insignificant.

Further details on the loss allowance of the Group's credit risk exposure in relation to the other financial assets is disclosed in Note 15(c).

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(a) Credit Risk (cont'd)

Credit risk grading guideline

The Group's management has established the Group's internal credit risk grading to the different exposures according to their degree of default risk. The internal credit risk grading which are used to report the Group's credit risk exposure to key management personnel for credit risk management purposes are as follows:

Internal rating grades	Definition	Basis of recognition of expected credit loss ("ECL")
i. Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
ii. Under-performing	There has been a significant increase in credit risk since initial recognition (i.e. interest and/or principal repayment are more than 30 days past due).	Lifetime ECL (not credit-impaired)
iii. Non-performing	There is evidence indicating that the asset is credit-impaired (i.e. interest and/or principal repayments are more than one year past due).	Lifetime ECL (credit impaired)
iv. Write-off	There is evidence indicating that there is no reasonable expectation of recovery as the debtor is in severe financial difficulty.	Asset is written off

Credit risk exposure and significant credit risk concentration

The credit quality of the Group's and the Company's financial assets (including assets held for sale), as well as maximum exposure to credit risk by credit risk rating grades is presented as follows:

	Internal credit rating	ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Group					
2022					
Trade receivables	Note A	Lifetime ECL (Simplified)	5,118	-	5,118
Other receivables	Performing	12-month ECL	2,811	-	2,811

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(a) Credit Risk (cont'd)

Credit risk exposure and significant credit risk concentration (cont'd)

	Internal credit rating	ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Group					
<u>2021</u>					
Trade receivables	Note A	Lifetime ECL (Simplified)	3,226	-	3,226
Other receivables	Performing	12-month ECL	2,411	-	2,411
Company					
<u>2022</u>					
Other receivables	Performing	12-month ECL	3	-	3
Other receivables (Note 15(b))	Non-performing	Lifetime ECL (credit impaired)	11,178	(5,854)	5,324
<u>2021</u>					
Other receivables	Performing	12-month ECL	4	-	4
Other receivables (Note 15(b))	Non-performing	Lifetime ECL (credit impaired)	16,398	(6,905)	9,493

Note A – The Group has applied the simplified approach to measure the loss allowance at lifetime ECL. The details of the loss allowance for these financial assets are disclosed in Notes 15(a).

(b) Liquidity Risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

To manage liquidity risk, the Group monitors its net operating cash flow, maintains a level of cash and bank balances and secured committed funding facilities from financial institutions. In assessing the adequacy of these facilities, the Group reviews working capital and capital expenditure requirements continually so as to mitigate the effects of fluctuations in the cash flows. When a potential shortfall in cash is anticipated, the Group will finance the shortfall by way of borrowings, share placements and/or issue of convertible securities in a timely manner. The Group places its surplus funds with reputable banks.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(b) Liquidity Risk (cont'd)

The Group will continue to review, formulate and implement a liquidity risk management policy and to maintain sufficient liquid financial assets and stand-by credit facilities with three different banks.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities (excluding assets and liabilities held for sale) at the end of the reporting period based on contractual undiscounted repayment obligations.

	<u>One year or less</u> S\$'000	<u>One to five years</u> S\$'000	<u>Over five years</u> S\$'000	<u>Contractual cash flow</u> S\$'000	<u>Carrying amount</u> S\$'000
Group					
2022					
<u>Financial assets</u>					
Trade and other receivables ⁽¹⁾	1,366	-	-	1,366	1,366
Cash and bank balances	6,261	-	-	6,261	6,261
Total undiscounted financial assets	<u>7,627</u>	<u>-</u>	<u>-</u>	<u>7,627</u>	<u>7,627</u>
<u>Financial liabilities</u>					
Trade and other payables ⁽¹⁾	896	-	-	896	896
Other liabilities	436	-	-	436	436
Loans and borrowings (excluding lease liabilities)	499	1,691	1,219	3,409	3,098
Lease liabilities	35	20	-	55	52
Total undiscounted financial liabilities	<u>1,866</u>	<u>1,711</u>	<u>1,219</u>	<u>4,796</u>	<u>4,482</u>
Total net undiscounted financial assets/(liabilities)	<u>5,761</u>	<u>(1,711)</u>	<u>(1,219)</u>	<u>2,831</u>	<u>3,145</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(b) Liquidity Risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

	One year or less S\$'000	One to five years S\$'000	Over five years S\$'000	Contractual cash flow S\$'000	Carrying amount S\$'000
Group					
<u>2021</u>					
<u>Financial assets</u>					
Trade and other receivables ⁽¹⁾	1,657	-	-	1,657	1,657
Cash and bank balances	2,102	-	-	2,102	2,102
Total undiscounted financial assets	3,759	-	-	3,759	3,759
<u>Financial liabilities</u>					
Trade and other payables ⁽¹⁾	1,103	-	-	1,103	1,103
Other liabilities	406	-	-	406	406
Loans and borrowings (excluding lease liabilities)	475	1,995	1,398	3,868	3,493
Lease liabilities	374	6	-	380	369
Total undiscounted financial liabilities	2,358	2,001	1,398	5,757	5,522
Total net undiscounted financial assets/(liabilities)	1,401	(2,001)	(1,398)	(1,998)	(1,612)
Company					
<u>2022</u>					
Trade and other receivables ⁽¹⁾	5,327	-	-	5,327	5,327
Cash and bank balances	2,959	-	-	2,959	2,959
Total undiscounted financial assets	8,286	-	-	8,286	8,286
<u>Financial liabilities</u>					
Trade and other payables ⁽¹⁾	20	-	-	20	20
Other liabilities	247	-	-	247	247
Loans and borrowings	499	1,691	1,219	3,409	3,098
Total undiscounted financial liabilities	766	1,691	1,219	3,676	3,365
Total net undiscounted financial assets/(liabilities)	7,520	(1,691)	(1,219)	4,610	4,921

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(b) Liquidity Risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

	<u>One year or less</u> S\$'000	<u>One to five years</u> S\$'000	<u>Over five years</u> S\$'000	<u>Contractual cash flow</u> S\$'000	<u>Carrying amount</u> S\$'000
Company					
<u>2021</u>					
Trade and other receivables ⁽¹⁾	9,497	-	-	9,497	9,497
Cash and bank balances	242	-	-	242	242
Total undiscounted financial assets	<u>9,738</u>	<u>-</u>	<u>-</u>	<u>9,738</u>	<u>9,738</u>
<u>Financial liabilities</u>					
Trade and other payables ⁽¹⁾	4,038	-	-	4,038	4,038
Other liabilities	159	-	-	159	159
Loans and borrowings	475	1,995	1,398	3,868	3,493
Total undiscounted financial liabilities	<u>4,672</u>	<u>1,995</u>	<u>1,398</u>	<u>8,065</u>	<u>7,690</u>
Total net undiscounted financial assets/(liabilities)	<u>5,066</u>	<u>(1,995)</u>	<u>(1,398)</u>	<u>1,673</u>	<u>2,048</u>

⁽¹⁾ Amount excludes GST receivables/payables.

(c) Interest Rate Risk

The Group is exposed to interest rate risk primarily on its existing interest-bearing financial instruments. Financial instruments issued at variable rates expose the Group to cash flow interest rate risk. Financial instruments issued at fixed rates expose the Group to fair value interest rate risk. The interest rate that the Group will be able to obtain on its financial instruments will depend on market conditions at that time, and may differ from the rates the Group has secured currently.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(c) Interest Rate Risk (cont'd)

The interest rates and repayment terms of interest-bearing financial instruments are disclosed in the respective notes to the financial statements. The interest rate profile of the Group's financial instruments as at the end of the reporting period was as follows:

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Financial assets</u>		
Fixed rate	-	-
Non-interest bearing	7,627	3,759
	<u>7,627</u>	<u>3,759</u>
<u>Financial liabilities</u>		
Fixed rate	3,098	3,493
Non-interest bearing	1,384	2,029
	<u>4,482</u>	<u>5,522</u>

(d) Foreign Currency Risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in foreign currencies; consequently exposures to exchange rate fluctuations arise. The foreign currencies in which these transactions are denominated are mainly United States Dollars ("USD").

To manage the foresaid foreign currency risk, the Group maintains a natural hedge, whenever possible, by depositing foreign currency proceeds from sales into foreign currency bank accounts which are primarily used for payments of purchases in the same currency denomination.

	Group	
	<u>2022</u> USD S\$'000	<u>2021</u> USD S\$'000
<u>Financial assets</u> (excluding assets held for sale)		
Cash and bank balances	3,487	197
	<u>3,487</u>	<u>197</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(d) Foreign Currency Risk (cont'd)

If the following currency strengthens by 5% (2021: 5%) against S\$ at the reporting date, with all other variables being held constant, the effect arising from the net financial assets position will be as follows:

	Group (Decrease)/Increase in loss before tax	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
USD	(174)	(10)

A 5% weakening of S\$ against the above currency would have had the equal but opposite effect on the above currency to the amount shown above, on the basis that all other variables remain constant.

The Company has not disclosed its exposure to foreign currency risk as the Company's risk exposure is not significant.

(e) Market Risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group's equity investment is listed on the Indonesia Stock Exchange ("IDX"). A 5% change in the equity price of the IDX listed equity investment measured at FVOCI would not result in a material variance in the fair value of the equity investment at the reporting date (2021: Nil).

At the date of authorisation of these financial statements, the TRIO's shares on the IDX remain suspended.

(f) Fair Value of Financial Instruments

The Group has established a control framework with respect to the measurement of fair values. This framework includes the finance team that reports directly to the Group's key management, and has overall responsibility for all significant fair value measurements, including Level 3 fair values.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

27 Financial Risk Management (cont'd)

Financial Risk Management Objectives and Policies (cont'd)

(f) Fair Value of Financial Instruments (cont'd)

The finance team regularly reviews significantly unobservable inputs and valuation adjustments. If third party confirmation, such as broker quotes or pricing services, is used to measure fair value, then the finance team assesses and documents the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of SFRS(I)s, including the level in the fair value hierarchy the resulting fair value estimate should be classified.

Significant valuation issues are reported to the Company's Audit and Risk Management Committee.

Fair Value Hierarchy

The financial instruments that are measured subsequent to initial recognition at fair value are required disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- i. Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- ii. Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- iii. Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

Information relating to the Group's equity investment measured at FVOCI is disclosed in Note 14.

The fair values of financial assets and financial liabilities with a maturity of less than one year, which are primarily cash and bank balances, trade and other receivables, trade and other payables, and short-term loans and borrowings, are assumed to approximate their carrying amounts because of the short-term maturity of these financial instruments.

The fair values of non-current other receivables and long-term loans and borrowings are calculated based on discounted expected future principal and interest cash flows. The discount rates used are based on market rates for similar instruments at the reporting date. The carrying amounts of these financial assets and financial liabilities are assumed to approximate their respective fair values. The Group does not anticipate that the carrying amounts recorded at the reporting date would be significantly different from the values that would eventually be received or settled.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

28 Capital Management

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2022 and 2021.

The Group monitors capital using a gearing ratio, which is net debt (excluding assets/liabilities classified as held for sale) divided by equity. The Group will continue to review, formulate and implement policies to keep gearing ratio below 50%. The Group includes within net debt, loans and borrowings, trade and other payables less cash and bank balances.

	Group	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Loans and borrowings	3,150	3,862
Trade and other payables	1,022	1,145
Less: Cash and bank balances	(6,261)	(2,102)
Net (surplus) / debt	<u>(2,089)</u>	<u>2,905</u>
Equity attributable to the equity holders of the Company	<u>10,162</u>	<u>13,540</u>
Net-debt-to-equity ratio	<u>N.M</u>	<u>0.21</u>

N.M – Not meaningful due to net surplus

29 Segment Information

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

- i. The distribution segment distributes mobile handsets and accessories for leading brands.
- ii. The pre-owned luxury goods segment engages in the business of importing and exporting pre-owned luxury goods and premium lifestyle products on a wholesale and/or retail basis,

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

29 Segment Information (cont'd)

- iii. The consumer electronics segment engages in the corporate sale of telecommunication, IT, educational robotics and consumer electronics products in Singapore. This segment offers a wide range of electronic products and services from reputable brands such as Apple and Makeblock.
- iv. The customer services segment provides after-market services to end consumers for equipment repairs, refurbishments and technical services in Singapore.
- v. The corporate segment provides Group-level corporate services, treasury functions and investment in marketable securities. It is also involved in strategic investment and joint venture opportunities to synergise and complement the Group's existing offerings, such as the entry into the pre-owned luxury goods business.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Group financing (including finance costs) and income taxes are managed on a group basis and are not allocated to operating segments.

The accounting policies of the reportable operating segments are the same as described in Note 3(v). Transfer prices between operating segments are on an arm length's basis in a manner similar to transactions with third parties.

(a) Segment Revenues and Results

The following is an analysis of the Group's revenue and results by reportable operating segment:

	Segment revenue		Segment (loss)/profit	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Distribution	-	1,208	-	(579)
Pre-owned luxury goods sales	50,061	33,125	(5,823)	323
Consumer electronics sales	17,334	16,619	(121)	(632)
Customer services	2,756	2,489	570	626
Other revenue	70	-	(47)	-
Corporate	-	-	(1,445)	(520)
	<u>70,221</u>	<u>53,441</u>	<u>(6,866)</u>	<u>(782)</u>
Other income			817	1,094
Finance costs			(167)	(565)
Loss before income tax			<u>(6,216)</u>	<u>(253)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

29 Segment Information (cont'd)

(a) Segment Revenues and Results (cont'd)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales.

Segment (loss)/profit represents the (loss)/profit earned by each reportable operating segment prior to interest income and finance costs.

(b) Reconciliation

	Group	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Segment assets		
Distribution	-	491
Pre-owned luxury goods sales	21,265	27,081
Consumer electronic sales	3,489	4,370
Customer services	359	575
Corporate	7,608	3,469
Total segment assets	<u>32,721</u>	<u>35,986</u>
Unallocated: Investment in an associate	-	-
Consolidated total assets	<u><u>32,721</u></u>	<u><u>35,986</u></u>
Segment liabilities		
Distribution	-	36
Pre-owned luxury goods sales	18,441	15,019
Consumer electronic sales	664	404
Customer services	263	733
Corporate	325	555
Total segment liabilities	<u>19,693</u>	<u>16,747</u>
Unallocated: Loans and borrowings (excluding lease liabilities)	<u>3,098</u>	<u>3,493</u>
Consolidated total liabilities	<u><u>22,791</u></u>	<u><u>20,240</u></u>

For the purposes of monitoring segment performance and allocating resources between each reportable operating segments:

- all assets are allocated to reportable segments; and
- all liabilities are allocated to reportable segments other than loans and borrowings.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

29 Segment Information (cont'd)

(c) Other Segment Information

	Depreciation		Additions to non-current assets	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Distribution	-	6	-	17
Pre-owned luxury goods sales	279	300	38	1,870
Consumer electronics sales	74	340	-	5
Customer services	5	77	-	22
Corporate	189	178	-	3
	<u>547</u>	<u>901</u>	<u>38</u>	<u>1,917</u>

(d) Geographical Information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Singapore	22,838	21,148	3,479	4,005
Hong Kong	-	338	-	-
Indonesia	1,821	52	32	-
Philippines	1,290	1,883	8	3
United States	44,136	29,967	-	-
Korea	136	53	6	23
Vietnam	-	-	-	16
Thailand	-	-	-	9
Japan	-	-	-	47
	<u>70,221</u>	<u>53,441</u>	<u>3,525</u>	<u>4,103</u>

Non-current assets information presented above consist of property, plant and equipment and other financial assets as presented in the consolidated statement of financial position.

Information about major customers

Revenues from 3 major customers amount to S\$11,473,700 (2021: S\$8,490,470) arising from sales by the customer electronics sales segment and pre-owned luxury goods sales.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year ended 31 December 2022

30 Events Occurring After The Reporting Period

On 10 March 2023, the Group announced the resignation of a key management personnel who served as both a director of Mastro Luxe Pte. Ltd. ("Mastro") as well as the President of Marque Luxury America, LLC ("MLA") which resulted in the appointment of an external consultant to manage the finances of MLA, reviewing the books of accounts and financial records of MLA, assessing the restructuring options in relation to the financial and operational affairs of MLA, as well as providing strategic guidance to the Group.

As at the date of this report, the Potential Dilution (As described in Note 17) has not been completed as the Investor has yet to procure the required credit facility of US\$10,000,000 to finance the operations of MLA pursuant to the terms of the Heads of Agreement within the stipulated timeline. The Group is currently in negotiations with the Investor on the next steps in relation to the Potential Dilution and as such the financial effects of the Potential Dilution cannot be determined.

STATISTICS OF SHAREHOLDINGS

As at 29 March 2023

Issued and fully paid-up capital	:	\$407,519,502
No. of shares issued	:	17,053,169,818 Ordinary shares
Class of shares	:	Ordinary shares
Voting rights	:	One vote per Ordinary share
Treasury shares and subsidiary holdings	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Range of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	302	2.88	4,164	0.00
100 - 1,000	6,802	64.97	2,153,201	0.01
1,001 - 10,000	849	8.11	3,010,900	0.02
10,001 - 1,000,000	2,293	21.90	443,890,801	2.60
1,000,001 and above	224	2.14	16,604,110,752	97.37
Total	10,470	100.00	17,053,169,818	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name of Shareholder	No. of Shares	%
1	RAFFLES NOMINEES (PTE) LIMITED	8,740,683,863	51.26
2	CITIBANK NOMINEES SINGAPORE PTE LTD	6,769,265,954	39.70
3	DBS NOMINEES PTE LTD	90,356,396	0.53
4	ONG KOK WAH	70,000,000	0.41
5	LIU KEVIN YI FENG	60,000,000	0.35
6	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	43,731,715	0.26
7	LEE JESSIE	41,308,170	0.24
8	PHILLIP SECURITIES PTE LTD	31,014,460	0.18
9	ANG CHIN SAN	28,431,000	0.17
10	UNITED OVERSEAS BANK NOMINEES PTE LTD	24,378,720	0.14
11	ZENG HANG CHENG	21,000,000	0.12
12	OCBC NOMINEES SINGAPORE PTE LTD	19,911,100	0.12
13	TEO NGEE HUA	16,000,443	0.09
14	OCBC SECURITIES PRIVATE LTD	15,298,300	0.09
15	LIM WOEI MING MICHAEL	15,000,000	0.09
16	LAW PENG KWEE	13,972,000	0.08
17	IFAST FINANCIAL PTE LTD	12,401,755	0.07
18	TAN ENG CHUA EDWIN	12,176,600	0.07
19	LEE AIK CHIANG	11,000,000	0.07
20	RAVINDRAN GOVINDAN	10,620,700	0.06
	Total	16,046,551,176	94.10

STATISTICS OF SHAREHOLDINGS

As at 29 March 2023

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders of the Company (as recorded in the Register of Substantial Shareholders) as at 29 March 2023.

Name of Substantial Shareholder	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Sugiono Wiyono Sugialam	326,003,652	1.91	10,469,189,374 ⁽¹⁾	61.39	10,795,193,026	63.30
Tres Maria Capital Ltd	3,867,140,015 ⁽²⁾	22.68	4,065,786,837 ⁽³⁾	23.84	7,932,926,852	46.52
PT SL Trio	2,536,262,522	14.87	-	-	2,536,262,522	14.87
Standard Chartered Private Equity Limited ⁽⁴⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered Asia Limited ⁽⁵⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered MB Holdings B.V. ⁽⁶⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered Holdings (International) B.V. ⁽⁷⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
SCMB Overseas Limited ⁽⁸⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered Bank ⁽⁹⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered Holdings Limited ⁽¹⁰⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Standard Chartered PLC ⁽¹⁰⁾	-	-	4,065,786,837 ⁽³⁾	23.84	4,065,786,837	23.84
Augusta Investments Zero Pte. Ltd. ⁽¹¹⁾	4,406,850,233	25.84	-	-	4,406,850,233	25.84
Augusta AB Holdco Pte. Ltd. ^(11,12)	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Augusta Fundco Pte. Ltd. ^(12,13)	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Augusta Fund 1, LP ^(13,14)	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Augusta GP Pte. Ltd. ⁽¹⁴⁾	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Affirma Capital Managers (Singapore) Pte. Ltd. ^(14,15)	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Affirma Capital (Singapore) Pte. Ltd. ^(14,15,16)	-	-	4,406,850,233	25.84	4,406,850,233	25.84
Affirma Capital Limited ⁽¹⁶⁾	-	-	4,406,850,233	25.84	4,406,850,233	25.84

STATISTICS OF SHAREHOLDINGS

As at 29 March 2023

Notes:

- (1) This represents Mr Sugiono Wiyono Sugialam's deemed interest of :-
 - (a) 7,932,926,852 shares held by Tres Maria Capital Ltd. by virtue of his 100% shareholdings in Tres Maria Capital Ltd; and
 - (b) 2,536,262,522 shares held by PT SL Trio by virtue of his majority shareholdings in PT SL Trio.
- (2) Tres Maria Capital Ltd's direct interest of 3,867,140,015 shares are registered in the name of DBSN Service Pte. Ltd..
- (3) On 6 August 2014, Tres Maria Capital Ltd and Standard Chartered Private Equity Limited entered into a security agreement over shares (the "Deed") whereby, *inter alia*, Tres Maria Capital Ltd agreed to charge in favour of Standard Chartered Private Equity Limited by way of first mortgage, 4,236,318,535 shares in the capital of Polaris Ltd.

On 15 October 2014, pursuant to the provisions of the Deed, a notice of the mortgage and assignment has been issued by the relevant parties for the purposes of creating the charge over the shares.

On 27 May 2015, Tres Maria Capital Ltd and Standard Chartered Private Equity Limited entered into a Deed of Partial Release, pursuant to which, *inter alia*, Standard Chartered Private Equity Limited agreed to release its security over, and reassign, 170,531,698 Shares ("Released Shares"), and Tres Maria Capital Ltd agreed to transfer the Released Shares to Standard Chartered Private Equity Limited immediately following the release and reassignment.
- (4) Standard Chartered Private Equity Limited is a wholly owned subsidiary of Standard Chartered Asia Limited.
- (5) Standard Chartered Asia Limited is a 99.9% owned subsidiary of Standard Chartered MB Holdings B.V..
- (6) Standard Chartered MB Holdings B.V. is a wholly owned subsidiary of Standard Chartered Holdings (International) B.V..
- (7) Standard Chartered Holdings (International) B.V. is a wholly owned subsidiary of SCMB Overseas Limited.
- (8) SCMB Overseas Limited is a wholly owned subsidiary of Standard Chartered Bank.
- (9) Standard Chartered Bank is a wholly owned subsidiary of Standard Chartered Holdings Limited.
- (10) Standard Chartered Holdings Limited is a wholly owned subsidiary of Standard Chartered PLC.
- (11) Augusta Investments Zero Pte. Ltd. is a wholly owned subsidiary of Augusta AB Holdco Pte. Ltd..
- (12) Augusta AB Holdco Pte. Ltd. is a wholly owned subsidiary of Augusta Fundco Pte. Ltd..
- (13) Augusta Fundco Pte. Ltd. is a wholly owned subsidiary of Augusta Fund 1, LP.
- (14) Augusta GP Pte. Ltd. is the general partner of Augusta Fund 1, LP. and a wholly owned subsidiary of Affirma Capital (Singapore) Pte. Ltd..
- (15) Affirma Capital Managers (Singapore) Pte. Ltd. is the fund manager of Augusta Fund 1, LP and a wholly owned subsidiary of Affirma Capital (Singapore) Pte. Ltd..
- (16) Affirma Capital (Singapore) Pte. Ltd. is a wholly owned subsidiary of Affirma Capital Limited.

FREE FLOAT

As at 29 March 2023, approximately 10.86% of the issued ordinary shares of the Company are held in the hands of the public (on the basis of information available to the Company).

Accordingly, the Company has complied with Rule 723 of the Catalist Rules that an issuer must ensure that at least 10% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by the public.

RULE 1204(7)

A statement (as at the 21st day after the end of the financial year) showing the direct and deemed interests of each Director of the Company in the Company's shares and convertible securities has been disclosed in the Directors' Statement on page 54 to 57 of this annual report, and the word "debentures" as stated therein should be read to include all convertible securities.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Polaris Ltd. (the “**Company**”) will be convened and held by way of electronic means via a live audio and video webcast on Friday, 28 April 2023 at 9.00 a.m. (the “**AGM**”) for the purposes set out below.

This Notice has been made available on SGXNET and the Company’s website at the URL: <http://wearepolaris.sg>. A printed copy of this Notice will NOT be sent to shareholders.

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ Statement and Auditors’ Report thereon. Resolution 1
2. To re-elect Mr Soennerstedt Carl Johan Pontus who is retiring pursuant to Regulation 86 of the Company’s Constitution and who, being eligible, offered himself for re-election.
[See Explanatory Notes] Resolution 2
3. To re-elect Mr Sugiono Wiyono Sugialam who is retiring pursuant to Regulation 86 of the Company’s Constitution and who, being eligible, offered himself for re-election.
[See Explanatory Notes] Resolution 3
4. To re-appoint Moore Stephens LLP as the Auditors of the Company until the conclusion of the Company’s next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. Resolution 4
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

6. To approve Directors’ fees of up to S\$75,000 for the financial year ending 31 December 2023 (2022: S\$75,000). Resolution 5

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

7. Authority for Directors to allot and issue shares and convertible securities

THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

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

(b) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

NOTICE OF ANNUAL GENERAL MEETING

- (i) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such 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 issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time of passing of this Ordinary Resolution, after adjusting for:
 - (1) new Shares arising from the conversion or exercise of any convertible securities;
 - (2) (where applicable) new Shares arising from exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (iv) unless revoked or varied by the Company at general meeting, the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above.

Resolution 6

BY ORDER OF THE BOARD

SOENNERSTEDT CARL JOHAN PONTUS

Executive Director & CEO
13 April 2023
Singapore

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes

On Ordinary Business

In relation to item 2, Mr Soennerstedt Carl Johan Pontus will, upon re-election as a Director of the Company, remain as an Executive Director and the Chief Executive Officer of the Company and a member of the Nominating Committee.

There are no relationships (including immediate family relationships) between Mr Soennerstedt Carl Johan Pontus and the other Directors, the Company or the substantial shareholder(s) of the Company.

In relation to item 3, Mr Sugiono Wiyono Sugialam will, upon re-election as a Director of the Company, remain as an Executive Director of the Company, the Chairman of the Board and a member of the Nominating Committee. Mr Sugiono Wiyono Sugialam is a substantial shareholder of the Company.

Detailed information on Mr Soennerstedt Carl Johan Pontus and Mr Sugiono Wiyono Sugialam can be found under the “Board of Directors” and “Corporate Governance Report” sections in the Company’s annual report for the financial year ended 31 December 2022.

On Special Business

Statement Pursuant to Regulation 57(3) of the Company's Constitution

The effect of the resolutions under the heading “Special Business” in this Notice of AGM are as follows:-

- (i) Ordinary Resolution 5 proposed in item 6 above is to approve the payment of Directors’ fees for the financial year ending 31 December 2023.
- (ii) Under the Catalyst Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a *pro-rata* basis to existing shareholders must be not more than 50% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings). Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under Ordinary Resolution 6 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a *pro-rata* basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

NOTES:

1. Conduct of the AGM

The AGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Singapore Exchange Regulation’s “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation” dated 4 February 2022.

Alternative arrangements have been put in place to allow shareholders to participate at the AGM by:

- a) observing the proceedings of the AGM via a “live” audio-visual webcast (“**Live Webcast**”) or listening to these proceedings through a “live” audio-only feed (“**Live Audio Feed**”);
- b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- c) submitting text-based questions during the Live Webcast of the AGM;
- d) appointing a proxy or proxies to attend and vote on their behalf at the AGM; and
- e) participating in the live voting during the Live Webcast of the AGM.

2. Registration for the AGM

A member of the Company who wishes to watch the Live Webcast or listen via the Live Audio Feed must register by **9.00 a.m. on 26 April 2023** (“**Registration Deadline**”), at the URL <https://conveneagm.com/sg/Polaris2023>, for the Company to authenticate his/her/its status as member.

Please note that members of the Company may access the URL for registration from 9.00 p.m. on 13 April 2023 onwards.

Following successful authentication of his/her/its status as a member of the Company, each authenticated member of the Company will receive a confirmation email (“**Confirmation Email**”) by **12.00 p.m. on 27 April 2023**. Members who receive the Confirmation Email can access the Live Webcast and Live Audio Feed via logging in to the pre-registration website using their login credentials created during pre-registration to observe the proceedings of the meeting on the AGM day. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by **12.00 p.m. on 27 April 2023** may call the toll-free telephone number 800 852 3335 or email support@conveneagm.com for assistance.

NOTICE OF ANNUAL GENERAL MEETING

3. Submission of Questions

Members or, where applicable, their appointed proxy(ies) who have registered and have been authenticated as members of the Company will be able to ask questions relating to the resolutions to be tabled for approval at the AGM during the meeting by submitting text-based questions by clicking the “Ask a Question” feature and then clicking “Type your Question” to input queries in the questions text box. The Company will endeavour to respond to such queries during the meeting 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.

Members and Investors are also encouraged to submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. To do so, all questions must be submitted by **9.00 a.m. on 21 April 2023**:

- a) by post to the Company’s office at 81 Ubi Avenue 4, #03-11 UB.One, Singapore 408830, for the attention of “Polaris AGM”;
- b) by email to IR@wearepolaris.sg; or
- c) via the online process through the pre-registration website which is accessible at the URL <https://conveneagm.com/sg/Polaris2023>. After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the AGM.

Members will need to identify themselves when posing questions by email or by post by providing the following details:

- the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- the member’s NRIC/Passport/UEN number;
- the member’s contact number and email address; and
- the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM by publishing the responses to such questions on SGXNET and the Company’s website at <https://www.wearepolaris.sg/investor-relations/>, by 9.00 a.m. on 23 April 2023 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms).

Minutes of the AGM will be published on SGXNET and the Company’s website at <https://www.polaris.sg/investor-relations/>, and the minutes would include the responses to the substantial and relevant questions addressed at the AGM.

4. A member of the Company will not be able to attend the AGM physically in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may cast his/her/its votes remotely in real time via the Live Webcast.

As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the AGM. The proxy or proxies may cast his/her/its votes remotely in real time via the Live Webcast.

A member entitled to attend and vote at the AGM (and who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a relevant intermediary and is entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such member appoints more than two (2) proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/passport number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the Chairman will vote at his discretion.

In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

- a) may vote live via electronic means at the AGM, or pre-cast their votes via the URL in the Confirmation Email if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
- b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than **9.00 a.m. on 19 April 2023** (being seven (7) working days before the AGM).

The Proxy Form can be downloaded from SGXNET or the Company’s website.

5. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

6. The instrument appointing proxy/proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be deposited:

- a) via electronic mail to the Company's Share Registrar, M & C Services Private Limited at GPC@mncsingapore.com;
- b) via post at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902; or
- c) via the pre-registration website at the URL: <https://conveneagm.com/sg/polaris2023>,

in either case, by **9.00 a.m. on 25 April 2023** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

Members of the Company are encouraged to submit completed proxy forms electronically via email or the pre-registration website at <https://conveneagm.com/sg/Polaris2023>.

In the Proxy Form, a member should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM

Investors who hold through Relevant Intermediaries (including CPF/SRS Investors) should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator at least seven (7) working days before the AGM (i.e. by 19 April 2023), to ensure that their votes are submitted.

7. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

Personal data privacy:

By (a) submitting an instrument appointing a proxy to vote at the AGM and/or any adjournment thereof; (b) submitting details for the pre-registration to observe the proceedings of the AGM via the Live Webcast or the Live Audio Feed; or (c) submitting any questions prior to the AGM or raising any questions during the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the Live Webcast or Live Audio Feed to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before or during the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

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 in respect 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 any motions he may propose/second) may be recorded by the Company for such purpose.

PROXY FORM

(Please see notes overleaf before completing this Form)



POLARIS LTD.

(Incorporated in the Republic of Singapore)

(Unique Entity Number: 198404341D)

IMPORTANT:

- Alternative arrangements relating to, among other things, attendance, submission of questions and voting at the Annual General Meeting ("AGM") are set out in the Notice of AGM dated 13 April 2023 published on the SGXNET on the same day. The Notice of AGM and this proxy form will not be sent to members. Instead, these documents may be accessed at the Company's website at the URL: <https://www.polaris.sg/investor-relations/> and on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>.
- As the AGM is held by way of electronic means, a member will not be able to attend the AGM in person.
- For investors who have used their CPF and/or SRS monies to buy shares in the Company, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF and/or SRS investors are requested to contact their respective Agent Banks at least seven (7) working days before the AGM to specify voting instructions and to ensure that their votes are submitted.

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

of _____ (Address)

being a member/members* of **POLARIS LTD.** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

*and/or

Name	Address	NRIC/Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

or, failing which, the chairman of the Annual General Meeting ("**AGM**"), as my/our* proxy(ies) to attend and vote for me/us* on my/our* behalf, at the AGM of the Company to be held by way of electronic means on Friday, the 28th day of April 2023 at 9.00 a.m. and at any adjournment thereof. I/We* direct my/our proxy/proxies to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

All resolutions put to the vote at the AGM shall be decided by way of poll.

If you wish to exercise all your votes "For" or "Against", or to "Abstain" from voting on, the Resolution, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or which you "Abstain" from giving in respect of each resolution in the boxes provided as appropriate. If you mark an "X" in the "Abstain" box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution.

No.	Ordinary Resolutions	For	Against	Abstain
Ordinary Business				
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Statement and Auditors' Report thereon			
2.	Re-election of Mr Soennerstedt Carl Johan Pontus as a Director of the Company pursuant to Regulation 86 of the Company's Constitution			
3.	Re-election of Mr Sugiono Wiyono Sugialam as a Director of the Company pursuant to Regulation 86 of the Company's Constitution			
4.	Re-appointment of Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration			
Special Business				
5.	Approval of Directors' fees of up to S\$75,000 for the financial year ending 31 December 2023			
6.	Authority for Directors to allot and issue shares and convertible securities			

Dated this day of 2023.

.....
Signature(s) of Member(s) or Common Seal
of Corporate Shareholder

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

*Please delete accordingly.

**Required for registration purposes. The Confirmation Email (as defined in the Notice of AGM) will be sent to the email addresses disclosed herein.

IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS PROXY FORM

NOTES TO PROXY FORM:

1. Please insert the total number of 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), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy/proxies shall be deemed to relate to all the Shares held by you.
2. As the AGM will be held by way of electronic means, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may cast his/her/its votes remotely in real time via the Live Webcast. He/she/it may appoint a proxy/proxies to vote on his/her/its behalf at the AGM in real time via the Live Webcast. A member may appoint the Chairman of the AGM as to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the Chairman will vote at his discretion.
3. A member entitled to attend and vote at the AGM, who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore), is entitled to appoint one or two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, it should annex to the instrument appointing a proxy or proxies (the “**Proxy Form**”) the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator which intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in respect of which each proxy has been appointed in the Proxy Form.
5. A proxy need not be a member of the Company.
6. The instrument appointing proxy/proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be deposited:
 - a) via electronic mail to the Company’s Share Registrar, M & C Services Private Limited at GPC@mncsingapore.com;
 - b) via post at the office of the Company’s Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902; or
 - c) via the pre-registration website at the URL: <https://conveneagm.com/sg/polaris2023>.

in either case, by **9.00 a.m. on 25 April 2023** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

Members of the Company are encouraged to submit completed proxy forms electronically via email or the pre-registration website at the URL: <https://conveneagm.com/sg/Polaris2023>.

7. This proxy form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.
 - (i) Where this proxy form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised, failing which the instrument of proxy may be treated as invalid.
 - (ii) Where this proxy form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.
8. CPF investors and/or SRS investors: (a) may vote live via electronic means at the AGM, or pre-cast their votes via the URL in the Confirmation Email if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators, and should contact their respective CPF Agent Banks and/or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their voting instructions by 9.00 a.m. on 19 April 2023, being seven (7) working days before the AGM.
9. Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

General:

The Company shall be entitled to reject this proxy form 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 this proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), 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.



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