plato

PLATO CAPITAL LIMITED

ANNUAL REPORT 2022

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Corporate Information

Directors

Lim Kian Onn	*Chairman, Non-Independent & Non-Executive Director*
Gareth Lim Tze Xiang	*Alternate Director to Lim Kian Onn & Chief Executive Officer*
Navinderjeet Singh A/L Naranjan Singh	*Non-Independent & Non-Executive Director*
Chong Huai Seng	*Independent Director*
Tay Hwee Pio	*Independent Director*

Secretary
Ngiam May Ling

Audit Committee
Tay Hwee Pio *(Chairman)*
Chong Huai Seng
Lim Kian Onn

Remuneration Committee
Chong Huai Seng *(Chairman)*
Tay Hwee Pio
Lim Kian Onn

Nominating Committee
Chong Huai Seng *(Chairman)*
Tay Hwee Pio
Lim Kian Onn

Registered Office
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632
Telephone : (65) 6536 5355
Facsimile : (65) 6536 1360

Business Office
Ground Floor, Bangunan ECM Libra
8 Jalan Damansara Endah, Damansara Heights
50490 Kuala Lumpur
Malaysia
Telephone : (603) 2092 2823
Facsimile : (603) 2092 2829

Share Registrar
Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632

Auditor
Ernst & Young LLP
Public Accountants and Chartered Accountants
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-In-Charge
Low Yen Mei
(Appointed from the financial year ended 31 December 2018)

Company Sponsor
PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Collyer Quay Centre
Singapore 049318

Chairman's Statement

Dear Shareholders,

On behalf of the Board of Directors ("**Board**") of Plato Capital Limited ("**Plato**" or the "**Company**" and together with its subsidiaries, the "**Group**"), I present to you Plato's Annual Report for the financial year ended 31 December 2022 ("**FY2022**").

The Group is encouraged by the post-COVID turnaround in the financial and operational performance of its investment portfolio in FY2022. FY2022 saw the Group posted a net profit of $3.61 million, a marked improvement as compared to a loss of $0.37 million in the previous financial year ended 31 December 2021 ("**FY2021**").

A summary of the Group's performance across its key holdings is set out below:

PERFORMANCE OF THE GROUP'S HOSPITALITY INVESTMENTS VIDE TP REAL ESTATE HOLDINGS PTE LTD AND MONTECO HOLDINGS LIMITED

The Group's sole operating hospitality asset - a 50% equity interest in the 452-key Tune Hotel KLIA2 - has seen room rates and occupancy improve quarter-on-quarter in FY2022, leading to the property generating $5.03 million of revenue, a 62% improvement relative to revenue recorded in FY2021. Under the stewardship of a strong operating team and an unrelenting focus on consistent and high-quality guest service, the hotel won recognition from the World Travel Awards as Asia's Leading Airport Hotel 2022, an achievement in which the hotel has won 3 times over the past 4 years. Furthermore, despite the challenging operating environment with airline frequencies and passenger volumes still significantly below pre-COVID levels, significant cost inflation and a tight labour market, the property posted an EBITDA of $1.79 million, a 136% increase from the previous financial year.

Looking ahead, Dublin has bounced back robustly post-COVID with rates and occupancies across the market near or at 10-year highs and the Group anticipates recommencing development of the paused 120-key Dublin hotel project in the last quarter of 2023. The Group continues to assess all options pertaining to its Melbourne development in Flinders Lane.

PERFORMANCE OF THE GROUP'S INVESTMENT IN THE EDUCATION SECTOR VIDE EDUC8 GROUP SDN BHD ("EDUC8")

The Group registered a share of profits of $1.48 million from its share of operations in EDUC8's subsidiary Epsom College in Malaysia ("**Epsom College**"), contributed by a significant increase in the number of students, a disciplined cost and operating model and a write-back of a one-off impairment in asset value that was recognised in FY2021 resulting from the adverse effects of the pandemic. This compares to a share of losses of $1.59 million stemming predominantly from non-cash depreciation charges and a one-off impairment in asset value in FY2021.

Epsom College continues to attract significant interest and enrolment from international students (55% of its student population) and its world-renowned brand, academic outperformance, sizeable 50-acre campus and world-class infrastructure allow it to clearly differentiate from the saturated local Malaysian private education market catering primarily to local Malaysian students. The school currently sits at an all-time high student population and continues to grow from strength-to-strength, recently announcing high-performance tennis and golf academies to expand its offering to students and student-athletes across the region.

As part of a partnership with Patrick Mouratoglou – the world's foremost tennis coach – the school has built a world-class tennis facility comprising 11 ITF-certified tennis courts (including the country's only covered clay courts) and launched the Mouratoglou Tennis Programme at Epsom College, catering to students interested in high-performance tennis without compromising academic achievement and entry into top global universities. This approach will be replicated across other popular sports with golf and football academies launching in 2023.

PERFORMANCE OF THE GROUP'S INVESTMENT IN THE MANUFACTURING SECTOR VIDE TYK CAPITAL SDN BHD ("TYKC")

TYKC continues its strong financial and operating performance and the share of profits recorded by the Group in FY2022 of $3.65 million is the highest level achieved since investing in TYKC in 2012. TYKC maintains a robust balance sheet with a cash position of $8.41 million at the end of FY2022.

ACKNOWLEDGEMENTS

On behalf of the Board, I would also like to express our appreciation to Mr Michael Kan Yuet Yun PBM who retired on 11 March 2023 for his dedicated service and invaluable counsel to the Board and management of the Group. I would also like to take this opportunity to welcome Ms Tay Hwee Pio as our latest addition to the Board and the Group looks forward to availing itself to her significant expertise going forward.

On behalf of the Board, I would like to thank our shareholders, partners and clients for their continued support. Our appreciation is also extended to the management and employees for their invaluable commitment and contributions to the Group.

Lim Kian Onn
Chairman
Plato Capital Limited

Corporate Governance Report

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND CATALIST RULES

The Board of Directors (the "**Board**") of Plato Capital Limited (the "**Company**" together with its subsidiaries (the "**Group**")) are committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company's corporate governance practices that were in place during the financial year ended 31 December 2022 ("**FY2022**"), with specific reference made to the principles of the Code of Corporate Governance 2018 (the "**Code**") and its related practice guidance ("**PG**") and pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

No.	Code Description	Company's Compliance or Explanation
General	(a) Has the Company complied with all the principles and guidelines of the Code?	The Company has complied with the principles, provisions and guidelines as set out in the Code.
	If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY2022.

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td colspan="3">BOARD MATTERS</td></tr>
<tr><td colspan="3"><u>Principle 1: The Board's Conduct of Affairs</u></td></tr>
<tr><td>1.1</td><td><u>Board composition</u></td><td>
On 11 March 2023, Mr Michael Kan Yuet Yun PBM retired as (i) an Independent Director, (ii) Chairman of the Audit Committee and (iii) a member of the Nominating Committee and Remuneration Committee.
As at the date of this Annual Report, the Board has four members and comprises the following:
<table>
<tr><th colspan="5">Table 1.1 – Composition of the Board and Board Committees</th></tr>
<tr><th colspan="2"></th><th colspan="3">• C – Chairman M – Member</th></tr>
<tr><th>Name of Director</th><th>Designation</th><th>Audit Committee[2]</th><th>Remuneration Committee[3]</th><th>Nominating Committee[4]</th></tr>
<tr><td>Mr Lim Kian Onn[1]</td><td>Chairman/ Non-Independent/ Non-Executive Director ("Chairman of the Board")</td><td>M</td><td>M</td><td>M</td></tr>
<tr><td>Mr Chong Huai Seng</td><td>Independent Director</td><td>M</td><td>C</td><td>C</td></tr>
<tr><td>Ms Tay Hwee Pio[5]</td><td>Independent Director</td><td>C</td><td>M</td><td>M</td></tr>
<tr><td>Mr Navinderjeet Singh A/L Naranjan Singh</td><td>Non-Independent/ Non-Executive Director</td><td>-</td><td>-</td><td>-</td></tr>
</table>
Notes:
(1) Mr Gareth Lim Tze Xiang, the Chief Executive Officer ("CEO") of the Company, is an Alternate Director to Mr Lim Kian Onn.
(2) The Audit Committee ("AC") comprises three members, majority of whom including the Chairman of the AC, is independent. All the members of the AC are Non-Executive Directors.
(3) The Remuneration Committee ("RC") comprises three members, majority of whom including the Chairman of the RC, is independent. All the members of the RC are Non-Executive Directors.
(4) The Nominating Committee ("NC") comprises three members, majority of whom including the Chairman of the NC, is independent. All the members of the NC are Non-Executive Directors.
(5) Ms Tay Hwee Pio was appointed as (i) an Independent Director on 24 February 2023, (ii) Chairman of the AC and a member of the NC and RC on 11 March 2023.
</td></tr>
<tr><td></td><td><u>Role of Board</u></td><td>
The Board is entrusted to lead and oversee the Group, with the fundamental principle to act in the best interests of the Group and to hold Management accountable for the Group's performance. In addition to its statutory duties, the Board's principal functions are, inter alia, as follows:

Providing entrepreneurial leadership;
Monitoring Management's performance;
Establishing a framework for prudent, effective control and risk management;
Safeguarding shareholders' interests and the Group's assets; and
Responsible for the appointment and removal of the members of Board Committees.

</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
	Practices relating to conflict of interest	The Board's conduct in its dealings with the Company is primarily guided by the Constitution of the Company ("**Constitution**") which contains provisions which aim to avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Company ("**Interested Director**"). Notwithstanding that a Director may enter into a contract with the Company, he must immediately declare his interest at a meeting of directors, and recuse himself from participating in any discussion and decision on the matter. In addition, the Interested Director shall not be counted towards a quorum of the Directors present at the meeting. For the purposes ensuring proper accountability within the Company, the Company under the direction of the Board has implemented an Anti-Bribery and Corruption Policy and Gift and Hospitality Policy, which purpose is to set out the responsibilities of Directors and employees of the Group in regards to observing and upholding the Group's zero-tolerance position on bribery and corruptions, by acting as a source of information and guidance to help them recognise, deal with and understand their responsibilities in connection with offences relating to the corrupt giving, agreement to give, promises or offers any gratification whether for the benefit of the employee or another person with the intent to obtain or retain business for the Group or to obtain or retain an advantage in the conduct of business for the Group.
1.2	*Directors' training and orientation* (a) Are new Directors given formal training? If not, please explain why.	All newly appointed Directors will be fully briefed on the business activities and organisational structure of the Group and its strategic plans and objectives ("**Briefing**"). Each newly appointed Director will receive an induction covering the Group's business operations, policies and procedures as well as the statutory and regulatory obligations of being a Director to ensure that he/she has a proper understanding of the Group and is fully aware of his/her responsibilities and obligations of being a Director of the Company ("**Induction**"). In addition, the Company will also provide each newly appointed Director with a formal letter of appointment. Under Rule 406(3)(a) of the Catalist Rules, a new Director who has no prior experience as a director of a company listed on the SGX-ST ("**First-time Director**") must undergo training in the roles and responsibilities of a director of a company listed on the SGX-ST as prescribed by the SGX-ST. First-time Director will be required to undertake the required training within one year from the date of his appointment to the Board. Ms Tay Hwee Pio was appointed as Independent Director on 24 February 2023 and has undergone the necessary Briefing and Induction. Ms Tay Hwee Pio attended the required training when she was appointed as Non-Executive Independent Director of CapitaLand China Trust Management Limited, a REIT listed on SGX-ST, on 1 May 2022.
	(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?	The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. The Board continually assesses the training requisites for Directors in line with the business demands of the Company and the marketplace and will establish specific policies for continuous professional development for Directors if the need arises. To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Group's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors. Directors are encouraged to consult the Chairman of the Board if they consider that they personally, or the Board as a whole, would benefit from specific education or training regarding matters that fall within the responsibility of the Board or relate to the Group's business. Such trainings costs are borne by the Company.

No.	Code Description	Company's Compliance or Explanation
	Trainings attended for FY2022	During the year, all the Directors have undergone trainings on sustainability matters as prescribed by the SGX-ST. The table below shows the trainings attended by the Directors in FY2022:

Table 1.2 – Training Profiles of Directors

Name of Director	Course Attended	Training Provider
Mr Lim Kian Onn	Sustainability E-Training for Directors	Institute of Singapore Chartered Accountants and SAC Capital Private Limited
Mr Michael Kan Yuet Yun PBM[1]	LED - Environmental, Social and Governance Essentials (Core)	Singapore Institute of Directors
Mr Chong Huai Seng	LED - Environmental, Social and Governance Essentials (Core)	Singapore Institute of Directors
Mr Gareth Lim Tze Xiang	Sustainability E-Training for Directors	Institute of Singapore Chartered Accountants and SAC Capital Private Limited
Mr Navinderjeet Singh A/L Naranjan Singh	1. Sustainability E-Training for Directors 2. EY Tax Academy Webinar series – Corporate Group Restructuring: Tax and non-tax considerations	1. Institute of Singapore Chartered Accountants and SAC Capital Private Limited 2. Ernst & Young Tax Consultants Sdn Bhd

Notes:

[1] Mr Michael Kan Yuet Yun PBM retired from the Board on 11 March 2023.

In addition, briefings and updates for the Directors in FY2022 included the following:

(a) The external auditor briefed the AC on new, changes and amendments to accounting standards.
(b) The Company Secretary briefed the Board on changes in the Companies Act 1967 ("**Companies Act**"), and notified/updated the Board on amendments to/new legislations, rules and regulations.

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>1.3</td><td><u>Matters requiring Board's approval</u></td><td>
The Board has ultimate oversight and approval rights for material transactions in the Company. The Board has not delegated approval authorisation for such transactions to any committee(s) due to the size of the Company and the business needs of the organisation. Specifically, matters and transactions that require the Board's approval include all matters prescribed by law, amongst others, the following:

Overall Group business and budget strategy;
Material capital expenditures;
Material investments, acquisitions and/or disposals;
Borrowings and financial commitments;
All capital-related matters including capital issuance and redemption;
Significant policies governing the operations of the Company;
Corporate strategic development and restructuring;
Material interested person transactions; and
Risk management strategies.

Matters and transactions that have received the Board's approval are communicated clearly to Management, when necessary such communication is made in writing. To optimise operational efficiency and enhance transparency, the Board has approved the delegation of authority for the establishment and operation of bank accounts and funds disbursement to Management, based on approved authority matrix.
</td></tr>
<tr><td>1.4</td><td><u>Delegation to Board Committees</u></td><td>
The Board has delegated certain responsibilities to the AC, NC and RC (collectively, the "Board Committees").
The compositions of the Board Committees are set out in Table 1.1 of Section 1.1 of this report.
</td></tr>
<tr><td>1.5</td><td><u>Attendance of Board and Board Committees</u></td><td>
The Board conducts regular scheduled meetings and/or as and when circumstances require. Directors with multiple board representations will ensure that sufficient time and attention are given to the affairs of the Company.
In FY2022, the number of General, Board and Board Committees meetings held and the attendance of each Board member are shown below:
<table>
<tr><th colspan="6">Table 1.5 – General, Board and Board Committee Meetings</th></tr>
<tr><th></th><th>Annual General Meeting ("AGM")</th><th>Board Meeting</th><th>AC Meeting</th><th>RC Meeting</th><th>NC Meeting</th></tr>
<tr><td>Number of meetings held</td><td>1</td><td>2</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Name of Director</td><td colspan="5">Number of Meetings Attended</td></tr>
<tr><td>Mr Lim Kian Onn (Alternate Director: Mr Gareth Lim Tze Xiang)</td><td>1</td><td>2</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Mr Michael Kan Yuet Yun PBM[1]</td><td>1</td><td>2</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Mr Chong Huai Seng</td><td>1</td><td>2</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Mr Navinderjeet Singh A/L Naranjan Singh</td><td>1</td><td>2</td><td>2[2]</td><td>1[2]</td><td>1[2]</td></tr>
<tr><td>Ms Tay Hwee Pio[3]</td><td>N/A</td><td>N/A</td><td>N/A</td><td>N/A</td><td>N/A</td></tr>
</table>
Note:
(1) Mr Michael Kan Yuet Yun PBM retired from the Board, AC, RC and NC on 11 March 2023.
(2) By invitation.
(3) Ms Tay Hwee Pio was appointed as an Independent Director on 24 February 2023.
The Constitution allows for meetings to be held through telephone and/or video-conference.
</td></tr>
</table>

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>1.6</td><td>Access to information

What types of information does the Company provide to Independent Directors to enable them to understand its business, the business and financial environment as well as the risks faced by the Company? How frequently is the information provided?</td><td>The Directors have separate and independent access to key members of Management of the Company if they seek information on its business affairs and shall be provided with such information if requested to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.

<table>
<tr><th colspan="3">Table 1.6 – Types of Information provided by Key Management Personnel to Independent Directors</th></tr>
<tr><th></th><th>Information</th><th>Frequency</th></tr>
<tr><td>1.</td><td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td><td>At least half yearly</td></tr>
<tr><td>2.</td><td>Updates to the Group's operations and the markets in which the Group operates in</td><td>At least half yearly</td></tr>
<tr><td>3.</td><td>Budgets and/or forecasts (with variance analysis), management accounts (with financial ratios analysis), and External Auditors ("EA") and Internal Auditor ("IA") reports</td><td>Management accounts – at least half yearly

Others – annually</td></tr>
<tr><td>4.</td><td>Reports on on-going or planned corporate actions</td><td>As and when required</td></tr>
<tr><td>5.</td><td>Shareholding statistics</td><td>As and when required</td></tr>
</table>

Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information for the Board meetings at least three days prior to the meetings to allow sufficient time for the Directors' review.

Management will also, on best endeavours, encrypt documents which bear material price sensitive information when circulating documents electronically. Management will also provide any additional material information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.

The Board is satisfied with its access to information and information that was provided is complete, adequate and timely.</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
1.7	*Company Secretary*	The roles of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, are as follows: • Ensure that Board procedures are observed and that the Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act of Singapore (Chapter 289), the Companies Act, the Catalist Rules and the Code, are complied with; • Assist the Chairman of the Board and the Board to implement and strengthen corporate governance practices, with a view to enhancing long-term shareholder value; • Assist the Chairman of the Board to ensure good information flows within the Board and Board Committees and key management personnel; • Keep the Board apprised of new legislation, rules and regulations; • Training, designing and implementing a framework for key management personnel's compliance with the Catalist Rules, including timely disclosure of material information; • Attend and prepare the minutes for all Board and Board Committee meetings; • As secretary to all the other Board Committees, the Company Secretary assists to ensure coordination and liaison between the Board, the Board Committees and key management personnel; and • Assist the Chairman of the Board, the Chairman of each Board Committee and key management personnel in the development of the agendas for the various Board and Board Committee meetings.
	Access to Management and Company Secretary	To undertake these roles effectively, the Directors have separate and independent access to Management and the Company Secretary.
	Access to professional advice	Directors also have separate and independent access to external advisors (when necessary) at all times. Individually or collectively, in order to execute their duties, Directors can obtain independent professional advice at the Company's expense where required.
Principle 2: Board Composition and Guidance		
2.1 4.4	*Independence assessment of Directors*	The Board takes into account the existence of relationships or circumstances, including those identified by the Code and the Catalist Rules that are relevant in its determination as to whether a Director is independent. In addition, the Board reviews the individual Independent Directors' declaration in their assessment of independence. The Board has reviewed and confirmed the independence of the Independent Directors in accordance with the Code and Rule 406(3)(d) of the Catalist Rules. Mr Michael Kan Yuet Yun PBM (retired on 11 March 2023), Mr Chong Huai Seng and Ms Tay Hwee Pio (appointed on 24 February 2023) have confirmed that they are independent in conduct, character and judgement and that they do not have any relationship with the Company or its related companies or its substantial shareholder or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment with a view to the best interests of the Company, in accordance with the Code and Rule 406(3)(d) of the Catalist Rules. The Independent Directors confirm their independence in accordance with the Code and Rule 406(3)(d) of the Catalist Rules on a yearly basis.

No.	Code Description	Company's Compliance or Explanation
	(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.	There is no Director who is deemed independent by the Board notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.
	(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.	Not applicable.
	Independent Directors serving beyond nine years Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.	The Singapore Exchange Regulation ("**SGX RegCo**") had announced on 11 January 2023 to limit the tenure of independent directors serving on the boards of listed issuers to nine years. As a transition, independent directors whose tenure exceeds the nine-year limit can continue to be deemed independent until the issuer's annual general meeting held for the financial year ending on or after 31 December 2023. Mr Chong Huai Seng has served on the Board beyond nine years since the date of his first appointment. Pursuant to the announcement made by SGX RegCo, Mr Chong Huai Seng remains as Independent Director until the earlier of his retirement or resignation as a Director or at the conclusion of the AGM to be held in 2024. The Board is of the view that Mr Chong Huai Seng is independent as he has: • contributed constructively throughout his term in the Company; • sought clarification and amplification as deemed necessary, including through direct access to key management personnel, Company Secretary, IA and EA; and • provided impartial advice and insights, and has exercised his independent judgement in doing so. The following assessments were conducted and deliberated by the Board before arriving at the conclusion: • Mr Chong Huai Seng's declaration and individual evaluation; and • performance assessment done by the other Directors. For the foregoing reasons, the Board concluded that it is confident that Mr Chong Huai Seng has the ability to continue exercising strong independent judgment in the discharge of his duties.

No.	Code Description	Company's Compliance or Explanation
2.2 2.3 3.3	*Board Composition* Does the Company comply with the guideline on the proportion of Independent Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.	The Board notes that Independent Directors should comprise at least one-third of the Board as required under the Catalist Rules. Provision 2.2 of the Code requires the Independent Directors to make up majority of the Board, when the Chairman of the Board is not independent. Notwithstanding that Provision 2.2 of the Code is not met, the Directors have assessed and is satisfied that there is a strong and independent element in the current composition of the Board to contribute to effective decision making. The Company is cognisant that due to the origins of the Company: (a) there is an immediate family member relationship between the Chairman of the Board and the CEO; and (b) the Chairman of the Board is not an Independent Director. Notwithstanding the foregoing observations, the Board is of the view, taking into consideration the size of the Board, the past performance of the Directors, and the nature of the business of the Company, there are sufficient safeguards and checks in place against an imbalanced concentration of power and authority in them and there is presently no requirement for a Lead Independent Director as: • There exists a clear division of responsibilities between the Board and the key employees responsible for managing the day to day affairs of the Company; • Two Independent Directors make up half of the Board; • The Board comprises only Non-Executive Directors; • All major decisions are made in consultation with the Board; • The process of decision-making by the Board is independent and based on collective decisions without any individual or group of individuals exercising considerable concentration of power or influence; and • Grievances of a shareholder may be directed to the Chairman of the AC.
	Does the Company comply with the guideline on the proportion of Non-Executive Directors of the Board? If not, please state the reason for the deviation and the remedial action taken by the Company.	Provision 2.3 of the Code requires the Non-Executive Directors to make up majority of the Board. Provision 2.3 of the Code has been met with the Board comprising of all Non-Executive Directors. As such, the Board is satisfied that there is a strong and independent element on the Board thereby contributing to effective decision-making and reducing the risk of any particular group dominating the Board's decision-making process.
	Lead Independent Director	Although the Board currently does not have a Lead Independent Director, the Independent Directors make up half of the Board. As such, the Board is satisfied that there is a strong independent element to contribute to effective decision making in the best interests of the Company. The Independent Directors are and continue to be available to shareholders as a channel of communication between shareholders and the Board and/or Management. The Board will appoint a Lead Independent Director as and when deemed appropriate.

No.	Code Description	Company's Compliance or Explanation
2.4	*Board diversity*	The Board endeavours to achieve the balance and diversity necessary to maximise its effectiveness as part of its Board diversity policy which endorses the principle that its Board should have the balance of skills, knowledge, experience and other aspects of diversity that support the Company in the pursuit of its strategic and business objectives, and its sustainable development. The policy seeks to promote the inclusion of different perspectives, ideas and insights and ensure that the Company can benefit from all available sources of talent.
		In determining the optimum composition and size of the Board and each Board Committee, the Board diversity policy provides for the NC to consider a combination of factors such as skills, knowledge, professional experience, educational background, gender, age, and length of service. The skills, knowledge and experience to be considered includes finance, accounting, business acumen, management experience, familiarity with regulatory requirements and knowledge of risk management, audit and internal controls.
		A skills matrix is used to help identify the gaps. The skills matrix classifies the skills, knowledge and professional experience of existing Directors into several broad categories such as industry knowledge; financial markets; regulation, compliance and/or government relations; leadership; cybersecurity and technology; environmental, social and governance (ESG), and also where such skills, knowledge and professional experience were acquired or utilised geographically.
	(a) What is the Board's policy with regard to diversity in identifying Director nominees?	The Board's policy in identifying Director nominees is primarily to have an appropriate balance and mix of members with complementary skills, core competencies and experience for the Group, regardless of gender.
		The Board is mindful that diversity is not specific to gender or certain personal attributes and would strive to ensure the diversity would enhance the long-term success of the Group. The objective of the policy is to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short and long term.
		Following the appointment of Ms Tay Hwee Pio as Independent Director on 24 February 2023, the Board's target to have at least one female represented on the Board has been met for the financial year ending 31 December 2023.
		In terms of gender representation, the current Board consists of 3 men and one woman, or is 75% male and 25% female, and, as among the independent Directors, the female gender representation is 50%.
		While the NC is aware of the merits of gender diversity to the Board composition, the NC notes that it is only one of the many aspects of diversity. While due consideration would be given to female representation on the Board, the NC will continue to make its selection of candidates based on objective criteria which it believes is in the best interest of the Company.
		The profiles of the Directors are on page 44 of this Annual Report.
		The Company remains committed to implementing its Board diversity policy and any further progress made towards the implementation of such policy will be disclosed in future Corporate Governance Reports, as appropriate.

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td>(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.</td><td>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

Table 2.4 – Balance and Diversity of the Board
<table>
<tr><th></th><th>Number of Directors</th><th>Proportion of Board</th></tr>
<tr><td>Core Competencies</td><td></td><td></td></tr>
<tr><td>- Accounting or finance</td><td>3</td><td>75%</td></tr>
<tr><td>- Business management</td><td>4</td><td>100%</td></tr>
<tr><td>- Relevant industry knowledge or experience</td><td>4</td><td>100%</td></tr>
<tr><td>- Strategic planning experience</td><td>4</td><td>100%</td></tr>
<tr><td>- Customer based experience or knowledge</td><td>4</td><td>100%</td></tr>
<tr><td>Gender</td><td></td><td></td></tr>
<tr><td>- Male</td><td>3</td><td>75%</td></tr>
<tr><td>- Female</td><td>1</td><td>25%</td></tr>
</table></td></tr>
<tr><td></td><td>(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?</td><td>The Board has taken the following steps to maintain or enhance its balance and diversity:

• Annual review by the Board to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and
• Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

The Board will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.</td></tr>
<tr><td>2.5</td><td><u>Meeting in the absence of the Management</u></td><td>The Non-Executive Directors are scheduled to meet regularly, or as warranted, in the absence of Management to discuss concerns or matters such as the effectiveness of Management. The Non-Executive Directors provide feedback to the Board as appropriate.

The Non-Executive Directors – Mr Lim Kian Onn, Mr Michael Kan Yuet Yun PBM (retired on 11 March 2023) and Mr Chong Huai Seng met once in the absence of Management in FY2022.

The Independent Directors had met once in the absence of Management in FY2022.</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
Principle 3: Chairman and Chief Executive Officer		
3.1 3.2	*Role of Chairman and CEO*	The Chairman of the Board plays a vital role in setting up the Group's vision and objectives and providing guidance to the Group. He leads the Board discussions and ensures that Board meetings are convened when necessary. He sets the Board's meeting agenda in consultation with the CEO and ensures the quality, quantity and timeliness of the flow of information between the Board and key management personnel to facilitate efficient decision making. The CEO is primarily responsible for overseeing the overall management and strategic development of the Group. His responsibilities include: • Determining and developing the Group's strategies; • Promoting high standards of corporate governance; • Executing the Group's strategies and business objectives; • Reporting to the Board on all aspects of the Group's operations and performance; and • Providing quality leadership and guidance to employees of the Group.
	Relationship between Chairman and CEO	Notwithstanding that the Chairman of the Board and CEO are father and son, there is a clear division of responsibilities and the Board is satisfied that there is sufficient transparency and accountability in view of the distinction of responsibilities and the strong independent element on the Board.
Principle 4: Board Membership		
4.1 4.2	*Role of NC*	The NC will be guided by key terms of reference which include the following: (a) review, assess, make recommendations to the Board on appointment and reappointment of Directors (including alternate directors, if any); (b) review Board structure, size and composition having regard to the scope and nature of the operations, the requirements of the business, the diversity of skills, experience, gender and knowledge of the Company and the core competencies of the Directors as a group; (c) make plans for succession, in particular for the Chairman of the Board and CEO and key management personnel; (d) determine, on an annual basis, and as and when circumstances require, if a Director is independent having regards to the circumstances set forth in Provision 2.1 of the Code and Rule 406(3)(d) of the Catalist Rules; (e) recommend Directors who are retiring by rotation to be put forward for re-election; (f) ensure that new directors are aware of their duties and obligation and to recommend to the Board comprehensive induction training programmes for new Directors; (g) review training and professional development programmes for the Board, its Board Committees and Directors; and (h) reviewing the development of the process and criteria for evaluation of the performance of the Board, its Board Committees and Directors. The current NC comprises three members, majority of whom including the Chairman of the NC, is independent. All the members of the NC are Non-Executive Directors. The current NC members are: • Mr Chong Huai Seng (Chairman of the NC) • Ms Tay Hwee Pio • Mr Lim Kian Onn

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>4.3</td><td><u>Selecting, Appointment and Re-appointment of Directors</u>

Please describe the Board nomination process for the Company in the last financial year for (i) selecting and appointing new Directors and (ii) re-electing incumbent Directors.</td><td>The Board assesses and evaluates whether new Directors and/or retiring Directors to be re-appointed are properly qualified for appointment by virtue of their skills, experience and contributions, in line with the following processes:

<table>
<tr><th colspan="3">Table 4.3(a) – Process for the Selection and Appointment of New Directors</th></tr>
<tr><td>1.</td><td>Determination of selection criteria</td><td>• The Board would identify the current needs of the Board in terms of skills/experience/knowledge to complement and strengthen the Board and increase its diversity.</td></tr>
<tr><td>2.</td><td>Search for suitable candidates</td><td>• The Board would consider candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage external search consultants where necessary.</td></tr>
<tr><td>3.</td><td>Assessment of shortlisted candidates</td><td>• The Board would meet and interview the shortlisted candidates to assess their suitability.</td></tr>
<tr><td>4.</td><td>Appointment of Director</td><td>• The Board considers and approves the selected candidate for his/her appointment to the Board.</td></tr>
</table>

<table>
<tr><th colspan="3">Table 4.3(b) – Process for the Re-electing Incumbent Directors</th></tr>
<tr><td>1.</td><td>Assessment of Director</td><td>• The Board assesses the performance of the Director in accordance with the performance criteria set by the Board; and
• The Board considers the current needs of the Board.</td></tr>
<tr><td>2.</td><td>Re-appointment of Director</td><td>• Subject to the Board's satisfactory assessment and consideration, the Board would approve the proposed re-appointment of the Director.</td></tr>
</table>

All existing Directors are subject to retirement according to the provisions of Article 107 of the Constitution ("Article 107") and Rule 720(4) of the Catalist Rules. Article 107 states that at each AGM, one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office provided always that all Directors shall retire from office at least once every three years. Rule 720(4) of the Catalist Rules provides that a company must have all directors submit themselves for re-nomination and re-appointment at least once every three years.

In the case of the Company, there are three Directors (excluding Ms Tay Hwee Pio who shall retire pursuant to Article 91 of the Constitution) and thus the number of Directors to be retired based on the number nearest to but not less than one-third shall be one Director. A retiring Director is eligible for re-election by shareholders at the AGM.

A Director who is appointed during the year shall, according to the provisions of Article 91, hold office only until the next AGM and retire from office at the close of the AGM, but shall be eligible for re-election and shall not be taken into account in determining the Directors who are to retire by rotation at that AGM.

Premised on the considerations of the Directors' overall contributions and performance, the Board recommended that Mr Navinderjeet Singh A/L Naranjan Singh and Ms Tay Hwee Pio be retired pursuant to Article 107 and Article 91, respectively, and be nominated for re-election at the forthcoming AGM.

Mr Navinderjeet Singh A/L Naranjan Singh will, upon being re-elected as a Director of the Company, remain as a Non-Executive Non-Independent Director.

Ms Tay Hwee Pio will, upon being re-elected as a Director of the Company, remain as Chairman of the AC and a member of the NC and the RC. The Board considers Ms Tay Hwee Pio to be independent for the purpose of Rule 704(7) of the Catalist Rules.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>4.5</td><td>Assessment of Directors' duties</td><td>Assessment of the individual Directors' performance was based on the criteria set out in Table 5.1(a) to Table 5.1(e) of Section 5.1. The following were used to assess the performance and consider competing time commitments of the Directors:

• Declarations by each Director of their other listed company directorships and principal commitments; and
• Annual confirmations by each Director on his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other commitments.

The NC had reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and principal commitments of each of the Directors (if any), and is satisfied that all Directors were able to diligently discharge their duties for FY2022.</td></tr>
<tr><td></td><td>Key information on Directors</td><td>The key information of the Directors, including their principal commitment(s), appointment dates and current directorships and that held in the past three years in other companies, are set out on page 44 and pages 125 to 130 of this Annual Report and also in Table 4.5 below:

<table>
<tr><th colspan="3">Table 4.5 – Other listed company directorships and principal commitments of Directors</th></tr>
<tr><th>Name of Director</th><th>Other Listed Company Directorships</th><th>Other Principal Commitments</th></tr>
<tr><td>Mr Lim Kian Onn</td><td>ECM Libra Group Berhad</td><td>Deputy Chairman of ECM Libra Group Berhad</td></tr>
<tr><td>Mr Chong Huai Seng</td><td>-</td><td>-</td></tr>
<tr><td>Ms Tay Hwee Pio[(1)]</td><td>CapitaLand China Trust Management Limited</td><td>-</td></tr>
<tr><td>Mr Navinderjeet Singh A/L Naranjan Singh</td><td>-</td><td>Chief Financial Officer of ECM Libra Group Berhad</td></tr>
<tr><td>Mr Michael Kan Yuet Yun PBM[(2)]</td><td>-</td><td>-</td></tr>
</table>

Note:
(1) Ms Tay Hwee Pio was appointed as an Independent Director on 24 February 2023.
(2) Mr Michael Kan Yuet Yun PBM retired from the Board on 11 March 2023.</td></tr>
<tr><td></td><td>Multiple Directorships

(a) What is the maximum number of listed company board representations that the Company has prescribed for its Directors? What are the reasons for this number?</td><td>The Board has not capped the maximum number of listed company board representations each Director may hold.</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
	(b) If a maximum has not been determined, what are the reasons?	The Board is of the view that the effectiveness of each of the Directors is best determined by a qualitative assessment of the Director's contributions, after taking into account his other listed company board directorships and other principal commitments, and not guided by a numerical limit. The Board also believes that it is for each Director to assess his own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. The Board does not wish to omit from consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board.
	(c) What are the specific considerations in deciding on the capacity of Directors?	The considerations in assessing the capacity of Directors include the following: • Expected and/or competing time commitments* of Directors, including whether such commitment is a full-time or part-time employment capacity; • Geographical location of Directors; • Size and composition of the Board; • Nature and scope of the Group's operations and size; • Capacity, complexity and expectations of the other listed directorships and principal commitments held; and • Assessment of individual performance. * *Competing time commitments of the Directors comprise a consideration of (i) Declarations by individual Directors of their other listed company board directorships and principal commitments; (ii) Annual confirmations by each Director on his ability to devote sufficient time and attention to the Company's affairs.*
	(d) Have the Directors adequately discharged their duties?	The Board has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any), and is satisfied that all Directors have discharged their duties adequately for FY2022.
PG 4	*Are there Alternate Directors?*	The Chairman of the Board has appointed the CEO as his alternate on the Board of Directors of the Company. The Board is of the view that the CEO is appropriately qualified to bear the duties and responsibilities for the role and has considerable familiarity with the Company's affairs. An Alternate Director bears all the similar responsibilities of a Director.
Principle 5: Board Performance		
5.1	*Performance Criteria*	The performance of the Directors and the Board Committees are formally evaluated on an annual basis. The evaluation is undertaken on the basis that there is a structured approach to assessing how the Directors have individually performed in his role and overall how they have contributed and added value to the Company achieving its objective for the year. Table 5.1(a) sets out the performance criteria to assess the contribution by each Director. **Table 5.1(a) – Performance Criteria for Individual Director** 1. Commitment of time 2. Knowledge of abilities 3. Teamwork 4. Independence and objectivity 5. Integrity 6. Overall effectiveness 7. Track record in good decision making

<table>
<tr><th>No.</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>
Table 5.1(b) below sets out the performance criteria, as approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole. The evaluations are designed to assess the Board’s effectiveness to uncover strengths and challenges so that the Board is in a better position to provide the required expertise and oversight.
<table>
<tr><th>Table 5.1(b) – Performance Criteria for Board Evaluation</th></tr>
<tr><td>1. Board composition
2. Board conduct of affairs
3. Internal controls and risk management
4. Board accountability
5. Environmental, social and governance
6. Expectation and responsibilities of the CEO
7. Standards of conduct</td></tr>
</table>
Table 5.1(c) to 5.1(e) below sets out the performance criteria, as approved by the Board, to be relied upon to evaluate the effectiveness of each Board Committee. The evaluations are designed to assess the Board Committees’ effectiveness in providing the required expertise and oversight.
<table>
<tr><th>Table 5.1(c) – Performance Criteria for NC Evaluation</th></tr>
<tr><td>1. Membership and appointments
2. NC conduct of meetings
3. Training and resources provided
4. Reporting and resolving of disagreement
5. Process for selection and appointment of new directors
6. Diversity of the Board Committee
7. Nomination of Directors for re-election
8. Independence of Directors
9. Board performance evaluation
10. Succession planning
11. Review of Directors with multiple board representations
12. Standards of conduct
13. Communication with shareholders</td></tr>
</table>
<table>
<tr><th>Table 5.1(d) – Performance Criteria for RC Evaluation</th></tr>
<tr><td>1. Membership and appointments
2. RC conduct of meetings
3. Training and resources provided
4. Remuneration framework
5. Reporting and resolving disagreement
6. Standards of conduct
7. Communications with shareholders</td></tr>
</table>
</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
		Table 5.1(e) – Performance Criteria for AC Evaluation 1. Membership and appointments 2. AC conduct of meetings 3. Training and resources provided 4. Financial reporting 5. Internal controls and risk management systems 6. Internal audit process 7. External audit process 8. Whistle-blowing 9. Relationship with the Board 10. Standards of conduct 11. Communications with shareholders The NC would review the abovementioned criteria for, the Board as a whole, each Board Committee, individual directors and the contribution by the Chairman of the Board and recommends the abovementioned criteria for the Board's approval, on a periodic basis. This is to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholders value, thereafter propose amendments if any, to the Board for approval. The NC reviews the effectiveness of the Board as a whole, Board Committees and the contribution of each individual Director to the effectiveness of the Board. No external facilitator was used in the evaluation process.
5.2	*Performance Review* (a) What was the process upon which the Board reached the conclusion on its performance for the financial year?	The review of the performance of the Board is conducted by the Board annually. For FY2022, the review process was as follows: 1. All Directors individually completed a board evaluation questionnaire on the effectiveness of the Board based on criteria disclosed in Table 5.1(b) of Section 5.1 above; 2. The Company Secretary collated and submitted the questionnaire results to the Chairman of the NC in the form of a summary; and 3. The Board discussed the summary and concluded the performance results during the Board meeting.
	(b) Has the Board met its performance objectives?	Yes, the Board has met its performance objectives.
REMUNERATION MATTERS		
Principle 6: Procedures for Developing Remuneration Policies		
6.1 6.2 6.3	*Role of the RC*	The RC is guided by key terms of reference as follows: (a) Reviews and recommends to the Board a framework of remuneration and the specific remuneration package for the Board and key management personnel to ensure that the structure is competitive and sufficient to attract, retain and motivate senior management to run the Company successfully in order to maximise shareholder value; (b) Reviews the fairness and reasonableness of the termination clauses of the service agreements of the Executive Directors and key management personnel; and (c) Review and ensure that the remuneration package offered to the Non-Executive Directors is appropriate to their individual level of contribution, which takes into account factors such as effort, time spent and responsibilities.

No.	Code Description	Company's Compliance or Explanation
		The current RC comprises three members, majority of whom including the Chairman of the RC, is independent. All the members of the RC are Non-Executive Directors. The current RC members are: • Mr Chong Huai Seng (Chairman of the RC) • Ms Tay Hwee Pio • Mr Lim Kian Onn The RC's review and recommendations cover all aspects including fees, salaries, allowance, bonuses, options, share-based incentives, awards and benefits-in-kind. The RC members are familiar with executive compensation matters as they manage their own businesses and/or are holding directorships in the boards of other listed companies. In addition, the members of the RC do not participate in any decisions concerning their own remuneration.
6.4	*Engagement of Remuneration Consultants*	No remuneration consultants were engaged by the Company in FY2022 as the Company is of the view that the annual review by the RC, is currently sufficient to ensure the continued relevance of its remuneration packages to the Group's strategic business objectives and alignment with market practices. Nevertheless, the RC may have access to appropriate external expert advice in the field of executive compensation, if necessary, and may obtain advice from external consultants for benchmarking, where necessary.
Principle 7: Level and Mix of Remuneration		
Principle 8: Disclosure on Remuneration		
7.1 7.2 7.3 8.1	*Remuneration Policy*	The Company's remuneration policy which covers all aspects of remuneration, including but not limited to directors' fees, salaries, allowances, benefits-in-kind, bonuses, options, share-based incentives and awards, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives, and benchmarked against relevant and comparative compensation in the market.
	Remuneration Structure for Executive Directors and key management personnel (a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.	The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2022. Their remuneration was made up of fixed and variable compensations. The fixed compensation consists of an annual base salary and fixed allowances. The variable compensation is determined based on the level of achievement of individual performance objectives. Since FY2016, the Company has adopted Plato ESOS 2016, details of which can be found in Section 8.3 of this report.

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td><u>Performance Criteria</u>

(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?</td><td>The following performance conditions are used by the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:

<table>
<tr><th colspan="2">Table 7.1 – Performance Conditions for Short-term Incentives (such as performance bonus) and Long-term Incentives (Plato ESOS 2016)</th></tr>
<tr><td>1.</td><td>Leadership</td></tr>
<tr><td>2.</td><td>People development</td></tr>
<tr><td>3.</td><td>Commitment</td></tr>
<tr><td>4.</td><td>Teamwork</td></tr>
</table></td></tr>
<tr><td></td><td>(c) Were all of these performance conditions met? If not, what were the reasons?</td><td>Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2022.</td></tr>
<tr><td>7.2</td><td><u>Remuneration Structure of Non-Executive Directors</u></td><td>Directors' fees are subjected to shareholders' approval at a general meeting. The fees for the financial year in review are determined in the previous financial year, proposed by Management submitted to the RC for review and thereafter recommended to the Board for approval.

The RC has reviewed and assessed that the remuneration of the Non-Executive Directors for FY2022 is appropriate, considering the effort, time spent and responsibilities.

The Company has recommended for a Directors' fees of up to S$160,000 for the financial year ending 31 December 2023, to be paid to the Directors half-yearly in arrears on or after 1 July 2023 and on 1 January 2024, once approval is obtained from shareholders at the forthcoming AGM.</td></tr>
<tr><td>8.1(a)
8.1(b)</td><td>(a) Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/ fixed salary, variable or performance-related income/ bonuses, benefits-in-kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</td><td>The breakdown for the remuneration of the Directors and the CEO for FY2022 is as follows:

I. Fixed/Variable Remuneration

The RC reviews the scheme put in place by the Company for rewarding the Directors to ensure the compensation is commensurated with effort, time and role of the Directors. The performance of the Directors is evaluated based on criteria disclosed in Table 5.1(a) to 5.1(e) of Section 5.1 above.

<table>
<tr><th colspan="6">Table 8.1 (a) – Directors' Remuneration</th></tr>
<tr><th rowspan="2">Name of Director</th><th colspan="5">Cash-based remuneration</th></tr>
<tr><th>Salary (%)</th><th>Bonus (%)</th><th>Directors Fees (%)</th><th>Benefits-in-kind (%)</th><th>Total[4] (%)</th></tr>
<tr><td>Mr Lim Kian Onn</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Mr Gareth Lim Tze Xiang[1] [2] (CEO and Alternate Director to Mr Lim Kian Onn)</td><td>100</td><td>-</td><td>-</td><td>-</td><td>100</td></tr>
<tr><td>Mr Michael Kan Yuet Yun PBM[3]</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Mr Chong Huai Seng</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Mr Navinderjeet Singh A/L Naranjan Singh</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Ms Tay Hwee Pio[4]</td><td>-</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
</table>

Notes:
(1) Mr Gareth Lim Tze Xiang is the son of Mr Lim Kian Onn.
(2) Excluding share options.
(3) Mr Michael Kan Yuet Yun PBM retired from the Board on 11 March 2023.
(4) Ms Tay Hwee Pio was appointed as an Independent Director on 24 February 2023.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>
II. Share based Incentives

The Company has in place the Plato ESOS 2016 (as defined in Section 8.3 of this report). The details of the Plato ESOS 2016 and details on the grant of stock options to Directors and the CEO since FY2016 can be found in Section 8.3 of this report.

III. Directors' Fees

Shareholders of the Company had, at the AGM of the Company held on 28 April 2022, approved the compensation of the Non-Executive Directors for their services as Directors of the Company in FY2022 with a directors' fee in the aggregate amount of S$158,000.

The remuneration of the Directors and the CEO individually for FY2022 was less than S$250,000.

A disclosure of the individual remuneration details would involve revealing internal confidential information and possibly, trade secrets of the Company. Therefore, after reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director and key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the foregoing reasons.

There was no termination, retirement or post-employment benefits that may be granted to the Directors, the CEO and the key management personnel.
</td></tr>
<tr><td></td><td>(b) Has the Company disclosed each key management personnel's remuneration, in bands of S$250,000 or more in detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits-in-kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</td><td>
Other than the CEO, the Company has two key management personnel during FY2022.

The breakdown for the remuneration of the Company's key management personnel (who are not Directors or the CEO) for FY2022 is as follows:

<table>
<tr><th colspan="6">Table 8.1(b) – Remuneration of Key Management Personnel</th></tr>
<tr><th rowspan="2">Name</th><th colspan="5">Cash-based remuneration</th></tr>
<tr><th>Salary (%)</th><th>Bonus (%)</th><th>Benefits-in-kind (%)</th><th>Others (%)</th><th>Total[1] (%)</th></tr>
<tr><td colspan="6">Below S$250,000</td></tr>
<tr><td>Ms Lim Kian Fah[1] [2]</td><td>88</td><td>12</td><td>-</td><td>-</td><td>100</td></tr>
<tr><td>Ms Wong Choy Ling</td><td>84</td><td>16</td><td>-</td><td>-</td><td>100</td></tr>
</table>

Notes:
(1) Ms Lim Kian Fah is the sister of Mr Lim Kian Onn.
(2) Excluding share options.
</td></tr>
<tr><td></td><td>(c) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).</td><td>The total remuneration paid to the two key management personnel (who are not Directors or the CEO) for FY2022 was S$262,396.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>8.2</td><td><u>Related Employees</u>

Is there any employee who is an immediate family member of a Director or the CEO, and whose remuneration exceeds S$100,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.</td><td>Save for the CEO and Ms Lim Kian Fah who is the son of and sister of the Chairman of the Board respectively, there is no other employee of the Group who is an immediate family of a Director or the CEO and whose remuneration exceeded S$100,000 in FY2022.

The CEO’s and Ms Lim Kian Fah’s cash-based remuneration in FY2022 was within the bands of S$100,000 to S$200,000.</td></tr>
<tr><td>8.3</td><td><u>Employee Share Scheme(s)</u></td><td>The Company had adopted the Plato Employee Share Option Scheme 2016 (“Plato ESOS 2016”) following the approval of the shareholders at an Extraordinary General Meeting (“EGM”) on 20 May 2016. The Plato ESOS 2016 was for a maximum duration of five (5) years commencing from the date on which the Plato ESOS 2016 was adopted by the Company in the EGM ie, the Plato ESOS 2016 had expired on 19 May 2021.

The expiry of the Plato ESOS 2016 is without prejudice to the rights accrued to share options which have been granted and accepted prior to the expiry of the Plato ESOS 2016, whether such share options have been exercised (whether fully or partially) or not. As at the date of this report, none of the share options granted on 17 June 2016 under the Plato ESOS 2016 (“Options”) has been exercised and they are expiring on the tenth anniversary of the grant namely 16 June 2026, save for Options granted to Mr Lim Kian Onn, Mr Michael Kan Yuet Yun PBM and Mr Chong Huai Seng which had expired on the fifth anniversary of the grant on 16 June 2021.

Further details on the Plato ESOS 2016 can be found in the circular to shareholders dated 5 May 2016.

As at 31 December 2022, details of the Options granted under the Plato ESOS 2016 on the unissued Shares of the Company are as follows:

<table>
<tr><th colspan="9">Table 8.3(a) – Movement of Plato ESOS 2016</th></tr>
<tr><th>Date of Grant of Options</th><th>Exercise Price of Options</th><th>Options Outstanding as at 1 Jan 2022</th><th>Options Granted during FY2022</th><th>Options Exercised during FY2022</th><th>Options Forfeited/ Expired during FY2022</th><th>Options Outstanding as at 31 Dec 2022</th><th>Number of Option Holders as at 31 Dec 2022</th><th>Validity Period of the Options</th></tr>
<tr><td>17 June 2016</td><td>S$2.00</td><td>206,814</td><td>-</td><td>-</td><td>-</td><td>206,814</td><td>3</td><td>17 June 2016 to 16 June 2026</td></tr>
<tr><td>Total</td><td></td><td>206,814</td><td>-</td><td>-</td><td>-</td><td>206,814</td><td>3</td><td></td></tr>
</table>
</td></tr>
</table>

No.	Code Description	Company's Compliance or Explanation
		Details of Options granted under the Plato ESOS 2016 to Directors, controlling shareholders and their associates, and participants who have received 5% or more of the total Options available under the Schemes are as follows:

Table 8.3(b) – Details of Plato ESOS 2016

Name	Position Held	Options granted during FY2022	Aggregate Options granted since commencement of Plato ESOS 2016 to 31 December 2022	Aggregate options exercised since commencement of Plato ESOS 2016 to 31 December 2022	Aggregate options expired since commencement of Plato ESOS 2016 to 31 December 2022	Aggregate options outstanding as at 31 December 2022
Mr Lim Kian Onn [(1)]	Chairman of the Board/Non-Independent/ Non-Executive Director	-	68,938	-	(68,938)	-
Mr Gareth Lim Tze Xiang[(1)]	CEO/Alternate Director to Mr Lim Kian Onn	-	68,938	-	-	68,938
Mr Michael Kan Yuet Yun PBM[(2)]	Independent Director	-	62,044	-	(62,044)	-
Mr Chong Huai Seng	Independent Director	-	62,044	-	(62,044)	-
Mr Navinderjeet Singh A/L Naranjan Singh	Non-Independent/ Non-Executive Director	-	-	-	-	-
Ms Tay Hwee Pio[(3)]	Independent Director	-	-	-	-	-
Ms Lim Kian Fah[(1)]	Director of Legal / associate of controlling shareholder	-	68,938	-	-	68,938
Mr Oh Teik Khim[(4)]	Director of subsidiaries	-	68,938	-	-	68,938

Notes:

(1) Mr Lim Kian Onn is the controlling shareholder of the Company. His son, Mr Gareth Lim Tze Xiang and his sister, Ms Lim Kian Fah are therefore associates of Mr Lim Kian Onn. Each of their participation in the Plato ESOS 2016 and grant of Options as set out in the table, had been approved by shareholders at the EGM held on 20 May 2016.

(2) Mr Michael Kan Yuet Yun PBM retired from the Board on 11 March 2023.

(3) Ms Tay Hwee Pio was appointed as an Independent Director on 24 February 2023.

(4) Participant other than Directors, controlling shareholders and their associates who have received 5% or more of the total Options available under the Plato ESOS 2016.

Other than Options granted above, there were no participants of the Group who had been granted more than 5% of the total options then available under Plato ESOS 2016 and there were no other Options granted to directors and employees of the Company's subsidiaries. The Company does not have a parent company.

No.	Code Description	Company's Compliance or Explanation
ACCOUNTABILITY AND AUDIT		
Principle 9: Risk Management and Internal Controls		
9.1	*Risk Governance by the Board*	The Board, with the assistance of the AC, is responsible for the overall risk governance, risk management and internal control framework of the Group and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests and the Group's assets, and to manage risks. The Board also oversees Management in the design, implementation and monitoring of the risk management and internal control systems and is responsible for determining the Company's risk policies and levels of risk tolerance. The Board works closely with the CEO and key management personnel to assess the adequacy and effectiveness of the framework and the need for any extension or adjustments to such structure taking into consideration the overall business of the Company including the risk profile, risk tolerance and risk strategy.
	Identification of the Group's risks	The CEO meets with key management personnel on a monthly basis to discuss operational, business and strategic matters. During these meetings, key projects and operational risks are identified and discussed, along with proposed mitigating measures to address these risks to ensure residual risks are mitigated to an acceptable level. Follow-ups are then performed in subsequent meetings to ensure mitigating actions are executed. Any significant issues identified from these meetings are brought to the attention of the AC and/or Board as appropriate.
	Management of risks	The Group has in place a structured and systematic approach to risk management, and aims to mitigate the exposures through appropriate risk management strategies and internal controls. Risk management in the Group is a continuous, iterative and integrated process which has been incorporated into various planning, approval, execution, monitoring, review and reporting systems. The Group adopts a top-down as well as bottom-up approach on risk management to ensure strategic, business, operational, financial, reporting, compliance and information technology risk exposures are identified and appropriately managed. The Board has been working closely with Management in monitoring challenges posed by the COVID-19 pandemic. During the course of the year under review, the Board was promptly informed of the Company's COVID-19 business continuity plan which was implemented to ensure appropriate systems and procedures within the Group to specifically address the impact of the pandemic on business operational risks. Management closely monitored developments on the COVID-19 situation within the Group and coordinated the escalation of information regarding any impact and mitigation measures to the Board. The Board was also regularly updated on relevant legal and regulatory requirements in light of the rapidly evolving COVID-19 situation.

No.	Code Description	Company's Compliance or Explanation
9.2	*Confirmation of Internal Controls* (a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.	The Board and the AC are of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective to address the financial, operational, and compliance risks which the Company considered relevant and material for its business and environment in FY2022. The bases for the Board and AC's views are as follows: 1. Assurance has been received from the CEO and FC; 2. Key management personnel regularly evaluates, monitors and reports to the AC on material risks; and 3. Discussions were held between the AC and EA and IA in the absence of the key management personnel to review and address any potential concerns. The Company acknowledges that it is important to have sustainability and have implemented appropriate policies and programmes in line with the requirements of SGX-ST and good practice.
	(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?	Yes, the Board has obtained such assurance from the CEO and FC in respect of FY2022. The Board has additionally relied on its interaction with the EA and IA to verify the assurances provided by the CEO and FC, in their meetings in the absence of management.
Principle 10: Audit Committee		
10.1 10.3	*Role of the AC*	The current AC comprises three members, majority of whom including the Chairman of the AC, is independent. All the members of the AC are Non-Executive Directors. The current AC members are: • Ms Tay Hwee Pio (Chairman of the AC) • Mr Chong Huai Seng • Mr Lim Kian Onn The AC does not comprise of former partners or Directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or Director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

No.	Code Description	Company's Compliance or Explanation
		The AC is guided by the following key terms of reference: (a) reviews the audit plans and reports of the Company's IA and EA; (b) reviews the financial statements before submission to the Board for approval as well as the assurance from the CEO and FC on the financial statements; (c) reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and of the Company and any announcements relating to the Company's financial performance; (d) reviews and report to the Board at least annually on the effectiveness and adequacy of the Company's risk management systems and internal controls, including financial, operational, compliance and information technology controls; (e) reviews the interested person transactions (within the definition of the Catalist Rules) involving the Group in accordance with the Catalist Rules; (f) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; (g) making recommendations to the Board on matters relating to the proposals to the shareholders on the appointment and removal of EA and the remuneration and terms of engagement of the EA; (h) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns; and (i) generally undertakes such other functions and other duties as may be required by the Catalist Rules.
	Whistle-blowing policy	The AC is responsible for the oversight and monitoring of the whistle-blowing policy that serves to provide a channel to employees to report in good faith and in confidence, without fear of reprisals and concerns about any improper conduct within the Group. In relation to whistle blowing by anyone else other than employees, the whistle blower may report any impropriety and/or concern in writing to the Company Secretary at the registered address of the Company. The Company Secretary has been tasked to forward any such report to the Chairman of the AC. Whistle blower reports are investigated by the AC in a timely manner. All complaints will be treated as confidential. In the event that the report is about a Director, that Director will not be involved in the review and any decision making with respect to that report. The policy aims to encourage reporting of such matters in good faith, with the confidence that any employees and any other persons making such reports will be treated fairly and be protected from reprisals. Details of the whistleblowing policy have been made available to all employees. The whistleblowers' identities will not be disclosed without prior consent (except where disclosure obligations are required under law and regulations). Where concerns are unable to be resolved without revealing the identity of the whistleblower (e.g. if their evidence is required in court), a dialogue will be entered into with the whistleblower as to whether and how to proceed.

No.	Code Description	Company's Compliance or Explanation
10.2	*Qualification of the AC members* What are the AC's activities or the measures it has taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements?	The Board considers both Mr Michael Kan Yuet Yun PBM who retired on 11 March 2023, and Ms Tay Hwee Pio who was appointed as Chairman of the AC on 11 March 2023, to have extensive and practical accounting and financial management knowledge and experience. Thus, the Board deems that he/she is well qualified to chair the AC during their tenure. The other AC members are also trained in accounting and financial management and/or possess finance related working experiences. In FY2022, the AC: • have attended courses as disclosed in Table 1.2 of Section 1.2 of this report; and • was kept abreast by the EA of changes to accounting standards and issues which have impact on financial statements.
10.4	*Internal Audit Function*	For FY2022, the Group has appointed Crowe Governance Sdn Bhd ("**Crowe**") to conduct two internal audits. Crowe has presented their findings to the two internal audit plans to the AC and has reported directly to the AC and administratively, to the Management. The AC reviewed and approved the internal audit plan(s) to ensure the adequacy of the scope of audit. The AC was responsible for the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation which the internal audit function of the Company was outsourced to. The AC was satisfied that Crowe is independent, effective, adequately qualified and resourced, and has the appropriate standing to discharge its duties effectively due to the following reasons: • Crowe was adequately qualified, given that it is a member of the Institute of Internal Auditors and it adheres to the Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors; • Crowe was adequately resourced as there is a team of 4 members assigned to the Company's internal audit, led by Mr Amos Law who has over 26 relevant years of diverse audit experience in hotel, leisure & hospitality, manufacturing, construction and property development; and • Crowe has the appropriate standing in the Company, given, *inter alia*, its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC. As part of the annual statutory audit of the financial statements, the EA also reports to the AC where there are any material weaknesses in the Group's internal controls and provide recommendation on other significant matters such as risk management which have come to their attention during the course of the audit. There were no material weaknesses in the Group's internal controls reported by the EA.
10.5	*Met Auditors in Management's Absence*	The AC has met with the IA and EA once in the absence of key management personnel in FY2022.

No.	Code Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND ENGAGEMENT		
Principle 11: Shareholder Rights and Conduct of General Meetings		
11.1	*Shareholders' Participation at General Meetings*	Shareholders are entitled to attend the general meetings of shareholders and are afforded the opportunity to participate effectively in and vote at general meetings of shareholders. An independent polling agent is appointed by the Company for general meetings who will explain the rules, including the voting procedures that govern the general meetings of shareholders. In view of the COVID-19 situation for the past 3 years, the AGMs in respect of the financial years ended 31 December 2019, 31 December 2020 and 31 December 2021 were convened and held by electronic means ("**past AGMs**") pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"). Alternative arrangements relating to attendance at the past AGMs via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Board of the past AGMs in advance of the past AGMs, addressing of substantial and relevant questions prior to the past AGMs and voting by appointing the Chairman of the Board of the past AGMs as proxy at the past AGMs, were put in place for the past AGMs. The forthcoming AGM will be held, in a wholly physical format, at Kallang Room, Level 4, Holiday Inn® Singapore Atrium, 317 Outram Road, Singapore 169075, on 26 April 2023 ("**AGM 2023**"). There will be no option for shareholders to participate virtually. Arrangements relating to attendance at the AGM 2023, submission of questions to the Chairman of the Meeting in advance of, or at, the AGM 2023, and voting at the AGM 2023 by shareholders or their duly appointed proxy(ies), are set out in the Notice of AGM released on SGXNet on 10 April 2023.
	Appointment of Proxies	Shareholders can vote in person or appoint not more than two proxies to attend, speak and vote on their behalf at general meetings of shareholders, with the exception that shareholders such as nominee companies, which provide custodial services for securities, are able to appoint more than two proxies to attend, speak and vote at general meetings notwithstanding the Constitution does not differentiate between the number of proxies which may be appointed by individual shareholders and by nominee companies.
11.2	*Bundling of Resolutions*	Resolutions are tabled separately where the resolutions are substantially separate issues. "Bundling" of resolutions are kept to a minimum unless such issues are interdependent and linked so as to form one significant proposal. In the event a resolution is "bundled", the shareholders are briefed on the reasons for doing so and the material implications in the notice of meeting.
11.3	Directors' Attendance	The Company requests the following persons to be present at all general meetings of the shareholders unless there are exigencies: • all Directors; • respective Chairman of the Board Committees; and • the EA, whose presence is to address shareholders' queries about the conduct of audit and the preparation and content of the independent Auditor's Report.

No.	Code Description	Company's Compliance or Explanation
11.4	*Absentia Voting*	The Constitution does not allow for absentia voting at general meetings of shareholders as authentication of shareholder identity information and other related security issues continue to be a concern. Voting by shareholders at general meetings of shareholders shall be by poll and their detailed results will be announced via SGXNet after the conclusion of the general meeting. The Board has taken into consideration the factors encouraging electronic poll voting. After consideration, it has decided that the scale of the voting taking place at general meetings does not warrant the implementation of an electronic system.
11.5	*Publication of Minutes*	Minutes for general meetings (including substantial and relevant comments and questions raised by shareholders in relation to the meeting agenda and the responses from, *inter alia*, the Board and/or Management) are prepared at the conclusion of each meeting. A copy of minutes is made available on the Company's corporate website as soon as practicable. A copy of the minutes is made available to a shareholder upon request in writing. The minutes shall be sent to the shareholders' last known address within 14 days of the Company's receipt of their request. All Directors, Company Secretary and EA were present at the last AGM held on 28 April 2022. For FY2022, the Company will publish the minutes of the AGM 2023 to be held on 26 April 2023 on SGXNet and the Company's corporate website as soon as practicable, and in any event, within one month from the date of the AGM 2023.
11.6	*Dividend Policy* (a) Does the Company have a dividend policy?	The Company currently does not have a formal dividend policy. Generally, the Board looks into factors such as the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors before determining whether any dividend is to be declared and/or paid.
	(b) Is the Company is paying dividends for the financial year? If not, please explain why.	The Board has not declared or recommended any dividends for FY2022 as the Group intends to conserve cash for future investments and working capital requirements. The Board made this decision with the aim of balancing returns to shareholders with investment to support future growth while at the same time preserving a strong capital base. The turnaround of the profitability of the Group is at a relatively early stage and a number of economic uncertainties remain. Therefore, until there is stability in its profitability and sustainability in its financial returns, the Board will keep the matter under close review.
Principle 12: Engagement with Shareholders		
12.1 12.2 12.3 13.3	*Communication with Shareholders* (a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?	In line with the continuous disclosure obligations under the relevant rules, the Board informs shareholders promptly of all major developments that may have a material impact on the Group. The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. Information is disseminated to shareholders and investors on a timely basis through: a. SGXNet announcements; b. Annual Reports and Notices of AGM issued to all shareholders; and c. The Company's AGMs.

No.	Code Description	Company's Compliance or Explanation
		In addition, if the need arises, the Company may organise media/analyst briefings to enable a better appreciation of the Group's performance and developments, which will also act as platforms to solicit and understand the views of shareholders and investors. The Company's CEO and Company Secretary are responsible for the Company's communication with shareholders and serve as the dedicated contact point for investor relations. The Company embraces openness and feedback from its shareholders at the Company's AGM, which serves as the Company's principal forum for engagement with its shareholders. Shareholders are welcomed to raise queries or present their views regarding the proposed resolutions as well as the Company's overall business and corporate strategy. The Company welcomes shareholders and all other stakeholders to reach out and may send feedback to the Company at info@platocapital.com. All announcements, sustainability reports, annual reports are released via SGXNet and can be accessed via www.platocapital.com.
	(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?	The Company currently does not have an investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders. The Company will consider the appointment of a professional investor relations officer to manage the function should the need arises.
	(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNet announcements and the Annual Report?	Apart from the SGXNet announcements and its Annual Report, the Company may, if it considers necessary and appropriate, release press releases or organise media/analyst briefings to keep shareholders informed of corporate developments.
SHAREHOLDER RIGHTS AND ENGAGEMENT		
Principle 13: Managing Stakeholders Relationships and Engagement with Stakeholders		
13.1 13.2	*Stakeholders Management*	The Company undertakes an annual review in identifying its material stakeholders. It assesses the material environmental, social and governance factors that affects the Group. Please refer to the Company's latest sustainability report as set out on pages 35 to 43 of this Annual Report for the assessment process and how such relationships with stakeholders are managed.

COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	**Rule Description**	**Company's Compliance or Explanation**
711A, 711B	*Sustainability Report*	The sustainability report is set out on pages 35 to 43 of this Annual Report. The sustainability report highlights the key economic, environmental, social and governance (ESG) factors such as economic performance, energy conservation, climate-related disclosures, diversity and equal opportunity, training and education, occupational health and safety, ethical behaviour and leakage of customer data.

COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	**Rule Description**	**Company's Compliance or Explanation**
712, 715 or 716	*Appointment of Auditors*	For FY2022, the financial statements of the Company and its key subsidiaries were audited by Messrs Ernst & Young LLP Singapore and Ernst & Young network firms (collectively, "Messrs EY"). The AC and the Board are of the view that the audit firm was adequately resourced, effective and of appropriate standing with the international affiliation. The AC had reviewed and was satisfied that the appointment of Messrs EY as the EA for FY2022 had not compromise the standard and effectiveness of the audit of the Group and that the Group has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of its external auditors for FY2022. In line with good corporate governance initiatives, the AC had recommended, and the Board is proposing to appoint Messrs BDO LLP as the Company's EA for the financial year ending 31 December 2023, subject to shareholders' approval being obtained at the AGM 2023. Accordingly, the out-going Auditors, Messrs EY will not be seeking re-appointment at the AGM 2023 of the Company. The Group will comply with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Messrs BDO LLP as the Company's EA. Further details on the proposed appointment of Messrs BDO LLP as the Company's EA has been duly set out in the Appendix A to the Annual Report 2022.
720(5)	Information relating to Directors seeking re-election and Directors seeking shareholders' approval in respect of Rule 406(3)(d)(iii) of the Catalist Rules (effective from 1 January 2022)	The information relating to the Directors seeking re-election as per Appendix 7F of the Catalist Rules are set out in the Addendum to the Annual Report 2022 on pages 125 to 130 of this Annual Report.
1204(6)(B)	*Independence of External Auditors*	The Board, with the concurrence of the AC, was satisfied with the independence and objectivity of the EA, Messrs EY for FY2022. The AC took into consideration that notwithstanding the non-audit fees was 4% of the total audit fees, Messrs EY has represented to the AC that it has in place independence safeguards as required by the Singapore Accountants (Public Accountants) Rules and Messrs EY had accordingly confirmed it meets the criteria for independence. Messrs BDO LLP had also confirmed it meets the criteria for independence to be appointed as the Company's EA for the financial year ending 31 December 2023, subject to shareholders' approval being obtained at the AGM 2023.
	(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.	The fees paid/payable by the Group to the EA, Messrs EY for audit and non-audit services for FY2022 amounted to S$142,420 and S$5,762 respectively.
	(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.	There was no substantial volume of non-audit services rendered in respect of FY2022.

COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	**Rule Description**	**Company's Compliance or Explanation**
1204(8)	*Material Contracts*	There was no material contract entered into by the Company (involving the interest of the CEO, any Director, or controlling shareholder) and was still subsisting as at 31 December 2022.
1204(10)	*Confirmation of adequacy and effectiveness of internal controls*	Both the Board and AC are of the opinion that the internal controls are adequate and effective to address the financial, operational, compliance and information technology controls and risk management systems which the Group considers relevant and material to its operations based on the following: • internal controls and the risk management system established by the Company; • work performed by the EA and the IA; • assurance from the CEO and the FC; and • reviews done by the various Board Committees and key management personnel. Both the Board and the AC did not identify any material weaknesses in the Group's internal controls in FY2022. The Board notes that no system of internal control could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.
1204(17)	*Interested Persons Transaction*	The Group does not have a general mandate for recurrent interested person transactions. There were no interested person transactions of S$100,000 or more entered into during FY2022.
1204(19)	*Dealing in Securities*	The Company has adopted and implemented an Internal Code of Conduct on Dealing in Securities which prohibits dealings in the Company's securities by Directors and Officers while in possession of price-sensitive information. The Company, its Directors and Officers are prohibited from dealing in the Company's shares during one month prior to the announcement of half and full year results. The Directors and Officers are discouraged from dealing in the Company's securities on short-term considerations. Directors and Officers are also expected to observe insider trading laws at all times even when dealing in securities within permitted trading periods. The implications of insider trading are clearly set out in the procedures and guidelines.
1204(21)	*Non-sponsor fees*	No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. for FY2022.

Sustainability Report

ABOUT THIS REPORT

This Report outlines the Annual Sustainability Report ("**Sustainability Report**") of Plato Capital Limited ("**Company**") and its subsidiaries (collectively referred to as "**Group**" or "**We**"), which covers the reporting period from 1 January 2022 to 31 December 2022 ("**FY2022**"). The reporting period of the Sustainability Report is aligned to the reporting period of the financial reporting of the Group. For selected performance indicators that have been historically tracked, data from the immediate preceding year has been included, unless otherwise stated. There is no restatement of information made from previous reporting periods.

SCOPE

The list of entities included in the Sustainability Report is equivalent to those disclosed in the Company's financial statements for FY2022. There were no significant changes to the organisation's structure and ownership during the year. The consolidation approach taken across these different entities and across material topics is consistent and remains unchanged from the prior year.

BOARD STATEMENT

The Board of Directors ("**Board**") is pleased to demonstrate our commitment towards creating long-term sustainable value and business growth for all internal and external stakeholders. The Board oversees the overall climate-related direction of the Company and is committed to conduct the business in a responsible manner so as to enhance the quality of our society while pursuing business sustainability. The Board has considered sustainability issues in its business and strategy, determined the material environmental, social and governance ("**ESG**") factors and overseen the management and monitoring of the material ESG factors.

SUSTAINABILITY GOVERNANCE STRUCTURE

Setting the tone from the top, the Board is accountable for ensuring that sustainability is integrated into the strategic direction of the Group. The Board has established Board Committees comprising the Audit Committee, Remuneration Committee and Nominating Committee to assist the Board in discharging its duties and responsibilities.

At the operational level, the strategic management of material sustainability matters is led and driven by the Chief Executive Officer, with progress and key developments escalated to the Board, accordingly. The Chief Executive Officer, together with senior management, conducts regular meetings with head of departments on monthly basis to review and make executive decisions on material issues and business strategies, including ESG related matters.

FRAMEWORK AND ASSURANCE

The Sustainability Report has been guided and prepared by reference to the Global Reporting Initiative ("**GRI**") sustainability standards, the Task Force on Climate-Related Financial Disclosures ("**TCFD**") framework, Rule 711B and Practice Note 7F of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist. The GRI Standards were chosen as GRI represents the global best practices for reporting on an organisation's sustainability impacts. The internal audit function of the Company is outsourced to Crowe Governance Sdn Bhd ("**Crowe**"). An internal review has been undertaken by Crowe to review the accuracy and completeness of the data used for disclosures made in the Sustainability Report.

STAKEHOLDERS ENGAGEMENT

In building long-term business growth, the Group is committed to engage all of our stakeholders as part of our continued sustainability endeavours. It is essential to understand and be responsive to the stakeholders' concerns or expectations of the Group. The table below summarises the potential sustainability issues and the mode of communication with each stakeholder:

Stakeholders	Mode of Communication	Key Concerns
Customers	- Face to face or virtual interaction - Customer feedback surveys - Personal Data Protection Act policy is in place to protect customer's data and privacy	- Economic performance - Ethical behaviour
Investors	- Announcement of financial results on the SGXNet - Announcement on on-going or planned corporate actions as and when required - Annual General Meeting	- Economic performance
Suppliers	- Informal meetings and discussions	- Leakage of customer data - Ethical behaviour
Management	- Budget and forecast with variance analysis provided during the monthly management meeting - Reports on on-going or planned corporate actions as and when required - Monthly business performance meetings - Board of Directors meetings	- Economic performance - Ethical behaviour - Leakage of customer data
Employees	- Leadership development programs - Annual performance appraisal - Regular email communication - Internal and external staff trainings - Townhalls	- Leakage of customer data - Diversity and equal opportunity - Training and education - Ethical behaviour - Climate risks
Community	- Company website - SGXNet announcements - Annual General Meeting - Media releases	- Leakage of customer data
Government and regulatory bodies	- Advice from professionals such as solicitors, auditors, tax agents and other consultants - Government publication/written communication	- Corporate governance

MATERIALITY ASSESSMENT

We recognise that material issues can directly or indirectly impact our ability to create long-term value for our customers, suppliers, employees, investors and society at large. We have undertaken a detailed process to identify, rate, prioritise and validate the ESG issues that matter most to our organisation. The assessment involves the following steps:

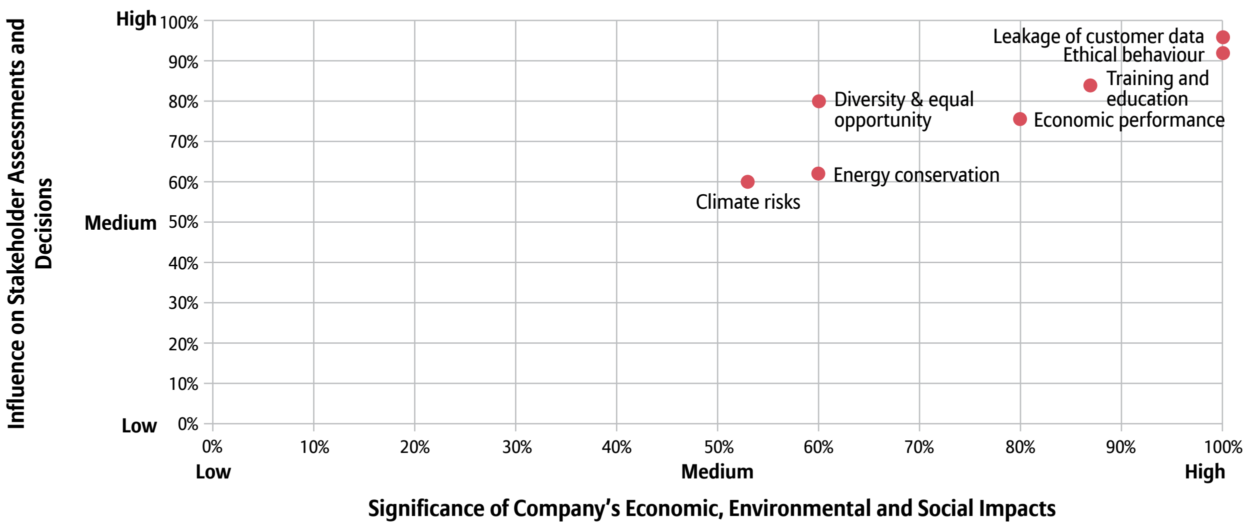
1. **IDENTIFY** – We conducted an internal review and analysis of sustainability issues based on current and emerging risks and opportunities, together with a list of the common set of core ESG metrics issued by the Singapore Exchange ("**SGX**").

2. **RATE** – Similar sustainability issues of the Company and its subsidiaries are clustered together. Collectively, a total of 7 sustainability factors were identified.

3. **PRIORITISE** – We engaged our internal and external stakeholder groups and distributed a materiality assessment survey for them to rank the 7 material factors based on the importance to our stakeholders as well as our business operations. Results of the assessment were plotted onto a materiality matrix as shown in Figure 1, graded from medium to high importance.

4. **VALIDATE** – The materiality factors were presented to the Board for its review and validation.

Figure 1: Materiality Matrix



Material Aspects and Indicators

Material ESG Factors	GRI Standard	Where the Impact Occurs	Relevant Policies
Economic Performance	GRI 201: Economic Performance 2016	Within and outside the Group	- Accounting Policies
Energy Conservation	GRI 302: Energy 2016	Within the Group	- Energy Conservation Policy
Climate Risks	GRI 305: Emissions 2016	Within and outside the Group	- Climate Risks Policy
Diversity and Equal Opportunity	GRI 405: Diversity and Equal Opportunity 2016	Within the Group	- Board Diversity Policy - Employees' Code of Conduct
Training and Education	GRI 404: Training and Education 2016	Within the Group	- Standard Operating Procedures - Learning & Development
Ethical Behaviour	GRI 205: Anti-corruption 2016	Within the Group	- Anti-Bribery & Corruption Policy - Employees' Code of Conduct - Whistle-Blowing Policy - Gift & Hospitality Policy
Leakage of Customer Data	GRI 418: Customer Privacy 2016	Within and outside the Group	- Personal Data Protection Act - Employees' Code of Conduct

ECONOMIC PERFORMANCE

Material ESG Factor	GRI Standard	Disclosure
Economic Performance	GRI 201: Economic Performance 2016	Direct economic value generated and distributed

The Group is encouraged by the post-COVID-19 turnaround in the financial and operational performance of its investment portfolio in FY2022 with a net profit of $3.61 million, a marked improvement as compared to a loss of $0.37 million in the previous financial year ended 31 December 2021 ("**FY2021**").

For more details on financial performance for FY2022, please refer to the Chairman's Statement at page 3 of this Annual Report and the Group's financial statements are set out on pages 52 to 115 of this Annual Report.

ENVIRONMENTAL

Material ESG Factor	GRI Standard	Disclosure
Energy Conservation	GRI 302: Energy 2016	Energy consumption within the organisation
Climate Risks	GRI 305: Emissions 2016	Direct (Scope 1) GHG emissions Direct (Scope 2) GHG emissions Indirect (Scope 3) GHG emissions

Energy Conservation

The Group is concerned about environmental issues such as pollution and climate change which affect everyone's quality of life. The Company is committed to minimising, as far as possible, our environmental footprint by adopting responsible approaches to resource usage.

We endeavour to reduce wastage in our operations by employing the 3R concept - Reduce, Reuse and Recycle. We encourage our employees to reduce electricity usage wherever possible and to promote energy conservation and efficiency. Key statistics on energy consumption during the year are as follows:

Figure 2: Electricity Usage Analysis

Energy	FY2022	FY2021
Electricity consumption - Units (kWh)	8,355	10,609
Greenhouse Gas Emission/CO2 emission - Tons	4	5

The Group reduced its electricity consumption by 21% from 10,609kWh in FY2021 to 8,355kWh in FY2022. Our greenhouse gas emission resulted from the use of electricity. We strive to minimise our greenhouse gas footprint by improving energy efficiency. Notably, the installation of revamped air-conditioners in our office has reduced our electricity usage resulting in costs savings and also less carbon dioxide (CO_2) emissions in FY2022.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain or reduce electricity consumption.	Recorded 21% reduction in electricity consumption.	Maintain or reduce electricity consumption.

Climate-Related Disclosures

In line with TCFD recommendations, we integrate climate risk into our organisation's risk management. Climate risk is split into two broad categories: physical risk (the impact of extreme weather threats brought on by climate change), and transitional risk (the impact of existing and emerging regulatory requirements related to climate change).

All the risks are flagged out to senior management, who will convene to discuss urgent mitigation measures. Any significant issues identified from these meetings are brought to the attention of the Board as appropriate.

Physical Risk

The following key physical risks across the short, medium and long term were identified:

1. The increased frequency of extreme weather events such as flash floods could adversely impact the livelihoods of our employees. This is identified as a short-term risk.

2. Increased extreme weather events can lead to disruptions to our development in Dublin. This is identified as a medium-term risk.

3. Sea level rises can leave our office and physical assets in various coastal locations vulnerable in the long term. This is identified as a long-term risk.

To address physical risks caused by weather events and sea level rises, employees are allowed to work from home if they are unable to travel to office during flash floods. In addition, we are keeping our physical assets in lower-risk areas and closely monitoring our development in Dublin to minimise any disruptions.

Transition Risk

The management monitors regulatory changes in all geographic regions that affect our operations, and keep abreast of current affairs that may impact regulations.

The following key transitional risks across the short, medium and long term were identified:

1. Market risk. Any increase in Malaysia's energy pricing may increase the cost of electricity charges, leading to higher operating expenses of the Group. This is identified as a short-term risk.

2. Risk from new regulations aimed at supporting global low-carbon transition initiatives. Buildings are the biggest contributor to greenhouse gas emissions, and hence, the imposition of environmentally sustainable designs might increase the Group's building designer fees and also compliance costs. This is identified as a medium-term risk.

3. Implementation of carbon tax in different jurisdictions that affects our operations, may lead to increased overall costs. This is identified as long-term risk.

In order to mitigate these risks, in the immediate horizon, we encourage our employees to reduce electricity usage wherever possible and to promote efficient energy conservation habits. We will work with consultants and also local authorities to ensure compliance with applicable environmental laws and regulations.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain zero incidences of environmental non-compliance.	There was no reported incidence of environmental non-compliance.	Maintain zero incidences of environmental non-compliance.

TCFD Recommended Disclosure	Description
Governance	
a) Describe the board's oversight of climate-related risks and opportunities.	The Board has considered sustainability issues in its business and strategy, determined the material ESG factors and overseen the management and monitoring of the material ESG factors.
b) Describe management's role in assessing and managing climate-related risks and opportunities.	The senior management works closely with the Board on the Company's sustainability objectives, challenges, targets and progress. Climate-related risk is embedded into the Company's risk management plans and is a factor that is considered in all decision-making processes.
Strategy	
a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Through risk assessment, we have identified a number of key physical and transitional risks in the short, medium and long-term that has the potential to affect our operations.

TCFD Recommended Disclosure	Description
Strategy (continued)	
b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	Climate-related risks and opportunities are embedded in the organisation's decision-making at all levels. For example, any major investment or possible expansion is evaluated for climate risks as part of the due diligence process.
c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	We strive to minimise our greenhouse gas footprint by improving energy efficiency. We encourage our employees to reduce electricity usage wherever possible and to promote efficient energy conservation habits.
Risk Management	
a) Describe the organisation's processes for identifying and assessing climate- related risks.	The Chief Executive Officer, together with senior management, conducts regular meetings with head of departments on monthly basis to discuss operational, business and strategic matters. During these meetings, key projects and operational risks including climate-related risks are identified and discussed.
b) Describe the organisation's processes for managing climate-related risks.	During the monthly meetings involved Chief Executive Officer, senior management and head of departments, proposed mitigating measures are discussed to address the risks identified to ensure residual risks are mitigated to an acceptable level. Follow-ups are then performed in subsequent meetings to ensure mitigating actions are executed. Any significant issues identified from these meetings are brought to the attention of the Board as appropriate.
c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	We integrate climate risk into our organisation's risk management processes across all business units and geographies. ESG-related risks and opportunities are considered in all major decisions, from potential investment to expanding to new geographies.
Metrics & Targets	
a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	We conducted an internal review and analysis of sustainability issues based on current and emerging risks and opportunities and against the list of common set of core ESG metrics issued by SGX and pursuant thereto, a total of 7 sustainability factors were identified.
b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.	The Group's Scope 1 emission is negligible as the Group does not have any assets that have direct GHG emissions. The Group's Scope 2 disclosures cover emissions associated with energy consumption at our office. Please refer to "Energy Conservation" in the Sustainability Report for further details. The Group's Scope 3 emission is negligible too as the Group's employees had minimal travel for business in FY2022.
c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	We have committed to maintain zero incidences of environmental non-compliance.

SOCIAL

Material ESG Factor	GRI Standard	Disclosure
Diversity and Equal Opportunity	GRI 405: Diversity and Equal Opportunity 2016	Diversity of employees
Training and Education	GRI 404: Training and Education 2016	Training conducted for employees

Diversity and Equal Opportunity

Employees are the key driver of an organisation to ensure sustainable business growth. The Group offers equal employment opportunities to all regardless of race, ethnicity, gender or age group. The Group strives to achieve workforce diversity and encourage our employees to work beyond the Malaysian statutory retirement age of 60.

As at 31 December 2022, the Group has a workforce of 7 permanent employees (as at 31 December 2021: 12 permanent employees). The decrease in the number of permanent employees was due to the decision to cease the Group's information technology operations with effect from 1 January 2022, as announced on 3 December 2021 by the Company.

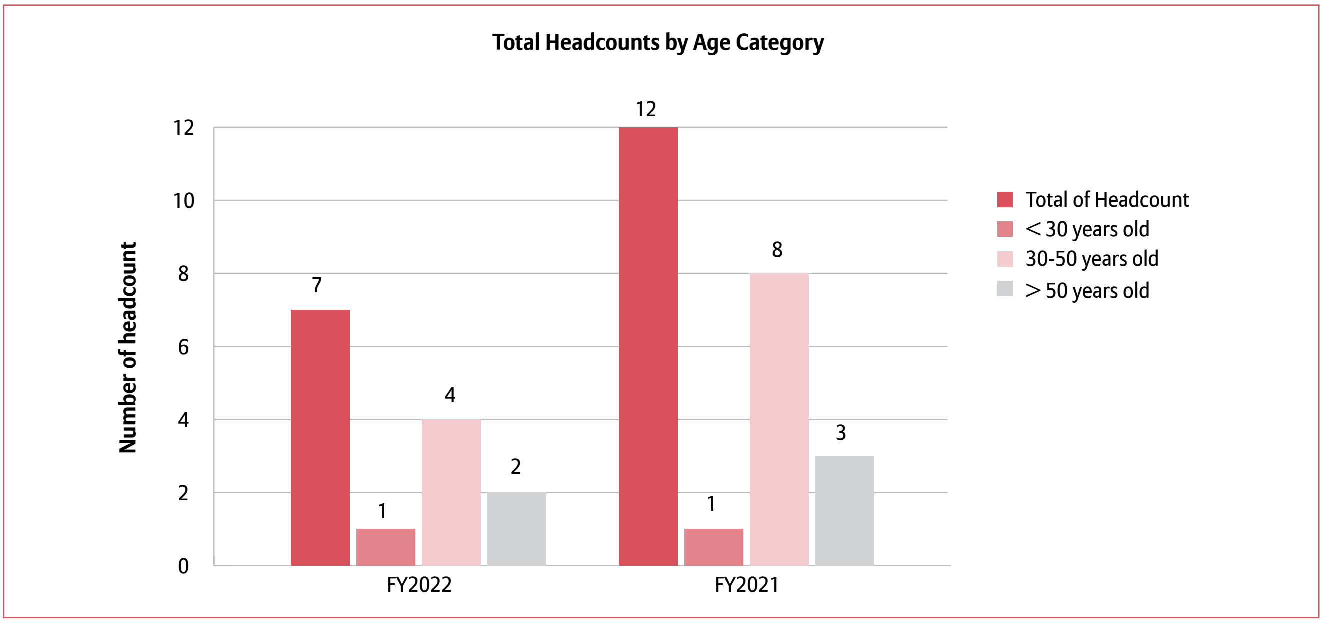
On gender diversity, due to the nature of our business, the workforce is predominantly female. As at 31 December 2022, the percentage of female to total permanent employees is 86% (as at 31 December 2021: 75%).

On age diversity, matured workers are valued for their working experiences, skills and knowledge. As at 31 December 2022, 57% (as at 31 December 2021: 67%) of our permanent employees are in the preferred category of the 30 to 50 age group.

Figure 3: Workforce Composition in FY2022

By Gender	Total Headcount	%
Male	1	14%
Female	6	86%
Total	**7**	**100%**

By Age Group	Total Headcount	%
< 30 years old	1	14%
30 - 50 years old	4	57%
> 50 years old	2	29%
Total	**7**	**100%**



On talent attraction and retention, the Group practices fair and equal employment opportunities based on qualifications, working experiences, skills and competency of employees. For existing employees, the Group reviews remuneration and staff benefits on an annual basis based on the employee's job performance and reference to the market rate and conditions, aimed to create a productive and motivated workforce. The Group is also committed to protect and respect the human rights of employees in accordance with the relevant laws and regulations as well as ensuring the employees' safety and well-being.

The Group has a whistle-blowing policy that serves to provide a platform for employees to report in good faith and in confidence, without fear of reprisals and concerns about any improper conduct within the Group.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain zero incidences of grievances on labour practices or human rights issues.	There was no reported incidence of grievances on labour practices or human rights issues.	Maintain zero incidences of grievances on labour practices or human rights issues.

Training and Education

The Group recognises that enhancing employees' skills is important towards achieving sustainability and growth of organisations. The Company strives to build a strong culture of learning and to continuously improve employees' skills through on-the-job and off-the-job trainings. The Group also encourages its employees to pursue continuous professional development to gain further qualifications.

The COVID-19 pandemic has triggered new ways of learning. The Company continued to upskill our employees during this period as they acquired new knowledge through virtual learning programmes completed on the e-learning platforms and through videoconferencing. These programmes include accounting short courses and job specific training.

Total employees' participation in training programmes in FY2022 totalled 56 hours (average 8 training hours per employee) as compared to 97 hours (average 8 training hours per employee) in FY2021. The distribution of the average training hours per employee by gender is as follows:

Figure 4: Average Training Hours in FY2022

Training hours	FY2022	FY2021
Average training hours per employee	8	8
Average training hours by gender - Male - Female	 6 8	 12 7

The Group will continue to encourage its employees to attend trainings and aim to maintain the average training hours per employee of 8 hours in FY2023.

Target for FY2022	Performance in FY2022	Target for FY2023
Average training hours per employee of 8 hours.	Recorded an average of 8 hours of training per employee.	Maintain average training hours per employee of 8 hours.

Occupational Health and Safety

The Group believes that our employees are our greatest asset. We take great interest in the health and safety of our employees. Protection of workers from injury or occupational disease is a major continuing objective and we are committed to providing a safe and healthy work environment.

All levels of management are responsible and accountable for the health and safety of workers under their supervision. It is in the best interest of all parties to consider health and safety in every activity.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain zero work-related injury and zero work-related illness or health conditions arising from exposure to hazards at work.	There were no reported incidents of work related injury and work-related illness or health conditions arising from exposure to hazards at work.	Maintain zero work-related injury and zero work-related illness or health conditions arising from exposure to hazards at work.

CORPORATE GOVERNANCE

The Group is committed to sustainable growth by integrating strong corporate governance and risk management practices, as outlined in our Corporate Governance Report, on pages 4 to 34 of this Annual Report, with reference to the principles of the Code of Corporate Governance 2018 as revised by the Monetary Authority of Singapore ("**2018 Code**") and the accompanying Practice Guidance as well as the disclosure guide developed by the Singapore Exchange Securities Trading Limited in January 2015 ("**Guide**"). The Group has complied with the principles, provisions and guidelines as set out in the 2018 Code and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections where there are deviations from the 2018 Code and the Guide.

Material ESG Factor	GRI Standard	GRI Disclosure
Ethical Behaviour	GRI 205: Anti-corruption 2016	Confirmed incidents of corruption and communication about anti-corruption policies and procedures
Leakage of Customer Data	GRI 418: Customer Privacy 2016	Complaints concerning breaches or leakage of customer data

Ethical Behaviour

We require high ethical standards from our employees and Directors. We strive to uphold the highest level of ethical standards at all times and in all aspects of our business by abiding with all the relevant laws, regulations and industry best practices.

We have adopted the Employees' Code of Conduct, Whistle-Blowing Policy, Anti-Bribery and Corruption Policy, and Gift and Hospitality Policy, which articulates the Group's zero-tolerance approach against all forms of bribery, corruption and misconduct in its business conduct.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain zero incidents of corruption.	There were no reported incidents of corruption.	Maintain zero incidents of corruption.
100% communication of anti-corruption policies and procedures.	All employees and directors are communicated on the Group's anti-corruption policies and procedures.	100% communication of anti-corruption policies and procedures.

Leakage of Customer Data

The Group strives to raise customer satisfaction by offering good service to our customers and responding to their feedback promptly.

The Group is committed to ensuring customers' personal data are kept confidential in compliance with Singapore Personal Data Protection Act, 2012 and Malaysia Personal Data Protection Act, 2010. The Company highly respects personal data privacy and will not disclose these data without consent unless it is required by the law.

Target for FY2022	Performance in FY2022	Target for FY2023
Maintain zero complaints concerning breaches or leakage of customer data privacy.	There were no reported complaints concerning breaches or leakage of customer data privacy.	Maintain zero complaints concerning breaches or leakage of customer data privacy.

Profile of Board of Directors

CHONG HUAI SENG
Independent Director
Appointed on 12 September 2008, last re-elected on 28 April 2022; Age 72

Mr. Chong Huai Seng is a director of The Artling Pte. Ltd., an online art advisory and e-commerce company specialising in Asian contemporary art. Mr. Chong is also the co-founder and director of The Culture Story Pte. Ltd. and Family Office For Art Pte. Ltd., both of which are art advisory and management companies for artists, collectors and family offices.

Mr. Chong previously served as senior investment officer with the Economic Development Board of Singapore for two years, before joining the financial services sector in 1979. Mr. Chong was the Managing Director of Vickers Da Costa Securities and John Govett Asia from 1984 to 1994. Between 1994 and 1997, he was the Managing Director of Sesdaq-listed Pan Pacific Public Company Ltd, and was the Vice Chairman and substantial shareholder of Panpac Media Limited from 1998 to 2003.

Mr. Chong graduated from the University of Manchester with a Degree in Polymer Physics (First Class Honours).

TAY HWEE PIO
Independent Director
Appointed on 24 February 2023; Age: 54

A non-executive independent director of CapitaLand China Trust Management Limited, Ms. Tay Hwee Pio is a member of the Institute of Singapore Chartered Accountants and a fellow of the Association of Chartered Certified Accountants. She was a member of the Financial Reporting Technical Advisory Panel, Accounting and Corporate Regulatory Authority, from 2015 to 2019.

Ms Tay was the Chief Financial Officer ("CFO") of Frasers Centrepoint Asset Management Ltd ("FCAM"), the manager of Frasers Centrepoint Trust ("FCT") where she was responsible for the financial, taxation, treasury and compliance functions of FCT from 2012 to 2021. She has over 25 years of financial experience in the real estate industry. Ms. Tay started her career as an external auditor with KPMG. In 2002, she relocated to Shanghai when she joined the Shanghai office of Keppel Land Limited. After four years with Keppel Land, she transitioned to the China office of Frasers Property Limited in 2006 where she eventually rose to the position of CFO before joining FCAM.

LIM KIAN ONN
Chairman, Non-Independent & Non-Executive Director
Appointed on 28 December 1999, last re-elected on 28 April 2022; Age 66

Mr. Lim Kian Onn is a member of the Institute of Chartered Accountants in England and Wales and the Malaysian Institute of Accountants. He served his articleship with KMG Thomson McLintock in London and was a consultant with Andersen Consulting from 1981 to 1984. Between 1984 and 1993, Mr. Lim was with Hong Leong Group, Malaysia, as Executive Director in the stockbroking arm responsible for corporate finance, research and institutional sales.

Mr. Lim founded the Libra Capital Group in 1994 and co-founded the ECM Libra Group in 2002. The holding company of the ECM Libra Group, ECM Libra Group Berhad ("ECMLG"), is listed on the Main Market of Bursa Malaysia Securities Berhad. Mr. Lim has been a member of the board of directors of ECMLG since 16 June 2006 and is currently the Deputy Chairman of ECMLG. Mr. Lim is also a substantial shareholder of ECMLG and a trustee of ECM Libra Foundation.

NAVINDERJEET SINGH A/L NARANJAN SINGH
Non-Independent & Non-Executive Director
Appointed on 2 October 2020, last re-elected on 27 April 2021; Age 36

Mr. Navinderjeet Singh A/L Naranjan Singh is a Chief Financial Officer of ECMLG. He holds a Postgraduate Diploma in Finance from Massey University, New Zealand and a Degree in Bachelor of Commerce in Accounting & Finance from University of Auckland, New Zealand.

Mr. Navinderjeet was a Chief Executive Officer of Tune Hotels. Mr. Navinderjeet has over 15 years of working experience, seven of which were with Tune Hotels Group and Ormond Group. During the course of Mr. Navinderjeet's employment at Tune Hotels Group and Ormond Group, Mr. Navinderjeet has held several senior management positions where Mr. Navinderjeet was involved in heading the finance, operations and commercial functions of Tune Hotels Group and Ormond Group. Mr. Navinderjeet also has experience in corporate finance, auditing and investment banking.

Profile of Key Management

GARETH LIM TZE XIANG

Mr. Gareth Lim Tze Xiang joined the Group in September 2009 as Head of Investments, responsible for the formulation and implementation of the Group's overall investment strategy. Mr. Lim became the Chief Executive Officer of the Group in November 2010. He is also the Alternate Director to Mr. Lim Kian Onn, Chief Executive Officer of the Ormond Group which houses the Group's hospitality assets and Executive Director of ECMLG.

Mr. Lim began his career as part of Morgan Stanley's mergers and acquisitions practice in Singapore. He holds a Bachelor of Arts Degree in Economics from St. Catharine's College at the University of Cambridge.

WONG CHOY LING

Ms. Wong Choy Ling joined the Group in July 2020 as Financial Controller.

Ms. Wong is a fellow member of the Association of Chartered Certified Accountant and also a member of the Malaysian Institute of Accountants. She served her articleship with KPMG Malaysia and has over 12 years of working experience in financial accounts, consolidation and financial reporting.

LIM KIAN FAH

Ms. Lim Kian Fah has been with the Group since October 2004 and serves as the Director, Legal of the Group overseeing legal and compliance matters.

Prior to joining the Group, Ms. Lim had about eight years' experience practising law in Malaysia primarily undertaking banking and corporate advisory work and was an executive director of a then Exchange Participant of the Stock Exchange of Hong Kong for four years, with responsibilities that included securities trading control, credit control and ensuring compliance with regulatory requirements.

Directors' Statement

The Directors present their statement to the members together with the audited consolidated financial statements of Plato Capital Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2022.

Opinion of the Directors

In the opinion of the Directors,

(i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date, and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Lim Kian Onn
Gareth Lim Tze Xiang (Alternate Director to Lim Kian Onn)
Chong Huai Seng
Tay Hwee Pio *(appointed on 24 February 2023)*
Navinderjeet Singh A/L Naranjan Singh
Michael Kan Yuet Yun, PBM *(retired on 11 March 2023)*

Arrangements to enable Directors to acquire shares or debentures

Except as described in paragraph on share options below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Directors' interest in shares or debentures

According to the Register of Directors' Shareholdings, required to be kept under Section 164 of the Singapore Companies Act 1967 (the "Act"), the particulars of interests of the Directors, who held office at the end of the financial year, in shares and share options of the Company were as follows:

	Direct interest		Deemed interest	
Name of director	**At the beginning of financial year**	**At the end of financial year**	**At the beginning of financial year**	**At the end of financial year**
Ordinary shares of the Company				
Lim Kian Onn	–	–	8,943,125	8,946,225
Share options pursuant to the Plato Employee Share Option Scheme 2016 of the Company				
Gareth Lim Tze Xiang	68,938	68,938	–	–

Directors' interest in shares or debentures (cont'd)

By virtue of Section 7 of the Act, Lim Kian Onn (" Mr LKO") was deemed to have an interest in 8,946,225 shares (4,898,925 shares held by Citibank Nominees Singapore Pte. Ltd. for Bank Julius Baer (Singapore) Ltd for Cosima Investments Pte. Ltd. ("Cosima"), a company wholly-owned by Mr LKO, 2,446,260 shares held by Citibank Nominees Singapore Pte. Ltd. for Bank of Singapore for Cosima, and 1,601,040 shares held by OCBC Securities Pte. Ltd. for Kenanga Investment Bank Bhd for Mr LKO). Pursuant to the same section of the Act, Mr LKO is also deemed to have interest in all shares held by the Company in its subsidiaries.

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

The Directors' interests as at 21 January 2023 in the shares of the Company have increased to 9,069,425 shares from those disclosed as at 31 December 2022.

Share options

At an Extraordinary General Meeting ("2016 EGM") held on 20 May 2016, the shareholders approved the Plato Employee Share Option Scheme 2016 ("Plato ESOS 2016") for the granting of non-transferable share options that is settled by physical delivery of the ordinary shares of the Company, to Directors and eligible employees of the Group.

The Plato ESOS 2016 was for a maximum duration of five (5) years commencing from the date on which the Plato ESOS was adopted by the Company in the EGM ie. the Plato ESOS had expired on 19 May 2021.

Since the commencement of the Plato ESOS 2016 till the end of the current financial year:

- No share options under the Plato ESOS 2016 ("Options") that entitle the holder to participate, by virtue of the Options, in any share issue of any other corporation have been granted; and
- No Options have been granted at a discount.

The expiry of the Plato ESOS 2016 is without prejudice to the rights accrued to share options which have been granted and accepted prior to the expiry of the Plato ESOS 2016, whether such share options have been exercised (whether fully or partially) or not.

No share options under the Plato ESOS 2016 ("Options") have been exercised nor expired during the financial year ended 31 December 2022.

Details of all the Options to subscribe for ordinary shares of the Company pursuant to the Plato ESOS 2016 as at 31 December 2022 are as follows:

Expiry date	Exercise price ($)	Number of Options Outstanding as at 1 January 2022	Number of Options Expired/Lapsed during the year	Number of Options Outstanding as at 31 December 2022
16 June 2026	2.00	206,814	–	206,814
Total		206,814	–	206,814

Included in the granted Options are 68,938 Options granted to Gareth Lim Tze Xiang and Lim Kian Fah each, who are associates of Mr LKO, pursuant to the Plato ESOS 2016 which grant have been duly approved by the shareholders at the 2016 EGM.

Other than the Options granted to the Directors of the Company and of the subsidiaries and a key management personnel, there were no other employees of the Group who have been granted more than 5% of the total Options available under the Plato ESOS 2016.

Audit Committee

The Audit Committee (the "AC") of the Company was chaired by Michael Kan Yuet Yun PBM (retired on 11 March 2023), an Independent Director and is currently chaired by Tay Hwee Pio (appointed as Chairman of the AC on 11 March 2023), an Independent Director, and includes Chong Huai Seng, an Independent Director and Mr LKO, a Non-Independent and Non-Executive Director. The AC performed its functions in accordance with Section 201B(5) of the Act as follows:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, the internal auditor's evaluation of the adequacy and effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management and the assistance given by the Group and the Company's management to the internal and external auditors;
- Reviewed the half-yearly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors (the "Board");
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor;
- Recommended to the Board the nomination and compensation of the external auditor and reviewed the scope and results of the external audit;
- Reported actions, recommendations and minutes of the AC to the Board;
- Reviewed interested person transactions in accordance with the requirements of the Catalist Listing Manual of the Singapore Exchange Securities Trading Limited; and
- Reviewed all non-audit services provided by the external auditor to the Group to ascertain that the nature and extent of such services would not affect the independence of the external auditor.

The AC convened two meetings during the year with full attendance from all members. The AC has also met with external auditor, without the presence of the Company's management, at least once a year.

On behalf of the Board of Directors:

Lim Kian Onn
Director

Navinderjeet Singh A/L Naranjan Singh
Director

3 April 2023

Independent Auditor's Report for the financial year ended 31 December 2022

Independent auditor's report to the members of Plato Capital Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Plato Capital Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2022, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

Equity accounting for investments in associates and joint ventures

As at 31 December 2022, the carrying value of Group's investment in associates and joint ventures amounted to approximately $15,321,000 and $13,640,000, which accounted for 28% and 25% of the Group's total assets respectively. The Group accounts for its investments in associates and joint ventures using the equity method. Given the significance of the carrying amount of the investment in associates and joint ventures as at 31 December 2022, we determined the equity accounting for investments in associates and joint ventures to be a key audit matter.

As part of our audit procedures, we reviewed the equity accounting workings and journal entries prepared by management by comparing them to the financial statements of the relevant associates and joint ventures. We assessed the reliability of the financial statements of the associates and joint ventures through our involvement in the work of the component auditors. We discussed with component auditors on the identified significant risks of material misstatements and the nature, timing and extent of audit procedures to address these risks. We also evaluated the significant accounting policies of the associates and joint ventures to ensure alignment with the group's accounting policy. In addition, we assessed the adequacy of the disclosures made in Note 16 and Note 17 to the financial statements.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Low Yen Mei.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

3 April 2023

Consolidated Income Statement
for the financial year ended 31 December 2022

	Note	2022	2021
		$	$
Continuing operations			
Revenue	4	475,313	502,150
Other income	5	38,419	804,113
		513,732	1,306,263
Other items of (expense)/income			
Employee benefits expenses	6	(770,460)	(691,151)
Depreciation of property, plant and equipment	12	(822)	(2,902)
Amortisation of right-of-use assets	13	(47,387)	(49,091)
Foreign exchange loss, net		(20,952)	(34,960)
Loss on strike-off of a subsidiary	8	(539)	(140,613)
Other operating expenses		(583,289)	(619,063)
Finance costs	7	(135,299)	(349,159)
Share of loss from joint ventures		(457,507)	(1,053,686)
Share of profit from associates		5,124,807	1,134,514
Profit/(loss) before tax from continuing operations	8	3,622,284	(499,848)
Income tax expense	9	(9,012)	(3,106)
Profit/(loss) for the year from continuing operations		3,613,272	(502,954)
Discontinued operation			
(Loss)/profit after tax for the year from discontinued operation	10	(6,748)	138,295
Total profit/(loss) for the year		3,606,524	(364,659)
Profit/(loss) for the year attributable to:			
Owners of the Company		2,559,806	(1,456,075)
Non-controlling interests		1,046,718	1,091,416
		3,606,524	(364,659)
Profit/(loss) for the year attributable to the owners of the Company:			
Profit/(loss) from continuing operations		2,566,554	(1,594,370)
(Loss)/profit from discontinued operation		(6,748)	138,295
		2,559,806	(1,456,075)

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

Consolidated Statement of Comprehensive Income for the financial year ended 31 December 2022

	Note	2022 $	2021 $
Profit/(loss) for the year		3,606,524	(364,659)
Other comprehensive loss:			
Items that will not be reclassified to profit or loss			
Fair value loss on quoted equity investment at fair value through other comprehensive income	28	(104,262)	(982,638)
		(104,262)	(982,638)
Items that may be reclassified subsequently to profit or loss			
Share of foreign currency translation reserve of joint ventures		(1,036,907)	(447,737)
Share of foreign currency translation reserve of associates		(804,438)	(632,309)
Foreign currency translation		(1,282,426)	(484,966)
Reclassification to profit or loss upon strike-off of a subsidiary		633	140,613
		(3,123,138)	(1,424,399)
Other comprehensive loss for the year, net of tax		(3,227,400)	(2,407,037)
Total comprehensive income/(loss) for the year		379,124	(2,771,696)
Total comprehensive income/(loss) for the year attributable to:			
Owners of the Company		(150,730)	(3,385,849)
Non-controlling interests		529,854	614,153
		379,124	(2,771,696)
Earnings/(loss) per share (cents) for profit/(loss) attributable to the owners of the Company	11		
Basic (Singapore cents)			
From continuing operations		21.08	(13.09)
From discontinued operation		(0.06)	1.13
		21.02	(11.96)
Diluted (Singapore cents)			
From continuing operations		21.08	(13.09)
From discontinued operation		(0.06)	1.13
		21.02	(11.96)

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

Balance Sheets as at 31 December 2022

	Note	Group 2022 $	Group 2021 $	Company 2022 $	Company 2021 $
Non-current assets					
Property, plant and equipment	12	12,283,329	12,967,060	–	–
Right-of-use assets	13	72,217	24,578	–	–
Intangible asset	14	313,430	315,594	–	–
Investment in subsidiaries	15	–	–	32,694,833	33,474,422
Investment in joint ventures	16	13,640,070	14,650,205	50	50
Investment in associates	17	15,321,088	8,792,174	–	–
Investment securities	18	3,370,497	3,474,759	–	–
Trade receivables	19	–	424,932	–	–
		45,000,631	40,649,302	32,694,883	33,474,472
Current assets					
Trade receivables	19	7,971,420	8,053,696	–	–
Other receivables and deposits	20	27,609	51,873	–	–
Prepaid operating expenses		45,791	54,689	12,258	15,261
Tax recoverable		8,567	13,411	–	–
Amounts due from subsidiaries	21	–	–	7,223,686	3,769,390
Amounts due from a joint venture	25	88,640	95,474	–	–
Cash and cash equivalents	22	1,417,587	3,531,536	256,944	494,110
		9,559,614	11,800,679	7,492,888	4,278,761
Total assets		54,560,245	52,449,981	40,187,771	37,753,233
Current liabilities					
Trade payables	23	–	80	–	–
Other payables and accruals	24	524,955	484,133	204,829	204,034
Amounts due to subsidiaries	21	–	–	4,772,701	5,449,788
Amounts due to joint ventures	25	2,028	50	2,028	50
Loans and borrowings	26	4,606,859	2,943,573	–	–
		5,133,842	3,427,836	4,979,558	5,653,872
Net current assets/(liabilities)		4,425,772	8,372,843	2,513,330	(1,375,111)
Non-current liabilities					
Loans and borrowings	26	25,134	–	–	–
		25,134	–	–	–
Total liabilities		5,158,976	3,427,836	4,979,558	5,653,872
Net assets		49,401,269	49,022,145	35,208,213	32,099,361
Equity					
Share capital	27	48,391,558	48,391,558	48,391,558	48,391,558
Fair value and other reserves	28	(3,662,167)	(3,557,905)	–	–
Foreign currency translation reserve	29	(10,203,437)	(7,597,163)	–	–
Retained earnings/(accumulated losses)		7,186,947	4,627,141	(13,183,345)	(16,292,197)
Equity attributable to owners of the Company		41,712,901	41,863,631	35,208,213	32,099,361
Non-controlling interests		7,688,368	7,158,514	–	–
Total equity		49,401,269	49,022,145	35,208,213	32,099,361
Total equity and liabilities		54,560,245	52,449,981	40,187,771	37,753,233

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

Statements of Changes in Equity
for the financial year ended 31 December 2022

	Attributable to owners of the Company						
	Share capital $	Fair value and other reserves $	Foreign currency translation reserve $	Retained earnings $	Equity attributable to owners of the Company $	Non-controlling interests $	Total equity $
Group							
At 1 January 2022	48,391,558	(3,557,905)	(7,597,163)	4,627,141	41,863,631	7,158,514	49,022,145
Profit for the year	–	–	–	2,559,806	2,559,806	1,046,718	3,606,524
Other comprehensive (loss)/income:							
Fair value loss on quoted equity investment at fair value through other comprehensive income	–	(104,262)	–	–	(104,262)	–	(104,262)
Share of foreign currency translation reserve of joint ventures	–	–	(1,036,907)	–	(1,036,907)	–	(1,036,907)
Share of foreign currency translation reserve of associates	–	–	(626,771)	–	(626,771)	(177,667)	(804,438)
Foreign currency translation	–	–	(943,229)	–	(943,229)	(339,197)	(1,282,426)
Reclassification to profit or loss upon strike-off of a subsidiary	–	–	633	–	633	–	633
Other comprehensive loss for the year, net of tax	–	(104,262)	(2,606,274)	–	(2,710,536)	(516,864)	(3,227,400)
Total comprehensive (loss)/ income for the year	–	(104,262)	(2,606,274)	2,559,806	(150,730)	529,854	379,124
At 31 December 2022	48,391,558	(3,662,167)	(10,203,437)	7,186,947	41,712,901	7,688,368	49,401,269

	Attributable to owners of the Company						
	Share capital $	Fair value and other reserves $	Foreign currency translation reserve $	Retained earnings $	Equity attributable to owners of the Company $	Non-controlling interests $	Total equity $
Group							
At 1 January 2021	40,875,023	(315,416)	(6,650,027)	4,987,685	38,897,265	6,419,401	45,316,666
(Loss)/profit for the year	–	–	–	(1,456,075)	(1,456,075)	1,091,416	(364,659)
Other comprehensive (loss)/income:							
Fair value loss on quoted equity investment at fair value through other comprehensive income	–	(982,638)	–	–	(982,638)	–	(982,638)
Share of foreign currency translation reserve of joint ventures	–	–	(447,737)	–	(447,737)	–	(447,737)
Share of foreign currency translation reserve of associates	–	–	(454,186)	–	(454,186)	(178,123)	(632,309)
Foreign currency translation	–	–	(185,826)	–	(185,826)	(299,140)	(484,966)
Reclassification to profit or loss upon strike-off of a subsidiary	–	–	140,613	–	140,613	–	140,613
Other comprehensive loss for the year, net of tax	–	(982,638)	(947,136)	–	(1,929,774)	(477,263)	(2,407,037)
Total comprehensive (loss)/ income for the year	–	(982,638)	(947,136)	(1,456,075)	(3,385,849)	614,153	(2,771,696)
Transactions with owners:							
Capitalisation of advances from non-controlling interests	–	–	–	–	–	124,960	124,960
Conversion of redeemable convertibles unsecured loan stocks	7,516,535	(1,164,320)	–	–	6,352,215	–	6,352,215
Reclassification of share options and share awards upon expiry	–	(1,095,531)	–	1,095,531	–	–	–
At 31 December 2021	48,391,558	(3,557,905)	(7,597,163)	4,627,141	41,863,631	7,158,514	49,022,145

	Share capital $	Other reserves $	Accumulated losses $	Total equity $
Company				
2022				
At 1 January 2022	48,391,558	–	(16,292,197)	32,099,361
Profit for the year, representing total comprehensive income for the year	–	–	3,108,852	3,108,852
At 31 December 2022	48,391,558	–	(13,183,345)	35,208,213
2021				
At 1 January 2021	40,875,023	2,259,851	(16,050,499)	27,084,375
Loss for the year, representing total comprehensive loss for the year	–	–	(1,337,229)	(1,337,229)
Transactions with owners:				
Conversion of redeemable convertibles unsecured loan stocks	7,516,535	(1,164,320)	–	6,352,215
Reclassification of share options and share awards upon expiry	–	(1,095,531)	1,095,531	–
At 31 December 2021	48,391,558	–	(16,292,197)	32,099,361

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

Consolidated Cash Flow Statement for the financial year ended 31 December 2022

	2022	2021
	$	$
Cash flows from operating activities		
Profit/(loss) before tax from continuing operations	3,622,284	(499,848)
(Loss)/profit before tax from discontinued operation	(6,748)	138,669
	3,615,536	(361,179)
Adjustments for:		
Interest income from bank deposits	(17,483)	(9,056)
Interest income from provision of credit facilities	(475,313)	(502,150)
Interest expenses	135,299	349,159
Depreciation	822	3,074
Amortisation of right-of-use	47,387	49,091
Amortisation of borrowing cost	257	–
Loss on strike-off of a subsidiary	539	140,613
Share of loss from joint ventures	457,507	1,053,686
Share of profit from associates	(5,124,807)	(1,134,514)
Unrealised foreign exchange loss/(gain), net	21,185	(20,490)
Gain on disposal of property, plant and equipment	–	257
Property, plant and equipment written-off	–	835
Operating loss before working capital changes	(1,339,071)	(430,674)
Decrease in receivables	547,204	463,598
Increase/(decrease) in payables	40,742	(1,330,696)
Cash flows used in operations	(751,125)	(1,297,772)
Interest received from provision of credit facilities	378,065	480,416
Income tax paid	(4,911)	(6,854)
Net cash flows used in operating activities	(377,971)	(824,210)
Cash flows from investing activities		
Acquisition of property, plant and equipment	(146,192)	(458,522)
Investment in associates	(2,208,545)	–
Investment in joint venture	(575,552)	(16,205)
Dividends received from an associate	–	6,124,680
Dividends received from a joint venture	91,273	758,711
Proceeds from disposal of property, plant and equipment	–	1,009
Net cash flows (used in)/generated from investing activities	(2,839,016)	6,409,673

	2022	2021
	$	$
Cash flows from financing activities		
Interest paid	(162,876)	(186,812)
Interest received from bank deposits	17,483	9,056
Advances from non-controlling interest of a subsidiary controlled by a substantial shareholder	93,936	124,960
Advances from/(repayment of amounts due to) joint ventures	1,978	(828,074)
Repayment of amount due to a related party	–	(2,332,402)
Proceeds from/(repayment of) bank borrowings	1,809,879	(972,900)
Repayment of principal portion of lease liabilities	(51,296)	(54,192)
Net cash flows generated from/(used in) financing activities	1,709,104	(4,240,364)
Net (decrease)/increase in cash and cash equivalents	(1,507,883)	1,345,099
Effect of exchange rate changes on cash and cash equivalents	(606,066)	121,922
Cash and cash equivalents at 1 January	3,531,536	2,064,515
Cash and cash equivalents at 31 December (Note 22)	1,417,587	3,531,536

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

Notes to the Financial Statements for the financial year ended 31 December 2022

1. Corporate information

Plato Capital Limited (the "Company") is a limited liability company incorporated in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office is located at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632. The principal place of business of the Group is located at Ground Floor, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur, Malaysia.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 15.

2. Summary of significant accounting policies

2.1 Basis of preparation

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

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below. The financial statements are presented in Singapore Dollars ($).

Fundamental accounting concept

The consolidated financial statements have been prepared on a going concern basis notwithstanding that the Group generated negative operating cash flows of $377,971 (2021: $824,210) as the Directors are of the view that the Group will continue as a going concern.

The Directors' view is based on the following:

- the Group's ability to continue to have access to the revolving credit facilities available to the Group with the support of Mr LKO as guarantor to the revolving credit facilities. As at the date of these financial statements, Mr LKO has provided a commitment to the Group to continue to provide and not withdraw such personal guarantee for at least one-year period from the date of the financial statements so as to enable the Group to have continuous access to the revolving credit facilities;
- the Group will be able to generate sufficient cash flows from its investing activities; and
- the Group will be able to secure additional borrowings by securing its long-term assets which are currently unencumbered.

2.2 Changes in accounting policies and disclosures

New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2022. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

(in Singapore Dollars) continued

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

2.3 *Standards issued but not yet effective*

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

Description	**Effective for annual periods beginning on or after**
Amendments to SFRS(I) 1-1 and SFRS(I): *Practice Statement 2: Disclosure of Accounting Policies*	1 January 2023
Amendments to SFRS(I) 1-8: *Definition of Accounting Estimates*	1 January 2023
Amendments to SFRS(I) 1-12: *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 January 2023
Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*	1 January 2024
Amendments to SFRS(I) 1-1: *Non-current Liabilities with Covenants*	1 January 2024
Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sales or Contribution of Assets between an Investor and its Associate or Joint Venture*	Date to be determined

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

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

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

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

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

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

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) *Business combinations*

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

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

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

(b) Business combinations (cont'd)

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

The Group elects for each individual business combination whether non-controlling interest in the acquiree (if any) (i.e. present interests which entitle their holders to a proportionate share of net assets in the event of liquidation), is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by SFRS(I).

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

2.5 Transactions with non-controlling interests

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

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

2.6 Foreign currencies

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

(a) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

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

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

2.6 Foreign currencies (cont'd)

(b) *Consolidated financial statements (cont'd)*

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to the non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.7 Property, plant and equipment

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

Freehold land has unlimited useful life and therefore is not depreciated.

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

Computer equipment	–	3 years
Motor vehicles	–	5 years
Furniture and fittings	–	5 years
Office renovation	–	5 years
Office equipment	–	5 years

Assets under construction are not depreciated as these assets are not yet available for use.

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

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

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

2.8 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

Trademark

Trademark acquired is initially recognised at cost and is subsequently carried at cost less accumulated amortisation and any accumulated impairment loss. The trademark has finite useful life and amortisation begin when the asset is available for use.

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

2.9 Impairment of non-financial assets

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

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

Impairment losses are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

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

2.10 Subsidiaries

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

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

2.11 Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.12.

2.12 Associates and joint ventures

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

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

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

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

2.12 Associates and joint ventures (cont'd)

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

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

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

The financial statements of the associates or joint ventures are prepared as of the same reporting date as the Company unless it is impracticable to do so. When the financial statements of an associate or joint venture used in applying the equity method are prepared as of a different reporting date from that of the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the reporting date of the Company.

When the financial statements of an associate or joint venture used in applying the equity method are as of a reporting date or for a period that is different from that of the Company, the reporting date of the financial statements of the associates or joint ventures and the reason for using a different reporting date or different period shall be disclosed.

Upon loss of significant influence or joint control over the associates or joint ventures, the Group measures the retained interest at fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

If the Group's interest in an associate or a joint venture is reduced, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of that interest.

2.13 Financial instruments

(a) Financial assets

Initial recognition and measurement

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

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

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

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

2.13 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement

Investments in debt instruments

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

(i) Amortised cost

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

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

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

(iii) Fair value through profit or loss

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

Investments in equity instruments

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

The Group has designated certain investments in unit trusts and money market funds as financial assets at fair value through profit or loss, considering the nature of these investments.

Derecognition

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

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

2.13 *Financial instruments (cont'd)*

(b) *Financial liabilities*

Initial recognition and measurement

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

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

Subsequent measurement

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

De-recognition

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

2.14 *Impairment of financial assets*

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

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

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.15 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.16 *Provisions*

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

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

2.16 *Provisions (cont'd)*

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

2.17 *Financial guarantee*

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

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.14 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.18 *Borrowing costs*

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

2.19 *Redeemable convertibles unsecured loan stocks ("**RCULS**")*

RCULS are separated into liability and equity components based on the terms of the contract.

On issuance of the RCULS, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the RCULS based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

2.20 *Employee benefits*

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore and the Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, which are defined contribution pension schemes. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period. The liability for leave expected to be settled beyond twelve months from the end of the reporting period is determined using the projected unit credit method. The net total of service costs, net interest on the liability and remeasurement of the liability are recognised in profit or loss.

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

2.20 Employee benefits (cont'd)

(c) Defined benefit plans

The costs of providing benefits under defined benefit plans of certain subsidiaries of an associate are determined separately for each plan using the projected unit credit actuarial valuation method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding net interest and the return on plan assets (excluding net interest), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur.

Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the associate recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The associate recognises the following changes in the net defined benefit obligation in the consolidated statement of profit or loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

(d) Employee share options

Employees of the Group receive remuneration in the form of share options consideration for services rendered. The cost of these equity-settled share-based payment transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account performance and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the share-based payments reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The share-based payments reserve is transferred to retained earnings upon expiry of the share option.

2.21 Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

Office Premises – 2 years

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

2.21 Leases (cont'd)

(a) *Right-of-use assets (cont'd)*

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

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

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

The Group's lease liabilities are included in loans and borrowings.

2.22 Revenue

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

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

The revenue contracts entered into by the Group typically only has one performance obligation per contract with no variable consideration nor rights of return.

(a) *Sale of goods*

Revenue is recognised when the customer obtains control of the goods upon delivery and acceptance by the customer.

(b) *Rendering of services*

License fees relate to the right to use the relevant software, based on a one-time billing with no expiry period. No further services are rendered in relation to the license fees after the right to use the relevant software is acquired. Consequently, revenues from license fees are recognised at a point in time when the license is granted.

Revenues from implementation services are recognised based on milestone billings measured by reference to the stage of completion of the projects ("output method").

Revenue from maintenance services is recognised when the services are rendered.

(c) *Interest income from provision of credit facilities*

Interest income from provision of credit facilities is recognised by using effective interest method and is accounted for monthly by reference to periods that are stipulated in the financing agreement.

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

2.22 Revenue (cont'd)

(d) *Interest income from bank deposits*

Interest income is recognised using the effective interest method.

(e) *Dividend income*

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

A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract Incremental costs of obtaining a contract are capitalised if these costs are recoverable. Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Other contract costs are expensed as incurred.

Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognises the related revenue. An impairment loss is recognised in profit or loss to the extent that the carrying amount of the capitalised contract costs exceeds the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the contract costs relate less the costs that relate directly to providing the goods and that have not been recognised as expenses.

2.23 Taxes

(a) *Current tax*

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

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

(b) *Deferred tax*

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

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

2.23 *Taxes (cont'd)*

(b) *Deferred tax (cont'd)*

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

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) *Sales and services tax ("SST")/Value-added Tax ("VAT")*

Revenues, expenses and assets are recognised net of the amount of SST or VAT except:

- Where the SST or VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the SST or VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of SST or VAT included.

2.24 *Share capital and share issuance expenses*

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

2.25 *Contingencies*

A contingent liability is:

(a) A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) A present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

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

2.25 Contingencies (cont'd)

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

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

3. Significant accounting judgements and estimates

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

Management is of the opinion that there are no significant judgements made in applying accounting policies or key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts recognised in the consolidated financial statements.

4. Revenue

(a) Disaggregation of revenue:

	Group	
	2022	**2021**
	$	**$**
Revenue from major products/services:		
Interest income from provision of credit facilities	475,313	502,150
Timing of transfer of goods and services		
- Over time	475,313	502,150

(b) Judgement and methods used in estimating revenue

The revenue contracts entered into by the Group typically only have one performance obligation per contract with no variable consideration nor rights of return. There are no significant judgements made in estimating revenue. The Group's revenue recognition policy is disclosed in Note 2.22. For the provision of implementation and maintenance services where the Group satisfies its performance obligations over time, management has determined that the output method provides a faithful depiction of the Group's performance in rendering the services to the customers.

(in Singapore Dollars) continued

5. Other income

	Group	
	2022	2021
	$	$
Interest income from bank deposits		
- debt instruments at amortised cost	16,971	7,499
Miscellaneous income	21,448	796,614
	38,419	804,113

In the previous financial year, included in the miscellaneous income was reversal of provision for legal and professional fees of $777,185 in relation to the development of Ormond Hotel in Dublin by a subsidiary company.

6. Employee benefits expenses

	Group	
	2022	2021
	$	$
Salaries and wages	682,655	604,218
Defined contribution plans	78,038	62,190
Other employee benefits	9,767	24,743
	770,460	691,151

Employee benefits expenses include the amounts shown as Directors' remuneration in Note 30.

Fair value of share options granted

The fair value of share options granted under the Plato ESOS 2016 is estimated at the date of the grant, using a Black-Scholes simulation model, taking into account the terms and conditions upon which the share options were granted. It takes into account historic dividends, share price fluctuation covariance of the Company to predict the distribution of relative share performance.

The following table lists the inputs to the option pricing model for the share options granted during the financial year ended 31 December 2016:

Dividend yield (%)	–
Expected volatility (%)	129 to 162
Risk-free interest rate (% p.a.)	1.63 to 2.25
Expected life of Option (years)	3.5 to 7
Weighted average share price ($)	0.085

The expected life of the share options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the share options is indicative of future trends, which may not necessarily be the actual outcome.

(in Singapore Dollars) continued

7. Finance costs

	Group	
	2022	2021
	$	$
Interest expense on:		
- bank borrowings carried at amortised cost	132,325	178,119
- RCULS – liability component carried at amortised cost	–	167,855
- lease liabilities (Note 26)	2,974	3,185
	135,299	349,159

8. Profit/(loss) before tax from continuing operations

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

	Group	
	2022	2021
	$	$
Audit fees:		
- auditors of the Company	139,356	152,877
- other auditors	7,738	15,807
Non-audit fees:		
- auditors of the Company	5,762	13,299
Legal and professional fees	59,960	252,772
Loss on strike-off of a subsidiary	539	140,613
Gain on disposal of property, plant and equipment	–	257
Property, plant and equipment written off	–	835

9. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2022 and 2021 are as follows:

	Group	
	2022	2021
	$	$
Current income tax		
- Current year	9,012	4,224
- Under provision in respect of prior years	–	1,541
Deferred tax		
- Reversal of temporary differences	–	(2,659)
Income tax expense recognised in profit or loss	9,012	3,106

(in Singapore Dollars) continued

9. *Income tax expense (cont'd)*

Reconciliation between tax expense and profit/(loss) before tax

A reconciliation between income tax expense and the profit/(loss) before tax multiplied by the applicable corporate tax rate for the years ended 31 December 2022 and 2021 are as follows:

	Group	
	2022	**2021**
	$	**$**
Profit/(loss) before tax from		
Continuing operations	3,622,284	(499,848)
Discontinued operation	(6,748)	138,669
	3,615,536	(361,179)
Tax at the domestic rates applicable to losses in the countries where the Group operates	589,511	(101,430)
Adjustments:		
Non-deductible expenses	178,635	173,703
Deferred tax assets not recognised	34,307	–
Utilisation of previously unrecognised deferred tax assets	–	(56,593)
Share of results of joint ventures and associates	(793,441)	(13,741)
Under provision in respect of prior years	–	1,541
Income tax expense recognised in profit or loss	9,012	3,480
Income tax expenses recognised in profit or loss attributable to:		
Continuing operations	9,012	3,106
Discontinued operation	–	374
	9,012	3,480

Unrecognised tax losses and unabsorbed capital allowances

At the end of the reporting period, the Group has tax losses of approximately $4,253,135 (2021: $4,121,706) and unabsorbed capital allowances of approximately $91,999 (2021: $80,483) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses and capital allowances are subject to the agreement of the tax authorities and compliance with provisions of the tax legislation of the countries in which the companies operate.

(in Singapore Dollars) continued

10. Discontinued operation

On 3 December 2021, the Group has announced that its wholly-owned subsidiary, Plato Solutions Sdn Bhd shall cease its information technology systems integration and distribution of software business with effect from 1 January 2022.

As at 31 December 2022, the results of Plato Solutions Sdn Bhd have been presented separately on the consolidated income statement as "(Loss)/profit after tax for the years from discontinued operation".

Income statement disclosures

The results of Plato Solutions Sdn Bhd for the years ended 31 December are as follows:

	Group	
	2022	**2021**
	$	**$**
Revenue	–	562,178
Other income	512	1,557
	512	563,735
Other items of income/(expense)		
Purchase of software and services	–	(215,637)
Employee benefits expenses	–	(222,403)
Depreciation of property, plant and equipment	–	(172)
Foreign exchange gain	–	53,673
Audit fees		
- auditors of the Company	(3,064)	(6,798)
Other operating expenses	(4,196)	(33,729)
(Loss)/profit before tax from discontinued operation	(6,748)	138,669
Income tax expense	–	(374)
(Loss)/profit after tax for the year from discontinued operation	(6,748)	138,295

Cash flow statement disclosures

The cash flows attributable to Plato Solutions Sdn Bhd are as follows:

	Group	
	2022	**2021**
	$	**$**
Operating cash inflows	100,808	131,423
Investing cash inflows	–	1,009
Financing cash inflows/(outflows)	512	(322,143)
Effect of currency translation on cash and cash equivalents	(72,366)	196,977
Net cash inflows	28,954	7,266

(in Singapore Dollars) continued

11. Earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing loss net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings/(loss) per share is calculated by dividing profit/(loss) net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the earnings/(losses) and share data used in the computation of basic and diluted earnings/(loss) per share for the years ended 31 December:

	Group	
	2022	**2021**
Earnings/(loss) attributable to owners of the Company ($):		
Profit/(loss) before tax from continuing operations	2,566,554	(1,594,370)
(Loss)/profit before tax from discontinued operation	(6,748)	138,295
	2,559,806	(1,456,075)
Weighted average number of ordinary shares for basic and diluted earnings/(loss) per share computation (units)	12,178,185	12,178,185
Basic earnings/(loss) per share (cents):		
From continuing operations	21.08	(13.09)
From discontinued operation	(0.06)	1.13
	21.02	(11.96)
Diluted earnings/(loss) per share (cents):		
From continuing operations	21.08	(13.09)
From discontinued operation	(0.06)	1.13
	21.02	(11.96)

Share options granted pursuant to the Plato ESOS 2016 have not been included in the calculation of the diluted earnings/(loss) per share because they are anti-dilutive.

There have been no transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of these financial statements.

(in Singapore Dollars) continued

12. Property, plant and equipment

Group	Freehold land	Computer equipment	Motor vehicles	Furniture and fittings	Office renovation	Office equipment	Asset under construction	Total
	$	$	$	$	$	$	$	$
Cost								
At 1 January 2021	4,116,863	88,085	48,637	2,688	66,533	28,866	9,192,703	13,544,375
Additions	–	1,780	–	–	–	–	456,742	458,522
Disposal/written-off	–	(67,704)	(47,913)	(1,481)	(65,542)	(27,654)	–	(210,294)
Exchange differences	(246,669)	(1,309)	(724)	(40)	(991)	(430)	(554,386)	(804,549)
At 31 December 2021 and 1 January 2022	3,870,194	20,852	–	1,167	–	782	9,095,059	12,988,054
Additions	–	2,209	–	–	–	–	143,983	146,192
Exchange differences	(247,443)	(1,211)	–	(67)	–	(46)	(581,548)	(830,315)
At 31 December 2022	3,622,751	21,850	–	1,100	–	736	8,657,494	12,303,931
Accumulated depreciation								
At 1 January 2021	–	84,893	48,637	2,383	66,533	28,453	–	230,899
Depreciation charge for the year	–	2,704	–	146	–	224	–	3,074
Disposal/written-off	–	(66,945)	(47,913)	(1,481)	(65,542)	(27,578)	–	(209,459)
Exchange differences	–	(1,344)	(724)	(36)	(991)	(425)	–	(3,520)
At 31 December 2021 and 1 January 2022	–	19,308	–	1,012	–	674	–	20,994
Depreciation charge for the year	–	585	–	147	–	90	–	822
Exchange differences	–	(1,115)	–	(59)	–	(40)	–	(1,214)
At 31 December 2022	–	18,778	–	1,100	–	724	–	20,602
Net carrying amount								
At 31 December 2021	3,870,194	1,544	–	155	–	108	9,095,059	12,967,060
At 31 December 2022	3,622,751	3,072	–	–	–	12	8,657,494	12,283,329

The freehold land of the Group consists of the cost of acquisition of certain properties in Ireland by a subsidiary, Monteco Holdings Limited. The entire acquisition cost has been allocated to the cost of freehold land, as the current intention of the Group is to re-develop the properties into a hotel known as the Ormond Hotel ("Ormond Hotel Project").

In year 2019, the Section 160 Planning and Development Act 2000 injunction application ("Section 160") and nuisance claims initiated by the tenant ("Tenant") of the property adjoining to the development site of Ormond Hotel has been dismissed by the Dublin High Court with certain order on costs made in favour of Monteco Holdings Limited. The Group had accrued for the related legal fees and nuisance claims in its financial statements since then.

In the previous financial year, the Section 160 and nuisance claims had been settled and struck out by court, hence the legal and professional fees that were previously accrued for, had been reversed and classified as other income.

(in Singapore Dollars) continued

13. *Right-of-use assets*

	Group	
	2022	**2021**
	$	**$**
At 1 January	24,578	74,844
Addition	96,604	–
Amortisation	(47,387)	(49,091)
Exchange differences	(1,578)	(1,175)
At 31 December	72,217	24,578

Right-of-use assets relate to the Group's lease contracts of its office premise and storage space that are used for its operations.

14. *Intangible asset*

	Group	
	2022	**2021**
	$	**$**
Trademark		
At 1 January	315,594	309,061
Exchange differences	(2,164)	6,533
At 31 December	313,430	315,594

Trademark relates to the costs incurred on the "ORMOND" and "MoMo's" hotel brands. The trademarks have been granted by two subsidiaries of the Company, Ormond (HK) Limited and Plato Capital Holdings Limited respectively to Ormond Group Pte Ltd. Ormond Group Pte Ltd is a joint venture entity of the Company and has been given the rights to use the trademarks for the purpose of developing, operating and/or managing hotels.

15. *Investment in subsidiaries*

	Company	
	2022	**2021**
	$	**$**
Unquoted shares, at cost	27,885,915	27,897,899
Quasi-equity balances	17,701,075	17,701,075
Share options granted to Directors and employees of subsidiaries pursuant to the Plato ESOS 2016	646,419	646,419
	46,233,409	46,245,393
Less: Accumulated impairment losses	(13,538,576)	(12,770,971)
	32,694,833	33,474,422

(in Singapore Dollars) continued

15. Investment in subsidiaries (cont'd)

(a) Composition of the Group

The Group has the following investment in subsidiaries:

	Name of subsidiaries	Country of incorporation	Principal activities	Percentage of interest held by the Group 2022 %	2021 %
	Held by the Company:				
+	Plato Private Limited	Singapore	Investment holding	100	100
+	Truesource Pte. Ltd. ("TSPL")	Singapore	Investment holding	100	100
#	Plato Capital Sdn Bhd ("PCSB")	Malaysia	Provision of credit facilities	100	100
++	Plato-Straits Heritage Properties Sdn Bhd	Malaysia	Struck off during the year	–	100
^	Truesource Sdn Bhd ("TSSB")	Malaysia	Investment holding	100	100
++	Plato Aviation Holdings Limited	British Virgin Islands	Struck off during the year	–	100
*	Monteco Holdings Limited	British Virgin Islands	Development and operation of hotel	60	60
*	Asian Strategic Investments Group Limited	British Virgin Islands	Investment holding	100	100
@	Plato Hong Kong Limited	Hong Kong	In the process of deregistration	100	100
##	PT PKTech Indonesia	Indonesia	Dormant	100	100
@	Ormond (HK) Limited	Hong Kong	Investment holding	100	100
*	Plato Capital Holdings Limited	British Virgin Islands	Investment holding	100	100
+	TP Real Estate Holdings Pte Ltd ("TPRE")	Singapore	Investment holding	100	100
	Held through the subsidiaries:				
#	Plato Solutions Sdn Bhd ("PSSB")	Malaysia	Discontinued operation	100	100
++	Positive Carry Limited	British Virgin Islands	Struck off during the year	–	70
^	Positive Carry Sdn Bhd	Malaysia	Investment holding	70	70
@@	Monteco Dublin Management Limited	Ireland	Investment holding	60	60

(in Singapore Dollars) continued

15. Investment in subsidiaries (cont'd)

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

	Name of subsidiaries	Country of incorporation	Principal activities	Percentage of interest held by the Group 2022 %	2021 %
	Held through the subsidiaries (cont'd):				
#	TP Melbourne Sdn Bhd	Malaysia	In the process of member's voluntary liquidation	100	100

Notes:

+ Audited by Ernst & Young LLP, Singapore.
# Audited by member firm of EY Global in Malaysia.
^ Audited by Grant Thornton Malaysia PLT
@@ Audited by Boland & Partners, Ireland.
@ Audited by RSM Nelson Wheeler, Hong Kong.
* Not required to be audited under laws of the countries of incorporation.
No auditors were appointed.
++ These companies were struck off during the year.

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

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

Name of subsidiaries	Principal place of business	Proportion of ownership interest held by NCI %	Profit allocated to NCI during the reporting period $	Accumulated NCI at the end of reporting period $
31 December 2022:				
Monteco Holdings Limited	Ireland	40	(45,665)	4,886,696
Positive Carry Sdn Bhd	Malaysia	30	1,092,383	2,801,672
			1,046,718	7,688,368
31 December 2021:				
Monteco Holdings Limited	Ireland	40	266,291	5,280,745
Positive Carry Limited/Positive Carry Sdn Bhd ("Positive Carry")	British Virgin Islands/Malaysia	30	825,125	1,877,769
			1,091,416	7,158,514

(in Singapore Dollars) continued

15. Investment in subsidiaries (cont'd)

(c) *Summarised financial information about subsidiaries with material NCI*

Summarised financial information including consolidation adjustments but before intercompany eliminations of subsidiaries with material NCI are as follows:

	Monteco Holdings Limited		Positive Carry	
	2022	2021	2022	2021
	$	$	$	$
Summarised balance sheets				
Current				
Assets	180,770	258,813	30,735	10,321
Liabilities	(245,803)	(23,733)	(6,230)	(6,472)
Net current (liabilities)/ assets	(65,033)	235,080	24,505	3,849
Non-current				
Assets	12,281,773	12,966,782	9,303,343	6,244,320
Liabilities	–	–	–	–
Net non-current assets	12,281,773	12,966,782	9,303,343	6,244,320
Net assets	12,216,740	13,201,862	9,327,848	6,248,169
Summarised statements of comprehensive income				
Revenue	–	–	–	–
(Loss)/profit before tax	(114,163)	665,726	3,641,277	2,750,414
Income tax expense	–	–	–	–
(Loss)/profit after tax	(114,163)	665,726	3,641,277	2,750,414
Other comprehensive (loss)/income	(870,959)	(791,764)	(593,702)	(535,508)
Total comprehensive (loss)/income	(985,122)	(126,038)	3,047,575	2,214,906
Other summarised information				
Net cash flows (used in)/generated from operations	(114,163)	665,726	(9,970)	6,138,957

(d) *Impairment testing of investment in subsidiaries*

During the financial year, the management has written down the investment in TSPL, PCSB and PSSB to the recoverable amount based on the net assets at the end of the reporting period which approximates the fair value less cost to sell. Accordingly, a total impairment loss of $767,605 was recognised for the financial year ended 31 December 2022 (2021: $927,833).

(e) *Additional investment in an existing subsidiary*

During the financial year, the Company has not subscribed for any shares in Monteco. In the previous financial year, the Company subscribed 136,240 shares which amounted to $184,798 by way of capitalisation of advances.

(f) *Strike-off of a subsidiary*

During the financial year, the Group has struck-off a subsidiary, which a loss on strike-off amounted to $539 (2021: $140,613) has been recognised and it relates to realisation of foreign exchange translation reserve to profit or loss.

(in Singapore Dollars) continued

16. *Investment in joint ventures*

	Group		Company	
	2022	2021	2022	2021
	$	$	$	$
Shares, at cost	8,952,639	8,377,087	50	50
Share of post-acquisition results	10,170,501	10,719,281	–	–
Share of other comprehensive loss	(5,483,070)	(4,446,163)	–	–
	13,640,070	14,650,205	50	50

During the financial year, the Group has injected additional investment in joint ventures amounted to $575,552. In the previous financial year, the Group subscribed for additional 50,000 shares in Tune Plato Ventures Sdn Bhd (representing 50% of the interest in the joint venture entity) for a consideration of $16,205.

The details of the joint ventures are as follows:

	Name of joint ventures	Country of incorporation	Principal activities	Effective percentage of interest held by the Group	
				2022	2021
				%	%
	Held by the Company:				
*	Ormond Group Pte Ltd	Singapore	Dormant	50	50
	Held by TPRE and/or its subsidiaries:				
^	Ormond Lifestyle Services Sdn Bhd (“OLSSB”)	Malaysia	Food catering services	50	50
#	TP Hotel (Flinders) Trust (“TPHFT”)	Australia	Property holding	40	40
#	TP International Pty Limited (“TPIPL”)	Australia	Trustee of TP Hotel (Flinders) Trust	50	50
^	OHG Services Sdn Bhd (“OHGSB”)	Malaysia	Hotel operation	50	50
	Held by TSSB:				
^	Tune Plato Ventures Sdn Bhd (“TPV”)	Malaysia	Investment holding	50	50
	Held by TPV:				
^	LSA Ventures Sdn Bhd	Malaysia	Investment holding	50	50
	Held by OLSSB:				
^	Asiana Ventures Sdn Bhd	Malaysia	Property holding	25	25
^	Prompt Business Sdn Bhd	Malaysia	Investment holding	30	30
^	Alchemist Management Services Sdn Bhd	Malaysia	Food and beverage management	20	20

Notes:

* Audited by Ernst & Young LLP, Singapore.
\# Audited by member firm of EY Global in Australia.
^ Audited by BDO PLT, Malaysia.

(in Singapore Dollars) continued

16. *Investment in joint ventures (cont'd)*

Summarised financial information in respect of the Group's material joint ventures and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Summarised balance sheets

	OHGSB		TPIPL		TPHFT		OLSSB		TPV	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	$	$	$	$	$	$	$	$	$	$
Cash and cash equivalents	1,550,560	971,744	30,395	3,552	466,413	390,143	361,755	288,446	670	7,797
Other current assets	869,764	442,773	5,772	4,516	105,093	52,979	220,981	168,360	4	814
Total current assets	2,420,324	1,414,517	36,167	8,068	571,506	443,122	582,736	456,806	674	8,611
Non-current assets	14,407,987	16,835,092	–	–	20,685,555	22,263,349	5,915,977	6,316,625	2,274,051	2,413,309
Total assets	16,828,311	18,249,609	36,167	8,068	21,257,061	22,706,471	6,498,713	6,773,431	2,274,725	2,421,920
Trade and other payables and provisions	(696,681)	(440,279)	(295,954)	(234,193)	(290,191)	(616,732)	(461,868)	(298,171)	(4,581)	(4,949)
Other current liabilities	(97,295)	(752,955)	–	–	–	–	(36,457)	(5,864)	–	–
Total current liabilities	(793,976)	(1,193,234)	(295,954)	(234,193)	(290,191)	(616,732)	(498,325)	(304,035)	(4,581)	(4,949)
Total non-current liabilities	(8,151,991)	(8,374,598)	–	–	–	–	(38,091)	(28,593)	–	–
Total liabilities	(8,945,967)	(9,567,832)	(295,954)	(234,193)	(290,191)	(616,732)	(536,416)	(332,628)	(4,581)	(4,949)
Non-controlling interests	–	–	–	–	–	–	(5,326,713)	(5,666,695)	–	–
Net assets/(liabilities)	7,882,344	8,681,777	(259,787)	(226,125)	20,966,870	22,089,739	635,584	774,108	2,270,144	2,416,971
	50%	50%	50%	50%	40%	40%	50%	50%	50%	50%
Group's share of net assets/ (liabilities), representing the carrying amount of the investment	3,941,172	4,340,889	(129,894)	(113,063)	8,387,796	8,837,000	317,792	387,054	1,135,072	1,208,486

(in Singapore Dollars) continued

16. *Investment in joint ventures (cont'd)*

Summarised statements of comprehensive income

	OHGSB		TPIPL		TPHFT		OLSSB		TPV	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	$	$	$	$	$	$	$	$	$	$
Revenue	5,030,905	3,105,414	–	11,839	7,468	95,818	1,243,851	688,356	–	–
Interest income	11,011	–	–	5	–	68	660	2,954	–	–
Depreciation expense	(1,492,925)	(1,624,738)	–	–	(363)	(387)	(100,285)	(131,199)	–	–
Other operating expenses, net	(3,318,466)	(2,345,097)	(49,755)	(44,412)	(933,263)	(1,079,081)	(1,016,780)	(804,031)	(7,382)	(69,434)
Interest expense	(434,362)	(453,733)	–	–	–	–	–	(3,435)	–	–
(Loss)/profit before tax	(203,837)	(1,318,154)	(49,755)	(32,568)	(926,158)	(983,582)	127,446	(247,355)	(7,382)	(69,434)
Income tax credit/(expenses)	–	273,781	–	–	–	–	(48,669)	61,455	–	–
(Loss)/profit after tax	(203,837)	(1,044,373)	(49,755)	(32,568)	(926,158)	(983,582)	78,777	(185,900)	(7,382)	(69,434)
Non-controlling interest	–	–	–	–	–	–	11,612	18,775	–	–
(Loss)/profit after tax attributable to owners	(203,837)	(1,044,373)	(49,755)	(32,568)	(926,158)	(983,582)	90,389	(167,125)	(7,382)	(69,434)
Other comprehensive (loss)/ income attributable to owners	(595,596)	(148,359)	16,093	(3,050)	(1,635,410)	(961,053)	(46,367)	60,546	(139,445)	(35,214)
Total comprehensive (loss)/ income attributable to owners	(799,433)	(1,192,732)	(33,662)	(35,618)	(2,561,568)	(1,944,635)	44,022	(106,579)	(146,827)	(104,648)

The Group has equity accounted for the share of losses in excess of the cost of investment in certain joint ventures, as the Group has a constructive obligation in relation to the investments in these joint ventures.

(in Singapore Dollars) continued

17. Investment in associates

	Group	
	2022	2021
	$	$
Shares, at cost	25,122,164	22,913,619
Share of post-acquisition loss	(6,316,709)	(11,441,516)
Share of other comprehensive loss	(3,484,367)	(2,679,929)
	15,321,088	8,792,174

The details of the associates are as follows:

	Name of associates	Country of incorporation	Principal activities	Effective percentage of interest held by the Group	
				2022	2021
				%	%
	Held through Positive Carry Sdn Bhd:				
^	TYK Capital Sdn Bhd ("TYKC")	Malaysia	Investment holding and provision of management services	18.90	18.90
	Held through TYKC:				
^	Eng Teknologi Holdings Sdn Bhd	Malaysia	Dormant	18.90	18.90
^	Eng Hardware Engineering Sdn Bhd	Malaysia	Renting of properties	18.90	18.90
^	Eng Teknologi Sdn Bhd	Malaysia	Manufacture and sale of precision mechanical components, automation system for computer peripherals and semiconductor industries	18.90	18.90
^	Selekta Inovatif (M) Sdn Bhd	Malaysia	Renting of properties	18.90	18.90
^	Engtek Sdn Bhd	Malaysia	Dormant	18.90	–
+	Engtek Philippines, Inc. ("ETPI")	Philippines	Facility provider	18.90	18.90
^	Altum Precision Sdn Bhd	Malaysia	Automated die-casting and precision machining	18.90	18.90
	Held through ETPI:				
+	Engtek Precision Philippines, Inc.	Philippines	Manufacture of precision engineering components and assemblies, precision tools, fixtures, jigs, moulds and dies	18.90	18.90

(in Singapore Dollars) continued

17. Investment in associates (cont'd)

	Name of associates	Country of incorporation	Principal activities	Effective percentage of interest held by the Group 2022 %	Effective percentage of interest held by the Group 2021 %
	Held through Asian Strategic Investments Group Limited/ Plato Capital Sdn Bhd:				
*	Educ8 Group Sdn Bhd ("Educ8")	Malaysia	Investment holding	35.63	25.03
	Held through Educ8:				
*	Epsom College Malaysia Sdn Bhd ("Epsom College Malaysia")	Malaysia	Operator of preparatory and senior boarding schools	35.63	25.03
#	Gloryfield Sdn Bhd	Malaysia	Dissolved during the year	–	25.03
*	Horizon Educate Sdn Bhd	Malaysia	Investment holding	35.63	25.03
	Held through Epsom College Malaysia:				
*	Epsom Tennis Sdn Bhd	Malaysia	Tennis coaching, training and related activities to tennis	17.82	–
*	Epsom Football Sdn Bhd	Malaysia	Football coaching, training and related activities to football	35.63	–
*	ECMFS Malaysia Sdn Bhd	Malaysia	Other education	35.63	–

Notes:

^ Audited by Grant Thornton Malaysia PLT, Malaysia.
+ Audited by member firm of Grant Thornton International Limited.
* Audited by BDO PLT, Malaysia.
# The company has been dissolved during the year.

(in Singapore Dollars) continued

17. *Investment in associates (cont'd)*

Summarised financial information in respect of the Group's associates which are individually material, adjusted for entries to facilitate the equity accounting by the Group, is set out as follows:

Summarised balance sheets

	TYKC		Educ8	
	2022	**2021**	**2022**	**2021**
	$	**$**	**$**	**$**
Cash and cash equivalents	8,407,284	12,089,305	3,657,345	2,742,256
Other current assets	54,392,036	43,079,087	7,304,718	1,913,562
Total current assets	62,799,320	55,168,392	10,962,063	4,655,818
Non-current assets	28,234,679	25,964,637	44,875,504	44,765,828
Total assets	91,033,999	81,133,029	55,837,567	49,421,646
Trade and other payables and provisions	(17,386,405)	(24,547,707)	(3,562,081)	(6,403,336)
Other current liabilities	(26,579,697)	(16,035,012)	(11,646,337)	(4,443,096)
Total current liabilities	(43,966,102)	(40,582,719)	(15,208,418)	(10,846,432)
Total non-current liabilities	(12,611,958)	(17,424,080)	(23,737,125)	(28,395,432)
Total liabilities	(56,578,060)	(58,006,799)	(38,945,543)	(39,241,864)
Net assets	34,455,939	23,126,230	16,892,024	10,179,782
Group's share of net assets, representing the carrying amount of the investment	9,303,103	6,244,082	6,017,985	2,548,092

Summarised statements of comprehensive income

	TYKC		Educ8	
	2022	**2021**	**2022**	**2021**
	$	**$**	**$**	**$**
Revenue	96,412,329	86,548,096	9,854,270	8,274,426
Interest income	62,206	54,389	–	25,042
Other income	–	–	5,770,234	–
Depreciation expense	(6,422,748)	(6,133,454)	(1,397,560)	(127,743)
Other operating expenses, net	(73,991,901)	(66,590,868)	(8,524,949)	(13,191,950)
Interest expense	(1,346,630)	(549,421)	(1,214,392)	(1,351,391)
Profit /(loss) before tax	14,713,256	13,328,742	4,487,603	(6,371,616)
Income tax expense	(1,190,117)	(3,219,901)	–	–
Profit/(loss) after tax	13,523,139	10,108,841	4,487,603	(6,371,616)
Other comprehensive loss	(2,193,425)	(2,316,596)	(595,667)	(27,188)
Total comprehensive income /(loss)	11,329,714	7,792,245	3,891,936	(6,398,804)

The summarised statements of comprehensive income above reflects the post-acquisition comprehensive income.

(in Singapore Dollars) continued

17. Investment in associates (cont'd)

Investment in TYKC

The effective interest of the Group in TYKC is 18.90%. The Group exercises significant influence by virtues of its representation on the board of directors of TYKC as provided by the shareholders' agreement.

At the reporting date, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of certain foreign subsidiaries of TYKC. TYKC has determined that these undistributed earnings of the subsidiaries will not be distributed in the foreseeable future. Such temporary differences for which no deferred tax liability has been recognised aggregate to $21,609,273 (2021: $26,058,784). The deferred tax liability is estimated to be $3,241,390 (2021: $3,908,818). The Group's share of the deferred tax liability is estimated to be $875,175 (2021: $1,055,381).

Investment in Educ8

In 2019, the Group disposed 24,691,400 shares in Educ8 for a consideration of RM24,691,400 (equivalent to approximately $8,037,565). There was no cash inflow upon the disposal as the consideration was fully converted into a loan given to the purchaser, which was included as part of the trade receivables of the Group (Note 19).

During the financial year, the Group's cost of investment in Educ8 increased by $2,208,545, following the subscription of non-renounceable rights issued by Educ8. As a result, the Group's effective interest in Educ8 increased from 25.03% to 35.63%.

Certain associates have entered into term loan agreements with licensed banks in Malaysia which contain covenants that restrict the ability of these associates to declare dividends prior to the full settlement of the term loans.

The Group's contingent liabilities in respect of its investment in associates are disclosed in Note 32.

18. Investment securities

	Group	
	2022	**2021**
	$	**$**
At fair value through other comprehensive income		
- Quoted securities	3,203,209	3,307,471
At fair value through profit or loss		
- Unquoted preference shares	167,288	167,288
	3,370,497	3,474,759

The fair values of the quoted equity securities are based on closing quoted market prices on the last market day of the financial year (Level 1 of the fair value hierarchy) (Note 33).

The investment in unquoted preference shares as at 31 December 2022 and 31 December 2021 represents the Group's subscriptions of preferences shares in Educ8. The investment is categorised at fair value through profit or loss.

The currency profiles of the Group's investment securities are as follows:

	Group	
	2022	**2021**
	$	**$**
Malaysian Ringgit	3,370,497	3,474,759

(in Singapore Dollars) continued

19. Trade receivables

	Group	
	2022	2021
	$	$
Current		
Loans to customers	7,971,420	8,002,483
Trade receivables	–	51,213
	7,971,420	8,053,696
Non-current		
Loans to customers	–	424,932
	7,971,420	8,478,628

Trade receivables are generally on 30 to 90 (2021: 30 to 90) days terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The loans to customers are fully secured by quoted and unquoted investments and are expected to be repaid in April 2023 and June 2023. The interest is charged at 6.00% (2021: 6.00%) per annum.

Trade receivables denominated in foreign currencies at 31 December are as follows:

	Group	
	2022	2021
	$	$
Malaysian Ringgit	7,971,420	8,478,628

Expected credit losses

No movement in allowance for expected credit losses of trade receivables and contract assets has been presented as there is no expected credit loss computed based on lifetime ECL.

20. Other receivables and deposits

	Group	
	2022	2021
	$	$
Sundry deposits	19,702	21,477
Sundry receivables	7,907	30,396
	27,609	51,873

Other receivables and deposits denominated in foreign currencies at 31 December are as follows:

	Group	
	2022	2021
	$	$
Malaysian Ringgit	18,733	19,895
Euro	8,615	31,684
Others	261	294

(in Singapore Dollars) continued

21. *Amounts due from/(to) subsidiaries*

The amounts due from/(to) subsidiaries are non-trade related, unsecured, interest-free, repayable on demand and are expected to be settled in cash. During the financial year, certain balances due from subsidiaries for which no repayment are expected have been assessed as "quasi-equity" and reflected as part of the investment in subsidiaries (Note 15).

22. *Cash and cash equivalents*

	Group		Company	
	2022	**2021**	**2022**	**2021**
	$	**$**	**$**	**$**
Cash at banks and on hand	806,632	1,198,016	256,944	494,110
Short-term deposits	610,955	2,333,520	–	–
	1,417,587	3,531,536	256,944	494,110

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between 1 day and 30 days (2021: between 1 day and 30 days), depending on the between immediate cash requirements of the Group and the Company, and earn interest at the respective short-term deposit rates. The range of effective interest rates as at 31 December 2022 for the Group was 1.00% to 2.70% (2021: 0.09% to 3.70%) per annum.

Cash and cash equivalents denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022	**2021**	**2022**	**2021**
	$	**$**	**$**	**$**
Malaysian Ringgit	796,082	2,581,976	–	–
United States Dollar	39,069	53,099	4,753	4,826
Hong Kong Dollar	86	5,525	–	–
Euro	102,112	185,650	11,541	21,851
British Pound	34,056	77,727	19,032	21,983
Others	117,788	164,870	–	5,068

23. *Trade payables*

There are no trade payables in arrears as at the current financial year end. In the previous financial year, trade payables are non-interest bearing and are normally settled on 30 to 90 days term.

Trade payables denominated in foreign currencies at 31 December are as follows:

	Group	
	2022	**2021**
	$	**$**
Malaysian Ringgit	–	80

(in Singapore Dollars) continued

24. Other payables and accruals

	Group		Company	
	2022	2021	2022	2021
	$	$	$	$
Other payables	124,726	41,463	8,410	15,900
Accrued staff expenses, bonuses and benefits	65,404	60,924	–	–
Accruals for directors' fees	88,162	68,973	79,000	59,250
Other accrued expenses	246,663	312,773	117,419	128,884
	524,955	484,133	204,829	204,034

Other payables and accruals denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2022	2021	2022	2021
	$	$	$	$
Malaysian Ringgit	206,771	209,780	34,445	43,534
Euro	101,407	30,838	–	–
British Pound	9,700	–	–	–
Others	4,093	8,379	–	–

25. Amounts due from/(to) joint ventures

The amounts due from/(to) joint ventures are non-trade related, unsecured, interest-free and repayable on demand.

26. Loans and borrowings

	Group		Company	
	2022	2021	2022	2021
	$	$	$	$
Current				
Revolving credits	4,558,735	2,916,900	–	–
Lease liabilities	48,124	26,673	–	–
	4,606,859	2,943,573	–	–
Non-current				
Lease liabilities	25,134	–	–	–
	25,134	–	–	–
Total loans and borrowings				
Revolving credits	4,558,735	2,916,900	–	–
Lease liabilities	73,258	26,673	–	–
	4,631,993	2,943,573	–	–

26. Loans and borrowings (cont'd)

Revolving credits

The effective interest rates range from 4.91% to 6.43% (2021: ranged from 4.66% to 4.91%) per annum and are rolled over for periods range from 2 to 3 months (2021: 4 to 12 months). The effective interest rates range from 1.75% to 2.85% (2021: 1.75% to 2.25%) plus cost of funds.

Revolving credits are obtained by subsidiaries of the Company, secured by corporate guarantee by the Company and personal guarantee by Mr LKO.

The revolving credits are denominated in Malaysian Ringgit.

RCULS

All RCULS have been fully converted in 2021.

The carrying amount of the equity and liability components of RCULS at the end of the reporting period is arrived at as follows:

	Group and Company	
	2022	**2021**
	$	**$**
Equity component:		
Face value at 1 January	–	1,164,320
Conversion during the year	–	(1,164,320)
Face value at 31 December	–	–
Liability component:		
Liability component at 1 January	–	6,184,360
Interest charged during the year	–	167,855
Conversion during the year	–	(6,352,215)
Liability component at 31 December	–	–

(in Singapore Dollars) continued

26. Loans and borrowings (cont'd)

Lease liabilities

The movement of lease liabilities for the year is as follows:

	Group	
	2022	2021
	$	$
At 1 January	26,673	78,919
Addition	96,604	–
Payments	(51,296)	(54,192)
Accretion of interest	2,974	3,185
Exchange differences	(1,697)	(1,239)
At 31 December	73,258	26,673

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

			Non-cash changes				
Group	1 January	Cash Flows	Accretion of interest	Capitalisation of advances from non-controlling interest	Additions to lease liabilities	Foreign exchange movement	31 December
	$	$	$	$	$	$	$
2022							
Revolving credits	2,916,900	1,809,879	257	–	–	(168,301)	4,558,735
Lease liabilities	26,673	(51,296)	2,974	–	96,604	(1,697)	73,258
Advances from non-controlling interest of a subsidiary controlled by a substantial shareholder	–	93,936	–	–	–	–	93,936
Amounts due to joint ventures	50	1,978	–	–	–	–	2,028
Total	2,943,623	1,854,497	3,231	–	96,604	(169,998)	4,727,957

(in Singapore Dollars) continued

26. Loans and borrowings (cont'd)

Group	1 January	Cash Flows	Accretion of interest	Non-cash changes: Capitalisation of advances from non-controlling interest	Non-cash changes: Additions to lease liabilities	Non-cash changes: Foreign exchange movement	31 December
	$	$	$	$	$	$	$
2021							
Revolving credits	3,948,000	(972,900)	–	–	–	(58,200)	2,916,900
RCULS	6,184,360	–	167,855	–	(6,352,215)	–	–
Lease liabilities	78,919	(54,192)	3,185	–	–	(1,239)	26,673
Advances from non-controlling interest of a subsidiary controlled by a substantial shareholder	–	124,960	–	(124,960)	–	–	–
Amounts due to joint ventures	976,423	(828,074)	–	–	–	(148,299)	50
Amount due to a related party	2,368,800	(2,332,402)	–	–	–	(36,398)	–
Total	13,556,502	(4,062,608)	171,040	(124,960)	(6,352,215)	(244,136)	2,943,623

27. Share capital

	Group and Company 2022 Number of shares	2022 $	2021 Number of shares	2021 $
Issued and fully paid ordinary shares				
At 1 January	12,178,185	48,391,558	9,735,025	40,875,023
Conversion of RCULS on 26 April 2021	–	–	2,443,160	7,516,535
Balance as at 31 December	12,178,185	48,391,558	12,178,185	48,391,558

On 26 April 2021, share capital increased from $40,875,023 to $48,391,558 pursuant to the conversion by Mr LKO of the remaining 62 RCULS into 2,443,160 new ordinary shares in the Company amounted to $7,516,535.

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

(in Singapore Dollars) continued

28. *Fair value and other reserves*

	Fair value reserve $	Share-based payments reserve $	Equity component of RCULS $	Total $
Group				
At 1 January 2022	(3,557,905)	–	–	(3,557,905)
Other comprehensive income:				
Fair value loss on quoted equity investment at FVOCI	(104,262)	–	–	(104,262)
At 31 December 2022	(3,662,167)	–	–	(3,662,167)
At 1 January 2021	(2,575,267)	1,095,531	1,164,320	(315,416)
Other comprehensive income:				
Fair value loss on quoted equity investment at FVOCI	(982,638)	–	–	(982,638)
Transactions with owners:				
Conversion of RCULS	–	–	(1,164,320)	(1,164,320)
Reclassification of share options and share awards upon expiry	–	(1,095,531)	–	(1,095,531)
At 31 December 2021	(3,557,905)	–	–	(3,557,905)

(a) *Fair value reserve*

The fair value reserve represents the cumulative fair value changes, net of tax, of investments at FVOCI until they are disposed of.

(b) *Share-based payments reserve*

The share-based payments reserve is used to recognise the value of equity-settled share-based payments provided to the Directors and eligible employees as part of their remuneration, as disclosed in Note 6.

(c) *Equity component of RCULS*

This represents the residual amount of the RCULS after deducting the fair value of the liability component. This amount is presented net of transaction costs and deferred tax liability arising from the RCULS.

29. *Foreign currency translation reserve*

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

(in Singapore Dollars) continued

30. *Related party transactions*

(a) *Significant transactions between the Group and related parties*

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

	Group	
	2022	**2021**
	$	**$**
Lease payments to Nobleman Holdings Sdn Bhd, a company in which Mr LKO has interest	51,296	54,192
RCULS interest payable to Mr LKO	–	9,512

(b) *Compensation of key management personnel*

	2022	**2021**
	$	**$**
Directors' fees	158,000	118,500
Short-term employee benefits	378,048	404,217
Defined contribution plans	45,258	42,271
Total compensation paid to key management personnel	581,306	564,988
Comprise amounts paid to:		
- Directors of the Company	158,000	169,300
- Other key management personnel	423,306	395,688
	581,306	564,988

The remuneration of key management personnel is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

31. *Capital commitments*

There is no capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements.

32. *Contingent liabilities*

Proportionate guarantee

The Company has provided the following guarantee at the end of the reporting period:

- a proportionate guarantee for a principal sum of up to RM28,740,000 (equivalent to approximately $8,777,196) (2021: RM28,740,000 (equivalent to approximately $9,314,634) in relation to a term loan facility granted by a licensed bank to Epsom College Malaysia), a subsidiary of an associate.

As at 31 December 2022, Epsom College Malaysia is in compliance with the covenant of the term loan. The Group has assessed and concluded that there is no indication that the proportionate guarantee would be called given that the term loan is also secured over the freehold land and buildings of Epsom College Malaysia.

(in Singapore Dollars) continued

32. Contingent liabilities (cont'd)

Continuing financial support

As at the end of the financial year, the Company has given undertakings to provide continuing financial support to certain subsidiaries to enable them to operate on a going concern basis and to meet their obligations as and when they fall due for at least 12 months from the end of financial year.

At the end of the financial year, these subsidiaries had capital deficiencies totalling $5,106,429 (2021: $4,735,053) including amounts due from the subsidiaries to the Company totalling $623,802 (2021: $206,866).

In the opinion of the Directors, no loss is anticipated from these contingent liabilities.

33. Fair value of assets and liabilities

(a) Fair value hierarchy

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

Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 - Unobservable inputs for the asset or liability.

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

(b) Assets and liabilities measured at fair value

The following table shows the Group's financial instruments which are measured at fair value at the reporting date analysed by various levels within the fair value hierarchy:

Group	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
2022				
Financial assets				
Financial assets at fair value through other comprehensive income				
- Quoted shares	3,203,209	–	–	3,203,209
Financial assets at fair value through profit or loss				
- Unquoted preference shares	–	–	167,288	167,288
	3,203,209	–	167,288	3,370,497

(in Singapore Dollars) continued

33. Fair value of assets and liabilities (cont'd)

(b) *Assets and liabilities measured at fair value (cont'd)*

Group	Level 1 $	Level 2 $	Level 3 $	Total $
2021				
Financial assets				
Financial assets at fair value through other comprehensive income				
- Quoted shares	3,307,471	–	–	3,307,471
Financial assets at fair value through profit or loss				
- Unquoted preference shares	–	–	167,288	167,288
	3,307,471	–	167,288	3,474,759

(c) *Level 3 fair value measurements*

The following table shows a reconciliation of Level 3 fair value:

	Group 2022 $	Group 2021 $
Unquoted preference shares		
At beginning and end of the financial year	167,288	167,288

The fair value of the unquoted preference shares has been estimated using the cashflow on redemption of the preference shares.

(d) Financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial assets and financial liabilities that are not carried at fair value and whose carrying amounts are a reasonable approximation of fair value:

	Note
Trade and other receivables	19 & 20
Amounts due from/(to) subsidiaries	21
Cash and cash equivalents	22
Trade and other payables	23 & 24
Amounts due from/(to) joint ventures	25
Loans and borrowings	26

The carrying amounts of these financial assets and liabilities are a reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date or the present value of the non-current liabilities is not material.

(in Singapore Dollars) continued

33. Fair value of assets and liabilities (cont'd)

(e) Classification of financial instruments

	Group		Company	
	2022	2021	2022	2021
	$	$	$	$
Financial assets				
Investment securities at fair value through profit or loss	167,288	167,288	–	–
Investment securities at fair value through other comprehensive income	3,203,209	3,307,471	–	–
Total financial assets measured at fair value	3,370,497	3,474,759	–	–
Trade receivables	7,971,420	8,478,628	–	–
Other receivables and deposits	27,609	51,873	–	–
Amounts due from subsidiaries	–	–	7,223,686	3,769,390
Amount due from a joint venture	88,640	95,474	–	–
Cash and cash equivalents	1,417,587	3,531,536	256,944	494,110
Total financial assets measured at amortised cost	9,505,256	12,157,511	7,480,630	4,263,500
Financial liabilities				
Trade payables	–	80	–	–
Other payables and accruals	524,955	484,133	204,829	204,034
Amounts due to subsidiaries	–	–	4,772,701	5,449,788
Loans and borrowings	4,631,993	2,943,573	–	–
Amounts due to joint ventures	2,028	50	2,028	50
Total financial liabilities measured at amortised cost	5,158,976	3,427,836	4,979,558	5,653,872

34. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk.

The Directors review and agree policies and procedures for the management of these risks, which are executed by the management. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

34. Financial risk management objectives and policies (cont'd)

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables (including amounts due from subsidiaries and joint venture). For other financial assets (including investment securities and cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

It is the Group's policy to enter into transactions with creditworthy parties to mitigate any significant concentration of credit risk. The Group ensures that the goods sold and services rendered are to customers with appropriate credit history and has internal mechanisms to monitor the granting of credit and management of credit exposures. The trade and other receivables represent the Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 60 days when they fall due.

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increases in credit risk on other financial instruments of the same borrower
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower

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

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

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

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group has not provided any lifetime ECL for trade receivables and contract assets as based on the Group's historical trend, there were no significant default events observed or incurred.

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- A principal sum of up to RM28,740,000 (equivalent to approximately $8,777,196) (2021: RM28,740,000 (equivalent to approximately $9,314,634) relating to a corporate guarantee provided by the Company to the bank in relation to a term loan facility to a subsidiary of the Group's associate.
- A principal sum of RM15,000,000 (equivalent to approximately $4,581,000) (2021: RM9,000,000 (equivalent to approximately $2,916,900) relating to corporate guarantee provided by the Company to banks on its subsidiaries' revolving credit facilities.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2022		2021	
	$	% of total	$	% of total
By country:				
Malaysia	7,971,420	100.00	8,478,628	100.00

(b) Liquidity risk

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

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets and stand-by credit facilities with different banks. The Group has RM15,000,000 (equivalent to approximately $4,581,000) of revolving credit facilities, which is fully utilised as at the end of the reporting period. Mr LKO has provided a commitment to the Group to continue to provide and not withdraw his personal guarantee to the banks for at least one-year period from the date of the financial statements so as to enable the Group to have continuous access to the revolving credit facilities to meet liquidity needs. The Directors are also of the view that the Group will be able to secure additional borrowings by securing its long-term assets which are currently unencumbered.

In addition, the Directors are of the view that the Group is in a position to raise funds from capital markets and financial institutions and balance its portfolio with some short-term funding. The Group ensures availability of funds through an adequate amount of cash and where necessary, fund-raising exercises can be considered via rights issues, private placements, or equity-related exercises.

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group maintains flexibility in funding by maintaining availability of sufficient balance of cash.

Management monitors expected cash flow based on a rolling forecast of the Group's liquidity reserve which comprises cash and cash equivalents.

Analysis of financial instruments by remaining contractual maturities

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

	One year or less	One to five years	Over five years	Total
	$	$	$	$
Group				
2022				
Financial assets:				
Trade receivables	7,971,420	–	–	7,971,420
Amount due from a joint venture	88,640	–	–	88,640
Other receivables and deposits	27,609	–	–	27,609
Cash and cash equivalents	1,417,587	–	–	1,417,587
Total undiscounted financial assets	9,505,256	–	–	9,505,256
Financial liabilities:				
Financial guarantees**	(8,777,196)	–	–	(8777,196)
Other payables and accruals	(524,955)	–	–	(524,955)
Amount due to a joint venture	(2,028)	–	–	(2,028)
Loans and borrowings	(4,623,377)	(25,564)	–	(4,648,941)
Total undiscounted financial liabilities	(13,927,556)	(25,564)	–	(13,953,120)
Total net undiscounted financial (liabilities)/assets	(4,422,300)	(25,564)	–	(4,447,864)

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(b) *Liquidity risk (cont'd)*

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

	One year or less $	One to five years $	Over five years $	Total $
Group				
2021				
Financial assets:				
Trade receivables	8,429,648	467,510	–	8,897,158
Amounts due from a joint venture	95,474	–	–	95,474
Other receivables and deposits	51,873	–	–	51,873
Cash and cash equivalents	3,531,536	–	–	3,531,536
Total undiscounted financial assets	12,108,531	467,510	–	12,576,041
Financial liabilities:				
Financial guarantees**	(9,314,634)	–	–	(9,314,634)
Trade payables	(80)	–	–	(80)
Other payables and accruals	(484,133)	–	–	(484,133)
Amounts due to a joint venture	(50)	–	–	(50)
Loans and borrowings	(2,996,275)	–	–	(2,996,275)
Total undiscounted financial liabilities	(12,795,172)	–	–	(12,795,172)
Total net undiscounted financial (liabilities)/assets	(686,641)	467,510	–	(219,131)

** This represents the maximum amount of the proportionate guarantee in relation to a term loan facility granted by a licensed bank to an associate, in the event the bank calls for repayment, as disclosed in Note 32.

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(b) *Liquidity risk (cont'd)*

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

	One year or less $	One to five years $	Over five years $	Total $
Company				
2022				
Financial assets:				
Amounts due from subsidiaries	7,223,686	–	–	7,223,686
Cash and cash equivalents	256,944	–	–	256,944
Total undiscounted financial assets	7,480,630	–	–	7,480,630
Financial liabilities:				
Financial guarantees*	(13,358,196)	–	–	(13,358,196)
Other payables and accruals	(204,829)	–	–	(204,829)
Amounts due to subsidiaries	(4,772,701)	–	–	(4,772,701)
Amounts due to joint ventures	(2,028)	–	–	(2,028)
Total undiscounted financial liabilities	(18,337,754)	–	–	(18,337,754)
Total net undiscounted financial liabilities	(10,857,124)	–	–	(10,857,124)
2021				
Financial assets:				
Amounts due from subsidiaries	3,769,390	–	–	3,769,390
Cash and cash equivalents	494,110	–	–	494,110
Total undiscounted financial assets	4,263,500	–	–	4,263,500
Financial liabilities:				
Financial guarantees*	(12,231,534)	–	–	(12,231,534)
Other payables and accruals	(204,034)	–	–	(204,034)
Amounts due to subsidiaries	(5,449,788)	–	–	(5,449,788)
Amounts due to joint ventures	(50)	–	–	(50)
Total undiscounted financial liabilities	(17,885,406)	–	–	(17,885,406)
Total net undiscounted financial liabilities	(13,621,906)	–	–	(13,621,906)

* At the reporting date, the counterparties to the financial guarantees do not have a right to demand payment of cash as there is no default on the borrowings obtained by the subsidiaries, associates and joint ventures. In the analysis above, the maximum amount of the financial guarantee contracts is allocated to the earliest period in which the guarantee could be called.

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings. All of the Group's and the Company's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 12 months (2021: less than 12 months) from the end of the reporting period.

The Group's policy is to manage interest cost using floating rate loans and borrowings, depending on the liquidity needs of the Group, with the objective of ensuring that there is sufficient net cash for the Group's operations at reasonable interest rates. The Group's revolving credit facility provide the Group with the flexibility to roll its loans and borrowings over a period of 2 to 3 (2021: 4 to 12) months. The interest rates are determined based on 1.75% to 2.85% (2021: 1.75% to 2.25%) plus cost of funds.

Sensitivity analysis for interest rate risk

The sensitivity analysis below was determined based on the exposure to interest rate risks for short-term deposits and bank borrowings at the end of the financial year. The sensitivity analysis assumes an instantaneous 0.50% change in the interest rate from the end of the financial year, with all variables held constant.

	Group	
	Loss before tax	
	Increase/(decrease)	
	2022	2021
	$	$
Short-term deposits		
Increase in interest rate	(3,055)	(11,668)
Decrease in interest rate	3,055	11,668
Bank borrowings		
Increase in interest rate	22,794	14,585
Decrease in interest rate	(22,794)	(14,585)

(d) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities, primarily Malaysian Ringgit ("RM"). The foreign currencies in which these transactions are denominated are mainly RM. The Group's trade receivable and trade payable balances at the end of the reporting period have similar exposures.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. The foreign currency balances are disclosed in Note 22.

The Group's policy is to manage all its foreign financial assets and liabilities using the best available foreign currency exchange rates through natural hedges arising from a matching sale, purchase or a matching of assets and liabilities of the same currency and amount. The Group does not use any derivative financial instruments to hedge these exposures.

34. Financial risk management objectives and policies (cont'd)

(d) Foreign currency risk (cont'd)

Sensitivity analysis for foreign currency risk

The following table details the Group's sensitivity to a 10% change in Singapore Dollar ("SGD"), Malaysian Ringgit ("RM") and United States Dollar ("USD") and against the respective functional currencies of the Group entities. The sensitivity analysis assumes an instantaneous 10% change in the foreign currency exchange rates from the end of financial year, with all variables held constant.

	Group	
	Loss before tax	
	(Decrease)/increase	
	2022	**2021**
	$	**$**
SGD		
Strengthens against USD	(342,557)	(94,950)
Weakens against USD	342,557	94,950
Strengthens against RM	255,647	267,970
Weakens against RM	(255,647)	(267,970)
Strengthens against EUR	(14,034)	(2,894)
Weakens against EUR	14,034	2,894
Strengthens against GBP	(3,122)	(7,452)
Weakens against GBP	3,122	7,452
Strengthens against AUD	(1,043,757)	(14,571)
Weakens against AUD	1,043,757	14,571
Strengthens against HKD	(9)	(95)
Weakens against HKD	9	95
RM		
Strengthens against USD	738,350	290,131
Weakens against USD	(738,350)	(290,131)
Strengthens against SGD	189,366	192,961
Weakens against SGD	(189,366)	(192,961)
Strengthens against EUR	–	(1,476)
Weakens against EUR	–	1,476
EUR		
Strengthens against RM	–	–
Weakens against RM	–	–
Strengthens against SGD	12,874	–
Weakens against SGD	(12,874)	–
Strengthens against GBP	(284)	(320)
Weakens against GBP	284	320

(in Singapore Dollars) continued

34. Financial risk management objectives and policies (cont'd)

(d) Foreign currency risk (cont'd)

Sensitivity analysis for foreign currency risk (cont'd)

	Group Loss before tax (Decrease)/increase	
	2022	2021
	$	$
USD		
Strengthens against RM	(739,603)	(1,075,916)
Weakens against RM	739,603	1,075,916
Strengthens against SGD	374,698	129,140
Weakens against SGD	(374,698)	(129,140)
Strengthens against EUR	(143)	(1,270)
Weakens against EUR	143	1,270
Strengthens against HKD	–	(457)
Weakens against HKD	–	457

(e) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity securities. These securities are quoted on the Bursa Securities Malaysia Berhad in Malaysia. The Group does not have exposure to commodity price risk.

Further details of these marketable financial assets and their classification can be found in Note 18.

The Group's investment in quoted securities with the objective of deriving potential returns from capital appreciation and dividend income streams. Management monitors a rolling forecast of the Group's liquidity reserve which comprises of cash and cash equivalents and marketable securities.

Sensitivity analysis for equity price risk

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of financial year. The sensitivity analysis assumes an instantaneous 10% change in the equity prices from the end of financial year, with all variables held constant.

	Group Equity Increase	
	2022	2021
	$	$
Quoted investment securities	320,321	330,747

(in Singapore Dollars) continued

35. *Capital management*

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

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio below 50%. The Group includes within net debt, loans and borrowings, trade and other payables, amounts due to joint ventures and amount due to a related party less cash and cash equivalents. Capital includes equity attributable to the owners of the Company.

	Group	
	2022	**2021**
	$	**$**
Trade payables	–	80
Other payables and accruals	524,955	484,133
Loans and borrowings	4,631,993	2,943,573
Amounts due to joint ventures	2,028	50
Less: Cash and cash equivalents	(1,417,587)	(3,531,536)
Net debt	3,741,389	(103,700)
Equity attributable to owners of the Company, representing total capital	41,712,901	41,863,631
Capital and net debt	45,454,290	41,759,931
Gearing ratio	8%	NM*

* NM – Not meaningful

36. *Segment information*

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker.

The Group's reportable segments are strategic business units that are organised based on their function and targeted customer groups. They are managed separately because each business unit requires different skill sets and marketing strategies.

The Group has three reportable segments being IT operations, investment activities and corporate and others segments. Segments in Malaysia are generally engaged in IT operations and investment activities while segments classified under Asia and others are engaged in investment, corporate and other activities.

The IT operations segment provides e-Commerce services, system integration related services, and distribution and marketing of computer hardware and software. This segment has been classified as a discontinued operation during the financial year.

The investment activities segment manages investments in quoted and unquoted equity shares including investment in joint ventures and associates and performs money lending services.

The corporate and others segment represents head office activities and other non-IT subsidiaries.

(in Singapore Dollars) continued

36. Segment information (cont'd)

Management monitors the operating results of the segments separately for the purpose of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operating profit or loss which is similar to the accounting profit or loss.

Income taxes are managed on a Group basis.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operation before tax expense.

There is no change from prior periods in the measurement methods used to determine reported segment profit or loss.

Business segments

	Investment activities $	Corporate and others $	IT operations (discontinued operation) $	Total $	Eliminations and adjustments $	Consolidated $
Group						
At 31 December 2022						
Revenue						
Sales to external customers and total revenue	475,313	–	–	475,313	–	475,313
Results						
Interest income from bank deposits	16,971	–	512	17,483	–	17,483
Finance costs	(135,299)	–	–	(135,299)	–	(135,299)
Depreciation of property, plant and equipment	(822)	–	–	(822)	–	(822)
Amortisation of right-of-use assets	(47,387)	–	–	(47,387)	–	(47,387)
Share of profit from associates and joint ventures, net	4,667,300	–	–	4,667,300	–	4,667,300
Segment profit/(loss) before tax	5,073,965	(715,519)	(6,748)	4,351,698	(736,162)	3,615,536
Assets						
Additions to non-current assets	146,192	–	–	146,192	–	146,192
Investment in associates and joint ventures	28,961,158	–	–	28,961,158	–	28,961,158
Segment assets	50,990,033	3,551,709	9,936	54,551,678	–	54,551,678
Segment liabilities	2,967,988	33,370	2,157,618	5,158,976	–	5,158,976

(in Singapore Dollars) continued

36. Segment information (cont'd)

Business segments (cont'd)

	Investment activities	Corporate and others	IT operations (discontinued operation)	Total	Eliminations and adjustments	Consolidated
	$	$	$	$	$	$
Group						
At 31 December 2021						
Revenue						
Sales to external customers and total revenue	502,150	–	562,178	1,064,328	–	1,064,328
Results						
Interest income from bank deposits	7,499	–	1,557	9,056	–	9,056
Finance costs	(349,159)	–	–	(349,159)	–	(349,159)
Depreciation of property, plant and equipment	(3,074)	–	–	(3,074)	–	(3,074)
Amortisation of right-of-use assets	(49,091)	–	–	(49,091)	–	(49,091)
Share of profit from associates and joint ventures, net	80,828	–	–	80,828	–	80,828
Segment profit/(loss) before tax	9,416,366	777,577	138,669	10,332,612	(10,693,791)	(361,179)
Assets						
Additions to non-current assets	458,522	–	–	458,522	–	458,522
Investment in associates and joint ventures	23,442,379	–	–	23,442,379	–	23,442,379
Segment assets	48,685,318	3,680,134	71,118	52,436,570	–	52,436,570
Segment liabilities	394,577	38,687	2,994,572	3,427,836	–	3,427,836

(in Singapore Dollars) continued

36. Segment information (cont'd)

Reconciliations of reportable segment revenues, profit or loss, assets and liabilities and other material items

	Group	
	2022	2021
	$	$
Revenue		
Total revenue for reportable segments, representing total consolidated revenue	475,313	1,064,328
Profit or loss		
Total profit or loss for reportable segments, representing total consolidated loss before tax	3,615,536	(361,179)
Assets		
Total assets for reportable segments	54,551,678	52,436,570
Tax recoverable	8,567	13,411
Total consolidated assets	54,560,245	52,449,981
Liabilities		
Total liabilities for reportable segments	5,158,976	3,427,836
Total consolidated liabilities	5,158,976	3,427,836

Geographic information

Revenues from external customers

	Malaysia	Asia and others	Consolidated
	$	$	$
31 December 2022			
Sales to external customers and total revenue	475,313	–	475,313
31 December 2021			
Sales to external customers and total revenue	1,064,328	–	1,064,328

The revenue information above is based on the location of the customers. There is no revenue derived from Singapore, the country of domicile of the Company in the current and the previous financial year.

Location of non-current assets

	Malaysia	Ireland	Consolidated
	$	$	$
31 December 2022			
Non-current assets	75,302	12,280,244	12,355,546
31 December 2021			
Non-current assets	26,385	12,965,253	12,991,638

Non-current assets consist of property, plant and equipment and right-of-use assets.

36. Segment information (cont'd)

Major customer

In the previous financial year, approximately 21% of the revenue from IT operations were derived from a major third-party customer.

37. Subsequent event

There are no known subsequent events which have led to adjustments of the current year financial statements.

38. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2022 were authorised for issue in accordance with a resolution of the directors on 3 April 2023.

Shareholders' Information as at 23 March 2023

STATISTICS OF SHAREHOLDINGS AS AT 23 MARCH 2023

Number of issued shares	:	12,178,185
Issued and fully-paid capital	:	S$48,014,351.39
Class of Shares	:	Ordinary shares
Voting rights	:	One vote per share

The Company does not hold treasury shares and subsidiary holdings.

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	854	49.71	25,751	0.21
100 - 1,000	689	40.10	226,461	1.86
1,001 - 10,000	147	8.56	455,559	3.74
10,001 - 1,000,000	26	1.51	1,432,218	11.76
1,000,001 AND ABOVE	2	0.12	10,038,196	82.43
TOTAL	**1,718**	**100.00**	**12,178,185**	**100.00**

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 23 March 2023)

	Direct Interest	%[1]	Deemed Interest	%[1]
Mr Lim Kian Onn[2]	-	-	9,069,425	74.47
Cosima Investments Pte Ltd[3]	-	-	7,468,385	61.33

Notes:

(1) Based on the total issued share capital of 12,178,185 ordinary shares (excluding treasury shares) of the Company as at 23 March 2023.

(2) Mr Lim Kian Onn ("**Mr LKO**") is deemed interested in the following:

(a) 4,898,925 shares held by Citibank Nominees Singapore Pte Ltd ("**Citibank**") for Bank Julius Baer (Singapore) Ltd ("**Julius Baer**") for Cosima Investments Pte Ltd ("**Cosima**"), a company 100% owned by Mr LKO;

(b) 2,569,460 shares held by Citibank for Bank of Singapore ("**BOS**") for Cosima; and

(c) 1,601,040 shares held by OCBC Securities Pte Ltd for Kenanga Investment Bank Bhd for Mr LKO.

(3) Cosima is deemed interested in the following:

(a) 4,898,925 shares held by Citibank for Julius Baer for Cosima; and

(b) 2,569,460 shares held by Citibank for BOS for Cosima.

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	8,367,184	68.71
2	OCBC SECURITIES PRIVATE LIMITED	1,671,012	13.72
3	NG SU LYN	403,933	3.32
4	ONG PUAY HOON IRENE	373,220	3.06
5	YONG KWET ON	72,840	0.60
6	LIM CHER KHIANG	65,879	0.54
7	DBS NOMINEES (PRIVATE) LIMITED	57,256	0.47
8	CHOO THIAM SOON	50,000	0.41
9	IFAST FINANCIAL PTE. LTD.	35,350	0.29
10	YIP WEI MUN	34,010	0.28
11	TAN TSU TSEN (CHEN SHUSHENG)	30,325	0.25
12	NG TENG SIAK (HUANG ZHENCHENG)	27,500	0.23
13	UOB KAY HIAN PRIVATE LIMITED	27,339	0.22
14	LIM SENG CHIANG	25,000	0.21
15	MAYBANK SECURITIES PTE. LTD.	24,283	0.20
16	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	24,013	0.20
17	MICHELE SHARMINI RASANAYAGAM	22,700	0.19
18	NG TIAN ZHU	22,000	0.18
19	MAH BENG LIAT COLIN (MA MINGLIE COLIN)	20,000	0.16
20	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	19,270	0.16
	TOTAL	**11,373,114**	**93.40**

PERCENTAGE OF SHAREHOLDING IN THE HANDS OF PUBLIC

As at 23 March 2023, 17.75% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules.

PLATO CAPITAL LIMITED

(Company Registration Number 199907443M)
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**AGM**" or "**Meeting**") of PLATO CAPITAL LIMITED (the "**Company**") will be held at Kallang Room, Level 4, Holiday Inn® Singapore Atrium, 317 Outram Road, Singapore 169075 on Wednesday, 26 April 2023 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report.

(Resolution 1)

2. To re-elect Ms Tay Hwee Pio retiring pursuant to Article 91 of the Constitution of the Company.
[See Explanatory Note (i)]

(Resolution 2)

3. To re-elect Mr Navinderjeet Singh A/L Naranjan Singh retiring by rotation pursuant to Article 107 of the Constitution of the Company.
[See Explanatory Note (ii)]

(Resolution 3)

4. To approve the payment of Directors' fees of up to S$160,000 for the financial year ending 31 December 2023, payable half yearly in arrears on or after 1 July 2023 and 1 January 2024 (2022: S$158,000).

(Resolution 4)

5. (a) To appoint BDO LLP ("**BDO**") as auditors of the Company in place of the retiring auditors, Ernst & Young LLP ("**Ernst & Young**"), to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors of the Company and BDO; and

(b) The Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the proposed appointment of auditors) as may be necessary, desirable or expedient in the interests of the Company to give effect to the proposed appointment of auditors and/or this ordinary resolution.
[See Explanatory Note (iii)]

(Resolution 5)

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares ("Share Issue Mandate")**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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 in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per centum (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);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 provided that options were granted in compliance with Part VIII of the Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities or share options which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)]

(Resolution 6)

8. **Authority to issue shares under the Plato Employee Share Option Scheme 2016**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provision of the Plato Employee Share Option Scheme 2016 ("**Plato ESOS 2016**") ("**Options**") and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of Options granted by the Company under the Plato ESOS 2016 (notwithstanding that such allotment and issue may occur after the conclusion of the next annual general meeting of the Company), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares to be issued and issuable pursuant to the Plato ESOS 2016, taking into consideration all Shares issued and issuable in respect of all options granted under any other share incentive schemes adopted by the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the date preceding the grant of an Option 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 annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (v)]

(Resolution 7)

9. **The proposed adoption of the Share Buy-back Mandate**

That:

(a) for the purposes of the Companies Act, and Part XI of the Chapter 8 of the Catalist Rules, the Directors of the Company be authorised and empowered to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases (the "**Market Purchase**"), transacted on the SGX-ST through the ready market, or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers/stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases (the "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules;

and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the Catalist Rules, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-back Mandate**");

(b) any Share purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held by the Company as a treasury share in accordance with the Companies Act;

(c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; and

(iii) the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied by the shareholders in a general meeting ("**Relevant Period**").

(d) for purposes of this Resolution:

"**Prescribed Limit**" means that number of Shares representing 8.61 per centum (8.61%) of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase or acquisition price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, one hundred five per centum (105%) of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred twenty per centum (120%) of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days (a "**Market Day**" being a day on which the SGX-ST is open for securities trading) on which transactions in the Shares were recorded on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, 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 during the relevant five (5)-day period and the day on which the purchases or acquisitions are made; and "**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase or acquisition price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; 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 without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he/she may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.
[See Explanatory Note (vi)]

(Resolution 8)

By Order of the Board

Ngiam May Ling
Secretary
Singapore, 11 April 2023

Explanatory Notes:

(i) Resolution 2 is for the re-election of Ms Tay Hwee Pio, a Director of the Company who retires by rotation at this AGM. Ms Tay Hwee Pio will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. For more information on Ms Tay Hwee Pio, please refer to the "Profile of Board of Directors" and "Additional Information on Directors Seeking Re-election" sections in the Annual Report 2022.

(ii) Resolution 3 is for the re-election of Mr Navinderjeet Singh A/L Naranjan Singh, a Director of the Company who retires by rotation at this AGM. Mr Navinderjeet Singh A/L Naranjan Singh will, upon re-election as a Director of the Company, remain as Non-Executive Director of the Company and will be considered non-independent. For more information on Mr Navinderjeet Singh A/L Naranjan Singh, please refer to the "Profile of Board of Directors" and "Additional Information on Directors Seeking Re-election" sections in the Annual Report 2022.

(iii) Resolution 5 is to approve the appointment of BDO as the auditors of the Company in place of the retiring auditors, Ernst & Young, and to authorise the Directors of the Company to fix their remuneration on such terms to be agreed between the Directors of the Company and BDO. In accordance with the requirements of Rule 712(3) of the Catalist Rules:

(a) the retiring auditors of the Company, Ernst & Young, via its professional clearance letter dated 3 April 2023 have confirmed that they are not aware of any professional reasons why the new auditors, BDO, should not accept appointment as auditors of the Company;

(b) the Company confirms that there were no disagreements with Ernst & Young on accounting treatments within the last 12 months up to the date of the Appendix A[(1)];

(c) the Company confirms that it is not aware of any circumstances connected with the retirement of Ernst & Young and appointment of BDO that should be brought to the attention of shareholders which has not been disclosed in the Appendix A[(1)];

(d) the Company confirms that the specific reasons for the proposed appointment of BDO are disclosed in Section 2.1 of the Appendix A[(1)]. Ernst & Young did not resign, decline to stand for election, or dismissed nor was the Company directed by the SGX-ST to replace Ernst & Young under Rule 305(1)(eb) of the Catalist Rules; and

(e) the Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the appointment of BDO as its new auditor. Please refer to the Appendix A[(1)] for further information.

[(1)] *The Appendix A and Appendix B will be distributed as part of separate letters to the shareholders.*

(iv) Under the Catalist Rules of the SGX-ST, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new Shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company.

The proposed Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund-raising exercises or other arrangements or transactions involving the capital of the Company.

The Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue Shares in the capital of the Company and/or Instruments. The aggregate number of Shares to be issued pursuant to this Ordinary Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per centum (100%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of fifty per centum (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution 6) to shareholders. As at 23 March 2023, the Company did not have treasury shares or subsidiary holdings.

(v) Resolution 7, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to all options granted under share incentive schemes adopted by the Company for the time being in force, up to a number not exceeding in aggregate fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. As at 23 March 2023, the Company did not have treasury shares or subsidiary holdings.

(vi) Resolution 8, if passed, will empower the Directors of the Company to purchase or otherwise acquire Shares on the terms of the Share Buy-back Mandate, as set out in Resolution 8 and the Appendix B[(1)] dated 11 April 2023. Please refer to the aforementioned Appendix B for further details. The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-back Mandate. The amount of financing required and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on, amongst others, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchase or acquisition and whether the Shares purchased or acquired are cancelled or held as treasury shares. The rationale for the Share Buy-back Mandate, the authority and limitation on the purchase or acquisition of Shares under the Share Buy-back Mandate, the source of funds to be used for the purchase or acquisition including the amount of financing, and illustrative financial effects of the Share Buy-back Mandate are set out in the aforementioned Appendix B[(1)].

Important Notes:

General

1. The AGM will be held in a wholly physical format at Kallang Room, Level 4, Holiday Inn® Singapore Atrium, 317 Outram Road, Singapore 169075 on Wednesday, 26 April 2023 at 2.00 p.m., pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option to participate virtually**. This Notice and the accompanying Proxy Form will be sent to members by electronic means via publication on the Company's website at the URL https://www.platocapital.com/AGM2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements. For convenience, printed copies of this Notice, Proxy Form, Annual Report 2022, Appendix A and Appendix B, will also be sent by post to the members.

Register in person to attend the AGM

2. Members (including CPF and SRS investors) and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately. Members are advised not to attend the AGM if they are feeling unwell.

[(1)] *The Appendix A and Appendix B will be distributed as part of separate letters to the shareholders.*

3. Members holding shares through relevant intermediaries (other than CPF or SRS investors) who wish to participate the AGM in person should instead approach his/her Relevant Intermediary (as defined in Note 10 below) by **2.00 p.m. on Monday**, **17 April 2023** to make the necessary arrangements.

Submission of questions

4. Members (including CPF and SRS investors) may ask questions related to the Resolutions to be tabled for approval at the AGM at the Meeting, or submit questions via email to agm2023@platocapital.com or via post to the registered office of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 in advance of the AGM by **2.00 p.m.** on **Tuesday**, **18 April 2023**.

   When submitting the questions via email or post, members will need to provide the Company with the following details, for verification purpose:

   - the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
   - the member's NRIC/Passport/UEN number;
   - the member's contact number and email address; and
   - the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

   Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its member status.

5. The Company will respond to the substantial and relevant questions prior to and/or at the AGM. The responses to questions from members will be published on the Company's website at the URL https://www.platocapital.com/AGM2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements by **2.00 p.m.** on **Saturday**, **22 April 2023**, or if answered during the AGM, to be included in the minutes of the AGM which will be published on Company's website and SGXNet within one month after the date of the AGM. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

   Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

Voting at the AGM

6. Members (including CPF and SRS investors) can vote at the AGM themselves or through duly appointed proxy(ies). Members who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies) in accordance with the instructions on the proxy form.

7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

   (b) if submitted electronically, be submitted via email to agm2023@platocapital.com,

   in either case by **2.00 p.m.** on **Monday**, **24 April 2023**, being not less than 48 hours before the time appointed for the holding the AGM.

   A member who wishes to submit an instrument appointing a proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the Company's website or the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. A member who wishes to appoint a proxy(ies) for the AGM should refer to the instructions on the Proxy Form for more details.

8. Completion and submission of the instrument appointing a proxy or proxies by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy or proxies for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy or proxies, to the AGM.

9. CPF and SRS investors:

   (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **2.00 p.m.** on **Monday**, **17 April 2023**.

10. A "Relevant Intermediary" means:

   (i) a banking corporation licensed under the Banking Act 1970, 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;

   (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or

   (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Important reminder

11. The Company may be required to change its arrangements for the AGM at short notice. Members are requested to check the Company's website at the URL https://www.platocapital.com/AGM2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements for the latest updates on the status of the AGM.

Personal Data Privacy:

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

Addendum to the Annual Report 2022

Additional Information on Directors seeking re-election pursuant to Rule 720(5) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules").

Information relating to the Retiring Director, pursuant to Rule 720(5) of the Catalist Rules as set out in Appendix 7F of the Catalist Rules is as set out below:

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
Date of Appointment	24 February 2023	2 October 2020
Date of Last Re-Appointment (if applicable)	Not applicable	27 April 2021
Age	54	36
Country of principal residence	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	Based on Ms Tay Hwee Pio's qualifications, expertise and past working experience, the Board is satisfied and has recommended that Ms Tay Hwee Pio be reappointed as Independent Director of the Company, Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee. The Board also considers Ms Tay Hwee Pio be independent for the purpose of Rule 704(7) of the Catalist Rules.	Based on the overall contribution and performance, the Board is satisfied and has recommended that Mr Navinderjeet Singh A/L Naranjan Singh be reappointed as Non-Independent and Non-Executive Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member, etc.)	(i) Independent Director (ii) Chairman of the Audit Committee (iii) Member of the Nominating Committee (iv) Member of the Remuneration Committee	(i) Non-Independent and Non-Executive Director
Professional qualifications	Fellow of the Association of Chartered Certified Accountants Member of Institute of Singapore Chartered Accountants	Postgraduate Diploma in Finance from Massey University Degree in Bachelor of Commerce in Accounting & Finance from University of Auckland
Working experience and occupation(s) during the past 10 years	2012 - 2021 Chief Financial Officer Frasers Centrepoint Asset Management Ltd 2015 - 2019 Member Financial Reporting Technical Advisory Panel, Accounting and Corporate Regulatory Authority 2022 - Current Non-Executive Independent Director CapitaLand China Trust Management Limited	2012 - 2013 Assistant Manager Coverage MIDF Investment Bank 2013 - 2013 Manager Corporate Finance, TA Securities 2014 - 2020 Corporate Finance Manager, Chief Financial Officer, Chief Operating Officer, Chief Commercial Officer and Chief Executive Officer Tune Hotels Group and Ormond Group 2020 - Current Chief Financial Officer ECM Libra Group Berhad

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries. Conflict of interest (including any competing business).	Nil Nil	Nil Mr Navinderjeet Singh A/L Naranjan Singh is currently the Chief Financial Officer of ECM Libra Group Berhad. ECM Libra Group Berhad is a joint venture partner of the Company, where the Company, vide its subsidiaries, and ECM Libra Group Berhad hold interest of equal proportions in several entities that are involved in hospitality business.
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer.	Yes	Yes
Other Principal Commitments* Including Directorships#		
* "Principal Commitments" has the same meaning as defined in the Code – "principal commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8) Present	Principal Commitments: - Nil Directorships: - CapitaLand China Trust Management Limited	Principal Commitments: - Chief Financial Officer ECM Libra Group Berhad Directorships: - Tune Hotels.com (BVI) Limited - Tune Hotels 2 Sdn Bhd - PT Tune Hotels Regional Services Indonesia - Tune Hotels India Services Pte Ltd - Tune Hotels Regional Services (UK) Limited - Tune Hospitality Services (India) Pvt Ltd - Ormond Lifestyle Services Sdn Bhd - Positive Carry Sdn Bhd - TYK Capital Sdn Bhd - Ormond Group Sdn Bhd - ECML Hotels Sdn Bhd - Alchemist Management Services Sdn Bhd - ECM Libra Sdn Bhd

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
Past (for the last 5 years)	Directorships: - FCT MTN Pte. Ltd. - FCT Holdings (Sigma) Pte. Ltd. - Frasers Property Jade Pte. Ltd. - Hektar Asset Management Sdn. Bhd.	Directorships: - Tune Hotels Capital Sdn Bhd - Tune Hotel IP Sdn Bhd - Tune Hotels.Com Capital Partners Ltd - Tune Hotels Regional Services Australia Pty Ltd - THI Sdn Bhd - Tune Hotels Real Estate Sdn Bhd - OHG Services Sdn Bhd - TP International Pty Limited - TP Real Estate Holdings Pte Ltd - Tune Hotels Real Estate Holdings Limited (BVI)
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or any equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgement against him?	No	No

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has even been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
(i) Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) Any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) Any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

NAME OF DIRECTOR	MS TAY HWEE PIO	MR NAVINDERJEET SINGH A/L NARANJAN SINGH
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of an issuer listed on the Exchange? (Yes/No) If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This is a re-election of director.	Not applicable. This is a re-election of director.

PLATO CAPITAL LIMITED
Company Registration No. 199907443M
(Incorporated In The Republic of Singapore)

IMPORTANT:

1. Pursuant to Section 181(C) of the Companies Act 1967, a relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (whether to vote in favour of or against, or to abstain from voting) (please see note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF/SRS monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF/SRS Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
3. 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.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We (Name) ______________________________ (NRIC/Passport/UEN No.) ______________

of (Address) ______________________________

being a member/members of PLATO CAPITAL LIMITED (the "**Company**"), hereby appoint:

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting (the "**AGM**") as my/our proxy/proxies to vote (whether to vote in favour of or against, or to abstain from voting) for me/us on my/our behalf at the AGM of the Company to be held at Kallang Room, Level 4, Holiday Inn® Singapore Atrium, 317 Outram Road, Singapore 169075 on Wednesday, 26 April 2023 at 2.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for, or against, or abstain from voting the Resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof. All resolutions put to vote at the AGM shall be decided by way of poll.

No.	Resolutions relating to:	Number of Votes For^	Number of Votes Against^	Number of Votes Abstain^
As Ordinary Business				
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022			
2	Re-election of Ms Tay Hwee Pio as a Director of the Company			
3	Re-election of Mr Navinderjeet Singh A/L Naranjan Singh as a Director of the Company			
4	Approval of Directors' fees of up to S$160,000 for the financial year ending 31 December 2023, payable half yearly in arrears on or after 1 July 2023 and 1 January 2024			
5	Appointment of BDO LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration			
As Special Business				
6.	Authority to allot and issue shares (Share Issue Mandate)			
7.	Authority to issue shares under the Plato Employee Share Option Scheme 2016			
8.	Adoption of the Share Buy-back Mandate			

^ *Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a Resolution, please tick in the "For" or "Against" box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy/proxies to abstain from voting on a Resolution, please tick in the "Abstain" box provided. Alternatively, please indicate the number of shares that your proxy/proxies is/are directed to abstain from voting.* ***In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.***

Dated this ____________ day of ______________________ 2023

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

____

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

*Delete where inapplicable

Affix
Postage
Stamp

The Registrar
PLATO CAPITAL LIMITED

c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), 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 entitled to attend and vote (whether to vote in favour of or against, or to abstain from voting) at the AGM of the Company is entitled to appoint not more than two proxies to attend and vote (whether to vote in favour of or against, or to abstain from voting) in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a relevant intermediary) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend the AGM and vote (whether to vote in favour of or against, or to abstain from voting) is entitled to appoint more than two proxies to attend and vote (whether to vote in favour of or against, or to abstain from voting) instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

   Under Section 181 of the Companies Act 1967 (the "**Companies Act**"), "relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 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;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. The instrument appointing a proxy(ies) ("**Proxy Form**") must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

   (b) if submitted electronically, be submitted via email to agm2023@platocapital.com,

   in either case, not less than forty-eight (48) hours before the time appointed for holding the AGM, that is by 2.00 p.m. on Monday, 24 April 2023.
6. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM 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 AGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act.

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 11 April 2023.

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.

REGISTERED OFFICE
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632
Telephone : (65) 6536 5355
Facsimile : (65) 6536 1360

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50490 Kuala Lumpur
Malaysia
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Facsimile : (603) 2092 2829