CONTENT & MEDIA FOR ASIA

MM2 ASIA LTD.
ANNUAL REPORT 2024

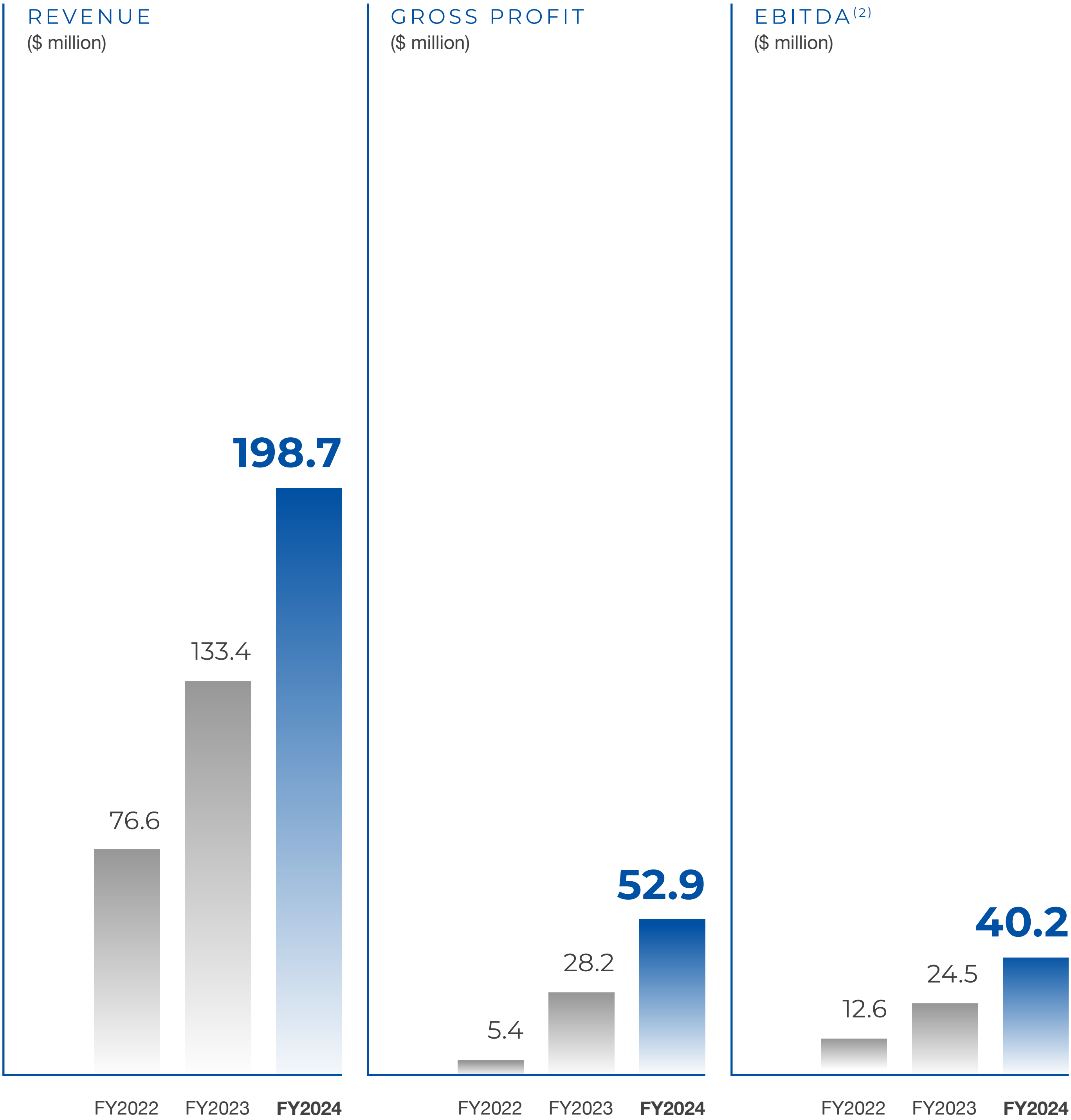
CONTENT

CORPORATE PROFILE

Headquartered in Singapore, mm2 Asia Ltd. (“**mm2 Asia**”, or together with its subsidiaries, the “**Group**”) champions “**Content and Media for Asia**”, with integrated businesses across the content, entertainment, cinema, event and concert industries in Singapore, Malaysia, Hong Kong, Taiwan, China and the United States of America. Since our listing on the Catalist Board of SGX-ST in December 2014, and the successful transfer to the Mainboard of SGX-ST in August 2017, mm2 Asia has strengthened its competitive advantage through its acquisitions of a majority stake in an award winning virtual reality, visual effects and computer-generated imagery studio, Vividthree Holdings Ltd. (SGX Stock Code: OMK), and an event production and concert promotion company, UnUsUaL Limited (SGX Stock Code: 1D1). With the establishment of mmCineplexes and the acquisition of Cathay Cineplexes Pte. Ltd., mm2 Asia is currently one of the key cinema operators in Malaysia and Singapore.

THE GROUP’S PRIMARY BUSINESS ACTIVITIES:

FINANCIAL HIGHLIGHTS



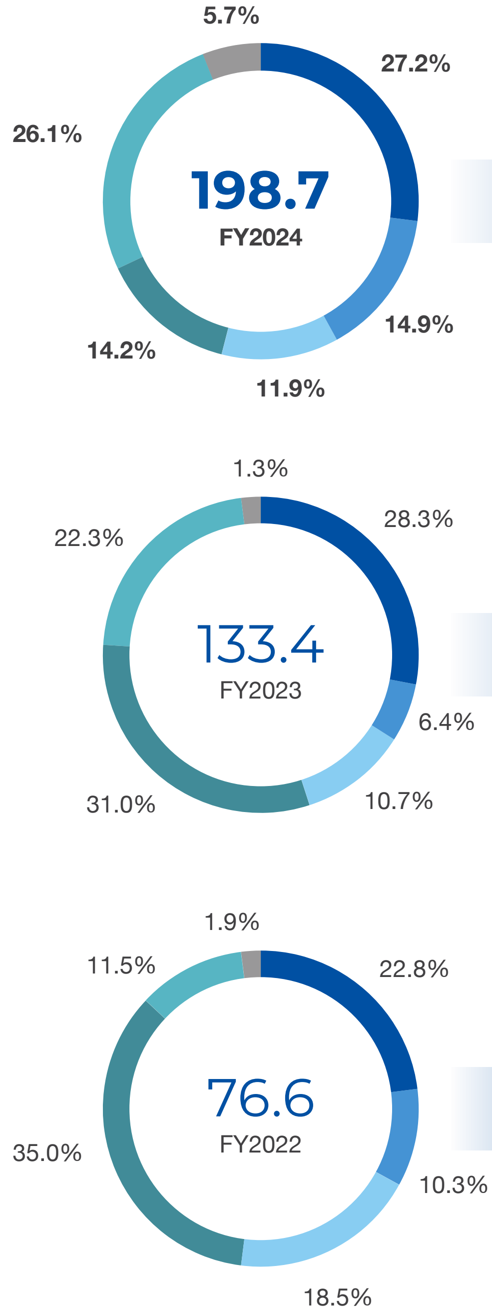
Note: The financial highlights consist of amounts from continuing operations only

(1) Continuing operations comprised of Content Business, Digital and Live Experience Production, Concert & Event and Other segments

(2) EBITDA defines as earnings before interest, tax, depreciation, amortisation, impairment, unrealised foreign exchange, fair value changes and share of losses of an associated company (Cinema business).

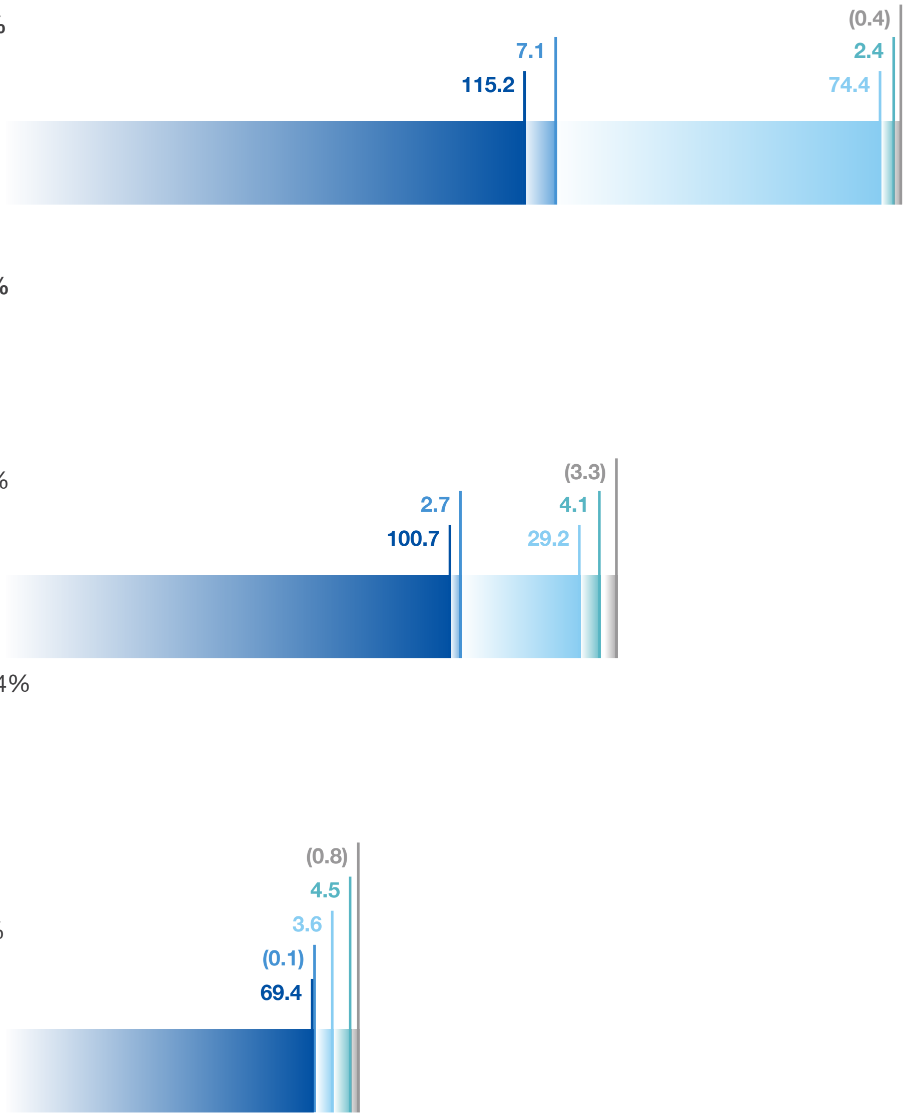
FINANCIAL HIGHLIGHTS

REVENUE BREAKDOWN BY GEOGRAPHICAL LOCATION
($ million)



● Singapore ● Malaysia ● Hong Kong
● Taiwan ● China ● Others

REVENUE BREAKDOWN BY BUSINESS SEGMENTS
($ million)



● Content Business ● Digital and Live Experience Production Business
● Concert & Event Business ● Other Segments
● Inter-segment Eliminations

OUR BUSINESSES

The Group's core business lies in film, TV and online content production, distribution and sponsorship. As a producer, mm2 Asia provides services across the entire content value chain, allowing us to derive revenue from all relevant stages of the filmmaking process – from inception to exhibition.

Production Income

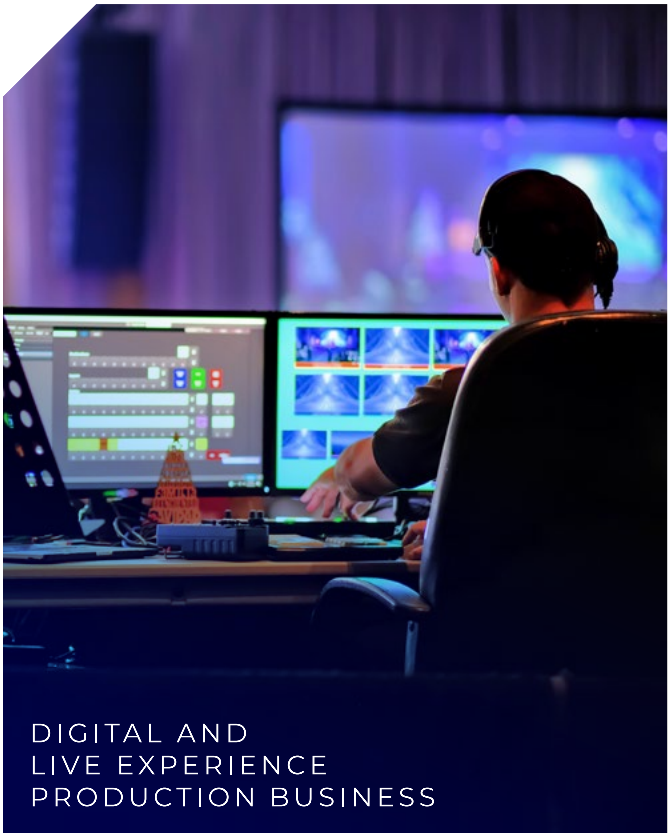
The Group derives production income from producer and consultancy fees, producer's bonuses, government subsidies, script development, exploitation of copyrights, pre-production, principal photography and other contributions.

Distribution Income

Distribution income is derived through the distribution of content produced by the Group or third parties across various platforms – cinemas, Pay TV, Free TV, online, DVD, airlines and others. For films mm2 Asia has a stake in, we are entitled to a percentage of net receipts from the films distributed across these platforms. The Group also receives commissions from script licensing and other post-release licensing agreements such as adaptation and sequel rights.

Sponsorship Income

The Group derives sponsorship income through offering content and platform solutions to advertisers to promote their products and services.

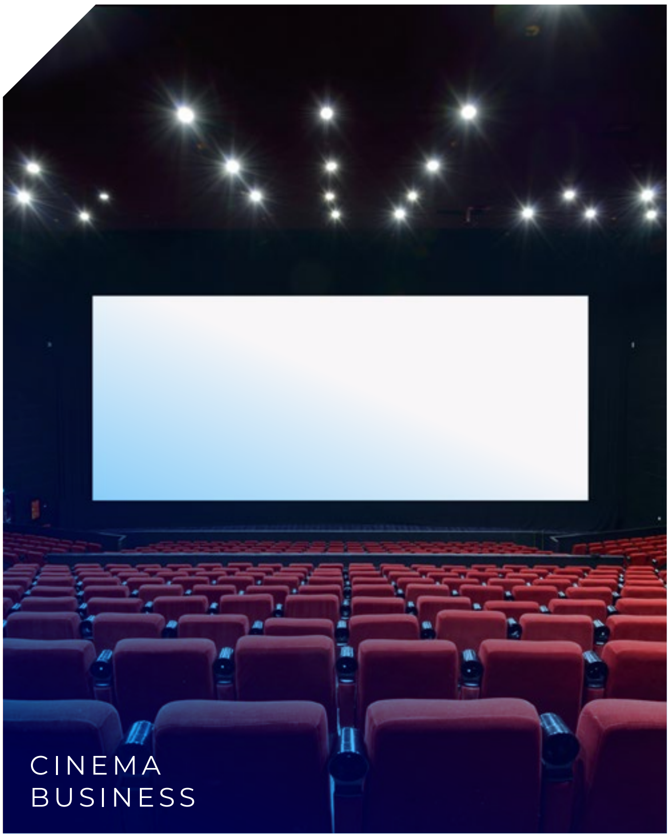


Vividthree Holdings Ltd. is listed on the Catalist Board of the SGX-ST (Stock Code: OMK)

Vividthree Holdings Ltd. ("**Vividthree**") is an award-winning studio specialising in VFX[1] and CGI[2] and location-based entertainment with immersive experience serving clients across Asia. Vividthree's offerings are divided into three business segments: Digital Content, MICE[3] Experiences and Consumer Entertainment.

(1) VFX: Visual Effects
(2) CGI: Computer-generated Imagery
(3) MICE: Meetings, Incentives, Conferences and Exhibitions

OUR BUSINESSES



The Group is presently the only player managing and operating cinemas in both Malaysia and Singapore. The Group operates 99 screens across 13* locations in Malaysia under the brand "mmCineplexes". In Singapore, following the acquisition of Cathay Cineplexes Pte. Ltd., the Group became one of the key cinema operators in Singapore, with 43* screens across 6* locations under the brand "Cathay Cineplexes".

MALAYSIA

99 Screens

13 Locations

SINGAPORE

43 Screens

6 Locations

UnUsUaL Limited is listed on the Catalist Board of the SGX-ST (Stock Code: 1D1)

As the Group's event production and concert promotion's arm. UnUsUaL Limited ("**UnUsUaL**") produces and promotes large-scale events and concerts for renowned artistes and showrunners, offering comprehensive creative and technical solutions for events and concerts in Singapore and beyond.

* As at 30 June 2024

CORPORATE MILESTONES

2024

- Renounceable Rights Issue with gross proceeds of $27.9 million
- Memorandum of Understanding with 17LIVE Group Limited to explore entertainment offerings across Southeast Asia

2023

- Incorporation of new subsidiary – mmLive Pte. Ltd. (“**mmLive**”)
- Entered into Binding Term Sheet with Hildrics Asia Growth Fund VCC to issue up to $10 million in convertible notes in mmLive.
- mmLive enterted into an Exchangeable Bonds Subscription Agreement with Unipact Entertainment Productions (Holdings) Limited (“**Unipact**”) exchangeable into 5% of Unipact’s equity
- Issuance of $30.3 million in Convertible Debt Securities issued by mmLive
- Incorporation of Komet Studios Sdn. Bhd., a joint-venture with content and media professional, Ahmad Izham Omar

2022

- Launch of Metaviva NFT Marketplace
- Placement of 465 million ordinary shares amounting to $25.5 million
- Issuance of $54 million in Exchangeable Bonds with Detachable Warrants
- Settlement of $47.65 million in Convertible Debt Securities issued by mm Connect Pte. Ltd. and Issuance of $30.7 million Unsecured, Redeemeable, Convertible and Exchangeable Bonds by mm2 Asia Ltd.

2021

- Renounceable Underwritten Rights Issue with proceeds of $54.65 million
- Redemption of Medium-term Note Programme of $51.75 million
- Extension of Convertible Debt Securities to 31 December 2022

2020

- Launch of video streaming service – mPlay Asia
- Launch of on-demand streaming service - Cathay CineHome
- Announced Proposed Spin-off and Listing of the mm2 Asia Cinema Business
- Announced Proposed Merger of the mm2 Asia Ltd.’s Cinema Business with Golden Village Cinemas in Singapore

2019

- Incorporation of new subsidiary – DD2 Media Pte. Ltd. (“**DD2 Media**”)
- $115 million Secured Loan Facility with United Overseas Bank Limited

2018

- Issuance of $47.85 million in Convertible Debt Securities by mm2 Asia’s subsidiary, mm Connect Pte. Ltd. (Cinema Business)
- Establishment of US$300 million Guaranteed Multicurrency Medium Term Note in the Bond Market
- Incorporation of a 51%-owned subsidiary, AsiaOne Online Pte. Ltd., with Singapore Press Holdings Limited
- Listing of Vividthree Holdings Ltd., on SGX Catalist Board

2017

- Appointment of Mr Chang Long Jong as Chief Executive Officer of mm2 Asia Ltd.
- Listing of UnUsUaL Limited on SGX Catalist Board
- Incorporation of new subsidiary – 满满哆文化传媒(上海)有限公司 (mm2 International Co., Ltd.) in Shanghai, China
- Signing of co-production deal with Turner for 5 Feature Films in 3 Years
- Commencement of trading on SGX Mainboard
- Acquired 13 cinema businesses and assets from Lotus Five Star Cinemas (M) Sdn. Bhd.
- Acquired 100% stake in Cathay Cineplexes Pte. Ltd.

2016

- Placement Agreement with StarHub Ltd. (“**StarHub**”) to acquire 9% stake in mm2 Asia for $18 million
- Acquired 3 cinemas’ businesses and assets from Mega Cinemas Management Sdn. Bhd.
- Incorporation of new subsidiary – mm2 Entertainment USA, Inc. in California, United States of America
- Acquired 51% stake in UnUsUaL Pte. Ltd. (now known as UnUsUaL Limited)
- Recognised as Forbes Asia’s 200 Best under a Billion

2015

- Acquired 51% stake in Vividthree Productions Pte. Ltd.
- Issuance of $2.875 million Convertible Bonds to Phillip Asia Pacific Opportunity Fund Ltd.
- Issuance of $2.6 million with $1.3 million greenshoe option Exchangeable Convertible Bonds to 3VS1 Asia Growth Fund 2 Ltd.
- Acquired 2 cinemas’ businesses and assets from Cathay Cineplexes Sdn. Bhd.

2014

Listed on SGX Catalist Board

FINANCIAL & OPERATIONS REVIEW

REVIEW OF FINANCIAL PERFORMANCE FOR CONTINUING OPERATION

FY2024 vs FY2023

Continuing operations

Revenue

The Group's revenue grew by approximately $65.3 million or 49.0%, from $133.4 million in FY2023 to $198.7 million in FY2024. It was mainly attributed to the gradual recovery of the Group's businesses from the adverse impacts of the COVID-19 pandemic. Further insights into the revenue performance of each segment are as follows:

Revenue (before segments elimination) from the Content business rose by approximately $14.5 million or 14.4%, from $100.7 million in FY2023 to $115.2 million FY2024. The increase was mainly attributable from:

(i) higher revenue from production by $12.5 million or 13.8% as the segment completed more projects as compared to last financial year;

(ii) higher distribution income by $4.6 million or 58.0% due to the higher cinema attendance following the easing of restrictions and higher revenue from drama production services sold to streaming platforms;

and partially offset by:

(iii) a loss of approximately $0.7 million, arising from fair value loss on investment in films and entertainment events at FVPL.

Revenue (before segments elimination) from the Digital and Live Experience Production Business increased by approximately $4.4 million or 163.0%, from $2.7 million in FY2023 to $7.1 million in FY2024. The growth was mainly due to better performance in the segment's digital production business up by $1.5 million and the remaining is derived from its newly acquired subsidiary, public relation business.

Revenue (before segments elimination) from the Concert and Event business increased significantly by approximately $45.2 million or 154.8%, from $29.2 million in FY2023 to $74.4 million in FY2024 and partially offset by a fair value loss of approximately $1.6 million on investment in entertainment events at FVPL. The increase was due to the higher number of projects completed for the Promotion and Production business. Additionally, the increase in revenue was mainly a result of robust demand for tickets and an overwhelming attendance at various shows.

Other segment consists of media advertising activities, news agency activities, brand consulting services, streaming digital films and short video content. Revenue (before segments elimination) of this segment decreased by $1.7 million or 41.5%, from $4.1 million in FY2023 to $2.4 million in FY2024. This was mainly due to the Group no longer consolidating the result of AsiaOne Online Pte. Ltd. ("**AsiaOne**") (a formerly subsidiary with the business activity of news agency) from 1 January 2023 onwards following the sale of the 41% equity interest in AsiaOne on 31 December 2022 (FY2023).

Cost of sales

Cost of sales increased by approximately $40.6 million or 38.6%, from $105.2 million in FY2023 to $145.8 million in FY2024. The increase in the cost of sales was in line with the increase in revenue from respective business, particularly, the Content and Concert and Event business.

Gross profit

Gross profit increased by approximately $24.7 million, from $28.2 million in FY2023 to $52.9 million in FY2024, and the increase was mainly due to improved performance in the Content and Concert and Event business. Overall, the gross profit margin of the Group has improved from 21.2% to 26.6% in FY2024.

Other income

Other income increased by approximately $0.6 million or 85.7%, from $0.7 million in FY2023 to $1.3 million in FY2024. The increase was primarily attributable to the government grants and interest income.

Other (losses)/gains - net

The Group recorded net other gain of approximately $0.3 million in FY2024, compared to the $26.5 million in losses in the previous year. This was primarily due to the fair value changes derivative financial instruments and borrowings, which resulted in $4.9 million in gains, compared to $24.2 million in losses in the previous year.

Administrative expenses

Administrative expenses consist of the following.

	FY2024 $'000	FY2023 $'000
Staff costs and Directors' fee (excluding those classified under the cost of sales)	10,509	7,509
Professional fees	3,007	2,730
Depreciation and amortisation (including depreciation on right-of-use and excluding those classified under the cost of sales)	4,242	2,218
Others	4,107	2,758
	21,865	15,215

The Group's administrative expenses increased by approximately $6.7 million or 44.1% from $15.2 million in FY2023 to $21.9 million in FY2024. The increase was attributed to:

(i) an increase in staff cost by approximately a total of $3.0 million mainly contributed by the Concert and Event business due to an increase in its business activities; and

(ii) an increase in depreciation and amortisation by approximately $2.0 million, from $2.2 million in FY2023 to $4.2 million in FY2024, was mainly contributed by Concert and Event business.

Finance expenses

In the current reporting year, finance expenses are primarily comprising interest expenses on borrowings of $18.0 million (FY2023: $8.5 million), an increase of $9.5 million or 111.8%, was mainly due to an increase in interest rates and higher borrowings arising from the issuance of exchangeable bonds and convertible securities.

Overall, the Group's finance expenses increased by $10.0 million or 113.6%, from $8.8 million in FY2023 to $18.8 million in FY2024.

Share of losses from associated companies

The share of losses of associated companies increased by $11.4 million from $0.5 million in FY2023 to $11.9 million in FY2024. It was mainly attributable to the mm Connect Pte. Ltd. and its subsidiaries ("**mm Connect Group**"), an associated company and a former subsidiary of the Company, which operates the cinema business.

The share of losses of associated companies are summarised below:

	FY2024 $'000	FY2023 $'000
mm Connect Group (Cinema Business) (1)	(11,720)	–
Other immaterial associated companies	(131)	(517)
	(11,851)	(517)

(1) The "Cinema business" refers to mm Connect Group, an associated company of the Company which in turn the Company holds 100% of the equity stakes in mm Connect Pte. Ltd., after the Company lost its majority control in the board of mm Connect Group, and, accordingly, the Company deconsolidated the mm Connect Group in the last financial year. Please refer to Note 42(a)to the financial statements for further details.

FINANCIAL & OPERATIONS REVIEW

Set out below are the extracts of financial information of the Group's and the Company's material associated companies, mm Connect Group.

	FY2024 $'000	FY2023 $'000
Revenue	37,753	47,738
Expenses include,		
Depreciation	(14,825)	(20,418)
Amortisation	–	(1)
Impairment on goodwill	–	(117,677)
(Loss)/gain on fair value of convertible securities	(2,554)	2,554
Loss on foreign exchange, net	(384)	(3,113)
Net loss for the financial year	(11,720)	(130,820)
Pro Forma net loss for the financial year is as follows:		
Pro forma net loss for the financial year after excluding impairment, fair value on convertible securities and loss on unrealised foreign exchange	(8,782)	(12,584)

Cinema business revenue decreased by approximately $9.9 million or 20.8%, from $47.7 million in FY2023 to $37.8 million in FY2024, mainly due to the closure of three (3) cinema outlets in Singapore and lower admission. With the closure of three (3) cinema outlets, the pro forma net loss for the financial year has reduced from $12.6 million to $8.8 million.

Net loss for the financial year

As a result of the aforementioned, the Group's financial performance improved significantly, shifting from a pre-tax loss of $22.1 million to a pre-tax profit of $2.0 million. The improvement was primarily driven by the enhanced performance of all business segments, particularly Content business and the Concert and Event business.

Earnings/(loss) before interest, tax, depreciation, amortisation, impairment, unrealised foreign exchange, fair value changes and share of losses from an associated company (Cinema business) ("EBITDA/(LBITDA)")

As described in the performance of each segment above, the Group's EBITDA in FY2024 has improved significantly. The EBITDA is analysed by segment as follows:

	FY2024 $'000	FY2023 $'000
Core Business	24,867	23,877
Digital Entertainment Business	(781)	(1,643)
Concert and Event Business	18,005	3,897
Others	(482)	(1,688)
Segments elimination	(1,428)	16
	40,181	24,459

REVIEW OF FINANCIAL POSITION

Current assets

Current assets increased by $38.1 million or 17.0%, from $223.6 million to $261.7 million contributed by:

(i) a net increase in trade and other receivables by approximately $14.4 million or 14.4% from $99.7 million to $114.1 million mainly attributable to the Content business;

(ii) an increase in other current assets (i.e. costs incurred by the Group in fulfilling a contract with its customers (third party commissioned projects) for ongoing projects by approximately $24.1 million or 23.0%, from $104.6 million to $128.7 million due to an increase of number of ongoing projects. These project costs will be recognised as the cost of sales upon completion;

and partially offset by:

(iii) a decrease in cash and cash equivalents by approximately $1.6 million or 17.0%, from $9.4 million to $7.8 million, mainly due to cash provided by operating activities of $4.9 million, cash utilised in investing activities and financing activities for $3.9 million and $2.1 million respectively (refer to Review of Cash Position for details).

Non-current assets

Non-current assets decreased by $9.9 million or 4.9%, from $202.3 million to $192.4 million contributed by:

(i) an increase in property, plant and equipment (including right-of-use assets) by approximately $2.0 million or 13.2% was mainly due to the Concert and Event business;

(ii) an increase in investment in films and entertainment events, at FVPL by approximately $6.1 million or 27.9% was mainly due to the Content business;

partially offset by:

(iii) a decrease in investments in associated companies by $10.2 million or 11.0% mainly due to the share of losses of associated companies, particularly mm Connect Group; and

(iv) a decrease in film rights by approximately $3.0 million or 12.7% was mainly due to amortisation expenses of $3.0 million.

Current liabilities

Current liabilities increased by $21.3 million or 10.3%, from $206.3 million to $227.6 million contributed by:

(i) a net increase in trade and other payable by $20.4 million or 28.9%, mainly attributed by Content business;

(ii) short-term borrowings increased by approximately $4.2 million or 3.6%, from $117.6 million to $121.8 million. This increase was primarily due to the reclassification of convertible securities of $25.5 million from non-current liabilities to current liabilities during the current reporting year;

and partially offset by:

(iii) repayment of bank borrowings approximately $37.1 million.

Non-current liabilities

Non-current liabilities decreased by approximately $19.0 million or 14.5%, from $131.4 million to $112.4 million mainly due to:

(i) higher borrowings from the issuance of Convertible securities amounted to $14.1 million by a subsidiary, mmLive Pte. Ltd.;

partially offset by;

(ii) a reduction $13.4 million of last financial year's long-term trade payable/financial guarantee for mm Connect Pte. Ltd. due to the settlement of mm Connect securities bonds in FY2024; and

(iii) the reclassification of convertible securities of $25.5 million from non-current liabilities to current liabilities during the current reporting year.

REVIEW OF CASH POSITION

As at 31 March 2024, the Group's cash and cash equivalents, net of bank overdraft, amounted to approximately S$7.7 million, as compared to S$8.9 million in the corresponding year. The decrease in cash and cash equivalents mainly arose from:

Net cash provided by operating activities

In current reporting year, the non-cash adjustments to operating activities, other than interest, tax, depreciation and amortisation, mainly contributed by:

(i) share of losses of associated companies of $11.9 million;

(ii) expected credit loss on financial assets, net of $5.8 million;

(iii) loss on fair value changes in investment in films and entertainment events, at FVPL, net of $2.3 million;

partially offset by:

(iv) gain on fair value changes in derivative financial instruments of $2.8 million;

(v) gain on fair value changes in financial instruments of $2.2 million; and

(vi) gain on disposal of investments in films and entertainment events of $2.3 million.

Accordingly, the Group generated approximately $44.0 million net cash inflow from operating activities before net working capital changes as compared to $38.8 million net cash inflow from operating activities before net working capital changes in the previous corresponding year.

After applying net working capital changes, it generated net cash inflows of approximately $4.9 million (FY2023: $8.9 million). The net working capital changes are derived from:

(i) a net increase in trade and other receivables of $18.3 million mainly attributed by Content business;

(ii) a net increase in other current assets of $24.9 million due to higher project costs incurred and a higher number of projects;

(iii) a net increase in film intangible of $0.8 million;

(iv) a net increase in investment in films and entertainment events of $7.5 million;

(v) a net increase in trade and other payables of $20.6 million was mainly due to higher business activities;

(vi) a net decrease in contract liabilities of $7.3 million due to higher completion of projects; and

(vii) corporate tax payments of $0.1 million during the year are mainly from Content business.

Net cash used in investing activities

In current reporting year, net cash outflows from investing activities amounted to approximately $3.9 million as compared to $1.3 million outflows in the previous corresponding year, which was mainly contributed by the addition of property, plant and equipment of $4.4 million; contributed by Concert and Event business.

Net cash generated from financing activities

In the current reporting year, net cash outflows from financing activities amounted to approximately $2.1 million (FY2023: $12.3 million), mainly contributed by:

(i) proceeds from the issuance of rights shares of approximately $27.9 million;

(ii) proceeds from bank borrowings of approximately $37.7 million mainly derived from the Content business;

(iii) proceeds from the issuance of new convertible securities for $14.1 million by the mmLive Pte. Ltd.;

(iv) repayment of borrowings for $71.5 million was mainly derived from the Content and Concert and Event business;

(v) repayment of lease liabilities of $0.5 million was mainly contributed by the Content and Digital Entertainment business; and

(vi) interest payments of $9.4 million (comprising interest on borrowings of $9.3 million and interest on lease liabilities of $0.1 million).

As a result, the Group recorded a net cash decrease of approximately $1.1 million in the current reporting year, as compared to a net cash decrease of approximately $4.7 million in the previous corresponding year.

ORDER BOOK

- Singapore/Malaysia
- Hong Kong
- Taiwan
- Other Markets
- Series

NUMBER 4 KILLER
殺手三番西

MONSTER VACATION
妖怪夏天

夜校女生

RAINY

I AM THE SECRET IN YOUR HEART
夏日的柠檬草

TOP STAR

FUTMALL 2

NUMBER 2
男儿王2

ONCE UPON A TIME IN HONG KONG...
紅梅姑娘

TALES OF MYSTERY

HDB STORIES

QUARANTINE ISLAND

ON THE JOB

TOKYO VENDETTA
东京暗杀行

THE POSSESSION
阿鳗

AGENT FROM ABOVE
乱身

ALL IN

THE STAMMERING SINGER

LET'S GET RICH
我们一起发

BAGA

KOMET

MY GRANDMOTHER

THE PRODUCER
接招吧制作人

THE MISSING

2 SHADOWS

RENEGADES
落日亡徒

OFF THE BALL
單刀

THE GRINNING GOAT
山羊獰笑的剎那

LOVE ACTUALLY

WHAT YOU DOING

DRAGON OF DESTRUCTION
破坏龙

TALES OF TAIPEI
爱情城事

THE MIRROR

A FAMILY OF SCAMMERS

DO NOT WAKE UP

MAN OIL

GROUP STRUCTURE

As at 31 March 2024

mm2

- **100%** **mm2 Entertainment Sdn. Bhd.** (Malaysia)
  - **45%** **Dreamteam Studio Sdn. Bhd.** [1] (Malaysia)
  - **49%** **mm2 Film Distribution Sdn. Bhd.** [1] (Malaysia)
  - **51%** **Komet Studios Sdn. Bhd.** [4] (Singapore)

- **100%** **mm2 Entertainment Pte. Ltd.** (Singapore)
  - **100%** **mm2 Entertainment USA, Inc** (USA)
  - **100%** **mm2 International Co., Ltd.** 满满哆文化传媒(上海) (China)
  - **100%** **2mm Pte. Ltd.** (Singapore)
  - **100%** **mm2 Entertainment Hong Kong Limited** (Hong Kong)
  - **100%** **Metaviva Pte. Ltd.** (Singapore)

- **100%** **mm Connect Pte. Ltd.** [1] (Singapore)
  - **100%** **mm2 Screen Management Sdn. Bhd.** [1] (Malaysia)
    - **100%** **mm2 Star Screen Sdn. Bhd.** [1] (Malaysia)
  - **100%** **mm Plus Pte. Ltd.** [1] (Singapore)
    - **100%** **Cathay Cineplexes Pte. Ltd.** [1] (Singapore)

- **37.34%** **Vividthree Holdings Ltd.** (Singapore) Listed on SGX Catalist
  - **100%** **Vividthree Productions Pte. Ltd.** (Singapore)
    - **100%** **Vividthree Productions Sdn. Bhd.** (Malaysia)
  - **100%** **Vividthree Co., Ltd.** 蔚视丰隆文化发展(上海)有限公司 (Shanghai, China)
  - **100%** **Beyond Digital Galaxy Pte. Ltd** (Singapore)
  - **55%** **V&N Entertainment Pte. Ltd.** (Singapore)
  - **30%** **Elliot Communications Pte. Ltd.** (Singapore) [2]
    - **100%** **Prospr Communications Pte. Ltd.** (Singapore)
    - **100%** **Prospr Consulting Sdn. Bhd.** (Malaysia)
    - **100%** **Prospr Consulting Pte. Ltd.** (Singapore)
    - **100%** **PT Prospr Consulting Indonesia** (Indonesia) [3]
    - **100%** **Alpha Story Technologies Pte. Ltd.** (Singapore)

- **51%** **UnUsUaL Management Pte. Ltd.** (Singapore)
  - **76.88%** **(Group: 39.21%) UnUsUaL Limited** (Singapore) Listed on SGX Catalist
    - **50%** **White Mount International Pte. Ltd.** [1] (Singapore)
    - **100%** **Isotope Productions Pte. Ltd.** [1] (Singapore)
  - **100%** **UnUsUaL Entertainment International Limted** (Hong Kong)
  - **100%** **UnUsUaL Development Pte. Ltd.** (Singapore)
  - **100%** **UnUsUaL Productions (M) Sdn. Bhd.** (Malaysia)
  - **100%** **UnUsUaL Productions Pte. Ltd.** (Singapore)
  - **100%** **UnUsUaL Culture Development Co,.Ltd** (Shanghai, China)
  - **100%** **UnUsUaL Entertainment Pte. Ltd.** (Singapore)
    - **60%** **Mercury Rights Pte Ltd** [5] (Singapore)

- **51%** **Dick Lee Asia Pte. Ltd.** (Singapore)
- **100%** **mm2view Pte. Ltd.** (Singapore)
- **100%** **DD2 Media Pte. Ltd.** (Singapore)
- **100%** **mmCinehome Pte. Ltd.** (Singapore)
- **100%** **mmLive Pte. Ltd.** (Singapore)
- **15%** **Rings.TV Pte. Ltd.** (Singapore) [1]

Note

(1) Associated companies

(2) Acquired on 27 May 2023

(3) Elliot Communications Pte. Ltd. indirectly holds 100% in PT Prospr Consulting Indonesia by virtue of Elliot Communications Pte. Ltd.'s shareholding of 20% and its subsidiary's (Prospr Consulting Pte. Ltd.) shareholding of 80% in PT Prospr Consulting Indonesia

(4) Incorporated on 18 December 2023

(5) Submitted to strike off to ACRA on 22 February 2024

CHAIRMAN'S STATEMENT

MELVIN ANG
Founder & Executive Chairman

DEAR SHAREHOLDERS

There is something so thrilling about a good underdog story. When faced with seemingly impossible odds, the underdog perseveres through grit and determination; it is impossible not to feel inspired. Many people have felt like underdogs at one time or another. And over the last four years, so have we.

There have been many challenges thrown at us over the last few years. We could have succumbed to the negativity, but we refused to surrender. Instead, we ignored the naysayers and chose to listen to our hearts. Looking back, I feel immense pride for our resilience.

Our management team have navigated the most challenging waters we have ever faced. When others downsized, we prioritised and rightsized to avoid disruptions to our people and stakeholders. This unwavering spirit is reflected in our improved FY2024 performance.

While the Group's EBITDA and P&L have improved year-over-year, our cinema business remains a work in progress. While positive strides have been made, it has not fully rebounded to pre-pandemic levels. Nevertheless, our rightsizing strategy, despite incurring some one-time costs, positions us for future profitability. True recovery will come with the highly anticipated recovery of Hollywood films in 2025.

Our main challenge since COVID-19 started has been our cinema business, which weighed down all our other businesses. This has been especially true for our content and concert businesses, which have seen strong recoveries in the past year. And we are particularly excited about the potential of our new family entertainment ventures.

Unlike numerous industries with a quicker post-pandemic bounce-back, the cinema landscape has been slower to adjust. Time is still needed for good content to return to the big screen, and for cinema audiences to be motivated to come back. However, we are seeing strong signs of confidence, as there have been several cinema M&A deals that have taken place this year. This is why the Group needed financing to allow us to sustain the challenges from the past four years, and service our loans and bond maturities. The Group has embarked on several successful fundraising exercises; and we thank all our shareholders for their relentless support, to help us pull through this difficult process.

Our strategy for the coming year focuses on three key areas: Strengthening our Group's financial positioning; Growing our content and concert business by growing a robust pipeline, including for the non-Chinese market; and Embarking on new business ventures into new short-form content and family entertainment businesses.

On behalf of the Group, I express my deepest gratitude to our valued shareholders, customers, and business associates for your unwavering support. Together, we confidently face the future; and with your support, we will conquer the mountain once again. To our exceptional management team and dedicated staff, thank you for your loyalty and hard work. You are the embodiment of the underdog spirit that fuels our success.

Forward, Together!

Melvin Ang Wee Chye
Executive Chairman & Executive Director

CEO'S STATEMENT

CHANG LONG JONG
Group CEO

DEAR SHAREHOLDERS

FY2024: A Year of Progress and Strategic Transformation

The Group has presented a strong report card for FY2024. While we have not seen a full recovery, we have witnessed significant improvements across all segments, demonstrating the effectiveness of our strategic initiatives. Notably, excluding the losses from cinema, the Group is profitable.

Turning the Corner on Cinema

We continue to make substantial strides in addressing cinema losses. By streamlining operations and improving cost efficiency, cinema losses were reduced significantly. This trend is expected to continue towards eventual full recovery as we optimise our cinema footprint and as Hollywood's movie production resumes at full throttle following the end of the writers' strike. And other local and regional content to add box office to the cinema business

Content is King

Our core content business continues to be a pillar of strength. Our films have garnered commercial success, as well as widespread critical acclaim, winning prestigious awards like the Golden Horse Awards and the Hong Kong Film Awards. We are replicating our competencies in the non-Chinese market.

Live Entertainment Still Rocks

Riding the post-pandemic wave, the concert and events business delivered a remarkable performance, and the demand for concerts remains strong.

Digital Entertainment Soars

The digital entertainment segment saw explosive growth mainly driven by the rapidly rising demand for immersive location-based entertainment. Moving forward, Vividthree will leverage its digital capabilities and expertise to develop a new business thrust to tap into the opportunities of the lucrative direct-to-consumer family entertainment sector.

Gratitude

I would like to extend our heartfelt gratitude to former Lead Independent Director Mr Tan Liang Pheng for his invaluable service during his nine-year tenure. We are also deeply grateful to our shareholders for their unwavering support, our Board of Directors for their insightful and valuable guidance, and our employees for their incredible dedication and tireless spirit. Together, we look forward to reaching greater heights in the years to come.

Chang Long Jong
Chief Executive Officer

BOARD OF DIRECTORS

MELVIN ANG
Founder & Executive Chairman

Melvin Ang is the Founder and Executive Chairman of mm2 Asia, responsible for supervising the overall business operations and management of the Group, as well as business planning and providing executive leadership and supervision to the Group's senior management team.

Mr Ang graduated from Macquarie University with a Master of Business Administration in 1996. In August 1997, he was employed by the Television Corporation of Singapore as Vice President, Business Development. Mr Ang was subsequently employed by SPH MediaWorks Ltd as Chief Operating Officer of its Media Business Group between November 2000 and April 2003.

Between July 2003 and March 2007, Mr Ang was employed as Managing Director of Mediacorp Studios. Before setting up mm2 Malaysia and mm2 Singapore in January 2009, he served as Media Prima Berhad's Executive Advisor between July 2007 and December 2008.

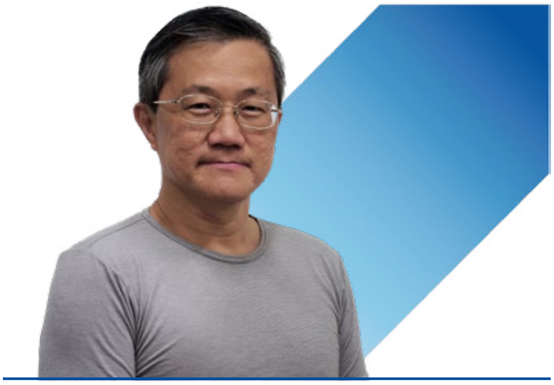
Jack Chia is an Independent Director and the Chairman of the Audit Committee. He graduated from the National University of Singapore with a degree in Accountancy and from the International University of Japan with a Master of Arts in International Relations. Mr Chia is qualified as a Fellow of the Institute of Singapore Chartered Accountants and has also completed the General Manager Program at Harvard Business School.

After twenty years in both the private and public sectors, substantially in Japan and China, with Arthur Andersen, Singapore Technologies, Government of Singapore Investment Corporation and the Enterprise Singapore Board, Mr Chia decided to embark on a career as a professional director, specializing in corporate governance.

Mr Chia's present directorships include CFM Holdings Limited, Ying Li International Real Estate Limited and CDW Holding Limited.

JACK CHIA
Independent Director

BOARD OF DIRECTORS



Thomas Lei is an Independent Director and the Chairman of the Nominating Committee and Acting Chairman of the Remuneration Committee. He was admitted to the Singapore Bar in 1989 and has been in active practice ever since, primarily advising on commercial law and litigation matters. Mr Lei was a director of, and is currently, a consultant with Lawrence Chua Practice LLC, a law firm based in Singapore. Mr Lei started his career at Chor Pee & Co (later Chor Pee and Partners) and subsequently joined the firm of Engelin Teh & Partners in April 2000. Mr Lei read law at the National University of Singapore where he obtained a LL.B. and is a member of the Law Society of Singapore.

THOMAS LEI
Independent Director

Terry Mak is a Non-Executive Director. He is the founder of Media Station Ltd which has been providing consultancy services to clients in Information, Media and Technology sectors since 2010. In 1991, he joined TVB International Ltd as Divisional Manager (Southeast Asia) and, in 2001, was promoted to Assistant General Manager to oversee its worldwide content distribution business. After working at TVB for 14 years, Mr Mak left TVB in 2005, to work for Celestial Pictures Ltd, as its Executive Vice President, where he was responsible for managing Celestial's film library and movie channel network. Mr Mak held the position of Chief Operating Officer at MCC International Pte. Ltd. between 1 June 2012 and 31 July 2014.

He graduated from Hong Kong Baptist University with a Bachelor of Science in Chemistry in 1979 and from University of Connecticut in 1981 with an MBA.

TERRY MAK
Non-Executive Director

Dennis Chia was appointed as Non-Executive Director of mm2 Asia Ltd. on 31 August 2017. Mr Chia is currently the Chief Financial Officer of StarHub Ltd. In his prior roles, he was the Senior Vice President and Chief Financial Officer of STATS ChipPAC (Worldwide), a leading provider of advanced semiconductor packaging and test services; Vice President of Finance, Asia Pacific Operations (APO) of Lear Corporation; and the Chief Financial Officer of Behringer Corporation and Frontline Technologies Corporation, where he led their successful listings on the Singapore Exchange.

Mr Chia is a Chartered Accountant and currently a council member with the Institute of Singapore Chartered Accountants. He has a Bachelor's (Honours) degree in Accountancy from the National University of Singapore and also holds a Master's degree in Business Administration from University of Hull, United Kingdom.

DENNIS CHIA
Non-Executive Director

OUR TEAM

Chang Long Jong is our Group CEO and is responsible for overseeing and managing the Group's business operations, especially the production division, as well as sourcing new business opportunities for the Group. Prior to joining the Group in April 2017, Mr Chang was Deputy CEO and Chief Customer Officer of Mediacorp Pte. Ltd. ("**Mediacorp**"), overseeing all of Mediacorp's major media assets including TV, Radio, Newspaper, Magazines and Over-the-Top (OTT) service Toggle. He has a 30-year career in the business with invaluable experience in channel management, content development and production, content licensing and distribution, media business development and talent management.

CHANG LONG JONG
Group CEO

CHONG HOW KIAT
Chief Financial Officer

With close to 20 years of financial experience in property management and development, construction and media industries, Chong How Kiat is responsible for all finance related matters of the Group.

HOCK ONG
Chief Corporate Development Officer
CEO, Cinema Business

Hock Ong has extensive debt and capital markets experience spanning Hong Kong, Malaysia, Thailand, Vietnam and China, and has played key roles in several multi-million dollar transactions in different markets. He oversees the Group's cinema business and is responsible for all corporate finance matters related to the Group.

NG SAY YONG
Chief Content Officer Managing Director, mm2 Singapore

Ng Say Yong previously held management positions at Mediacorp TV and has produced and directed numerous highly-successful TV dramas and films. He is responsible for the overall creative content development of the Group's productions.

LESLIE ONG
CEO & Executive Director, UnUsUaL Limited

With over 20 years of extensive experience in concert and evenet production and promotion, Leslie Ong is responsible for UnUsUaL's overall management operations, strategic planning and business development.

CHARLES YEO
CEO & Executive Director, Vividthree Holdings Ltd.

Charles Yeo is responsible for business development and strategy, and raising investments for projects for Vividthree. He also provides creative direction and input for Vividthree's projects. He has accumulated over 14 years of experience in the production and post-production industry, with a special focus on digital immersive content for location-based entertainment and visual effects, since 2003 when he first ventured into the industry with Vividthree.

OUR TEAM

TOONG SOO WEI
General Manager, mm2 Singapore

Previously held management positions at J Team Productions, Neo Studios and Homerun Asia, Toong Soo Wei has produced over 35 films since 2008 and is responsible for the overall operations of mm2 Singapore.

GARY GOH
General Manager, mm2 Singapore

Gary heads the New Business Department to drive the commercial short form content business. He is also responsible for developing movie projects in new markets such as Thailand, Indonesia and USA, forming business partnerships and spearheading market development for the Group.

ANGELIN ONG
General Manager, mm2 Malaysia / North Asia Chief Operating Officer, Cinema Business

Angelin Ong is vastly experienced in operations management, initiating new business ideas, brand management and content acquisition and distribution across various platforms. She is responsible for the overall operations of the Group's cinema business and operations in mm2 Malaysia and North Asia markets.

HA YU
Chief Creative Advisor, mm2 Hong Kong

A veteran actor with over 50 years of experience acting, directing and producing films, Ha Yu is responsible for the overall creative strategy of the mm2 Hong Kong office.

MIZUSHIMA EMI
Associate Director, Regional Business Development & Corporate Partnerships, Cathay Cineplexes

With prior experience in sales and marketing spanning across various industries, Mizushima Emi's primary role is to lead her team in achieving revenue-driven business goals. These include increasing revenue streams and securing strategic collaborations in the region for the cinema business.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Melvin Ang Wee Chye
(Executive Chairman & Executive Director)

Chia Seng Hee, Jack
(Independent Director)

Lei Chee Kong, Thomas
(Independent Director)

Mak Chi Hoo, Terry
(Non-Executive Director)

Chia Choon Hwee, Dennis
(Non-Executive Director)

AUDIT COMMITTEE

Chia Seng Hee, Jack (Chairman)
Lei Chee Kong, Thomas

REMUNERATION COMMITTEE

Lei Chee Kong, Thomas (Acting Chairman)
Mak Chi Hoo, Terry

NOMINATING COMMITTEE

Lei Chee Kong, Thomas (Chairman)
Melvin Ang Wee Chye

COMPANY SECRETARY

Lissa Siau Kuei Lian (ACIS)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

1002 Jalan Bukit Merah
#07-11 Redhill Industrial Estate
Singapore 159456

PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

B-09-01, 02, 03
Menara Bata PJ Trade Centre
No. 8 Jalan PJU 8/8A
Bandar Damansara Perdana
47820 Petaling Jaya, Selangor
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Workshop No. 2
1st Floor International Plaza
No. 20 Sheung Yuet Road
Kowloon Bay, Hong Kong

PRINCIPAL PLACE OF BUSINESS IN CHINA

Room 1602
No. 150 Hui Xin International Building
Pu Hui Tang Road
Shanghai, China 200030

SHARE REGISTRAR

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

INDEPENDENT AUDITOR

CLA Global TS Public Accounting Corporation
80 Robinson Road
#25-00
Singapore 068898

Engagement director:
Loh Hui Nee
(Appointment with effect from financial year ended 31 March 2022)

PRINCIPAL BANKERS

United Overseas Bank Limited
80 Raffles Place
UOB Plaza 1
Singapore 048624

Hongkong and Shanghai Banking Corporation
10 Marina Boulevard
#48-01 Marina Bay
Financial Centre Tower 2
Singapore 018963

COMPANY WEBSITE

http://www.mm2asia.com

STOCK CODE

1B0

CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**") and the Management (the "**Management**") of mm2 Asia Ltd. (the "**Company**") and its subsidiaries (the "**Group**") are committed to achieving high standards of corporate governance to ensure investor confidence in the Group as a trusted business enterprise. The Board and the Management of the Company continues to uphold good corporate governance practices to enhance long-term sustainability of the Group's business, performance and shareholders' interest.

This Report describes the Group's corporate governance structures and practices adopted by the Group for the financial year ended 31 March 2024 ("**FY2024**"), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (last amended 11 January 2023) (the "**Code**") and accompanying Practice Guidance, which forms part of the continuing obligations of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The Board believes that it has substantially complied with the principles and guidelines as set out in the Code where appropriate. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

A. BOARD MATTERS
B. REMUNERATION MATTERS
C. ACCOUNTABILITY AND AUDIT
D. SHAREHOLDER RIGHTS AND ENGAGEMENT
E. MANAGING STAKEHOLDERS RELATIONSHIP

A. BOARD MATTERS

The Board's Conduct of its 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 – Duties of the Board

The Board assumes responsibility for stewardship of the Company and the Group, and is primarily responsible for the protection and enhancement of long-term value and returns for the shareholders. It has oversight responsibility over the management of the business and affairs of the Group. The Board also sets the tone for the Group where ethics and values are concerned.

As at the date of this Report, the Company is headed by an effective Board which comprises of five Directors (the "**Directors**") which includes the Executive Chairman and Executive Director, two Non-Executive Directors and two Independent Directors. Together, the Directors command a wide range of business, media, accounting and financial investments experience that collectively contribute to the success of the Group. The Board oversees the business activities, overall management, formulate strategic direction and performance of the Group and is primarily responsible for the protection and enhancement of long-term value and returns for shareholders.

Besides its statutory responsibilities, the Board also:

1. provides entrepreneurial leadership, and guidance on the overall strategic direction, oversees the proper conduct of the business, performance and affairs of the Group and ensures that the necessary financial, human and operational resources are in place for the Group to meet its objectives;

2. sets objective performance criteria to evaluate the Board, individual Directors and Board Committees' performance and succession planning process;

3. reviews the adequacy and effectiveness of the Group's risk management and internal controls framework including financial, operational, compliance and information technology controls and establishing risk appetite and parameters to safeguard shareholders' interests and the Group's assets;

4. reviews and approves key operational and business initiatives, major funding proposals and other corporate actions, significant investment and divestment proposals, including determining the Group's operating and financial performance, the Group's annual budgets and capital expenditure, release of the Group's financial results and other strategic initiatives proposed by Management;

5. approves all Board appointments/re-appointments and appointment of Chief Executive Officer ("**CEO**") and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**" or "**KMP**"), evaluates their performance and reviews their remuneration packages;

6. establishes goals and priorities for Management and reviews Management's performance by monitoring the achievement of these goals;

7. approves the nominations for the Board by the Nominating Committee;

8. reviews recommendations made by the Audit Committee on the appointment, re-appointment or removal of Chief Financial Officer/Group Financial Controller, independent auditors and internal auditors;

9. reviews recommendations made by the Remuneration Committee and approves the remuneration packages for the Board and KMP;

10. identifies the key stakeholder groups and recognises their perceptions that affect the Company's reputation;

11. sets the Company's values and standards (including ethical standards), and ensures that obligations to shareholders and other stakeholders are understood and met; and

12. considers sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Independent Judgement

All Directors exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interest of the Group. The Directors have the appropriate core competencies and diversity of experience that enable them to contribute effectively. They are able to objectively raise issues and seek clarification as and when necessary from the Board and the Management on matters relating to their area of responsibilities and actively help the Management in the development of strategic proposals and oversees the effective implementation by the Management to achieve the objectives set. The Board puts in place a code of conduct and ethics, set appropriate tone-from-the-top and desired organisation culture and ensure proper accountability within the Company.

Conflict of Interest

Every Director of the Company is required to disclose any conflict or potentially conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction within the Group as soon as practicable after the relevant facts have come to his knowledge. On an annual basis, each Director is also required to submit details of his associates for the purpose of monitoring interested person transactions. When there is conflict or potential conflict of interest, the concerned Directors shall, abstain from voting, and recuse themselves from discussion or decision making involving the issue of conflict and related matters.

Provision 1.2 – Directors' Orientation and Training

All newly-appointed Directors attend an orientation programme to familiarise themselves with the Group's business, operations and governance practices. The Board has the opportunity to visit/participate in concerts and/or events hosted by the Company and meet with the Management to gain a better understanding of the Group's business operations. In addition, Directors are provided with the contact numbers and email addresses of key executives, the Company Secretary and Auditors to facilitate efficient and direct access of information to make informed decision to properly discharge their duties and responsibilities. A formal letter of appointment would be furnished to every newly-appointed Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as member of the Board. There was no new Director appointed during the financial year.

To keep pace with a fast-changing regulatory environment, the Board is kept informed of any relevant changes to legislation and regulatory requirements. New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are also circulated to the Board. The Company Secretary and her representatives inform the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company as well as the key amendments and impact of the Code and Listing Manual of the SGX-ST requirements. The Independent Auditors would update the Audit Committee and the Board on new and revised financial reporting standards annually.

Directors and Management also attend courses to keep abreast of changes in the law and governance matters that may affect the Group. The Board values ongoing professional development and recognises the importance of all Directors receiving regular training so as to be able to serve effectively on and contribute to the Board.

The Company had arranged for all the Directors to undergo a one-time training on sustainability reporting. All Directors of the Company have attended and completed the sustainability training courses conducted by providers that represent different constituencies in the capital markets.

The Board as a whole is updated regularly on risk management, corporate governance, insider trading (if any) and key changes to the relevant regulatory requirements and financial standards, so as to enable them to properly discharge their duties as Board or Board Committee members. The Independent Directors are also engaged full time in their respective professions, keeping them updated in their fields of knowledge.

In FY2024, the independent auditors, Messrs CLA Global TS Public Accounting Corporation ("**CLA**") briefed the AC and Board on the developments in financial reporting standards.

Provision 1.3 – Board Approval

The Group has adopted internal guidelines governing matters that require the Board's approval which has been clearly communicated to the Management.

The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those prescribed limits to Board Committees and specific members of the key management via a structured Delegation of Authority matrix, which is reviewed on a regular basis and accordingly revised when necessary.

The matters require Board's approval include:

- annual budget, corporate strategies and business plans;
- material and/or significant acquisition and disposal of assets/investments;
- corporate/financial restructurings;
- incorporation and dissolution of subsidiaries and/or associates entities;

- any non-ordinary business agreement, e.g. joint venture agreement, investment, guarantee, banking facilities, profit sharing agreement;
- financing activities;
- issuance of shares, declaration of dividend and other returns to shareholders;
- risk appetite and risk tolerance for different categories of risk;
- nomination of Directors and KMP;
- matters as specified under the SGX-ST's interested person transaction policy;
- announcements or press releases of the Group's financial results and the release of the Annual Reports; and
- any other matters as prescribed under the relevant legislations and regulations, as well as the provisions of the Company's Constitution.

While matters relating in particular to the Company's objectives, strategies and policies require the Board's direction and approval, Management is responsible for the day-to-day operation and administration of the Company in accordance with the objectives, strategies and policies set by the Board.

Provision 1.4 – Delegation by the Board to Board Committees

To assist in the execution of its responsibilities, the Board had established three Board Committees consist of Audit Committee ("**AC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") (collectively, "**Board Committees**") and delegates specific areas of responsibilities to these Board Committees. Each of the Board Committee functions within clearly written terms of reference ("**TOR**"), which have been approved by the Board. The composition of the Board Committees for FY2024 is tabulated below:

Directors	AC	NC	RC
Ang Wee Chye ("**Melvin Ang**")	–	Member	–
Tan Liang Pheng ("**Tan Liang Pheng**")[1]	Member	Member	Chairman
Chia Seng Hee, Jack ("**Jack Chia**")	Chairman	–	–
Lei Chee Kong, Thomas ("**Thomas Lei**")[2]	Member	Chairman	Chairman
Chia Choon Hwee, Dennis ("**Dennis Chia**")	–	–	–
Mak Chi Hoo ("**Terry Mak**")	–	–	Member

1 Resigned as Chairman of Remuneration Committee and Member of Nominating Committee and Audit Committee on 31 May 2024
2 Appointed as Acting Chairman of Remuneration Committee on 31 May 2024

The Board Committees have the delegated power to deliberate any issue that arises in their specific areas of responsibilities within their respective TOR and report to the Board with their decisions and/or recommendations. The ultimate responsibility and authority for the decisions and actions on all matters rests with the Board. Each Board Committee's activities and roles are elaborated further in Provisions 4.1, 6.1 and 10.1.

Provision 1.5 – Board Meetings and Attendance
Provision 1.6 – Access of Information

The Board and Board Committees meet regularly and whenever necessary to discharge their duties. When required, the Board also sets aside time at the scheduled meetings to meet without the presence of Management. An annual schedule of Board and Board Committees meeting dates is set by the Directors in advance.

Ad-hoc meetings are convened when required to address any significant issues that may arise in-between scheduled meetings. Where physical meetings are not possible, timely communication with members of the Board and Board Committees is achieved through electronic means and circulation of written resolutions for approval by the Board or relevant Board Committees. The Company's Constitution ("**Constitution**") provides that the Directors may conduct meetings by means of telephone or video conference or other methods of simultaneous communication.

All draft agendas for meetings are reviewed by the Chairman of the Board and the Chairman of the respective Board Committees. Meeting materials are forwarded to the Directors prior to the meeting for their review and perusal. Members of Management are invited to attend the meetings to present information and/or render clarification when required. However, sensitive matters may be tabled or discussed at board meetings without any board papers distributed. Board and Board Committees papers are provided electronically and can be accessed via tablet devices.

Presentations are also made by senior executives on performance of the Group's business and business strategies at these meetings. This allows the Board to have a good understanding of the Group's operations and be actively engaged in robust discussions with the Group's senior executives.

Directors are entitled to request for further explanation, briefings or discussions on any aspect of the Group's operations or business from Management. As and when required, board members meet to exchange views outside the formal environment of board meetings. The number of meetings held by the Board and Board Committees and attendance records taken during FY2024 are as follows:

	Annual General Meeting		Extraordinary General Meeting		Board Meeting		NC Meeting		RC Meeting		AC Meeting	
Name of Director	**No. Held**	**No. Attended**	**No. Held**	**No. Attended**	**No. Held**	**No. Attended**	**No. Held**	**No. Attended**	**No. Held**	**No. Attended**	**No. Held**	**No. Attended**
Melvin Ang	1	1	1	1	4	4	1	1	1*	1*	4*	4*
Tan Liang Pheng[1]	1	1	1	1	4	4	1	1	1	1	4	4
Jack Chia	1	1	1	1	4	4	1*	1*	1*	1*	4	4
Thomas Lei	1	1	1	1	4	3	1	1	1	1	4	3
Dennis Chia	1	1	1	1	4	4	1*	1*	1*	1*	4*	4*
Terry Mak	1	1	1	1	4	4	1*	1*	1	1	4*	4*

* *By invitation*
1 *Resigned as Lead Independent Director, Chairman of Remuneration Committee and Member of Nominating Committee and Audit Committee on 31 May 2024*

Provision 1.7 – Independent Access to Management and Company Secretary

The Board has separate and independent access to Management and the Company Secretary where required, to obtain additional information to facilitate informed decision-making. Information provided includes background or explanatory materials related to matters to be reviewed and matters under review by the Board, copies of disclosure documents, budgets, forecasts and internal financial statements. Any material variance between the projections and actual results in respect of budgets, is also disclosed and explained.

Minutes of the Board and Board Committees meetings which provide a fair and accurate record of the discussions and key deliberations and decisions taken during the meetings, are circulated and made available to the Board and Board Committees so that Directors are aware of and kept updated as to the proceedings and matters discussed during such meetings.

The Company Secretary and/or her representatives attend the Board and Board Committees meetings and are responsible for ensuring that board procedures are observed and that applicable rules and regulations are complied with. The Company Secretary and/or her representatives also periodically update the Board on relevant regulatory changes affecting the Company. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

Access to independent professional advice at the Company's expense

The Company has in place the procedure to enable the Directors, whether as a group or individually, to obtain independent professional advice at the Company's expense as and when necessary in furtherance of their duties. Independent advisors include legal, financial, tax, board compensation and merger & acquisition functions. The appointment of such professional advisor is subject to approval by the Board.

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

Board Composition and Guidance

Provision 2.1 – Board Independence
Provisions 2.2 and 2.3 – Proportion of Non-Executive and Independent Directors
Provision 2.4 – Board Composition & Diversity
Provision 2.5 – Meetings of Non-Executive Directors and Independent Directors

As at the date of this Report, the Board comprises of five Directors, which includes the Executive Chairman and Executive Director, two independent and Non-Executive Directors (the "**Independent and Non-Executive Directors**") and two Non-Executive Directors. Majority of the Board is made up of Non-Executive Directors which is in compliance with Provision 2.3 of the Code. The Chairman is not independent and the Independent Directors of the Company do not make up a majority of the Board as recommended by Provision 2.2 of the Code, the Board and the NC are satisfied that the Board has substantial independent elements to ensure that objective judgment is exercised on corporate affair as matters requiring the Board's approval are discussed and deliberated with participation from each member of the Board and all major decisions are made collectively. There is no individual or small group of individuals that dominate the Board's decision-making process. The NC will continue to review the board composition and size as and when the circumstances arise and make appropriate recommendations to the Board.

The composition of the Board is as follows:

Melvin Ang	(Executive Chairman and Executive Director)
Jack Chia	(Independent and Non-Executive Director)
Thomas Lei	(Independent and Non-Executive Director)
Terry Mak	(Non-Executive Director)
Dennis Chia	(Non-Executive Director)

The NC reviews annually the independence of each Director taking into account the existence relationships or circumstances, including those provided in the Code. Each Independent and Non-Executive Director is required to complete a Confirmation of Independence form drawn up based on Principle 2 of the Code for the NC review and recommendation to the Board. None of the Independent and Non-Executive Directors and their immediate family member are a substantial shareholder of or partner in or an executive officer of or a Director of, any organisation to which the Company or any of its subsidiaries made, or from which the Company or any of its subsidiaries received, significant payments or material services aggregated over any financial year in excess of $50,000 (to an individual) or $200,000 (to a firm), which may include auditing, banking, consulting and legal services, in the current or immediate past financial year.

Taking into consideration the foregoing, the NC has determined that Jack Chia and Thomas Lei, to be independent. Each of these Directors has also confirmed their independence.

The Board concurred with the views of the NC. Each of the Independent Director abstained from the deliberation of his own independence.

The Company recognises that Independent Directors may over time develop significant insights in the Group's business and operations, and can continue to provide noteworthy and valuable contribution objectively to the Board as a whole. The independence of the Independent Directors must be based on the substance of their professionalism, integrity and objectivity, and not merely based on the number of years which they have served on the Board.

As at the date of this Report, the dates of appointment and last re-election of each Director are set out below:

Name of Director	Designation	Date of appointment	Date of last re-election
Melvin Ang	Executive Chairman and Executive Director	20 August 2014	31 July 2023
Jack Chia	Independent Director	4 November 2014	29 July 2022
Thomas Lei	Independent Director	4 November 2014	30 July 2021
Terry Mak	Non-Executive Director	4 November 2014	30 July 2021
Dennis Chia	Non-Executive Director	31 August 2017	31 July 2023

The profile of the Directors including their academic and professional qualifications and other appointments are set out on pages 32 to 34 of this Annual Report.

To-date, none of the Independent and Non-Executive Directors of the Company has been appointed as Director of the Company's principal subsidiaries, which is based in Singapore and overseas.

In view of the new requirements that impose hard tenure limit for Independent Directors, Jack Chia will be re-designated as a Non-Executive and Non-Independent Director upon the conclusion of the forthcoming AGM of the Company. Additionally, Thomas Lei has expressed his intention not to seek for re-election and will retire upon the conclusion of the forthcoming AGM of the Company. The NC and the Board will endeavour to search for new replacement Independent Director(s) and reconstitute the composition of the Board and Board Committees in due course.

The Board and Board Committees are made up of a team of high caliber leaders whose diverse expertise and experience in accounting and finance, strategic planning, business administration and management, legal, regulatory and media entertainment industry knowledge. Accordingly, the current Board comprises persons who as a group, have necessary core competencies to lead and govern the Group effectively. The Directors' objective judgment, collective experience and knowledge are invaluable to the Group and this has allowed for the useful exchange of ideas and views.

The Board has adopted a Board Diversity Policy to assist the NC and the Board in identifying prospective candidates for directorship that meet the criteria as determined by the NC and that support the diversity's objectives. The Board Diversity Policy promotes the diversity among the Directors in order to improve performance and to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short-term and long-term goals. The diversity includes the appropriate mix of complementary skills, business and industry experience, gender, age, ethnicity, geographic background, length of service and other distinctive qualities of the board members. The Company recognises that an effective Board requires Directors to possess not only integrity, commitment, relevant experiences, qualifications and skills in carrying out their duties effectively but also include right blend of skills, industry knowledge and diverse background towards promoting good corporate governance. The NC will discuss and agree on the relevant measurable objectives for promoting and achieving diversity on the Board and make recommendations for consideration and approval by the Board. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly. The NC will review and modify this Board Diversity Policy periodically, as appropriate, to ensure effective governance of the Company.

In concurrence with the NC, the Board is of the view that the current board members have the appropriate structure, size, diversity and composition to provide effective guidance and make decisions in the best interests of the Group. Each Director has been appointed based on the strength of his calibre, experience, grasp of corporate strategy and potential contribution to the Company and its business. As there is currently no female Director appointed to the Board, the Board does not rule out the possibility of appointing a female Director if a suitable candidate is nominated for the Board's consideration.

As the NC has assessed the current level of diversity on the Board to be satisfactory, the Company generally does not set concrete timeline for achieving board diversity targets. Instead, the Company takes the approach that maintaining a satisfactory level of diversity as an ongoing process. The targets to ensure the existing skill sets and core competencies of the Board are complementary and enhances the efficacy of the Board and to achieve diversity on the Board are assessed from time to time, based on the composition of the Board and operations of the Group at the relevant time.

The NC reviews the size and composition of the Board and Board Committees of the Company to ensure that the size of the Board and Board Committees is conducive to effective discussion and decision-making and that the Board and Board Committees have the appropriate mix of skills, knowledge and experience as well as an appropriate balance of Independent Directors. The NC with the concurrence of the Board and Board Committees, considers their current board size appropriate for effective decision-making and provide appropriate balance and diversity of skills, experience and knowledge of the Company, taking into account the scope and nature of the Group's operations.

The Independent and Non-Executive Directors exercise objective judgment on the Group's affairs independently from Management. The Independent and Non-Executive Directors also contribute to the board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternate perspectives to the Group's business. When challenging Management's proposals or decisions, they bring independent judgment to bear on business activities and transactions involving conflicts of interest and other complexities. The Independent and Non-Executive Directors also meet regularly without presence of Management to facilitate more open discussions and feedback was thereafter provided to the Chairman of the Board after such meeting.

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 – Chairman and CEO should be separate persons

The roles of the Chairman and CEO are separate to ensure an appropriate balance of power, and accountability to achieve greater independent decision-making to the Board.

Melvin Ang was appointed as the Executive Chairman of the Board on 20 August 2014 and Chang Long Jong was appointed as the CEO of the Company on 3 April 2017. Both the Chairman and the CEO are not related to each other and will act independently in their own capacity.

Provision 3.2 – Role of Chairman and CEO

The Chairman presides over the business of the Board and monitors the translation of the Board's decisions and directions into executive action. In addition, the Chairman provides close oversight, guidance, advice and leadership to the CEO and Key Management Personnel. The Chairman also plays a crucial role in fostering constructive dialogue between shareholders, the Board and Management at the Company's general meeting. The Chairman leads the Company's drive to achieve and maintain a high standard of corporate governance with the full support of the Board, Management and Company Secretary.

The Chairman leads the Board and ensures the effectiveness on all aspects of its role. His responsibilities include, *inter alia:*

1. constructively determining and approving, with the Board, the Company's strategy;

2. ensuring that the Board is properly organised, functioning effectively and meeting its obligations and responsibilities;

3. setting the agenda and ensuring adequate time is available for discussion of all agenda items, in particular, strategic issues;

4. ensuring that Directors receive complete, adequate and timely information;

5. fostering effective communication and constructive relations amongst the Directors, within Board Committees, between shareholders, between the Directors and Management;

6. encouraging the constructive exchange of views within the Board and between board members and Management;

7. facilitating the effective contribution of Non-Executive and Independent Directors;

8. promoting a culture of openness and debate at the board level and promoting high standards of corporate governance; and

9. establishing a relationship of trust with the CEO.

The role of CEO includes overseeing and managing the business operations, especially the production division, as well as sourcing new business opportunities for the Group. The CEO would report to the Executive Chairman.

All major decisions made by the Board are subject to majority approval of the Board. The Board believes that there are adequate safeguards in place to ensure an appropriate balance of power and authority within the spirit of good corporate governance.

Provision 3.3 – Lead Independent Director

The Board should have a Lead Independent Director to provide independent view and foster constructive discussion in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The Lead Independent Director also acts as the main liaison on board issues and is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Executive Chairman or Management are inappropriate or inadequate. Upon the resignation of Tan Liang Pheng as Lead Independent Director on 31 May 2024, the Company is required under the Code to appoint a Lead Independent Director of the Board who should also be a member of the NC.

In view of the above, the Board is cognizant of the variation from Provision 3.3 of the Code and will be taking steps to comply with the Code as soon as it is practicable.

Notwithstanding that the Company does not yet have a Lead Independent Director, the Board is of the view that there is a clear division of responsibilities between the leadership of the Board and Management, and no individual has unfettered powers of decision making. Major proposals and decisions made by the Board are subject to majority approval by the members of the Board and reviewed by the relevant Board Committees.

The NC conducts annual board performance appraisal including review of any changes to the board members. On the other hand, remuneration packages are reviewed periodically by the RC. The Board believes that there are adequate safeguards to ensure an appropriate balance of power and authority within the spirit of good corporate governance. In addition, all Directors take decisions objectively and in the interests of the Company.

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.*

Provisions 4.1 and 4.2 – Nominating Committee Composition and Role

As at the date of this Report, the NC comprises two members. Following the resignation of Tan Liang Pheng as Lead Independent Director and member of NC on 31 May 2024, the Company is in the process of sourcing for suitable candidate and shall endeavour to find the replacement within two months, but in any case not later than three months. Please refer to Provision 1.4 above on the names of the members and the composition of the NC.

The NC, which has written terms of reference, is responsible for making recommendations to the Board on all board appointments and re-appointments. The NC's responsibilities include the following:

a) make recommendations to the Board on new appointments and re-appointment of Directors (including Alternate Director, if any) to the Board;

b) make recommendations to the Board on the re-nomination of retiring Directors standing for re-election at the Company's AGM, having regard to the Directors' contribution and performance (e.g. attendance, preparedness, participation and candour);

c) ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once in every three years;

d) review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and KMP;

e) review the process and criteria for evaluation of the performance of the Board, its Board Committees and individual Directors;

f) review the size and composition of the Board with the objective of achieving a balanced board in terms of the mix of experience and expertise;

g) determine annually whether or not a Director is independent;

h) in respect of a Director who has multiple board representation on various companies, to decide whether or not such Director is able to and has been adequately carrying out his duties as Director, having regard to the competing time commitments that are faced when service on multiple boards;

i) review and approve any new employment of related persons and the proposed terms of their employment;

j) ensure complete disclosure of key information of Directors in the Company's annual reports as required under the Code;

k) decide on how the Board's performance may be evaluated and recommend objective performance criteria to the Board;

l) report to the Board on its activities and proposals;

m) review training and professional development programs for the Board, if necessary; and

n) carry out such other duties as may be agreed by the NC and the Board.

Provision 4.3 – Reviewing and Recommending Nomination for Re-appointment of Directors

The NC is responsible for identifying and recommending new Directors to the Board, after considering the necessary and desirable competencies. In selecting potential new Directors, the NC will seek to identify the competencies required as well as evaluate the profession, knowledge and experience of the candidate to enable the Board to fulfil its responsibilities. The NC may engage consultants to undertake research on, or assess candidates applying for new positions on the Board, or to engage such other independent experts, as it considers necessary to carry out its duties and responsibilities. Recommendations for new Directors are put to the Board for consideration and/or approval.

Under the Listing Rule 720(5) of the SGX-ST and Regulation 110 of the Constitution, all Directors are required to submit themselves for re-nomination and re-election at least once every three years, and at least one-third of the Directors for the time being to retire from office by rotation. New Directors appointed during the year are subject to retirement and re-election at the following AGM of the Company in accordance to Regulation 120 of the Constitution. The NC makes recommendation to the Board on re-appointment of Directors based on, among others, the Director's attendance, preparedness, participation at Board and Board Committees meetings, his qualification, experience and expertise and the time and effort dedicated to the activities of each Board Committee and contributions to the Group's business and affairs, including the Management's access to the Directors for guidance or exchange of views as and when necessary.

The Board and the NC have endeavoured to ensure that the Directors appointed to the Board possess the relevant experience, knowledge and expertise critical to the Group's business.

Thomas Lei and Terry Mak are subject to retiring pursuant to Regulation 110 of the Constitution at the forthcoming AGM of the Company. Thomas Lei and Terry Mak, while eligible for re-election, have expressed their intentions not to seek for re-election at the forthcoming AGM.

Provision 4.4 – Continuous Review of Director's Independence

The NC is guided by the definition and criteria of independence given in the Code in determining if a Director is independent.

NC has annually, and as and when circumstances require, determined if a Director is independent bearing in mind the circumstances and other salient factors set forth in Provision 2.1 of the Code. Any Director who has served on the Board beyond nine years from the date of his first appointment is subject to particularly rigorous review by the NC.

Each Independent Director is required to complete a Confirmation of Independence form drawn up based on Principle 2 of the Code for the NC's review and recommendation to the Board.

For the financial year under review, the Board concurred with the NC's view that the Independent Directors are independent (as defined in the Code) in character and judgement and there were no circumstances which would likely affect or appear to affect their independent judgement in the best interest of the Company.

During FY2024, there was no appointment of Alternate Directors on the Board.

Provision 4.5 – Directors' Commitments

Where a Director has multiple board representations, the NC will determine if the Director has been able to devote sufficient time and attention to the Company's affairs and if he has been adequately carrying out his duties as a Director. The recommendation of the NC for the nomination of a Director for re-election is made to the Board. The Board will review this recommendation.

The NC is of the view that the number of directorships a Director can hold and his principal commitments should not be prescriptive as the time commitment for each board membership will vary. The NC will review the number of listed company board representations which each Director holds on an annual basis or from time to time when the need arises. In this respect, the NC believes that it would not be necessary to prescribe a maximum number of listed company board representations a Director may hold. The Board affirms and supports this view.

During the year, the NC had reviewed the directorships and principal commitments disclosed by each Director and was of the view that the existing directorships and principal commitments of the respective Directors have not impinged on their abilities to discharge their duties. The Board concurred with the NC.

The table below - Key Information of Directors, shows the disclosure of directorships and chairmanships held over the preceding three years in other listed companies as well as other principal commitments of each respective Director:

Key Information of Directors

Name of Director	Academic & professional qualifications	Designation	Past directorships in other listed companies and other major appointments over the preceding three years	Present directorships in other listed companies and other major appointments
Melvin Ang	Master of Business Administration from Macquarie University	Executive Chairman and Executive Director, and member of NC	None	• Unusual Limited • mm2 Entertainment Pte. Ltd. • mm2 Entertainment Sdn. Bhd. • UnUsUaL Management Pte. Ltd. • Cathay Cineplexes Pte Ltd • mm2 Entertainment Hong Kong Limited • MA Holdings Management Company Limited • mmLive Pte. Ltd. • MMSync Pte. Ltd.

Name of Director	Academic & professional qualifications	Designation	Past directorships in other listed companies and other major appointments over the preceding three years	Present directorships in other listed companies and other major appointments
Jack Chia	• Degree in Accountancy from National University of Singapore • Master of Arts in International Relations from International University of Japan • Fellow Member of Institute of Singapore Chartered Accountants • General Manager Program at Harvard Business School	Independent Director and Chairman of AC	• China Shenshan Orchard Holdings Co. Ltd.	• Ying Li International Real Estate Limited • CDW Holding Limited • CFM Holdings Limited • Jieyu Business Consulting (Chongqing) Limited Liability Company • Jack Capital Pte. Ltd.
Thomas Lei	• Bachelor of Laws from National University of Singapore • Member of the Law Society of Singapore	Independent Director, Chairman of NC, Acting Chairman of RC and member of AC	None	• Applied Nanotek Private Limited
Terry Mak	• Master of Business Administration from University of Connecticut • Bachelor of Science in Chemistry from Hong Kong Baptist University	Non-Executive Director and member of RC	• Land Plus Ltd • FM Telemedia Ltd	• Media Station Ltd

Name of Director	Academic & professional qualifications	Designation	Past directorships in other listed companies and other major appointments over the preceding three years	Present directorships in other listed companies and other major appointments
Dennis Chia	• Bachelor's (Honours) Degree in Accountancy from National University of Singapore • Master's Degree in Business Administration from University of Hull, United Kingdom	Non-Executive Director	• Lear Automotive Corporation Singapore Pte. Ltd. • Bloomeria Limited • Starhub Internet Pte Ltd • Starhub (Mauritius) Ltd. • JOS Applications (S) Pte. Ltd.	• Starhub Mobile Pte Ltd • Starhub Cable Vision Ltd. • Starhub Online Pte. Ltd. • JOS (SG) Pte. Ltd. • Starhub Shop Pte Ltd • Starhub (Hong Kong) Limited • StarHub, Inc. • Ensign InfoSecurity Pte. Ltd. • Ensign InfoSecurity (Systems) Pte. Ltd. • Ensign InfoSecurity (Asia Pacific) Pte. Ltd. • Ensign InfoSecurity (Cybersecurity) Pte. Ltd. • Ensign InfoSecurity (SmartTech) Pte. Ltd. • Malaren International Sdn. Bhd. • HKBN JOS (Malaysia) Sdn. Bhd. • Nettilling Sdn. Bhd. • Taman Kenyir Holdings Sdn. Bhd. • Antina Pte. Ltd. • Kydon Holdings Pte. Ltd. • Spendid Pte. Ltd. • Chief Financial Officer of Starhub Ltd.

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 – Performance Criteria and Evaluation
Provision 5.2 – Assessment of the Board, Board Committees and Individual Directors

Based on the recommendations by the NC, the Board has established processes and objective performance criteria for evaluating the effectiveness of the Board as a whole and each of its Board Committees and individual Directors. Such processes are aimed to assess whether each Director continues to contribute effectively and demonstrate commitment to the role.

During the financial year under review, each Director was required to complete the evaluation form and individual Director's annual assessments adopted by the NC on the overall effectiveness of the Board as a whole, Board Committees and each Director's contributions, and the results have been collated by the Chairman of the NC for review or discussion.

In evaluating the Board's performance, the NC considers a set of quantitative and qualitative performance criteria. The performance criteria for the board evaluation are in respect of board size and composition, board process, board information and accountability, board performance in relation to discharging its principal functions and responsibilities and financial targets. The individual Directors' performance criteria were in relation to their industry knowledge and/or functional expertise, contribution and workload requirements, sense of independence and attendance at the Board and Board Committees meetings.

The NC evaluated the performance of the Board as a whole, each of its Board Committee and individual Directors taking into consideration the Board's discharge of its principal responsibilities and Board's deliberation of Company's long- term strategy. The NC considered the Board's performance to be satisfactory and met its performance objectives. In addition, the NC also satisfied that sufficient time and attention have been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The Board concurred with the NC's recommendation.

No external facilitator was used in the evaluation process. However, if need arises, the NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process at the Company's expense.

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.*

Provisions 6.1 and 6.2 – Remuneration Committee Composition and Role
Provision 6.3 – Reviewing of Remuneration Terms
Provision 6.4 – Remuneration Consultants

As at the date of this Report, the RC comprises two members. Following the resignation of Tan Liang Pheng as Lead Independent Director and Chairman of RC on 31 May 2024, the Company is in the process of sourcing for suitable candidate and shall endeavour to find the replacement within two months, but in any case not later than three months. Please refer to Provision 1.4 above on the names of the members and the composition of the RC.

The members of the RC carried out their duties in accordance with the terms of reference, which include the following:

a) make recommendations to the Board on the framework of remuneration for the Directors and Executive Officers;

b) make recommendations to the Board on the specific remuneration packages for each Executive Director, CEO, Chief Operating Officer (or executive of equivalent rank) and KMP of the Company. If such KMP is not an Executive Director, such recommendations must be submitted for endorsement by the Board and should cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits in kind;

c) review all benefits (including share schemes) and compensation packages for Directors, Executive Directors and KMP of the Company;

d) report to the Board on its activities and proposals; and

e) carry out such other duties as may be agreed by the RC and the Board.

The Company adopts a formal procedure for fixing of the remuneration packages of individual Directors, CEO and KMP. No Director is involved in deciding his own remuneration. The Directors' fees to be paid to the Non-Executive and Independent Directors are subject to shareholders' approval at the forthcoming AGM.

The RC may, from time to time and where necessary, seek advice from external remuneration consultant in framing the remuneration policy and determining the level and mix of remuneration for Directors and KMP. The Board has not engaged any external remuneration consultant to advise on remuneration matters in FY2024.

The RC reviews the Company's obligations arising in the event of termination of Executive Directors and KMP's contracts of service to ensure such contracts of service contain fair and reasonable termination clauses.

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 sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

Provision 7.1 – Remuneration of Executive Directors and KMP
Provision 7.2 – Remuneration of Non-Executive Directors
Provision 7.3 – Appropriateness of Remuneration

In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors. The RC also ensures that the remuneration policies support the Company's objectives and strategies.

As part of its review, the RC ensures that the performance-related elements of remuneration form an appropriate part of the total remuneration package of the KMP and that each package is designed to align their interests with those of shareholders and link rewards to corporate and individual performances. The RC will review the key performance indicators ("**KPIs**") of the KMP and such KPIs will be tied to the profitability of the specific business which the individuals are managing.

Executive Director does not receive Director's fee. The remuneration policy for Executive Director and KMP comprising two key components, that is, fixed cash and annual variable components. The fixed components include salary and other allowances. The variable component comprises performance-based bonus which forms a significant proportion of the total remuneration package of Executive Director and KMP and is payable on the achievement of individual and corporate performance targets. The Executive Director's performance bonus would be calculated based on a percentage of the Group's audited consolidated profit before tax attributable to non-controlling interests but before abovementioned performance-based bonus ("**PBT**") for each financial year, provided that the PBT is not less than $2 million for that financial year.

The service contract for the Executive Chairman and Executive Director is annual renewal and the service contract of the CEO has a fixed appointment period of two years and clauses relating to termination. The Executive Director's and CEO's service contracts are renewable and would be subject to the approval of RC and Board. None of the service contracts has any onerous removal clauses.

Non-Executive and Independent Directors, including the Non-Executive Directors, have no service contract with the Company and their terms are specified in the Constitution of the Company. The Independent and Non-Executive Directors are paid with a basic fee for serving as Director and any of the Board Committees roles. In determining the quantum of such fees, factors such as time spent and responsibilities of Directors are taken into account. Such fees are subject to the approval of the shareholders at the AGM of the Company.

The Company has adopted the mm2 Performance Share Plan ("**mm2 PSP**"). The Group's Executive Chairman and Executive Director and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the mm2 PSP in accordance with the rules of the mm2 PSP. The mm2 PSP are administered by the RC which consists of Thomas Lei and Terry Mak. There have been no options granted under the mm2 PSP in FY2024.

There are, at present, no contractual provisions allowing the Company to reclaim incentive components of remuneration from Executive Director and Executive Officers in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties.

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 – Remuneration of Directors and Key Management Personnel

Directors

A breakdown of compensation table of Directors' remuneration from the Company for FY2024 is set out below:

Name of Director	Salary	Bonus/ Profit Sharing	Other Benefits (1)	Fees	Total
	%	%	%	%	%
Below $250,000					
Melvin Ang	85	10	5	–	100
Tan Liang Pheng(2)	–	–	–	100	100
Jack Chia	–	–	–	100	100
Thomas Lei	–	–	–	100	100
Terry Mak	–	–	–	100	100
Dennis Chia	–	–	–	100	100

Notes:

(1) Other benefits refer to employer's contribution to the Central Provident Fund and other allowances

(2) Resigned as Lead Independent Director on 31 May 2024

In view of confidentiality of remuneration matters due to its sensitive nature and the long-term performance of the Group, especially in a highly competitive industry, the Board is of the opinion that it is in the best interests of the Group not to disclose the exact details of the remuneration of each Directors in the Annual Report and that the disclosure based on the above remuneration bands is appropriate.

Key Management Personnel

A summary compensation table of the KMP receiving remuneration from the Company for FY2024 appended below:

Remuneration Band & Name of Key Management Personnel	Salary	Bonus	Other Benefits (1)	Total
	%	%	%	%
Below $250,000				
Chang Long Jong (CEO)	95	–	5	100
Ong Hock Seng	93	–	7	100
Chong How Kiat	100	–	–	100
Angelin Ong	92	–	8	100
Ng Say Yong	93	–	7	100

Note:

(1) Other benefits refer to employer's contribution to the Central Provident Fund and other allowances

The disclosure of the KMP's remuneration in bands of $250,000 (based on gross remuneration received and inclusive of employer's contributions to the Central Provident Fund) is as set out in the above table. Due to sensitivity and confidentiality reasons, the Company believes that disclosure of their remuneration in bands of $250,000 should be sufficient to provide an insight into the link between their compensation and performance. Further details are deemed to be not in the interest of the Company due to the competitiveness of the industry for key talents. The aggregate remuneration paid to the aforesaid KMP (who are not Directors or CEO of the Company) in FY2024 is amounted to $562,187.

The Board is of the view that notwithstanding the deviation from Provision 8.1 of the Code, the Company is transparent on its remuneration policies, which has been disclosed not only as part of compliance with Principle 8 but also in respect of Principle 7 of the Code. In particular, the Company has elaborated on the remuneration policy governing the remuneration of the Executive Director and the factors taken into account for the remuneration of the Non-Executive and Independent Directors. The Company has also disclosed the remuneration paid to each Director and key management personnel using percentage terms and remuneration bands, as well as the breakdown of the components of their remuneration, for transparency. Accordingly, the Board is of the view that the non-disclosure of the exact quantum of the remuneration of each Director and key management personnel will not be prejudicial to the interest of shareholders and complies with the intent of Provision 8.1 of the Code.

The RC has reviewed and approved the remuneration packages of the Executive Director and key management personnel, having regard to their contributions as well as the financial performance and commercial needs of the Group and has ensured that the Executive Director and key management personnel are adequately but not excessively remunerated. The RC will consider and deliberate on the performance conditions to which Executive Director and key management personnel entitlement to short-term and long-term incentive schemes and will make the necessary disclosures as and when it deems necessary.

Provision 8.2 – Employees who are substantial shareholders of the company, or are immediate family member of Directors, CEO or Substantial Shareholder of the company whose remuneration amounts exceed $100,000 per annum

The basis of determining the remuneration of the related employees is the same as the basis of determining the remuneration of other unrelated employees.

There were no employees who are substantial shareholders of the Company, or are immediate family members of a Director, CEO or substantial shareholder of the Company whose remuneration amounts exceed $100,000 per annum during FY2024.

For FY2024, there were no terminations, retirement or post-employment benefits granted to Directors and relevant KMP other than the standard contractual notice period termination payment in lieu of service.

Provision 8.3 – All forms of remuneration and other payments and benefits paid by the Company and its subsidiaries to Directors and KMP

The Company has adopted the mm2 PSP. The Group's Executive Chairman and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the mm2 PSP in accordance with the rules of the mm2 PSP. The mm2 PSP is administered by the RC which consists of Thomas Lei and Terry Mak. There have been no performance shares granted under the mm2 PSP in FY2024.

The Company is of the view that the current disclosure provides sufficient overview of the remuneration of the Group while maintaining confidentiality of staff remuneration matters. Annual variable bonuses would be linked to achievement of financial and non-financial KPIs such as core values, competencies, key result areas, performance rating and potential of the employees (including key management). Long-term incentive plans are conditional upon pre-determined performance targets being met and the long-term incentive plans serve to motivate and reward employees and align their interests to maximise long term shareholders' value. The RC will continue to review the performance share grant when appropriate.

The RC ensures that there is a strong correlation between bonuses payable, and the achievement and performance of the Group and individual staff. The RC also ensures that there is a good balance of short-term and long-term incentive schemes to motivate continuous and sustainable performance.

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 – Nature and Extent of Significant Risks

The Board has overall responsibilities for the governance of risk and exercises oversight of the significant risks in the Group's business. The Board ensures that the Management maintains a sound system of internal controls and effective risk management policies to safeguard shareholders' interests and the Group's assets and in this regard, is assisted by the AC which reviews of the adequacy and effectiveness of the Group's internal controls and risk management systems.

Given the nature and size of the Group's business and operations, the Board did not establish a separate risk committee to review and assess the internal controls systems and risk management framework. The Board is currently assisted by the AC, internal auditors and independent auditors in carrying out its responsibility of overseeing the Group's risk management framework and policies.

The Company's Internal Auditors, BDO Advisory Pte. Ltd. reports to the AC on the Group's risks profile on a yearly basis, evaluates results and proposes counter measures to mitigate identified potential risks.

To further enhance the risk management procedures in place, the Group had established a structured Enterprise Risk Management ("**ERM**") framework which provide documented guidance on the process for identifying and assessing risks, adequacy of countermeasures and the manner in which risks matters are reported to the Board and AC. This risk framework has five principal risk categories, namely strategic, financial, operational, information technology control and compliance risks.

The pilot ERM programmes of the Group covers the following areas:

(1) ERM policies and procedures

An overall framework for risk management has been documented in a manual to be disseminated to personnel responsible for oversight of risk and operations of risk countermeasures. This ERM manual includes the various personnel responsible for monitoring and managing risks in the Group. The ERM process will also require ongoing identification of key risks to the Company and reporting these risks to the Board to better determine whether appropriate measures have been taken to address relevant risks. Risk workshops attended by KMP will be conducted to provide a structured approach of identify action and assess risks.

(2) Risk appetite

The risk appetite of the Group in managing risks was discussed during the ERM project. Generally, the Group will rely on the Management to monitor day to day operations while subjecting key corporate decisions, such as investments or acquisitions of business to the approval of the Board. The Company's performance is monitored closely by the Board periodically and any significant matters that might have an impact on the operating results are required to be brought to the immediate attention of the Board.

The Company has also taken a strict stance towards avoiding any risks that might result in breaching relevant laws and regulations and risks that could adversely affect the reputation of the Group. Active efforts are also in place to manage risks within impact such as transferring them to third party insurer or having internal control procedures to better mitigate the likelihood of their occurrence. Internal audits will be regularly conducted to assess the ongoing compliance with the established controls to address key risk areas where applicable.

(3) Risk assessment and monitoring

Based on the ERM framework, the nature and extent of risks to the Company will be assessed regularly and risk reports covering top risks to the Group will be submitted periodically to the Board. A set of risk registers to document risks arising from this ERM exercise has also been established to document key risks and the corresponding countermeasures.

The risk framework is reviewed regularly taking into account changes in the Group's business and operating environment as well as evolving corporate governance requirements.

The identification and management of risks are delegated to the Management, who assume ownership and day-to- day management of these risks. The Management is responsible for the effective implementation of risk management strategies, policies and processes to facilitate the achievement of business plans and goals within the risk tolerance established by the Board. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. Identified risks that affect the achievement of the Group's business objectives are compiled in the Group Risks Register and are being ranked according to the likelihood and consequential impact to the Group as a whole.

The main risks arising from the Group's financial operations are liquidity risk, foreign currency risk, credit risk and interest rate risk. These risks are monitored by AC and the Board on a yearly basis. Details on the foregoing are set out in the Notes to the Financial Statements.

The Board recognises that the risk management and internal control systems established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also noted that all internal control systems contain inherent limitations and no system of risk management and internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

The internal auditors has reviewed key internal controls as part of the internal audit plan and have independently reported their assessment to the AC and the Board on the adequacy, effectiveness and integrity of the Group's internal controls and risk management systems.

The internal auditors presents their findings to the AC on a yearly basis. The internal audit report, comprising the details of any non-compliance or internal control weaknesses are noted during the audit, the corresponding recommendations and the Management's responses were submitted and presented to the AC. The AC also follows up on the actions taken by the Management on the recommendations made by the internal auditors and independent auditors arising from their work performed. Based on the reports submitted by the internal auditors and independent auditors received by the AC and the Board, nothing material has come to the attention of the AC and the Board to cause the AC and the Board to believe that the internal controls are not satisfactory based on the current size and nature of the Company's business.

As part of the annual internal audits, the internal auditors also reports any significant deficiencies of such internal controls to the AC, who reviews the adequacy and effectiveness of the risk management and internal controls system.

Provision 9.2 – Assurance from the CEO and Chief Financial Officer ("CFO")

For the financial year under review:

a) Written assurance was received from the CEO and CFO that the financial records of the Group have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and

b) Written assurance was received from the CEO, CFO and other KMP that the Group's risk management and internal controls systems in place were adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.

Based on the Group's framework of management controls in place, the internal policies and procedures established and maintained by the Group, as well as the review performed by the internal auditors and independent auditors, the Board with the concurrence of the AC, is of the opinion that risk management and internal controls systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 March 2024 to address the risks that the Group considers relevant and material to its operations, while noting that no system of internal control could provide absolute assurance against the occurrence of errors, fraud or other irregularities.

The AC, Executive Director and CFO will continue to review and strengthen the Group's controls environment and allocate more resources and expertise towards improving its internal policies and procedures to maintain a high level of governance and internal controls.

Audit Committee

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

Provisions 10.1 and 10.2 – ***Audit Committee Composition and Role***
Provision 10.4 – Internal Audit Function

As at the date of this Report, the AC comprises two members, all of whom including the Chairman are independent. Following the resignation of Tan Liang Pheng as Lead Independent Director and member of AC on 31 May 2024, the Company is in the process of sourcing for suitable candidate and shall endeavour to find the replacement within two months, but in any case not later than three months, who should have relevant accounting or related financial management expertise or experience. Please refer to Provision 1.4 above on the names of the members and the composition of the AC.

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of the Management and full discretion to invite the Executive Director or KMP to attend its meetings. The AC has adequate resources, including access to the external consultants and auditors, to enable it to discharge its responsibilities properly.

The AC met four times in FY2024 and the Executive Director, Non-Executive Directors and KMP were invited to attend the meetings.

The Board is of the view that the members of the AC have sufficient financial management expertise and experience to discharge the AC's functions. The AC which has written terms of reference, performs delegated functions:

(a) review quarterly, half-yearly and annual financial statements and auditors' report of the Group before submitting to the Board;

(b) review the audit plans of the independent auditors and internal auditors of the Company and ensure the adequacy of the Group's system of accounting and co-operation given by the Management to the independent auditors and internal auditors respectively;

(c) 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;

(d) review all non-audit services provided by the independent auditors to the Group to ensure that the nature and extent of such services would not affect the independence of the independent auditors;

(e) review the adequacy and effectiveness of the Company's internal controls and risk management systems;

(f) review the assurance from the CEO and CFO on the financial records and financial statements;

(g) review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

(h) review the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed upon;

(i) review and discuss with the independent auditors and internal auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;

(j) make recommendation to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the independent auditors, and approve the remuneration and terms of engagement of the independent auditors;

(k) review interested person transactions in accordance with the requirements of the Listing Manual;

(l) review potential conflicts of interests and to set out a framework to resolve or mitigate any potential conflicts of interest;

(m) review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

(n) review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;

(o) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(p) generally, undertake such other functions and duties as may be required by statute or the Listing Manual, and by such amendments made thereto from time to time;

(q) review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and

(r) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Listing Manual, including such amendments made thereto from time to time.

External Audit

The AC reviews the scope and results of the audit carried out by the independent auditors, the cost effectiveness of the audit and the independence and objectivity of the independent auditors. It seeks to balance the maintenance of objectivity of the independent auditors and their ability to provide professional advices and solutions. The AC undertook the review of the independence and objectivity of the independent auditors, CLA, through discussions with the independent auditors as well as reviewing the non-audit services provided and the fees paid to them. Based on the review, the AC is of the opinion that CLA is, and is perceived to be, independent for the purpose of the Group's statutory audit.

The fees payable to auditors is set out below:

	$'000	%
Audit fees	435	85%
Non-audit fees	75	15%
Total	510	100%

The AC recommends to the Board the appointment, re-appointment and removal of independent auditors, and approves the remuneration and terms of engagement of the independent auditors. The re-appointment of the independent auditors is subject to shareholders' approval at the AGM of the Company.

In reviewing the nomination of CLA for re-appointment for the financial year ended 31 March 2024, the AC has considered the adequacy of the resources, experience and competence of CLA, and has taken into account the Audit Quality Indicators relating to CLA at the firm level and on the audit engagement level. Consideration was also given to the experience of the engagement partner and key team members in handling the audit. The AC also considered the audit team's ability to work in a co-operative manner with Management whilst maintaining integrity and objectivity and to deliver their services professionally and within agreed timelines.

On the basis of the above, the AC is satisfied with the standard and quality of work performed by CLA. It has recommended to the Board the nomination of CLA for re-appointment as independent auditors at the forthcoming AGM of the Company.

For FY2024, the Company has complied with Listing Rules 712, 715 and 716 of the SGX-ST in relation to the appointment of its independent auditors. The AC and the Board are satisfied with the standards and the effectiveness of the audits performed by the independent auditors, other than those of the Company.

For FY2024, the AC agreed with the independent auditors that going concern assumption, revenue recognition, valuation of non-financial assets, valuation of financial assets and valuation of convertible securities were the key audit matters and is pleased to report that the AC is satisfied with the audit process undertaken by the independent auditors and their findings therefrom.

Internal Audit

The primary role of internal audit is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Group, reviewing the internal controls of the Group to ensure prompt and accurate recording of transactions and proper safeguarding of assets and reviewing that the Group complies with the relevant laws, regulations and policies established.

The internal audit function plans its internal audit schedule in consultation with, but independent of the Management. The AC examines the internal audit plan, determines the scope of audit examination and approves the internal audit budget.

It also oversees the implementation of the improvements required on internal control weaknesses identified and ensures that Management provides the necessary co-operation to enable the internal auditors to perform its function.

The internal auditors reports primarily to the Chairman of the AC and has unrestricted access to the documents, records, properties and personnel of the Company and of the Group.

The AC annually reviews the adequacy, effectiveness and independence of the internal audit function to ensure that resources are adequate and that the internal audits are performed effectively and independently. It approves the appointment, termination, evaluation and the remuneration of the internal auditors.

The internal audit function of the Group was outsourced to BDO Advisory Pte. Ltd., which is an established international auditing firm. BDO Advisory Pte. Ltd. conducts their internal audits based on the BDO Global Internal Audit Methodology which is consistent with the International Professional Practices Framework established by the Institute of Internal Auditors. The engagement partner has more than 20 years of audit and advisory experience and is a Chartered Accountant (Singapore), Certified Internal Auditor and Certified Information System Auditor. Members of the internal audit team also have relevant academic qualifications, professional certifications and internal audit experiences.

The AC is satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the relevant experience to perform its function effectively. BDO Advisory Pte. Ltd. has provided a confirmation on their independence to the AC.

Fraud and Whistle blowing Policy

The Group has designated and implemented an independent whistle blowing policy whereby accessible channels are provided for employees to raise concerns about possible improprieties in matters of financial reporting or other matters which they become aware and to ensure that:

(i) independent investigations are carried out in an appropriate and timely manner;

(ii) appropriate action is taken to correct the weakness in internal controls and policies which allowed the perpetration of fraud and/or misconduct and to prevent a recurrence; and

(iii) administrative, disciplinary, civil and/or criminal actions that are initiated following the completion of investigations are appropriate, balance and fair, while providing reassurance that employees will be protected from reprisals or victimisation for whistle-blowing in good faith and without malice.

The policy is aimed at encouraging the reporting of such matters in good faith, with the confidence that staff of the Company and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal or unfair treatment. There was no whistle blowing report received during FY2024.

Provision 10.3 – Former Partners or Directors of the Company's existing Audit Firm in AC

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

Provision 10.5 – Meeting Auditors without the Management

The AC meets with the independent auditors and the internal auditors, at least once a year, without the presence of the Management, to review any matter that might be raised. These meetings enable the auditors to raise any issues in the course of their works directly to the AC.

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 – Participating and Voting at General Meetings
Provision 11.2 – Tabling of Resolutions

Conduct of General Meetings

The forthcoming AGM will be held in a wholly physical format. The arrangements relating to attendance and voting at the AGM, appointment of proxies, submission of questions in advance of the AGM, addressing of substantial and relevant questions at the AGM and access to documents, will be set out in the Notice of AGM.

Notices for general meetings are announced via SGXNet and advertised in the newspapers within the prescribed timeframe prior to the meetings (or as otherwise disseminated in accordance with such laws and regulations as may be applicable). The notices, together with relevant documents (such as annual report, letter to shareholders or circular) will be published on SGXNet and the Company's website at http://www.mm2asia.com.

In order to provide ample time for the shareholders to review, the notice of general meeting, together with the relevant documents, is distributed to all shareholders at least 14 days before the scheduled general meeting date for ordinary resolutions, or at least 21 days for special resolutions (or as otherwise disseminated in accordance with such laws and regulations as may be applicable). As part of the Group's commitment to conserve the environment, the Company will provide the shareholders printed copies of the Annual Report and circulars (if any) via post upon specific request by them for it. Shareholders are invited to attend the general meetings, to put forth any questions they may have on the motions to be debated and decided upon.

The Constitution allows members of the Company to appoint one or two proxies to attend and vote at general meetings. A relevant intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified). An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.

All shareholders are entitled to vote in accordance with the established voting rules and procedures at the general meeting. Each share is entitled to one vote.

An external firm is appointed as scrutineer for the general meeting voting process, which is independent of the firm appointed to undertake the poll voting process.

The Chairman of the meeting will read out the total number of votes cast for, against and/or abstained and the respective percentages on each resolution are tallied after each poll conducted during the general meeting.

The resolutions tabled at the general meetings are on each substantially separate issue, including treating the election or re-election of each Director as a separate subject matter.

Detailed information on each item in the general meeting agenda is provided in the explanatory notes to the notice of general meeting in the annual report.

Provision 11.3 – Interaction with Shareholders

At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the Directors and the Management questions regarding matters affecting the Company. All Directors present at the AGM to address shareholders' questions.

The Company's independent auditors, CLA, are also invited to attend the AGM and are available to assist the Directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation of content of the auditors' report.

Provision 11.4 – Shareholders' Participation

The Company supports active shareholders' participation at general meetings. All shareholders are encouraged to attend the general meetings to ensure high level of accountability and to stay informed of the Group's strategies and visions.

In usual circumstances, if shareholders are unable to attend the meetings, the Constitution allows for shareholders who are not relevant intermediaries to appoint not more than two proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries to appoint more than two proxies to attend, speak and vote at general meetings. In order to have a valid registration of proxy, the proxy forms must be completed and deposited in advance to the place(s) as specified in the notice of the general meetings at least 72 hours before the time set for the general meetings.

The Company is not implementing absentia voting methods such as voting via mail, email or fax until security, integrity and other pertinent issues are satisfactorily resolved.

Provision 11.5 – Minutes of General Meetings

The Board views the AGM as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues relating to the resolutions tabled for approval and/or ask the Directors or the Management questions regarding the Company and its operations. The Company will prepare and publish the minutes of AGM within one month from the AGM on SGXNet. The minutes recorded substantial and relevant queries from shareholders relating to the agenda of the general meeting, and responses from the Board or Management. Such minutes is also available to shareholders upon their request.

Provision 11.6 – Dividend Policy

The Company does not have a formal dividend policy. The form, frequency and amount of any proposed dividends will take into consideration the Group's profit growth, cash position, positive cash generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate. The Company endeavours to pay dividends and where dividends are not paid, the Company will disclose its reason(s) accordingly.

The Company did not declare any dividends for FY2024 as the Group recorded a loss for the financial year.

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 – Communication between the Board and Shareholders
Provisions 12.2 and 12.3 – Investor Relations Policy

Disclosure of information on timely basis

The Group is firmly committed to corporate governance and transparency by disclosing to its stakeholders, including its shareholders, as much relevant information as is possible, in a timely, fair and transparent manner as well as to hearing its shareholders' views and addressing their concerns.

By supplying shareholders with reliable and timely information, the Company is able to strengthen the relationship with its shareholders based on trust and accessibility.

All the information relevant to shareholders will be disclosed in a timely manner via SGXNet, its corporate website at http://www.mm2asia.com and the social media. Where there is inadvertent disclosure made to a selected Group, the Company will make the same disclosure publicly to all others as soon as possible.

Although the Company has not adopted a formal investor relations policy to regularly convey pertinent information to the shareholders, the Board acknowledges its obligation to furnish timely information to shareholders and ensures that full disclosure of material information in its Annual Report to comply with statutory requirements and the Listing Manual of the SGX-ST. The Company focuses on facilitating the communications with all stakeholders, shareholders, analysts and social media on a regular basis, attending to their queries or concerns as well as keeping the investors publicly apprised of the Group's corporate developments and financial performance.

In view of the above, the Company did not implement a formal investor relations policy because there are existing channels to actively engage and promote regular, effective and fair communication with shareholders.

E. MANAGING STAKEHOLDERS RELATIONSHIPS

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 – Arrangements to Identify and Engage with Stakeholders
Provision 13.2 – Management of Stakeholder Relationships

Stakeholders' Engagement

The Group has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long term growth.

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly able to impact the Group's business and operations.

Eight key group of stakeholders have been identified through an assessment of their significance to the business operations. They are namely, consumers and customers, third party contractors, employees, artistes and agents, mainstream media, venue managers, investors and shareholders, and government and regulators.

The Company has undertaken a process to determine the environmental, social and governance (ESG) issues which are important to these stakeholders. These issues form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.

Having identified the stakeholders and the material issues, the Company has mapped out the key areas of focus in relation to the management of the respective stakeholder relationships.

Please refer to the Sustainability Report on the Company's website for further details.

Provision 13.3 – Corporate Website

All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNet, press releases and the Company's website. The Company does not practice selective disclosure of material information. All materials on the financial results are available on the Company's website – http://www.mm2asia.com. The comprehensive website, which is updated regularly, contains various information on the Group and the Company which serves as an important resource for investors and all stakeholders.

DEALING IN SECURITIES

- Rule 1207(19) of the Listing Manual

In compliance with Rule 1207(19) of the Listing Manual on best practices in respect of dealing in securities, the Group has in place an internal compliance policy which prohibits the Company, Directors and employees of the Group and their connected persons from dealing in the Company's shares during the "black-out" period – being one month immediately preceding the announcement of the Company's half-yearly and full year results and being two weeks immediately preceding the announcement of the Company's quarterly financial results respectively, or if they are in possession of unpublished price-sensitive information of the Group. In addition, Company, Directors, employees and connected persons are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.

They are also expected to observe insider-trading laws at all time even when dealing in securities within the permitted trading period or while they are in possession of unpublished price-sensitive information of the Group. They are refrained from dealing in the Company's shares on short term considerations.

All Directors are required to seek Board's approval before trading in the Company's shares and are also required to notify the Company Secretary of any change in his interest in the Company's shares within two business days of the change.

MATERIAL CONTRACTS

Rule 1207(8) of the Listing Manual

Pursuant to Rule 1207(8) of the Listing Manual, there was no material contract involving the interests of any Director or controlling shareholder entered into by the Company or any of its subsidiaries since the end of the previous financial year ended 31 March 2023. There was no such contract subsisted at the end of the financial year under review.

INTERESTED PERSON TRANSACTIONS

Rule 907 of the Listing Manual

To ensure compliance with Chapter 9 of the Listing Manual, in FY2024, the AC and the Board, met quarterly to review if the Company will be entering into any interested person transactions. If the Company intends to enter into an interested person transaction, the AC and the Board will ensure that the transaction is carried out fairly and at arm's length based on normal commercial terms and will not be prejudicial to the interest of the Company and its non- controlling shareholders.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual.

There is no interested person transactions for FY2024 to be disclosed in accordance with Rule 907 of the Listing Manual.

FINANCIAL CONTENTS

DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2024

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 March 2024 and the statement of financial position of the Company as at 31 March 2024.

In the opinion of the directors,

(i) the statement of financial position of the Company and the consolidated financial statements of the Group are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 March 2024, and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(ii) at the date of this statement, after considering the matters disclosed in Note 4 to the financial statements with respect to the Group's and the Company's ability to continue as a going concern, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Ang Wee Chye
Chia Seng Hee, Jack
Lei Chee Kong, Thomas
Mak Chi Hoo
Chia Choon Hwee, Dennis

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate other than as disclosed under "Performance Share Plan" in this statement.

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	At 21.4.2024	**At 31.03.2024**	**At 01.04.2023**
Shareholdings registered in the name of directors			
Company			
(No. of ordinary shares)			
Ang Wee Chye	335,400	335,400	335,400
Lei Chee Kong, Thomas	1,457,100	1,457,100	971,400
Mak Chi Hoo	85,700	85,700	85,700
Chia Seng Hee, Jack	171,400	171,400	171,400
Shareholdings in which director is deemed to have an interest			
Company			
(No. of ordinary shares)			
Ang Wee Chye	921,653,700	921,653,700	614,324,000

By virtue of section 7 of the Singapore Companies Act 1967 (the "Act"), Ang Wee Chye is deemed to have an interest in the shares of the Company and all of its subsidiaries and an associated company, mm Connect Pte. Ltd., at the end of the financial year.

SHARE OPTIONS

There are no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

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

PERFORMANCE SHARE PLAN

The Company has implemented a performance share plan known as mm2 Performance Share Plan ("mm2 PSP") which was approved and adopted by the shareholders at an Extraordinary General Meeting held on 4 November 2014 which provides for the award of fully paid-up ordinary shares in the share capital of the Company free-of-charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.

Full-time Group Executives who have attained the age of twenty-one (21) years as of the award date and hold such rank as may be designated by the Remuneration Committee from time to time are eligible to participate in mm2 PSP. Group Executive Directors and Group Non-Executive Directors (including Independent Directors) of the Group are eligible to participate in mm2 PSP. The participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditor.

mm2 PSP is a share incentive scheme which will allow the Company, *inter alia,* to set specific performance objectives and to provide an incentive for participants to achieve these targets. The directors believe that mm2 PSP will help to achieve the following positive objectives:

(a) Foster an ownership culture with the Group which aligns the interests of Group Executives with the interests of shareholders;

(b) Motivate participants to achieve key financial and operational goals of the Group and/or their respective business units and encourage greater dedication and loyalty to the Group; and

(c) Make total employee remuneration sufficiently competitive to recruit new participants and/or retain existing participants whose contributions are important to the long term growth and profitability of the Group.

mm2 PSP is administered by the Remuneration Committee (the "RC") which comprises three (3) directors, namely Tan Liang Pheng (resigned on 31 May 2024), Mak Chi Hoo and Lei Chee Kong, Thomas.

Persons who are controlling shareholders or associates of a controlling shareholder who meet the criteria above are also eligible to participate in mm2 PSP provided that the participation of and the terms of each grant and the actual number of awards granted under mm2 PSP to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in a separate resolution for each person subject to the following:

(a) The aggregate number of shares comprised in awards granted to controlling shareholders or associates of a controlling shareholder under mm2 PSP shall not exceed 25% of the aggregate number of shares (comprised in awards) which may be granted under mm2 PSP; and

(b) The number of shares available to each controlling shareholder or associate of a controlling shareholder shall not exceed 10% of the shares available under mm2 PSP.

mm2 PSP shall continue in force at the discretion of the RC, subject to a maximum period of ten (10) years commencing on the date on which mm2 PSP is adopted by the Company in general meeting, provided always that mm2 PSP may continue beyond the above stipulated period with the approval of Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

PERFORMANCE SHARE PLAN (CONTINUED)

The Company may deliver shares pursuant to awards granted under mm2 PSP by way of:

(i) Issuance of new shares;

(ii) Delivery of existing shares purchased from the market or shares held in treasury; and/or

(iii) Cash in lieu of shares, based on the aggregate market value of such shares.

The total number of new shares which may be issued pursuant to awards granted under mm2 PSP, when added to (i) the number of new shares issued and issuable in respect of all awards granted thereunder; and (ii) all shares issued and issuable in respect of all awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed 15% of the issued share capital of the Company's post-placement as well as on the day preceding the relevant date of award. The aggregate number of shares available under mm2 PSP shall not exceed 15% of the total issued share capital of the Company post-placement and from time to time.

The Company had granted awards under mm2 PSP to subscribe for 959,400 ordinary shares at an exercise price of $0.5980 per share on 31 May 2017. Subsequently, there were no awards awarded pursuant to mm2 PSP, including the current financial year ended 31 March 2024.

AUDIT COMMITTEE

The members of the Audit Committee (the "AC") at the end of the financial year and at the date of the statement are as follow:

Chia Seng Hee, Jack	(Chairman of AC, Independent Director)
Tan Liang Pheng	(Lead Independent Director, resigned on 31 May 2024)
Lei Chee Kong, Thomas	(Independent Director)

The AC performs the functions in accordance with Section 201B(5) of the Act, the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual and the Code of Corporate Governance. In performing those functions, the AC:

(a) Review quarterly, half-yearly and annual financial statements and independent auditors' report of the Group before submitting to the Board;

(b) Review the audit plan(s) of the independent and internal auditors of the Company and ensure the adequacy of the Group's system of accounting and co-operation given by the Company's management to the independent and internal auditors respectively;

(c) Review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;

(d) Review all non-audit services provided by the independent auditors to the Group to ensure that the nature and extent of such services would not affect the independence of the independent auditors;

(e) Review the adequacy and effectiveness of the Group's and Company's internal controls and risk management systems;

(f) Review the management's assurance confirmation from the Chief Executive Officer and Chief Financial Officer on the financial records and financial statements;

(g) Review the adequacy, effectiveness, independence, scope and results of the independent audit and the Company's internal audit function;

AUDIT COMMITTEE (CONTINUED)

The AC performs the functions in accordance with Section 201B(5) of the Act, the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual and the Code of Corporate Governance. In performing those functions, the AC: (continued)

(h) Review the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed upon;

(i) Review if there is any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;

(j) Make recommendation to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the independent auditor, and approve the remuneration and terms of engagement of the independent auditor;

(k) Review interested person transactions in accordance with the requirements of the Listing Manual;

(l) Review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;

(m) Review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

(n) Review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;

(o) Undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(p) Undertake such other functions and duties as may be required by statute or the Listing Manual, and by such amendments made thereto from time to time;

(q) Review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and

(r) Review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Listing Manual, including such amendments made thereto from time to time.

The AC confirmed that they have undertaken a review of all non-audit services provided by the independent auditor to the Group and is satisfied that the nature and extent of such services would not affect the independence of the independent auditor.

The AC has recommended to the Board of Directors that the independent auditor, CLA Global TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

INDEPENDENT AUDITOR

The independent auditor, CLA Global TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors,

…………………………………………
Ang Wee Chye
Director

…………………………………………
Chia Seng Hee, Jack
Director

14 July 2024

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **mm2 Asia Ltd.** (the "Company") and its subsidiaries (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 March 2024, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Going concern assumption
(Refer to Note 4 to the financial statements)

Area of focus

For the financial year ended 31 March 2024, the Group reported a net loss of $1,945,000 and had current borrowings totaling $121,811,000 that are due for payment or refinancing within the next 12 months in accordance with the terms and conditions set by its lenders.

Notwithstanding the aforementioned financial results, the management of the Group believes that the use of the going concern assumption in the preparation of the financial statements for the financial year ended 31 March 2024 is appropriate after taking into consideration the measures disclosed in Note 4 to the financial statements.

We focused on this area because of the level of subjectivity associated with the assumptions used in the assessment of the going concern of the Group. These assumptions are made by the management of the Group, taking into consideration of their expectations of future events that are believed to be reasonable under the circumstances.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Reviewed the assumptions used by management in their assessment of going concern of the Group through: -
  - Discussions with management and obtained an understanding on the Group's fund-raising and refinancing activities and obtained written representations from management, regarding the feasibility of these plans;
  - Enquiring and obtaining correspondences from the financial institution to obtain an understanding of the terms and progress of the ongoing fund-raising and refinancing activities in negotiations by the Group; and
  - Sighting to summary of indicative terms and conditions of the refinancing activities represented by the management.
- Evaluated management assessment of the Group's ability to continue as a going concern through obtaining management's forecast of the cash flows projection of the Group over the next twelve months from the date of the financial statements and: -
  - Assessed the reasonableness of the key assumptions used by reviewing the Group's historical performance; and
  - Challenged the appropriateness of the key assumptions used by management in the cash flow projection, including timing of cash required for operations, the Group's forecasts of revenue and operating expenses.
- Reviewed minutes of board meetings and relevant committees for any discussion of financial difficulties and future plans, including those up to the date of this report;
- Reviewed events after the financial year end to identify factors relevant, if any, to the going concern assumption used as the basis in the preparation of the financial statements; and
- Reviewed the adequacy and appropriateness of the management's disclosures in the financial statements.

Key Audit Matters (continued)

2. Revenue Recognition
(Refer to Notes 2.3, 3(c) and 5 to the financial statements)

Area of focus

The Group's total revenue amounted to $198,708,000 for the financial year ended 31 March 2024 which was principally contributed by three (3) reportable segments, namely, Content Business, Digital Media and Live Experience Productions and Event Production and Concert Promotion.

Under SFRS(I) 15 *Revenue from Contracts with Customers*, revenue is recognised at an amount that reflects the consideration in the contracts to which the Group expects to be entitled in exchange for promised goods or services to the customers as and when the Group satisfies its performance obligation at a point in time or over time.

We focused on revenue as a key audit matter due to a presumed fraud risk related to revenue recognition. Revenue represents the most significant item and serves as one of the key performance indicators of the Group's financial statements. Moreover, certain revenue streams in the Group are driven by certain terms in the related contracts which would require greater judgement and consideration.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Discussed with management on the processes involved in the respective revenue cycles and performed walkthroughs to confirm our understanding;
- Reviewed and evaluated the Group's revenue recognition policy is in accordance with SFRS(I) 15 *Revenue from Contracts with Customers;*
- Reviewed significant contracts during the financial year to assess whether the revenue is recognised in accordance with the Group's accounting policies as disclosed in Note 2.3 to the financial statements;
- Performed substantive testing, including cut-off procedures, to ascertain revenue are recognised appropriately in the correct financial year;
- Reviewed significant credit notes issued, where applicable, during the financial year and subsequent to the financial year end to ascertain revenue are recognised appropriately in the correct financial year;
- Reviewed management's journal entries to detect any unusual transactions in relation to revenue; and
- Reviewed management's disclosures in the financial statements.

Key Audit Matters (continued)

3. Valuation of non-financial assets

a) Valuation of investment in associated company, mm Connect Pte. Ltd. and its subsidiaries ("mm Connect Group")
(Refer to Notes 2.5(c), 2.13, 2.14, 3(a)(i) and 21 to the financial statements)

Area of focus

As at 31 March 2024, the total investments in associated companies of the Group amounted to \$82,404,000, representing 18% of the total assets in the statements of financial position. Out of the total \$82,404,000, \$79,935,000 pertains to the Group's investment in mm Connect Group, making it a significant part of the Group's investments in associated companies.

In accordance with SFRS(I) 1-36 *Impairment of Assets*, management is required to assess for any indicators of impairment in the investment in mm Connect Group. Due to the continuing net loss and net current liabilities position recorded by the mm Connect Group, management is of the view that there are indicators of impairment in the investment in mm Connect Group and consequently, management is required to perform an impairment assessment to determine the recoverable amount of the investment.

Management applied the value-in-use ("VIU") method to determine the recoverable amount of the investment in mm Connect Group. In preparing the cash flow projections using the VIU method, significant judgements are used to assess the recoverable amounts of the investment which are highly dependent on management's forecasts and estimates which include, but are not limited to, discount rate, growth rate, future projected cash flows and assumptions that are affected by future market and economic conditions. No impairment loss was recognised by the Group for the financial year ended 31 March 2024 as the recoverable amount was more than the carrying amount for investment.

We focused on this area as a key audit matter due to the significance of the investment in mm Connect Group in relation to the total assets of the Group and the inherent uncertainties involved in the estimates and judgements used in the preparation of the forecasts.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- With the assistance of our internal valuation specialist, we have evaluated whether the model and methodology used by management to determine the recoverable amount of the investment in mm Connect Group complies with SFRS(I) 1-36 *Impairment of Assets* and assessed the reasonableness of the growth rate and discount rate used;

- Analysed the future projected cash flows used in the model to determine whether they are reasonable and supportable given the current economic climate and expected future performance of mm Connect Group;

- Evaluated the reasonableness and challenged the appropriateness of key assumptions used by the management, by comparing them against historical forecasts and performance, as well as publicly available market data and considered reasonably possible changes in the key assumptions used; and

- Reviewed management's disclosures in the financial statements.

Key Audit Matters (continued)

3. Valuation of non-financial assets (continued)

b) Valuation of film rights
(Refer to Notes 2.9, 2.14, 3(a)(ii) and 25 to the financial statements)

Area of focus

Film rights amounting to $20,599,000, are integral to the Group's businesses and contributed to approximately 5% of the Group's total assets. These films are identifiable non-monetary assets without any physical substance that can be developed in-house or externally using third parties or acquired or licensed from third parties.

The costs of the film rights, after deducting estimated residual value and accumulated impairment, are amortised proportionally to the estimated projected revenue over their economic beneficial period. The Group recognised amortisation expense relating to film rights totaling to $3,012,000 for the financial year ended 31 March 2024.

Management will review for indicators of impairment in its film rights. Based on management's assessment of film rights, which has indicators of impairment, an impairment assessment of these films is performed by using its forecasted profit or loss over its economic beneficial period to determine the recoverable amount of the respective film rights.

We focused on this area as a key audit matter as the valuation of film rights involved significant management's judgements and estimates.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Reviewed and evaluated the Group's accounting policies for the film rights are in accordance with SFRS(I) 1-38 *Intangible Assets*;
- Assessed the reasonableness of the amortisation expense based on the Group's accounting policies;
- Analysed the future projected revenues used in the model to determine whether they are reasonable and supportable given the current economic climate and expected future performance of the cash-generating unit;
- Challenged the appropriateness of the assumptions used by the management for the respective film rights, by comparing them against historical forecasts and performance, as well as other supportable documentation; and
- Reviewed management's disclosures in the financial statements.

Key Audit Matters (continued)

4. Valuation of financial assets

a) Expected credit loss on trade and other receivables
(Refer to Notes 2.15, 3(b)(i), 14 and 40(b) to the financial statements)

Area of focus

As at 31 March 2024, trade and other receivables amounted to $114,053,000 and have contributed 25% to the Group's total assets, representing one of the most significant components to the financial statements.

With reference to SFRS(I) 9 *Financial Instruments*, the Group applies the simplified approach (lifetime expected credit loss) for its trade receivables and general approach (12 months expected credit losses or lifetime expected credit loss) for its other receivables.

The Group assesses the expected credit loss ("ECL") associated with its trade and other receivables periodically and as at every financial year end. In determining the ECL, the Group uses the relevant historical information to determine the probability of default of the trade and other receivables and incorporated forward-looking information.

We focused the expected credit losses on trade and other receivables as a key audit matter as the carrying amount is significant to the Group and also considered the significant degree of management's estimates and judgements involved in estimating the ECL.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Tested the aging of trade receivables as at the financial year end;
- Evaluated management's assessment and determination of the ECL of the Group's trade and other receivables by reviewing the reasonableness of management's estimations of ECL rates which are based on the historical loss rates for each category of customers and adjusted to reflect current and forward-looking macroeconomic factors and information affecting the ability of the customers to settle the receivables;
- Corroborated the assessment of the ECL for long outstanding trade and other receivables by reviewing historical patterns of receipts, receipts received subsequent to the financial year ended 31 March 2024, and any other evidence for which will resulted in a significant increase in credit risk; and
- Reviewed management's disclosures in the financial statements.

Key Audit Matters (continued)

4. Valuation of financial assets (continued)

b) Fair valuation of investments in films and entertainment events, at fair value through profit or loss ("FVPL")

(Refer to Notes 2.11, 2.15, 3(b)(ii) and 16 to the financial statements)

Area of focus

As at 31 March 2024, investments in films and entertainment events, at FVPL of the Group amounted to $33,816,000, representing 7% of the Group's total assets. The investments in films and entertainment events, at FVPL are recognised and measured in accordance with SFRS(I) 13 *Fair Value Measurement*.

Investments in films and entertainment events, at FVPL of the Group stem from the Group entering into various agreements with multiple parties to invest in the production of films and entertainment events, which entitles the Group to the rights to share the net profits or loss of the films and entertainment events, in accordance with the terms set out in the respective investment agreement.

In accordance with SFRS(I) 13 *Fair Value Measurement*, the fair value of the investments in films and entertainment events, at FVPL, was determined using the income approach, specifically discounted cash flows. The discounted cash flows of each investment were based on key assumptions, including but not limited to, box office performance of films in the same genre and/or involving the potential casts and/or directors, expected returns from hosting the entertainment events, expected costs incurred to generate revenue from the films and entertainment events, and the discount rate used.

Based on their risk profile and significance, the fair value of investment in films and entertainment events with greater uncertainties was determined by an independent valuer, while the remaining investments were valued by management. The methodology and key assumptions used by both the independent valuer and management in determining the fair values were consistent across all investments in films and entertainment events, at FVPL. These investments are classified within Level 3 of the fair value hierarchy.

We focus on this area as the fair value measurement of investments in films and entertainment events, at FVPL involved high degree of uncertainties in the estimates and judgements used by the independent valuer and management during the preparation of the discounted cash flow.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Reviewed investments contracts to understand the terms and conditions of the respective contracts and assess the classification of the Group's investments in films and entertainment events are in accordance with the relevant SFRS(I);
- Obtained and reviewed the independent valuation reports and cash flow projections prepared by the independent valuer and management respectively;
- Evaluated the competencies, expertise and objectivity of the independent valuer engaged by management;
- Together with our internal valuation specialist, reviewed the reasonableness of the valuation methodology and key assumptions used by independent valuer and management in determining the fair values, as well as tested and challenged the underlying assumptions of the calculations;
- Assessed the sensitivity analysis of the key assumptions and judgements on the discounted cash flow based on the reasonably possible change of the estimates and judgements; and
- Reviewed the adequacy and appropriateness of the disclosure made in the financial statements.

Key Audit Matters (continued)

5. Valuation of convertible securities
(Refer to Notes 2.17, 2.18, 30 and 32 to the financial statements)

Area of focus

The Company and its subsidiary, mmLive Pte. Ltd. ("mmLive"), had issued and entered into several convertible securities agreements with varied terms and conditions, necessitating significant judgments to determine their recognition and measurement. Consequently, management has determined that the bonds issued by the Company should be accounted for entirely as financial liabilities at fair value through profit or loss, and the convertible securities issued by mmLive as hybrid financial instruments with a derivative financial instrument component, in accordance with SFRS(I) 9 *Financial Instruments*.

Significant judgments and estimates from management are involved in estimating the fair value of the convertible securities issued by the Company and the derivative financial instrument arising from the issuance of convertible securities by mmLive. The fair values of the convertible securities issued by the Company were assessed by management, whilst the fair values of the derivative financial instrument were determined by an independent valuer.

Key assumptions, including but not limited to, the discount rate used, the probability of certain terms and conditions being exercised, and the selection of comparable companies, were considered during the fair value measurement of the convertible securities issued by the Company and the derivative financial instruments issued by mmLive. The fair values measurement of both financial liabilities are classified within Level 3 of the fair value hierarchy.

We focused on this area because the fair value measurements of the convertible securities issued by the Company and the derivative financial instruments issued by mmLive involved significant judgments and estimates by management, resulting in a high degree of subjectivity.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures were carried out:

- Obtained and reviewed the fair value assessment of the convertible securities issued by the Company and the independent valuation report for the derivative financial instruments issued by mmLive prepared by the management and independent valuer respectively;

- Evaluated the competencies, expertise and objectivity of the independent valuer engaged by management;

- Together with our internal valuation specialist, reviewed the reasonableness of the valuation methodology and key assumptions used by management and independent valuer in determining the fair values of the respective convertible securities and derivative financial instruments, as well as tested and challenged the underlying assumptions of the measurements; and

- Reviewed the adequacy and appropriateness of the disclosure made in the financial statements.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement director on the audit resulting in this independent auditor's report is Loh Hui Nee.

CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
14 July 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year Ended 31 March 2024

	Note	2024 $'000	2023 $'000 *(Restated)*
Continuing operations			
Revenue	5	198,708	133,412
Cost of sales		(145,772)	(105,189)
Gross profit		52,936	28,223
Other income			
- Interest income	8	414	67
- Others	8	855	666
Other (losses)/gains - net			
- Expected credit loss on financial assets, net	9	(5,847)	(564)
- Fair value changes in derivative financial instruments and borrowings, at fair value through profit or loss ("FVPL")	9	4,945	(24,166)
- Others	9	1,189	(1,787)
Expenses			
- Administrative		(21,865)	(15,215)
- Finance	10	(18,786)	(8,780)
Share of losses from associated companies		(11,851)	(517)
Profits/(loss) before income tax		1,990	(22,073)
Income tax expense	11	(3,935)	(686)
Loss from continuing operations		(1,945)	(22,759)
Discontinued operations			
Loss from discontinued operations, net of tax	42(a)	-	(130,820)
Gain on deconsolidation of a subsidiary	42(a)(ii)	-	31,778
Loss from discontinued operations		-	(99,042)
Net loss for the financial year		(1,945)	(121,801)
Other comprehensive income, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation			
- Gains		128	2,103
Items that will not be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation			
- Gains		36	126
Other comprehensive income, net of tax	36(b)	164	2,229
Total comprehensive loss for the financial year		(1,781)	(119,572)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year Ended 31 March 2024

	Note	2024 $'000	2023 $'000 *(Restated)*
Net (loss)/earnings attributable to:			
Equity holders of the Company		(5,650)	(119,720)
Non-controlling interests		3,705	(2,081)
		(1,945)	(121,801)
Net loss attributable to equity holders of the Company relates to:			
Loss from continuing operations		(5,650)	(20,678)
Loss from discontinued operations		-	(99,042)
		(5,650)	(119,720)
Total comprehensive (loss)/earnings attributable to:			
Equity holders of the Company		(5,522)	(117,617)
Non-controlling interests		3,741	(1,955)
		(1,781)	(119,572)
Loss per share ("LPS") for net loss attributable to equity holders of the Company			
Basic LPS (cents)			
From continuing operations	12	(0.19)	(0.74)
From discontinued operations	12	-	(3.55)
Diluted LPS (cents)			
From continuing operations	12	(0.05)	(0.56)
From discontinued operations	12	-	(3.41)

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

STATEMENTS OF FINANCIAL POSITION

As at 31 March 2024

	Note	Group 31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
ASSETS				
Current assets				
Cash and cash equivalents	13	7,783	9,440	14,571
Trade and other receivables	14	114,053	99,710	104,309
Inventories	15	800	800	1,013
Investments in films and entertainment events, at FVPL	16	5,842	4,504	4,555
Other current assets	17	128,704	104,598	72,640
Film products and films under production	18	3,288	3,290	6,004
Income tax receivables		1,101	1,227	1,387
		261,571	223,569	204,479
Non-current assets held for sale	42(b)	96	-	-
		261,667	223,569	204,479
Non-current assets				
Trade and other receivables	14	-	1,858	19,962
Financial assets, at FVPL	19	1,546	1,649	1,701
Investments in associated companies	21	82,404	92,608	3,196
Property, plant and equipment	22	17,174	15,225	59,817
Intangible assets and goodwill	24	41,939	44,330	235,017
Film rights	25	20,599	23,599	28,708
Film intangibles	26	775	1,014	1,110
Investments in films and entertainment events, at FVPL	16	27,974	21,895	21,711
Deferred income tax assets	34	-	-	23
		192,411	202,178	371,245
Non-current assets held for sale	42(b)	-	96	-
		192,411	202,274	371,245
TOTAL ASSETS		454,078	425,843	575,724
LIABILITIES				
Current liabilities				
Trade and other payables	27	91,007	70,599	92,330
Financial liabilities, at FVPL	28	653	-	-
Contract liabilities	29	9,603	16,503	8,149
Borrowings	30	121,811	117,635	154,394
Lease liabilities	31	413	317	28,090
Derivative financial instruments	32	-	-	6
Provisions	33	21	-	-
Current income tax liabilities		4,046	1,232	2,443
		227,554	206,286	285,412
Non-current liabilities				
Trade and other payables	27	-	13,425	-
Borrowings	30	107,234	113,529	55,366
Lease liabilities	31	369	381	23,179
Derivative financial instruments	32	569	-	-
Provisions	33	144	140	5,886
Deferred income tax liabilities	34	4,078	3,938	7,524
		112,394	131,413	91,955
TOTAL LIABILITIES		339,948	337,699	377,367
NET ASSETS		114,130	88,144	198,357

STATEMENTS OF FINANCIAL POSITION

As at 31 March 2024

		Group		
	Note	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	35	258,014	230,602	211,102
Reserves	36	(11,786)	(11,914)	(4,267)
Accumulated losses	37	(173,671)	(168,021)	(48,301)
		72,557	50,667	158,534
Non-controlling interests	20(d)	41,573	37,477	39,823
TOTAL EQUITY		114,130	88,144	198,357

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

STATEMENTS OF FINANCIAL POSITION

As at 31 March 2024

	Note	Company 31 March 2024 $'000	31 March 2023 $'000	1 April 2022 $'000
ASSETS				
Current assets				
Cash and cash equivalents	13	44	415	9,796
Trade and other receivables	14	107,197	89,886	262,572
		107,241	90,301	272,368
Non-current assets held for sale	42(b)	96	-	-
		107,337	90,301	272,368
Non-current assets				
Investments in subsidiaries	20	68,951	68,951	70,226
Investments in associated companies	21	81,509	91,754	2,045
Property, plant and equipment	22	-	22	76
		150,460	160,727	72,347
Non-current assets held for sale	42(b)	-	96	-
		150,460	160,823	72,347
TOTAL ASSETS		257,797	251,124	344,715
LIABILITIES				
Current liabilities				
Trade and other payables	27	59,289	35,803	58,562
Borrowings	30	97,653	84,340	56,820
Lease liabilities	31	-	23	58
		156,942	120,166	115,440
Non-current liabilities				
Trade and other payables	27	-	13,425	-
Borrowings	30	76,789	106,564	38,910
Lease liabilities	31	-	-	19
		76,789	119,989	38,929
TOTAL LIABILITIES		233,731	240,155	154,369
NET ASSETS		24,066	10,969	190,346
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	35	258,014	230,602	211,102
Reserves	36	-	-	9,750
Accumulated losses	37	(233,948)	(219,633)	(30,506)
TOTAL EQUITY		24,066	10,969	190,346

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 March 2024

	Attributable to equity holders of the Company					
	Share capital $'000	Reserves $'000	Accumulated losses $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Group						
2024						
At the beginning of the financial year						
- As previously reported	230,602	(11,935)	(167,131)	51,536	40,070	91,606
- Prior year adjustments (Note 44)	-	21	(890)	(869)	(2,593)	(3,462)
At the beginning of the financial year *(as restated)*	230,602	(11,914)	(168,021)	50,667	37,477	88,144
(Loss)/profits for the financial year	-	-	(5,650)	(5,650)	3,705	(1,945)
Other comprehensive income for the financial year	-	128	-	128	36	164
Total comprehensive income/(loss) for the financial year	-	128	(5,650)	(5,522)	3,741	(1,781)
Issuance of ordinary shares of the Company pursuant to:						
- Rights issue (Note 35(a))	27,906	-	-	27,906	-	27,906
Less: capitalised expenses pertaining to issuance of rights issue (Note 35(a))	(494)	-	-	(494)	-	(494)
	27,412	-	-	27,412	-	27,412
Non-controlling interest arising from incorporation of a subsidiary	-	-	-	-	- *	*
Non-controlling interest arising from acquisition of subsidiary	-	-	-	-	355	355
End of financial year	258,014	(11,786)	(173,671)	72,557	41,573	114,130
2023						
At the beginning of the financial year						
- As previously reported	211,102	(4,270)	(46,677)	160,155	42,337	202,492
- Prior year adjustments (Note 44)	-	3	(1,624)	(1,621)	(2,514)	(4,135)
At the beginning of the financial year *(as restated)*	211,102	(4,267)	(48,301)	158,534	39,823	198,357
Loss for the financial year	-	-	(119,720)	(119,720)	(2,081)	(121,801)
Other comprehensive income for the financial year	-	2,103	-	2,103	126	2,229
Total comprehensive income/(loss) for the financial year	-	2,103	(119,720)	(117,617)	(1,955)	(119,572)
Issuance of ordinary shares of the Company pursuant to:						
- Private Placement (Notes 35(b) and 36(c))	19,500	(9,750)	-	9,750	-	9,750
Disposal of a non-controlling interest in a subsidiary (Note 42(b))	-	-	-	-	(391)	(391)
End of financial year *(restated)*	230,602	(11,914)	(168,021)	50,667	37,477	88,144

** Less than $1,000*

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 March 2024

	Note	Group 2024 $'000	Group 2023 $'000 *(Restated)*
Cash flows from operating activities			
Net loss for the financial year		(1,945)	(121,801)
Adjustments for:			
- Income tax expense	11	3,935	603
- Interest income	8	(414)	(67)
- Finance expenses	10	18,786	15,261
- Depreciation of property, plant and equipment	6	2,907	22,539
- Amortisation of intangible assets	6	2,635	1,633
- Amortisation of film rights	6	3,012	7,779
- Amortisation of film intangibles	6	1,052	549
- Impairment loss on intangible assets and goodwill	6	405	117,677
- Share of losses from associated companies	21	11,851	517
- Rental concession income		-	(967)
- Intangible assets written off	9	-	1
- Inventories written off		-	2
- Property, plant and equipment written off	9	31	95
- Expected credit loss on financial assets, net	9	5,847	531
- Gain on deconsolidation of a subsidiary	42(a)	-	(31,778)
- Gain on disposal of a subsidiary	9	-	(66)
- Gain on disposal of investments in films and entertatinment events	9	(2,282)	-
- Gain on disposal of property, plant and equipment	9	(32)	(57)
- Gain arising from derecognition of leases		-	(57)
- Gain on re-measurement of non-current assets held for sale upon disposal		-	(17)
- Gain on re-measurement of borrowings	9	(144)	-
- Gain on fair value changes for financial liabilities, at FVPL, net	9	(461)	-
- Gain on fair value changes in derivative financial instruments, net	9	(2,762)	(6)
- (Gain)/loss on fair value changes in borrowings, at FVPL, net	9	(2,183)	21,618
- Loss on fair value changes in investment in films and entertainment event, at FVPL, net	5	2,230	512
- Loss on fair value changes in financial assets, at FVPL, net	9	62	-
- Loss on issuance of financial liabilities, at FVPL	9	1,114	-
- Unrealised currency translation losses		327	4,327
		43,971	38,828
Change in working capital, net of effects from deconsolidation and disposal of subsidiaries:			
- Trade and other receivables		(18,289)	949
- Inventories		-	(54)
- Other current assets		(24,922)	(32,807)
- Film products and films under production		(20)	-
- Film intangibles		(818)	(169)
- Investments in films and entertainment events, at FVPL		(7,461)	(1,063)
- Trade and other payables		20,571	(5,407)
- Contract liabilities		(7,274)	10,474
Cash generated from operations		5,758	10,751
Income tax paid		(876)	(1,870)
Net cash provided by operating activities		**4,882**	**8,881**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 March 2024

	Note	Group 2024 $'000	Group 2023 $'000 (Restated)
Cash flows from investing activities			
Cash disposed from deconsolidation of subsidiary	42(a)(ii)	-	(751)
Proceeds from disposal of subsidiaries, net of cash disposed	42(b)(ii)	-	235
Proceeds from disposal of property, plant and equipment		32	83
Interest received		382	35
Acquisition of a subsidiary, net of cash acquired		77	-
Additions to property, plant and equipment		(4,359)	(984)
Additions to intangible assets		(29)	(27)
Government grants received for development of software	24	-	155
Net cash used in investing activities		**(3,897)**	**(1,254)**
Cash flows from financing activities			
Interest paid		(9,368)	(12,669)
Proceeds from issuance of ordinary shares of the Company pursuant to private placement	35(b)	-	9,750
Proceeds from issuance of rights shares	35(a)	27,906	-
Expenses pertaining to issuance of rights shares	35(a)	(494)	-
Proceeds from issuance of convertible securities	30(a)(i) and 30(a)(iii)	14,100	15,350
Proceeds from issuance of Exchangeable Bond	30(a)(v)	-	54,000
Proceeds from borrowings		37,748	30,702
Repayment of borrowings		(71,503)	(85,845)
Repayment of lease liabilities		(504)	(23,566)
Net cash used in financing activities		**(2,115)**	**(12,278)**
Net changes in cash and cash equivalents		(1,130)	(4,651)
Cash and cash equivalents			
Beginning of financial year		8,916	13,608
Effects of currency translation on cash and cash equivalents		(73)	(41)
End of the financial year	13	7,713	8,916

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

Reconciliation of liabilities arising from financing activities

Group	Borrowings				Liabilities	
	Bank borrowings $'000	Convertible securities $'000	Loan notes $'000	Total borrowings $'000	Lease liabilities $'000	Grand total $'000
2024						
Beginning of financial year	121,576	106,564	2,500	230,640	698	231,338
Cash flows						
Net of (repayment of)/proceeds from principal and interest	(37,140)	7,973	200	(28,967)	(535)	(29,502)
Non-cash movement						
Finance expenses	7,990	9,115	340	17,445	27	17,472
Additions during the financial year	-	16,144	-	16,144	466	16,610
Gain arising from fair value changes in borrowings	-	(2,183)	-	(2,183)	-	(2,183)
Acquisition of a subsidiary, net of cash acquired (Note 45(iii))	558	-	-	558	102	660
De-recognition of leases	-	-	-	-	(96)	(96)
Movement in accrued interests	-	(843)	(340)	(1,183)	15	(1,168)
Loss/(gain) on re-measurement of borrowings	560	(704)	-	(144)	-	(144)
Lease modification	-	-	-	-	(32)	(32)
Issuance of convertible securities with embedded derivative instrument (Note 32)	-	(3,331)	-	(3,331)	-	(3,331)
Currency translation differences	(4)	-	-	(4)	137	133
End of financial year	93,540	132,735	2,700	228,975	782	229,757
2023						
Beginning of financial year	149,718	56,579	2,500	208,797	51,269	260,066
Cash flows						
Net of (repayment of)/proceeds from principal and interest	(34,008)	37,529	(81)	3,440	(25,412)	(21,972)
Non-cash movement						
Finance expenses	7,211	4,451	214	11,876	1,830	13,706
Additions during the financial year	-	-	-	-	366	366
Loss arising from fair value changes in borrowings	-	21,618	-	21,618	-	21,618
De-recognition of leases	-	-	-	-	(547)	(547)
Movement in accrued interests	362	(50)	(133)	179	19	198
Rental concession income	-	-	-	-	(967)	(967)
Lease modification	-	-	-	-	18,529	18,529
De-consolidation and disposal of subsidiaries	(962)	(13,563)	-	(14,525)	(44,255)	(58,780)
Currency translation differences	(745)	-	-	(745)	(134)	(879)
End of financial year	121,576	106,564	2,500	230,640	698	231,338

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

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

1 GENERAL INFORMATION

The Company

mm2 Asia Ltd. (the "Company") is listed on the Main Board of Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore. The address of its registered and principal place of business is located at 1002 Jalan Bukit Merah #07-11 Singapore 159456.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries and associated companies are described in Notes 20 and 21 to the financial statements, respectively.

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

2.2 Adoption of new and amended standards and interpretations

On 1 April 2023, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current and prior financial years.

2.3 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. 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.

Performance obligation are satisfied over time, if services is transferred upon the Group (i) provide all of the benefits received and consumed simultaneously by the customer; (ii) creates or enhances an asset that the customer controls as the Group performs; or (iii) does not create an asset with an alternative use to the Group and the Group has enforceable right to payment for performance completed to date. Services that are transferred over time, revenue is recognised over the period of revenue contract by reference to progress towards completion satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the relevant services rendered and have been accepted by the customer.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.3 Revenue recognition (continued)

(a) Content Business

Revenue from the exploitation of copyrights is recognised at a point in time when it permits the customer the rights to use freely and the Group has no remaining obligations to perform.

Producer fee income from production of movies, entertainment events and television programmes and consultancy income is recognised at a point in time upon satisfaction of performance obligation.

Professional services refers to revenue from services of development or pre-production services or production services on motion pictures, video and/or television programme. Revenue is recognised at a point in time when the customer takes control of the deliverables and the performance obligations are fully satisfied.

Revenue from distribution of films to movie distributors and/or theatres and circuits are recognised over time as the benefits from the distribution of the films are simultaneously received and consumed. The amount remitted to the Group are net of taxes, other charges and deductions by movie distributors and/or theatres and circuits of their respective share of the box office sales.

Revenue from licensing is recognised at a point in time when the rights had been transferred to the licensee (i.e. when the licensee has the right to use the film material).

The Group derives revenue from sponsorships associated with the production of films. Sponsorship fees relate to an one-time event. Revenue is recognised at a point in time when the Group has fulfilled the performance obligation of the revenue contracts. Sponsorship advances are deferred until earned pursuant to the sponsorship agreement and are presented as contract liabilities on the consolidated statement of financial position.

(b) Digital Media and Live Experience Productions ("Digital Entertainment")

Digital media production services are services rendered to non-related parties for visual effects, computer-generated imagery services and immersive media works. Revenue is recognised at a point in time or over time depending on the variation of respective contract terms and performance obligation attached.

Digital and live experience production services are services rendered to non-related parties for the development and production of immersive entertainment location-based thematic show. Revenue is recognised at a point in time or over time depending on the variation of respective contract and performance obligation attached.

Revenue from exploitation of copyrights is recognised at a point of time when a fixed fee on non-refundable guarantee under a non-cancellable contract has been entered, which permits the customer the rights to use freely and the Group has no remaining obligations to perform.

Revenue from co-management of events is recognised at a point in time upon completion of the events.

Public relations services refers to the services in management consultancy services and communications and media relations solutions. Revenue from public relations services is recognised over time, as the performance obligation is satisfied over the contract. The percentage of completion is calculated by comparing the actual time cost incurred up to the end of the reporting period as a proportion of the total estimated costs for each contract.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.3 Revenue recognition (continued)

(c) Event Production and Concert Promotion ("Concert and Event")

Revenue from the provision of stage sound system and equipment is recognised at a point in time upon completion of the events.

Revenue from the rendering of technical services is recognised at a point in time when the services are rendered upon completion of the events.

Revenue from artistic performances and other special events, including the related sponsorship received is recognised at a point in time when the events have taken place. When subscription to a number of events is sold, the fee is allocated to each event on a basis which reflects the extent to which services are performed at each event.

Revenue from trading of performance rights is recognised at a point in time when the customer obtains control of the rights.

Revenue from the co-management of exhibition/concert halls is recognised at a point in time upon completion of the events.

Revenue from provision exhibition/concert halls related equipment is recognised at a point in time upon completion of the events.

(d) Others segment

Others segment consist of revenue from social media advertising activities and development of software for interactive digital media, brand consulting services, streaming digital films and short-form content are recognised at a point in time or over time based on the performance obligations.

(e) Interest income

Interest income is recognised using the effective interest method.

(f) Dividend Income

Dividend income is recognised when the right to receive payment is established.

(g) Other income

The income from talent fee, formatting fee and management fee is recognised at a point in time when services are rendered and the amount of income and cost incurred or to be incurred in respect of the transaction can be measured reliably.

2.4 Government grant

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

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 as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Group accounting

(a) Subsidiaries

(i) Consolidation

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 on that control ceases.

In preparing the consolidated financial statements, inter company transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transactions provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interests in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. The accounting policy on the subsequent measurement of goodwill is disclosed in Note 2.8(a) to the financial statements.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Group accounting (continued)

(a) Subsidiaries (continued)

(ii) Acquisitions (continued)

Acquisitions of entities under common control have been accounted for using the pooling-of-interest method. Under this method:

- The consolidated financial statements of the Group have been prepared as if the Group structure immediately after the transaction has been in existence since the earliest date the entities are under common control;
- The assets and liabilities are brought into the consolidated financial statements at their existing carrying amounts from the perspective of the controlling party;
- The consolidated statement of comprehensive income includes the results of the acquired entities since the earliest date the entities are under common control;
- The cost of investment is recorded at the aggregate of the nominal value of the equity shares issued, cash and cash equivalents and fair values of other consideration; and
- On consolidation, the difference between the cost of investment and the nominal value of the share capital of the merged subsidiaries is taken to merger reserve.

(iii) Disposals

When a change in the Group’s ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific SFRS(I).

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

The accounting policy on investment in subsidiaries in separate financial statements of the Company is disclosed in Note 2.13 to the financial statements.

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

(c) Associated companies

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Investments in associated companies are accounted for in the consolidated financial statements and the separate financial statements of the Company using the equity method of accounting less impairment losses, if any.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Group accounting (continued)

(c) Associated companies (continued)

(i) Acquisitions

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint venture represent the excess of the cost of acquisition of the associated companies and joint venture over the Group's share of the fair value of the identifiable net assets of the associated companies or joint venture and are included in the carrying amount of the investments.

(ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of its associated companies' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in associated companies equals to or exceeds its interest in the associated companies, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated companies. If the associated companies subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in associated companies includes any long-term loans for which settlement is never planned nor likely to occur in the future.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(iii) Disposals

Investments in associated companies are derecognised when the Group and the Company loses significant influence and joint control. If the retained equity interest in the former associated company is a financial asset, the retained equity interest is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

The accounting policy on investment in associated companies in the separate financial statements of the Company are disclosed in Note 2.13 to the financial statements.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

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

The initial estimate cost of dismantlement, removal or restoration cost is also recognised as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as consequence of either acquiring the asset or using the asset for purpose other than to produce inventories.

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Motor vehicles	5 years
Computers, office equipment and furniture and fittings	2.5 - 10 years
Tools and equipment	3 - 10 years
Rental equipment	5 - 10 years
Renovation	3 - 10 years
Leasehold properties	51 years and 92 years
Office and retail space	2 - 10 years

Work-in-progress are not subjected to depreciation.

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

Fully depreciated property, plant and equipment still in use are retained in the financial statements until they are no longer in use.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already 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 entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other (losses)/gains - net".

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Leases

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.

(i) Right-of-use assets (presented in "Property, plant and equipment")

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is 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 date and lease incentive 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.

This right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

	Useful lives
Motor vehicles	5 years
Computers, office equipment and furniture and fittings	2.5 - 10 years
Tools and equipment	3 - 10 years
Renovation	3 - 10 years
Office and retail space	2 - 10 years

(ii) Lease liabilities

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

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

- Fixed payment, including in-substance fixed payments, less any lease incentives receivables;
- Variable lease payment that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under a residual value guarantees;
- The exercise price of a purchase option if 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.

For a contract 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 component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be 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 an extension option; or
- There are modifications in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Leases (continued)

When the Group is the lessee (continued):

(iii) Short term and low value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases that have lease term of 12 months or less. Lease payments relating to with these leases are expensed off on a straight-line basis over the lease term.

(iv) Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments. The details of variable lease payments is disclosed in Note 23 to the financial statements.

2.8 Intangible assets and goodwill

(a) Goodwill

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired.

Goodwill on subsidiaries is recognised separately as intangible asset and carried at cost less accumulated impairment losses.

Goodwill on acquisition of associated companies represent the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies and joint ventures are included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries and associated companies include the carrying amount of goodwill relating to the entity sold.

(b) Brands

The brands acquired in business combination are measured at its fair value as at date of acquisition. The brands are subsequently carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of brands are classified either finite or indefinite and based on the limit of period over which the brand is expected to generate benefits and or cash inflows to the Group.

(i) Brand with finite useful life

The brand with finite useful life is amortised over its useful life and assessed for impairment whenever there is indicator that the brand may be impaired. The amortisation period and method is reviewed at each financial year end.

(ii) Brand with indefinite useful life

The brand with indefinite useful life is tested for impairment annually. Such brand is not amortised. The assessment of indefinite useful life is reviewed at each reporting period.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.8 Intangible assets and goodwill (continued)

(c) Content development cost

Costs directly attributable to the development of the content production projects are capitalised as intangible assets only when technical feasibility is demonstrated, the Group has an intention and ability to complete and use the content and the costs can be measured reliably. Such costs include purchases of materials, services and payroll-related costs of employees directly involved in the project.

(d) Acquired rights

Acquired rights comprised of intellectual property rights, film and merchandise rights and participation rights.

Intellectual property rights ("IP rights") are rights acquired by the Group for specific content, conceptual ideas, or film titles. It is initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation on IP rights is calculated on straight-line basis over maximum useful life of ten (10) years, starting from the time the rights are put to use. The amortisation is recognised to profit or loss over its useful life.

For acquired rights that have yet to developed or used will be subject to impairment assessment on annual basis. For acquired rights that have been amortised, an impairment assessment will be conducted whenever there is an indication that it may impaired.

(e) Software under development

Research costs are recognised as an expense when incurred. Costs directly attributable to the development of software are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the software and the costs can be measured reliably. Such costs include purchases of materials and services and payroll-related costs of employees directly involved in the project.

Software under development will not be amortised and will be transferred to software when it is developed and available for intended use.

(f) Software

Software are stated at cost less accumulated amortisation and accumulated impairment losses. Software less estimated residual value and accumulated impairment losses, are amortised on straight-line method over the estimated useful lives of five (5) years. It will be subject to impairment assessment whenever there is an indication that it may be impaired.

(g) Other intangible assets

Other intangible assets are stated at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation of other intangible assets is calculated using the straight-line method to allocate their depreciable amount over its estimated useful life.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.9 Film rights

Film rights represents films and drama produced by the Group which have been commercially released and other film rights acquired by the Group. Film rights consists of the following:

(a) Film and drama rights

Film and drama rights are produced by the Group and are stated at cost less accumulated amortisation and accumulated impairment losses. These rights, less estimated residual value and accumulated impairment losses, are amortised in proportion to the estimated projected revenue over their economic beneficial period subject to a maximum of five (5) years. Additional amortisation and/or impairment loss will be made if future estimated projected revenue is adversely different from the previous estimation. Estimated projected revenue are reviewed at regular intervals.

(b) Other film rights

(i) Intellectual property rights (“IP")

IP rights are rights acquired by the Group that has yet to be developed and are stated at cost less accumulated amortisation and accumulated impairment. The IP rights are amortised on a straight-line basis over a maximum useful life of ten (10) years upon the usage of such rights to profit or loss. IP rights are subject to impairment assessment whenever there is an indication that it may impaired.

(ii) Adaptation rights

Adaptation rights are rights acquired by the Group that allows the Group to make derivative works based on an existing works such as novels, films, dramas etc. These rights are recognised at cost and subjected to impairment assessment annually.

(iii) Short-form video contents

Short-form video contents (other than films and drama series) are short in length and produced or acquired by the Group. These will be stated at cost and subsequently amortised over a maximum period of ten (10) years, less any accumulated amortisation and accumulated impairment. Short-form video content are subject to impairment assessment whenever there is an indication that it may impaired. The useful lives of these short-form content will be reviewed annually.

2.10 Film intangibles

Film intangibles represents films/drama acquired by the Group for distribution over a definitive licence period. The Group intends to exploit the distribution rights through its own distribution channels.

Film intangibles are amortised over the economic beneficial period subject to the maximum of the license period when the film is released.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.11 Investments in films and entertainment events, at FVPL

The Group had entered into various agreements with multiple parties to invest in the production of films and entertainment events, which entitles the Group to certain rights in connection with the investments and the rights to share the net profits or loss of the films and entertainment events, in accordance with the terms of the respective investment agreements.

At initial recognition, the costs of the investments are on the cash considerations for these investments. The carrying amounts as at the end of the reporting period represented the fair values of the estimated net future cash flows from these investments attributable to the Group.

If the share of the proceeds receivable from external parties is higher than the equivalent film and entertainment event investment, the investment made a profit and the proportionate profit to be received from the external parties is recognised as "Fair value gain on investment in films and entertainment events, at FVPL" in revenue of the Group. If the investment made a loss and the proportionate loss to be deducted against the investment, it is recognised as "Fair value loss on investment in films and entertainement events, at FVPL" in revenue of the Group.

2.12 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method.

2.13 Investments in subsidiaries and associated companies

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

Investments in associated companies is accounted using the equity method of accounting less impairment losses, if any, in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.14 Impairment of non-financial assets

(a) Intangible assets - Goodwill

Goodwill recognised separately as an intangible asset 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 to each of the Group's cash-generating units ("CGU") 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 to sell 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 as an expense and is not reversed in a subsequent period.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.14 Impairment of non-financial assets (continued)

(b) Property, plant and equipment
Film rights
Film intangibles
Intangible assets
Film products and films under production
Investments in subsidiaries and associated companies

Property, plant and equipment, film rights, film intangibles, intangible assets, film products and films under production and investments in subsidiaries and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) 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.

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2.15 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:
- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); and
- Fair value through profit or loss ("FVPL")

The classification depends on the Group’s business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when its business model for managing those assets changes.

<u>At initial recognition</u>

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

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.15 Financial assets (continued)

(a) Classification and measurement (continued)

At subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables, unquoted debt securities and investment in films and entertainment events, at FVPL.

There are three subsequent measurement categories, depending on the Group's business model for managing the assets and the cash flow characteristic of the assets.

- *Amortised cost:*

  Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired.

  Interest income from these financial assets is recognised using the effective interest rate method.

- *Fair value through other comprehensive income ("FVOCI"):*

  Debt instruments that are held for collection of contractual cash flows and for sale where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income ("OCI") and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "Other (losses)/gains - net".

  Interest income from these financial assets is recognised using the effective interest rate method and presented in "Interest income".

- *Fair value through profit or loss ("FVPL"):*

  Debt instruments, that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented "Other (losses)/gains - net".

  The accounting policy for investment in films and entertainment events, at FVPL is disclosed in Note 2.11 to the financial statements.

(ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "Other (losses)/gains- net", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "Fair value gains/(losses)" in OCI. Dividends from equity investments are recognised in profit or loss as "Dividend income".

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.15 Financial assets (continued)

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 40(b) to the financial statements details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other receivables, the general 3 stage approach is applied. Credit loss allowance is based on 12 months expected credit loss if there is no significant increase in credit risk since recognition of the assets. If there is significant increase in credit risk since initial recognition, lifetime credit loss will be calculated and recognised.

(c) Recognition and derecognition

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

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that assets is reclassified to profit or loss.

On disposal of an equity investment, the difference in the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

2.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.17 Borrowings

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

Modification of contractual cash flows

When there are changes to the initial terms and conditions on the financial instrument ("Re-negotiated terms"), the Group will assess the financial instrument on a qualitative or quantitative basis to determine if the modification is substantial. If there is a substantial modification, the existing liability is derecognised and a new financial liability is recognised. Otherwise, the difference arising from the present value of the contractual cash flows between the initial and re-negotiated terms is recognised in profit or loss under “Other (losses)/gains - net” at the date of modification.

(a) Borrowings

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.

(b) Convertible securities

The total proceeds from convertible securities issued are allocated to the liability component and the equity component which are separately presented on the statement of financial position.

The liability component is recognised initially at its fair value, determined using a market interest rate for equivalent non-convertible securities. It is subsequently carried at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the bonds and notes.

The difference between the total proceeds and the liability component is allocated to the embedded equity conversion option (equity component), which is presented in equity net of any deferred tax effect. The carrying amount of the conversion option is not adjusted in subsequent periods. When the conversion option is exercised, the carrying amounts of the liability and equity components are transferred to the share capital. When the conversion option lapses, its carrying amount is transferred to retained profits.

If the conversion option in a convertible securities are settled other than by the exchange of a fixed amount of cash or other financial asset for a fixed number of the issuer's own equity instruments, the conversion option is an embedded derivative component carried at fair value with changes in fair value recognised in profit or loss.

When the conversion option of the convertible securities is an embedded derivative, the fair value of embedded derivative is calculated first and the residual value is assigned to the liability component.

Convertible securities issued by the Group and the Company may be classified entirely as financial liabilities designated at fair value through profit or loss if the convertible securities is a hybrid contract with multiple conversion options. All transaction costs related to the financial instrument designated as fair value through profit or loss are expensed as incurred. Any changes in the fair value as at reporting date are recognised in profit or loss.

2.18 Derivative financial instruments

A derivative financial instrument for which no hedge accounting is applied is initially recognised its fair value on the date the contract is entered into and is subsequently carried at its fair value. Changes in its fair value are recognised in profit or loss. The Group does not apply hedge accounting for its derivative financial instrument.

Derivative liability arising from convertible securities

When the conversion option of the convertible securities is an embedded derivative, the fair value of embedded derivative is calculated first and the residual value is assigned to the liability component. The embedded derivative liability will be measured subsequently at fair value for each reporting period and the fair value changes would be recognised in "Other (losses)/gains - net" in profit or loss. The liability component is measured subsequently at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption of the convertible bonds and notes.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.18 Derivative financial instruments (continued)

Interest rate swaps

The Group entered into interest rate swaps to manage the Group's exposure of interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts. A derivative financial instrument will be recognised initially at fair value on the date the contract is entered into and is subsequently carried at its fair value. The fair value changes on the interest rate swaps are recognised immediately in profit or loss.

2.19 Financial guarantees

The Group and the Company have issued corporate guarantees to banks for bank borrowings of its subsidiaries and associated company. These guarantees are financial guarantees as they require the Group and the Company to reimburse the banks if the subsidiaries or associated company fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-Group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2.20 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group and the Company prior to the end of the financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

Trade payables settled via electronic cash transfer are derecognised when the Group has no ability to withdraw, stop or cancel the payment, and has lost the practical ability to access the cash as a result of the electronic payment instruction, and the risk of a settlement not occurring is insignificant.

2.21 Film products and films under production

Films and drama series under production includes production costs, costs of services, direct labour costs and facilities in the creation of films. Upon completion, these films and drama series under production are reclassified as film products. Films under production are accounted for on a film-by-film or drama-by-drama basis and are stated at cost less any accumulated impairment losses.

Film and drama series products are stated at cost less accumulated impairment losses. Upon commercial release, these film and drama products are reclassified as film rights and are included in non-current assets. Cost of film products are accounted for on a film-by-film basis which includes production costs, costs of services, direct labour costs and facilities in the creation of a film. When the films and drama products are sold outright, the production costs will be recognised in profit or loss.

2.22 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in first-out method. Cost include all costs of purchase and/or cost of developing the concept and content and other cost incurred in bringing inventories to present locations. Net realisable value is the estimated selling price in the ordinary course of business less selling expenses.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.23 Other current assets

Other current assets, comprise of costs incurred in fulfilling a contract with a customer, are recognise only if:

(a) these costs relate directly to a contract or to an anticipated contract which the Group can specifically identify;

(b) these costs generate or enhance resources of the Group that will be used in satisfying performance obligations in the future; and

(c) the costs are expected to be recovered.

Otherwise, such costs are recognised as an expense immediately.

The assets recognised are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. An impairment loss is recognised in the profit or loss to the extent that the carrying amount of these other current assets exceeds the expected remaining consideration less any directly related costs not yet recognised as expenses.

2.24 Income taxes

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 reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and consider whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provide a better prediction of the resolution of the uncertainty.

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

A deferred income tax liability is recognised on temporary differences, arising on investment in subsidiaries, associated companies and joint venture, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) At the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and

(ii) Based on the tax consequence that will follow from the manner in which the Group expect, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income and expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits similar to accounting for other tax credits where a deferred tax asset is recognised for unused tax credits to the extend that it is probable that future taxable profits will be available against which the unused tax credits can be utilised.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.25 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in profit or loss as finance expense.

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

Provisions for asset dismantlement, removal or restoration are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amounts have been reliably estimated.

The Group recognises the estimated costs of dismantlement, removal or restoration of items of property, plant and equipment arising from the acquisition or use of assets. This provision is estimated based on the best estimate of the expenditure required to settle the obligation, taking into consideration the time value of money.

Changes in the estimated timing or amount of the expenditure or discount rate for asset dismantlement, removal and restoration costs are adjusted against the cost of the related property, plant and equipment, unless the decrease in the liability exceeds the carrying amount of the asset or the asset has reached the end of its useful life. In such cases, the excess of the decrease over the carrying amount of the asset or the changes in the liability is recognised in profit or loss immediately.

2.26 Employees' compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) 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 in Singapore, Employee Provident Fund in Malaysia and Mandatory Provident Fund in Hong Kong on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision when contractually obliged to pay or when there is a past practice that has created a constructive obligation to pay.

(c) Performance shares

Benefits to employees including the directors are provided in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("Equity-settled transactions"). The fair value of the employee services rendered is determined by reference to the fair value of the shares awarded or rights granted, excluding the impact of any non-market vesting conditions. These are fair valued based on the market price of the entity's share on grant date. This fair value is charged to profit or loss over the vesting period of the share-based payment scheme, with the corresponding increase in equity. The value of the charge is adjusted in profit or loss over the remainder of the vesting period to reflect expected and actual quantities vested, with the corresponding adjustment made in equity.

Cancellations of grants of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) are accounted for as an acceleration of vesting, therefore any amount unrecognised that would otherwise have been charged is recognised immediately in profit or loss.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.26 Employees' compensation (continued)

(d) Employee leave entitlement

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

2.27 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar ("$" or "SGD") and all values are rounded to the nearest thousand ($'000) except otherwise indicated, which is the functional currency of the Group and of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("Foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange 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. Monetary items include primarily financial assets (other than equity investments), contract assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income within "Finance expense". All other exchange gains and losses impacting profit or loss are presented in the consolidated statement of comprehensive income within "Other (losses)/gains - net".

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

(c) Translation of Group entities' financial statements

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

(i) Assets and liabilities are translated at the closing exchange rates at the reporting date;

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

(iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operations.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.28 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision-maker whose members are responsible for allocating resources and assessing performance of the operating segments.

2.29 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are presented as current borrowings on the consolidated statement of financial position. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.30 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.31 Dividends to Company's shareholders

Dividends to Company's shareholders are recognised in equity in the period in which they are declared.

2.32 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are 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:

(a) represents a separate major line of business or geographical area of operations; or

(b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

2.33 Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. A contract liability is recognised when the payment is made or when an invoice is issued before the Group transfers goods or services to the customer. Contract liabilities are recognised as revenue when the Group performs under the contract.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under circumstances.

The Group’s assessment on valuation of film rights, film intangibles and film inventories, expected credit loss on trade and other receivables, impairment of goodwill and revenue recognition based on their best estimates, market conditions and information available at the end of the reporting period. Details on these areas which involve significant judgement and estimation uncertainty are further disclosed below.

(a) Valuation of non-financial assets

(i) Valuation of investment in associated company, mm Connect Group

Investment in the associated company, mm Connect Group is initially stated at cost and adjusted to recognise the Group's share of mm Connect Group's post-acquisition profits or losses in its profit and loss and its share of movement in other comprehensive income of mm Connect Group's other comprehensive income.

Under SFRS(I) 1-36 *Impairment of Assets*, management is required to assess for any indicators of impairment in the investment in mm Connect Group. Due to the continuing net loss and net current liabilities position recorded by the mm Connect Group, management is of the view that there are indicators of impairment in the investment in mm Connect Group and consequently, management is required to perform an impairment assessment to determine the recoverable amount of the investment.

Management applied the VIU method to determine the recoverable amount of the investment in mm Connect Group. In preparing the cash flow projections using the VIU method, significant judgements are used to assess the recoverable amounts of the investment which are highly dependent on management’s forecasts and estimates which include, but are not limited to, discount rate, growth rate, future projected cash flows and assumptions that are affected by future market and economic conditions.

The Group believes that any reasonably possible change in the key assumptions are not likely to cause the recoverable amount of the investment to be materially lower than the related carrying amount.

The carrying amount of the investment in mm Connect Group is disclosed in Note 21 to the financial statements.

(ii) Valuation of film rights

The costs of film rights, less estimated residual values and accumulated impairment, are amortised in proportion to the estimated projected revenues over the economic beneficial period. The amortisation period and method for films rights will be reviewed annually and it will be subject to impairment assessment whenever there is an indication that it may be impaired. Additional amortisation and/or impairment are made if estimated projected revenues are materially different from the previous estimation.

In determining the total projected revenues of each film rights, management uses on the historical performance of similar films, incorporating factors such as the past box office record of the leading actors and actresses, the genre of the film, anticipated performance in the home entertainment, television and other ancillary markets, and agreements for future sales and exploitations.

These estimated projected revenues can change significantly due to a variety of factors. Based on information available on the actual results of film rights, management reviews and revises, when necessary, the estimated projected revenues at regular intervals. The carrying amounts of film rights as at 31 March 2024 and 2023 are disclosed in Note 25 to the financial statements, respectively.

If the estimated projected revenue differs by 10% reduction from management’s estimates, the impact to the carrying amount of the films rights is not material as at 31 March 2024, 2023 and 2022 respectively.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(b) Valuation of financial assets

(i) Expected credit loss on trade and other receivables

Expected credit losses ("ECL") on trade and other receivables are probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Group had used simplified approach (lifetime expected credit loss) for its trade receivables and general approach (12 months expected credit losses or lifetime expected credit loss) for its other receivables.

In determining the ECL, the Group uses the relevant historical information to determine the probability of default of the instruments and incorporated forward-looking information.

Notwithstanding the above, the Group evaluates the ECL on trade and other receivables in financial difficulties separately.

The carrying amounts of trade and other receivables and details of ECL allowance are disclosed in Notes 14 and 40(b) to the financial statements respectively.

(ii) Valuation of investments in films and entertainment events, at FVPL

Investments in films and entertainment events, at FVPL of the Group arises from the Group entering into various agreements with multiple parties to invest in the production of films and entertainment events, which provides the Group with an entitlement to the rights to share the net profits or loss of the films and entertainment events, in accordance with the terms set out in the respective investment agreement.

At initial recognition, the costs of the investments are based on the cash consideration for these investments. The carrying amounts as at the end of the reporting period represents the fair values of the estimated net future cash flows from these investments attributable to the Group.

The fair value of the investments in films and entertainment events, at FVPL, was determined using the income approach, specifically discounted cash flows. The discounted cash flows of each investment were based on key assumptions, including but not limited to, box office performance of films in the same genre and/or involving the potential casts and/or directors, expected returns from hosting the entertainment events, expected costs incurred to generate revenue from the films and entertainment events, and the discount rate used.

If the estimated net profits or loss differs by 10% reduction management's estimates, the carrying amount of the investments in films and entertainment events, at FVPL would have been lower by $3,294,000 (2023: $2,553,000) as at 31 March 2024.

If the discount rate increase by 1% from management's estimates, the carrying amount of the investments in films and entertainment events, at FVPL would have been lower by $524,000 (2023: $308,000) as at 31 March 2024.

The carrying amount of investments in films and entertainment events are disclosed in Note 16 to the financial statements.

(c) Revenue recognition

The Group derives its revenue from three (3) main reportable segments, mainly content business, digital entertainment, and concert and event.

Under SFRS(I) 15 *Revenue from Contracts with Customers,* revenue is recognised at an amount that reflects the consideration in the contracts to which the Group expects to be entitled in exchange for promised goods or services to the customers as and when the Group satisfies its performance obligation at a point in time or over time.

Certain revenue streams in the Group are driven by the relevant terms and conditions which are varied, complex and depends on the substance of the arrangement. As a result, the recognition of the revenue generated in any given period requires significant judgement and consideration.

The related accounting policies and details about the revenue of the Group are disclosed in Notes 2.3 and 5 to the financial statements.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(d) Valuation of convertible securities

The Company and its subsidiary, mmLive, had issued and entered into several convertible securities agreements with varied terms and conditions, requiring significant judgments from management to determine their recognition and measurement. Consequently, management has determined that the bonds issued by the Company should be accounted for entirely as financial liabilities at fair value through profit or loss, and the convertible securities issued by mm Live as hybrid financial instruments with a derivative financial instrument component, in accordance with SFRS(I) 9 Financial Instruments.

Significant judgments and estimates from management are involved in estimating the fair value of the convertible securities issued by the Company and the derivative financial instrument arising from the issuance of convertible securities by mmLive.

Key assumptions, including but not limited to, the discount rate used, the probability of certain terms and conditions being exercised, and the selection of comparable companies, were considered during the fair value measurement of the convertible securities issued by the Company and the derivative financial instruments issued by mmLive.

The carrying amount of the convertible securities and derivative financial instruments are disclosed in Notes 30 and 32 to the financial statements respectively.

4 PREPARATION OF THE GROUP'S FINANCIAL STATEMENTS ON GOING CONCERN BASIS

The financial statements of the Group and the Company have been prepared on a going concern basis as the Group and the Company are able to meet their liabilities as and when they fall due. In the current financial year, the Group incurred a net loss from its continuing operations of $1,945,000 (2023: $22,759,000) and, as of that date, the Group's current assets exceeded its current liabilities by $34,113,000 (2023: $17,283,000).

Additionally, the Group has total borrowings of $121,811,000 (2023: $117,635,000), due for repayment within the 12 months from the financial year ended 31 March 2024 which exceeded the Group's cash and cash equivalents as at 31 March 2024 amounting to $7,783,000 (2023: $9,440,000).

The Group and the Company have implemented several measures to navigate through the current challenging environment effectively, and the Management will continue to explore options and measures to maintain a sustainable capital structure and reduce the aggregate leverage of the Group.

(a) Improvement in the financial performance and financial position

During the financial year ended 31 March 2024, the Group incurred a net loss from continuing operations of $1,945,000 (2023: $22,759,000). However, if the share of losses of an associated company (cinema business) amounting to $11,720,000 were excluded, the Group would have reported a net profit of $9,775,000. Furthermore, as disclosed in Note 43 to the financial statements, the Group achieved a positive EBITDA of $40,181,000 (2023: $24,459,000) and generated cash inflows of $4,902,000 from operating activities for the financial year ended 31 March 2024.

The financial metrics of the Group have improved significantly compared to previous financial years. This improvement was attributed to the lifting of the COVID-19 pandemic restrictions and the resumption of business activities, particularly large-scale live entertainment events.

(b) The following corporate and/or fund raising exercise were completed in the financial year ended 31 March 2024:

(i) As disclosed in Note 35(a) to the financial statements, on 26 January 2024, the Company successfully allotted 1,395,304,000 Right Shares to subscribers at an issue price of $0.02 for each rights share, on the basis of one (1) rights share for every one (2) existing ordinary shares in the capital of the Company. The gross proceeds raised by the Company from the rights issue is approximately $27,906,000. The transaction cost in relation to the issuance of rights shares are amounted to $494,000 was capitalised as part of the transaction.

4 PREPARATION OF THE GROUP'S FINANCIAL STATEMENTS ON GOING CONCERN BASIS (CONTINUED)

(b) The following corporate and/or fund raising exercise were completed in the financial year ended 31 March 2024: (continued)

(ii) As disclosed in Note 30(a) to the financial statements, during the current financial year ended 31 March 2024, mmLive Pte. Ltd. ("mmLive"), a wholly owned subsidiary of the Company, has entered into convertible securities agreements with various subscribers ("Bondholders") to issue unsecured convertible securities ("mmLive CS") totaling $14,100,000 ("CN-2"), carrying a coupon rate of 6% per annum and matures on the third anniversary of their respective dates of issue.

(iii) As disclosed in Note 30(a) to the financial statements, during the current financial year ended 31 March 2024, mmLive had issued another convertible debt securities ("CN-3") to fully settle the principal amount of convertible securities issued by mm Connect Pte. Ltd. ("mm Connect"), an associated company and former wholly-owned subsidiary of the Company, totaling $16,170,000 ("mm Connect CS"). Consequently, the subscribers of mm Connect CS have entered into separate subscription agreement with mmLive, mm Connect and the Company to carry out the settlement. Any accrued but unpaid interest due to these subscribers under the mm Connect CS will be paid in cash or by issuing additional mmLive CS.

(c) The following sources of funding are expected to be available to the Group for the next 12 months from the date of the financial statements:

(i) The Group is currently engaged in continuous discussions with various lenders to obtain letters of waiver for certain compliance requirements stipulated in the facility agreements, refinance existing loans and/or extend the tenure of existing loans. Subsequent to the financial year ending 31 March 2024, one of the financial institutions of the Group and the Company has specifically agreed in principle to defer the loan principal repayments, totaling $70,150,000 which are due at the end of the financial year ending 31 March 2025.

In connection with the refinancing activity disclosed above, the Group has also obtained support from existing and one new financial institution, with fresh funds of up to $10,000,000, and negotiations with other lenders are ongoing.

The Group will kick start the process of refinancing its remaining current borrowings amounting to $51,661,000 once the approval in principle to refinance $70,150,000 has been formalised. Based on past practices, the Group has managed to successfully refinance these borrowings as the Group has always paid the interest arising from these borrowings on a timely basis. Furthermore, based on the Group's cash flow forecast for the next 12 months, management is of the view that the Group will be able to have sufficient cash flow to service these borrowings.

These refinancing activities are crucial for the Group to maintain sufficient working capital. Based on the Group's successful negotiations with lenders in both previous and current financial years, there is cautious optimism that these stakeholders will continue their support in the coming financial years.

(ii) The Group is exploring the possibility for the sale of certain assets, with expected proceeds ranging between $20,000,000 to $36,000,000. As of the date of this report, these negotiations are ongoing with the interested parties.

(iii) The Group is also exploring different avenues to raise funds and is currently in advanced negotiations with several strategic investors to raise further fundings for the Group, with proceeds amounting up to $40,000,000. This fund-raising exercise is expected to be completed by September 2024.

Arising from the fund-raising exercises described above, the Group, as was assisted by supportive financial institutions, has a positive outlook of raising total proceeds between $60,000,000 to $70,000,000 within the next 12 months from the financial year ended 31 March 2024. Consequently, this puts the Group in a better position to engage with its lenders to review the terms and conditions of its existing credit facilities and compliance with loan covenants.

Based on the above measures in Notes 4(a), (b) and (c) to the financial statements, the Directors of the Company are of the opinion that the going concern basis in preparing the consolidated financial statements under the going concern assumption for the financial year ended 31 March 2024 is appropriate.

The financial statements did not include any adjustments that may result in the event that the Group unable to continue as a going concern. In the event that the Group is unable to continue as a going concern, adjustments may need to be made to reflect the situation where assets may need to be realised other than at their current recorded amounts in the statement of financial position. Additionally, the Group may have to provide for further liabilities that might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively.

5 REVENUE

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following types of services and geographical regions.

Group	2024 $'000	2023 $'000 *(Restated)*
Continuing operations		
At a point in time	186,986	126,281
Over time	13,952	7,643
	200,938	133,924
Loss on fair value changes in investments in films and entertainment events, at FVPL (Note 16)	(2,230)	(512)
	198,708	133,412
Disaggregation of revenue		
Content business	115,143	98,020
Digital entertainment	6,954	2,290
Concert and event	74,333	28,990
Others	2,278	4,112
	198,708	133,412
Geographical regions based on location of customers		
Singapore	53,976	37,701
Malaysia	29,664	8,604
People's Republic of China	51,962	29,787
Taiwan	28,264	41,363
Hong Kong	23,573	14,229
Others	11,269	1,728
	198,708	133,412

6 EXPENSES BY NATURE

The Group's profits/(loss) before income tax is derived from charging the following:

Group	Note	2024 $'000	2023 $'000 *(Restated)*
Continuing operations			
Amortisation of intangible assets	24	2,635	1,632
Amortisation of film rights	25	3,012	7,779
Amortisation of film intangibles	26	1,052	549
Artistes fees for concert and event		20,266	6,616
Concerts and events hosting		18,500	7,213
Depreciation of property, plant and equipment	22	2,907	2,120
Directors' fees:			
- For Directors of the Company		248	248
- For directors of the subsidiaries		183	196
Employees' compensation	7	13,049	12,385
Production and distribution of film costs		88,921	71,215
Impairment loss on intangible assets and goodwill	24	405	-
Professional fees		3,007	2,730
Rental expense on low value assets and variable lease payments	23(e)	648	840
Travelling and transportation		2,245	1,317

7 EMPLOYEES' COMPENSATION

	2024 $'000	2023 $'000
Group		
Continuing operations		
Wages and salaries	11,033	10,472
Employer's contribution to defined contribution plans	1,033	1,194
Other short-term benefits	983	719
	13,049	12,385

8 OTHER INCOME

	2024 $'000	2023 $'000
Group		
Continuing operations		
Interest income	414	67
Government grants (Note 8(a))	376	353
Miscellaneous income	479	313
	1,269	733

(a) The government grants include M-assist grant from Infocomm Media Development Authority of Singapore ("IMDA"), spring grant, wage credit scheme, temporary employment credit, special government credit.

9 OTHER (LOSSES)/GAINS - NET

	Note	2024 $'000	2023 $'000 *(Restated)*
Group			
Continuing operations			
Expected credit loss on financial assets at amortised cost, net		(5,847)	(564)
Gain on fair value changes in derivative financial instruments, net	32	2,762	6
Gain/(loss) on fair value changes in borrowings, at FVPL, net		2,183	(24,172)
		4,945	(24,166)
Intangible assets written off	24	-	(1)
Property, plant and equipment written off		(31)	(34)
Gain arising from derecognition of leases		-	1
Gain on disposal of a subsidiary	42(b)(ii)	-	66
Gain on disposal of investment in films and entertainment event		2,282	-
Gain on disposal of property, plant and equipment		32	57
Gain on re-measurement of borrowings		144	-
Gain on re-measurement of non-current assets held for sale upon disposal		-	17
Loss on fair value changes in financial assets, at FVPL, net	19	(62)	-
Loss on issuance of financial liabilities, at FVPL	28	(1,114)	-
Gain on fair value changes for financial liabilities, at FVPL, net	28	461	-
Currency exchange losses, net		(524)	(1,901)
Others		1	8
		1,189	(1,787)
		287	(26,517)

10 FINANCE EXPENSES

	2024 $'000	2023 $'000
Group		
Continuing operations		
Interest expense on:		
- Bank borrowings	9,273	7,905
- Bank overdraft	25	56
- Convertible securities	9,115	537
- Loan notes	340	249
- Lease liabilities (Note 23(c))	27	27
	18,780	8,774
Unwinding of discount on:		
- Provision for restoration costs (Note 33)	6	6
	18,786	8,780

11 INCOME TAX EXPENSES

Tax expense attributable to profits/(loss) is made up of:

	2024 $'000	2023 $'000 *(Restated)*
Group		
Profits/(loss) for the financial year:		
Current income tax - Singapore	3,747	950
Deferred income tax	371	(384)
	4,118	566
Under/(over) provision in prior financial years:		
Current income tax		
- Singapore	3	(7)
- Foreign	27	11
	30	4
Deferred income tax	(213)	116
	(183)	120
Income tax expense from continuing operations	3,935	686
Income tax credit from discontinued operations (Note 42(a)(i))	-	(83)
	3,935	603

11 INCOME TAX EXPENSES (CONTINUED)

The tax on the Group's profits/(loss) before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

Group	2024 $'000	2023 $'000 (Restated)
Profits/(loss) before income tax from:		
- Continuing operations	1,990	(22,073)
- Discontinued operations (Note 42(a)(i))	-	(130,903)
	1,990	(152,976)
Share of losses from associated companies, net of tax (Note 21)	11,851	517
	13,841	(152,459)
Tax calculated at tax rate of 17% (2023: 17%)	2,353	(25,918)
Effects of:		
- Differential of tax rates in foreign countries	113	(428)
- Expenses not deductible for tax purposes	4,542	28,677
- Income not subject to tax	(975)	(367)
- Tax incentives and rebates	(1,317)	(43)
- Deferred tax assets not recognised during the financial year	154	1,618
- Utilisation of deferred tax assets not recognised in prior financial years	(184)	(1,051)
- Under provision of income tax in prior financial years	30	4
- (Over)/under provision of deferred income tax in prior financial years	(213)	116
- Others	(568)	(2,005)
Tax charge	3,935	603

12 LOSS PER SHARE

(a) Basic loss per share

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

	Continuing operation		Discontinued operation		Total	
	2024	2023 (Restated)	2024	2023	2024	2023 (Restated)
Net loss attributable to equity holders of the Company ($'000)	(5,650)	(20,678)	-	(99,042)	(5,650)	(119,720)
Weighted average number of ordinary shares outstanding ('000)	3,042,911	2,787,404	-	2,787,404	3,042,911	2,787,404
Basic loss per share (cents)	(0.19)	(0.74)	-	(3.55)	(0.19)	(4.30)

12 LOSS PER SHARE (CONTINUED)

(b) Diluted loss per share (continued)

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has dilutive potential ordinary shares from the convertible securities and free detachable warrants issued from one of its convertible securities issued by the Company on 1 January 2023 and 30 December 2022 respectively. The diluted loss per share has been retrospectively adjusted.

Diluted loss per share for continuing operations and discontinued operations attributable to equity holders of the Company is calculated as follows:

	Continuing operation		Discontinued operation		Total	
	2024	2023 *(Restated)*	2024	2023	2024	2023 *(Restated)*
Net loss attributable to equity holders of the Company ($'000)	(5,650)	(20,678)	-	(99,042)	(5,650)	(119,720)
Add back:						
Interest expense on convertible securities, net of tax ($'000)	3,537	460	-	-	3,537	460
Net loss used to determine diluted loss per share ($'000)	(2,113)	(20,218)	-	(99,042)	(2,113)	(119,260)
Weighted average number of ordinary shares outstanding (basic) ('000)	3,042,911	2,787,404	-	2,787,404	3,042,911	2,787,404
Effect of conversion of securities convertible ('000)	509,771	509,771	-	113,222	509,771	622,993
Effect of conversion of detachable warrants ('000)	296,875	296,875	-	-	296,875	296,875
	3,849,557	3,594,050	-	2,900,626	3,849,557	3,707,272
Diluted loss per share (cents)	(0.05)	(0.56)	-	(3.41)	(0.05)	(3.22)

13 CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Cash at banks and on hand	7,783	9,440	44	415

13 CASH AND CASH EQUIVALENTS (CONTINUED)

For the purpose of presenting in the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	2024 $'000	2023 $'000
Group		
Cash and bank balances	7,783	9,440
Less: Bank overdraft (Note 30)	(70)	(524)
	7,713	8,916

14 TRADE AND OTHER RECEIVABLES

	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Group			
Current			
Trade receivables			
- Non-related parties	90,366	78,307	72,876
- Related parties	95	108	701
- Associated companies	1,727	759	1,199
	92,188	79,174	74,776
Less: Expected credit loss allowance			
- Non-related parties (Note 40(b)(i))	(8,938)	(7,126)	(6,990)
Trade receivables - net	83,250	72,048	67,786
Other receivables			
- Non-related parties	7,424	4,927	6,959
- Related parties (Note 14(a) and (b))	1,155	1,154	1,150
- Associated companies (Note 14(a))	6,813	461	216
- Former joint venture (Note 14(a))	-	-	9
	15,392	6,542	8,334
Less: Expected credit loss allowance			
- Non-related parties	(3,685)	(774)	(524)
	11,707	5,768	7,810
Deposits	16,472	17,787	22,998
Less: Expected credit loss allowance			
- Non-related parties	(155)	(157)	(157)
	16,317	17,630	22,841
Prepayments	741	2,295	1,647
Accrued income (Note 14(c))	2,038	1,969	4,225
	114,053	99,710	104,309
Non-current			
Other receivables - Non-related parties (Note 14(d) and (e))	-	1,858	18,524
Less: Expected credit loss allowance			
- Non-related parties (Note 40(b)(ii))	-	-	(2,062)
	-	1,858	16,462
Deposits (Note 14(e))	-	-	3,500
	-	1,858	19,962

14 TRADE AND OTHER RECEIVABLES (CONTINUED)

Company	2024 $'000	2023 $'000
Current		
Other receivables		
- Non-related parties	114	114
- Subsidiaries (Note 14(a))	103,610	88,570
- Associated companies (Note 14(a))	2,900	-
	106,624	88,684
Deposits	6	11
Prepayments	547	1,171
Accrued income (Note 14(c))	20	20
	107,197	89,886

(a) The other receivables due from related parties, associated companies, subsidiaries and former joint venture of the Group and of the Company are non-trade in nature, unsecured, interest-free and repayable on demand.

(b) The other receivables due from related parties include an amounts of contracted incentives to be recovered from overpaid contracted incentives to key management personnel of UnUsUaL Limited, a subsidiary of the Group. These recoveries are due to prior year adjustments, as disclosed in Note 44 to the financial statements.

(c) Accrued income relates to revenue contracts that the Group and the Company had satisfied its performance obligation but not billed as at financial year end. The Group and the Company have not recognised any loss allowance for accrued income.

(d) The non-current other receivables is non-trade in nature, interest-free, unsecured and not expected to be collected within 12 months.

(e) As at 31 March 2023, the fair value of the non-current other receivables and deposits of the Group amounted to approximately $1,858,000 (1 April 2022: $18,405,000) and is determined based on discounted market borrowing rates of 5.0% (1 April 2022: 5.25%) per annum. The fair value is classified in level 3 of the fair value hierarchy.

15 INVENTORIES

	2024 $'000	2023 $'000
Group		
Finished goods		
- Developed content with immersive content	800	800

The developed concept with immersive content includes in-game structure, script and creative concept.

16 INVESTMENTS IN FILMS AND ENTERTAINMENT EVENTS, AT FVPL

	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Group			
Investment in films and entertainment events designated at FVPL:			
Current	5,842	4,504	4,555
Non-current	27,974	21,895	21,711
	33,816	26,399	26,266

The movement of the investment in films and entertainment events, at FVPL is as follows:

	2024 $'000	2023 $'000 *(Restated)*
Current		
At the beginning of the financial year		
- As previously reported	-	-
- Prior year adjustment (Note 44)	4,504	4,555
At the beginning of the financial year *(restated)*	4,504	4,555
Currency translation differences	(16)	(51)
Additions	3,210	-
Income from investments	(275)	-
Loss on fair value changes - net (Note 5)	(1,581)	-
End of financial year	5,842	4,504
Non-current		
At the beginning of the financial year		
- As previously reported	-	-
- Prior year adjustment (Note 44)	21,895	21,711
At the beginning of the financial year *(restated)*	21,895	21,711
Currency translation differences	(84)	(217)
Additions	14,142	2,243
Disposal	(7,233)	-
Income from investments	(97)	(1,330)
Loss on fair value changes - net (Note 5)	(649)	(512)
End of financial year	27,974	21,895

The Group's investments in films and entertainment events as at 31 March 2024, 31 March 2023 and 1 April 2022 are classified as investments in films and entertainment events at FVPL as their contractual cash flows are not solely payments of principal and interest.

Investments in films and entertainment events, at FVPL of the Group stem from the Group entering into various agreements with multiple parties to invest in the production of films and entertainment events, which entitles the Group to the rights to share the net profits or loss of the films and entertainment events, in accordance with the terms set out in the respective investment agreement. The Group measured, at initial recognition, the cost of the investment based on the cash consideration for these investments. Their carrying amounts at the end of the reporting period represent the fair values of the estimated net future cash flows from these investments attributable to the Group. A fair value loss of $2,230,000 (2023: $512,000) is recognised for the financial year ended 31 March 2024.

The fair value measurement is categorised in Level 3 of the fair value hierarchy.

The sensitivity analysis is disclosed in Note 3(b)(ii) to the financial statements.

17 OTHER CURRENT ASSETS

	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Group			
Other current assets			
Assets recognised from costs incurred to fulfil revenue contracts	128,704	104,598	72,640

Costs incurred to fulfil revenue contracts relate to direct costs incurred for revenue contracts in progress as at 31 March 2024, 31 March 2023 and 1 April 2022 respectively. The Group expects the capitalised costs to be completely recovered, hence no impairment loss has been recognised.

18 FILM PRODUCTS AND FILMS UNDER PRODUCTION

	2024 $'000	2023 $'000
Group		
Film products (Note 18(a))	2,792	2,792
Films under production (Note 18(b))	496	498
	3,288	3,290

The movement for film products and films under production are as follows:

	2024 $'000	2023 $'000
(a) Film products		
Beginning of financial year	2,792	4,464
Transfer from films under production (Note 18(b))	20	1,062
Transfer to film rights (Note 25)	(20)	(2,734)
End of financial year	2,792	2,792
(b) Films under production		
Cost		
Beginning of financial year	2,244	3,286
Currency translation differences	(2)	(2)
Additions	20	-
Transfer to film products (Note 18(a))	(20)	(1,062)
Transfer from other current assets	-	22
End of financial year	2,242	2,244
Accumulated impairment		
Beginning and end of financial year	1,746	1,746
Net carrying amount	496	498

19 FINANCIAL ASSETS, AT FVPL

	2024 $'000	2023 $'000
Group		
Financial assets designated at FVPL:		
- *Unquoted securities* (Note 19(a))		
- Singapore	140	190
- United States	10	10
	150	200
- *Unquoted convertible loans* (Note 19(b))		
- Singapore	700	700
- Malaysia	696	749
	1,396	1,449
	1,546	1,649

The movement of the financial assets, at FVPL is as follows:

	2024 $'000	2023 $'000
Beginning of financial year	1,649	1,701
Currency translation differences	(41)	(52)
Loss on fair value changes - net (Note 9)	(62)	-
End of financial year	1,546	1,649

(a) Unquoted securities

Unquoted securities investments comprise of equity instruments. These investments are measured at FVPL, as they represent an identified portfolio of investments which the Group manages together with an intention to realise the investments when the opportunity arises.

The fair value of unquoted securities investments are determined based on recent price quoted from active/most advantageous market for the investee company's equity and incorporated internal and/or external changes in the business and market environment that the investee operates in (if any).

In the absence of publicly available market data and information where the range of reasonable fair value estimates is significant and the probabilities of the various estimates cannot be reasonable assessed, certain unquoted securities have been measured at costs.

(b) Unquoted convertible loans

As at 31 March 2024, unquoted convertible loans comprise of two (2023: two) debt instruments issued at an interest rate of 3% to 3.5% (2023: 3% to 3.5%) per annum with maturity date of 3 to 4 years (2023: 3 years) from the subscription date. The Group had extended the maturity date for one of the unquoted convertible loans by an additional year at an interest rate of 4% (2023: 4%) per annum.

The fair value of unquoted convertible loans is determined based on discounted cash flow method with a discount rate of 5.25% (2023: 5.25%). The estimated fair value would increase/(decrease) if the discounted rate were lower/(higher).

The fair value of unquoted securities and convertible loans are classified in Level 3 of the fair value hierarchy.

20 INVESTMENTS IN SUBSIDIARIES

Company	2024 $'000	2023 $'000
Equity investments at cost		
Beginning of financial year	68,951	70,226
Additions (Note 20(a))	-	277,214
Financial guarantees provided to former subsidiaries (Note 20(b))	-	14,526
Disposal of a subsidiary (Note 42(b))	-	(1,025)
Remeasurement loss on previously held interests upon loss of control	-	(201,894)
Deconsolidation of a subsidiary (Note 42(a)(ii))	-	(90,000)
Reclassified to non-current asset held for sale (Note 42(b)(iv))	-	(96)
End of financial year	68,951	68,951

(a) During the financial year ended 31 March 2023, the Company increased its investments in the following subsidiaries:

(i) On 13 February 2023, the Company had incorporated a new wholly-owned subsidiary, mmLive Pte. Ltd. with an issued and paid up share capital of $1,000.

(ii) On 31 March 2023, the Company subscribed to new shares issued by mm Connect Pte. Ltd. ("mm Connect"), a former wholly-owned subsidiary, for a consideration of $277,213,000 by way of capitalisation of the amount due from mm Connect Pte. Ltd. to the Company.

(b) During the financial year ended 31 March 2023, the Company had entered into an Exchangeable Bond Subscription Agreement that requires the Company to provide corporate guarantees for mm Connect Pte. Ltd. and its subsidiaries' ("mm Connect Group") borrowings as disclosed in Note 30(a) to the financial statements. As at 31 March 2023, the settlement of the corporate guarantees is not remote. Consequently, the Group and the Company had recognised a total of $14,526,000 in respect of the corporate guarantees given to the mm Connect Group, of which $1,101,000 was recognised in current other payables and $13,425,000 was recognised in non-current other payables as disclosed in Note 27 to the financial statements which are in line with the maturity date of the borrowings.

During the financial year ended 31 March 2024, as disclosed in Note 30(a) to the financial statements, the Group, through its subsidiary, mmLive, had issued convertible debt securities to fully settle the principal amount of the convertible securities issued by mm Connect Group. Additionally, the Group had also settled the bank borrowings of mm Connect Group during the current financial year. The excess between the amount used to settle the convertible securities and bank borrowings of the mm Connect Group and the financial guarantees provided by the Group and the Company has been capitalised as part of the Group and the Company's investment in mm Connect Group amounting to $1,655,000 as disclosed in Note 21 to the financial statements.

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) The Group has the following subsidiaries:

Name of subsidiaries	Principal activities	Country of incorporation	Proportion of ordinary shares held by the immediate parent 2024 %	Proportion of ordinary shares held by the immediate parent 2023 %	Proportion of ordinary shares held by the Group 2024 %	Proportion of ordinary shares held by the Group 2023 %	Proportion of ordinary shares held by non-controlling interests 2024 %	Proportion of ordinary shares held by non-controlling interests 2023 %
Subsidiaries of the Company								
mm2 Entertainment Pte. Ltd.[(a)]	Motion picture, video and television programme and production activities	Singapore	100	100	100	100	-	-
mm2 Entertainment Sdn. Bhd.[(b)(d)(f)]	Motion picture, video and television programme and production activities	Malaysia	100	100	100	100	-	-
mm2view Pte. Ltd.[(a)]	Development of software for interactive digital media	Singapore	100	100	100	100	-	-
UnUsUaL Management Pte. Ltd. [(a)]	Investment holding	Singapore	51	51	51	51	49	49
Dick Lee Asia Pte. Ltd.[(a)]	Dramatic arts, music and other arts production-related activities	Singapore	51	51	51	51	49	49
Vividthree Holdings Ltd. [(a)(h)]	Investment holding	Singapore	37.34	37.34	37.34	37.34	62.66	62.66
DD2 Media Pte. Ltd. [(a)]	Digital advertising and brand consultancy services	Singapore	100	100	100	100	-	-
mmCinehome Pte. Ltd. [(a)]	Distribute and stream digital film content	Singapore	100	100	100	100	-	-
mmLive Pte. Ltd. [(a)(j)]	Rental of other machinery, equipment and tangible goods and its related services	Singapore	100	100	100	100	-	-
Subsidiaries of mm2 Entertainment Pte. Ltd.								
mm2 Entertainment Hong Kong Limited [(b)(c)(f)]	Motion picture, video and television programme and production activities	Hong Kong	100	100	100	100	-	-
2mm Pte. Ltd. [(a)]	Café operation, dramatic arts, music and other arts activities	Singapore	100	100	100	100	-	-
mm2 Entertainment USA, Inc. [(b)(f)(g)]	Motion picture, video and television programme and production activities	United States of America	100	100	100	100	-	-

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) The Group has the following subsidiaries: (continued)

Name of subsidiaries	Principal activities	Country of incorporation	Proportion of ordinary shares held by the immediate parent		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
			2024 %	2023 %	2024 %	2023 %	2024 %	2023 %
Subsidiaries of mm2 Entertainment Pte. Ltd. (continued)								
mm2 International Co. Ltd. 满满哆文化传媒(上海) 有限公司 [(b)(g)]	Motion picture, video and television programme and production activities	People's Republic of China	100	100	100	100	-	-
Metaviva Pte. Ltd. [(a)]	Online marketplaces for goods (including food)	Singapore	100	100	100	100	-	-
Subsidiaries of mm2 Entertainment Sdn. Bhd.								
Komet Studios Sdn. Bhd. [(m)(o)]	Motion picture, video and television programme, production activities and music investment	Malaysia	100	-	100	-	-	-
Subsidiaries of Vividthree Holdings Ltd.								
Vividthree Productions Pte. Ltd. [(a)(h)]	Motion picture, video and television programme post-production and digital content production activities	Singapore	100	100	37.34	37.34	62.66	62.66
Vividthree Co., Ltd. 蔚视丰隆文化发展(上海)有限公司 [(b)(g)(h)]	Motion picture, video and television programme post-production and digital content production activities	People's Republic of China	100	100	37.34	37.34	62.66	62.66
Beyond Digital Galaxy Pte. Ltd. [(a)(h)(l)]	Motion picture, video and television programme post-production activities	Singapore	100	100	37.34	37.34	62.66	62.66
V&N Entertainment Pte. Ltd. [(a)(h)]	Providing event management services	Singapore	55	55	20.54	20.54	79.46	79.46
Elliot Communications Pte. Ltd. [(a)(h)(n)]	Management consultancy services	Singapore	30	-	11.20	-	88.80	-
Subsidiary of Vividthree Productions Pte. Ltd.								
Vividthree Productions Sdn. Bhd. [(b)(d)(f)(h)]	Motion picture, video and television programme post-production and digital content activities	Malaysia	100	100	37.34	37.34	62.66	62.66

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) The Group has the following subsidiaries: (continued)

Name of subsidiaries	Principal activities	Country of incorporation	Proportion of ordinary shares held by the immediate parent		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
			2024 %	2023 %	2024 %	2023 %	2024 %	2023 %
Subsidiary of Elliot Communications Pte. Ltd.								
Prospr Communications Pte. Ltd.[(a)(h)(n)]	Provision of communications and media relations solutions and services	Singapore	100	-	11.20	-	88.80	-
Prospr Consulting Sdn. Bhd. [(b)(g)(h)(n)]	Provision of communications and media relations solutions and services	Malaysia	100	-	11.20	-	88.80	-
Prospr Consulting Pte. Ltd. [(a)(h)(n)]	Provision of communications and media relations solutions and services	Singapore	100	-	11.20	-	88.80	-
Alpha Story Technology Pte. Ltd. [(a)(h)(n)]	Other information technology and computer services activities	Singapore	100	-	11.20	-	88.80	-
PT Prospr Consulting Indonesia.[(f)(g)]	Provision of advice, guidance and business operational assistance and other organisational	Indonesia	20	-	11.20	-	88.80	-
Subsidiary of Prospr Consulting Pte. Ltd.								
PT Prospr Consulting Indonesia.[(f)(g)]	Provision of advice, guidance and business operational assistance and other organisational	Indonesia	80	-	11.20	-	88.80	-
Subsidiary of UnUsUaL Management Pte. Ltd.								
UnUsUaL Limited [(a)(i)]	Investment holding	Singapore	76.88	76.88	39.21	39.21	60.79	60.79
Subsidiaries of UnUsUaL Limited								
UnUsUaL Productions Pte. Ltd. [(a)(i)]	Rental of stage lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	39.21	39.21	60.79	60.79
UnUsUaL Development Pte. Ltd. [(a)(i)]	Rental of stage lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	39.21	39.21	60.79	60.79

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) The Group has the following subsidiaries: (continued)

Name of subsidiaries	Principal activities	Country of incorporation	Proportion of ordinary shares held by the immediate		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Subsidiaries of UnUsUaL Limited (continued)								
UnUsUaL Entertainment Pte. Ltd. [(a)(i)]	Organising and promoting all kinds of shows, entertainment acts and other related services	Singapore	100	100	39.21	39.21	60.79	60.79
UnUsUaL Entertainment International Limited [(b)(c)(f)(i)]	Provision of concert production services, artiste services, lease of stage equipment and investment in concert production	Hong Kong	100	100	39.21	39.21	60.79	60.79
UnUsUaL Productions (M) Sdn. Bhd. [(b)(e)(f)(i)]	Organising and management of events	Malaysia	100	100	39.21	39.21	60.79	60.79
UnUsUaL Culture Development Co., Ltd. 三优文化发展(上海)有限公司 [(b)(g)(i)]	Organising and management of events	People's Republic of China	100	100	39.21	39.21	60.79	60.79
Subsidiary of UnUsUaL Entertainment Pte. Ltd.								
Mercury Rights Pte. Ltd. [(p)]	Other holding companies	Singapore	60	60	23.53	23.53	76.47	76.47
Funbase Pte. Ltd. [(k)]	Public relations, marketing and brand consultancy services	Singapore	-	60	-	23.53	-	76.47

(a) *Audited by CLA Global TS Public Accounting Corporation.*

(b) *For the purpose of preparing the consolidated financial statements, these financial statements have been reviewed by CLA Global TS Public Accounting Corporation.*

(c) *Audited by Fan, Chan & Co, Certified Public Accountants Hong Kong, a network member firm of Nexia International, for local statutory purposes.*

(d) *Audited by C. C. Lee & Associates, Chartered Accountants, Malaysia for local statutory purposes.*

(e) *Audited by STH & Co Chartered Accountants, Malaysia for local statutory purposes.*

(f) *The foreign-incorporated subsidiaries are insignificant to the Group.*

(g) *Not required to be audited under the laws of the country of incorporation.*

(h) *Management assessed the entities to be subsidiaries of the Group as the Company remains the single largest shareholder of the entities and has de facto control over the entities.*

(i) *The entities remains as subsidiaries of the Group even though the effective shareholding is less than 50%, as the Group retains control over the entities through the Company's direct interest of 51% over UnUsUaL Management Pte. Ltd.*

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) The Group has the following subsidiaries: (continued)

(j) *The subsidiary, mmLive Pte. Ltd. was incorporated on 13 February 2023.*

(k) *On 28 June 2022, the Group acquired additional 30% shareholding in Funbase Pte. Ltd.. As a result, Funbase Pte. Ltd. became a subsidiary of the Group. On 15 February 2023, the management of Funbase Pte. Ltd. applied to the Accounting and Corporate Regulatory Authority of Singapore for proposed striking off.*

(l) *The subsidiary of Vividthree Holdings Ltd., Beyond Digital Galaxy Pte. Ltd. was incorporated on 16 March 2023.*

(m) *The subsidiary, Komet Studios Sdn. Bhd. was incorporated on 18 December 2023.*

(n) *The subsidiary, Elliot Communications Pte. Ltd. was acquired on 27 May 2023.*

(o) *The subsidiary has yet to appoint an auditor as at the date of this report.*

(p) *On 22 February 2024, the Group applied to Accounting and Corporate Regulatory Authority of Singapore for proposed striking off.*

In accordance with Rule 716 of the SGX-ST Listing Rules, the Audit Committee and Board of Directors of the Company are of the opinion that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Group and of the Company.

(d) Carrying amount of non-controlling interests ("NCI")

	31 March 2024 $'000	31 March 2023 $'000 (Restated)	1 April 2022 $'000 (Restated)
Group			
UnUsUaL Limited and its subsidiaries ("UnUsUaL Group")	32,911	28,522	27,728
Vividthree Holdings Ltd. and its subsidiaries ("Vividthree Group")	6,634	6,975	9,042
Other subsidiaries with immaterial NCI	2,028	1,980	3,053
	41,573	37,477	39,823

Summarised financial information of subsidiaries with material non-controlling interests

Set out below are the summarised financial information for each subsidiary that have non-controlling interests that are material to the Group. These are presented before inter-company eliminations.

Summarised consolidated statement of financial position as at:

	31 March 2024 $'000	31 March 2023 $'000 (Restated)	1 April 2022 $'000 (Restated)
UnUsUaL Group			
Current			
Assets	33,207	37,201	36,054
Liabilities	(10,292)	(20,958)	(16,991)
	22,915	16,243	19,063
Non-current			
Assets	28,838	30,716	31,995
Liabilities	(1,363)	(4,243)	(10,116)
	27,475	26,473	21,879
Net assets	50,390	42,716	40,942

20 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

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

Summarised consolidated statement of financial position as at: (continued)

	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Vividthree Group			
Current			
Assets	8,340	7,612	7,324
Liabilities	(7,826)	(5,244)	(4,157)
	514	2,368	3,167
Non-current			
Assets	12,575	12,768	16,618
Liabilities	(810)	(1,767)	(3,118)
	11,765	11,001	13,500
Net assets	12,279	13,369	16,667

Summarised consolidated statement of comprehensive income for the financial years ended 31 March 2024 and 2023:

	UnUsUaL Group		Vividthree Group	
	2024 $'000	2023 $'000 *(Restated)*	2024 $'000	2023 $'000 *(Restated)*
Revenue	74,428	29,228	7,093	2,914
Profits/(Loss) before income tax	10,610	1,629	(1,555)	(3,537)
Income tax (expense)/credit	(2,872)	190	(9)	(4)
Net loss	7,738	1,819	(1,564)	(3,541)
Other comprehensive (loss)/income, net of tax	(64)	(45)	118	243
Total comprehensive income/(loss)	7,674	1,774	(1,446)	(3,298)
Non-controlling interest arising from new acquisition of a subsidiary	-	-	565	-
Total comprehensive loss allocated to NCI	4,665	1,078	(906)	(2,067)
	4,665	1,078	(341)	(2,067)

Summarised consolidated statement of cash flows for the financial years ended 31 March 2024 and 2023:

	UnUsUaL Group		Vividthree Group	
	2024 $'000	2023 $'000 *(Restated)*	2024 $'000	2023 $'000 *(Restated)*
Net cash provided by operating activities	13,444	10,795	2,297	1,392
Net cash (used in)/provided by investing activities	(3,099)	(697)	574	159
Net cash used in financing activities	(11,743)	(5,188)	(1,993)	(1,863)
Net changes in cash and cash equivalents	(1,398)	4,910	878	(312)
Effects of currency translation on cash and cash equivalents	(31)	(53)	(14)	(20)
Cash and cash equivalents				
Beginning of the financial year	7,231	2,374	561	893
End of financial year	5,802	7,231	1,425	561

There were no transactions with immaterial non-controlling interests for the financial years ended 31 March 2024 and 2023 respectively.

21 INVESTMENTS IN ASSOCIATED COMPANIES

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Beginning of financial year	92,608	3,196	91,754	2,045
Currency translation differences	(8)	(11)	-	-
Settlement of borrowings on behalf of the associated company (Note 21(a))	1,655	-	1,655	-
Deconsolidation of a subsidiary with retention of associated company status (Note 42(a)(ii))	-	90,000	-	90,000
Remeasurement loss on previously held interest	-	(60)	-	-
Share of losses during the financial year	(11,851)	(517)	(11,900)	(291)
End of financial year	82,404	92,608	81,509	91,754

(a) As at 31 March 2023, the Company had issued total corporate guarantees of $31,213,000 to the borrowings of an associated company, namely mm Connect Pte. Ltd. and its subsidiaries. Included this amount, the Group and the Company have recognised $14,526,000 as a financial guarantee (as disclosed in Note 20(b)) in the current and non-current other payables as disclosed in Note 27 to the financial statements in line with the maturity date of the borrowings. The total borrowings of mm Connect group amounted $14,526,000 as at 31 March 2023.

During the financial year ended 31 March 2024, as disclosed in Note 30(a) to the financial statements, the Group, through its subsidiary, mmLive, had issued convertible debt securities to fully settle the principal amount of convertible securities issued by mm Connect Group. Additionally, the Group had also settled the bank borrowings of mm Connect Group during the current financial year. The excess between the amount used to settle the convertible securities and bank borrowings of the mm Connect Group and the financial guarantees provided by the Group and the Company has been capitalised as part of the Group and the Company's investment in mm Connect Group amounting to $1,655,000.

There are no contingent liabilities relating to the Group's interests in the associated companies.

The Group has the following associated companies:

Name of associated company	Principal activities	Country of incorporation	Effective equity interest held by the Group 31 March 2024 %	Effective equity interest held by the Group 31 March 2023 %
Held by the Company				
RINGS.TV Pte. Ltd. [(b)(e)]	Development of software for interactive digital media	Singapore	15	15
mm Connect Pte. Ltd. [(d)(g)]	Investment holding	Singapore	100	100
Subsidiaries of mm Connect Pte. Ltd.				
mm Plus Pte. Ltd. [(d)(g)]	Investment holding	Singapore	100	100
mm2 Screen Management Sdn. Bhd. [(a)(f)(g)]	Cinema management and operation activities	Malaysia	100	100
Subsidiary of mm Plus Pte. Ltd.				
Cathay Cineplexes Pte. Ltd. [(d)(g)]	Cinema management and operation activities	Singapore	100	100
Subsidiary of mm2 Screen Management Sdn. Bhd.				
mm2 Star Screen Sdn. Bhd. [(a)(f)(g)]	Cinema management and operation activities	Malaysia	100	100

21 INVESTMENTS IN ASSOCIATED COMPANIES (CONTINUED)

The Group has the following associated companies: (continued)

Name of associated company	Principal activities	Country of incorporation	Effective equity interest held by the Group 31 March 2024 %	31 March 2023 %
Held by mm2 Entertainment Sdn. Bhd.				
mm2 Film Distribution Sdn. Bhd.[(a)]	Distribution and production of motion picture, video and television programme	Malaysia	49	49
Dreamteam Studio Sdn Bhd. [(a)]	Distribution and production of motion picture, video and television programme	Malaysia	45	45
Held by UnUsUaL Limited				
White Mount International Pte. Ltd. [(c)]	Production of live theatrical presentations	Singapore	19.61	19.61
Held by White Mount International Pte. Ltd.				
Isotope Productions Pte Ltd [(c)]	Motion picture, video, television and other programme production activities	Singapore	19.61	19.61

(a) *Audited by C. C. Lee & Associates Chartered Accountants, Malaysia for local statutory purposes.*

(b) *Audited by Wong, Lee & Associates LLP, Public Accountants and Chartered Accountants (Singapore) for local statutory purposes.*

(c) *Audited by Excelsior Partners, PAF, Singapore.*

(d) *Audited by CLA Global TS Public Accounting Corporation.*

(e) *Management has assessed the Group's level of influence of its associated company and determines that it has significant influence even though the shareholdings are less than 20%, because of its representation at board and shareholders' meeting and contractual terms. Consequently, the investment has been classified as associated company.*

(f) *For the purpose of preparing the consolidated financial statements, these financial statements have been reviewed by CLA Global TS Public Accounting Corporation.*

(g) *As disclosed in Note 42(a) to the financial statements, the Group and the Company had lost control of mm Connect Pte. Ltd. by virtue of the bondholder(s) having majority of mm Connect Pte. Ltd.'s board representation. Therefore, the Group deconsolidated the mm Connect Group. The investment in mm Connect Pte. Ltd. was subsequently reclassified as an investment in associated company of the Group and of the Company.*

The Group's and the Company's material associated companies are summarised below:

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
mm Connect Pte. Ltd.	79,935	90,000	79,935	90,000
RINGS.TV Pte. Ltd.	1,574	1,754	1,574	1,754
Other immaterial associated companies	895	854	-	-
	82,404	92,608	81,509	91,754

Summarised financial information for associated companies

The information below reflects the amounts presented in the financial statements of the associated companies (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the associated companies.

21 INVESTMENTS IN ASSOCIATED COMPANIES (CONTINUED)

The Group's and the Company's material associated companies are summarised below: (continued)

Material associated companies

Summarised statement of comprehensive income for the financial years ended 31 March 2024 and 2023:

	mm Connect Pte. Ltd.		RINGS.TV Pte. Ltd.	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Revenue	37,753	47,738	3,652	6,272
Expenses include:				
- Depreciation	(14,825)	(20,418)	(150)	(199)
- Amortisation	-	(1)	(209)	(919)
- Impairment on goodwill	-	(117,677)	-	-
- (Loss)/gain on fair value of convertible securities	(2,554)	2,554	-	-
Total comprehensive loss, representing net loss	(11,720)	(130,820)	(1,200)	(1,943)

Summarised statement of financial position as at:

	mm Connect Pte. Ltd.		RINGS.TV Pte. Ltd.	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Current assets	4,846	4,346	1,794	1,967
Non-current assets	118,942	125,912	880	626
Current liabilities	(62,036)	(35,863)	(3,956)	(2,567)
Non-current liabilities	(29,776)	(50,699)	(1)	(109)
Net assets	31,976	43,696	(1,283)	(83)
Includes in current assets:				
- Cash and cash equivalents	696	751	211	211
Includes in current liabilities:				
- Financial liabilities (excluding trade payables)	(9,890)	(9,877)	(1,438)	(1,438)

Reconciliation of summarised financial information

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

	mm Connect Pte. Ltd.		RINGS.TV Pte. Ltd.	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Reconciliation to carrying amounts:				
Net assets at beginning of financial year	43,696	-	(83)	1,860
Cost of investment	-	43,696	-	-
Loss for the financial year	(11,720)	-	(1,200)	(1,943)
Net assets at end of financial year	31,976	43,696	(1,283)	(83)
Shareholding in percentage held by immediate entity:	100%	100%	15%	15%
Group's share of net assets	31,976	43,696	(192)	(12)
Goodwill	47,959	46,304	1,766	1,766
Carrying amount	79,935	90,000	1,574	1,754

22 PROPERTY, PLANT AND EQUIPMENT

Group	Motor vehicles $'000	Computer, office equipment and furniture and fittings $'000	Tools and equipment $'000	Rental equipment $'000	Renovation $'000	Leasehold properties $'000	Offices and retail spaces $'000	Total $'000
2024								
Cost								
Beginning of financial year	1,191	2,313	7,672	13,566	1,636	1,509	1,869	29,756
Currency translation differences	(2)	(22)	(8)	(26)	(7)	(32)	(28)	(125)
Additions	55	77	1,416	2,795	71	-	411	4,825
Acquisition of subsidiary (Note 45)	-	9	-	-	3	-	100	112
Disposals	(265)	(7)	-	-	-	-	-	(272)
Written-off	-	(255)	(815)	-	(33)	-	-	(1,103)
Derecognition of leases	(262)	-	-	-	-	-	(96)	(358)
Lease modification	-	-	-	-	-	-	(32)	(32)
End of financial year	717	2,115	8,265	16,335	1,670	1,477	2,224	32,803
Accumulated depreciation								
Beginning of financial year	993	2,107	4,813	3,945	1,250	119	1,304	14,531
Currency translation differences	4	(18)	(2)	(18)	(18)	(4)	(19)	(75)
Depreciation charge for the financial year (Note 6)	83	92	657	1,499	135	24	417	2,907
Disposals	(265)	(7)	-	-	-	-	-	(272)
Written-off	-	(232)	(815)	-	(25)	-	-	(1,072)
Derecognition of leases	(262)	-	-	-	-	-	(96)	(358)
Lease modification	-	-	-	-	-	-	(32)	(32)
End of financial year	553	1,942	4,653	5,426	1,342	139	1,574	15,629
Carrying amount								
End of financial year	164	173	3,612	10,909	328	1,338	650	17,174

22 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Motor vehicles $'000	Computer, office equipment and furniture and fittings $'000	Tools and equipment $'000	Rental equipment $'000	Renovation $'000	Leasehold properties $'000	Work-in-progress $'000	Offices and retail spaces $'000	Total $'000
2023									
Cost									
Beginning of financial year	1,372	4,819	21,185	6,914	17,379	1,548	6,487	90,376	150,080
Currency translation differences	263	(110)	186	95	(161)	(39)	-	(1,300)	(1,066)
Additions	-	309	724	90	1,572	-	37	366	3,098
Disposals	(250)	(3)	-	-	(25)	-	-	-	(278)
Deconsolidation of a subsidiary (Note 42(a)(i)	(194)	(2,401)	(12,909)	-	(13,071)	-	(57)	(93,043)	(121,675)
Disposal of a subsidiary (Note 42(b)(ii))	-	(170)	(13)	-	(87)	-	-	(106)	(376)
Written-off	-	(131)	(1,501)	-	(3,971)	-	-	(10,241)	(15,844)
Reclassification	-	-	-	6,467	-	-	(6,467)	-	-
Derecognition of leases	-	-	-	-	-	-	-	(2,712)	(2,712)
Lease modification	-	-	-	-	-	-	-	18,529	18,529
End of financial year	1,191	2,313	7,672	13,566	1,636	1,509	-	1,869	29,756
Accumulated depreciation									
Beginning of financial year	1,002	4,819	16,057	3,161	11,605	127	-	53,492	90,263
Currency translation differences	256	757	(802)	128	376	(32)	-	(715)	(32)
Depreciation charge for the financial year	143	884	1,206	656	1,494	24	-	18,132	22,539
Disposals	(250)	(1)	-	-	(1)	-	-	-	(252)
Deconsolidation of a subsidiary (Note 42(a)(i)	(158)	(4,138)	(10,198)	-	(8,216)	-	-	(57,133)	(79,843)
Disposal of a subsidiary (Note 42(b)(ii))	-	(90)	(3)	-	(71)	-	-	(66)	(230)
Written-off	-	(124)	(1,447)	-	(3,937)	-	-	(10,241)	(15,749)
Derecognition of leases	-	-	-	-	-	-	-	(2,165)	(2,165)
End of financial year	993	2,107	4,813	3,945	1,250	119	-	1,304	14,531
Carrying amount									
End of financial year	198	206	2,859	9,621	386	1,390	-	565	15,225

22 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	2024 $'000	2023 $'000
Motor vehicle		
Cost		
Beginning of financial year	262	262
Derecognition of leases	(262)	-
End of financial year	-	262
Accumulated depreciation		
Beginning of financial year	240	186
Depreciation charge for the financial year	22	54
Derecognition of leases	(262)	-
End of financial year	-	240
Carrying amount		
End of financial year	-	22

Right-of-use assets acquired under the leasing arrangement are presented together with owned assets of the same class. Details of such leased assets are disclosed in Note 23 to the financial statements.

The depreciation charge of the Group is attributable from continuing operations and discontinued operations amounting to $2,907,000 (2023: $2,120,000) (Note 6) and $Nil (2023: $20,419,000) respectively. The depreciation charge of the Group from continuing operations is included in cost of sales and administrative expenses amounting to $2,143,000 (2023: $1,248,000) and $764,000 (2023: $872,000) respectively.

Certain bank borrowings are secured by leasehold properties of the Group with carrying amount of $1,338,000 (2023: $1,390,000) as disclosed in Note 30 to the financial statements.

23 RIGHT-OF-USE ASSETS

Leases - Group as lessee

Computers, office equipment and furniture and fittings and motor vehicles
The Group leases computers, office equipment and furniture and fittings and motor vehicles for administrative purposes.

Office spaces
The Group leases offices premises for administrative purposes and retail space for sales of food and beverage and cinema operation. Lease contracts are typically made for fixed lease term of 3 to 8 years with extension options.

Tools and equipment
The Group leases tools and equipment for cinema operations purposes.

23 RIGHT-OF-USE ASSETS (CONTINUED)

Leases - Group as lessee (continued)

(a) Carrying amounts

Right-of-use assets ("ROU") classified within Property, plant and equipment:

Group	2024 $'000	2023 $'000
Motor vehicles	39	21
Computers, office equipment and furniture and fittings	20	8
Offices and retail spaces	650	565
	709	594

(b) Depreciation charge during the financial year

Group	2024 $'000	2023 $'000
Motor vehicles	39	75
Computers, office equipment and furniture and fittings	3	134
Tools and equipment	-	314
Renovation	-	99
Offices and retail spaces	417	18,132
	459	18,754

(c) Interest expenses

Group	2024 $'000	2023 $'000
Interest expense on lease liabilities (Note 10)	27	27

(d) Cash outflow

Group	2024 $'000	2023 $'000
Total cash outflow for all leases	1,183	27,098

(e) Lease expense not capitalised - short-term leases and variable lease payments

Rental expense on low value assets and variable lease payments amounts to an aggregate of $648,000 (2023: $840,000) (Note 6). Certain leases for cinema operations in the financial year ended 31 March 2023 contain variable lease payments that are based on a percentage of sales generated by the specified cinema outlets. Such variable lease payments are recognised to profit or loss when incurred. The variable lease payments are immaterial to the Group for the financial years ended 31 March 2024 and 2023 respectively.

(f) Addition of ROU assets during the financial year ended 31 March 2024 was $466,000 (2023: $371,000).

24 INTANGIBLE ASSETS AND GOODWILL

Group	Goodwill $'000 (Note 24(a))	Brand with finite useful lives $'000 (Note 24(b))	Content development cost $'000	Acquired rights $'000 (Note 24(d))	Software under development $'000	Software $'000	Other intangible assets $'000	Total $'000
2024								
Cost								
At the beginning of the financial year								
- As previously reported	22,165	8,423	737	21,554	44	1,147	2,545	56,615
- Prior year adjustment (Note 44)	-	-	-	(5,617)	-	-	-	(5,617)
At the beginning of the financial year (*restated)*	22,165	8,423	737	15,937	44	1,147	2,545	50,998
Currency translation differences	-	-	-	(2)	-	(9)	-	(11)
Additions	-	-	-	-	29	-	-	29
Acquisition of subsidiary (Note 45)	545	-	-	74	-	-	-	619
Reclassfication	-	-	-	-	(73)	73	-	-
End of financial year	22,710	8,423	737	16,009	-	1,211	2,545	51,635
Accumulated amortisation								
At the beginning of the financial year								
- As previously reported	-	3,745	664	4,044	-	686	1,329	10,468
- Prior year adjustment (Note 44)	-	-	-	(3,800)	-	-	-	(3,800)
At the beginning of the financial year (*restated)*	-	3,745	664	244	-	686	1,329	6,668
Currency translation differences	-	-	-	-	-	(12)	-	(12)
Amortisation charge for the financial year (Note 6)	-	560	35	1,566	-	204	270	2,635
End of financial year	-	4,305	699	1,810	-	878	1,599	9,291
Accumulated impairment								
Beginning of financial year	-	-	-	-	-	-	-	-
Impairment during the financial year (Note 6)	-	-	-	405	-	-	-	405
End of financial year	-	-	-	405	-	-	-	405
Carrying amount								
End of financial year	22,710	4,118	38	13,794	-	333	946	41,939

24 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

Group 2023 *(Restated)*	Goodwill $'000 (Note 24(a))	Brand with finite useful lives $'000 (Note 24(b))	Brand with indefinite useful lives $'000 (Note 24(c))	Content development cost $'000	Acquired rights $'000 (Note 24(d))	Software under development $'000	Software $'000	Other intangible assets $'000	Total $'000
Cost									
At the beginning of the financial year									
- As previously reported	258,727	8,423	17,969	737	7,487	44	1,172	4,546	299,105
- Prior year adjustment (Note 44)	-	-	-	-	(5,811)	-	-	-	(5,811)
At the beginning of the financial year (*restated*)	258,727	8,423	17,969	737	1,676	44	1,172	4,546	293,294
Currency translation differences	(1,392)	-	-	-	-	-	(24)	-	(1,416)
Additions	-	-	-	-	14,261	-	154	-	14,415
Deconsolidation of a subsidiary (Note 42(a)(ii))	(235,170)	-	(17,969)	-	-	-	-	(1,066)	(254,205)
Disposal of a subsidiary (Note 42(b)(ii))	-	-	-	-	-	-	-	(934)	(934)
Government grants received for development of software	-	-	-	-	-	-	(155)	-	(155)
Written-off (Note 9)	-	-	-	-	-	-	-	(1)	(1)
End of financial year	22,165	8,423	-	737	15,937	44	1,147	2,545	50,998
Accumulated amortisation									
At the beginning of the financial year									
- As previously reported	-	3,183	-	436	3,897	-	323	1,632	9,471
- Prior year adjustment (Note 44)	-	-	-	-	(3,742)	-	-	-	(3,742)
At the beginning of the financial year (*restated*)	-	3,183	-	436	155	-	323	1,632	5,729
Currency translation differences	-	-	-	-	-	-	(13)	(1)	(14)
Amortisation charge for the financial year	-	562	-	228	89	-	376	378	1,633
Deconsolidation of a subsidiary (Note 42(a)(ii))	-	-	-	-	-	-	-	(22)	(22)
Disposal of a subsidiary (Note 42(b)(ii))	-	-	-	-	-	-	-	(658)	(658)
End of financial year	-	3,745	-	664	244	-	686	1,329	6,668
Accumulated impairment									
Beginning of financial year	51,503	-	-	-	-	-	-	1,045	52,548
Currency translation differences	(120)	-	-	-	-	-	-	-	(120)
Impairment during the financial year	117,677	-	-	-	-	-	-	-	117,677
Deconsolidation of a subsidiary (Note 42(a)(ii))	(169,060)	-	-	-	-	-	-	(1,045)	(170,105)
End of financial year	-	-	-	-	-	-	-	-	-
Carrying amount									
End of financial year	22,165	4,678	-	73	15,693	44	461	1,216	44,330

24 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

The impairment loss is included in administrative expenses as disclosed in Note 6 to the financial statements.

The amortisation charge of the Group is attributable from continuing operations and discontinued operations amounting to $2,635,000 (2023: $1,632,000) (Note 6) and $Nil (2023: $1,000) respectively. The amortisation charge of the Group from continuing operations is included in cost of sales and administrative expenses amounting to $283,000 (2023: $638,000) and $2,352,000 (2023: $994,000) respectively.

(a) Goodwill arising from consolidation

Allocation of goodwill

The aggregate carrying amount of goodwill allocated to each segment are as follows:

	2024 $'000	2023 $'000
Group		
Concert and Event, Singapore (Note 24(a)(i))	19,314	19,314
Digital Entertainment, Singapore (Note 24(a)(ii))	3,396	2,851
Cinema operations (Note 24(a)(iii))	-	-
	22,710	22,165

During the financial year ended 31 March 2024, the goodwill attributable to Digital Media and Live Experience Productions ("Digital Entertainment") has increased by $545,000 by way of an acquisition of a new subsidiary, namely Elliot Communications Pte. Ltd and its subsidiaries. Upon the completion of the acquisition, a provisional goodwill of $545,000 has been recognised in the consolidated statement of financial position as at 31 March 2024. The goodwill arising from these acquisitions in the financial year was provisionally determined as the purchase price allocation exercise of the acquisition is not completed.

Impairment test for goodwill

In assessing whether an impairment is required, the carrying amount of the CGU is compared with its recoverable amount. The recoverable amount of the CGU was determined based on fair value less cost to disposal and/or value-in-use method.

Fair value less cost to disposal ("FVLCD")

(i) Goodwill attributable from concert and event:

The CGU identified for the goodwill allocated to the concert and event segment is for UnUsUaL Limited and its subsidiaries as a whole.

The recoverable amount is determined based on FVLCD calculation. The FVLCD is measured based on UnUsUaL Limited's listed share price in SGX catalist board at $0.1770 (2023: $0.1430) per share as at 31 March 2024 multiply by the number of shares held by the Group.

As at the reporting date, the recoverable amount of the CGU exceeded its carrying amount. If the listed share price used in FVLCD calculation for this CGU had declined by 45% (2023: 36%), the recoverable amount of the CGU would equal to the carrying amount.

24 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

(a) Goodwill arising from consolidation (continued)

Impairment test for goodwill (continued)

Value-in-use

(ii) Goodwill attributable from Digital Entertainment (previously known as "Digital and Live Production")

The CGU identified for the goodwill allocated to the Digital Entertainment segment is for Vividthree Productions Pte. Ltd..

Following the requirement under SFRS(I) 1-36 *Impairment of Assets* , the Group has determined the recoverable amount of the goodwill using VIU method. The impairment assessment process involves significant judgement and estimate made by management in preparing cash flow projections to determine the recoverable amount. Key inputs and assumptions, including but not limited to the discount rate, revenue and expenses growth rate, terminal growth rate, and consideration of past performance, market conditions and future economic conditions, are taken into account. As at 31 March 2024, after considering all relevant factors, management has concluded that no impairment loss is required for the goodwill as the recoverable amount exceeds the carrying amount.

The VIU is determined based on financial budgets covering a five-year period and beyond five-year period were extrapolated using terminal growth rate as disclosed in the table below. These cash flows were discounted using a pre-tax discount rate that reflected current market assessment of the time value of money and the risks specific to the CGU.

Key assumptions used for VIU calculations:

	2024	**2023**
Average growth rate [(a)]	3.0%	4.0%
Terminal growth rate [(b)]	3.1%	2.0%
Discount rate [(c)]	10.0%	10.0%
Revenue growth rate [(d)]	8.0%	10.0%

[(a)] *Weighted average growth rates used to project operating expenses for the five-year period*

[(b)] *Terminal growth rates used to extrapolate cash flows beyond the five-year period*

[(c)] *Pre-tax discount rates applied to the pre-tax cash flow projections*

[(d)] *Revenue growth rates used to project revenue for the five-year period*

Sensitivity to changes in assumptions
The Group believes that any resonably possible change in the above key assumptions are not likely to cause the recoverable amount of the CGU to be materially lower than the related carrying amount.

(iii) Goodwill attributable from cinema operations

31 March 2023

As at 31 March 2023, the CGUs of the goodwill attributed from cinema operations has been derecognised from the Group's consolidated financial statements. The details of the deconsolidation of cinema operations are disclosed in Note 42(a) to the financial statements.

24 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

(a) Goodwill arising from consolidation (continued)

Impairment test for goodwill (continued)

Value-in-use (continued)

(iii) Goodwill attributable from cinema operations (continued)

The movement of the goodwill from cinema operation was as follow:

	2023
	$'000
At beginning of financial year	
Cinema operations	
- Malaysia cinema operations	21,405
- Singapore cinema operations	163,654
	185,059
Effects on currency translation differences	(1,272)
Less: Impairment during the financial year (Note 42(a)(i))	(117,677)
Deconsolidation of discontinued operations	(66,110)
At end of financial year	-

Impairment loss

In the previous financial year ended 31 March 2023, the Group had recognised impairment loss on goodwill of cinema operations totaling to $117,677,000. As the CGUs had been reduced to its recoverable amount, any adverse change in the assumptions used in the calculation of the recoverable amount would result in further impairment losses.

(b) Brand with finite useful life

Brand with finite useful life was acquired in a business combination of concert and event segment.

As at reporting date, the Group had carried out an assessment of the recoverable amounts of brand based on FVLCD calculations alongside with the assessment of recoverable amount on goodwill from the CGU of concert and event. Based on the assessment, the recoverable amounts of brand exceeded the carrying amounts and therefore no impairment was recognised for the financial years ended 31 March 2024 and 2023 respectively.

(c) Brand with indefinite useful life

As at 31 March 2023, the brand with indefinite useful life has been derecognised from the Group's consolidated statement of financial position due to the deconsolidation of the cinema operations. The details of the deconsolidation of cinema operations are disclosed in Note 42(a) to the financial statements.

The brand with indefinite useful life was acquired in a business combination of cinema operations. The brand represents perpetual licenses for the use of the brand name of “Cathay” worldwide.

The directors were of the opinion that the brand name of "Cathay" had indefinite useful lives due to the following reasons:

(i) the brand name had been in use and will continue to be used for the long term; and

(ii) the Group had incurred and intends to continue to incur significant advertising and promotion expenses, which are charged to profit or loss when incurred, to maintain and increase the market value of its brand name.

24 INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

(d) Acquired rights

(i) For the purpose of impairment review of the acquired rights, the Group has prepared the VIU and has engaged an independent valuer to assist in determining the FVLCD as at 31 March 2024. The recoverable amount of the development content is determined by FVLCD using income approach which is higher of FVLCD and VIU.

The key assumptions used in the estimation of recoverable amount are as follows:

- The cash flow projection of 8 years is based on market participants information which includes the estimated average ticket price and number of tickets sold per city, derived from comparable show/event. The cash flow projection also includes an industry profit margin of 20% and annual inflation rate of 3%.

- The pre-tax discount rate of 21.3% is derived from WACC. The WACC takes into account cost of debt and cost of equity. The cost of equity is derived from the similar industry as benchmark. The cost of debt is based on the interest-bearing borrowing the Group is obliged to service.

- This fair value was based on an estimated cumulative net profit ranging from approximately $2,700,000 to $3,400,000 for the relevant period.

Based on the impairment assessment, the Group has recognised an impairment loss $405,000 for the financial year ended 31 March 2024.

(ii) In the financial year ended 31 March 2023, the recoverable amount of the development content are determined based on VIU. The VIU calculation apply a discounted cash flow model using cash flow projection based on forecast. No impairment loss was recognised in previous financial year.

The key assumptions used in the estimation of recoverable amount are as follows:

- The cash flow projection of 5 years is based on management's assessment of future trend, taking into account of the Group past experience. Where cash flow projections greater than 5 years are used, they reflect the long-term future performance of the development content as it reaches steady growth.

- The pre-tax discount rate of 12.3% is derived from WACC. The WACC takes into account cost of debt and cost of equity. The cost of equity is derived from the similar industry as benchmark. The cost of debt is based on the interest-bearing borrowing the Group is obliged to service.

No impairment loss was recognised in the financial year ended 31 March 2023.

(iii) In the financial year ended 31 March 2023, the Group obtained the control over development content from a non-related party under promotion segments.

The fair value measurement is within Level 3 of the fair value hierarchy.

The amortisation charge and impairment loss for the financial year is included in administrative expenses in the statement of comprehensive income.

25 FILM RIGHTS

Group	Films and drama rights $'000	Other film rights $'000	Total $'000
2024			
Cost			
At the beginning of the financial year			
- As previously reported	88,579	38,073	126,652
- Prior year adjustment (Note 44)	-	304	304
At the beginning of the financial year *(restated)*	88,579	38,377	126,956
Currency translation differences	(236)	-	(236)
Transfer from film products (Note 18(a))	-	20	20
End of financial year	88,343	38,397	126,740
Accumulated amortisation			
At the beginning of the financial year			
- As previously reported	83,072	13,771	96,843
- Prior year adjustment (Note 44)	-	289	289
At the beginning of the financial year *(restated)*	83,072	14,060	97,132
Currency translation differences	(230)	2	(228)
Amortisation charge for the financial year (Note 6)	133	2,879	3,012
End of financial year	82,975	16,941	99,916
Accumulated impairment			
Beginning and end of financial year	-	6,225	6,225
Carrying amount			
End of financial year	5,368	15,231	20,599
2023			
Cost			
At the beginning of the financial year			
- As previously reported	86,352	38,051	124,403
- Prior year adjustment (Note 44)	-	304	304
At the beginning of the financial year *(restated)*	86,352	38,355	124,707
Currency translation differences	(434)	-	(434)
Transfer to other current assets	(51)	-	(51)
Transfer from film products (Note 18(a))	2,712	22	2,734
End of financial year	88,579	38,377	126,956
Accumulated amortisation			
At the beginning of the financial year			
- As previously reported	78,540	10,960	89,500
- Prior year adjustment (Note 44)	-	274	274
At the beginning of the financial year *(restated)*	78,540	11,234	89,774
Currency translation differences	(421)	-	(421)
Amortisation charge for the financial year (Note 6)	4,953	2,826	7,779
End of financial year	83,072	14,060	97,132
Accumulated impairment			
Beginning and end of financial year	-	6,225	6,225
Carrying amount			
End of financial year	5,507	18,092	23,599

The amortisation charges of the Group are included in cost of sales in profit or loss as disclosed in Note 6 to the financial statements.

26 FILM INTANGIBLES

Group	2024 $'000	2023 $'000 (Restated)
Cost		
At the beginning of the financial year		
- As previously reported	-	-
- Prior year adjustment (Note 44)	9,005	10,338
At the beginning of the financial year *(restated)*	9,005	10,338
Currency translation differences	(107)	(175)
Additions	813	464
Deconsolidation of a subsidiary (Note 42(a))	-	(1,622)
Expiry	(435)	-
End of financial year	9,276	9,005
Accumulated amortisation		
At the beginning of the financial year		
- As previously reported	-	-
- Prior year adjustment (Note 44)	7,846	7,452
At the beginning of the financial year *(restated)*	7,846	7,452
Currency translation differences	(101)	(155)
Amortisation charge for the financial year (Note 6)	1,052	549
Expiry	(435)	-
End of financial year	8,362	7,846
Accumulated impairment		
At the beginning of the financial year		
- As previously reported	-	-
- Prior year adjustment (Note 44)	145	1,776
At the beginning of the financial year *(restated)*	145	1,776
Currency translation differences	(6)	(9)
Deconsolidation of a subsidiary (Note 42(a))	-	(1,622)
End of financial year	139	145
Carrying amount		
End of financial year	775	1,014

The amortisation charges of films intangibles of the Group are included in cost of sales in profit or loss as disclosed in Note 6 to the financial statements.

27 TRADE AND OTHER PAYABLES

Group	Group 31 March 2024 $'000	31 March 2023 $'000	1 April 2022 $'000 (Restated)
Current			
Trade payables			
- Non-related parties	40,424	26,720	41,867
- Related parties	98	6	-
- Associated company	448	482	434
	40,970	27,208	42,306
Other payables			
- Non-related parties	7,355	6,010	11,349
- Related parties (Note 27(a))	919	1,953	1,635
- Associated companies (Note 27(a))	1,196	1,145	1,236
- Director (Note 27(b))	73	64	58
- Financial guarantee (Note 20(b))	-	1,101	-
	9,543	10,273	14,278
Accruals	10,478	7,699	11,924
Deposits received	27,236	22,640	21,022
Withholding tax	2,780	2,779	2,800
	91,007	70,599	92,330
Non-current			
Other payables			
- Financial guarantee (Note 20(b))	-	13,425	-

Company	Company 2024 $'000	2023 $'000
Other payables		
- Non-related parties	2,222	2,064
- Subsidiaries (Note 27(a))	44,577	19,999
- Financial guarantee (Note 20(b))	-	1,101
	46,799	23,164
Accruals	2,225	1,464
Deposits received	10,265	11,175
	59,289	35,803
Non-current		
Other payables		
- Financial guarantee (Note 20(b))	-	13,425

(a) The other payables to related parties, subsidiaries, associated companies are non-trade in nature unsecured, interest-free and repayable on demand.

(b) The other payables to a director is in relation to corporate expenses incurred by a director on behalf of the Group and are non-trade in nature, unsecured, interest-free and repayable on demand.

28 FINANCIAL LIABILITIES, AT FVPL

	2024 $'000	2023 $'000
Group		
Carrying amount		
Non-listed instrument:		
- Call option from convertible securities of mmLive (Note 40(e))	653	-

The call option is classified within Level 3 of the fair value hierarchy. As at 31 March 2024, the call option was valued by an independent valuer. Information about the significant unobservable inputs used in Level 3 fair value measurement of the call option is disclosed in Note 40(e) to the financial statements.

Movements in Level 3 liability measured at fair value

The following table presents the reconciliation for the call option measured at fair value based on significant unobservable inputs (Level 3):

	Fair value measurements at the reporting date using significant unobservable inputs $'000
Beginning of the financial year	-
Issuance of call option (Note 9)	1,114
Gain on fair value changes of call options (Note 9)	(461)
End of financial year	653

There was no call option issued in the financial year ended 31 March 2023.

As disclosed in Note 30(a) to the financial statements, during the financial year ended 31 March 2024, mmLive granted a call option for a consideration of $1 to one of its subscribers. This subscriber had subscribed to convertible securities issued by mmLive during the current financial year. The call option allows the subscriber to subscribe for additional convertible securities with a principal amount of up to $5,000,000. The maturity date of the call option, originally set for 30 September 2023, was extended to 15 August 2024 during the financial year ended 31 March 2024.

29 CONTRACT LIABILITIES

	2024 $'000	2023 $'000
Group		
Contract liabilities	9,603	16,503

Contract liabilities related to payments received in advance from customers. The related amounts are recognised as revenue when the Group fulfils its performance obligation under the contract with the customers which generally does not exceed one year.

Revenue recognised in the financial year ended 31 March 2024 amounted to $2,874,000 (2023: $3,229,000) were included in contract liabilities at the beginning of the financial year.

30 BORROWINGS

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Current				
At amortised cost				
Bank borrowings	92,098	114,611	70,710	84,340
Bank overdraft	70	524	-	-
Loan notes (Note 30(b))	2,700	2,500	-	-
	94,868	117,635	70,710	84,340
At fair value				
Convertible securities (Note 30(a))	26,943	-	26,943	-
	121,811	117,635	97,653	84,340
Non-current				
At amortised cost				
Bank borrowings	1,442	6,965	-	-
Convertible securities (Note 30(a))	29,003	-	-	-
	30,445	6,965	-	-
At fair value				
Convertible securities (Note 30(a))	76,789	106,564	76,789	106,564
	107,234	113,529	76,789	106,564
Total borrowings				
Bank borrowings	93,540	121,576	70,710	84,340
Bank overdraft	70	524	-	-
Convertible securities	132,735	106,564	103,732	106,564
Loan notes	2,700	2,500	-	-
	229,045	231,164	174,442	190,904

The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the reporting date are as follows:

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
12 months or less	91,407	112,800	70,150	84,340
1 - 5 years	1,193	69	-	121,576
Over 5 years	228	270	-	-
	92,828	113,139	70,150	205,916

30 BORROWINGS (CONTINUED)

The bank borrowings of the Group and of the Company are secured by certain assets of the Group and of the Company as follows:

- Leasehold properties of the Group (Note 22);
- Total corporate guarantees of $14,950,000 (2023: $17,622,000) from the Company for subsidiaries' banking facilities;
- Total corporate guarantee of $178,893,000 (2023: $190,905,000) from subsidiaries for the Company's banking facilities;
- Equity interests of certain subsidiaries and an associated company; and
- Assignment of a subsidiary's entire rights, title, benefits and interest in connection with the agreement executed relating to a project.

The carrying amount of the borrowings are reasonable approximation of their respective fair values, either due to their short term nature or it is designated at fair value through profit and loss or that they are floating rate instruments that are required to market interest rates on or near to the reporting date, except for those fixed rate instruments.

The fair values of non-current fixed rate instruments are $28,913,000 (2023: $3,959,000) and are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the reporting date which the directors expect to be available to the Group as follows:

	Group		Company	
	2024	2023	2024	2023
Group	%	%	%	%
Bank loans	5.67	5.81	-	-
Convertible securities	8.18	10.60	3.50	10.60

(a) Convertible securities

(i) During the financial year ended 31 March 2024, mmLive, a wholly-owned subsidiary of the Company, had entered into convertible securities agreements with various subscribers ("Bondholders") to issue unsecured convertible securities ("mmLive CS") totaling $14,100,000 ("CN-2"), carrying a coupon rate of 6% per annum and matures on the third anniversary of their respective dates of issue.

Concurrently with the issuance of CN-2, mmLive also granted a call option to certain subscribers of CN-2. For further details regarding the call option, please refer to Note 28 of the financial statements.

(ii) During the financial year ended 31 March 2024, mmLive had issued convertible debt securities ("CN-3") to fully settle the principal amount of convertible securities issued by mm Connect Pte. Ltd. ("mm Connect"), an associated company and former wholly-owned subsidiary of the Company, totaling $16,174,000 ("mm Connect CS"). Consequently, the subscribers of mm Connect CS have entered into separate subscription agreement with mmLive, mm Connect and the Company to carry out the settlement. Any accrued but unpaid interest due to these subscribers under the mm Connect CS will be paid in cash or by issuing additional mmLive CS.

30 BORROWINGS (CONTINUED)

(a) Convertible securities (continued)

(iii) During the financial year ended 31 March 2023, mm Connect, an associated company and former wholly-owned subsidiary of the Company, entered into convertible securities agreements with various subscribers ("Bondholders") to issue unsecured convertible securities totaling $15,350,000, carrying a coupon rate of 5% per annum and matures on the second anniversary of their respective dates of issue. At anytime before the maturity date, the outstanding sum under the convertible securities agreements ("Total Outstanding"), at the election of the Bondholders, may be converted into ordinary shares of mm Connect at 20% discount to the Initial Public Offering price of mm Connect ("Conversion Right").

If the Conversion Rights has not taken place by the Maturity Date and/or the Company no longer holds at least 51% of mm Connect's share capital, whichever is earlier, the Bondholder may elect to (i) redeem 100% of the Total Outstanding; or (ii) exchange Total Outstanding for the Company's shares at 25% premium to the volume weighted average share price of the Company during the 30 consecutive trading days prior to the date of this convertible securities agreements ("Exchange Right"). The Exchange Rights only applies to convertible securities amounting to $9,250,000 out of the total convertible securities issued by mm Connect amounting to $15,350,000.

As at 31 March 2023, the convertible securities have been derecognised from the Group's consolidated statement of financial position due to the deconsolidation of the mm Connect Group as disclosed in Note 42(a) to the financial statements.

As disclosed in Note 30(a)(ii) to the financial statements, during the financial year ended 31 March 2024, mmLive had issued convertible debt securities to fully settle the principal amount of convertible securities issued by mm Connect, including this convertible securities. Any accrued but unpaid interest due to subscribers of this convertible securities will be paid in cash or by additional mmLive CS.

(iv) On 31 December 2022, convertible securities previously issued by mm Connect with total carrying amount of $58,800,000 had matured and the Company and mm Connect had entered into settlement agreements with holders of the convertible securities ("CNCB Holders") that all principal amount with any unpaid interest would be settled via a combination of cash, which cannot exceed 50% of the outstanding sum, and the issuance of an unlisted, unsecured, redeemable, convertible and exchangeable bonds ("CN-1") to be issued by the Company. Subsequently, the Company entered into Bond Subscription Agreements with CBCN holders for the issuance of Bonds amounting to $30,702,000. The transaction was completed on 24 March 2023 and the computation of the interest expense will take effect retrospectively from 1 January 2023. The details of the Bonds are disclosed in Note 30(b) to the financial statements.

During the financial year ended 31 March 2024, CN-1, with principal amount of $5,213,000, had been early redeemed by its bondholders at an annual yield to early redemption of 10%, calculated on the aggregate outstanding principal amount of the bonds, including any unpaid accrued interest.

(v) As disclosed in Note 42(a) to the financial statements, on 30 December 2022, the Group had entered into an Exchangeable Bond Subscription Agreement for an issuance of Exchangeable Bonds ("EB") for $54,000,000 coupled with 250,000,000 free detachable warrants at an exercise price of $0.065 per share issued by the Company. The Exchangeable Bond Subscription Agreement was completed on 24 March 2023. On 23 January 2024, the aggregate number of outstanding warrants was adjusted to 296,875,000, and the exercise price of the warrants was adjusted to $0.055 per share.

As at 31 March 2024 and 2023, the fair value of EB were valued internally by management and by an independent valuer respectively. In estimating the fair value of the EB, market-observable data was used to the extent it is available. Where Level 1 inputs are not available, management establishes inputs that are appropriate to the circumstances. Measurement inputs include estimated share price, expected volatility, timing and probability of the repayment of EB and risk-adjusted discount rate. The EB is classified within Level 3 of the fair value hierarchy.

The details of the EB is disclosed in Note 30(b) to the financial statements.

Information about the significant unobservable inputs used in Level 3 fair value measurement of the EB is disclosed in Note 40(e) to the financial statements.

30 BORROWINGS (CONTINUED)

(a) Convertible bonds and notes (continued)

The revised terms and conditions for certain Convertible Securities, along with the terms and conditions for the remaining of the Convertible Securities are as follows:

Description	*Principal amount*	*Interest*	*Maturity date*	*Exchangeable / Conversion*	*Redemption price*
EB Issue date: *30 December 2022* Issued by: *mm2 Asia Ltd.*	$54,000,000	5.00% per annum and payable on semi-annually	Third anniversary of the issue date	(i) 100% of the principal amount, together with any accrued but unpaid interest between second anniversary of the Issue Date and the Maturity Date. (ii) In event the Company defaults on payment of any outstanding sum (including but not limited interest) on redemption of the Bonds pursuant to the expiry of the Bonds on Maturity Date, the Bondholder shall have the right to require the Company to transfer or procure the transfer of mm Connect Pte. Ltd.'s Shares to the Bondholder in lieu of payment.	During the two calender week period preceding the second anniversary of the Issue Date, the bondholder has the right to exchange the bond into 60% of mm Connect Pte. Ltd.'s enlarged share capital.
CN-1 Issue date: *1 January 2023* Issued by: *mm2 Asia Ltd.*	$30,702,000	6.00% per annum and payable on semi-annually	24th month from the Subscription date	(i) Bonds may be exchangeable into ordinary shares of mm Connect Pte. Ltd. owned by the Company at the option of the bondholder, upon the Initial Public Offering ("IPO") of mm Connect Pte. Ltd. at a price representing 20% discount to the IPO offer price of mm Connect Pte. Ltd. ("Exchange Right"). (ii) In the event that the Company does not have sufficient shares in the share capital of mm Connect to fully satisfy the Exchange Right, the remaining principal amount outstanding under the Bond may be converted into the Company's shares at conversion price of $0.06 per share. The maximum number that is convertible to the Company's shares amounts to 509,771,000.	109% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.

30 BORROWINGS (CONTINUED)

(a) Convertible bonds and notes (continued)

The revised terms and conditions for certain Convertible Securities, along with the terms and conditions for the remaining of the Convertible Securities are as follows: (continued)

Description	Principal amount	Interest	Maturity date	Exchangeable / Conversion	Redemption price
CN-2 Issue date: *22 May 2023* Issued by: *mmLive Pte. Ltd.*	$5,000,000	6.00% per annum and payable on semi-annually	36th month from the Subscription date	(i) Bondholder may subscribe for an additional $5,000,000 of mmLive CS via a call option granted by mmLive. (ii) The bondholder has, at its sole option, the right to convert all or part of the principal amount of the bonds into such number of new shares in the share capital of mmLive according to the fixed valuation of mmLive, on or before 30 September 2023. This clause was extended to 15 August 2024 during the current financial year ended 31 March 2024. (iii) After the Initial Conversion Period (and up to the respective Maturity date of the mmLive CS), the bondholder will continue have the right for the mmLive CS to be converted, only if the conversion is required by applicable rules and regulations. In the event where mmLive undergoes an IPO, the bondholder has the right to convert mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.	102% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.
Issue date: *31 May 2023* Issued by: *mmLive Pte. Ltd.*	$2,000,000	6.00% per annum and payable on semi-annually	36th month from the Subscription date	(i) The bondholders have, at its sole option, the right to convert 50% of the original principal amount of the bonds into such number of new shares in the share capital of mmLive according to the fixed valuation of mmLive, on or before 30 September 2023. This clause was extended to 15 August 2024 during the current financial year ended 31 March 2024. (ii) After the Initial Conversion Period (and up to the respective Maturity date of the mmLive CS), the bondholders will continue have the right for the mmLive CS to be converted, only if the conversion is required by applicable rules and regulations. In the event where mmLive undergoes an IPO, the bondholders have the right to convert their respective mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.	102% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.

30 BORROWINGS (CONTINUED)

(a) Convertible bonds and notes (continued)

The revised terms and conditions for certain Convertible Securities, along with the terms and conditions for the remaining of the Convertible Securities are as follows: (continued)

Description	Principal amount	Interest	Maturity date	Exchangeable / Conversion	Redemption price
CN-2 (continued)					
Issue date: *5 June 2023/* *30 June 2023/* *4 July 2023/* *6 July 2023/* *7 November 2023/* *27 Novemeber 2023/* *23 January 2024* Issued by: *mmLive Pte. Ltd.*	$7,100,000	6.00% per annum and payable on semi-annually	36th month from the Subscription date	(i) the bondholder only exercise its respective conversion right and convert its mmLive CS if mmLive undergoes an IPO. The bondholders have the right to convert their respective mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.	102% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.
CN-3					
Issue date: *1 August 2023* Issued by: *mmLive Pte. Ltd.*	$5,173,800	6.00% per annum and payable on semi-annually	23rd month from the Subscription date	(i) the bondholder only exercise its respective conversion right and convert its mmLive CS if mmLive undergoes an IPO. The bondholders have the right to convert their respective mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.	102% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.
Issue date: *27 June 2023/* *29 September 2023* Issued by: *mmLive Pte. Ltd.*	$11,000,000	6.00% per annum and payable on semi-annually	24th month from the Subscription date	(i) the bondholder only exercise its respective conversion right and convert its mmLive CS if mmLive undergoes an IPO. The bondholders have the right to convert their respective mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.	102% of their outstanding principal amount plus any accrued and unpaid interest on the outstanding principal amount of the Bonds at Maturity Date.

30 BORROWINGS (CONTINUED)

(a) Convertible securities (continued)

The carrying amount of the convertible securities measured at amortised cost was derived as follows:

Group	2024 $'000	2023 $'000
Face value of convertible securities at date of issuance	30,144	61,940
Derivative financial instruments on initial recognition	(3,331)	(7,056)
	26,813	54,884
Accumulated gains arising from modification of convertible securities	19	(3,381)
Accumulated amortisation of interest expense	2,171	18,797
Less: Interest paid up to date	-	(7,458)
Less: Repayment of principal up to date	-	(25,670)
Settlement over the remaining outstanding by the Company	-	(30,702)
Deconsolidation of subsidiary	-	(6,470)
End of financial year	29,003	-

The carrying amount of the convertible securities measured at fair value was derived as follows:

Group	2024 $'000	2023 $'000
Face value of convertible securities at date of issuance	81,932	88,628
Accumulated gains arising from modification of convertible securities	(723)	-
Accumulated fair value changes of convertible securities - net	21,989	24,172
Accumulated amortisation of interest expense	7,560	858
Less: Interest paid up to date	(1,813)	-
Less: Repayment of principal up to date	(5,213)	-
Deconsolidation of a subsidiary	-	(7,094)
End of financial year	103,732	106,564

(b) Loan notes

On 30 January 2019, the Group's subsidiary, UnUsUaL Management Pte. Ltd. ("UnUsUaL Management") had issued loan notes amounting to $5,000,000 with initial maturity date due on 29 January 2021. In the financial year ended 31 March 2021, the Group had entered into a supplemental agreement with the loan notes holder to extend the maturity date to 30 January 2022. In the financial year ended 31 March 2022, the maturity date of the loan notes was further extended to 30 January 2023. During the financial year ended 31 March 2024, the Group had entered into a Third Deed of Amendment with the loan notes holder to extend the maturity date of the loan notes to 30 April 2024.

In the financial year ended 31 March 2022, the Group had made cash repayment of $1,108,000 and utilised collateral deposits amounting to $1,392,000 towards redemption of the loan notes. During the financial year ended 31 March 2024, the Company had issued additional loan notes totaling $200,000. Consequently, as at 31 March 2024, the carrying amount of loan notes is $2,700,000 (2023: $2,500,000).

The loan notes was secured by the equity interest of a subsidiary and bears an interest rate of 10% (2023: 10%) per annum.

31 LEASE LIABILITIES

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Undiscounted lease payments due:				
- 12 months or less	444	345	-	23
- 1 - 5 years	385	396	-	-
	829	741	-	23
Less: Future interest costs	(47)	(43)	-	-
Lease liabilities	782	698	-	23
Represented by:				
- Current	413	317	-	23
- Non-current	369	381	-	-
	782	698	-	23

32 DERIVATIVE FINANCIAL INSTRUMENTS

	2024	2023
	$'000	$'000
Group		
Derivatives financial instruments arising from:		
Current		
Interest rate swap (Note 32(b))	-	-
Non-current		
Convertible bonds and notes (Note 32(a))	569	-

Movement of derivatives financial instruments are as follows:

	2024	2023
	$'000	$'000
Beginning of financial year	-	6
Issuance of CN-2	3,331	-
Gain on fair value changes (Note 9)	(2,762)	(6)
End of financial year	569	-

(a) The derivative financial instruments arises from the issuance of CN-2 and CN-3 issued by mmLive, a subsidiary of the Company, as disclosed in Note 30(a)(i) and 30(a)(ii) to the financial statements respectively. The fair value of derivative financial instruments is within Level 3 of the fair value hierarchy.

As at 31 March 2024, the fair value of embedded derivative were valued by an independent valuer. In estimating the fair value of the derivative liability component, market-observable data is used to the extent it is available. Where Level 1 inputs are not available, management establishes inputs that are appropriate to the circumstances. Measurement inputs include estimated share price, expected volatility, timing and probability of initial public offering of mmLive and risk-adjusted discount rate.

Information about the significant unobservable inputs used in Level 3 fair value measurement of the derivative financial instruments is disclosed in Note 40(e) to the financial statements.

(b) The Group entered into interest rate swap transactions to manage its exposure of interest rate risk on borrowing. The Group receives floating interest rate and pays interest at a fixed rate on the notional amount on a quarterly basis. The swap transactions had matured on April 2022. The fair value is within level 2 of the fair value hierarchy.

33 PROVISIONS

	2024 $'000	2023 $'000
Group		
Current		
Provision for restoration costs	21	-
Non-current		
Provision for restoration costs	144	140
	165	140

Provision for restoration costs comprises of estimates for reinstatement costs for leased cinema outlets and offices upon expiry of tenancy agreements.

Movement of provision for restoration costs are as follows:

	2024 $'000	2023 $'000
Group		
Beginning of financial year	140	5,886
Currency translation differences	(2)	(61)
Provision made	21	1,600
Unwinding of discount (Note 10)	6	302
Utilised	-	(1,437)
Deconsolidation of a subsidiary (Note 42(a))	-	(6,115)
Disposal of a subsidiary (Note 42(b))	-	(35)
End of financial year	165	140

34 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the consolidated statement of financial position as follows:

	2024 $'000	2023 $'000
Group		
Deferred income tax liabilities	(4,078)	(3,938)

Movement in deferred income tax is as follows:

	2024 $'000	2023 $'000
Group		
Beginning of financial year	(3,938)	(7,501)
Currency translation differences	18	(5)
Credit/(charged) to profit or loss	(158)	268
Deconsolidation of a subsidiary (Note 42(a))	-	3,300
End of financial year	(4,078)	(3,938)

34 DEFERRED INCOME TAX (CONTINUED)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances) are as follows:

Deferred income tax liabilities

	Accelerated tax depreciation/ amortisation $'000	Other $'000	Total $'000
Group			
2024			
Beginning of financial year	(4,682)	744	(3,938)
Currency translation differences	18	-	18
(Charged)/credited to profit or loss	(385)	227	(158)
End of financial year	(5,049)	971	(4,078)
2023			
Beginning of financial year	(8,094)	570	(7,524)
Currency translation differences	(5)	-	(5)
Credited to profit or loss	117	174	291
Deconsolidation of a subsidiary (Note 42(a))	3,300	-	3,300
End of financial year	(4,682)	744	(3,938)

Deferred income tax assets

	Accelerated tax depreciation/ amortisation $'000	Tax losses $'000	Total $'000
Group			
2024			
Beginning/end of financial year	-	-	-
2023			
Beginning of financial year	-	23	23
Charged to profit or loss	-	(23)	(23)
End of financial year	-	-	-

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The tax losses and capital allowances can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation.

The Group did not recognise deferred income tax assets arising from unabsorbed tax losses and unabsorbed capital allowances amounting to $11,128,000 (2023: $11,173,000) and $453,000 (2023: $1,940,000) respectively that can be carried forward against future taxable income without expiries. The unutilised tax losses and capital allowances do not have an expiry date under current tax legislation except for the amount of $679,092 and $Nil (2023: $867,896 and $484,059) respectively arising from the subsidiary in Malaysia which is available for carry up to 6 years from the year of loss and will expire in 2028.

35 SHARE CAPITAL

	No. of ordinary shares		Amount	
	2024	2023	2024	2023
	'000	'000	$'000	$'000
Group and Company				
Beginning of financial year	2,790,610	2,400,610	230,602	211,102
Issuance of rights shares (Note 35(a))	1,395,304	-	27,906	-
Less: capitalised expenses in relation to issuance of rights shares	-	-	(494)	-
Net of issuance of rights shares	1,395,304	-	27,412	-
Issuance of ordinary shares pursuant to private placement (Note 35(b))	-	390,000	-	19,500
End of financial year	4,185,914	2,790,610	258,014	230,602

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company. The newly issued shares rank pari passu in all respects with the previously issued shares.

(a) On 26 January 2024, the Company successfully allotted 1,395,304,000 Right Shares to subscribers at an issue price of $0.02 for each rights share, on the basis of one (1) rights share for every one (2) existing ordinary shares in the capital of the Company. The gross proceeds raised by the Company from the rights issue is approximately $27,906,000. The transaction cost in relation to the issuance of rights shares amounting to to $494,000 was capitalised as part of the transaction.

(b) On 23 March 2023, the Company entered into placement agreements with placees for the allotment and issuance of 390,000,000 placement shares in the capital of the Company at an issue price of $0.05 per placement share (the "Placement"). The total consideration from the Placement is $19,500,000. The placement was completed on 1 April 2022 upon the receipt of the remaining placement funds of $9,750,000. Accordingly, in the financial year ended 31 March 2023, the total number of issued shares of the Company has increased from 2,400,610,000 shares to 2,790,610,000 shares, being the enlarged issued and paid-up share capital.

36 RESERVES

	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Group			
Composition:			
Merger reserve (Note 36(a))	(37,338)	(37,338)	(37,338)
Currency translation reserve (Note 36(b))	1,635	1,507	(596)
Other reserves (Note 36(c))	23,917	23,917	33,667
	(11,786)	(11,914)	(4,267)
Company			
Composition:			
Other reserves (Note 36(c))	-	-	9,750

Reserves are non-distributable.

The movement of reserves are as follows:

(a) Merger reserve

	Group 2024 $'000	Group 2023 $'000
Beginning and end of financial year	(37,338)	(37,338)

The merger reserve represents the difference between the consideration paid and the share capital of the subsidiaries acquired under common control.

(b) Currency translation reserve

	Group 2024 $'000	Group 2023 $'000 *(Restated)*
At the beginning of the financial year		
- As previously reported	1,486	(599)
- Prior year adjustment (Note 44)	21	3
At the beginning of the financial year, restated	1,507	(596)
Net currency translation differences of financial statements of foreign subsidiaries and associated company	164	2,229
Less: Non-controlling interests	(36)	(126)
	128	2,103
End of financial year	1,635	1,507

(c) Other reserves

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Beginning of financial year	23,917	33,667	-	9,750
Subscription of ordinary shares of the Company pursuant to the private placement pending for allotment (Note 35(b))	-	9,750	-	9,750
Issuance of ordinary shares of the Company pursuant to Private Placement (Note 35(b))	-	(19,500)	-	(19,500)
End of financial year	23,917	23,917	-	-

37 ACCUMULATED LOSSES

Movement in accumulated losses of the Company is as follows:

	2024 $'000	2023 $'000
Company		
Beginning of financial year	(219,633)	(30,506)
Net loss during the financial year	(14,315)	(189,127)
End of financial year	(233,948)	(219,633)

Retained earnings, if any, of the Group are distributable except for accumulated retained earnings of associated companies amounting to $700,000 (31 March 2023: $652,000 and 1 April 2022: $730,000). Accumulated losses of the Group comprise of accumulated share of losses from associated company amounting to $12,496,000 (31 March 2023: $596,000 and 1 April 2022: $305,000).

Retained earning, if any, of the Company are distributable except for accumulated retained earnings of associated companies amounting to $Nil (31 March 2023 and 1 April 2022: $Nil). Accumulated losses of the Company comprise of accumulated share of losses from associated company amounting to $12,496,000 (31 March 2023: $596,000 and 1 April 2022: $305,000).

38 PERFORMANCE SHARE PLAN

The Company has implemented a performance share plan known as "mm2 PSP" which was approved and adopted by the shareholders at an Extraordinary General Meeting held on 4 November 2014 which provides for the award of fully paid-up ordinary shares in the share capital of the Company free-of-charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.

Full-time Group Executives who have attained the age of twenty-one (21) years as of the award date and hold such rank as may be designated by the Remuneration Committee from time to time are eligible to participate in the mm2 PSP. Group Executive Directors and Group Non-Executive Directors (including Independent Directors) of the Group are eligible to participate in mm2 PSP. The participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditor.

mm2 PSP is a share incentive scheme which will allow the Company, *inter alia,* to set specific performance objectives and to provide an incentive for participants to achieve these targets. The directors believe that mm2 PSP will help to achieve the following positive objectives:

(a) Foster an ownership culture with the Group which aligns the interests of Group Executives with the interests of shareholders;

(b) Motivate participants to achieve key financial and operational goals of the Company and/or their respective business units and encourage greater dedication and loyalty to the Group; and

(c) Make total employee remuneration sufficiently competitive to recruit new participants and/or retain existing participants whose contributions are important to the long term growth and profitability of the Group.

mm2 PSP is administered by the Remuneration Committee (the "RC") which comprises three (3) directors, namely Tan Liang Pheng (resigned on 31 May 2024), Mak Chi Hoo and Lei Chee Kong, Thomas.

38 PERFORMANCE SHARE PLAN (CONTINUED)

Persons who are controlling shareholders or associates of a controlling shareholder who meet the criteria above are also eligible to participate in mm2 PSP provided that the participation of and the terms of each grant and the actual number of awards granted under mm2 PSP to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in a separate resolutions for each person subject to the following:

(a) The aggregate number of shares comprised in awards granted to controlling shareholders or associates of a controlling shareholder under mm2 PSP shall not exceed 25% of the aggregate number of shares (comprised in awards) which may be granted under mm2 PSP; and

(b) The number of shares available to the each controlling shareholder or associate of a controlling shareholder shall not exceed 10% of the shares available under the mm2 PSP.

mm2 PSP shall continue in force at the discretion of the RC, subject to a maximum period of ten (10) years commencing on the date on which the mm2 PSP is adopted by the Company in general meeting, provided always that mm2 PSP may continue beyond the above stipulated period with the approval of Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

The Company may deliver shares pursuant to awards granted under mm2 PSP by way of:

(i) Issuance of new shares;
(ii) Delivery of existing shares purchased from the market or shares held in treasury; and/or
(iii) Cash in lieu of shares, based on the aggregate market value of such shares.

The total number of new shares which may be issued pursuant to awards granted under mm2 PSP, when added to (i) the number of new shares issued and issuable in respect of all awards granted thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed 15% of the issued share capital of the Company's post-placement as well as on the day preceding the relevant date of award. The aggregate number of shares available under mm2 PSP shall not exceed 15% of the total issued share capital of the Company post-placement and from time to time.

The Company had granted awards under mm2 PSP to subscribe for 959,400 ordinary shares at an exercise price of $0.5980 per share on 31 May 2017. Subsequently, there were no awards awarded pursuant to mm2 PSP, including the current financial year ended 31 March 2024.

39 CONTINGENT LIABILITIES

(a) Performance guarantee

At the reporting date, contingent liabilities, of which the probability of settlement is remote at the reporting date, are as follows:

	2024 $'000	2023 $'000
Group		
Performance guarantees	111	50

39 CONTINGENT LIABILITIES (CONTINUED)

(b) Corporate guarantees

During the financial year, the Company has issued corporate guarantees amounting up to $26,944,000 (2023: $29,664,000) to borrowings of its subsidiaries. These borrowings of the subsidiaries amounted to $14,950,000 (31 March 2023: $17,622,000) as at the reporting date.

In the previous financial year, the Group issued corporate guarantees to mm Connect Group as disclosed in Note 20 to the financial statements.

The Company has evaluated the fair values of the corporate guarantees issued to its subsidiaries and the consequential liabilities derived from its guarantees to the bank with regards to the subsidiaries are minimal, with no default in the payment of borrowings and credit facilities.

(c) Financial supports to subsidiaries and an associated company

The Company provides financial support to certain subsidiaries and an associated company of the Group with capital deficiency amounting to an aggregate of $20,509,000 (2023: $3,572,000) as at reporting date to operate as going concern and able to meet its liabilities as and when they fall due.

40 FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group’s activities expose it to market risk (including currency risk, price risk, and cash flow and fair value interest rate risk), credit risk, liquidity risk and capital risk. The Group’s overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group’s financial performance. The Group do not use financial instruments such as currency forwards and foreign currency borrowings to hedge certain financial risk exposure.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, and exposure limits in accordance with the objectives and underlying principles approved by the Board of Directors.

Financial risk management is carried out by the finance department in accordance with the policies set by the Board of Directors. The finance personnel identifies, evaluates and monitors financial risks in close co-operation with the Group’s operating units. The finance personnel measures actual exposures against the limits set and prepares periodic reports for review by the Board of Directors. Regular reports are also submitted to the Board of Directors.

(a) Market risk

(i) Currency risk

The Group operates in Asia with dominant operations in Singapore, Malaysia, Hong Kong, People's Republic of China ("China") and Taiwan. Entities in the Group regularly transact in currencies other than their respective functional currencies (“foreign currencies”).

Currency risk arises within entities in the Group when transactions are mainly denominated in foreign currencies such as the Singapore Dollar ("SGD"), Malaysian Ringgit (“RM”), United States Dollar (“USD”), Hong Kong Dollar (“HKD”), Chinese Renminbi ("RMB") and New Taiwan Dollar ("TWD").

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on the information provided to Board of Directors, which is denominated in currencies other than the functional currencies of the Group and its subsidiaries are as follows:

	SGD $'000	RM $'000	USD $'000	HKD $'000	RMB $'000	TWD $'000	Others $'000	Total $'000
Group								
2024								
Financial assets								
Cash and bank balances	2	-	1,196	-	327	8	21	1,554
Trade and other receivables	542	745	21,624	3,423	2,827	7,156	188	36,505
Investment in films and entertainment events, at FVPL	-	766	4,775	-	2,574	1,254	457	9,826
Receivables from subsidiaries	7,250	5,992	3,448	1,966	126	7	-	18,789
	7,794	7,503	31,043	5,389	5,854	8,425	666	66,674
Financial liabilities								
Trade and other payables	(1,253)	(2,386)	(11,769)	(7,799)	(18,497)	(4,985)	(300)	(46,989)
Borrowings	-	-	-	-	-	(2,456)	-	(2,456)
Payables to subsidiaries	(7,250)	(5,992)	(3,448)	(1,966)	(126)	(7)	-	(18,789)
	(8,503)	(8,378)	(15,217)	(9,765)	(18,623)	(7,448)	(300)	(68,234)
Currency exposure on net financial (liabilities)/assets	(709)	(875)	15,826	(4,376)	(12,769)	977	366	(1,560)

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on the information provided to key management, which is denominated in currencies other than the functional currencies of the Group and its subsidiaries are as follows: (continued)

	SGD $'000	RM $'000	USD $'000	HKD $'000	RMB $'000	TWD $'000	Others $'000	Total $'000
Group								
2023 ***(Restated)***								
Financial assets								
Cash and bank balances	14	-	1,587	-	412	8	22	2,043
Trade and other receivables	550	779	20,255	1,571	2,436	4,655	47	30,293
Investment in films and entertainment events, at FVPL	-	257	5,642	-	1,565	627	17	8,108
Receivables from subsidiaries	6,396	6,214	10,717	1,884	31	7	-	25,249
	6,960	7,250	38,201	3,455	4,444	5,297	86	65,693
Financial liabilities								
Trade and other payables	(42)	(3,633)	(15,231)	(9,998)	(11,756)	(1,952)	(286)	(42,898)
Borrowings	-	-	(7,243)	-	-	(2,747)	-	(9,990)
Payables to subsidiaries	(6,396)	(6,214)	(10,717)	(1,884)	(31)	(7)	-	(25,249)
	(6,438)	(9,847)	(33,191)	(11,882)	(11,787)	(4,706)	(286)	(78,137)
Currency exposure on net financial assets/(liabilities)	522	(2,597)	5,010	(8,427)	(7,343)	591	(200)	(12,444)

The Company is not exposed to significant currency risk as most of its financial assets and liabilities as at 31 March 2024 and 2023 are denominated in SGD. The currency risk exposure and financial impact have been determined by the management as not material to the Company's profit or loss for the financial years ended 31 March 2024 and 2023 respectively.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The following table shows the fluctuation of foreign currencies against Singapore Dollar ("SGD").

Group	2024 %	2023 %
Malaysian Ringgit ("RM")	5.0	6.0
United States Dollar ("USD")	2.0	2.0
Hong Kong Dollar ("HKD")	2.0	2.0
Chinese Renminbi ("RMB")	3.0	9.0
New Taiwan Dollar ("TWD")	3.0	8.0

The effects arising from foreign currency fluctuation from the net financial assets/liabilities position with all other variables including tax rate being held constant are as follows:

	Increase/(Decrease) in net loss	
	2024	2023
	$'000	$'000
Group		*(Restated)*
RM against SGD		
- Strengthened	(36)	(129)
- Weakened	36	129
USD against SGD		
- Strengthened	(263)	83
- Weakened	263	(83)
HKD against SGD		
- Strengthened	73	(140)
- Weakened	(73)	140
RMB against SGD		
- Strengthened	(318)	(552)
- Weakened	318	552
TWD against SGD		
- Strengthened	24	39
- Weakened	(24)	(39)

(ii) Price risk

The Group is exposed to equity securities price risk arising from the unquoted securities (Note 18) classified as financial assets, at FVPL to the financial statements. As at reporting date, there are no significant exposure to equity price risk.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group does not have any significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from borrowings at floating interest rate. The Group manages its interest rate risk by keeping bank loans to the minimum required to sustain the operations of the Group.

The Group's exposure to cash flow interest rate risk arises mainly from non-current variable-rate borrowings. The Group manages these cash flow interest rate risks using floating-to-fixed interest rate swap.

The Group's borrowings are at variable rates. The loans are denominated in the respective operating entities' functional currencies and there are natural hedges as the Group's collections are mainly in its respective operating entities' functional currencies. If the interest rates had increased/decreased by 0.5% (2023: 0.5%) with all other variables including tax rate being held constant, management had assessed and determined the impact to loss after tax as a result of higher/lower interest expense on these borrowings is not significant.

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and the Company are cash and cash equivalents, trade and other receivables and financial assets, at fair value through profit or loss. The Group's and the Company's exposure to credit risk arises primary from trade and other receivables.

For customers, the Group performs credit reviews on new customers before acceptance and an annual review for existing customers. Credit reviews take into account customers' financial strength, the Group's past experiences with the customers and other relevant factors. For other financial assets, the Group and the Company minimise credit risk by dealing only with reputable and/or good credit quality counterparties.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statements of financial position.

The Group's current credit risk framework comprises of the following categories:

Category	**Description**	**Basis for recognition ECL**
Performing	The counterparty has a low risk of default	12-month ECL
Doubtful	Amount is > 30 days past due* or there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
In default	Amount is > 90 days past due* or there is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

** Except for specific cases where management has assessed that the amount is still fully recoverable.*

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(b) Credit risk (continued)

(i) Trade receivables and accrued income

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

The trade receivables of the Group comprise 5 debtors (2023: 5 debtors), which represented 46% (2023: 60%) of the trade receivables.

The credit risk of trade receivables (before net of expected credit loss) and accrued income based on the information provided to key management is as follows:

	2024 $'000	2023 $'000
Group		
By geographical areas		
Singapore	13,582	9,686
Malaysia	4,748	2,882
People's Republic of China	31,764	27,414
Taiwan	21,734	17,298
Hong Kong	16,910	18,593
Others	5,488	5,270
	94,226	81,143
By types of customers		
Associated companies	1,727	759
Related parties	95	108
Non-related parties		
- Individual	113	114
- Corporations	92,291	80,162
	94,226	81,143

Loss allowance for trade receivables and accrued income are measured at an amount equal to lifetime expected credit losses ("ECL") via provision matrix as these items do not have a significant financing component. Trade receivables and accrued income have been grouped based on shared credit risk characteristics and the days past due to measure the ECL by reference to the Group's historical observed default rates, customers' ability to pay and adjusted with forward-looking information. The accrued income relate to unbilled work which substantially consists the same risk characteristics as the trade receivables.

Trade receivables and accrued income are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(b) Credit risk (continued)

(i) Trade receivables and accrued income (continued)

	2024 $'000	2023 $'000
Group		
At beginning of financial year	7,126	6,990
Currency translation differences	(45)	(113)
Utilisation	(1,093)	(2,127)
Loss allowance recognised in profit or loss	2,950	2,376
At end of financial year (Note 14)	8,938	7,126

The following table details the risk profile of trade receivables and accrued income based on the Group's provision matrix:

	Below 3 months $'000	3 - 6 months $'000	Above 6 months $'000	Total $'000
2024				
Trade receivables	50,163	6,351	35,674	92,188
Accrued income	2,038	-	-	2,038
Less: Allowance for expected credit loss	-	-	(8,938)	(8,938)
	52,201	6,351	26,736	85,288
2023				
Trade receivables	26,072	32,501	20,601	79,174
Accrued income	1,969	-	-	1,969
Less: Allowance for expected credit loss	-	-	(7,126)	(7,126)
	28,041	32,501	13,475	74,017

The Group has not recognised any loss allowance for accrued income.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Other financial assets, at amortised cost

The Group's and the Company's other financial assets recognised at amortised cost are mainly comprised of other receivables, i.e. non-trade amount due from non related parties, related parties, associated companies and joint venture and deposits.

The Company held non-trade receivables from its subsidiaries amounted to $103,610,000 (2023: $88,570,000). Included in this amount is a receivable of an interim tax exempt (single-tier) dividends declared by a subsidiary for $10,000,000 (2023: $45,000,000) in the current financial year and the remaining outstanding balances are amounts funded to subsidiaries as working capital.

The Company used general approach for assessment of ECLs for these receivables. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement), these exposures are considered to have low credit risk. Therefore impairment on these balances has been measured on the 12 month expected credit loss basis and the amount of the allowance is insignificant.

As at reporting date, other receivables and deposits of the Group were not subject to any material credit losses except as disclosed below:

	2024 $'000	2023 $'000
Group		
Current		
At beginning of financial year	931	681
Currency translation differences	12	-
Loss allowance recognised in profit or loss	2,897	250
At end of financial year	3,840	931
Non-current		
At beginning of financial year	-	2,062
Loss allowance reversal in profit or loss	-	(2,062)
At end of financial year (Note 14)	-	-

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and bank balances as disclosed in Note 13 to the financial statements.

Management monitors rolling forecasts of the liquidity reserve (comprises undrawn borrowing facility) and cash and bank balances of the Group and the Company on the basis of expected cash flow. This is generally carried out in accordance with the practice and limits set by the Board of Directors. These limits vary by location to take into account the liquidity of the market in which the entity operates.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months are equal to their carrying amounts as the impact of discounting is not significant.

Group	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Total $'000
2024					
Trade and other payables	91,007	-	-	-	91,007
Borrowings	121,811	77,950	154	288	200,203
Lease liabilities	413	369	15	-	797
	213,231	78,319	169	288	292,007
2023					
Trade and other payables	70,599	13,566	-	-	84,165
Borrowings	117,635	61,233	53,131	344	232,343
Lease liabilities	317	381	15	-	713
	188,551	75,180	53,146	344	317,221
Company					
2024					
Trade and other payables	59,289	-	-	-	59,289
Borrowings	97,653	76,789	-	-	174,442
	156,942	76,789	-	-	233,731
2023					
Trade and other payables	35,803	13,566	-	-	49,369
Borrowings	84,340	55,164	51,400	-	190,904
Lease liabilities	23	-	-	-	23
Financial guarantee contracts	17,167	1,367	247	-	18,781
	137,333	70,097	51,647	-	259,077

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(d) Capital risk

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

Management monitors capital based on the gearing ratio which the Board of Directors monitors on a periodic basis. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings less cash and bank balances. Total capital is calculated as total equity plus net debt.

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Borrowings (Note 30)	229,045	231,164	174,442	190,904
Less: Cash and cash equivalents (Note 13)	(7,783)	(9,440)	(44)	(415)
Net debt	221,262	221,724	174,398	190,489
Total equity	114,130	88,144	24,066	10,969
Total capital	335,392	309,868	198,464	201,458
Gearing ratio (times)	0.66	0.72	0.88	0.95

At each reporting period, the Group and the Company is required to meet certain financial covenants imposed for the bank borrowings.

The Group and the Company has obtained approval in principle from the banks to waive certain financial covenants of the Group as at 31 March 2024 and 2023 respectively. The waivers were obtained throughout the financial year and subsequent to financial years ended 31 March 2024 and 2023 respectively so as to enable the Group to meet certain capital requirements imposed by the banks.

(e) Fair value measurements

The following table presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measurement hierarchy:

(i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

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

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

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. Where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

There were no transfer between Level 1, 2 and 3 during the financial year.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(e) Fair value measurements (continued)

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements approximate their fair values, except for non-current deposits and receivables, financial assets and financial liabilities, at fair value through profit or loss and derivative financial instruments. The fair value measurement disclosure are as follow:

	Significant observable inputs (Level 3) $'000
Group	
2024	
Fair value measurement liability:	
- Call option - convertible securities of mm Live (Note 28)	653
- Convertible securities measured at fair value (Note 30(a))	103,732
- Derivative financial instruments (Note 32)	569
	104,954
2023	
Fair value measurement liability:	
- Convertible securities measured at fair value (Note 30(a))	106,564
Company	
2024	
Fair value measurement liability:	
- Convertible securities measured at fair value (Note 30(a))	103,732
2023	
Fair value measurement liability:	
- Convertible securities measured at fair value (Note 30(a))	106,564

There were no call option and derivative financial instruments issued in the previous financial year ended 31 March 2023.

Information about significant unobservable inputs used in Level 3 fair value measurement for financial liabilities, at FVPL

The following table shows the information about fair value measurement of financial liabilities, at FVPL using significant unobservable inputs (Level 3) as at 31 March 2024 and 2023:

Financial instrument	Valuation techniques	Unobservable inputs	Rate 2024 %
As at 31 March 2024			
Call option – convertible securities of mm Live	Black-Scholes model	Risk-free rate	3.74
		Volatility rate	51.1
Convertible securities measured at fair value	Discounted Cash Flow	WACC	7 & 8
	Monte Carlo	Cost of equity	8.91

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(e) Fair value measurements (continued)

Financial instrument	Valuation techniques	Unobservable inputs	Rate 2024 %
As at 31 March 2024 (continued)			
Derivative financial instruments	Discounted Cash Flow	Cost of equity	17.14 – 19.25
		Cost of debt	16.17 – 19.25
As at 31 March 2023			
Convertible securities measured at fair value	Discounted Cash Flow	WACC	10.06
	Monte Carlo	Cost of equity	7.74

Call-option - convertible securities of mm Live

An increase/decrease in risk-free rate would result in a decrease/increase in fair value of the liability.

An increase/decrease in volatility rate would result in an increase/decrease in fair value of the liability.

Convertible securities measured at fair value

An increase/decrease in WACC would result in a decrease/increase in fair value of the liability.

An increase/decrease in cost of equity would result in a decrease/increase in fair value of the liability.

Derivative financial instruments

An increase/decrease in WACC would result in a decrease/increase in fair value of the liability.

An increase/decrease in cost of equity would result in a decrease/increase in fair value of the liability.

The movement of financial liabilities, at FVPL, borrowings measured at fair value and derivative financial instrument, who are classified within Level 3 of the fair value hierarchy, are disclosed in Notes 28, 30(a) and 32 to the financial statements respectively.

40 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (continued)

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the consolidated statement of financial position, except for the following:

Group	31 March 2024 $'000	31 March 2023 $'000 *(Restated)*	1 April 2022 $'000 *(Restated)*
Financial assets, at amortised cost	121,095	108,713	137,195
Financial assets, at FVPL	35,362	28,048	27,967
Financial liabilities, at amortised cost	217,102	194,796	352,752
Financial liabilities, at FVPL	104,385	106,564	-
Derivative financial instruments	569	-	6

Company	2024 $'000	2023 $'000
Financial assets, at amortised cost	106,694	89,130
Financial liabilities, at amortised cost	129,999	119,065
Financial liabilities, at FVPL	103,732	106,564

(g) Offsetting financial assets and financial liabilities

Group	Gross amounts of recognised financial assets/ (liabilities) $'000	Gross amounts of recognised financial liabilities set off in the statement of financial position $'000	Net amounts of financial assets/ (liabilities) presented in the statement of financial position $'000
2024			
Trade receivables	10,222	(9,813)	409
Trade payables	(9,813)	9,813	-
2023			
Trade receivables	10,041	(10,041)	-
Trade payables	(10,378)	10,041	(337)

The Company does not have any financial instruments subject to enforceable master netting arrangements or similar agreement as at 31 March 2024 and 2023.

For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Group and the Company and their respective counterparties allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis, however each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

41 RELATED PARTY TRANSACTIONS

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

(a) Sales and purchases of goods and services

	2024 $'000	2023 $'000
Group		
Sales of goods and/or services to		
Associated companies	2,325	1,522
Related parties	8	808
Management services rendered by		
Associated companies	297	336
Other income received from		
Related parties	4	-
Purchase of services from		
Associated companies	244	42
Related parties	94	225
Administrative fee paid/payable to		
Associated companies	8	-
Rental income received from		
Associated companies	32	-
Rental expense paid/payable to director and key management personnel	22	22

Outstanding balances as at 31 March 2024 and 2023, arising from the sales/purchase of services, are unsecured and receivable/payable within 12 months from reporting date and are disclosed in Notes 14 and 27 to the financial statements respectively.

(b) Key management personnel compensation

Key management personnel compensation is as follows:

	2024 $'000	2023 $'000
Group		
Directors		
Wages and salaries	179	179
Bonus	20	20
Directors' fees	248	248
Employer's contribution to defined contribution plans	10	10
	457	457
Key management personnel		
Wages and salaries	740	699
Employer's contribution to defined contribution plans	42	46
	782	745
Total key management personnel compensation	1,239	1,202

42 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE

(a) Deconsolidation of mm Connect Group

31 March 2023

On 30 December 2022, the Group had entered into an Exchangeable Bond Subscription Agreement for an issuance of Exchangeable Bonds ("EB") for $54,000,000 coupled with 250,000,000 free detachable warrants at an exercise price of $0.065 per share issued by the Company. This agreement also, inter alia, allows the holders of the EB the right to have 60% of mm Connect Pte. Ltd.'s board representation in mm Connect Pte. Ltd. and its subsidiaries ("mm Connect Group").

As disclosed in Note 30(a)(v) to the financial statements, the settlement agreement was executed on 24 March 2023 and consequently, the Exchangeable Bond Subscription Agreement was also completed on 24 March 2023. On completion of the Exchangeable Bond Subscription, the Bondholder had exercised their rights and appointed their representatives as directors of mm Connect Group.

Due to the bondholder having 60% of mm Connect Pte. Ltd.'s board representation, in accordance with SFRS(I) 10 - *Consolidated Financial Statements* , management had assessed and determined that the Group and the Company had lost control of mm Connect Pte. Ltd. and is required to deconsolidate mm Connect Group and had accordingly, reclassified mm Connect Pte. Ltd. as an associated company of the Group and of the Company.

In compliance with SFRS(I) 5 *Non-current Assets Held-for-Sale and Discontinued Operations* , mm Connect Group's financial results have been presented as "Discontinued Operations" as of 31 March 2023 and its prior financial year's financial results have been restated to reflect this change in presentation in the Consolidated Statement of Comprehensive Income.

(i) The results of the discontinued operations are as follows:

	2023
	$'000
Revenue	47,738
Cost of sales	(24,493)
Gross profit	23,245
Other income	1,211
Other (losses)/gains - net	(568)
Administrative expenses	(30,633)
Impairment on goodwill (Note 24(a)(iii))	(117,677)
Finance expenses	(6,481)
Share of loss of a former joint venture	-
Loss before income tax from discontinued operations	(130,903)
Income tax credit (Note 11)	83
Loss after tax from discontinued operations	(130,820)
Gain on deconsolidation of a subsidiary (Note 42(a)(ii))	31,778
Total loss for the financial year from discontinued operations	(99,042)

42 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

(a) Deconsolidation of mm Connect Group (continued)

(ii) The effects of the deconsolidation on the cash flows of the Group were as follows:

	At 31 March 23 $'000
Carrying amount of assets and liabilities as at the date of disposal:	
Cash and cash equivalents	751
Trade and other receivables	3,322
Inventories	273
Income tax receivables	180
Property, plant and equipment (Note 22)	41,832
Intangible assets and goodwill (Note 24)	84,078
Total assets	130,436
Trade and other payables	15,619
Contract liabilities	2,000
Current borrowings	1,101
Current lease liabilities	17,182
Non-current borrowings	13,425
Non-current lease liabilities	27,998
Provisions (Note 33)	6,115
Deferred income tax liabilities (Note 34)	3,300
Total liabilities	86,740
Net assets derecognised and disposed of	43,696
Fair value of the mm Connect Group:	
Net assets disposed of (as above)	43,696
Gain on deconsolidation (Note 42(a)(i))	31,778
Financial guarantee provided by the Company to mm Connect Group (Note 20(b) and 27)	14,526
	90,000
Net cash outflows arising from disposal:	
Cash and bank balances in subsidiary disposed of	(751)

(iii) The impact of the discontinued operations on the cash flows of the Group was as follows:

	2023 $'000
Operating cash inflows	77,135
Investing cash (outflows)/inflows	(130)
Financing cash outflows	(76,795)
Total cash inflows/(outflows)	210

42 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

(b) Disposal of AsiaOne Online Pte. Ltd.

31 March 2023

On 29 December 2022, the Company had signed a Sales and Purchase Agreement ("SPA") to sell 41% equity interests in its 51% owned subsidiary, AsiaOne Online Pte. Ltd. ("AsiaOne"), to a non-related party at a consideration of $393,600. The transaction was completed on 31 December 2022.

Part of the agreed terms and conditions of the sale relates to the non-related party committing to purchase the remaining 10% equity that the Company retains in AsiaOne within the next 24 months for an agreed consideration of $96,000.

Consequently, the remaining 10% equity interest in AsiaOne was classified as a non-current asset held-for-sale and were written down to their fair value less costs to sell of $96,000. This is classified as Level 2 in the fair value hierarchy.

(i) The results of AsiaOne are as follows:

	For the financial period from 1 April 2022 to 31 December 2022 $'000
Revenue	2,037
Cost of sales	(2,714)
Gross profit	(677)
Other income	211
Other gains/(losses) - net	4
Administrative expenses	(268)
Finance expenses	(4)
Loss before income tax, representing net loss for the period/year	(734)

(ii) The effects of the disposal on the cash flows of the Group were as follows:

	At 31 December 2022 $'000
Carrying amounts of assets and liabilities of AsiaOne as at the date of disposal:	
Cash and cash equivalents	159
Trade and other receivables	647
Property, plant and equipment (Note 22)	146
Intangible assets (Note 24)	276
Total assets	1,228
Trade and other payables	243
Contract liabilities	110
Current lease liabilities	40
Provisions (Note 33)	35
Non-current lease Liabilities	2
Total liabilities	430
Net assets derecognised	798
Less: Non-controlling interests	(391)
Net assets disposed of	407
Cash inflows arising from disposal:	
Net assets disposed of (as above)	407
Add: Gain on disposal (Note 9)	66
Less: Net assets attributable to the remaining 10% equity interest held by the Company	(79)
Cash proceeds from disposal	394
Less: Cash and cash equivalents in subsidiary disposed of	(159)
Total cash proceeds from disposal	235

42 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

(b) Disposal of AsiaOne Online Pte. Ltd. (continued)

(iii) The impact on the cash flows of the Group was as follows:

Group	2023 $'000
Operating cash outflows	(35)
Investing cash outflows	(61)
Financing cash outflows	(42)
Total cash outflows	(138)

(iv) Details of assets in non-current asset classified as held-for-sale were as follows:

Group and Company	2023 $'000
Investment in associated company	96

43 SEGMENTAL INFORMATION

The Group’s chief operating decision-maker (“CODM”) comprises the Executive Chairman, Chief Executive Officer, the Chief Financial Officer, and the heads of each business within the operating segment. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources, and assess performance.

The Group has 3 reportable segments, as described below, which are Group's strategic business units. The strategic business units offer different services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the CODM reviews the internal management report on a periodic basis.

Other segments includes social media advertising activities and development of software for interactive digital media, brand consulting services, streaming digital films and short-form content. These are not included within the reportable operating segment. The results of these operations are included in the "other segments" column.

The following describes the operations in each of the Group's reportable segments:

Continuing Operations

(a) Content Business

Content Business segment refers to the Group's production and distribution of motion picture, video and television programme and sponsorship.

(b) Digital Entertainment Business

Digital Entertainment Business segment comprises of (i) the services in visual effects and immersive media work for feature films and commercials and production of location-based entertainment with immersive experience; and (ii) public relations services refers to the services in management consultancy services and communications and media relations solutions.

(c) Concert and Event Business

Concert and Event Business segment refers to sales on events production, concerts promotion and renting of stage sound system and equipment.

Discontinued Operations

Cinema Business

In the previous financial year ended 31 March 2023, the Company had deconsolidated mm Connect Group and has been classified as an Investment in the associated company. As a result of deconsolidation, mm Connect Group or Cinema business was not part of the reportable segment, further details are disclosed in Note 42(a) to the financial statements. Cinema business refers to sales of cinema tickets and concessions, hall rental and screen advertising.

43 SEGMENTAL INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments on continuing operations are as follows:

	Content Business $'000	Digital Entertainment Business $'000	Concert and Event Business $'000	Others $'000	Cinema business $'000	Segments elimination $'000	Total $'000
2024							
Total segment sales	115,160	7,144	74,428	2,399	-	(423)	198,708
Inter-segment sales	(17)	(190)	(96)	(120)	-	423	-
Sales to external parties	115,143	6,954	74,332	2,279	-	-	198,708
Earnings/(loss) before interest, tax, depreciation, amortisation, impairment, (loss)/gain on unrealised foreign exchange, fair value changes and share of losses from an associated company (Cinema business) ("EBITDA"/("LBITDA"))	**24,867**	**(781)**	**18,005**	**(482)**	**-**	**(1,428)**	**40,181**
Share of losses of an associated company - Cinema business	-	-	-	-	(11,720)	-	(11,720)
Impairment losses	-	-	(405)	-	-	-	(405)
Amortisation	(2,989)	(232)	(2,258)	(1,220)	-	-	(6,699)
Depreciation	(415)	(243)	(2,213)	(36)	-	-	(2,907)
Finance expenses	(16,633)	(171)	(3,405)	(5)	-	1,428	(18,786)
Loss on fair value changes in financial assets	-	(62)	-	-	-	-	(62)
Gain on fair value changes in financial instruments	2,183	-	2,762	-	-	-	4,945
(Loss)/gain on fair value changes in investment in films and entertainment event, at FVPL	(715)	66	(1,581)	-	-	-	(2,230)
(Loss)/gain on unrealised foreign exchange	(37)	(146)	(149)	5	-	-	(327)
Profit/(loss) before income tax	6,261	(1,569)	10,756	(1,738)	(11,720)	-	1,990
Income tax expenses	(1,150)	(9)	(2,776)	-	-	-	(3,935)
Net profit/(loss)	**5,111**	**(1,578)**	**7,980**	**(1,738)**	**(11,720)**	**-**	**(1,945)**

43 SEGMENTAL INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments on continuing operations are as follows: (continued)

	Content Business $'000	Digital Entertainment Business $'000	Concert and Event Business $'000	Others $'000	Segments elimination $'000	Total $'000
2023						
(Restated)						
Total segment sales	100,684	2,680	29,229	4,140	(3,321)	133,412
Inter-segment sales	(2,664)	(390)	(239)	(28)	3,321	-
Sales to external parties	98,020	2,290	28,990	4,112	-	133,412
Earnings/(loss) before interest, tax, depreciation, amortisation impairment, (loss)/gain on unrealised foreign exchange and fair value (losses)/gains ("EBITDA"/("LBITDA"))	**23,877**	**(1,643)**	**3,897**	**(1,688)**	**16**	**24,459**
Amortisation	(8,038)	(586)	(832)	(503)	-	(9,959)
Depreciation	(464)	(310)	(1,256)	(92)	-	(2,122)
Finance expenses	(7,507)	(172)	(1,099)	(4)	2	(8,780)
(Loss)/gain on fair value changes in financial instrument	(24,172)	-	6	-	-	(24,166)
Loss on fair value changes in investment in films and entertainment events, at FVPL	(278)	(234)	-	-	-	(512)
(Loss)/gain on unrealised foreign exchange	(123)	(592)	(279)	1	-	(993)
(Loss)/profit before income tax	(16,705)	(3,537)	437	(2,286)	18	(22,073)
Income tax (expenses)/credit	(968)	(4)	286	-	-	(686)
Net (loss)/profit	**(17,673)**	**(3,541)**	**723**	**(2,286)**	**18**	**(22,759)**

43 SEGMENTAL INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments on continuing operations are as follows: (continued)

Total assets and total liabilities for each reportable segments were not presented as the CODM is of the opinion that it is not meaningful and impracticable as they do not use them for operating decision-making on allocation of resources and performance assessment.

Sales between segments are carried out at agreed terms. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the statement of comprehensive income.

Geographical information

Segmental revenue by geographical location of projects is disclosed in Note 5 to the financial statements.

Information of major customers

Revenue of approximately $8,800,000 (2023: $6,448,000) is derived from one (2023: one) external customer for the financial year ended 31 March 2024. This revenue is attributable from the content business (2023: content business) in Singapore.

44 COMPARATIVE FIGURES

During the financial year ended 31 March 2024, management reviewed and reassessed other current assets, film intangibles and film inventories, and intangible assets and goodwill in its consolidated statement of financial position. Following the reassessment, adjustments have been made for the financial year ended 31 March 2023 due to the following:

(a) The Group had reviewed the related accounting treatment on certain project costs. Following the review, the costs related to acquired performance rights, initially capitalised as other current assets amounting to approximately $5,757,000, were not charged out in the consolidated statement of comprehensive income. As a result, the effect of this was reversed out from other current assets and recognised in the accumulated losses of the Group.

(b) Over the past financial years, the Group had entered into agreements to invest in films and entertainment events. Under the provisions of these agreements, the Group is entitled to share certain percentage of the net profits or loss generated by the respective films and entertainment events, in accordance with the terms and conditions set out in the agreements. Therefore, management had reassessed and recognised these investments in films and entertainment events as financial assets at FVPL.

44 COMPARATIVE FIGURES (CONTINUED)

The effect of the abovementioned adjustments to the consolidated statement of financial position as at 31 March 2023 and 1 April 2022, consolidated statement of comprehensive income and consolidated statements of cash flows for the financial year ended 31 March 2023 are as follows:

Group	As previously reported $'000	Adjustments $'000	As restated $'000
1 April 2022			
Consolidation statement of financial position			
Current assets			
Trade and other receivables	102,894	1,415	104,309
Investments in films and entertainment events, at FVPL (Note 16)	-	4,555	4,555
Other current assets	83,459	(10,819)	72,640
Income tax receivables	407	980	1,387
Non-current assets			
Intangible assets and goodwill	237,086	(2,069)	235,017
Film rights (Note 25)	28,678	30	28,708
Film intangibles and film inventories	20,277	(20,277)	-
Film intangibles (Note 26)	-	1,110	1,110
Investments in films and entertainment events, at FVPL (Note 16)	-	21,711	21,711
Current liabilities			
Trade and other payables	91,723	607	92,330
Current income tax liabilities	2,279	164	2,443
Equity			
Reserves	(4,270)	3	(4,267)
Accumulated losses	(46,677)	(1,624)	(48,301)
Non-controlling interests	42,337	(2,514)	39,823
31 March 2023			
Consolidation statement of financial position			
Current assets			
Trade and other receivables	98,573	1,137	99,710
Investments in films and entertainment events, at FVPL (Note 16)	-	4,504	4,504
Other current assets	115,357	(10,759)	104,598
Income tax receivables	247	980	1,227
Non-current assets			
Intangible assets and goodwill	46,147	(1,817)	44,330
Film rights (Note 25)	23,584	15	23,599
Film intangibles and film inventories	20,267	(20,267)	-
Film intangibles (Note 26)	-	1,014	1,014
Investments in films and entertainment events, at FVPL (Note 16)	-	21,895	21,895
Current liabilities			
Current income tax liabilities	1,068	164	1,232
Equity			
Reserves	(11,935)	21	(11,914)
Accumulated losses	(167,131)	(890)	(168,021)
Non-controlling interests	40,070	(2,593)	37,477

44 COMPARATIVE FIGURES (CONTINUED)

Group	As previously reported $'000	Adjustments $'000	As restated $'000
31 March 2023			
Consolidation statement of comprehensive income			
Revenue	134,285	(873)	133,412
Cost of sales	(106,611)	1,422	(105,189)
Administrative expenses	(15,324)	109	(15,215)
Other comprehensive income, net of tax			
Items that may be reclassified subsequently to profit or loss:			
- Currency translation differences arising from consolidation - gains	2,085	18	2,103
Items that will not be reclassified subsequently to profit or loss:			
- Currency translation differences arising from consolidation - gains	125	1	126
Consolidation statement of cash flows			
Cash flow provided by operating activities			
Net loss for the financial year	(122,455)	654	(121,801)
Amortisation of intangible assets	1,691	(58)	1,633
Amortisation of film intangible and film inventories	2,036	(2,036)	-
Amortisation of film intangible	-	549	549
Loss on fair value changes in investment in films and entertainment event, at FVPL, net	-	512	512
Unrealised currency translation losses	4,326	1	4,327
Film intangibles and film inventories	(1,265)	1,265	-
Film intangibles	-	(169)	(169)
Investments in films and entertainment events, at FVPL	-	(1,063)	(1,063)

45 BUSINESS COMBINATIONS

On 26 March 2023, Vividthree Holdings Ltd. ("Vividthree"), a subsidiary of the Company, has entered into a Sales and Purchase Agreement ("SPA") with Quin Yeo Chow In (the "Co-Founder") and Foo Jinzhong Jeremy ("Vendor") to acquire a 30% equity interest in Elliot Communications Pte. Ltd. ("Elliot") and its subsidiaries ("Elliot Group") for a consideration of $775,000 ("Initital Purchase Consideration"). The SPA included a call option to acquire an additional 21% equity interest in Elliot, with terms and conditions applied.

Additionaly, on the same day, Vividthree has entered into a Shareholders Agreement ("SHA") with the Vendor and Elliot, outlining the framework to regulate the shareholders' risks and responsibilities, including board matters and decision-making processes related to Elliot Group.

Subsequent to the SPA and SHA, Vividthree and the Vendor entered into a supplementary arrangement on 22 December 2023 to exclude a startup business from Elliot Group. Accordingly, the initial purchase consideration was revised to $697,000.

Vividthree has assessed that the Vividthree's company has established control over Elliot Group in accordance with SFRS(I) 10 *Consolidated Financial Statements* . Consequently, Vividthree has accounted for Elliot Group as subsidiary.

Details of the consideration paid and the assets acquired and liabilities assumed, and the non-controlling interests recognised and the effects on the cash flow on the Group, at the acquisition date, are as follows:

(i) Purchase Consideration

	$'000
Cash paid to Vendor	308
Cash paid to Elliot Communication's for subscription of new shares	389
Total purchase consideration	**697**

45 BUSINESS COMBINATIONS (CONTINUED)

Details of the consideration paid and the assets acquired and liabilities assumed, and the non-controlling interests recognised and the effects on the cash flow on the Group, at the acquisition date, are as follows: (continued)

(ii) Effect on cash flows of the Group

	$'000
Cash paid to Vendor	(308)
Less: Cash and cash equivalents acquired	385
Cash inflow on acquisition	**77**

(iii) Identifiable assets acquired and liabilities assumed

	At fair value $'000
Cash and bank balances	385
Trade and other receivables	1,274
Deposits and prepayments	43
Plant and equipment (including right-of-use assets) (Note 22)	112
Intangible assets (Note 24)	74
Total assets	**1,888**
Trade and other payables	(313)
Contract liabilities	(379)
Current income tax liabilities	(28)
Lease liabilities	(102)
Borrowing	(558)
Total liabilities	**(1,380)**
Total identifiable net assets	507
Less: Non-controlling interests proportion of the fair value of identifiable net assets	(355)
Add: Provisional goodwill (Note 24)	545
Total purchase consideration	**697**

46 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 April 2024 and which the Group has not early adopted.

Amendments to SFRS(I) 1-1 *Presentation of Financial Statements* :

Classification of Liabilities as Current or Non-current (effective for annual periods beginning on or after 1 January 2024) and Non-current Liabilities with Covenants (effective for annual periods beginning on or after 1 January 2024).

The narrow-scope amendments to SFRS(I) 1-1 Presentation of Financial Statements clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant).

Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

46 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 April 2024 and which the Group has not early adopted. (continued)

Amendments to SFRS(I) 1-1 *Presentation of Financial Statements* : (continued)

The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

- the carrying amount of the liability
- information about the covenants, and
- facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note.

The Group does not expect any significant impact arising from applying these amendments.

Amendments to SFRS(I) 1-7 *Statement of Cash Flows* and SFRS(I) 7 *Financial Statements: Disclosures: Supplier finance arrangements*

The amendments clarify the characteristics of supplier finance arrangements ("SFA") and introduce new disclosures of such arrangements. The objective of the new disclosures is to provide information about supplier finance arrangements that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk. There is a transitional relief of not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances.

The amendments will be effective for annual periods beginning on or after 1 January 2024. Early adoption is permitted.

The Group does not expect any significant impact arising from applying these amendments.

Amendments to SFRS(I) 16 Leases: Lease liability in a Sale and Leaseback

The narrow-scope amendments to SFRS(I) 16 explain how an entity accounts for a sale and leaseback after the date of the transaction.

The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.

The Group does not expect any significant impact arising from applying these amendments.

47 AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors of mm2 Asia Ltd. on 14 July 2024.

STATISTICS OF SHAREHOLDINGS

As at 28 June 2024

Class of Shares	:	Ordinary shares
Number of shares (excluding treasury shares)	:	4,185,913,830
Voting Rights	:	One vote per share
No. of treasury shares and percentage	:	Nil
No. of subsidiary holdings held and percentage	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Size of shareholdings	No. of shareholders	%	No. of Shares	%
1 - 99	6	0.21	185	0.00
100 - 1,000	214	7.43	162,850	0.00
1,001 - 10,000	618	21.47	3,686,000	0.09
10,001 - 1,000,000	1,865	64.78	304,429,181	7.27
1,000,001 and above	176	6.11	3,877,635,614	92.64
Total	2,879	100.00	4,185,913,830	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of shares	%
1	UOB Kay Hian Pte Ltd	833,389,800	19.91
2	CGS International Securities Singapore Pte Ltd	416,180,300	9.94
3	DBS Nominees Pte Ltd	369,597,595	8.83
4	Oei Hong Leong	353,664,150	8.45
5	Goi Seng Hui	285,000,000	6.81
6	Citibank Nominees Singapore Pte Ltd	159,821,568	3.82
7	Moomoo Financial Singapore Pte. Ltd.	141,389,450	3.38
8	Lim & Tan Securities Pte Ltd	130,300,600	3.11
9	StarHub Ltd	114,315,790	2.73
10	Choo Meileen	113,345,600	2.71
11	Yeo Khee Seng Benny	100,984,288	2.41
12	DB Nominees (Singapore) Pte Ltd	87,060,000	2.08
13	Phillip Securities Pte Ltd	67,408,800	1.61
14	Maybank Securities Pte. Ltd.	45,918,150	1.10
15	Raffles Nominees (Pte) Limited	41,419,800	0.99
16	United Overseas Bank Nominees Pte Ltd	27,631,918	0.66
17	OCBC Securities Private Ltd	25,674,000	0.61
18	Tjandra Tjakrawinata @ Chow Charles	20,384,900	0.49
19	Fast Financial Pte Ltd	19,836,700	0.47
20	Tiger Brokers (Singapore) Pte. Ltd.	16,922,655	0.40
	Total	**3,370,246,064**	**80.51**

STATISTICS OF SHAREHOLDINGS

As at 28 June 2024

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
	No. of Shares	**%**	**No. of Shares**	**%**
Melvin Ang Wee Chye (1)	335,400	0.01%	921,653,700	22.01%
Oei Hong Leong	353,664,150	8.45%	–	0.00%
Goi Seng Hui	285,000,000	6.81%	–	0.00%
Ron Sim Chye Hock (2)	195,947,550	4.68%	32,455,400	0.78%

(1) Mr. Melvin Ang Wee Chye ("**Mr. Melvin Ang**") is deemed to be interested in the 921,653,700 ordinary shares, which are maintained under the following nominee accounts set out below respectively:-

(a) 297,800,000 ordinary shares under CGS-CIMB Securities (Singapore) Pte. Ltd; and

(b) 623,853,700 ordinary shares under UOB Kay Hian Pte. Ltd.;

(collectively, the "**MA Nominee Accounts**")

Under the UOB Kay Hian Pte Ltd account, a total of 201,064,000 ordinary shares are held under Lionsgate Alpha Ltd., a company which is wholly owned by Mr Melvin Ang Wee Chye. Pursuant to Section 7 of the Act, Mr. Melvin Ang is deemed to be interested in the shares held by the MA Nominee Accounts.

(2) Mr Ron Sim Chye Hock ("Mr Ron Sim") is deemed to be interested in the 32,455,400 ordinary shares held under Future Store Pte Ltd, which is an indirect subsidiary of V3 Group Ltd, a company wholly-owned by Mr Ron Sim

PERCENTAGE OF SHAREHOLDINGS HELD IN PUBLIC'S HANDS

As at 28 June 2024, 55.21% of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or "**Meeting**") of **mm2 Asia Ltd.** ("**Company**") will be held at 87 Science Park Drive, The Oasis, Level 4 Auditorium, Singapore 118260 on **Wednesday, 31 July 2024** at **1.30 p.m.** (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2024 together with the Independent Auditor's Report thereon.

   Resolution 1

2. To approve the payment of Directors' fees of S$247,500 for the financial year ending 31 March 2025, to be paid quarterly in arrears.

   Resolution 2

3. To note the retirement of the following Directors of the Company who are retiring pursuant to Regulation 110 of the Constitution of the Company and will not be seeking for re-election:

   (i) Mr Terry Mak Chi Hoo
   (ii) Mr Thomas Lei Chee Kong

   Upon the retirement of Mr Terry Mak Chi Hoo, he will be relinquishing his position as Non-Executive and Non-Independent Director and member of Remuneration Committee.

   Upon the retirement of Mr Thomas Lei Chee Kong, he will be relinquishing his position as Independent Director, Chairman of Nominating Committee, Acting Chairman of Remuneration Committee and member of Audit Committee.

4. To re-appoint Messrs CLA Global TS Public Accounting Corporation, as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration.

   Resolution 3

5. To transact any other ordinary business which may properly transacted at an AGM.

AS SPECIAL BUSINESS

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

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

   That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

   (a) (i) issue shares in the Company whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

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

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

   (the "**Share Issue Mandate**")

   provided that:

   (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with sub-paragraphs (2)(a) or (2)(b) above are only to be made in respect of new share arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the Provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

Resolution 4

[See Explanatory Note (i)]

7. **Authority to issue shares under the mm2 Performance Share Plan**

That pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be authorised and empowered to offer and grant share awards under the mm2 Performance Share Plan (the "**mm2 PSP**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the mm2 PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

Resolution 5

[See Explanatory Note (ii)]

8. **Proposed Renewal of Share Buyback Mandate**

That:

a. for the purposes of Section 76C and 76E of the Companies Act 1967, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

(i) on-market purchases, transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose ("**Market Purchase**"); and/or

(ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act 1967 ("**Off-Market Purchase**"), and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

b. unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

   a. the date on which the next AGM of the Company is held or required by law to be held;

   b. the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

   c. the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by shareholders of the Company in a general meeting;

   whichever is the earliest;

c. in this Resolution:

   "**Average Closing Price**" means the average of the closing market prices of a Share over the last five Market Days ("**Market Day**" being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

   "**date of the making of the offer**" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

   "**Maximum Percentage**" means that number of issued Shares representing 1% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date);

   "**Maximum Price**" in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

   (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and

   (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

d. the Directors and/or any one of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate in any manner as they think fit, which is permissible under the Companies Act 1967; and

e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

Resolution 6

[See Explanatory Note (iii)]

By Order of the Board

Lissa Siau Kuei Lian
Company Secretary
Singapore, 16 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) The ordinary **Resolution 4** in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(ii) The ordinary **Resolution 5** in item 7 above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the vesting of share awards under the mm2 PSP provided that the aggregate additional shares to be allotted and issued pursuant to the mm2 PSP do not exceeding in total (for the entire duration of the mm2 PSP) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

(iii) The ordinary **Resolution 6** in item 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 1% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase and acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buy Back Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2024 are set out in greater detail in the Appendix.

Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified).
3. The Proxy Form must be deposited at the registered office of the Company at **1002 Jalan Bukit Merah, #07-11 Singapore 159456** by mail or by email to ir@mm2asia.com , in each case, no later than **1.30 p.m. on 28 July 2024**, and failing which, the Proxy Form will not be treated as valid.
4. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
5. A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a Director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
6. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
7. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS Investors) and who wishes to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

Submission of questions prior to the AGM

1. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations no later than 1.30 p.m. on 23 July 2024 through any one of the following means: (a) in physical copy by depositing the same at the registered office of the Company at **1002 Jalan Bukit Merah, #07-11 Singapore 159456**; or (b) by email to ir@mm2asia.com. The Company will endeavour to address substantial and relevant questions and will upload the Company's responses to the queries from shareholders on the SGXNet and Company's website by 25 July 2024.
2. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

**A Relevant Intermediary is:*

(a) a banking corporation licensed under the Banking Act 1970 of the Laws of the Republic of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of the Laws of the Republic of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of the Laws of the Republic of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Directions to the AGM Venue

The AGM venue (87 Science Park Drive, The Oasis, Level 4 Auditorium, Singapore 118260) is accessible by MRT/bus as follows:

(a) **Redhill MRT Station**

Board Bus 33 from Opp Redhill MRT Station, Tiong Bahru Road (Bus stop no. 10201), for 7 stops, alight at Science Park, AYE (Bus stop no. 18131) and walk approximately 4 minutes; or

(b) **One-North MRT Station**

Walk approximately 4 minutes to the bus stop at Ayer Rajah Industrial Estate, Buona Vista Flyover (Bus stop no. 18129). Board bus 14,33 or 166 for 2 stops and alight at Opposite Science Park, AYE (Bus stop no. 18049), then walk approximately 4 minutes; or

(c) **Kent Ridge MRT Station**

Walk approximately 20 minutes.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

MM2 ASIA LTD.
(Company Registration No. 201424372N)
(Incorporated in Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:
1. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and SRS Operators to appoint the Chairman of the Meeting to act as their proxy, at least 7 working days before the Meeting, in which case, CPF/SRS Investor shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, ______________________________ (Name) ______________________________ (NRIC/Passport no./Co. reg. No)

of ____ (Address)

being a member/members of mm2 Asia Ltd. (the "**Company**") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Annual General Meeting ("**Meeting**") as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf at the Meeting of the Company to be held at 87 Science Park Drive, The Oasis, Level 4 Auditorium, Singapore 118260 on Wednesday, 31 July 2024 at 1.30 p.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

No.	Resolutions relating to:	No. of Votes For**	No. of Votes Against**	No. of Votes Abstain**
	ORDINARY BUSINESS			
1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2024 together with the Independent Auditor's Report thereon			
2.	Approval of Directors' fees amounting to S$247,500 for the financial year ending 31 March 2025, to be paid quarterly in arrears			
3.	Re-appointment of Messrs CLA Global TS Public Accounting Corporation as the Independent Auditor and to authorise the Directors to fix their remuneration			
	SPECIAL BUSINESS			
4.	Authority to allot and issue new shares			
5.	Authority to allot and issue shares under the mm2 Performance Share Plan			
6.	Proposed Renewal of Share Buyback Mandate			

** If you wish to exercise all your votes 'For', 'Against' or 'Abstain', please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this ________ day of__________, 2024

____
Signature of Member
and/or, Common Seal of Corporate Shareholder

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

* Delete where inapplicable

IMPORTANT: Please read notes overleaf

NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of the Laws of the Republic of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and 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 or proxies shall be deemed to relate to all the Shares held by you.

2. A member of the Company (other than a Relevant Intermediary*), entitled to attend and vote at the Meeting of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

3. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number or class of shares shall be specified).

4. Subject to note 8, completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.

5. The Proxy Form must be deposited at the registered office of the Company at **1002 Jalan Bukit Merah, #07-11 Singapore 159456** by mail or by email to ir@mm2asia.com, in each case, no later than 1.30 p.m. on 28 July 2024, and failing which, the Proxy Form will not be treated as valid.

6. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

7. A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a Director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

8. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS Investors) and who wishes to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

** A Relevant Intermediary is:*

(a) a banking corporation licensed under the Banking Act 1970 of the Laws of the Republic of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of the Laws of the Republic of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of the Laws of the Republic of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 16 July 2024.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

(Company Registration Number: 201424372N)
(Incorporated in Singapore on 20 August 2014)
1002, Jalan Bukit Merah
#07-11 Singapore 159456
Tel: 6376 0177 Fax: 6272 0711
Website: www.mm2asia.com