Vibrant Group Limited

EXPANDING WITH STRATEGIC FOCUS

ANNUAL REPORT 2023

CONTENTS

OUR VISION

To be a world-class integrated service provider in logistics, real estate and financial services

OUR MISSION

We harness the synergistic effects of our capabilities in logistics, real estate and financial services

We provide reliable and innovative services to our customers

We deliver credible and sustainable business growth

CORPORATE **PROFILE**

With resilience and fortitude, we focus our experience and expertise on restructuring our strategy to negotiate unprecedented challenges that have affected the global market.

Our efforts to rebalance our asset portfolio, redeploy our capital for greater financial flexibility and adopt technology to enhance our competitive edge have proven to be effective.

Vibrant Group Limited
(formerly known as Freight Links Express Holdings Limited) was incorporated in 1986 and listed on the SGX-ST in 1995 on what was then known as SGX-SESDAQ. The listing was transferred to the SGX Main Board in 1997.

The Group is a leading logistics service provider offering comprehensive range of integrated logistics solutions. The Group's cores business activities also include financial services business and real estate business.

TOTAL ASSETS
$506.0
MILLION

REVENUE
$170.4
MILLION

EBITDA
$35.3
MILLION

OUR BUSINESS LINES

The Group offers a comprehensive range of integrated logistics services including international freight forwarding, chemical storage and logistics, warehousing and distribution, and record management. The Group is also engaged in real estate business in property management, development and investment. Its financial services include fund management and financial leasing services.

OUR NETWORK

Through its global network, the Group is able to connect its customers to over 600 destinations throughout the world. The Group's international freight forwarding business is supported by operations in China, Malaysia, Thailand, Korea and Myanmar and strong strategic partnerships with over 120 freight forwarding agents worldwide.

From a trusted global logistics solutions provider, we have grown and evolved into a dynamic company with a suite of complementary business lines.

OUR BUSINESS LINES

INTEGRATED LOGISTICS SERVICES

For many years, we have carved a strong reputation as a reliable global provider of integrated logistics solutions.

Our Group designs, engineers and manages total logistics solutions, leveraging on its in-depth domain knowledge, innovative capabilities and global logistics infrastructure, powered by information technology and automation.

REAL ESTATE BUSINESS

Complementary to our full suite of integrated logistics solutions, the Group also provides build-to-suit lease solutions for our customers. Additionally, the Group also provides property management services to high-tech industrial park and general warehouses. The Group also invested in various types of properties, such as residential, commercial and industrial building.

FINANCIAL SERVICES

Vibrant Group engaged in financial services such as fund management and financial leasing services.

Vibrant Group invested in Sentosa Asian Credit Offshore Feeder Fund Limited, a liquid Asian ex-Japan credit fund investing in both hard currency bonds (US$/G3) and local currency denominated Asian bonds.

MESSAGE TO SHAREHOLDERS

"Amidst challenges, we recognize the importance of digitalization and the possible impact of artificial intelligence in shaping or influencing the future of the logistics industry. The Group is committed to prioritizing automation to enhance efficiency, reduce costs, and improve service quality. We aim to keep apace with the evolving needs of the logistics industry."

Dear Shareholders,

On behalf of the Board of Directors, it is a pleasure to once again present the Annual Report of Vibrant Group Limited (the "Company" and collectively with its subsidiaries, the "Group") for the financial year ended 30 April 2023 ("FY2023").

FY2023 FINANCIAL PERFORMANCE

In the face of challenging global economic conditions underpinned by rising cost and inflation, the Group has shown that it remains resilient, having achieved a profitable year and reported a net profit attributable to shareholders of the company of $0.2 million in FY2023.

Throughout FY2023, the freight forwarding industry faced significant headwinds, including the continuing supply chain disruptions coupled with a fall in freight rates. The global decrease in demand for goods also saw slower container and vessel volume movements, impacting the Group's financial performance for the year compared to the previous year.

Despite these challenges, the Group recorded revenue of $170.4 million in FY2023, being a decrease of 15.6% from the revenue of $201.8 million recorded in the previous financial year. The lower revenue from the freight and logistics segment, due to falling freight prices and a decrease in traffic, was the primary contributing factor for this reduction. Nonetheless, the Group's gross profit margin improved from 25.8% to 33.7% for FY2023, which was attributed to the drop in freight rates and cost control measures.

Other income fell by 72.7% from $6.0 million in FY2022 to $1.6 million in FY2023, largely due to lower fair value gain on investment property located in China. Additionally, there was an impairment loss on trade and other receivables of $2.3 million recognised during the year, compared to $0.7 million in FY2022, following the assessment of the carrying values of the receivables and considering the factors that indicate the risk of default.

MESSAGE TO SHAREHOLDERS

Other operating expenses saw an increase of 211.0% from $3.3 million in FY2022 to $10.1 million in FY2023, with this being attributable to foreign exchange losses and fair value loss on equity investments. The Group also recognised an impairment loss of $2.6 million on its investment in associates, as well as share of losses from associates of $2.3 million in FY2023.

As a result of these factors and events, the Group's net profit attributable to shareholders of the company decreased by 98.1% from $9.3 million in FY2022 to $0.2 million in FY2023.

Notwithstanding the challenges, the Group maintained prudent financial management, which kept the Group's financial position stable. As of 30 April 2023, our total assets amounted to $506.0 million, with cash and bank balances of $58.2 million and a net gearing of 0.57 times. This reflects our commitment to shareholder value and maximizing returns in a dynamic market landscape.

DIVIDEND

In light of the challenges faced in FY2023, the Board has recommended a first and final one-tier tax-exempt dividend of 0.10 cent per ordinary share, subject to shareholders' approval at the upcoming Annual General Meeting to be held on 29 August 2023. This dividend will be paid fully in cash, reflecting our commitment to shareholder value and loyalty.

OUTLOOK

As we move into FY2024 and beyond, we continue to remain vigilant given the increasing uncertainty due to geopolitical events and climate change, all of which can affect trade flows. The global economic landscape is facing increasing protectionism, trade disputes, rising interest rates, unionisation of labour and increased costs. Amidst these challenges, we recognize the importance of digitalization and the possible impact of artificial intelligence in shaping or influencing the future of the logistics industry. The Group is committed to prioritizing automation to enhance efficiency, reduce costs, and improve service quality. By collaborating with our customers to implement digital solutions and exploring the use of artificial intelligence to analyse real-time data, we aim to keep apace with the evolving needs of the logistics industry.

SUSTAINABILITY

In line with the growing demand for sustainability, the Group is committed to making environmentally conscious choices. We are making efforts to harness solar energy through the installation of solar panels in warehouses as part of Singapore's green energy initiatives. We have successfully deployed solar photovoltaic systems in two warehouse facilities owned by the Group in Singapore, and discussions are underway for solar panel projects to be installed at other warehouse facilities. Additionally, our subsidiary in China has also invested in solar panels, completing the installation during FY2023 at certain industrial properties located in Changshu High Tech Industrial Park, Jiangsu, China.

In relation to the community, we understand the importance of giving back to society through social volunteer activities. Our employees actively participate in volunteer work, including our subsidiary in Thailand supporting activities to combat poverty. Additionally, the Group also made charitable donations as part of its social responsibility initiative.

ACKNOWLEDGEMENT

Before concluding, I must extend my gratitude to our customers, shareholders, business associates, partners and stakeholders for their continued support and valuable contributions. I also like to express my appreciation to my fellow Board members and the entire management team, as well as every employee of the Group, for their commitment and hard work.

Thank You.

Sebastian Tan Cher Liang
Chairman

主席致辞

尊敬的股东们，

我很荣幸代表董事会呈递辉联集团（集团本身及附属子公司）截至2023年4月30日的财政年度（“2023财年”）报告。

2023财年业绩

全球成本上升和通货膨胀导致世界经济形势充满严峻挑战，集团表现仍具有韧性，在2023财年取得盈利，实现归属于公司股东20万新元的净利润。

在2023财年期间，货运行业面临巨大阻力，包括供应链中断和运输价格下跌。全球商品需求持续下降导致集装箱和船舶运输量较去年同期有所减缓，影响集团2023财年的财务表现。

虽然面对这些挑战，集团在2023财年取得收入1.704亿新元，比上一财年的2.018亿新元收入下降了15.6%。货运价格下跌和运输量减少是物流收入下降的主要原因。尽管如此，基于货运价格下跌以及成本控制措施的实施，集团的毛利率从2023财年的25.8%提高至33.7%。

其他收入由2022财年的600万新元降至2023财年的160万新元，降幅为72.7%。这主要是由于中国的投资产业的公允价值增幅降低。此外，在评估应收账款账面价值并考虑违约风险后，2023财年的坏账准备金额为230万新元，而2022财年坏账准备金为70万新元。

其他营业费用由2022财年的330万新元增加到2023财年的1,010万新元，增幅为211.0%，主要是汇兑损失和股权投资公允价值损失。在2023财年集团不仅对其关联公司的投资预提260万新元的减值损失，也计入关联公司230万新元的损失份额。

由于上述因素，公司归属于股东的净利润从2022财年的930万新元下降至2023财年的20万新元，同比下降了98.1%。

尽管面临挑战，集团保持谨慎的财务管理，明确改进发展方向，确保稳健财务状况。截至2023年4月30日，集团总资产达5.060亿新元，现金及银行余额为5,820万新元，净负债率为0.57。集团以良好的财务状况，在不断变化的市场环境中，创造更好的股东价值。

主席致辞

股息

尽管2023财年面临诸多挑战，董事会仍建议每普通股派发免税股息0.10分新元，并在2023年8月29日召开的年度股东大会上提呈股东会批准。该股息将以现金方式全额支付，回报股东对公司的信任与支持。

展望

迈入2024财年以及未来的日子里，我们将继续谨慎地应对市场的不确定性，如地缘政治因素和气候变化。全球经济面临区域保护主义、贸易冲突，利率和成本上涨挑战。在这些挑战之中，我们认识到数码化在未来物流行业的重要性以及人工智能可能产生的影响。集团致力于优先推进自动化，以提高效率、降低成本并改善服务质量。通过与客户合作实施数码化解决方案，并利用人工智能分析实时数据，在不断变化的物流环境中，达到处于行业前端的宗旨。

可持续发展

集团一直致力于经济节能和绿色环境保护，以实现可持续发展。我们正积极在仓库安装太阳能光伏板，以降低电能成本。集团已成功在两个仓库设施中装置太阳能光伏系统，且在研究在其他仓库安装类似的设施。此外，集团在中国也开始安装和运营太阳能发电光伏板块。2023财年，集团已在<常熟飞煌工业园>完成这项装置。

此外，我们深知回馈社会的重要性，集团员工积极参与志愿者活动，例如在泰国参加改善贫困地区生活条件活动。此外，集团在医疗，教育和社区领域也积极参与慈善捐款，承当应尽的社会责任。

致谢

我谨向所有的客户、股东、合作伙伴给予我们的信任和持续支持表示谢意。同时也向董事会、管理团队以及集团的每位成员，对他们的辛勤工作和无私奉献表示衷心的感谢。

陈之亮
集团主席

GROUP CORPORATE STRUCTURE

Vibrant Group Limited

FREIGHT & LOGISTICS

INTERNATIONAL FREIGHT FORWARDING

100%	Freight Links Express Pte Ltd
100%	Crystal Freight Services Pte Ltd
49%	Freight Links Express (Thailand) Co., Ltd
49%	Freight Links Express International Co., Ltd
100%	Freight Links Express (Malaysia) Sdn Bhd
100%	Freight Links Express (Penang) Sdn Bhd
20.05%	FM Global Logistics Holdings Berhad
40%	Wagon Links Pte Ltd
27.6%	Wagon Links Co., Ltd

WAREHOUSING PROPERTY & LOGISTICS

100%	Freight Links Logistics Pte Ltd
100%	Hub & Port Services Pte Ltd
100%	Freight Links Express Logisticentre Pte Ltd
100%	Freight Links Express Logisticpark Pte Ltd
100%	Freight Links Properties Pte Ltd
100%	Crystal Freight Services Distripark Pte Ltd
100%	Freight Links Express Archivers Pte Ltd
100%	Freight Links E-Logistics Technopark Pte Ltd
100%	New Vibrant (Jiangsu) Supply Chain Management Co., Ltd
20%	Busan Cross Dock Co., Ltd
35.64%	Vibrant Pucheng Logistics (Chongqing) Co., Ltd
36.48%	Vibrant Pucheng Holdings Pte. Ltd.
31%	Vibrant Pucheng Property Management (Chongqing) Co., Ltd
44.81%	Vibrant International Freight Forwarding (Chongqing) Co., Ltd

CHEMICAL STORAGE & LOGISTICS

100%	LTH Logistics (Singapore) Pte Ltd
100%	Lee Thong Hung Trading & Transport Sdn Bhd

OTHERS

	China GSD Logistics Pte Ltd (Convertible Preference Shares)

GROUP CORPORATE STRUCTURE

REAL ESTATE BUSINESS

PROPERTY DEVELOPMENT & INVESTMENT

60%	Vibrant Properties Pte Ltd
60%	Vibrant Land Pte Ltd
48%	Fervent Industrial Development (Suzhou) Co., Ltd
60%	Vibrant Investment & Management (Shanghai) Co., Ltd
60%	Vibrant Suzhou Energy Technology Co., Ltd
100%	Saujana Tiasa Sdn Bhd
100%	Shentoncil Pte Ltd
51%	Vibrant DB2 Pte Ltd
40%	Ececil Pte Ltd
40%	Le Space Pte Ltd
23.22%	Figtree Holdings Ltd

FINANCIAL SERVICES

FINANCIAL LEASING

51%	Sinolink Financial Leasing Co., Ltd

FUND MANAGEMENT

30%	Sentosa Capital Pte Ltd

OTHERS

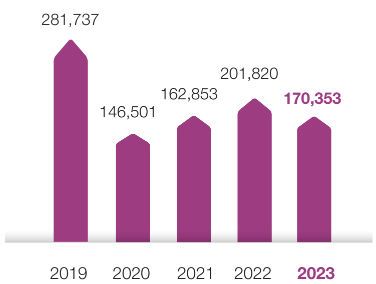
100%	Singapore Enterprises Private Limited

GROUP FINANCIAL HIGHLIGHTS

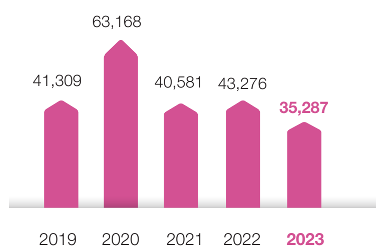
5-YEAR FINANCIAL SUMMARY

	FY2019	FY2020	FY2021	FY2022	FY2023
OPERATING RESULTS					
Revenue ($'000)	281,737	146,501	162,853	201,820	170,353
EBITDA ($'000)	41,309	63,168	40,581	43,276	35,287
Pretax profit/(loss) ($'000)	25,955	13,004	5,873	17,007	2,479
Net Profit ($'000)	7,758	5,466	3,149	9,295	175
EBITDA margin (%)	14.66	43.12	24.92	21.44	20.71
Pretax margin (%)	9.21	8.88	3.61	8.43	1.46
Net margin (%)	2.75	3.73	1.93	4.61	0.10
FINANCIAL POSITION					
Cash and Bank balances	44,195	61,907	54,812	57,078	58,174
Total assets ($'000)	721,761	621,170	573,038	561,497	505,997
Total debt ($'000)	330,233	268,423	232,654	209,264	186,786
Debt/Assets (%)	45.75	43.21	40.60	37.27	36.91
Current assets	348,304	193,233	163,516	167,036	127,612
Current liabilities	298,217	179,116	139,420	141,022	108,135
Net current assets/liabilities ($'000)	50,087	14,117	24,096	26,014	19,477
Shareholders' equity ($'000)	206,383	222,564	227,695	235,414	224,597
Return on Assets (%)	1.07	0.88	0.55	1.66	0.03
Return on Equity (%)	3.76	2.46	1.38	3.95	0.08
Net debt: Equity (times)	1.39	0.93	0.78	0.65	0.57
PER SHARE DATA					
Earnings (cents) – Basic	1.12	0.79	0.45	1.34	0.03
Earnings (cents) – Diluted	1.12	0.79	0.45	1.34	0.03
Dividend (cents)	0.40	–	0.10	0.15	0.10
Net tangible assets (cents)	29.73	32.14	32.85	33.96	32.59

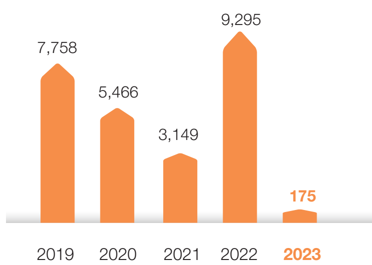
REVENUE ($'000)



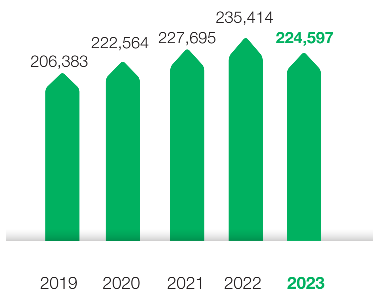
EBITDA ($'000)



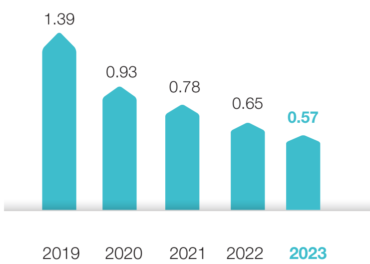
NET PROFIT ($'000)



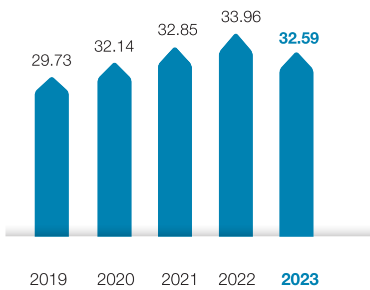
SHAREHOLDERS' EQUITY ($'000)



NET DEBT : EQUITY (times)



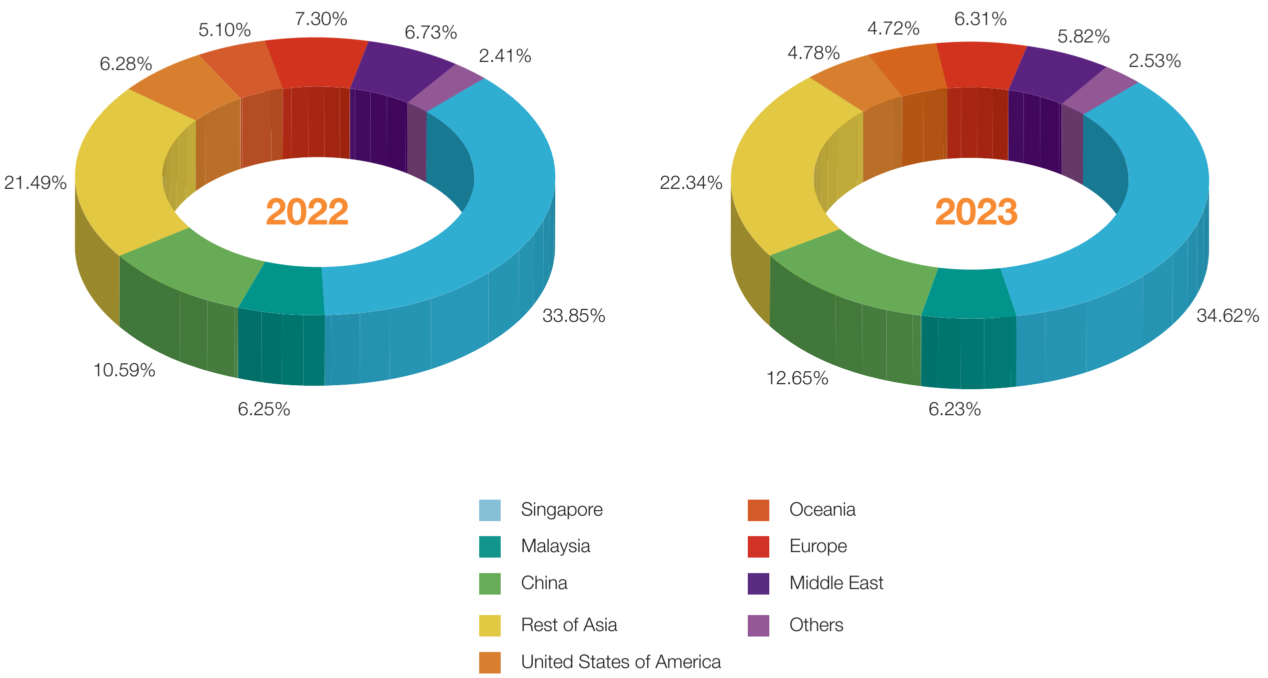
NET TANGIBLE ASSETS (cents)



GROUP
FINANCIAL HIGHLIGHTS

SEGMENTAL RESULTS

REVENUE BY GEOGRAPHICAL SEGMENTS



FREIGHT & LOGISTICS

	FY2022 $'000	**FY2023 $'000**
Revenue	195,285	162,901
Profit for the year	12,222	14,133

FINANCIAL SERVICES

	FY2022 $'000	**FY2023 $'000**
Revenue	23	60
Loss for the year	(8,685)	(7,865)

REAL ESTATE

	FY2022 $'000	**FY2023 $'000**
Revenue	6,512	7,392
Profit for the year	2,484	3,183

* These segmental results exclude unallocated corporate costs and share of profit of associates.

REVIEW OF OPERATIONS

"Emphasizing digital transformation, the Group adopted technology to provide logistics solutions, enhance operational efficiency, optimize supply chain visibility, and offer real-time tracking, quotation, and analytics capabilities."

The Group ended the financial year ended 30 April 2023 ("FY2023") with net profit attributable to shareholders of $0.2 million. The overall revenue dropped by 15.6% to $170.4 million compared to the previous financial year of $201.8 million. The decline was primarily driven by a substantial decrease in the freight and logistics segment, which continues to be the primary contributor to revenue, accounting for 95.6% of the total revenue.

FREIGHT AND LOGISTICS SERVICES

The Freight and Logistics segment recorded a revenue of $162.9 million, representing a 16.6% decline compared to FY2022. The net profit increased from $12.2 million to $14.1 million in FY2023.

International Freight Forwarding

The drop in revenue, approximately 21.0% for the year is largely attributed to factors such as decrease in ocean freight prices and a decline in business volume in the second half of the financial year. The division observed weakened worldwide consumption as a result of the global economy slowdown post-pandemic and lockdowns, which impacted companies' efforts to restore customer orders to pre-pandemic levels.

To maintain its competitive position, the division adopted a customer-centric approach, investing in talent development programs and language upskilling courses to empower employees with the necessary knowledge to adapt to industry trends. The marketing team's strategic assignment to different time zones allowed for effective outreach to global customers.

REVIEW OF OPERATIONS

Additionally, the division made significant strides in expanding its service offerings, strengthening its global network, and exploring opportunities in emerging markets. With travel restrictions lifted after a long wait of more than 2 years since the onset of Covid-19, the overseas marketing team proactively participated in overseas conferences, facilitating business collaborations with new overseas agents visiting the offices frequently.

Emphasizing digital transformation, the division adopted technology to provide logistics solutions, enhance operational efficiency, optimize supply chain visibility, and offer real-time tracking, quotation, and analytics capabilities. The division also intensified its digital marketing efforts in response to the growing popularity of online shopping and the increasing number of internet users embracing e-commerce.

Warehousing and Logistics

Warehousing services, one of the core businesses of the Group, faced a revenue decline of 21.0% in FY2023. The reduction in stockpiling in local warehouses post the Covid-19 pandemic impacted the business. However, demand for the division's warehousing services remained buoyant due to the logistics market's diversity and businesses adopting a "Just-In-Time" and "Just-In-Case" inventory model that maximized the utilization of our warehouse facilities.

To bolster resilience in the face of future challenges, the division prioritized employee upskilling and reskilling, focusing on quality and productivity rather than headcount. Leveraging technology, the division improved warehouse management, optimized processes, and enhanced inventory management through real-time tracking, data integration, and analysis. Maintaining a safe work environment was a key concern, with safety measures and risk management practices being upheld.

Additionally, the division is committed to environmental and social responsibility initiatives such as reducing paper waste and mobile technology for document tallying. Notably, the division has achieved a significant milestone by deploying solar photovoltaic systems in two warehouse facilities, contributing to its commitment to sustainability by reducing carbon footprints within its warehouse facilities through renewable energy.

While rental costs for logistics and warehouse spaces rose amid economic uncertainties and a slowing global outlook, the division exercised prudence in warehouse expansion plans in light of inflation, rising interest rates, and customer price elasticity. Considering global recession fears and macroeconomic uncertainties, the division remained cautious and prudent when evaluating growth opportunities.

Chemical Logistics

The Chemical logistics division reported a 7.0% decline in revenue in FY2023 as customers regularised their inventory levels post pandemic, leading to a slowdown in the division's business volume. This decline in revenue was accompanied by a reduction in cost of sales due to warehouse capacity streamlining.

Addressing the challenge of manpower shortage, the division focused on providing competitive remuneration and working conditions to enhance talent retention and attract new staff. Employee upskilling and refresher training initiatives were also undertaken to maintain a supportive workforce and ensure smooth operations.

REVIEW OF OPERATIONS

The division is also exploring new digital solutions to enhance efficiency and productivity. The introduction of a customer's POS application for use in local deliveries was an ongoing trial, with expectations of a full rollout in the upcoming financial year.

The division's commitment to sustainability was demonstrated through discussions for solar panel installations and the deployment of electric forklifts to reduce carbon emissions within warehouse operations. Additionally, participation in Operation Clean Sweep exemplified its dedication to achieving "zero" pellet loss in plastic waste management. During the year, the division participated in the annual Singapore Chemical Industry Council Responsible Care Awards and is proud to achieve Gold award for Community Awareness & Emergency Response Code and Achievement Awards for Distribution Code and Employee Health & Safety Code.

Looking ahead, the division expects weakening growth in the year of 2023 before a potential recovery in 2024. Ongoing economic uncertainties, inflationary pressures, and geopolitical tensions are factors contributing to the weakened global markets. In response, the division will focus on operational cost containment and invest in viable improvement projects to prepare for market recovery.

REAL ESTATE BUSINESSES

In the Real Estate segment, revenue increased by 13.5% to $7.4 million, while net profit rose to $3.2 million compared to $2.5 million in the previous financial year. However, there was a reduction in fair value gain on investment properties from $3.6 million to $0.4 million.

The main revenue generator in this segment was from industrial properties located in Changshu High Tech Industrial Park, Jiangsu, China. The occupancy rate stood at an average of 94.0% with long-term tenancies from multinational corporate clients.

FINANCIAL SERVICES

The Financial Services segment reported revenue of $0.06 million in FY2023 compared to $0.02 million in the corresponding period last year. Nevertheless, the segment reported a net loss of $7.9 million, compared to the previous year's net loss of $8.7 million.

The lower net loss was attributed to the reversal of deferred tax assets from the financial leasing business in FY2022. However, it was partially offset by the higher impairment loss on trade and other receivables recognized during the year and higher fair value loss on equity investments.

BOARD OF DIRECTORS

SEBASTIAN TAN CHER LIANG

Independent Non-Executive Chairman

Mr Tan was appointed as Independent Non-Executive Director on 5 November 2003 and assumed the role of Independent Non-Executive Chairman on 1 July 2016.

He chairs the Audit Committee and is a member of the Remuneration Committee and the Nominating Committee. He has more than 41 years of experience in corporate advisory and general management.

Mr Tan was the Managing Director and Finance Director of Boardroom Limited which he co-founded in May 2000 and was listed on the Main Board of the SGX-ST from September 2000 to August 2019. Having retired from Boardroom Limited in March 2013, he continues to be an Advisor. Prior to May 2000, he was with Ernst & Young Singapore and its affiliates since September 1973.

He is a qualified financial professional from the Association of Chartered and Certified Accountants of the United Kingdom. He is currently serving on the Boards of various public and private companies, and charitable organisations in Singapore. He was conferred the Public Medal (PBM) in 1996.

PRESENT DIRECTORSHIP IN OTHER LISTED COMPANIES:

Jumbo Group Limited
Kingsmen Creatives Ltd
Wilton Resources Corporation Limited
Food Empire Holdings Limited
IPC Corporation Ltd

PAST DIRECTORSHIP IN LISTED COMPANIES (2019 – 2023):

Ezra Holdings Limited

ERIC KHUA KIAN KEONG

Executive Director and Chief Executive Officer

Mr Khua was appointed as Chief Executive Officer on 5 November 2003. He is a member of the Nominating Committee. He is also a Non-Executive Director of FM Global Logistics Holdings Berhad, an associated company listed on Bursa Malaysia.

He obtained his Bachelor of Science in Electrical Engineering and graduated cum laude from University of the Pacific, United States in 1987.

Mr Khua is Chairman of Nanyang Kuah Si Association, a committee member at Singapore Ann Kway Association, a board member of Tan Kah Kee Foundation. He serves as a patron at Telok Blangah Citizens' Consultative Committee.

He was formerly the President of Singapore Metal and Machinery Association, Vice-Chairman of the Singapore-China Business Association, council member of the Singapore Chinese Chamber of Commerce and Industry, board member of Singapore Thong Chai Medical Institute, Vice-President of World Quanzhou Youth Friendship Association, Chairman of Pei Tong Primary School advisory committee and member of school management committee of Catholic High School.

In China, Mr Khua is Board Chairman of Fujian Anxi No. 8 Middle School, Vice-President of Anxi Charity Federation and the Anxi Fenglai Guitou Charity Federation. In 2009, he was awarded "Outstanding Charitable Works Contribution" by Fujian Provincial Government, People's Republic of China.

柯建强是新加坡辉联集团执行董事兼总裁。同时，他是马来西亚上市物流公司FM Global Logistics Holdings Berhad董事。

目前，柯先生是新加坡南洋柯氏公会主席，新加坡安溪会馆执行委员，陈嘉庚基金会理事。柯先生也是直落布兰雅公民咨询委员会委员。

柯先生曾经任职新加坡五金机械公会会长，新加坡中国商会副会长，新加坡中华总商会董事，新加坡同济医院董事及世界泉州青年联谊会副会长，新加坡培童小学咨询委会主席及公教中学管理会委员。

在中国福建省，柯先生是福建省安溪第八中学校董会会长，安溪县慈善总会副会长，安溪县蓬莱魁头慈善会副会长，2009年荣获福建省人民政府颁发《福建省捐赠公益事业突出贡献奖》。

PRESENT DIRECTORSHIP IN OTHER LISTED COMPANIES:

FM Global Logistics Holdings Berhad

PAST DIRECTORSHIP IN LISTED COMPANIES (2019 – 2023):

Nil

BOARD OF DIRECTORS

FRANCIS LEE FOOK WAH

Executive Director and Chief Financial Officer

Mr Lee was appointed as the Chief Financial Officer for the Group on 1 April 2019 and appointed as the Executive Director on 1 September 2020.

He is responsible for the overall management of finance functions of the Group, matters relating to the regulatory compliance and reporting, and oversee the Group's human resource matters.

Previously, Mr Lee was the Chief Financial Officer of OKH Global Ltd, a company listed on the SGX-ST from 2015 to 2017. Between 2005 and 2011, Mr Lee also served as an Executive Director, Finance Director and Chief Financial Officer of Man Wah Holdings Ltd, a company listed on the Hong Kong Stock Exchange. Mr Lee began his career in 1990 in the Commercial Crime Division of the Criminal Investigation Department, where he served as a senior investigation officer. In 1993, Mr Lee served as an assistant manager in OCBC Bank conducting credit analysis. Between 1994 and 2001, he worked as a dealer's representative for Deutsche Morgan Securities. Mr Lee then served at the Singapore branch of the Bank of China between 2001 and 2004 as a relationship manager. Between 2004 and 2005, he was with AP Oil International Ltd working as an investment and project manager.

Mr Lee graduated from the National University of Singapore with a Bachelor's degree in Accountancy in 1990 and obtained a Master's degree in Business Administration (Investment and Finance) from the University of Hull, UK in 1993. Mr Lee is a Chartered Accountant and a non-practising member of the Institute of Singapore Chartered Accountants. He is also a member of the Singapore Institute of Directors.

Mr Lee is currently an Independent Director of Net Pacific Financial Holdings Ltd, Joyas International Holdings Ltd, Asiaphos Ltd and Pavillon Holdings Ltd and Non-Executive, Non-Independent Director of Figtree Holdings Ltd.

PRESENT DIRECTORSHIP IN OTHER LISTED COMPANIES:

Net Pacific Financial Holdings Limited
Asiaphos Limited
Joyas International Holdings Limited
Figtree Holdings Limited
Pavillon Holdings Limited

PAST DIRECTORSHIP IN LISTED COMPANIES (2019 – 2023):

Sheng Siong Group Limited
Metech International Limited

DEREK LOH EU TSE

Independent Non-Executive Director

Mr Loh was appointed as Independent Non-Executive Director on 5 November 2003. He chairs the Remuneration Committee and the Nominating Committee and is a member of the Audit Committee.

He graduated with honours from the University of Cambridge and practices law in Singapore as an Executive Director of TSMP Law Corporation. He is an Advocate and Solicitor of the Supreme Court.

Mr Loh is also an Independent Director of Adventus Holdings Ltd and Kingsmen Creatives Ltd. He is a member of the Board of Governors of SJI International and also a trustee and a member of the Management Committee of the SJI Philanthropic Fund, a registered charity and IPC in Singapore.

PRESENT DIRECTORSHIP IN OTHER LISTED COMPANIES:

Adventus Holdings Limited
Kingsmen Creatives Ltd

PAST DIRECTORSHIP IN LISTED COMPANIES (2019 – 2023):

Memiontec Holdings Limited
Federal International (2000) Limited
Vietnam Enterprise Investments Limited
Metech International Limited
DISA Limited
Kitchen Culture Holdings Ltd
K2 F&B Holdings Limited

BOARD OF DIRECTORS

ALBERT CHEW KHAT KHIAM

Independent Non-Executive Director

Mr Chew was appointed as Independent Non-Executive Director on 15 November 2021. He is a member of the Audit, Remuneration and Nominating Committees.

He graduated with a Bachelor of Commerce at the University of New South Wales and later qualified as a Chartered Accountant in Australia. He was with Ernst & Young in Singapore and Sydney from 1981 to 1989 and the co-founding partner of Chew & Chiu Chartered Accountants in Sydney from 1989 to 2001. Between 2001 to 2007, he served as the Finance Director of Gennon Group in Hong Kong. He was the Chief Financial Officer for two SGX listed companies from 2007 to 2013 and the Chief Operating Officer for Dynamic Pharma Group (Cambodia) from 2014 to 2017. He has extensive professional accounting and commercial management experience.

Mr Chew is a Fellow of the Chartered Accountants in Australia & New Zealand (FCA), Fellow of the Hong Kong Institute of Certified Public Accountants (FCPA), Fellow of the Financial Services Institute of Australasia (F Fin), Chartered Accountant of the Singapore Institute of Chartered Accounts (CA Singapore), Member of the Australian Institute of Managers and Leaders.

Mr Chew is also currently a Director of Joe Grand Eco Investment Co., Ltd (Cambodia), an Independent Non-Executive Director of Kuchai Development Berhad, Sungei Bagan Rubber Company (Malaya) Berhad and Kluang Rubber Company (Malaya) Berhad. He is also the 1st Vice Chairman cum Non-Executive Director of the Lions Home for the Elders in Singapore.

PRESENT DIRECTORSHIP IN OTHER LISTED COMPANIES:

Kuchai Development Berhad
Sungei Bagan Rubber Company (Malaya) Berhad
Kluang Rubber Company (Malaya) Berhad

PAST DIRECTORSHIP IN LISTED COMPANIES (2019 – 2023):

Nil

SENIOR EXECUTIVES

ALEX NG BOON CHUAN
Director/Executive Vice President
Freight Links Express Pte Ltd

Mr Ng is the Executive Vice President of Freight Links Express Pte Ltd ("Freight Links Express") and has more than 39 years of experience in sales and marketing, agency and market development. He is responsible for the overall freight forwarding operations of Freight Links Express. His knowledge and experience are drawn from the long-standing career he has established in Freight Links Express since joining in August 1984.

JOHN LIM SUI SEN
Senior Vice President (Projects)

Mr Lim is the Senior Vice President (Projects) of Vibrant Group Limited. He supports the Group in projects development work, and oversees the leasing and management of a portfolio of property. Prior to that, he was responsible for credit management. Mr Lim has been with the Group since January 2004. Prior to joining the Group, Mr Lim worked with a leading express and logistics company for several years in the area of credit management, operations and projects.

Mr Lim holds a Bachelor of Business (in the field of Accountancy) from the Royal Melbourne Institute of Technology.

DON TANG FOOK YUEN
General Manager
LTH Logistics (Singapore) Pte Ltd

Mr Tang joined the LTH Group of Companies as its General Manager in August 2011. Prior to joining the Group, he had over 16 years of senior management experience in the manufacturing sector overseeing corporate strategy, business development, operations, human resource and finance functions. He has also had previous work experience in the finance and publishing industries.

Mr Tang graduated from the National University of Singapore with a Bachelor of Business Administration degree before obtaining his Masters of Science in International Marketing from the University of Strathclyde.

LEE SENG HOCK
Senior Vice President
Freight Links Express Pte Ltd / Hub & Port Services Pte Ltd

Mr Lee is the Senior Vice President of Freight Links Express. He joined Freight Links Express in October 1982 and has more than 41 years of experience in freight operations. He is responsible for the freight and operations of Freight Links Express. In January 2022, he took on additional responsibilities to overseeing container freight station operations located in Keppel Distripark.

ADRIAN CHIA SENG CHYE
Head
Crystal Freight Services Pte Ltd

Mr Chia joined Freight Links Express in September 1988 and has more than 34 years of experience in sales and marketing. He was the Vice President (Consolidation & Marketing) of Freight Links Express before being transferred to head Crystal Freight Services Pte Ltd ("Crystal Freight Services") in May 2021. He is responsible for sales and marketing, business development, total logistics services, overall growth, and expansion of Crystal Freight Services. Presently, he is also overseeing Freight Forwarding operations in Malaysia.

SUSTAINABILITY REPORT SUMMARY

Sustainable development has always been an important considerations for the Group. While catering to customers' needs with efficiency and reliability, the Group continues to pursue sustainability to meet its stakeholders' expectations and demands.

Information on our sustainability policies, practices, performance and targets can be found in our sustainability report, which is prepared in accordance with the Singapore Exchange ("SGX")'s sustainability reporting requirements, consistent with Task Force on Climate-related Financial Disclosure ("TCFD") recommendations and with reference to the Global Reporting Initiative ("GRI") Standards.

The sustainability report will include information and data regarding the sustainability performance of the Group's most material business at our offices in Singapore and our freight and logistics business. The activities included are international freight forwarding, warehousing property and logistics, as well as chemical storage and logistics operations for the financial year ended 30 April 2023 ("FY2023").

The sustainability report sets out the Group's targets for the forthcoming years in relation to each material environmental, social and governance ("ESG") factor identified. Apart from providing information on the status of the targets previously set by the Group, the Group has improved its sustainability strategy by setting targets for multiple time horizons. This allows the Group to increase transparency and accountability of its sustainability commitments as well as assess the effectiveness of its ESG policies and management systems.

In FY2023, we underwent a systematic materiality assessment process to identify and prioritise the Group's material ESG factors. The identified material ESG factors are as follows:

GOVERNANCE	ECONOMIC	ENVIRONMENTAL	SOCIAL
Governance	Economic Performance	Energy	Employment
Anti-corruption		Emissions	Labour/Management Relations
		Waste	Diversity and Equal Opportunity
		Water and Effluents	Non-discrimination
		Materials	Training and Education
		Critical Incident Risk Management	Occupational Health and Safety
			Customer Privacy
			Corporate Social Responsibility

A greater depth of qualitative and quantitative disclosures on topics including the Group's sustainability governance structure, stakeholder engagement, materiality assessment and performance on material ESG factors will be presented in the sustainability report. We will monitor our progress in achieving our sustainability targets, continuously improve our management of key sustainability risks and opportunities, and strive for more sustainable growth for the Group.

CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN
Sebastian Tan Cher Liang, PBM

EXECUTIVE
Eric Khua Kian Keong
Francis Lee Fook Wah

NON-EXECUTIVE INDEPENDENT
Sebastian Tan Cher Liang, PBM
Derek Loh Eu Tse
Albert Chew Khat Khiam

AUDIT COMMITTEE
Sebastian Tan Cher Liang, Chairman
Derek Loh Eu Tse
Albert Chew Khat Khiam

NOMINATING COMMITTEE
Derek Loh Eu Tse, Chairman
Sebastian Tan Cher Liang
Eric Khua Kian Keong
Albert Chew Khat Khiam

REMUNERATION COMMITTEE
Derek Loh Eu Tse, Chairman
Sebastian Tan Cher Liang
Albert Chew Khat Khiam

COMPANY SECRETARY
Noraini Binte Noor Mohamed Abdul Latiff

SHARE REGISTRAR
TRICOR BARBINDER SHARE REGISTRATION SERVICES
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road #11-02
Singapore 068898
Tel: 6236 3333
Fax: 6236 4399

REGISTERED OFFICE
51 Penjuru Road #04-00
Singapore 609143
Tel: 6262 6988
Fax: 6261 3316

AUDITORS
FOO KON TAN LLP
Public Accountants and
Chartered Accountants
1 Raffles Place #04-61
One Raffles Place Tower 2
Singapore 048616

Kong Chih Hsiang Raymond, Partner-in-charge
(appointed since FY2020)

PRINCIPAL BANKERS
UNITED OVERSEAS BANK LIMITED
80 Raffles Place
UOB Plaza
Singapore 048624

OVERSEA-CHINESE BANKING CORPORATION LIMITED
65 Chulia Street
OCBC Centre
Singapore 049513

RHB BANK BERHAD
90 Cecil Street
RHB Bank Building #12-00
Singapore 069531

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

The Board of Directors and Management are committed to ensuring and maintaining high standards of corporate governance in accordance with the principles and guidelines set out in the Singapore Code of Corporate Governance 2018 (the "2018 Code") and the accompanying Practice Guidance issued on 6 August 2018, which forms part of the continuing obligations under the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Listing Manual") to enhance long-term shareholders' value through enhancing corporate performance and accountability.

This report sets out the Group's corporate governance practices in place during the financial year ended 30 April 2023 ("FY2023"). The Company will continually review its corporate governance practices in compliance with the 2018 Code. The Board confirms that the Group has generally adhered to the principles and guidelines set out in the 2018 Code for FY2023. Where there are deviations from the 2018 Code, appropriate explanations are provided.

Guide	Compliance with the 2018 Code
	The Board, after making due inquiries, believes that the Company has complied in all material aspects with the principles and guidelines as set out in the 2018 Code. We show details of our compliance in this report.
I. BOARD MATTERS The Board plays a pivotal role in overseeing the Group's overall strategy and business direction and is collectively responsible for the Group's long-term success. The Management has been providing Directors with full and timely information to assist the Directors in the fulfillment of their responsibilities.	
Principle 1: The Board's Conduct of Affairs	
1.1	The Board has five (5) directors which comprises two (2) Executive Directors and three (3) Non-Executive Independent Directors ("Independent Directors") for FY2023. The principal functions of the Board are as follows: • Oversee the Group's overall strategic and business direction and is collectively responsible for the Group's long-term success. • Provide entrepreneurial leadership, setting strategic objectives as well as constructively challenge Management and review its performance. • Ensure necessary financial and human resources are in place for the Group to meet its objectives. • Establishing a framework of prudent and effective controls for risk management and internal controls, safeguarding shareholder's interests and the Group's assets as well as setting values and standards (including ethical standards) for the Group and is mindful of the Group's social responsibilities. The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group and work with the Management to make objective decisions in the interest of the Group. The Board has clear guidelines for dealing with conflicts of interest. Where a director faces a conflict of interest, the director shall disclose this and recuse himself from meetings and decisions involving the issue. All interested persons transactions are reviewed and approved by the Audit Committee to ensure these transactions are conducted on an arm's length basis. On an annual basis, each director submits a director's interest declaration for the purpose of monitoring interested persons transactions.

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Guide	Compliance with the 2018 Code
	The Group's business is effectively managed by the Board and properly conducted by Management. The Board ensures the proper observance of corporate governance practices, which includes setting of code of conduct and ethics, appropriate tone-from-the-top and desired organizational culture, and ensures proper accountability within the Group.
1.2	All new Directors appointed to the Board are briefed by the Chairman, as well as the chairmen of the Board Committees, on issues relevant to the Board and Board Committees. They are also briefed by senior management on the Group's business activities, strategic direction and policies, key business risks, the regulatory environment in which the Group operates, and governance practices, as well as their statutory and other duties and responsibilities as Directors. All newly appointed or existing Directors are provided with opportunities to undergo training which are relevant, to effectively discharge their duties, and to enhance their skills and knowledge and to continually improve the performance of the Board. The Company will fund Directors' participation at industry conferences, seminars or any training programmes in connection with their duties as Directors. The management will keep the Directors up-to-date on pertinent developments in the business including changes in relevant laws and regulations, 2018 Code, financial reporting standards and industry related matters. News release issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("ACRA") which are relevant to the Directors are also circulated to the Board. During the year, the Directors were briefed by professionals at Audit Committee meetings on regulatory changes and changes in financial reporting standards as well as issues which may have an impact on financial statements. The Directors had been briefed on the Key Audit Matters in the auditor's report and regular updates on the strategic development of the Group. On an ongoing basis, the Directors are updated on amendments and requirements of the SGX-ST and other statutory and regulatory changes which have an important bearing on the Company and the Directors' obligations to the Company, from time to time. During FY2023, all Directors have attended the mandatory training on sustainability matters as prescribed under Rule 720(7) of the Listing Manual.
1.3	The Board of Directors objectively takes decisions in the interests of the Group. Other than the compliance with the Companies Act 1967 of Singapore and the rules and regulations applicable to a public company, matters requiring the Board's specific approval are those involving material acquisition and disposal of assets/ investments, corporate or financial restructuring, material financial/funding arrangements and provision of all corporate guarantees, corporate exercises and budgets.
1.4	The Board is supported by a number of committees to assist it in the discharge of its responsibilities and to enhance the Company's corporate governance framework. These committees include the Audit Committee ("AC"), Nominating Committee ("NC") and the Remuneration Committee ("RC"). These Board Committees are given specific responsibilities and are empowered to deal with matters within the limits of the authority set out in the terms of reference of their appointments. While the Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters still lies with the entire Board.

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Guide	Compliance with the 2018 Code
1.5	The Board and its Committees conduct regular scheduled meetings that are planned in advance during the year to review and approve the release of the Group's financial results. Additional meetings are convened as and when circumstances warrant. In addition, ad-hoc meetings are held to address significant issues and transactions. On occasions when Directors were unable to attend meetings in person, telephonic or video-conference means were used as allowed under the Company's Constitution. The Board and the AC meet on a half-yearly basis to review and approve the release of the Group's half year and full year financial results, and the NC and RC will conduct planned annual meetings. However, the Board and its Committees will continue to convene ad-hoc meetings to address significant issues and transactions. In line with our commitment to sustainability, the Company issued each Director with an electronic tablet device during the meetings to enable them to access and read meeting papers electronically in place of hard-copy printouts. The attendance of the Directors at Board and Committee meetings in FY2023, as well as the frequency of such meetings are set out below.

	Board		Audit Committee		Remuneration Committee		Nominating Committee		General Meeting	
	No. of Meetings		No. of Meetings		No. of Meetings		No. of Meetings		No. of Meetings	
Name of Director	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Eric Khua Kian Keong	2	2	2	2*	1	1*	1	1	1	1
Sebastian Tan Cher Liang	2	2	2	2	1	1	1	1	1	1
Derek Loh Eu Tse	2	2	2	2	1	1	1	1	1	1
Francis Lee Fook Wah	2	2	2	2*	1	1*	1	1*	1	1
Albert Chew Khat Khiam	2	2	2	2	1	1	1	1	1	1

Annotation:
**Attended as an attendee.*

Guide	Compliance with the 2018 Code
1.6	Directors are regularly updated by Management on developments within the Group. The Board is provided with timely and adequate information prior to Board meetings and whenever necessary. Detailed papers are circulated as necessary for items requiring the Board's approval. Directors receive periodic financial and operational reports, budgets, forecasts and other disclosure documents on the Group's businesses prior to Board meetings. Senior Management who have prepared the papers, or who can provide additional insight into the matters to be discussed, are invited to present the paper or attend at the relevant time during Board and Board Committee meetings. In respect of budgets, any material variance between the projections and actual results are disclosed and explained.

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Guide	Compliance with the 2018 Code
1.7	Directors have separate and independent access to the Management and the Company Secretary at all times. The appointment and removal of the Company Secretary is a decision of the Board as a whole. The Company Secretary attends all Board meetings and advises the Board on all governance matters, as well as facilitating orientation and assisting with the professional development of the Board. The Board may seek and obtain independent professional advice at the Company's expense, where necessary, to fulfill and discharge their duties and responsibilities as Directors.
Principle 2: Board Composition and Guidance	
2.1	The Board, taking into account the views of the NC, assesses the independence of each Director annually in accordance with the guidance in the 2018 Code. A Director is considered independent if he is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of the Group. Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse are long serving members who had each served for an aggregate period of more than nine (9) years on the Board. The Board has observed their performance at Board Meetings and other occasions and have no reasons to doubt their independence in the course of discharging their duties. The Board felt that the two (2) Independent Directors had continued to exhibit strong independent business judgment on corporate affairs; of which the Board valued their contributions and expertise. In addition, the two (2) Independent Directors are not related to any substantial shareholders or Directors and have no shares or any conflict of interest with the Group. The Board is satisfied that the independency of these two (2) board members had not been compromised despite their long service on the Board. The continued appointment of Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse as an independent director had been sought and approved under the two-tier shareholders voting, pursuant to the Listing Manual, at the Company's Annual General Meeting ("AGM") held on 27 August 2021. On 11 January 2023, SGX Regco announced the amendments to the Listing Manual to prescribe a nine-year tenure limit for Independent Directors, beyond which such Director will no longer be considered as independent. Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse had each served for an aggregate period of more than nine (9) years on the Board, and as such, Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse would not be considered as Independent Directors after the conclusion of the AGM to be held in 2024 for the financial year ending 30 April 2024. The independence of each Director is reviewed annually by the NC. Each independent Director is required annually to complete a checklist to confirm his independence. The checklist is drawn up based on the guidelines provided in the 2018 Code and the Listing Manual. Thereafter, the NC reviews the checklist completed by each Independent Director, assess the independence of the Independent Directors and recommends its assessment to the Board.
2.2	The Group's chairman Mr Sebastian Tan Cher Liang is a Non-Executive, Independent Director and is not related to the Chief Executive Officer ("CEO").

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

<table>
<tr><th>Guide</th><th>Compliance with the 2018 Code</th></tr>
<tr><td>2.3</td><td>In FY2023, the Board is made up of two (2) Executive Directors and three (3) Non-Executive Directors. The three (3) Non-Executive Directors, all of whom, making up more than half of the Board, are independent, thus providing for an independent element on the Board capable of exercising objective judgment on corporate affairs of the Group.

The role of the Non-Executive Directors encompasses the following: (i) to constructively challenge and help develop proposals on strategy; and (ii) to review the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.</td></tr>
<tr><td>2.4</td><td>The NC conducted its annual review on the composition of the Board which comprises members from different backgrounds whose core competencies, qualifications, skills and experiences are extensive. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

Taking into account the scope and nature of the operations of the Group, it is the NC's considered opinion that the current composition and size of the Board and Board committees are appropriate and as a group, the Directors provide relevant competencies to facilitate effective decision making for the existing needs and demands of the Group's businesses. Details of the Directors' qualifications, background and working experience, principal commitments and shareholdings in related corporations are found under the "Directors' Profile" section of this Annual Report. The Board's decision-making process is not dominated by any individual or small group of individuals.

The Board members for the financial year ended on 30 April 2023 are as follows:

<table><tr><th><u>Name of Director</u></th><th><u>Nature of Appointment</u></th></tr><tr><td>Sebastian Tan Cher Liang</td><td>Non-Executive, Independent</td></tr><tr><td>Eric Khua Kian Keong</td><td>Executive, Non-independent</td></tr><tr><td>Francis Lee Fook Wah</td><td>Executive, Non-independent</td></tr><tr><td>Derek Loh Eu Tse</td><td>Non-Executive, Independent</td></tr><tr><td>Albert Chew Khat Khiam</td><td>Non-Executive, Independent</td></tr></table>
The Group recognizes and embraces the benefits of diversity of experience, age, skill sets, gender and ethnicity on the Board ("Board Diversity") and views Board Diversity as an essential element to attain its strategic objectives and sustainable development. The existing Board comprises only male Directors which diverges from the recommended practice. Nonetheless, the Board is committed to pursue gender diversity on the Board. The NC is constantly on the lookout for appropriate female candidates, and in this connection, the NC will ensure that female candidates are included for consideration whenever it seeks appointment of a member to the Board. The core criteria for all new or potential member of the Board remains as skills, experience, knowledge, insights, gender and relevance to the Board.</td></tr>
</table>

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Guide	Compliance with the 2018 Code
	The Board is made up of two (2) Executive Directors and three (3) Non-Executive Directors. The three (3) Non-Executive Directors, all of whom, making up more than half of the Board, are independent. The Board has an independent element that sufficiently enables it to exercise objective judgement and no individual or group of individuals dominate the Board's decision-making process. The Board believes that its current composition and size provide an appropriate balance and mix of skills, experience and knowledge of the Group. The Directors provide core competencies such as accounting, finance, legal and human resource expertise, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge required for the Board to be effective. The Board had adopted a written Board Diversity Policy (the "Board Diversity Policy") at the recommendation of the NC in FY2023. The Board Diversity Policy takes into consideration criteria such as qualification, age, gender, experience, and expertise in various fields, in the relevant industry. The Board believes this approach reflects an appropriate balance between delivering business performance, growing shareholder returns, and progressing diversity. The Board recognises the importance and value of gender diversity in the composition of the Board.
2.5	To facilitate a more effective check on Management, the Non-Executive Directors may be called if necessary to formally meet without the presence of Management or the Executive Directors to review any matter that must be raised privately. During the year, the Independent Directors, led by the Independent Chairman, met regularly and on an ad hoc basis with the CEO and the senior management team as well as the other Non-Executive Directors to discuss challenges faced by the Group and provided feedback to the Board. The Company also benefited from the Management's ready access to its Directors for guidance and exchange of views both within and outside the formal environment of the Board and Board committees meetings.
Principle 3: Chairman and Chief Executive Officer	
3.1	The Chairman of the Board is Non-Executive and is separate from the office of the Group CEO. The Chairman leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the Group CEO is responsible for implementing the Group's strategies and policies, and for conducting the Group's business. The Chairman and the Group CEO are not related.
3.2	The Chairman, Mr Sebastian Tan Cher Liang, bears primary responsibility for the management of the Board. He leads the Board, encourages Board's interaction with Management, facilitates effective contribution of Non-Executive Directors, encourages constructive relations among the Directors, and promotes high standards of corporate governance. He also ensures effective communication with shareholders and encourages constructive relations within the Board and between the Board and Management. Prior to each Board meeting, the Chairman determines the agenda for the meeting and instructs the Company Secretary to disseminate it to all Directors at least seven (7) days before the meeting. He leads the meetings and ensures full discussion of each agenda item, as appropriate. The Chairman ensures that Board members engage the Management in constructive debate on various matters including strategic issues. He also oversees the quality and timeliness of information flow between the Management and the Board.

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

<table>
<tr><th>Guide</th><th>Compliance with the 2018 Code</th></tr>
<tr><td></td><td>The CEO leads the development of the Group's business and operational strategies, oversees the implementation of the Group's long and short term plans in accordance with its strategies, ensures the Group is properly organized and staffed, assesses and monitors the principal risks of the Group and ensures effective internal controls and risk management systems are in place.

The Board has established various committees with power and authority to perform key functions beyond the authority of, or without undue influence from, the Chairman and/or the CEO. The Board is of the view that there is an appropriate balance of power and authority at the top of the Company and no single Director has considerable concentration of power.</td></tr>
<tr><td>3.3</td><td>The Group currently has not appointed a Lead Independent Director given that the Chairman and CEO are separate persons and the Chairman is independent. The Board believes that there is a strong and independent element on the Board and adequate safeguards are in place against an uneven concentration of power and authority vested in any single individual. Notwithstanding this, the Non-Executive and Independent Chairman functions as a lead independent director in that he is available to address concerns, if any, to the Company's shareholders. Shareholders with concerns may contact him directly, when contact through the normal channels via the CEO or CFO have failed to provide appropriate and satisfactory resolution.</td></tr>
<tr><td colspan="2">Principle 4: Board Membership</td></tr>
<tr><td>4.1</td><td>The Group believes Board renewal to be an on-going process and is required to ensure good corporate governance as well as maintain relevance to the changing needs of the Group's business.

The NC is responsible for the identification and selection of new Directors. The NC is guided by key terms of reference as follows:

• Make recommendation on all Board and Board committee appointments and re-appointments;
• Review succession plans for Directors, including the Chairman, the CEO and key management personnel;
• Determine the performance criteria and evaluation process for assessing the performance of the Board, the Board committees and individual Directors;
• Determine on an annual basis whether or not a Director is independent;
• Review and recommend training and professional development programs for the Directors;
• Set guideline on multiple board representations; and
• Assess whether or not a Director is able to and has been adequately carrying out his duties.</td></tr>
<tr><td>4.2</td><td>The NC comprises four (4) Directors, three (3) of whom, including the Chairman, are Non-Executive and Independent.

The members of the NC as at the date of this Report are as follows:

Mr Derek Loh Eu Tse — Chairman (Non-Executive, Independent)
Mr Sebastian Tan Cher Liang — Member (Non-Executive, Independent)
Mr Albert Chew Khat Khiam — Member (Non-Executive, Independent)
Mr Eric Khua Kian Keong — Member (Executive, Non-independent)</td></tr>
</table>

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Guide	Compliance with the 2018 Code
4.3	The NC is responsible for recommending identified candidates to the Board to fill vacancies arising from resignation or retirement, or if there is a need to appoint additional Directors to fill a competency gap in the Board. The Company has in place a process for selecting and appointing new Directors. This process includes an evaluation of the candidate's capabilities, character and how the candidate fits into the overall desired competency of the Board. The NC may recourse to both internal sources as well as external sources to draw up a list of potential candidates. Short-listed candidates would be required to furnish their curriculum vitae stating in detail their qualification, working experience, employment history, in addition to completing certain prescribed forms to enable the NC to assess the candidate's independence status and compliance with the Company's established internal guidelines. Regulation 94 of the Company's Constitution requires one third of the Board, with the exception of any Director appointed to fill casual vacancy pursuant to Regulation 76, to retire by rotation at every AGM. Regulation 76 provides that any Director so appointed shall hold the office until the next AGM, but shall be eligible for re-election. Each member of the NC shall abstain from voting on any resolutions in respect to his re-nomination as a Director. The Board will also take reference from its Board Diversity Policy with respect to selecting and appointing new Directors, and re-electing incumbent Directors. At the forthcoming AGM, Mr Eric Khua Kian Keong and Mr Derek Loh Eu Tse will be retiring by rotation pursuant to Regulation 94 of the Company's Constitution. The two (2) directors, being eligible for re-election, have offered themselves for re-election. The NC has, following deliberations on matters relating to Mr Eric Khua Kian Keong, recommended and the Board has agreed that at the forthcoming AGM, Mr Eric Khua Kian Keong and Mr Derek Loh Eu Tse will be retiring and are nominated for re-election. In making the recommendation, the NC has considered, amongst others, the retiring directors' skills, experience and contribution to the Board. Profile of each of the Directors seeking re-election is provided under the section on Additional Information on Directors Seeking Re-election in the Annual Report.
4.4	The NC conducted an annual review of the independence of the Directors as mentioned under Guideline 2.1 above based on their declarations of independence (or otherwise), which were drawn up based on the guidelines provided under the 2018 Code. In addition, as and when circumstances require, the NC will also assess and determine a Director's independence. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the 2018 Code having regard to their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence. The Independent Directors have also confirmed their independence in accordance with the 2018 Code.

Guide	Compliance with the 2018 Code
	The NC has assessed the independence of Mr Sebastian Tan Cher Liang, Mr Derek Loh Eu Tse and Mr Albert Chew Khat Khiam, and is satisfied that there is no relationship or other factors such as gifts or financial assistance, past association, business dealings, representative of shareholder, financial dependence, relationship with the Group or the Group's management, etc. which would impair their independent judgement. As Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse have served the Board as Independent Non-Executive Directors for more than nine (9) years, the NC had performed a rigorous review of their continuing independence. During its review, the NC noted that, notwithstanding that they have served the Board beyond nine (9) years, they continue to demonstrate strong independence in character and judgement in engaging and challenging Management in the interests of the Group at the Board and Board Committee meetings. Neither they nor their immediate family members have any relationship or business dealings with the Group and the Company's substantial shareholders in the current or immediate past financial year. Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse have, over the years, participated in the proceedings and decision-making process of Board meetings. They have constructively challenged and reviewed the performance of Management in achieving agreed goals. The NC also recognises that Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse developed substantial insight of the Group's business and operations and will continue to value add to the Board. In considering the above factors and taking into account their contribution in terms of experience, expertise, professionalism and integrity, the NC is of the view that Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse continue to be independent. Accordingly, Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse duly abstained from the NC/Board's determination of their independence. The Board, having taken into account the views of the NC, determines that Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse are independent. As mentioned under Guideline 2.1 above, in accordance to Rule 210(5)(d)(iv) of the Listing Manual which took effect from 11 January 2023, Mr Sebastian Tan Cher Liang and Mr Derek Loh Eu Tse would not be considered as Independent Directors after the conclusion of the AGM to be held in 2024 for the financial year ending 30 April 2024.
4.5	The NC ensures that new Directors are aware of their duties and obligations. The Board has determined the maximum number of board appointments in listed companies that a Director can hold shall not be more than seven (7), so as to ensure that the Directors are able to commit their time to effectively discharge their responsibilities. All the Directors currently do not hold more than seven (7) listed company board representations. The NC has reviewed each Director's outside directorships and their principal commitments as well as each Director's attendance and contributions to the Board. Despite the multiple directorships of some Directors, the NC is satisfied that the Directors spent adequate time on the Company's affairs and have carried out their responsibilities.

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	Key information of each member of the Board including directorships and chairmanships both present and those held over the preceding five (5) years in other listed companies, other major appointments, academic/professional qualifications, memberships/chairmanships in the Company's Board committees, date of first appointment, and other relevant information, can be found under the "Directors' Profile" section of this Annual Report. There is no alternate Director on the Board.
Principle 5: Board Performance	
5.1	The NC has implemented a process for evaluating the effectiveness of the Board as a whole and its Board Committees, the contribution by each individual Director to the effectiveness of the Board, and the effectiveness of the Chairman of the Board. The NC has established objective criteria to evaluate the Board's performance. The benchmark for the Board performance evaluation include the appropriate size and composition of the Board, access to information, processes and accountability, communication with Management and shareholders.
5.2	The Company has implemented a formal process to evaluate the performance of the Board as a whole and its ability to discharge its responsibilities in providing stewardship, corporate governance and oversight of Management's performance. The NC evaluates the Board's performance as a whole on an annual basis. For the year under review, all Directors have completed the Board performance evaluation forms to assess the overall effectiveness of the Board. To ensure confidentiality, the evaluation forms completed by all Directors were submitted to the Company Secretary for collation and the consolidated responses were presented to the NC for review and discussion. The NC has reported to the Board on its review of the Board's performance for the year. No external facilitator has been engaged for this purpose. Evaluation of individual Director's performance is a continuous process. The assessment of a Director is based on criteria such as relationship with the Company, experience in being a company director and various competencies and knowledge and wealth of experience. The NC together with the Chairman of the Board evaluates the effectiveness of the Board in monitoring management's performance against the goals that have been set by the Board.
II. REMUNERATION MATTERS Matters concerning remuneration of the Board, key management and other employees who are related to the controlling shareholders and/or our Directors (if any) are handled by the RC whose primary function is to establish formal and transparent policies on remuneration matters in the Company. Matters which are required to be disclosed in the annual remuneration report have been sufficiently disclosed in this Report and in the Financial Statements of the Company and of the Group.	

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Principle 6: Procedures for Developing Remuneration Policies	
6.1	To attract, retain and motivate Directors and employees, the RC establishes appropriate remuneration frameworks for the Directors and employees of the Company. Such frameworks are being reviewed periodically to ensure that they remain relevant. The RC will recommend to the Board a framework of remuneration for fixing the remuneration packages of individual Directors and key management personnel. Members of this Committee are knowledgeable in the field of executive compensation. Directors' fees are established annually for the Chairman and the other Directors. Additional fees are paid for participation in Board Committees. The level of fees takes into account the size and complexity of the Company's operations, and the responsibilities and workload requirements of Directors. The fees are submitted to shareholders for approval at each AGM. The RC reviewed and approved the remuneration package (which includes salaries, allowances, bonuses and benefits-in-kind) of the Executive Directors after considering inter alia the achievement of their KPIs. In addition, the RC reviewed the performance of the Group's key management personnel (excluding those employed by the listed subsidiary which has its own remuneration committee), taking into consideration the CEO's assessment of and recommendation for bonus and remuneration. No member of the RC was involved in deciding his own remuneration.
6.2	The RC comprises three (3) Non-Executive Directors, all of whom are independent. The members of the RC as at the date of this Report are as follows: Mr Derek Loh Eu Tse — Chairman (Non-Executive, Independent) Mr Sebastian Tan Cher Liang — Member (Non-Executive, Independent) Mr Albert Chew Khat Khiam — Member (Non-Executive, Independent)
6.3	The RC is guided by key terms of reference as follows: • Review and recommend to the Board a general framework of remuneration and specific remuneration packages for each Director and key management personnel and the implementation of any appropriate performance-related elements to be incorporated in the remuneration framework; • Review annually the remuneration packages of employees who are related to any of the Directors or any substantial shareholder of the Group; and • Establish appropriate remuneration framework to motivate and retain Directors and executives, and ensure that the Company is able to attract appropriate talent from the market in order to maximise value for shareholders. The Company's obligations in the event of termination of service of Executive Director and key management personnel are contained in their respective employment letters. The RC was satisfied that termination clauses therein are fair and reasonable to the respective employment class and are not overly generous.

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6.4	If necessary, further expertise from outside sources will be made available. The Committee is aware of the need to minimize the risk of any potential conflict of interest and will ensure that no director should be involved in deciding his own remuneration. No external remuneration consultant was engaged by the Company in FY2023.
Principle 7: Level and Mix of Remuneration	
7.1	The RC will also propose in its framework of remuneration, the various levels and mix of components considered to be appropriate to attract, retain and motivate Directors. A significant and appropriate proportion of Executive Directors and key management personnel remuneration is structured so as to link rewards to corporate and individual performance. Such performance-related remuneration would be aligned with the interest of shareholders and promote the long-term success of the Group. It has taken account of risk policies of the company, be symmetric with risk outcomes and be sensitive to the time horizon of risks. For the purpose of assessing the performance of the Executive Directors and key management personnel, KPIs in both financial and non-financial targets are clearly set out at the beginning of each financial year. Financial targets include net profit, return on total assets and return on shareholders' equity. Non-financial targets are those related to reputation, customers, employees, environment, community and sustainable future. Such KPIs comprise also both quantitative and qualitative factors as well as short and medium term targets. In addition, the Company's remuneration structure takes into consideration benchmarks in comparable size of entities in similar industries.
7.2	The RC and the Board are of the view that the remuneration of Non-Executive Directors is appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of the Non-Executive Directors. The Non-Executive Directors are compensated reasonably without their independence being compromised. The Group does not have any scheme to encourage Non-Executive Directors to hold shares in the Group. The Non-Executive Directors' fees are subject to approval by shareholders as a lump sum payment at the AGM of the Company. No Director is involved in deciding his own remuneration.
7.3	The Executive Directors and key management personnel are moderately compensated. The RC is of the view that there is no requirement to have any long-term incentive scheme or schemes involving the offer of shares or grants of options or other forms of deferred remuneration.

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Principle 8: Disclosure on Remuneration	
8.1	The breakdown of the level and mix of remuneration of each Director and the top senior executives for FY2023 are set out below. A significant portion of senior executives' remuneration is linked to corporate and individual performance.

A summary of the remuneration of each Director payable by the Company for FY2023 is set out below:

		Mix of Remuneration by %					
	Remuneration ($'000)	**Directors' fees**	**Salary**	**Bonus**	**Others**	**Benefits-in-kind**	**Total**
Directors							
Eric Khua Kian Keong	682.3	0.6	73.8	21.8	–	3.8	100
Francis Lee Fook Wah	396.8	1.0	74.0	21.7	3.3	–	100
Sebastian Tan Cher Liang	65.0	100	–	–	–	–	100
Derek Loh Eu Tse	50.0	100	–	–	–	–	100
Albert Chew Khat Khiam	50.0	100	–	–	–	–	100

The table below sets out the ranges of gross remuneration received by the top 5 key management personnel of the Group excluding those in associated companies.

	Mix of Remuneration by %			
	Salary	**Bonus**	**Others**	**Total**
Senior Executives				
Below $500,000				
Alex Ng Boon Chuan	47.9	46.0	6.1	100
Below $250,000				
Lawrence Lim Meng Jiow	43.9	3.8	52.3	100
Don Tang Fook Yuen	78.7	14.0	7.3	100
John Lim Sui Sen	80.2	12.5	7.3	100
Cheah Hooi Thin	81.1	17.1	1.8	100
Total Remuneration of top 5 Senior Executive	$806,950 61.0%	$314,639 23.8%	$200,958 15.2%	$1,322,547

Note: Salary and bonuses are inclusive of employer's Central Provident Fund contributions.

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8.2	**Employee Related to Directors/CEO** Immediate family members of Directors

	Mix of Remuneration by %			
	Salary	Bonus	Others	Total
$150,000 to $200,000				
Don Tang Fook Yuen	78.7	14.0	7.3	100

Guide	Compliance with the 2018 Code
	Mr Don Tang Fook Yuen is the brother-in-law of CEO.
8.3	The Company does not have any employee share/stock options scheme or any other long-term incentive scheme during FY2023.

III. ACCOUNTABILITY AND AUDIT

The Board recognises the importance of providing accurate and relevant information on a timely basis. In this respect, the AC reviews all financial statements and recommends them to the Board for approval. In addition, the AC ensures that the Company maintains a sound system of internal controls to safeguard the shareholders' investments and the Group's assets as well as to manage potential risks.

Principle 9: Risk Management and Internal Controls

Guide	Compliance with the 2018 Code
9.1	The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard the shareholders' interests and the Group's assets. The AC oversees and ensures that such system has been appropriately implemented and monitored. The Group has adopted its risks management functions using the Enterprise Risk Management ("ERM") framework which is in line with ISO 31000 – Risk Management Principles and Guidelines and the recommended best practices standard. The Group carries out periodic assessments of risk and controls to ensure the adequacy and effectiveness of the Company's risk management, financial and operational controls and compliance with those policies, procedures and controls. The Group has not set up a separate Risk Management Committee. However, the AC conducts regular reviews of the Company's business and operational activities to identify and deliberate on the areas of significant business risks and control measures to constantly improve the processes and standards. The processes adopted by the AC include discussions with Management on the identified risk areas, review of internal and external audit plans and processes and review significant issues arising from the audits. The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

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	The Group also has a system of risk management and internal controls designed to provide reasonable assurance that assets are safeguarded, operational controls are adequate, business risks are suitably protected and maintaining proper accounting records to ensure that financial information used for financial reporting are reliable. The internal auditor is familiar with these controls and works closely with Management and the AC to identify any inadequacies and weaknesses in the systems that would need to be addressed. In addition, the external auditors also conduct an annual review of the effectiveness of the Company's internal controls, and recommendations for improvements are reported to the AC.
9.2	Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management and various Board Committees, the Board is satisfied that adequate internal controls have been maintained on information technology and risk management system, and internal controls, including financial, operational, compliance and information technology controls, and risk management systems are effective. The AC concurs with the Board's comments. For the financial year under review, the Board has received assurance from (a) the CEO and CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and from (b) the CEO and other key management personnel who are responsible, that the Company's risk management and internal control systems are adequate and effective. The Management is responsible for the implementation of the various recommendations and will report the progress of implementation of these recommendations to the AC. No material high risk findings were identified or noted in the Internal Audit report for FY2023 and all other findings have been addressed or implemented by Management.
Principle 10: Audit Committee	
10.1	The AC is guided by the following key terms of reference: • review the Company's half yearly and annual financial statements, and any announcements relating to the Company's financial performance; • review the audit plan of the Company's external auditors and adequacy of the system of internal accounting control; • review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements and any formal announcements relating to the Company's or Group's financial performance; • keep under review the assurance provided by the CEO and the CFO that the financial records have been properly maintained and that the financial statements give a true and fair view of the Group's operations and finances; • review related party transactions and interested person transactions to ensure compliance with the regulations set out in the SGX Listing Manual; • review the adequacy, scope and results of the external audits, their cost effectiveness, and the independence and objectivity of the external auditors;

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	• nominate external auditors for appointment, re-appointment or removal, and review the remuneration and terms of engagement of the external auditors; • review the internal audit programme including the scope and results of the internal audit procedures, and management response to the recommended actions; • review the independence and resource capability of the internal auditors, and the adequacy and effectiveness of internal audits; • approve the appointment or re-appointment, evaluation and remuneration of the internal auditors; • review and report to the Board on the adequacy and effectiveness of the Company's internal controls including financial, operational, compliance and information technology controls, and risk management systems; and • making recommendations to the Board on all the above matters. The AC has full access to and cooperation by the Management and auditors, and has full discretion to invite any Director or management executives to attend its meetings. The auditors have unrestricted access to the AC. The AC has reasonable resources to enable it to discharge its functions properly. The AC has reviewed the extent of non-audit services provided by the external auditors and is satisfied that their independence has not been compromised. A breakdown of the fees paid to the external auditors for audit and non-audit services can be found in the Notes to the Financial Statements in this Annual Report. The Group has put in place a whistle-blowing policy so as to provide a formal avenue for employees and external parties to raise matters of concerns about suspected fraud, corruption, dishonest practices or other similar matters in good faith and in confidence, and without fear of reprisals. The objective of such a policy is to ensure independent investigation of such matters and for appropriate follow-up action. All whistle-blowing reports received and findings of the investigations are reported to the AC. The Group treats all information received confidentially and commits to protect the identity and the interests of all whistle-blowers. It is also committed to ensuring that whistle-blowers will be treated fairly and protected against detrimental or unfair treatment from whistle-blowing in good faith. The Group also provides a well-defined and accessible channel to the public. The public/other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle-blowing report to the Non-Executive and Independent Chairman of the Company or a member of the AC. Upon the completion of any investigation by the AC or the Board (as the case may be), the Board or the AC (as the case may be) will, where possible, communicate the outcome of the investigation to the whistle-blower. The AC is responsible for oversight and monitoring of the whistle-blowing policy. Any incidents of complaint in good faith would be submitted for the AC's review and the outcome of each investigation is reported to the AC. Whistle-blowing is on the agenda at every half yearly AC meeting and the AC will review and ensure that independent, thorough investigation and appropriate follow-up actions are taken and documented on reported incidences.

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<table>
<tr><th>Guide</th><th>Compliance with the 2018 Code</th></tr>
<tr><td>10.2</td><td>The AC comprises three (3) members, all of whom are Independent Non-Executive Directors. The members of the AC at the date of this report are as follows:

Mr Sebastian Tan Cher Liang — Chairman (Non-Executive, Independent)
Mr Derek Loh Eu Tse — Member (Non-Executive, Independent)
Mr Albert Chew Khat Khiam — Member (Non-Executive, Independent)

The members of the AC are suitably qualified and possess relevant accounting and/or related financial management expertise or experience for the effective discharge of their responsibilities as members of the AC.</td></tr>
<tr><td>10.3</td><td>No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the AC.</td></tr>
<tr><td>10.4</td><td>The role of the internal auditors is to assist the AC to ensure that the Group maintains a sound system of controls by regular monitoring of key controls and procedures and ensuring their effectiveness, undertaking investigations as directed by the AC. The internal auditors have unrestricted access to all the Company's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Group.

The Group has outsourced its internal audit function to an independent professional firm, CLA Global TS Risk Advisory Pte Ltd, who reports directly to the Chairman of the AC. The AC reviews the independence, adequacy, and effectiveness of the internal audit function yearly and is satisfied that for the financial year under review, the internal audit function is independent, effective, adequately resourced and has the appropriate standing within the Group.

The external auditors will also perform operational and financial audit as required from time to time.</td></tr>
<tr><td>10.5</td><td>During the year, the Company's internal and external auditors were invited to attend the AC meetings and make presentations as appropriate. They also met separately with the AC without the presence of Management.</td></tr>
<tr><td colspan="2">IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

The Company believes in treating all shareholders fairly and equitably by recognising, protecting and facilitating the exercise of shareholders' rights and continuously reviewing and updating such governance arrangements. In addition, the Company embraces effective as well as fair communication with its shareholders and encourages shareholders to participate at general meeting(s).</td></tr>
<tr><td colspan="2">Principle 11: Shareholder Rights and Conduct of General Meetings</td></tr>
<tr><td>11.1</td><td>The Company ensures that shareholders have the opportunity to participate effectively in and vote at the general meetings. Shareholders are informed of the rules that govern general meetings of shareholders.

To facilitate shareholders' effective participation at AGMs, shareholders are encouraged to refer to the SGX's investor guides, namely "An Investor's Guide to Reading Annual Reports" and "An Investor's Guide to preparing for Annual General Meetings". The guides, in both English and Chinese, are available at the SGX website.</td></tr>
</table>

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	Shareholders are informed of shareholders' meetings through notices contained in annual reports or circulars sent to all shareholders within the time notice period as prescribed by the regulations. These notices are also published in the newspapers and posted onto the SGXNET. Shareholders are encouraged to attend the general meetings to ensure high level of accountability, to put forth any questions they may have on the motions to be debated and decided upon and to stay informed of the Group's strategic goals and business update. For the financial year ended 30 April 2022 ("FY2022"), due to the COVID-19 situation in Singapore and in line with the initiatives implemented by the regulatory bodies (i.e. the Joint Guidance issued by the ACRA, the Monetary Authority of Singapore and the SGX RegCo), the Company successfully held its AGM via electronic means for the third time. The virtual AGM was conducted on 29 August 2022 in accordance with 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 were put in place in accordance with the Order to allow shareholders to participate in the general meetings by: (a) observing and listening to the general meeting proceedings via live streaming; (b) voting by proxy at the general meetings; and (c) submitting questions prior to the date of the general meetings. In view that the Order had ceased with effect from 1 July 2023, the upcoming AGM for FY2023 will be a physical meeting. There will be no option for shareholders to participate the upcoming physical AGM virtually.
11.2	Matters which require shareholders' approval at general meetings are each presented and proposed as a separate resolution and are distinct in terms of issue. All resolutions at the general meetings are single item resolutions. All resolutions at general meetings of the Company will be put to vote by poll so as to better reflect shareholders' shareholding interest and ensure greater transparency. The results of the poll voting on each resolution tabled will be announced after the general meetings via SGXNET and the Company's website. Shareholders of the Company were given the opportunity to pose questions in relation to any resolutions prior to the date of the general meetings. Votes cast for and against each resolution were tallied and displayed live-on-screen to shareholders at the AGM.
11.3	All Directors, including the Chairman of the Board and the Board Committees attend all general meetings to address issues raised by shareholders. The Company's external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. The attendance of the Directors attending the general meetings is set out under Guideline 1.5 of this Report. For FY2020 to FY2022, in order to limit the number of attendees and pursuant to the Order, all shareholders or their corporate representatives (in the case of corporate shareholders) were able to observe and listen to the meeting proceedings through a live streaming via their mobile phones, tablets or computers upon pre-registration. As mentioned under Guideline 11.1 above, the upcoming AGM for FY2023 will be a physical meeting. There will be no option for shareholders to participate the physical AGM virtually.

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11.4	The Constitution of the Company allows a shareholder of the Company to vote in person or by proxy at the AGM of the Company. Each shareholder is allowed to appoint not more than two (2) proxies to vote on his/her behalf at general meetings through proxy forms sent in advance by the Company. Investors who hold shares through nominees such as the Central Provident Fund (CPF) and custodian banks are allowed to attend the AGM as observers subject to availability of seats. For FY2020 to FY2022, in order to limit the number of attendees and pursuant to the Order, shareholders of the Company voted at general meetings by appointing the chairman of the general meetings as proxy, with specific instructions as to his/her manner of voting, or abstentions from voting. As the authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means. In this connection, the Company has not amended its Constitution to provide for absentia voting methods. Voting in absentia and by electronic means may only be possible following careful study to ensure that the integrity of the information and authentication of the identity of the shareholders through the electronic means is not compromised.
11.5	As detailed in the Notice of AGM, the upcoming AGM will be a physical meeting for the Company to engage with its shareholders. Shareholders of the Company can attend the physical meeting and raise questions in advance or during the AGM, and vote in person or through the appointment of proxy(ies). The Company Secretary prepares minutes of general meetings of shareholders which include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The minutes of general meetings are available on the Company's website and SGXNET as soon as practicable. The Company has published the minutes of the last AGM held on 29 August 2022 to SGXNET and on the Company's website within one (1) month after the date of AGM.
11.6	The Company does not have a formal dividend policy at present. The form, frequency and amount of dividends declared each year will take into consideration the Group's performance in the relevant financial period, cash position, projected capital requirements, working capital requirements and other factors as the Board may deem appropriate. Dividend payments are clearly communicated to shareholders via announcements on SGXNET. Pursuant to Rule 704(24) of the Listing Manual, in the event that the Board decides not to declare or recommend a dividend, the Company will expressly disclose the reason(s) for the decision together with the announcement of the financial statements.

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Principle 12: Engagement with Shareholders	
12.1	To promote a better understanding of shareholders' views, the Board actively encourages shareholders to participate during the Company's general meetings. These meetings provide excellent opportunities for the Company to obtain shareholders' views on value creation. Further, Management would meet analysts and fund managers as appropriate. The Board recognises the need to keep shareholders informed of material developments in the Company. This is done through appropriate press releases and announcements published on SGXNET and the Company's website whenever required by the Listing Manual. When immediate disclosure is not practicable, the relevant announcement is made as soon as possible to ensure that all stakeholders and the public have equal access to the information. Where there is inadvertent disclosure made to a select group, the Company will make the same disclosure publicly to all others as promptly as possible on the Company's website.
12.2	The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. An investor relations contact was provided via the Company's website which stakeholders can use to voice their concerns or complaints about possible violation of their rights. Material information is communicated to shareholders on a timely and non-selective basis.
12.3	General meetings have been and are still the principal forum for dialogue with shareholders. At these meetings, shareholders are able to engage the Board and the Management on the Group's business activities, financial performance and other business-related matters. The Company could also gather views or input and address shareholders' concerns at general meetings.
Principle 13: Engagement with Stakeholders	
13.1	Stakeholder relations are important for the sustainable growth of the Group's business and therefore the Group seeks to maintain an open and transparent dialogue with its material stakeholders.
13.2	The Group undertakes a formal stakeholder engagement exercise, which is facilitated by a third party at least once every three (3) years to determine the environmental, social and governance issues that are important to the stakeholders. These issues form the materiality matrix upon which targets, metrics, programmes and progress are reviewed and approved by the Board, before they are published annually in the sustainability report. Further details can be found in our sustainability report for the year ended 30 April 2023 released to SGXNET on 14 August 2023.
13.3	The Group regularly updates its corporate website at www.vibrant.com.sg for disseminating information to and improving communication with stakeholders.

CORPORATE GOVERNANCE REPORT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Guide	Compliance with the 2018 Code
COMPLIANCE WITH APPLICABLE MAINBOARD RULES	
Mainboard Rule	**Rule Description and Company's Compliance or Explanation**

907 **INTERESTED PERSON TRANSACTIONS ("IPT")**

The Company has adopted an internal policy of any transactions with interested persons and has set out the procedures for review and approval of the Company's interested person transactions. All interested person transactions are reviewed and approved by the AC.

The details of the IPT during the financial year are as follows:–

Name of Interested Person(s)	Description of Interested Person Transactions	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) ($'000)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000) ($'000)
Cargo Distribution Pte Ltd[1] Eric Khua Kian Keong	Rental paid by Cargo Distribution Pte Ltd to the Group	7	–
	Interest charged by Cargo Distribution Pte Ltd to the Group for onward loan extended to an associate	1,110	–

Note:
[1] This entity is an associate of Mr Eric Khua Kian Keong, an executive director and controlling shareholder of the Group.

The related party transactions as disclosed in Note 31 on Page 131 of the Annual Report are not interested person transactions within the ambit of Chapter 9 of the Listing Manual.

1207(19) **DEALINGS IN SECURITIES**

The Company has adopted a policy on dealing in securities, which prohibit dealings in the Company's securities by its Directors and officers during the period commencing one (1) month prior to the announcement of its half yearly and full year results, and at any time when in possession of any unpublished material price-sensitive information. The Company's Directors and executives are expected to observe insider trading laws at all times. They are also advised to refrain from dealing in securities for short-term considerations.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

We are pleased to submit this statement to the members together with the audited consolidated financial statements of Vibrant Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 30 April 2023 and statement of financial position of the Company as at 30 April 2023.

In our opinion:

(a) the accompanying financial statements of the Group and 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 30 April 2023 and of the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); and

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

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Name of directors

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

Sebastian Tan Cher Liang	Independent, Non-Executive Chairman
Eric Khua Kian Keong	Executive Director and Chief Executive Officer
Francis Lee Fook Wah	Executive Director and Chief Financial Officer
Derek Loh Eu Tse	Independent, Non-Executive Director
Albert Chew Khat Khiam	Independent, Non-Executive Director

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company nor any of its subsidiaries a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits through the acquisition of shares in or debentures of the Company or of any other body corporate other than as disclosed in this statement.

DIRECTORS' **STATEMENT**

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Directors' interest in shares or debentures

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

Name of director and companies in which interests are held	Holdings at beginning of the year	Holdings at end of the year
Eric Khua Kian Keong		
The Company		
– ordinary shares		
– interests held	36,196,456	**38,893,398**
– deemed interests	335,464,786	**335,464,786**
Vibrant Capital Pte. Ltd.		
– ordinary shares		
– interests held	100,000	**100,000**
– deemed interests	–	**–**

By virtue of Section 7 of the Act, Eric Khua Kian Keong is deemed to have interests in the other subsidiaries of the Company at the beginning and at the end of the financial year. There were no changes in any of the above-mentioned interests in the Company between the end of the financial year and 21 May 2023.

Share options

No share options were granted during the financial year to take up unissued shares of the Company or of its subsidiaries.

No shares were issued during the financial year to which this report relates by virtue of the exercise of options to take up unissued shares of the Company or of its subsidiaries. There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

Audit Committee

The members of the Audit Committee during the financial year and at the date of this statement are:

Sebastian Tan Cher Liang (Chairman)	Independent, Non-Executive Chairman
Derek Loh Eu Tse	Independent, Non-Executive Director
Albert Chew Khat Khiam	Independent, Non-Executive Director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held two meetings since the last directors' statement. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Audit Committee (Continued)

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;
- half yearly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Foo Kon Tan LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712 and 715 of the SGX Listing Manual.

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Directors

....

ERIC KHUA KIAN KEONG

....

FRANCIS LEE FOOK WAH

Dated: 8 August 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Vibrant Group Limited (the "Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 April 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 April 2023, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group 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.

1. Impairment assessment on investments in associates and loans extended to an associate

   As at 30 April 2023, the carrying amount of the Group's and the Company's investments in associates amounted to $55.7 million and $1 million which represented approximately 11% and 0.3% of the Group's and the Company's total assets, respectively.

   The principal activities of the Group's and the Company's material associates are those of the (i) provision of integrated freight and logistics services, (ii) design and building of commercial and industrial facilities, and (iii) property development.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Key Audit Matters (Continued)

1. Impairment assessment on investments in associates and loans extended to an associate (Continued)

   As disclosed in the Group's accounting policies, interests in associates are carried in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associates, less impairment in the values of the individual investments. At the Company's level, it is stated at cost less impairment losses. Accordingly, management is required to assess at each reporting date whether there are any indications that the carrying amounts of interests in associates may be impaired. For those associates in which such indicators exist, management determines the recoverable amounts of the associates.

   During the current financial year, the Group and the Company recognised impairment losses on the investments in associates amounting to $2.6 million and $7.5 million in the financial statements of the Group and the Company, respectively. The impairment loss primarily arose from the Group's and the Company's interest in Vibrant Pucheng Logistics (Chongqing) Co., Ltd ("Vibrant Pucheng") amounting to $4.2 million and $7.5 million, respectively. Vibrant Pucheng is the legal owner of a multi-modal logistics distribution centre (the "Property") in Chongqing, People's Republic of China ("PRC"). A contractor of Vibrant Pucheng has applied to the PRC's court to enforce its rights against the Property. Furthermore, another shareholder of Vibrant Pucheng similarly initiated legal proceedings in February 2023. The impairment losses were arrived at based on the difference between the recoverable amount determined using the Residual Net Assets Value ("RNAV") of Vibrant Pucheng and the carrying amount of the Group's and the Company's investment in Vibrant Pucheng. The RNAV of Vibrant Pucheng is sensitive to the valuation of the Property determined based on independent external valuation.

   We identified the impairment assessment of interests in associates as a key audit matter due to the significance of the amount in the context of the Group's financial statements, combined with the judgements involved in management's impairment assessment of the interests in associates. Significant judgements and estimates are involved in determining the appropriate valuation methods and assumptions applied in the valuation of the Property in determining the recoverable amount of the Group's and the Company's investment in Vibrant Pucheng.

   In addition, at the reporting date, loans and related interest receivable amounting to $19.0 million (equivalent to RMB98.3 million) and $7.9 million (equivalent to RMB40.8 million), respectively, were owing to the Group by Vibrant Pucheng as disclosed in Note 12(b) to the financial statements. The Group's and the Company's loans to Vibrant Pucheng were used to fund the development of the Project.

   Management has assessed the recoverability of the loans and related interest receivable due from Vibrant Pucheng in accordance with SFRS(I) 9 *Financial Instruments* and concluded that no impairment loss is required to be recognised. The determination of the expected credit losses requires management to exercise significant judgment and the use of estimates.

   Furthermore, management has also taken into consideration the inherent uncertainties on the recoverability of the loans and related interest receivable from Vibrant Pucheng in respect of the ongoing legal actions as mentioned in the preceding paragraph. As such, we have determined this to be a key audit matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Key Audit Matters (Continued)

1. Impairment assessment on investments in associates and loans extended to an associate (Continued)

Our response and work performed:

In respect of the impairment assessment on the Group's and the Company's interests in the associates, we gained an understanding of the management's process for identifying the existence of impairment indicators in respect of the interests in associates and evaluating the effectiveness of such process. Where indicators of impairment have been identified, we assessed the reasonableness of the recoverable amount of each of the relevant associates and obtained an understanding from management of their financial positions and future prospects. We assessed the reasonableness of the key inputs and assumptions used by management in their estimation of recoverable amounts.

In respect of the valuation of the Property owned by Vibrant Pucheng, we have evaluated the professional competency, qualification and objectivity of the appointed external valuer and obtained an understanding of the scope of their work. Through our appointed auditor's expert, we noted that the key assumptions applied are generally within the range of market data available as at the balance sheet date. We performed re-computation to ascertain the accuracy of the impairment losses recognised/(reversed) during the current financial year. In addition, we have reviewed the appropriateness of the necessary disclosures in the financial statements.

In respect of the impairment assessment on the Group's loans extended to Vibrant Pucheng, we obtained an understanding of management's impairment process relating to the loans extended to Vibrant Pucheng, including the process in determining whether the loan is credit impaired and assessed the reasonableness of the Group's determination on whether there is a significant increase in credit risk of Vibrant Pucheng based on the Group's policy and the resultant classification of the loan exposure into the various stages under the expected credit loss ("ECL") general approach. We have also assessed the reasonableness of key data sources, assumptions and forward-looking information used in the ECL computation, and performed re-computation to determine the recoverable amount of the loans and interest receivable and evaluated management's conclusion. The Group's disclosures on investments in associates and loans to an associate are included in Notes 9 and 12, respectively, to the financial statements.

2. Valuation of investment properties

As at 30 April 2023, the Group's investment properties comprised an investment property each in Malaysia and PRC with an aggregate carrying amount of $138.4 million, representing 27% of the Group's total assets. Investment properties represent the most significant asset item on the consolidated statement of financial position.

The Group's accounting policy is to state investment properties at fair value based on independent external valuations. The valuation process involves significant judgment in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. A small change in the key assumptions applied by the valuers such as the discount rate, terminal yield rate, capitalisation rate and price per square metre can have a significant impact to the valuation. During the current financial year, the Group recorded a fair value gain of $0.4 million on investment properties in the consolidated statement of comprehensive income.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Key Audit Matters (Continued)

2. Valuation of investment properties (Continued)

Our response and work performed:

In respect of the valuation of the Group's investment properties, we understood the valuation methodologies used against those applied by the external valuers of each property for similar property types.

In respect of the valuation of the Group's investment property in Malaysia, through our appointed auditor's expert, we have compared the key assumptions used in the external valuers' valuation by reference to public data such as recent sales transactions, internal available data and historical benchmarks and considered whether these assumptions are consistent with the current market environment.

In respect of the valuation of the Group's investment property in the PRC, we reviewed the audit working papers of the component auditors. We tested the integrity of inputs of the projected cashflows used in the valuations to lease contracts and other documents.

We challenged the key assumptions used by the external valuer in the valuation, which included capitalisation, discount and terminal yield rates by comparing them against historical rates and available industry rate, taking into consideration, comparability and market factors. We have also reviewed the mathematical accuracy of the fundamental calculation steps.

We have evaluated the professional competence, qualifications and objectivity of the management experts and obtained an understanding of the work of the management experts and evaluated the appropriateness of the experts' work as audit evidence for the relevant assertion. We evaluated whether the auditor's expert has the necessary competence, capability and objectivity for our group audit purposes. We have also discussed with the external valuers to understand how they have considered the implications of possible slowdown in the PRC's property segment and market uncertainties in the valuations.

The inherent degree of subjectivity and key assumptions used in the estimates, which included the relationship between the key unobservable inputs and fair values, in conveying the uncertainties are disclosed in Notes 7 and 33, respectively, to the financial statements.

3. Recoverability of trade and other receivables

Trade and other receivables balances were significant to the Group as they represent 14% of the Group's total assets. The collectability of the trade and other receivables are key elements of the Group's working capital management, which is managed on an ongoing basis by management. The Group determines impairment of trade and other receivables by making debtor-specific assessment for credit-impaired debtors.

For the Group's trade receivables, management uses an allowance matrix to measure the expected credit losses ("ECL") from individual customers, which comprise a very large number of small balances. Loss rates are calculated using a "roll rate" method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated based on common credit risk characteristics, i.e. respective ageing categories based on two-years historical data, adjusted for current and forward-looking information.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Key Audit Matters (Continued)

3. Recoverability of trade and other receivables (Continued)

For other receivables, which included loans extended to an associate (as discussed in the first key audit matter), non-trade advances to related and third parties and non-controlling interests of its subsidiaries, management carried out assessment of qualitative and quantitative factors that are indicative of the risk of default, and determined the expected credit loss for each outstanding receivable based on probabilities of default and loss given default, using published historical data supplied by credit rating agencies and forward-looking information.

During the current financial year, management recorded impairment loss of $2.3 million and reversal of impairment loss of $0.02 million on the Group's and the Company's trade and other receivables, respectively, in the financial statements for the current financial year. This area is a key audit matter due to the amounts involved, as well as the inherent subjectivity that was involved in judgment made by the management in relation to assumptions used in the ECL model such as forward-looking macroeconomic factors.

Our response and work performed:

As part of our audit, we assessed the Group's processes relating to the monitoring of trade and other receivables, including the process in determining whether a debtor is credit-impaired and the Group's processes in collating the key data sources and assumptions for data used in the ECL model. We reviewed the key data sources and assumptions for data used in the determination of default rate and the correlation between the default rate and the current and forward-looking adjustment factor. We considered the age of the debts as well as the trend of collections to identify collection risks. We obtained trade and other receivable confirmations and reviewed for collectability by way of obtaining evidence of receipts from the debtors on a sampling basis, subsequent to the balance sheet date. We also considered the disclosures in the financial statements about the extent of estimation and judgement involved in determining allowance for doubtful debts. Disclosure of the pertinent information has also been set out in Notes 12 and 32 to the financial statements.

Information other than the Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 controls 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GROUP LIMITED

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

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

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

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

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

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 companies 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 Kong Chih Hsiang Raymond.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore, 8 August 2023

STATEMENTS OF FINANCIAL POSITION

AS AT 30 APRIL 2023

	Note	The Group		The Company	
		30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
ASSETS					
Non-Current					
Property, plant and equipment	4	**103,027**	97,949	**110**	146
Right-of-use assets	5	**61,954**	62,988	**–**	–
Intangible assets	6	**166**	250	**27**	40
Investment properties	7	**138,370**	148,234	**–**	–
Subsidiaries	8	**–**	–	**59,112**	59,112
Associates	9	**55,722**	64,057	**953**	8,402
Other investments	10	**123**	102	**–**	–
Deferred tax assets	11	**859**	1,187	**–**	–
Trade and other receivables	12	**18,164**	19,694	**205,416**	215,015
		378,385	394,461	**265,618**	282,715
Current					
Other investments	10	**17,260**	20,655	**16,037**	18,324
Inventories		**71**	77	**–**	–
Trade and other receivables	12	**52,107**	77,662	**3,436**	997
Cash and bank balances	13	**58,174**	57,078	**1,028**	2,741
		127,612	155,472	**20,501**	22,062
Assets held-for-sale	14	**–**	11,564	**–**	–
		127,612	167,036	**20,501**	22,062
Total assets		**505,997**	561,497	**286,119**	304,777
EQUITY					
Capital and Reserves					
Share capital	15	**174,337**	174,337	**174,337**	174,337
Reserves	16	**50,260**	61,077	**39,116**	45,846
Equity attributable to owners of the Company		**224,597**	235,414	**213,453**	220,183
Non-controlling interests	34	**4,794**	7,285	**–**	–
Total equity		**229,391**	242,699	**213,453**	220,183
LIABILITIES					
Non-Current					
Deferred tax liabilities	11	**11,237**	11,960	**–**	–
Loans and borrowings	17	**48,799**	55,503	**–**	–
Lease liabilities	18	**87,371**	86,477	**–**	–
Trade and other payables	19	**19,148**	22,096	**45,164**	49,597
Provisions	20	**1,916**	1,740	**–**	–
		168,471	177,776	**45,164**	49,597
Current					
Loans and borrowings	17	**40,905**	45,907	**19,300**	23,800
Lease liabilities	18	**9,711**	16,304	**–**	–
Trade and other payables	19	**50,064**	65,203	**7,715**	10,732
Provisions	20	**104**	141	**–**	–
Current tax payable		**7,351**	8,270	**487**	465
		108,135	135,825	**27,502**	34,997
Liabilities directly associated with the assets held-for-sale	14	**–**	5,197	**–**	–
		108,135	141,022	**27,502**	34,997
Total liabilities		**276,606**	318,798	**72,666**	84,594
Total equity and liabilities		**505,997**	561,497	**286,119**	304,777

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

	Note	Year ended 30 April 2023 $'000	Year ended 30 April 2022 $'000
Revenue	21	**170,353**	201,820
Cost of sales		**(112,970)**	(149,818)
Gross profit		**57,383**	52,002
Other income	22	**1,629**	5,977
Administrative expenses		**(31,496)**	(31,680)
Impairment loss recognised on trade and other receivables	24, 27	**(2,255)**	(679)
Other operating expenses		**(10,115)**	(3,252)
Profit from operations		**15,146**	22,368
Finance income	23	**1,816**	1,551
Finance costs	23	**(9,607)**	(10,115)
Net finance costs		**(7,791)**	(8,564)
Impairment loss (recognised)/reversed on investments in associates	9, 24, 27	**(2,598)**	2,685
Share of results of associates (net of income tax)	9, 27	**(2,278)**	518
Profit before taxation	24	**2,479**	17,007
Tax expense	25	**(1,897)**	(10,019)
Profit for the year		**582**	6,988
Other comprehensive (loss)/income:			
Items that will not be reclassified to profit or loss:			
Foreign currency translation differences for foreign operations		**(2,114)**	72
Defined benefit plan remeasurements		**(26)**	–
		(2,140)	72
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences for foreign operations		**(2,284)**	141
Share of reserves of associates	9	**(1,290)**	(531)
Defined benefit plan remeasurements		**(25)**	–
		(3,599)	(390)
Other comprehensive (loss)/income, at nil tax		**(5,739)**	(318)
Total comprehensive (loss)/income for the year		**(5,157)**	6,670
Profit/(loss) for the year attributable to:			
– Owners of the Company		**175**	9,295
– Non-controlling interests	34	**407**	(2,307)
		582	6,988
Total comprehensive (loss)/income for the year attributable to:			
– Owners of the Company		**(3,424)**	8,905
– Non-controlling interests	34	**(1,733)**	(2,235)
		(5,157)	6,670
Earnings per share			
Diluted and basic earnings per share (cents)	26	**0.03**	1.34

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

The Group

	Share capital $'000	Treasury shares $'000	Capital reserve $'000	Foreign currency translation reserve $'000	Other reserve $'000	Retained earnings $'000	Total attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 May 2021	174,337	(1,980)	13,525	1,352	61	40,400	227,695	9,518	237,213
Total comprehensive income for the year									
Profit for the year	–	–	–	–	–	9,295	9,295	(2,307)	6,988
Other comprehensive income									
Translation differences	–	–	–	141	–	–	141	72	213
Share of reserves of associates	–	–	–	(535)	4	–	(531)	–	(531)
Total other comprehensive income	–	–	–	(394)	4	–	(390)	72	(318)
Total comprehensive income for the year	–	–	–	(394)	4	9,295	8,905	(2,235)	6,670
Transactions with owners of the Company, recognised directly in equity									
Dividends to owners (Note 15)	–	–	–	–	–	(1,186)	(1,186)	–	(1,186)
Changes in ownership interests in subsidiaries									
Disposal of interest in a subsidiary with loss of control	–	–	–	–	–	–	–	2	2
Total transactions with owners of the Company	–	–	–	–	–	(1,186)	(1,186)	2	(1,184)
At 30 April 2022	174,337	(1,980)	13,525	958	65	48,509	235,414	7,285	242,699

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

The Group

	Share capital $'000	Treasury shares $'000	Capital reserve $'000	Foreign currency translation reserve $'000	Other reserve $'000	Retained earnings $'000	Total attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
Balance at 1 May 2022	174,337	(1,980)	13,525	958	65	48,509	235,414	7,285	242,699
Total comprehensive income for the year									
Profit for the year	–	–	–	–	–	175	175	407	582
Other comprehensive income									
Translation differences	–	–	–	(2,284)	–	–	(2,284)	(2,114)	(4,398)
Share of reserves of associates	–	–	–	(1,247)	(43)	–	(1,290)	–	(1,290)
Defined benefit plan remeasurements	–	–	–	–	–	(25)	(25)	(26)	(51)
Total other comprehensive income	–	–	–	(3,531)	(43)	(25)	(3,599)	(2,140)	(5,739)
Total comprehensive (loss)/ income for the year	–	–	–	(3,531)	(43)	150	(3,424)	(1,733)	(5,157)
Transactions with owners of the Company, recognised directly in equity									
Dividends to owners (Note 15)	–	–	–	–	–	(1,039)	(1,039)	–	(1,039)
Purchase of treasury share	–	(304)	–	–	–	–	(304)	–	(304)
Total contributions by and distributions to owners of the Company	–	(304)	–	–	–	(1,039)	(1,343)	–	(1,343)
Changes in ownership interests in subsidiaries									
Acquisition of non-controlling interest without a change in control (Note 8(D))	–	–	(6,034)	–	–	–	(6,034)	(59)	(6,093)
Disposal of interest in a subsidiary without loss of control	–	–	–	–	–	–	–	20	20
Deregistration of a subsidiary (Note 8(E))	–	–	(16)	–	–	–	(16)	(719)	(735)
Total changes in ownership interest in subsidiaries	–	–	(6,050)	–	–	–	(6,050)	(758)	(6,808)
Total transactions with owners of the Company	–	(304)	(6,050)	–	–	(1,039)	(7,393)	(758)	(8,151)
At 30 April 2023	174,337	(2,284)	7,475	(2,573)	22	47,620	224,597	4,794	229,391

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

	Note	Year ended 30 April 2023 $'000	Year ended 30 April 2022 $'000
Cash Flows from Operating Activities			
Profit after taxation		**582**	6,988
Adjustments for:			
Amortisation of intangible asset	6	**83**	50
Depreciation of property, plant and equipment	4, 24	**7,948**	7,323
Depreciation of right-of-use assets	5, 24	**12,110**	13,535
Dividend income		**(3)**	(4)
Fair value gain on investment properties	7, 22, 27	**(419)**	(3,571)
Fair value loss on financial instruments at FVTPL	24, 27	**1,798**	312
Finance costs	23, 27	**9,607**	10,115
Finance income	23, 27	**(1,816)**	(1,551)
Gain on disposal of equity investments	22, 27	**(44)**	(598)
Gain on disposal/write-off of property, plant and equipment	22, 27	**(120)**	(50)
Gain on disposal of right-of-use assets	22, 27	**–**	(112)
Gain on waiver of amount due to non-controlling interests	22, 27	**(165)**	–
Government grants	22, 27	**(247)**	(893)
Impairment loss recognised/(reversed) on investment in associates	9, 24, 27	**2,598**	(2,685)
Loss on deregistration of a subsidiary	27	**14**	–
Impairment loss recognised on trade and other receivables, net	24, 27	**2,255**	679
Share of associates' results	9, 27	**2,278**	(518)
Tax expense	25, 27	**1,897**	10,019
Operating profit before working capital changes		**38,356**	39,039
Changes in inventories		**6**	160
Changes in trade and other receivables		**21,906**	(5,862)
Changes in trade and other payables		**(8,618)**	2,373
Changes in provisions	20	**(37)**	–
Cash generated from operations		**51,613**	35,710
Income tax paid, net		**(2,514)**	(1,661)
Government grants received		**323**	770
Net cash generated from operating activities		**49,422**	34,819
Cash Flows from Investing Activities			
Cash contribution received from non-controlling interests		**20**	–
Dividends received		**1,738**	368
Finance income received		**190**	265
Loans to associates		**–**	(1,060)
Loans to related parties		**(2,880)**	–
Cash distribution to non-controlling interests on deregistration of a subsidiary	8(E)	**(703)**	–
Proceeds from reduction in paid-up capital of an associate	9	**434**	–
Proceeds from sale of other investments		**1,974**	15,191
Proceeds from sale of property, plant and equipment		**332**	126
Purchase of other investments		**(354)**	(9,317)
Purchase of property, plant and equipment	4	**(4,645)**	(1,175)
Purchase of intangible assets	6	**–**	(105)
Purchase of plant and equipment classified as assets held-for-sale		**–**	(16)
Net cash (used in)/generated from investing activities		**(3,894)**	4,277

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

	Note	Year ended 30 April 2023 $'000	Year ended 30 April 2022 $'000
Cash Flows from Financing Activities			
Payment of deferred consideration in respect of the acquisition of non-controlling interests in subsidiaries	Note A	**(2,000)**	(3,000)
Dividends paid to shareholders of the Company	15	**(1,000)**	(666)
Finance costs paid	Note A	**(8,306)**	(8,672)
Proceeds from borrowings	Note A	**3,000**	–
Purchase of treasury shares		**(304)**	–
Repayment of loans and borrowings	Note A	**(14,240)**	(8,885)
Repayment of lease liabilities	Note A	**(17,696)**	(18,563)
Net cash used in financing activities		**(40,546)**	(39,786)
Net increase/(decrease) in cash and cash equivalents		**4,982**	(690)
Cash and cash equivalents at beginning of year	13	**45,795**	46,029
Effect of exchange fluctuations on cash and cash equivalents		**(1,386)**	456
Cash and cash equivalents at end of year	13	**49,391**	45,795

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Note A: Reconciliation of liabilities arising from financing activities

	Loans and borrowings $'000 (Note 17)	Lease liabilities $'000 (Note 18)	Deferred consideration $'000 (Note 19)	Accrued interest $'000 (Note 19)	Non-trade amounts due[1] $'000 (Note 19)	Loans from related parties and non-controlling interests $'000 (Note 19)	Total $'000
At 1 May 2022	101,410	102,781	6,003	240	7,565	33,735	251,734
Cash flows:							
Finance costs paid	–	(4,711)	–	(3,595)	–	–	(8,306)
Payment of deferred consideration in respect of acquisition of non-controlling interest in subsidiaries	–	–	(2,000)	–	–	–	(2,000)
Proceeds from borrowings	3,000	–	–	–	–	–	3,000
Repayment of lease liabilities	–	(17,696)	–	–	–	–	(17,696)
Repayment of loans and borrowings	(14,240)	–	–	–	–	–	(14,240)
	(11,240)	(22,407)	(2,000)	(3,595)	–	–	(39,242)
Non-cash changes:							
Acquisition of non-controlling interest in a subsidiary (Note 8(D))	–	–	316	–	(940)	(3,741)	(4,365)
Disposal of leases	–	(128)	–	–	–	–	(128)
Finance costs[2] (Note 23)	–	4,711	–	3,734	1,110	–	9,555
Foreign exchange differences	(2,785)	(85)	–	(5)	(604)	(1,681)	(5,160)
Gain on waiver of amount due to non-controlling shareholder (Note 22)	–	–	–	–	(165)	–	(165)
New/remeasurement of leases, net (Note 5)	–	9,456	–	–	–	–	9,456
Others	–	–	–	8	(20)	–	(12)
Reclassification from liabilities associated with assets held-for-sale	2,319	2,754	–	–	–	–	5,073
Reclassification of loan from a related party	–	–	–	–	1,450	(1,450)	–
	(466)	16,708	316	3,737	831	(6,872)	14,254
At 30 April 2023	89,704	97,082	4,319	382	8,396	26,863	226,746

(1) Non-trade amounts due to associates, related parties and non-controlling interests (refer to Note 19(h))

(2) Total interest expense on financial liabilities measured at amortised cost (refer to Note 23)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

Note A: Reconciliation of liabilities arising from financing activities (Continued)

	Liabilities directly associated with assets held for sale $'000 (Note 14)	Loans and borrowings $'000 (Note 17)	Lease liabilities $'000 (Note 18)	Deferred consideration $'000 (Note 19)	Accrued interest $'000 (Note 19)	Non-trade amounts due[1] $'000 (Note 19)	Total $'000
At 1 May 2021	5,747	109,008	118,020	9,003	126	5,979	247,883
Cash flows:							
Finance costs paid	–	–	(5,295)	–	(3,377)	–	(8,672)
Payment of deferred consideration in respect of acquisition of non-controlling interest in subsidiaries	–	–	–	(3,000)	–	–	(3,000)
Repayment of lease liabilities	(47)	–	(18,516)	–	–	–	(18,563)
Repayment of loans	(507)	(8,378)	–	–	–	–	(8,885)
	(554)	(8,378)	(23,811)	(3,000)	(3,377)	–	(39,120)
Non-cash changes:							
Disposal of leases	–	–	(349)	–	–	–	(349)
Finance costs[2]	–	–	5,295	–	3,500	1,269	10,064
Foreign exchange differences	–	780	(36)	–	1	153	898
New/remeasurement of leases, net	–	–	3,662	–	–	–	3,662
Others	4	–	–	–	(10)	164	158
	4	780	8,572	–	3,491	1,586	14,433
At 30 April 2022	5,197	101,410	102,781	6,003	240	7,565	223,196

(1) Non-trade amounts due to associates, related parties and non-controlling interests (refer to Note 19(h))
(2) Total interest expense on financial liabilities measured at amortised cost (refer to Note 23)

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

1 GENERAL INFORMATION

The financial statements of the Group and of the Company for the financial year ended 30 April 2023 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

The Company was incorporated as a limited liability company and domiciled in Singapore. The registered office and place of business is located at 51 Penjuru Road, #04-00, Singapore 609143.

The principal activities of the Group are those relating to freight forwarding, chemical logistics, warehousing and logistics, leasing of industrial buildings, investment holding, real estate fund and property management services, financial leasing services, property development and property investment. The principal activities of the Company are that of an investment holding company.

The immediate and ultimate holding company during the financial year is Vibrant Capital Pte. Ltd., a company incorporated in Singapore.

2 BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements are prepared in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)").

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.3 Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency").

These financial statements are presented in Singapore dollars which is the Company's functional currency. All financial information has been presented in Singapore dollars and rounded to the nearest thousand ($'000), unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

2 BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

The critical accounting estimates and assumptions used in applying accounting policies and areas involving a high degree of judgement are described below.

(a) *Judgements made in applying accounting policies*

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) <u>Identification of functional currency</u>

The Group measures foreign currency translation in the respective currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

(ii) <u>Determination of the lease term (Note 5)</u>

The Group leases leasehold land and buildings, a warehouse complex, motor vehicles, trucks and prime movers and other equipment from third parties to operate its business. In determining the lease term of these leases, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or period after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee.

For leases of leasehold land and buildings and the warehouse complex, the following factors are normally the most relevant:

(a) If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate);

(b) If the leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not to terminate);

(c) Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

2 BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

(a) Judgements made in applying accounting policies (Continued)

(iii) Classification of properties as investment properties (Note 7)

The Group's investment properties comprise residential and industrial properties that are leased to external customers to earn rental income and/or are held for capital appreciation. The carrying amount of the Group's investment properties are disclosed in Note 7 to the financial statements.

(iv) Contingent liabilities

Recognition and measurement for contingent liabilities is based on management's view of the expected outcome of the contingencies after consulting legal counsel for litigation cases and experts. Details of the Group's contingent liabilities are presented in Note 29 to the financial statements.

(v) Income tax (Note 25)

The Group is primarily exposed to income taxes in Singapore, Malaysia and the PRC. Significant judgment is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issue based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's income tax payable as at 30 April 2023 is $7.4 million (2022 – $8.3 million).

(b) Key sources of estimation uncertainty

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

(i) Useful lives of property, plant and equipment and right-of-use assets (Notes 4 and 5)

The cost of property, plant and equipment and right-of-use assets of the Group are depreciated on a straight-line basis over their estimated useful lives. For property, plant and equipment and right-of-use assets, management estimates the useful lives to be ranging from 2 years to 60 years. The Group reviews annually the estimated useful lives of property, plant and equipment and right-of-use assets based on factors that include asset utilisation, internal technical evaluation, technological changes and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of property, plant and equipment and right-of-use assets would increase depreciation expense and decrease non-current assets.

2 BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

(b) Key sources of estimation uncertainty (Continued)

(ii) Impairment of non-financial assets (Notes 4, 5, 8 and 9)

The Group and the Company assessed whether there are any indicators of impairment for non-financial assets, comprising, property, plant and equipment, right-of-use assets and investments in subsidiaries and associates at the end of each reporting period. These non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value-in-use.

(iii) Valuation of investment properties (Note 7)

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers used valuation methods which involves certain estimates. In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation methods are reflective of current market conditions and the estimations used are appropriate.

The carrying amount of the Group's investment properties is disclosed in Note 7 to the financial statements.

A 1% (2022 – 1%) decrease in the fair value of investment properties from management's estimates would result in $1.4 million (2022 – $1.5 million) decrease in the Group's result for the financial year. The Group's carrying amount of investment properties at the reporting date amounted to $138.4 million (2022 – $148.2 million).

(iv) Estimation of the incremental borrowing rate ("IBR") (Notes 5 and 18)

For the purpose of calculating the right-of-use assets and lease liabilities of new leases, management applies the interest rate implicit in the lease ("IRIIL") and, if the IRIIL is not readily determinable, management will use the IBR applicable to the leased asset. The IBR is the rate of interest that the entity would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. For most of the leases where the Group is the lessee, the IRIIL is not readily determinable. Therefore, management estimates the IBR relevant to each lease asset by using observable inputs (such as market interest rate and asset yield) when available, and then making certain lessee specific adjustments. The carrying amounts of the Group's right-of-use assets and lease liabilities are disclosed in Notes 5 and 18, respectively.

A 1% increase/decrease in the estimated IBR from management's estimates will not have a material impact on the Group's profit before tax for the financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

2 BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

(b) Key sources of estimation uncertainty (Continued)

(v) Provision of expected credit losses of trade and other receivables (Note 12)

As at 30 April 2023, the Group's and the Company's net trade receivables amounted to $27.7 million and $0.5 million (2022 – $41.4 million and $0.4 million), respectively. Management uses a provision matrix to calculate expected credit losses (ECLs) for trade receivables from individual customers, which comprise a very large number of small balances.

Loss rates are calculated using a "roll rate" method based on the probability of a receivable progressing through successive stages of delinquency to write off. Roll rates are calculated separately for exposures in different segments based on the historical observed default rates.

Management will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At each reporting date, the historical default rates are updated and changes in the forward-looking estimates are analysed.

The Group's and the Company's credit risk exposures on finance lease receivables, other receivables comprising loans to and non-trade amounts due from subsidiaries, associates, related and third parties are assessed based on qualitative and quantitative factors that are indicative of risk of default (including but not limited to external ratings, audited financial statements, management accounts, cashflow projections and available press information). Impairment on these balances has been measured on a 12-month expected credit loss basis.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast of economic conditions. The Group's and the Company's historical credit loss experiences and forecast of economic conditions may also not be representative of its trade and other receivables' actual default in the future. The information about the ECLs on the Group's and the Company's trade and other receivables is disclosed in Notes 12 and 32, respectively.

2.5 Adoption of new and amended standards and interpretations

The Group has applied the following SFRS(I)s, amendments to SFRS(I)s for the first time for the annual period beginning on 1 May 2022:

- Amendment to SFRS(I) 16 : *Covid-19 – Related Concessions beyond 30 June 2021*
- Amendment to SFRS(I) 3 : *Reference to the Conceptual Framework*
- Amendment to SFRS(I) 1-16 : *Property, plant and equipment – Proceeds before Intended Use*
- Amendment to SFRS(I) 1-37 : *Onerous Contracts – Cost of Fulfilling a Contract*
- Annual Improvements to SFRS(I)s 2018-2020

The application of these amendments to standards and interpretations does not have a material effect on the financial statement.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

2 BASIS OF PREPARATION (CONTINUED)

2.6 Standards issued but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not adopted the new and revised SFRS(I), and amendments to SFRS(I) that have been issued but are not yet effective. Management anticipates that the adoption of these new and revised SFRS(I) pronouncements in future periods will not have a material impact on the Group's and the Company's financial statements in the period of their initial application.

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2	*Disclosure of Accounting Policies*	1 Jan 2023
Amendments to SFRS(I) 1-8	*Definition of Accounting Estimates*	1 Jan 2023
Amendments to SFRS 1-12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 Jan 2023
Amendments to SFRS(I) 1-1	*Classification of Liabilities as Current or Non-current*	1 Jan 2024
Amendments to SFRS(I) 10 and SFRS(I) 1-28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Yet to be determined
Amendments to SFRS(I) 16	*Lease Liability in a Sale and Leaseback*	1 Jan 2024
Amendments to SFRS(I) 1-1	*Non-current Liabilities with Covenants*	1 Jan 2024
Amendments to SFRS(I) 1-7 and SFRS(I) 7	*Supplier Finance Arrangements*	1 Jan 2024

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of consolidation

Business combinations

Business combination is accounted for using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether it includes, at a minimum, an input and substantive process, and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional 'concentration test' is met, and the acquired set of activities and assets is not a business, if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

Business combinations (Continued)

Acquisitions before 1 May 2017

As part of transition to SFRS(I), the Group elected not to restate those business combinations that occurred before the date of transition to SFRS(I) i.e. 1 May 2017. Goodwill arising from acquisitions before 1 May 2017 has been carried forward from the previous FRS framework as the date of transition.

Acquisitions from 1 May 2017

For acquisitions from 1 May 2017, the Group measures goodwill at the date of acquisition as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests (NCI) in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognised immediately in the consolidated statement of comprehensive income.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the statement of comprehensive income.

Any contingent consideration payable is recognised at fair value at the date of acquisition and included in the consideration transferred. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in the statement of comprehensive income.

When share-based payment awards (replacement awards) are exchanged for awards held by the acquiree's employees (acquiree's awards) and relate to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to past and/or future service.

NCIs that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCIs are measured at acquisition-date fair value, unless another measurement basis is required by SFRS(I)s.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

Business combinations (Continued)

Costs related to the acquisition, other than those associated with the issue of debt or equity investments, that the Group incurs in connection with a business combination are expensed as incurred.

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 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 and other comprehensive income applicable to the non-controlling interests in a subsidiary are allocated to non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

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.

Thus, the Group controls an investee if, and only if, the Group has all of the following:

- power over the investee;
- exposure, or rights to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

Business combinations (Continued)

The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

– the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
– potential voting rights held by the Group, other vote holders or other parties;
– rights arising from other contractual arrangements; and
– any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in ownership interests in subsidiaries without loss of control

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

When the Group loses control over a subsidiary, a gain or loss is recognised in the consolidated statement of comprehensive income and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)s). The fair value of any investment retained in the former subsidiary at the date when the control is lost is regarded as the fair value on the initial recognition for subsequent accounting under SFRS(I) 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

Leasehold buildings	:	10 to 60 years, or lease term if shorter
Motor vehicles, trucks and prime movers	:	5 to 15 years
Office equipment and machinery	:	5 to 30 years
Furniture, fixtures and fittings	:	3 to 10 years

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to property, plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits in excess of the standard of performance of the asset before the expenditure was made will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the date of acquisition and to the date before disposal, respectively. Fully depreciated property, plant and equipment are retained in the books of accounts until they are no longer in use.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the assets and is recognised on the statement of comprehensive income.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

3.3 Leases

(i) The Group as a lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3 Leases (Continued)

(i) The Group as a lessee (Continued)

(a) Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantee;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in the statement of comprehensive income in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected to not separate lease and non-lease components and account these as one single lease component.

The lease liabilities are presented as a separate line item in the consolidated statement of financial position. The lease liability is subsequently measured at amortised cost, by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to the statement of comprehensive income if the carrying amount of the right-of-use asset has already been reduced to nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3 Leases (Continued)

(i) The Group as a lessee (Continued)

(a) Lease liability (Continued)

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

(b) Right-of-use asset

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Leasehold land and building	:	2 years to 37 years
Warehouse complex	:	Over the lease period of 10 years
Motor vehicles, trucks & prime movers	:	2 years to 5 years
Office equipment & machinery	:	2 years to 5 years
Furniture, fixtures & fittings	:	3 years to 5 years

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line item in the consolidated statement of financial position. A right-of-use asset which meets the definition of an investment property is presented within "investment properties" in the statement of financial position. The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3 Leases (Continued)

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 to allocate the consideration in the contract. The Group applies the derecognition and impairment requirements in SFRS(I) 9 to the net investment in the lease. The Group regularly reviews the estimated unguaranteed residual values used in calculating the gross investment in the lease.

3.4 Intangible assets

Computer software

Computer software are initially recognised at cost. Such costs include the purchase price, net of any discounts and rebates, and other directly attributable cost at preparing the assets for their intended use. Subsequent to initial recognition, computer software are carried at cost less accumulated amortisation and impairment losses, if any. These costs are amortised to the statement of comprehensive income using the straight-line method over their estimated useful lives of 4 years.

Computer software under implementation are not amortised.

3.5 Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties under development are properties being constructed or developed for future use as investment properties. Investment properties and investment properties under development are initially recognised at cost, including transaction costs, and subsequently at fair value with any change therein recognised in the statement of comprehensive income.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the statement of comprehensive income.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Investment properties (Continued)

When the use of a property changes such that it is reclassified as property, plant and equipment or development properties, its fair value at the date of reclassification becomes its cost for subsequent accounting. Property that is being constructed for future use as investment property is accounted for at fair value.

3.6 Subsidiaries

In the Company's separate financial statements, investments in subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

3.7 Associates

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity.

Investments in associates are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the equity-accounted investees, after adjustments to align the accounting policies of the equity accounted investees with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee. In the Company's separate financial statements, investments in associates are stated at cost less allowance for any impairment losses on an individual associate basis.

3.8 Impairment of non-financial assets

As at each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

NOTES TO THE
FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Impairment of non-financial assets (Continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.9 Financial instruments

Financial instruments carried on the statement of financial position include financial assets and financial liabilities. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item. These are recognised on the Group's and the Company's statement of financial position when the Group and the Company become a party to the contractual provisions of the instrument. Disclosures of the Group's and the Company's financial risk management objectives and policies are provided in Note 32.

Financial assets and financial liabilities are offset and the net amount presented on the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3.10 Financial assets

<u>Recognition and initial measurement</u>

Non-derivative financial assets and financial liabilities

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI"); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.10 Financial assets (Continued)

Recognition and initial measurement (Continued)

Non-derivative financial assets and financial liabilities (Continued)

(i) Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Equity investments at FVOCI

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

(iii) Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.10 Financial assets (Continued)

Business model assessment (Continued)

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset, on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable rate features;

- prepayment and extension features; and

- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.10 Financial assets (Continued)

Subsequent measurement and gains and losses

(i) Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of comprehensive income.

(ii) Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of comprehensive income. Any gain or loss on derecognition is recognised in the statement of comprehensive income.

(iii) Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to the statement of comprehensive income.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

3.11 Inventories

Inventories, comprising mainly consumables used in generating warehousing revenue, are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out basis and includes freight and handling charges.

Provision is made for obsolete, slow-moving and defective inventories in arriving at the net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and short-term deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

3.13 Assets held-for-sale

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probable to be recovered primarily through sale or distribution rather than through continuing use, are classified as held-for-sale or distribution.

Immediately before classification as held-for-sale or distribution, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter, the assets, or disposal group, classified as held-for-sale (held for distribution) are generally measured at the lower of their carrying amount and fair value less costs to sell (fair value less costs to distribute).

Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on a pro-rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held-for-sale or distribution and subsequent gains or losses on remeasurement are recognised in the statement of comprehensive income. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets and property, plant and equipment once classified as held-for-sale or distribution are not amortised or depreciated. In addition, equity accounting of associates and joint ventures ceases once classified as held-for-sale or distribution.

3.14 Value-added tax and Goods & Services Tax

Revenue, expenses and assets are recognised net of the amount of value-added tax ("VAT") or Goods & Services Tax ("GST"), except where the VAT/GST incurred on a purchase of assets or services is not recoverable from the taxation authorities, in which case the VAT/GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable, and except that trade receivables and trade payables are recorded with the amount of VAT/GST included. The net amount of VAT/GST recoverable from or payable to the taxation authorities are included as part of other receivables or other payables in the statement of financial position.

3.15 Share capital

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

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.16 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them.

3.17 Dividends

Final dividends proposed by the directors are not accounted for in shareholders' equity as an appropriation of retained profit, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the regulation of constitution of the Company grants the directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

3.18 Financial liabilities

Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the statement of comprehensive income. Directly attributable transaction costs are recognised in the statement of comprehensive income as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of comprehensive income. These financial liabilities comprised loans and borrowings, lease liabilities and trade and other payables.

Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.19 Provisions

Provisions are recognised when the Group and the Company have 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 a reliable estimate can be made of the amount of the obligation. The directors review the provisions annually and where in their opinion, the provision is inadequate or excessive, due adjustment is made.

3.20 Contingencies

A contingent liability is:

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

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

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

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

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and where the fair values can be reliably determined.

3.21 Borrowing costs

Borrowing costs are recognised in statement of comprehensive income as incurred except to the extent that they are capitalised. Borrowing costs are capitalised if they are directly attributable to the acquisition, construction or production of a qualifying asset. Foreign exchange differences arising from foreign currency borrowings are capitalised to the extent that they are regarded as an adjustment to interest costs. 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 ready for their intended use or sale.

3.22 Financial guarantee contracts

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS(I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.22 Financial guarantee contracts (Continued)

ECLs are probability-weighted estimate of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Company expects to recover.

3.23 Income taxes

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

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

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

Deferred income tax is provided in full, using the liability method, on temporary differences at the statement of financial position between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

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

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

– In respect of temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future; and

– In respect of deductible temporary differences and carry-forward of unutilised tax losses, if it is not probable that taxable profits will be available against which those deductible temporary differences and carry-forward of unutilised tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date 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 each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to 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 reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.23 Income taxes (Continued)

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefit embodied in the investment property over time, rather than through sale. The carrying amounts of the Group's investment properties are presumed to be recovered entirely through sale.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authorities on the same taxable entity, or on different tax entities, provided they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.24 Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and Company if that person:

- (i) has control or joint control over the Company;
- (ii) has significant influence over the Company; or
- (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.24 Related parties (Continued)

(b) An entity is related to the Group and the Company if any of the following conditions applies: (Continued)

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

3.25 Employee benefits

Short-term employee benefits

Short-term benefit obligations, including accumulated compensated absences, are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonuses if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided.

Long-term employee benefits

The Group's net obligation in respect of the other employee benefits other than pension plans is the amount of future benefits that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on government bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method. Any gains and losses are recognised in the statement of comprehensive income in the period in which they arise.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in the statement of comprehensive income in the periods during which related services are rendered by employees.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain key executive officers are considered key management personnel.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.26 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Freight and logistics segment

The freight and logistics segment of the Group generates revenue principally by providing freight services and a range of logistics services, including warehousing services, transportation services, inventory management services and record management services.

Freight services

Freight services include air and sea custom clearance, documentation, cartage, handling, transfers and delivery of goods. Revenue from outbound freight forwarding is recognised upon departure of goods from port of disembarkation, while revenue from inward freight forwarding is recognised when goods arrive at port of arrival. Management expects that the amount of revenue recognised by these recognition points would approximate the amount of revenue to be recognised over time as services are performed.

Revenue is recognised based on the price specified in the contract, net of discounts and rebates. It is only recognised to the extent that it is highly probable that a significant reversal will not occur. Customers are required to pay for the services rendered within 60 days of receiving the invoice and delivery order or service report.

Logistics services

Logistics services refers to the provision of warehousing services, transportation services, inventory management services and record management services. For bundled packages, the Group accounts for the individual services as separate performance obligations as they are distinct, i.e. the service is separately identifiable from other items in the bundled package and a customer can benefit from it. The consideration receivable under the contract is allocated to the separate services in a bundle based on their relative stand-alone selling prices. The stand-alone selling prices are determined based on the Group’s services price list. Revenue is recognised upon completion of the service which is expected to approximate revenue to be recognised over time, based on the time elapsed.

Warehousing services

Warehousing services refer to the provision of storage of the customer’s products. Revenue is recognised over time as services are being transferred to the customer, based on the time elapsed. Services are billed in advance on a monthly basis.

Transportation services

Transportation services include local delivery of goods. Revenue is recognised upon completion of the service which is expected to approximate revenue to be recognised over time, based on the time elapsed, due to the short service period. Services are billed upon completion, on a monthly basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.26 Revenue recognition (Continued)

Freight and logistics segment (Continued)

Inventory management services

Inventory management services include rendering of import clearance, documentation and trucking services for inbound shipment and performing inventory stock-take and other related services over a specified time period. Revenue is recognised when services are completed. Management expects this to approximate the amount of revenue to be recognised over time, based on the time elapsed. Services are billed on a monthly basis.

Record management services

Record management services include storage, collection and retrieval and disposal of documents over a specified time period. Revenue generated from providing document storage, collection and retrieval and disposal services is recognised over time as services are being transferred to the customer, based on the time elapsed. Services are billed on a monthly basis.

Financial services segment

The financial services segment of the Group principally generates revenue from dividend income and interest income.

Dividend income

Dividend income is recognised in the statement of comprehensive income on the date that the Group's right to receive payment is established, which in the case of quoted securities is usually the ex-dividend date.

Interest income

Interest income is recognised as it accrues in the statement of comprehensive income, using the effective interest method. Interest on loans is payable on a half-yearly basis.

Real estate segment

The real estate segment of the Group principally generates revenue from the property management services.

Property management services

Property management services include maintenance, repair and upkeep of the facilities of the properties under management over a specified time period. Revenue is recognised over time as the services are transferred to the customer, based on the time elapsed. Property management fees are receivable monthly in advance.

Rental income

Rental income from investment properties is recognised on a straight-line basis, over the period of the lease. Lease incentives granted are recognised as an integral part of total rental income, over the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.27 Government grants

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

Government grants received are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

3.28 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

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

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

3.29 Conversion of foreign currencies

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in the statement of comprehensive income. However, in the consolidated financial statements, currency translation differences arising from monetary items that are considered to form part of a net investment in foreign operations, are recognised in other comprehensive income and accumulated in the other reserves.

Foreign currency gains and losses are reported as either other income or other operating expense depending on whether foreign currency movements are in a gain or loss position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.29 Conversion of foreign currencies (Continued)

Transactions and balances (Continued)

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates at the date of the transaction.

Group entities

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

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

(ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e., including comparatives) shall be translated at the average exchange rates for the year; and

(iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in translation reserve.

3.30 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

3.31 Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Chief Executive Officer has been identified as the Chief Operating Decision Maker who makes strategic resources allocation decisions and assesses segment performance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

4 PROPERTY, PLANT AND EQUIPMENT

The Group	Leasehold buildings $'000	Motor vehicles, trucks and prime movers $'000	Office equipment and machinery $'000	Furniture, fixtures and fittings $'000	Total $'000
Cost					
At 1 May 2021	106,411	39,462	15,380	1,883	163,136
Reclassification	–	492	(492)	–	–
Additions	–	476	350	349	1,175
Disposals/write-offs	–	(1,353)	(1,814)	(638)	(3,805)
Reclassification from "right-of-use assets" on full repayment of lease liabilities (Note 5)	–	1,672	–	–	1,672
Translation differences	(189)	798	(58)	(24)	527
At 30 April 2022	106,222	41,547	13,366	1,570	162,705
Reclassification	**(170)**	**–**	**–**	**170**	**–**
Additions	**–**	**205**	**4,326**	**114**	**4,645**
Disposals/write-offs	**–**	**(1,132)**	**(6,681)**	**(68)**	**(7,881)**
Reclassification from "right-of-use assets" on full repayment of lease liabilities (Note 5)	**–**	**1,577**	**–**	**–**	**1,577**
Reclassification from "asset held-for sale" (Note 14)	**11,213**	**–**	**99**	**366**	**11,678**
Adjustment	**(440)**	**–**	**–**	**–**	**(440)**
Translation differences	**(67)**	**(1,407)**	**(263)**	**(21)**	**(1,758)**
At 30 April 2023	**116,758**	**40,790**	**10,847**	**2,131**	**170,526**
Accumulated depreciation and impairment losses					
At 1 May 2021	21,248	23,182	14,364	1,461	60,255
Reclassification	–	492	(492)	–	–
Depreciation for the year	3,767	2,969	419	168	7,323
Disposals/write-offs	–	(1,301)	(1,798)	(630)	(3,729)
Reclassification from "right-of-use assets" on full repayment of lease liabilities (Note 5)	–	604	–	–	604
Translation differences	(57)	441	(57)	(24)	303
At 30 April 2022	24,958	26,387	12,436	975	64,756
Reclassification	**(170)**	**–**	**–**	**170**	**–**
Depreciation for the year	**4,143**	**3,050**	**571**	**184**	**7,948**
Disposals/write-offs	**–**	**(1,120)**	**(6,486)**	**(63)**	**(7,669)**
Reclassification from "right-of-use assets" on full repayment of lease liabilities (Note 5)	**–**	**700**	**–**	**–**	**700**
Reclassification from "asset held-for-sale" (Note 14)	**2,497**	**–**	**19**	**335**	**2,851**
Translation differences	**(24)**	**(956)**	**(86)**	**(21)**	**(1,087)**
At 30 April 2023	**31,404**	**28,061**	**6,454**	**1,580**	**67,499**
Carrying amount					
At 30 April 2023	**85,354**	**12,729**	**4,393**	**551**	**103,027**
At 30 April 2022	81,264	15,160	930	595	97,949

The Group's leasehold buildings include provision for restoration costs of $1.2 million (2022 – $1.2 million).

NOTES TO THE
FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Company	Motor vehicles $'000	Office equipment $'000	Furniture, fixtures and fittings $'000	Total $'000
Cost				
At 1 May 2021	237	138	58	433
Additions	–	5	–	5
At 30 April 2022	237	143	58	438
Additions	**–**	**6**	**–**	**6**
At 30 April 2023	**237**	**149**	**58**	**444**
Accumulated depreciation				
At 1 May 2021	81	124	44	249
Depreciation for the year	33	7	3	43
At 30 April 2022	114	131	47	292
Depreciation for the year	**33**	**6**	**3**	**42**
At 30 April 2023	**147**	**137**	**50**	**334**
Carrying amount				
At 30 April 2023	**90**	**12**	**8**	**110**
At 30 April 2022	123	12	11	146

Security

The following property, plant and equipment have been pledged as securities to secure bank loans and other credit facilities extended to the Company and certain subsidiaries as set out in Note 17:

The Group	30 April 2023 $'000	30 April 2022 $'000
Net carrying value		
Leasehold buildings	**83,820**	79,577
Included in (a) Motor vehicles, trucks and prime movers and (b) Office equipment and machinery	**12,470**	13,963

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

5 RIGHT-OF-USE ASSETS

The Group	Leasehold land and buildings $'000	Warehouse complex $'000	Motor vehicles, trucks and prime movers $'000	Others^ $'000	Total $'000
		(Note A)			
Cost					
At 1 May 2021	20,857	66,714	8,363	375	96,309
Lease modifications	–	–	(36)	–	(36)
Additions	2,124	–	1,555	19	3,698
Disposals	(3,568)	–	(1,085)	(67)	(4,720)
Reclassification to "property, plant and equipment" on full repayment of lease liabilities (Note 4)	–	–	(1,672)	–	(1,672)
Translation differences	(20)	–	(60)	–	(80)
At 30 April 2022	19,393	66,714	7,065	327	93,499
Lease modifications	**53**	**–**	**6**	**–**	**59**
Additions	**7,822**	**–**	**1,379**	**196**	**9,397**
Disposals	**(6,406)**	**–**	**(2,121)**	**(161)**	**(8,688)**
Reclassification to "property, plant and equipment" on full repayment of lease liabilities (Note 4)	**–**	**–**	**(1,577)**	**–**	**(1,577)**
Reclassification from "asset held-for-sale" (Note 14)	**2,891**	**–**	**–**	**–**	**2,891**
Translation differences	**(62)**	**–**	**(112)**	**–**	**(174)**
At 30 April 2023	**23,691**	**66,714**	**4,640**	**362**	**95,407**
Accumulated depreciation					
At 1 May 2021	5,479	13,208	3,251	150	22,088
Depreciation for the year	5,004	6,671	1,767	93	13,535
Disposals	(3,537)	–	(905)	(41)	(4,483)
Reclassification to "property, plant and equipment" on full repayment of lease liabilities (Note 4)	–	–	(604)	–	(604)
Translation differences	(9)	–	(16)	–	(25)
At 30 April 2022	6,937	19,879	3,493	202	30,511
Depreciation for the year	**3,909**	**6,671**	**1,460**	**70**	**12,110**
Disposals	**(6,406)**	**–**	**(2,003)**	**(151)**	**(8,560)**
Reclassification to "property, plant and equipment" on full repayment of lease liabilities (Note 4)	**–**	**–**	**(700)**	**–**	**(700)**
Reclassification from "asset held-for-sale" (Note 14)	**154**	**–**	**–**	**–**	**154**
Translation differences	**(30)**	**–**	**(32)**	**–**	**(62)**
At 30 April 2023	**4,564**	**26,550**	**2,218**	**121**	**33,453**
Carrying amount					
At 30 April 2023	**19,127**	**40,164**	**2,422**	**241**	**61,954**
At 30 April 2022	12,456	46,835	3,572	125	62,988

^ Others comprise machinery, office equipment, fixtures and fittings.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

5 RIGHT-OF-USE ASSETS (CONTINUED)

As at 30 April 2023, the Group leases “motor vehicles, trucks and prime movers” with a carrying amount of $1.1 million (2022 – $2.2 million) under a number of hire purchase agreements.

The statement of comprehensive income included the following amounts relating to leases:

The Group	30 April 2023 $’000	30 April 2022 $’000
Interest expense on lease liabilities (Note 23)	**4,711**	5,295
Rental of motor vehicles, trucks and prime movers and office equipment on short-term leases	**5,030**	6,074
Rental of offices, warehouses and leasehold buildings on short-term leases	**430**	2,891
Operating lease expenses (Note 24)	**5,460**	8,965

As at 30 April 2023, the Group’s short-term lease commitments at the reporting date are not substantially dissimilar to those giving rise to the Group’s short-term lease expense for the year.

Note A: Sale and leaseback of a warehouse complex

On 10 May 2019, the Group completed the sale and leaseback of No. 121 Banyan Drive Singapore 627570 (the “Property”) to SGRE Banyan Pte. Ltd. (“SGRE”) for a purchase consideration of $227.5 million (the “Transaction”). Pursuant to the sale of the Property, the Group commenced a 10-year lease with SGRE.

Management assessed that the transfer of the Property to SGRE was a sale and purchase of an asset in accordance with SFRS(I) 15 since SGRE had obtained control over the Property. Accordingly, management derecognised the underlying Property and applied lessee accounting and recorded a right-of-use asset with a carrying amount of $66.7 million at the retained portion of the previously carried amount with a corresponding lease liability of $118.5 million. A gain of $41.3 million relating to the rights transferred to SGRE was recognised in ‘other income’ in the consolidated statement of comprehensive income in the financial year ended 30 April 2020. The interest rate implicit in the lease was 4.93% per annum.

In addition, the Group has also placed a security deposit amounting to $8.8 million (2022 – $8.8 million) with an appointed institution as stipulated in the lease agreement. The deposit earns interest and is included in cash and bank balances as disclosed in Note 13.

The sale and leaseback arrangement enabled the Group to realise the fair value of its investment in the Property, while enabling the Group, through the leaseback arrangement, to enjoy the long-term use of the Property for its existing operations.

The Group is required to pay monthly rent ranging from $1.3 million to $1.5 million per month over a period of 10 years from May 2019. The Group is also entitled to six months rent-free periods each in the fifth and the tenth year of the rental period.

Since the inception of the lease, the Group has made lease payments totalling $62.4 million (2022 – $46.3 million) to SGRE.

There are no payments not included in the measurement of lease liabilities.

NOTES TO THE
FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

6. INTANGIBLE ASSETS

The Group	Computer software $'000	Computer software under implementation $'000	Total $'000
Cost			
At 1 May 2021	–	195	195
Additions	–	105	105
Transfers	300	(300)	–
At 30 April 2022	300	–	300
Translation differences	**(3)**	**–**	**(3)**
At 30 April 2023	**297**	**–**	**297**
Accumulated amortisation			
At 1 May 2021	–	–	–
Amortisation charge	50	–	50
At 30 April 2022	50	–	50
Amortisation charge	**83**	**–**	**83**
Translation differences	**(2)**	**–**	**(2)**
At 30 April 2023	**131**	**–**	**131**
Carrying amount			
At 30 April 2023	**166**	**–**	**166**
At 30 April 2022	250	–	250

The Company	Computer software $'000	Computer software under implementation $'000	Total $'000
Cost			
At 1 May 2021	–	195	195
Additions	–	105	105
Transfers	48	(48)	–
Recharged to subsidiaries	–	(252)	(252)
At 30 April 2022 and 2023	**48**	**–**	**48**
Accumulated amortisation			
At 1 May 2021	–	–	–
Amortisation charge	8	–	8
At 30 April 2022	8	–	8
Amortisation charge	**13**	**–**	**13**
At 30 April 2023	**21**	**–**	**21**
Carrying amount			
At 30 April 2023	**27**	**–**	**27**
At 30 April 2022	40	–	40

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

7 INVESTMENT PROPERTIES

The Group	30 April 2023 $'000	30 April 2022 $'000
At beginning of year	**148,234**	143,859
Changes in fair value (Note 22)	**419**	3,571
Translation differences	**(10,283)**	804
At end of year	**138,370**	148,234

Details of the Group's investment properties as at 30 April 2023 are as follows:

Property name/Location	Description/ existing name	Approximate land area	Tenure	Group's effective interest
Palas Condominium, Kuala Lumpur, Malaysia	Condominium	6,383 m^2	Freehold	100%
Changshu Fervent Industrial Park – Phases 1 and 2, PRC	6 warehouses and 1 office block	101,150 m^2	50 years lease commencing from March 2014	48%
Changshu Fervent Industrial Park – Phase 3, PRC	2 built-to-suit warehouses	76,553 m^2	50 years lease commencing from March 2017	48%

Investment properties comprise residential and industrial properties that are leased to external customers and/or held for capital appreciation. As at 30 April 2023, rental income from the Group's industrial properties which was leased under operating leases amounted to $6.5 million (2022 – $6.1 million) (See Note 21). There is no rental income from the residential property (2022 – Nil).

Direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income during the financial year, amounted to $1.6 million (2022 – $1.7 million).

Direct operating expenses (including repairs and maintenance) arising from investment properties that did not generate rental income during the financial year, amounted to $0.1 million (2022 – $0.2 million).

As at 30 April 2023 and 30 April 2022, the residential and industrial investment properties were located and held by subsidiaries incorporated in countries with capital restrictions, i.e. repatriation requirements in place.

In FY2023 and FY2022, there are no interest expense being capitalised in the cost of investment properties at the cost of borrowing.

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FINANCIAL STATEMENTS

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7 INVESTMENT PROPERTIES (CONTINUED)

Security

At 30 April 2023, an investment property of the Group with a carrying amount of $93.9 million (2022 – $101.3 million) was pledged as securities to secure bank loans of a subsidiary as set out in Note 17.

Fair value hierarchy

The fair value measurement for all investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used (see Note 33).

8 SUBSIDIARIES

The Company	30 April 2023 $'000	30 April 2022 $'000
Equity investments, at cost:		
– At the beginning of the year	**33,612**	36,717
– Capital reduction (Note A)	**–**	(3,000)
– Write-offs (Note B)	**–**	(105)
– At end of year	**33,612**	33,612
Loans to a subsidiary (non-trade) (Note C)	**29,900**	29,900
	63,512	63,512
Accumulated impairment losses:		
– At beginning of the year	**(4,400)**	(4,505)
– Amount utilised (Note B)	**–**	105
– At end of year	**(4,400)**	(4,400)
	59,112	59,112

Note A:

In the previous financial year, the Company's wholly owned subsidiary – Freight Links Express Distripark Pte Ltd conducted a capital reduction, where it returned $3.0 million to the Company through the set off of loans and non-trade amounts due to the subsidiary.

Note B:

In the previous financial year, the Company's subsidiary – Freight Links M&S (H.K.) Ltd was deregistered. Accordingly, the impairment loss previously recognised was set off against the Company's equity investment.

Note C:

The non-trade loans extended to a subsidiary are unsecured, non-interest bearing with repayment terms at the discretion of the subsidiary. As the amount is, in substance, a part of the Company's net investment in the subsidiary, it is considered to be part of the cost of investment, and is stated at cost, less impairment losses, if any.

8 SUBSIDIARIES (CONTINUED)

Note D: Completion of transfer of shares in Saujana Tiasa Sdn Bhd ("STSB")

STSB was incorporated in August 2013 by the Group and Desa Tiasa Sdn Bhd ("DTSB") for purpose of acquiring a freehold property (the "Property") in Malaysia as disclosed in Note 7 to the financial statement. Since December 2018, the Group and DTSB have been involved in litigation against one another. In November 2021, both parties entered into a settlement agreement where DTSB and its shareholder agreed to withdraw their legal proceedings against the Group and the latter agreed to take over the remaining 50% equity interest in STSB from DTSB where the shares were previously pledged to the Group for securing advances previously extended to DTSB by the Group. DTSB has also agreed to procure the resignations of the directors of STSB that was nominated by DTSB. In return for the above, the Group agreed to pay (i) MYR0.5 million to DTSB on the date of completion of the transfer of shares and (ii) MYR1 million two years from the date of the settlement agreement or upon the completion of the sale of the Property to a third-party purchaser, whichever is earlier. The amount of the deferred consideration of $316,000 (equivalent to MYR1 million) is included in "deferred consideration payable" in Note 19 to the financial statements.

The settlement agreement constitutes a full and final settlement of all sums due and owing by DTSB and its shareholder to the Group and the Group will no longer have further claims against DTSB and its shareholder. The out-of-court settlement will enable the Group to restore and focus on acting in the best interest of realising the fair value of the Property owned by STSB.

On 20 June 2022, the Company announced the completion of the share transfer of the remaining 50% equity interest in STSB, increasing its ownership from 50% to 100%. The carrying amount of STSB's net assets in the Group's consolidated financial statements on the date of acquisition was $0.1 million.

	30 April 2023
	$'000
Loans due from non-controlling interests (Note 12(d))	**1,106**
Non-trade amounts from non-controlling interests (Note 12(g))	**11,558**
Impairment loss utilised (Note 32)	**(2,364)**
	10,300
Loans due to non-controlling interests (Note 19(f))	**(3,741)**
Non-trade amounts due to non-controlling interests	**(940)**
Deemed settlement with non-controlling interests	**5,619**
Consideration paid to non-controlling interests in the previous financial year	**158**
Consideration payable to non-controlling interests included in deferred consideration in Note 19(e)	**316**
Decrease in equity attributable to owners of the Company	**6,093**
Carrying amount of non-controlling interests acquired	**(59)**
Net amount recognised to "capital reserve"	**6,034**

On 20 June 2022, loans to and non-trade amounts due from non-controlling interest of $10.3 million (2022 – $10.3 million) equivalent to MYR31.4 million, were set-off against loans owing to non-controlling interest of $4.7 million (2022 – $4.7 million) equivalent to MYR14.8 million. An amount of $6.1 million comprising the "deemed settlement" amounting to $5.6 million (equivalent to MYR16.6 million), together with the purchase consideration of $474,000 (equivalent to MYR1.5 million), resulted in a decrease in equity attributable to owners, of which non-controlling interest of $59,000 was derecognised and the remaining $6.0 million was recorded to the "capital reserve" as a transaction with owners in their capacity as owners (Note 16).

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FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

8 SUBSIDIARIES (CONTINUED)

Note E: Deregistration of Freight Links (Jiangsu) Co., Ltd ("FLJ")

In April 2023, the Group completed the deregistration of its 65.5% owned subsidiary. Net assets of $2.0 million comprising cash and bank balances were distributed to its shareholders, of which $0.7 million was paid to the non-controlling interest and $1.3 million was retained by the Group.

The Company's investments in subsidiaries are assessed for impairment at each reporting date. The Company evaluates, amongst other factors, the duration and extent to which the fair value of its investment in subsidiaries is less than its cost. Changes in the financial health of and near-term business outlook for the investment, including factors such as industry and sector performance, technology and operational and financial cash flows, will impact the recoverable amount of its investment in subsidiaries.

The Company's investments in subsidiaries are assessed for impairment at each reporting date. The Company evaluates, amongst other factors, the duration and extent to which the fair value of its investment in subsidiaries is less than its cost. Changes in the financial health of and near-term business outlook for the investment, including factors such as industry and sector performance, technology and operational and financial cash flows, will impact the recoverable amount of its investment in subsidiaries.

Details of material subsidiaries of the Group are as follows:

Name of subsidiaries	Country of incorporation/principal place of business	Percentage of equity held by the Group	
		30 April 2023 %	30 April 2022 %
Directly owned subsidiaries of the Company			
Crystal Freight Services Distripark Pte Ltd[(1)]	Singapore	**100**	100
Crystal Freight Services Pte Ltd[(1)]	Singapore	**100**	100
Freight Links Express Pte Ltd[(1)]	Singapore	**100**	100
Freight Links Express Logisticentre Pte Ltd[(1)]	Singapore	**100**	100
Freight Links Logistics Pte. Ltd.[(1)]	Singapore	**100**	100
Hub & Port Services Pte. Ltd.[(1)]	Singapore	**100**	100
Lee Thong Hung Trading & Transport Sdn Bhd[(2)]	Malaysia	**100**	100
LTH Logistics (Singapore) Pte Ltd ("LTHS")[(1)]	Singapore	**100**	100
Singapore Enterprises Private Limited[(1)]	Singapore	**100**	100
Freight Links Express (Thailand) Co., Ltd[(6)(7)]	Thailand	**49**	49
Subsidiaries held by the Company's subsidiaries			
Fervent Industrial Development (Suzhou) Co., Ltd[(4)(9)(10)]	People's Republic China	**48**	48
Freight Links E-Logistics Technopark Pte Ltd[(1)]	Singapore	**100**	100
Freight Links Express Logisticpark Pte Ltd[(1)]	Singapore	**100**	100
New Vibrant (Jiangsu) Supply Chain Management Co., Ltd[(3)]	People's Republic China	**100**	100
Saujana Tiasa Sdn Bhd[(5)(8)]	Malaysia	**100**	50
Shentoncil Pte. Ltd. ("Shentoncil")[(1)]	Singapore	**100**	100
Sinolink Financial Leasing Co., Ltd[(4)(10)]	People's Republic China	**51**	51
Vibrant DB2 Pte. Ltd.[(1)]	Singapore	**51**	51
Vibrant Properties Pte. Ltd.[(1)]	Singapore	**60**	60

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

8 SUBSIDIARIES (CONTINUED)

(1) Audited by Foo Kon Tan LLP
(2) Audited by SE Lai CK, Malaysia
(3) Audited by Shanghai ThinkBridge CPA
(4) Audited by RSM China, Shanghai
(5) Audited by HLB Ler Lum Chew PLT, Malaysia
(6) Audited by HLB Thailand
(7) Although the Group owns less than half of the voting rights of Freight Links Express (Thailand) Co., Ltd as at 30 April 2023, the Group is exposed to and has the rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entities through its control of the composition of the board of directors by virtue of the shareholders' agreements. Consequently, the Group consolidates the investments in the entity as a subsidiary of the Group.
(8) On 20 June 2022, the Group completed the transfer of the pledged shares (i.e., 50% of the shares in STSB) from DTSB to Celestine Management Private Limited (a wholly-owned subsidiary of the Company) and STSB became a wholly-owned subsidiary of the Group. In the previous financial year, although the Group owned only half of the voting rights in the STSB, the Group was exposed to and had the rights to variable returns from its involvement in STSB and had the ability to affect those returns through its power over the entity through its control of the composition of the board of directors by virtue of the shareholders' agreement. Consequently, the Group consolidated the investment in STSB as a subsidiary of the Group.
(9) The Group's effective shareholdings in Fervent Industrial Development (Suzhou) Co., Ltd of 48% comprises its 60% shareholdings in subsidiary Vibrant Properties Pte. Ltd. ("VPPL"), which in turn holds 80% shareholdings in the entity. Consequently, the Group has control of the composition of the board of directors of VPPL, which in turn has control over the board of directors of the entity, and consolidates the investment in this entity as a subsidiary of the Group.
(10) These entities are indirectly held and controlled by non-wholly owned subsidiaries.

At the reporting date, two (2022 – two) subsidiaries were considered to be significant as defined under the Singapore Exchange Limited Listing Rules as the Group's share of the subsidiaries' net tangible assets represent 20% or more of the Group's consolidated net tangible assets and the Group's share of the subsidiaries' pre-tax profits account for 20% or more of the Group's consolidated pre-tax profits.

9 ASSOCIATES

	The Group		The Company	
	30 April 2023 $'000	**30 April 2022 $'000**	**30 April 2023 $'000**	**30 April 2022 $'000**
Redeemable cumulative convertible preference shares in an associate	**–**	–	**–**	–
Other receivables at amortised cost	**–**	–	**–**	–
Investments in associates (equity-accounted investees)	**55,722**	64,057	**953**	8,402
	55,722	64,057	**953**	8,402

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Redeemable cumulative convertible preference shares (RCCPS) in an associate

(a) Details of the associate are as follows:

Name of associate	Country of incorporation/principal place of business
China GSD Logistics Pte. Ltd. (GSD)[(1)]	Singapore

(1) Audited by Goh Ngiap Suan & Co

GSD is regarded as an associate of the Group as the Group has representation on the board of directors and has significant influence over the financial and operating policies of GSD.

(b) Terms and conditions of the RCCPS:

(i) Each RCCPS shall confer on the holder the right to be paid in priority to any other distributions in respect of any other classes of shares and the right to preference dividends on a cumulative basis, of an amount equal to 7% (2022 – 7%) per annum of the issue price payable on each RCCPS for each year the RCCPS are in issue;

(ii) In the event of liquidation of GSD, the holder has priority in the repayment of capital together with any arrears of any declared but unpaid dividend on a cumulative basis. In addition, the holder is entitled to participate in the distribution of the surplus assets on liquidation of GSD equally with the holders of ordinary shares;

(iii) Each RCCPS is convertible at the sole discretion of the holder into 1 ordinary share in the capital of GSD. The holder has the right to convert the RCCPS any time after (a) receipt by GSD of Eligibility-to-List letter from an exchange or (b) 3 November 2006, if GSD is not listed on an exchange by 3 November 2006. As at the balance sheet date, the Group has yet to exercise its rights to convert the RCCPS and retains its rights to do so;

(iv) The RCCPS are secured over the shares of GSD; and

(v) Upon conversion, the Group would hold 39.04% of the issued share capital of GSD.

(c) The RCCPS is denominated in United States dollar.

(d) The results of GSD are not equity accounted as the Company does not hold equity interest in the associate as at the reporting date.

In FY2019, the Group entered into a deed of settlement due to the occurrence of the redemption event and GSD was obliged to redeem the RCCPS in full. GSD acknowledged, agreed and undertook that the redemption amount was due and payable for a principal sum of US$10 million in ten equal instalments over a period of ten years commencing from 30 April 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Redeemable cumulative convertible preference shares (RCCPS) in an associate (Continued)

In FY2020, the Group received from GSD $1.6 million (equivalent to US$1.2 million) comprising the first instalment of US$1 million received on 30 June 2019 and partial repayment US$0.2 million of the second instalment. The Group recorded an impairment loss to the consolidated statement of comprehensive income of $8.5 million (2019 – $2.2 million) on the RCCPS measured at amortised cost after GSD defaulted on its scheduled repayment commitment. The statutory auditor of GSD had also issued a modified audit report on the appropriateness of the going concern assumption in its latest available audited financial statements. An alternative repayment plan has not been entered to date.

As at 30 April 2023, the cumulative impairment loss recognised on the RCCPS amounted to $10.3 million (2022 – $10.3 million).

Investment in associates

The Group's and the Company's investments in associates are assessed for impairment at each reporting date. The Group and the Company evaluates, amongst other factors, the duration and extent to which the fair value of its investment in associates is less than its cost. Changes in the financial health of and near-term business outlook for the investment, including factors such as industry and sector performance, technology and operational and financial cash flows, will impact the recoverable amount of its investment in associates.

Impairment assessment

During the current financial year, an associate suffered further operating losses during the current financial year. The Group and the Company recognised an impairment loss on an associate of $4.2 million and $7.5 million, respectively (2022 – reversal of impairment loss of $3.4 million and $4.8 million) in the financial statements based on recoverable amount of the associate's adjusted net assets value. The fair value has been categorised as a Level 3 fair value hierarchy.

In addition, management recorded a reversal of impairment loss of $1.2 million (2022 – impairment loss recognised of $0.6 million) on its investment in another associate in the consolidated statement of comprehensive income although this associate suffered further operating losses during the current financial year. Management estimated the recoverable amount of the associate for which the estimated recoverable amount was based on fair value less cost of disposal determined by reference to the associate's stock exchange quoted bid price as at 30 April 2023 (2022 – 30 April 2022).

In addition, the Group reversed impairment loss of $435,000 (2022: Nil) on the investment made in another associate following the receipt of capital of RMB2.3 million (equivalent to $435,000) during the year. The Group had made full impairment on the investment in FY2020.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Investment in associates (Continued)

Summarised financial information of associates

The Group has four (2022 – four) associates that are material and a number of associates that are individually immaterial to the Group. All are equity accounted. The following are the material associates:

Name	Country of incorporation/ principal place of business	Fair value of ownership Interest (if listed)		Ownership interest		Principal activities
		30 April 2023 $'000	**30 April 2022 $'000**	**30 April 2023 %**	**30 April 2022 %**	
FM Global Logistics Holdings Berhad (FMGL)(1)	Malaysia	**30,294#**	30,294#	**20.05**	20.05	Provision of integrated freight and logistics services
Figtree Holdings Limited (Figtree)(2)	Singapore	**5,415#**	5,415#	**23.22**	23.22	General contractors and providers of general building engineering services and property development
Ececil Pte Ltd (Ececil)(3)	Singapore	**–**	–	**40.0**	40.0	Property development
Vibrant Pucheng Logistics (Chongqing) Co., Ltd (Vibrant Pucheng)(4)	PRC	**–**	–	***35.64**	*35.64	Provision of integrated logistics services

Fair value of quoted investments in associates is determined by reference to the stock exchange quoted bid price as at 30 April 2023 (2022 – 30 April 2022) (Level 1 in the fair value hierarchy).

* The Group's effective shareholding interest in Vibrant Pucheng comprises direct interest of 31% (2022 – 31%) and indirect interest through an associate of 4.64% (2022 – 4.64%).

(1) Audited by Crowe Malaysia PLT

(2) Audited by Ernst & Young LLP

(3) Audited by Foo Kon Tan LLP

(4) Audited by RSM China, Shanghai

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Investment in associates (Continued)

Summarised financial information of associates (Continued)

Except for the 4 associates as disclosed above, the remaining associates of the Group are not considered to be significant as defined under the Singapore Exchange Limited Listing Manual as the Group's share of each associate's net tangible assets does not represent 20% or more of the Group's consolidated net tangible assets and the Group's share of each associate's pre-tax profits does not account for 20% or more of the Group's consolidated pre-tax profits.

The following summarises the financial information of each of the Group's material associates based on their respective (consolidated) financial statements prepared in accordance with SFRS(I), modified for fair value adjustments on acquisition. The table also includes summarised financial information for the Group's interest in immaterial associates, based on the amounts reported in the Group's consolidated financial statements.

Summarised financial information, adjusted for the Group's share of equity interest in respect of the associates is set out below:

30 April 2023	FMGL $'000	Figtree $'000	Ececil $'000	Vibrant Pucheng $'000
Revenue	332,829	39,547	3,322	1,628
Profit/(loss) from continuing operations	14,324	(10,515)	(3,773)	(3,605)
Other comprehensive income	420	(1,325)	–	–
Total comprehensive income/(loss)	14,744	(11,840)	(3,773)	(3,605)
Attributable to non-controlling interests	469	(1,184)	–	–
Attributable to investee's shareholders	14,275	(10,656)	(3,773)	(3,605)

30 April 2023	FMGL $'000	Figtree $'000	Ececil $'000	Vibrant Pucheng $'000
Non-current assets	112,744	27,017	213,500	57,632
Current assets	103,665	33,850	4,035	4,277
Non-current liabilities	(41,679)	(2,397)	(131,179)	(5,597)
Current liabilities	(53,435)	(26,854)	(4,523)	(55,233)
Net Assets	121,295	31,616	81,833	1,079
Attributable to non-controlling interests	5,532	(287)	–	–
Attributable to investee's shareholders	115,763	31,903	81,833	1,079
Group's interest in net assets	23,210	7,408	32,734	335
Other adjustments[1]	(3,836)	(5,238)	–	464
Carrying amounts of investments	19,374	2,170	32,734	799

(1) Other adjustments mainly related to group share of post-acquisition results and reserves, dividend income and impairment losses recognised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Investment in associates (Continued)

Summarised financial information of associates (Continued)

30 April 2023	FMGL $'000	Figtree $'000	Ececil $'000	Vibrant Pucheng $'000	Other immaterial associates $'000	Total $'000
Group's interest in net assets of investees at beginning of the year	19,092	3,755	34,243	6,191	776	64,057
Group's share of:						
– Profit/(loss) from continuing operations	2,872	(2,441)	(1,509)	(1,118)	(82)	(2,278)
– Other comprehensive income/(loss):						
– Translation reserve	(845)	(275)	–	(88)	(39)	(1,247)
– Other reserve	(10)	(33)	–	–	–	(43)
	(855)	(308)	–	(88)	(39)	(1,290)
Total comprehensive income/(loss)	2,017	(2,749)	(1,509)	(1,206)	(121)	(3,568)
Impairment loss reversed/(recognised)	–	1,164	–	(4,186)	424	(2,598)
Dividend received	(1,735)	–	–	–	–	(1,735)
Reduction of paid-up capital	–	–	–	–	(434)	(434)
Carrying amount of interest in investee at end of the year	19,374	2,170	32,734	799	645	55,722

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Investment in associates (Continued)

Summarised financial information of associates (Continued)

30 April 2022	FMGL $'000	Figtree $'000	Ececil $'000	Vibrant Pucheng $'000
Revenue	337,877	19,229	1,279	2,765
Profit/(loss) from continuing operations	13,660	(4,612)	(120)	(2,290)
Other comprehensive income	8,363	(69)	–	–
Total comprehensive income/(loss)	22,023	(4,681)	(120)	(2,290)
Attributable to non-controlling interests	8,344	(69)	–	–
Attributable to investee's shareholders	13,679	(4,612)	(120)	(2,290)
Non-current assets	109,979	30,386	213,500	62,801
Current assets	112,024	31,787	4,241	4,682
Non-current liabilities	(41,692)	(3,359)	(128,253)	(6,270)
Current liabilities	(61,380)	(15,287)	(3,881)	(54,625)
Net Assets	118,931	43,527	85,607	6,588
Attributable to non-controlling interests	4,755	(216)	–	–
Attributable to investee's shareholders	114,176	43,743	85,607	6,588
Group's interest in net assets	22,892	10,157	34,243	2,042
Other adjustments[1]	(3,800)	(6,402)	–	4,149
Carrying amounts of investments	19,092	3,755	34,243	6,191

(1) Other adjustments mainly related to group share of post-acquisition results and reserves, dividend income and impairment losses recognised.

NOTES TO THE
FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

9 ASSOCIATES (CONTINUED)

Investment in associates (Continued)

Summarised financial information of associates (Continued)

30 April 2022	FMGL $'000	Figtree $'000	Ececil $'000	Vibrant Pucheng $'000	Other immaterial associates $'000	Total $'000
Group's interest in net assets of investees at beginning of the year	17,172	5,463	34,291	3,437	1,386	61,749
Group's share of:						
– Profit/(loss) from continuing operations	2,737	(1,071)	(48)	(710)	(390)	518
– Other comprehensive income/(loss):						
– Translation reserve	(457)	(17)	–	49	(110)	(535)
– Other reserve	4	–	–	–	–	4
	(453)	(17)	–	49	(110)	(531)
Total comprehensive income	2,284	(1,088)	(48)	(661)	(500)	(13)
Impairment loss reversed/(recognised)	–	(620)	–	3,415	(110)	2,685
Dividend received	(364)	–	–	–	–	(364)
Carrying amount of interest in investee at end of the year	19,092	3,755	34,243	6,191	776	64,057

10 OTHER INVESTMENTS

	The Group		The Company	
	30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
Non-current investments				
Club membership and others	**123**	102	**–**	–
Current investments				
Quoted equity investments at FVTPL	**1,223**	2,331	**–**	–
Unquoted equity investments at FVTPL	**16,037**	18,324	**16,037**	18,324
	17,260	20,655	**16,037**	18,324
	17,383	20,757	**16,037**	18,324

Credit and market risks, and fair value measurement

Information about the Group's and the Company's exposures to credit and market risks, and fair value measurement, are included in Notes 32 and 33, respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

11 DEFERRED TAXATION

	At the beginning of the year $'000	Recognised in profit or loss $'000 (Note 25)	Translation differences $'000	At the end of the year $'000
30 April 2023				
Deferred tax assets				
Deferred income	1	**–**	**(1)**	**–**
Property, plant and equipment	10	**(10)**	**–**	**–**
Lease liabilities	–	**801**	**–**	**801**
Provisions	94	**(33)**	**(3)**	**58**
Unutilised tax losses	1,082	**(1,027)**	**(55)**	**–**
Total	1,187	**(269)**	**(59)**	**859**
Deferred tax liabilities				
Accrued income	(50)	**(43)**	**5**	**(88)**
Investment properties	(8,006)	**(105)**	**601**	**(7,510)**
Property, plant and equipment	(3,904)	**265**	**–**	**(3,639)**
Total	(11,960)	**117**	**606**	**(11,237)**
30 April 2022				
Deferred tax assets				
Deferred income	1	–	–	1
Property, plant and equipment	10	–	–	10
Provisions	127	(28)	(5)	94
Unutilised tax losses	6,973	(6,081)	190	1,082
Total	7,111	(6,109)	185	1,187
Deferred tax liabilities				
Accrued income	–	(51)	1	(50)
Investment properties	(7,010)	(893)	(103)	(8,006)
Property, plant and equipment	(3,891)	(13)	–	(3,904)
Total	(10,901)	(957)	(102)	(11,960)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority.

Deferred tax assets have not been recognised in respect of the following items:

The Group	30 April 2023 $'000	30 April 2022 $'000
Deductible temporary differences	**5,959**	14,678
Tax losses	**12,698**	10,988
	18,657	25,666

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11 DEFERRED TAXATION (CONTINUED)

The comparatives have been changed to reflect the revised temporary differences and unutilised losses after the relevant tax authorities have finalised the tax status of certain open years of assessment for certain entities within the group.

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items in accordance with the accounting policy stated in Note 3.23.

12 TRADE AND OTHER RECEIVABLES

	Note	The Group		The Company	
		30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
Non-current assets					
Loans to subsidiaries	(a)	**–**	–	**156,807**	164,926
Loan to an associate	(b)	**18,015**	19,508	**–**	–
Non-trade amounts due from subsidiaries	(c)	**–**	–	**66,589**	68,076
Impairment losses		**–**	–	**(17,980)**	(17,987)
Financial assets at amortised cost		**18,015**	19,508	**205,416**	215,015
Prepayments		**149**	186	**–**	–
		18,164	19,694	**205,416**	215,015
Current assets					
Trade receivables:					
– subsidiaries		**–**	–	**574**	504
– third parties		**46,922**	62,535	**–**	–
Impairment losses		**(19,243)**	(21,127)	**(85)**	(95)
Net trade receivables		**27,679**	41,408	**489**	409
Loans to subsidiary	(a)	**–**	–	**2,250**	–
Loans to associates	(b)	**6,039**	6,119	**–**	–
Loans to non-controlling interests	(d)	**–**	1,110	**–**	–
Loans to third parties	(e)	**10,231**	11,080	**–**	–
Loan to a related party	(f)	**3,698**	928	**–**	–
Non-trade amounts due from associates	(g)	**13,730**	13,311	**4,948**	5,303
Non-trade amounts due from non-controlling interests	(g)	**315**	11,970	**267**	276
Non-trade amounts due from related parties	(g)	**228**	55	**83**	30
Deposits		**1,881**	2,305	**210**	210
Interest receivables		**361**	293	**–**	–
Other receivables		**726**	2,112	**23**	48
Impairment losses		**(16,254)**	(18,509)	**(4,940)**	(5,300)
Financial assets at amortised cost		**48,634**	72,182	**3,330**	976
Prepayments		**1,679**	2,124	**93**	21
Advances		**185**	1,586	**13**	–
Tax recoverable		**275**	319	**–**	–
GST/VAT receivable		**1,334**	1,451	**–**	–
		52,107	77,662	**3,436**	997
Total trade and other receivables		**70,271**	97,356	**208,852**	216,012
Represented by:					
Financial assets at amortised cost		**66,649**	91,690	**208,746**	215,991
Non-financial assets		**3,622**	5,666	**106**	21
Total trade and other receivables		**70,271**	97,356	**208,852**	216,012

12 TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Loans to subsidiaries

As at 30 April 2023, loans to subsidiaries are unsecured and are summarised as follows:

The Company	30 April 2023 $'000	30 April 2022 $'000
Loans to subsidiaries:		
– Interest-free loans	**131,345**	22,095
– Interest-bearing loans	**27,712**	142,831
	159,057	164,926
Interest-bearing loans to subsidiaries:		
– Fixed	**2,250**	–
– Floating	**25,462**	142,831
	27,712	142,831
Loans to subsidiaries:		
– Non-current	**156,807**	164,926
– Current	**2,250**	–
	159,057	164,926

Interest-free loans

During the current financial year, management has re-designated interest-bearing loans amounting to $112.2 million to interest-free loans.

Interest-bearing loans

The loans comprise:

(i) As at 30 April 2023, loans of $2.3 million (2022 – Nil) bearing fixed interest at 6.80% per annum are repayable on demand.

(ii) Loans of $25.5 million (2022 – $142.8 million) bearing interest at 1.00% (2022 – 1.00%) above market swap rate determined at the beginning of each month on the net receivables have no fixed terms of repayment and will not be repaid within the next twelve months from the reporting date. As at the reporting date, the average effective interest rate for the floating rate loans was 3.92% (2022 – 1.32%) per annum.

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FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

12 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Loans to associates

As at 30 April 2023, the unsecured loans extended to associates of $24.1 million (2022 – $25.6 million) comprise the following:

(i) A loan of $18.0 million equivalent to RMB93.3 million (2022 – $19.5 million equivalent to RMB93.3 million) bearing fixed interest at 6.00% per annum is repayable at the end of a 10-year tenure; and a loan of $1.0 million equivalent to RMB5.0 million (2022 – $1.0 million equivalent to RMB5.0 million) bears fixed interest at 6.00% per annum is repayable on demand. At the reporting date, the Group's interest receivable on the loan amounted to $7.9 million, equivalent to RMB40.8 million (2022 – $7.3 million, equivalent to RMB35.0 million) are included in "non-trade amounts due from associates".

(ii) Loans of $5.1 million (2022 – $5.1 million) extended to another associate are repayable on demand and bear interest at 1.70% over compounded SORA reference rate determined on the day of transaction (2022 – 1.30% above market swap rate determined at the beginning of each month) on the net receivables. As at the reporting date, the effective interest rate at reporting date was 4.28% (2022 – 1.87%) per annum.

(c) The non-trade amounts comprising advances due from subsidiaries are unsecured, interest-free and are not expected to be repaid within the next twelve months from the reporting date.

(d) In the current financial year, the loans extended to the non-controlling interests amounting to $1.1 million was set off against the purchase consideration of the acquisition of the remaining equity interest in STSB following the completion of the out-of-court settlement pursuant to the Settlement Agreement completed in June 2022 (See Note 8(D)). In 2022, the loans extended to a non-controlling interests bore interest at 10.00% per annum and was unsecured and repayable on demand.

(e) As at 30 April 2023, the loans extended to third parties are repayable on demand, comprising a loan of $4.6 million (2022 – $5.0 million) secured by a third party guarantee and bearing fixed interest at 10.00% (2022 – 10.00%) per annum; an unsecured loan of $1.5 million (2022 – $1.7 million) bearing fixed interest at 9.60% (2022 – 9.60%) per annum; and an unsecured, interest-free loan of $4.1 million (2022 – $4.4 million).

(f) As at 30 April 2023, the loans extended to a related party comprised a loan of $1.4 million (2022 – $0.9 million) bearing fixed interest at 6.00% (2022 – 6.00%) per annum; and a loan of $2.3 million (2022 – NIL) bearing fixed interest at 6.80% per annum, secured over share charge and is repayable on demand.

(g) Non-trade amounts comprising advances and loan interest receivables due from associates, non-controlling interests and related parties are unsecured, interest-free, and are repayable on demand.

The Group and the Company's exposure to credit and currency risks, and impairment losses for trade and other receivables, are disclosed in Note 32.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

13 CASH AND BANK BALANCES

	The Group		The Company	
	30 April 2023 $'000	**30 April 2022 $'000**	**30 April 2023 $'000**	**30 April 2022 $'000**
Cash at bank and in hand	**35,724**	40,513	**367**	2,741
Deposits with banks	**22,450**	14,065	**661**	–
Restricted deposit	**–**	2,500	**–**	–
Cash and bank balances	**58,174**	57,078	**1,028**	2,741

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

The Group	**30 April 2023 $'000**	**30 April 2022 $'000**
Cash and bank balances (as above)	**58,174**	57,078
Deposits pledged	**(8,783)**	(8,783)
Restricted deposit	**–**	(2,500)
Cash and cash equivalents per consolidated statement of cash flows	**49,391**	45,795

Deposits pledged refers to cash collateral for a rental bond issued by an insurance company in lieu of a security deposit for the lease of the warehouse complex (Note 5) that is placed in a fixed deposit account.

Restricted deposit refers to payment received and held-in-trust by one of the Group's subsidiary in China and was repaid during the current financial year.

Included in cash and bank balances are amounts of $10.7 million (2022 – $16.7 million) held in countries with foreign exchange controls, i.e. repatriation requirements in place.

As at the reporting date, the weighted average effective interest rate per annum relating to deposits with banks for the Group ranges from 0.15% to 5.13% (2022 – 0.10% to 2.85%). Interest rates are repriced at intervals of one week, one, three, six, seven, twelve months or twenty-four months.

14 ASSETS HELD-FOR-SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS HELD-FOR-SALE

During the year, management assessed that the leasehold property located at No. 47 Changi South Avenue 2, Singapore 486148, classified as held for sale as at 30 April 2022 no longer met "held-for-sale" criteria under SFRS(I) *5 Non-current Assets Held for Sale and Discontinued Operations*. Accordingly, the carrying amounts of the non-current assets have been reclassified back to "property, plant and equipment" and "right-of-use assets" under "continuing use" at the lower of its carrying amount before classification as "held-for-sale", adjusted for depreciation that would have been recognised had the assets not been classified as "held-for-sale" amounting to $0.3 million (which is lower than its recoverable amount at the date of ceasing to be classified as "held-for-sale"). Associated liabilities comprising (i) loans and borrowings of $2.3 million, (ii) lease liabilities of $2.8 million, and (iii) provisions of $0.1 million, have also been reclassified to "continuing use".

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14 ASSETS HELD-FOR-SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS HELD-FOR-SALE (CONTINUED)

As at 30 April 2022, the carrying amounts of the asset held-for-sale and associated liabilities, stated at their carrying amounts (which are lower than its fair value less costs to sell) are summarised as follows:

The Group	**30 April 2022 $'000**
Property, plant and equipment (Note 4)	8,827
Right-of-use assets (Note 5)	2,737
Assets held-for sale	11,564
Loans and borrowings (Note 17)	2,319
Lease liabilities (Note 18)	2,754
Provision (Note 20)	124
Liabilities directly associated with assets-held-for-sale	5,197

The leasehold property was pledged as security to secure a bank loan.

15 SHARE CAPITAL

	30 April 2023	**30 April 2022**	**30 April 2023**	**30 April 2022**
	No. of ordinary shares			
The Group and The Company	**'000**	**'000**	**$'000**	**$'000**
Ordinary shares issued and fully paid, with no par value:				
Balance at beginning and at end of year	**697,952**	697,952	**174,337**	174,337

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

Dividends

First and final tax exempted (one-tier) dividends in respect of FY2022 of 0.15 Singapore cent per share were declared during the year (2021 – 0.1 Singapore cent).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

16 RESERVES

	The Group		The Company	
	30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
Treasury shares	**(2,284)**	(1,980)	**(2,284)**	(1,980)
Capital reserve	**7,475**	13,525	**–**	–
Foreign currency translation reserve	**(2,573)**	958	**–**	–
Other reserves	**22**	65	**–**	–
Retained earnings	**47,620**	48,509	**41,400**	47,826
	50,260	61,077	**39,116**	45,846

The treasury shares reserve comprises the cost of the Company's shares held by the Group. On 30 April 2023, the Group held 9,243,960 (2022 – 5,460,560) of the Company's shares.

Capital reserve arises from the effects on the acquisition of non-controlling interests without a change in control, which represented the difference between the amounts by which the non-controlling interests are adjusted and the fair value of the consideration paid, attributable to owners of the Company. In the current financial year, $6.0 million arising from acquisition of the remaining 50% equity interest from DTSB was recognised in capital reserve as a transaction with shareholders (Note 8(D)).

The foreign currency translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations.

Other reserves mainly comprise share option reserve, which represents the cumulative value of services received from employees of an associate recorded over the vesting period commencing from the grant date of equity-settled share options.

Capital management

The Board defines capital to include share capital, retained earnings and other reserves. The Board's policy is to maintain a sound capital base so as to sustain the future development and expansion of the Group's business in order to maintain investor and creditor confidence in the Group. The Board of Directors monitors the level of dividend payment taking into consideration the Group's business expansion requirements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

16 RESERVES (CONTINUED)

Capital management (Continued)

The Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as total borrowings, net of cash and bank balances, divided by total shareholders' equity excluding non-controlling interests. The Group's strategy is to maintain a net debt-to-equity ratio of under 1.5. There were no changes in the Group's approach to capital management during the year.

The Group	30 April 2023 $'000	30 April 2022 $'000
Liabilities directly associated with assets held-for-sale:		
– Loans and borrowings (Note 14)	**–**	2,319
– Lease liabilities (Note 14)	**–**	2,754
Loans and borrowings (Note 17)	**89,704**	101,410
Lease liabilities (Note 18)	**97,082**	102,781
Less: Cash and bank balances (Note 13)	**(58,174)**	(57,078)
Net debt (A)	**128,612**	152,186
Equity attributable to owners of the Company (B)	**224,597**	235,414
Net debt-to-equity ratio (times) (A)/(B)	**0.57**	0.65

17 LOANS AND BORROWINGS

	The Group		The Company	
	30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
Non-current liabilities				
Floating rate bank loans, secured	**31,779**	35,283	**–**	–
Fixed rate bank loans, secured	**17,020**	20,220	**–**	–
	48,799	55,503	**–**	–
Current liabilities				
Floating rate bank loans, secured	**5,530**	5,090	**–**	–
Fixed rate bank loans:				
– secured	**23,300**	27,800	**19,300**	23,800
– unsecured	**12,075**	13,017	**–**	–
	40,905	45,907	**19,300**	23,800
	89,704	101,410	**19,300**	23,800

The bank loans of the Company and certain subsidiaries amounting $77.6 million (2022 – $88.4 million) are secured by legal mortgages over property, plant and equipment and investment properties of the Group as disclosed in Notes 4 and 7, respectively.

17 LOANS AND BORROWINGS (CONTINUED)

At 30 April 2022, term loan amounting to $2.3 million relating to the leasehold property located at No. 47 Changi South Avenue 2, Singapore 486148 was classified under "liability associated with assets held-for-sale" (Note 14). The loan was secured by a legal mortgage over the property, bears interest at 1% above the bank's cost of funds and matures in FY2026.

As at 30 April 2023, the secured term loan amounting to $1.7 million was reclassified back to "continuing use" upon the leasehold property ceasing to meet the "held-for-sale" criteria under SFRS(I) 5 (Note 14).

Terms and conditions of outstanding loans and borrowings are as follows:

The Group	Nominal interest rate	Financial year of maturity	Fair value $'000	Carrying amount $'000
30 April 2023				
Floating rate bank loans	1.00% above 1-3 months cost of funds	2026	**1,727**	**1,727**
	1.50% above 1-3 months cost of funds	2024	**3,000**	**3,000**
	Above 5 years Loan Prime Rate ("LPR")	2035	**32,582**	**32,582**
			37,309	**37,309**
Fixed rate bank loans	2.00% – 6.32%	2024 – 2028	**55,159**	**52,395**
			92,468	**89,704**
30 April 2022				
Floating rate bank loans	1.50% above 1-3 months cost of funds	2023	3,000	3,000
	Above 5 years Loan Prime Rate ("LPR")	2035	37,373	37,373
			40,373	40,373
Fixed rate bank loans	2.00% – 3.23%	2023 – 2026	62,523	61,037
			102,896	101,410

The Company	Nominal interest rate	Financial year of maturity	Fair value $'000	Carrying amount $'000
30 April 2023				
Fixed rate bank loans (secured)	5.97% – 6.32%	2024	**19,300**	**19,300**
			19,300	**19,300**
30 April 2022				
Fixed rate bank loans (secured)	2.96% – 3.23%	2023	23,800	23,800
			23,800	23,800

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

17 LOANS AND BORROWINGS (CONTINUED)

Of the Group's and Company's bank loans, $34.4 million (2022 – $39.8 million) and $19.3 million (2022 – $23.8 million) are callable on demand by financial institutions and have been presented as current liabilities in the Group and Company's statements of financial position, respectively.

18 LEASE LIABILITIES

The Group	30 April 2023 $'000	30 April 2022 $'000
Undiscounted lease payments due:		
– No later than one year	**13,885**	20,735
– Later than one year and not later than five years	**77,006**	71,464
– Later than five years	**25,620**	32,448
	116,511	124,647
Less: Future interest costs	**(19,429)**	(21,866)
	97,082	102,781
Presented as:		
– Non-current	**87,371**	86,477
– Current	**9,711**	16,304
	97,082	102,781

The Group's lease liabilities are secured by the lessors' title to the leased assets.

Total cashflows for all leases in the current financial year amounted to $17.7 million (2022 – $18.6 million). Information about the Group's leasing activities are further disclosed in Note 28. Interest expense on lease liabilities of $4.7 million (2022 – $5.3 million) is recognised within "finance costs" in the consolidated statement of comprehensive income (Note 23).

As at 30 April 2023, the lease liabilities amounting to $2.8 million was reclassified back to "continuing use" upon the leasehold property ceasing to meet the "held-for-sale" criteria under SFRS(I) 5 (Note 14). At 30 April 2022, lease liabilities of $2.8 million relating to the right-of-use assets for No. 47 Changi South Avenue 2, Singapore 486148 was classified under "liability associated with assets held for sale" (Note 14).

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19 TRADE AND OTHER PAYABLES

	Note	The Group		The Company	
		30 April 2023 $'000	30 April 2022 $'000	30 April 2023 $'000	30 April 2022 $'000
Non-current liabilities					
Loans from subsidiaries	(a)	**–**	–	**31,195**	39,519
Loan from related party	(b)	**18,015**	20,958	**–**	–
Non-trade amounts due to subsidiaries	(c)	**–**	–	**13,071**	9,276
Financial liabilities at amortised cost		**18,015**	20,958	**44,266**	48,795
Long-term employee benefits	(d)	**1,133**	1,138	**898**	802
Total non-current liabilities		**19,148**	22,096	**45,164**	49,597
Current liabilities					
Trade payables		**9,745**	13,527	**390**	440
Trade accruals		**4,456**	6,189	**–**	–
Accrued interest expense		**382**	240	**175**	27
Accrued operating expenses		**4,472**	6,680	**444**	686
Deferred consideration payable	(e)	**4,319**	6,003	**–**	2,000
Refundable deposits		**4,288**	4,410	**–**	–
Loans from a subsidiary	(a)	**–**	–	**5,865**	6,743
Loans from non-controlling interests	(f)	**8,598**	12,527	**–**	–
Loan from a related party	(g)	**250**	250	**250**	250
Non-trade amounts due to:					
– associates	(h)	**4**	26	**4**	26
– related parties	(h)	**8,392**	6,433	**–**	–
– non-controlling interests	(h)	**–**	1,106	**–**	–
Restricted deposit (Note 13)		**–**	2,500	**–**	–
Other payables		**1,616**	1,924	**576**	549
Financial liabilities at amortised cost		**46,522**	61,815	**7,704**	10,721
Contract liabilities		**1,031**	1,008	**–**	–
GST/VAT payable		**2,511**	2,379	**11**	11
Withholding tax payable		**–**	1	**–**	–
Total current liabilities		**50,064**	65,203	**7,715**	10,732
Total trade and other payables		**69,212**	87,299	**52,879**	60,329
Represented by:					
Financial liabilities at amortised cost		**64,537**	82,773	**51,970**	59,516
Non-financial liabilities		**4,675**	4,526	**909**	813
Total trade and other payables		**69,212**	87,299	**52,879**	60,329

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19 TRADE AND OTHER PAYABLES (CONTINUED)

(a) Loans from subsidiaries

As at 30 April 2023, the loans from subsidiaries are unsecured and summarised as follows:

The Company	**30 April 2023 $'000**	**30 April 2022 $'000**
Loans from subsidiaries:		
Interest-free loans	**510**	517
Interest-bearing loans	**36,550**	45,745
	37,060	46,262
Presented as:		
Non-current	**31,195**	39,519
Current	**5,865**	6,743
	37,060	46,262

Interest-free loans

The loans of $0.5 million (2022 – $0.5 million) will not be repaid within the next twelve months from the reporting date. During the current financial year, the Company has set-off approximately $4.5 million against interest-bearing loans extended to subsidiaries as disclosed in Note 12 to the financial statements and $3.0 million relates to the set off of dividend. The Company has settled the loans of approximately $4.7 million during the financial year.

Interest-bearing loans

The loans comprise,

(i) Loans of $32.6 million (2022 – $40.5 million) bearing fixed interest at 2.00% to 6.00% (2022 – 2.00% to 6.00%), of which $29.7 million (2022 – $36.8 million) will not be repaid within the next twelve months from the reporting date, and the remaining loan of $2.9 million (2022 – $3.7 million) is repayable on demand.

(ii) Loans of $1.0 million (2022 – $2.2 million) bearing interest at 1.00% (2022 – 1.00%) above market swap rate determined at the beginning of each month on the net payables will not be repaid within the next twelve months from the reporting date.

(iii) Loans of $3.0 million (2022 – $3.0 million) bear interest at 1.50% (2022 – 1.50%) over bank's cost of funds, which are repayable on demand.

(b) As at 30 April 2023, the non-current loan from a related party of $18.0 million equivalent to RMB93.0 million (2022 – $21.0 million equivalent to RMB100.5 million) was unsecured and bore interest at 6.00% per annum and is repayable by June 2029.

(c) Non-trade amounts comprising advances and loan interest due to subsidiaries are unsecured, interest-free with no fixed terms of repayment and will not be repaid within the next twelve months from the reporting date.

19 TRADE AND OTHER PAYABLES (CONTINUED)

(d) Long-term employee benefits are payable to certain directors or employees upon their retirement.

(e) As at 30 April 2023, the deferred consideration payable arose from the Group's FY2020 acquisitions of the remaining 49% equity interests in Shentoncil amounting to $4.0 million (2022 – $4.0 million) and acquisition of the remaining 50% equity interest in STSB of $0.3 million (refer to Note 8(D)). The deferred consideration arising from the acquisition of LTHS amounting to $2.0 million as at 30 April 2022 was fully settled during the current financial year.

(f) As at 30 April 2023, the loans from non-controlling interests of $8.6 million (2022 – $12.5 million) are unsecured, interest-free and expected to be repaid within the next twelve months.

(g) As at 30 April 2023, the loan from a related party of $0.3 million (2022 – $0.3 million) is unsecured, repayable on demand and interest-free.

(h) Non-trade amounts comprising advances and loan interests due to related parties, associates and non-controlling interest are unsecured, interest-free and repayable on demand.

20 PROVISIONS

The Group	30 April 2023 $'000	30 April 2022 $'000
Site restoration		
At beginning of year	**1,881**	1,834
Provision reclassified from held-for-sale (Note 14)	**124**	–
Provision made during the year	**(37)**	–
Unwinding of discount for site restoration	**52**	47
At end of the year	**2,020**	1,881
Provisions due:		
– within 1 year	**104**	141
– after 5 years	**1,916**	1,740
	2,020	1,881

Site restoration

Site restoration relates to cost of dismantling and removing assets and restoring the premises to its original condition as stipulated in the operating lease agreements. The Group expects to incur the liability upon termination of the leases. The provisions are measured at the best estimate of the expenditure required and timing of outflows, to settle the obligation at the end of each reporting period.

During the year, provision for reinstatement costs amounting to $124,000 was reclassified back to "continuing use" upon the leasehold property ceasing to meet the "held-for-sale" criteria under SFRS(I) 5 (Note 14).

21 REVENUE

Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, major product and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Freight and logistics		Financial services		Real estate		Eliminations		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Primary geographical markets										
Singapore	**141,813**	166,696	**60**	23	**–**	–	**–**	–	**141,873**	166,719
Malaysia	**10,244**	12,397	**–**	–	**–**	–	**–**	–	**10,244**	12,397
China	**21**	830	**–**	–	**7,392**	6,512	**–**	–	**7,413**	7,342
Thailand	**10,823**	15,362	**–**	–	**–**	–	**–**	–	**10,823**	15,362
	162,901	195,285	**60**	23	**7,392**	6,512	**–**	–	**170,353**	201,820
Inter-segment revenue	**274**	221	**8,890**	8,754	**–**	–	**(9,164)**	(8,975)	**–**	–
	163,175	195,506	**8,950**	8,777	**7,392**	6,512	**(9,164)**	(8,975)	**170,353**	201,820
Major products and service lines										
Freight services	**94,227**	119,317	**–**	–	**–**	–	**–**	–	**94,227**	119,317
Logistics services	**68,674**	75,968	**–**	–	**–**	–	**–**	–	**68,674**	75,968
Dividend income	**–**	–	**60**	23	**–**	–	**–**	–	**60**	23
Property management services	**–**	–	**–**	–	**496**	391	**–**	–	**496**	391
Rental income	**–**	–	**–**	–	**6,545**	6,121	**–**	–	**6,545**	6,121
Others	**–**	–	**–**	–	**351**	–	**–**	–	**351**	–
	162,901	195,285	**60**	23	**7,392**	6,512	**–**	–	**170,353**	201,820
Inter-segment revenue	**274**	221	**8,890**	8,754	**–**	–	**(9,164)**	(8,975)	**–**	–
	163,175	195,506	**8,950**	8,777	**7,392**	6,512	**(9,164)**	(8,975)	**170,353**	201,820

21 REVENUE (CONTINUED)

	Freight and logistics		Financial services		Real estate		Eliminations		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Timing of revenue recognition										
Products and services transferred over time	**162,901**	195,285	**–**	–	**496**	391	**–**	–	**163,397**	195,676
Revenue from contracts with customers	**162,901**	195,285	**–**	–	**496**	391	**–**	–	**163,397**	195,676
Others[1]	**–**	–	**60**	23	**6,896**	6,121	**–**	–	**6,956**	6,144
	162,901	195,285	**60**	23	**7,392**	6,512	**–**	–	**170,353**	201,820
Inter-segment revenue[2]	**274**	221	**8,890**	8,754	**–**	–	**(9,164)**	(8,975)	**–**	–
	163,175	195,506	**8,950**	8,777	**7,392**	6,512	**(9,164)**	(8,975)	**170,353**	201,820

(1) Out of scope of SFRS(I) 15 (dividend income, interest income and rental income).

(2) Includes management fees charged by the Company and dividend income received from subsidiaries.

Transaction prices allocated to the remaining performance obligations

The Group has applied the practical expedients in paragraphs 121(a) and 121(b) of SFRS(I) 15 and does not disclose the amount of the transaction price allocated to the remaining performance obligations that have original expected durations of one year or less, and when the Group has the right to consideration from customers in amounts that correspond directly with the value to the customers of the Group's performance completed to date.

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22 OTHER INCOME

The Group	2023 $'000	2022 $'000
Fair value gain on investment properties (Note 7)	**419**	3,571
Foreign exchange gain, net	**–**	94
Gain on disposal of equity investments	**44**	598
Gain on disposal of property, plant and equipment	**120**	50
Gain on disposal of right-to-use assets	**–**	112
Gain on waiver of amount due to non-controlling shareholder	**165**	–
Government grants (Note A)	**247**	893
Others	**634**	659
	1,629	5,977

Note A – Government grants

Included in 2022's government grant income comprised (a) JSS amounting to $0.2 million received from the Singapore Government to help employers to retain their local employees during the period of economic uncertainty as a result of COVID-19; (b) other grants of $0.5 million; and (c) property tax rebates and rental reliefs of $0.2 million, respectively. The JSS grant income was allocated over the period of uncertainty to match the related staff costs for which the grant is intended to compensate.

23 FINANCE INCOME AND COSTS

The Group	2023 $'000	2022 $'000
Interest income:		
– other receivables	**129**	45
– bank deposits	**145**	130
– loans to associates	**1,383**	1,288
– loans to related parties	**159**	88
Finance income	**1,816**	1,551
Interest expense:		
– term loans	**(3,723)**	(3,489)
– loan from a related party	**(1,110)**	(1,269)
– lease liabilities (Note 18)	**(4,711)**	(5,295)
– others	**(11)**	(11)
Total interest expense on financial liabilities measured at amortised cost	**(9,555)**	(10,064)
– unwinding of interest on site restoration provision	**(52)**	(51)
Finance costs	**(9,607)**	(10,115)
Net finance costs	**(7,791)**	(8,564)

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23 FINANCE INCOME AND COSTS (CONTINUED)

The above finance income and finance costs include the following interest income and expense in respect of financial assets/(liabilities) not at fair value through profit or loss:

The Group	2023 $'000	2022 $'000
Total interest income on financial assets at amortised cost	**1,816**	1,551
Total interest expense on financial liabilities measured at amortised cost	**(9,555)**	(10,064)

24 PROFIT BEFORE TAXATION

The following items have been included in arriving at profit for the year:

The Group	Note	2023 $'000	2022 $'000
Audit fees paid to:			
– auditors of the Company		**328**	319
– other auditors		**66**	70
Non–audit fees paid to:			
– auditors of the Company		**35**	20
– other auditors		**18**	18
Depreciation of property, plant and equipment	4	**7,948**	7,323
Depreciation of right–of–use assets	5	**12,110**	13,535
Fair value loss on financial instruments at FVTPL		**1,798**	312
Foreign exchange loss/(gain), net		**4,756**	(94)
Impairment loss recognised/(reversed), net:			
– investment in associates	9	**2,598**	(2,685)
– trade and other receivables	32	**2,255**	679
Operating lease expenses	5	**5,460**	8,965
Employee benefits:			
– Staff costs, including salaries, bonuses and other costs*		**24,728**	24,430
– Contributions to defined contribution plans*		**2,109**	2,877
		26,837	27,307

* Included in the above are key management personnel compensation and excluding directors' fees paid to non-executive directors, which is disclosed in Note 31.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

25 TAXATION

The Group	2023 $'000	2022 $'000
Current tax expense		
– Current year	**3,582**	3,813
– Overprovision in respect of prior years	**(1,837)**	(860)
	1,745	2,953
Deferred tax expense (Note 11)		
– Origination and reversal of temporary differences	**152**	7,066
	1,897	10,019

Singapore income tax is calculated at 17% (2022 – 17%) of the estimated assessable profit or loss for the year. Taxation for other jurisdictions is calculated at the prevailing corporate tax rates in the relevant jurisdictions.

The applicable tax rate used in the reconciliation between the Group's tax expense and accounting profit is the Singapore statutory tax rate based on the jurisdiction where the Company and most group entities are established.

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on the accounting profit as a result of the following:

The Group	2023 $'000	2022 $'000
Profit before taxation	**2,479**	17,007
Impairment loss recognised/(reversed) on investment in associates	**2,598**	(2,685)
Share of loss/(profits) of associates, net of tax	**2,278**	(518)
Profit before share of profits of associates and impairment loss on investments in associates	**7,355**	13,804
Tax calculated using Singapore tax rate of 17% (2022 – 17%)	**1,250**	2,347
Effect of tax rates in foreign jurisdictions	**(86)**	273
Non-deductible expenses	**2,713**	3,626
Tax exempt income	**(118)**	(1,447)
Deferred tax assets not recognised	**(1,191)**	(98)
Reversal of deferred tax assets previously recognised	**1,044**	6,098
Overprovision in respect of prior years	**(1,837)**	(860)
Others	**122**	80
	1,897	10,019

Non-deductible expenses mainly comprise of foreign exchange losses on loans and borrowings, fair value loss on financial instruments at FVTPL and depreciation expense.

Tax exempted income relates mainly to foreign exchange gain on loans, governments grants and dividend income in FY2022.

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26 EARNINGS PER SHARE

The Group	2023	2022
Profit for the year attributable to owners of the Company ($'000)	**175**	9,295
Number of ordinary shares in issue ('000)	**697,952**	697,952
Effect of own shares held ('000) (Note 16)	**(5,946)**	(5,461)
Number of ordinary shares in issue (excluding own shares held)* ('000)	**692,006**	692,491
Diluted earnings per share is based on:		
Net profit attributable to ordinary shareholders ($'000)	**175**	9,295

* For the purpose of calculating the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is not adjusted to take into account the dilutive effect arising from the dilutive potential ordinary shares weighted for the period outstanding, as there were no dilutive potential ordinary shares during the year.

27 OPERATING SEGMENTS

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different services and are managed separately because they require different marketing strategies. For each of the strategic business units, the Group's Chief Executive Officer (the chief operating decision maker) reviews internal management reports regularly.

The following describes the operations in each of the Group's reportable segments:

- Freight and logistics business: provision of international freight forwarding services, distribution, storage and warehousing services, records management, document storage, provision of chemical logistics, transportation and warehousing activities.

- Financial services: financial leasing services and investment holdings.

- Real estate business: property development, construction services and property investment.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

NOTES TO THE FINANCIAL STATEMENTS

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27 OPERATING SEGMENTS (CONTINUED)

Inter-segment pricing is determined on mutually agreed terms.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise investments and related revenue, loans and borrowings, notes payables and expenses, current and deferred taxes, corporate assets and head office expenses.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, new leases, intangible assets other than goodwill and investment properties.

Geographical segments

The freight and logistics, financial services and real estate business segments are managed on a worldwide basis but operate in eight principal geographical areas.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

27 OPERATING SEGMENTS (CONTINUED)

The Group	Freight and Logistics 30 April 2023 $'000	Freight and Logistics 30 April 2022 $'000	Financial Services 30 April 2023 $'000	Financial Services 30 April 2022 $'000	Real Estate 30 April 2023 $'000	Real Estate 30 April 2022 $'000	Eliminations 30 April 2023 $'000	Eliminations 30 April 2022 $'000	Total Operations 30 April 2023 $'000	Total Operations 30 April 2022 $'000
Revenue										
External revenue (Note 21)	**162,901**	195,285	**60**	23	**7,392**	6,512	**–**	–	**170,353**	201,820
Inter-segment revenue (Note 21)	**274**	221	**8,890**	8,754	**–**	–	**(9,164)**	(8,975)	**–**	–
Total revenue (Note 21)	**163,175**	195,506	**8,950**	8,777	**7,392**	6,512	**(9,164)**	(8,975)	**170,353**	201,820
Results										
Segment results	**19,166**	18,155	**2,063**	7,424	**4,920**	6,035	**(7,010)**	(7,010)	**19,139**	24,604
Unallocated corporate costs									**(3,993)**	(2,236)
Profit from operations									**15,146**	22,368
Finance income (Note 23)	**3,521**	4,143	**1,511**	3,221	**417**	293	**(3,633)**	(6,106)	**1,816**	1,551
Finance costs (Note 23)	**(8,130)**	(8,324)	**(3,343)**	(5,486)	**(1,767)**	(2,411)	**3,633**	6,106	**(9,607)**	(10,115)
Impairment loss (recognised)/reversed on investments in associates (Note 9, 24)									**(2,598)**	2,685
Share of results of associates, net of tax (Note 9)									**(2,278)**	518
Profit before income tax (Note 24)									**2,479**	17,007
Income tax expense (Note 25)	**(424)**	(1,752)	**(1,086)**	(6,834)	**(387)**	(1,433)	**–**	–	**(1,897)**	(10,019)
Profit/(loss) for the year	**14,133**	12,222	**(855)**	(1,675)	**3,183**	2,484	**(7,010)**	(7,010)	**582**	6,988
Other segmental information										
Fair value gain on investment properties (Note 7, 22)	**–**	–	**–**	–	**419**	3,571	**–**	–	**419**	3,571
Fair value loss on financial instruments at FVTPL (Note 24)	**–**	–	**(1,798)**	(312)	**–**	–	**–**	–	**(1,798)**	(312)
Gain on disposal of equity Investments (Note 22)	**–**	–	**44**	598	**–**	–	**–**	–	**44**	598
Gain on disposal of property, plant and equipment (Note 22)	**120**	50	**–**	–	**–**	–	**–**	–	**120**	50
Gain on disposal of right-of-use assets (Note 22)	**–**	112	**–**	–	**–**	–	**–**	–	**–**	112
Gain on waiver of amount due to non-controlling interest (Note 22)	**–**	–	**–**	–	**165**	–	**–**	–	**165**	–
Government grants (Note 22)	**242**	832	**5**	61	**–**	–	**–**	–	**247**	893
Impairment loss recognised on trade and other receivables, net (Note 24)	**(214)**	(230)	**(1,582)**	(279)	**(459)**	(170)	**–**	–	**(2,255)**	(679)
Loss on disposal of a subsidiary	**(14)**	–	**–**	–	**–**	–	**–**	–	**(14)**	–

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27 OPERATING SEGMENTS (CONTINUED)

	Freight and Logistics		Financial Services		Real Estate		Eliminations		Total Operations	
	30 April 2023	30 April 2022	30 April 2023	30 April 2022	30 April 2023	30 April 2022	30 April 2023	30 April 2022	30 April 2023	30 April 2022
The Group	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Assets and liabilities										
Segment assets	**264,471**	287,328	**24,506**	39,821	**159,324**	168,011	**–**	–	**448,301**	495,160
Tax recoverable (Note 12)									**275**	319
Associates (Note 9)									**55,722**	64,057
Deferred tax assets (Note 11)									**859**	1,187
Other unallocated assets									**840**	774
Total assets									**505,997**	561,497
Segment liabilities	**182,930**	205,507	**26,234**	30,158	**46,265**	58,111	**–**	–	**255,429**	293,776
Deferred tax liabilities (Note 11)									**11,237**	11,960
Current tax payable									**7,351**	8,270
Other unallocated liabilities									**2,589**	4,792
Total liabilities									**276,606**	318,798
Capital expenditure	**10,443**	4,868	**5**	110	**3,594**	–	**–**	–	**14,042**	4,978
Depreciation of property, plant and equipment, right-of-use assets and amortisation of intangible assets	**19,865**	20,824	**58**	53	**218**	31	**–**	–	**20,141**	20,908

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FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

27 OPERATING SEGMENTS (CONTINUED)

Geographical segments

	Revenue		Non-current assets*		Capital expenditure	
	2023	2022	2023	2022	2023	2022
The Group	$'000	$'000	$'000	$'000	$'000	$'000
Singapore	**58,984**	68,318	**211,415**	217,768	**9,843**	2,934
Malaysia	**10,605**	12,616	**48,893**	52,556	**540**	2,040
China	**21,557**	21,377	**97,409**	101,592	**3,594**	–
Rest of Asia	**38,063**	43,372	**1,794**	1,850	**65**	4
United States of America	**8,138**	12,668	**–**	–	**–**	–
Oceania	**8,033**	10,301	**–**	–	**–**	–
Europe	**10,751**	14,729	**–**	–	**–**	–
Middle East	**9,915**	13,576	**–**	–	**–**	–
Others	**4,307**	4,863	**–**	–	**–**	–
	170,353	201,820	**359,511**	373,766	**14,042**	4,978

* Excludes deferred tax assets, and trade and other receivables (excluding prepayments).

Major customers

In 2023 and 2022, no major customer accounted for more than 10% of the consolidated revenue.

28 COMMITMENTS

Capital commitments

The Group	2023 $'000	2022 $'000
Expenditure contracted for property, plant and equipment	**143**	416

Capital commitments relate to outstanding contracts in respect of the purchase consideration payable for the 3 (2022 – 13) units of trailers, 50 units of computers (2022 – Nil) and replacement of computer hardware and software.

Operating lease commitments

Where the Group is a lessee

The Group leases a number of leasehold properties from the Jurong Town Corporation, a warehouse premise and motor vehicles, trucks and prime movers under operating leases. The leases typically run for an initial period of 1 to 60 years, with an option to renew the lease after that date. Lease payments are usually increased annually to reflect market rentals. There are no externally imposed covenants in these properties and assets lease arrangements.

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28 COMMITMENTS (CONTINUED)

Operating lease commitments (Continued)

Where the Group is a lessee (Continued)

The Group had adopted SFRS(I) 16 on 1 May 2019. These operating lease commitments had been recognised as right-of-use assets and lease liabilities on the statement of financial position as at 1 May 2019, except for short-term and low value assets. Certain of the lease arrangements provide for optional extension periods, for which the related lease payments have not been included in the lease liabilities because the Group is not reasonably certain to exercise these lease extension options. The resultant lease payments that have not been included are not material. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations.

Where the Group is the lessor

The Group leases out its investment properties to third parties. The leases run for a period of 1 to 10 years, with an option to renew the lease after that date. There are also no contingent rental arrangements and fixed rental escalation clauses.

At 30 April 2023, the future minimum lease receivable under non-cancellable operating leases contracted at the reporting date are as follows:

The Group	2023 $'000	2022 $'000
Undiscounted lease payment to be received		
– year 1	**11,810**	12,538
– year 2	**9,196**	11,534
– year 3	**6,875**	9,014
– year 4	**3,143**	6,919
– year 5	**2,126**	2,915
– year 6 and onwards	**990**	2,207
	34,140	45,127

29 CONTINGENT LIABILITIES (UNSECURED)

Intra-group financial guarantees comprise corporate guarantees amounting to $34.9 million (2022 – $36.0 million) granted by the Company to banks in respect of banking facilities to secure banking facilities provided to certain subsidiaries. The financial guarantees will expire when the loans have been paid and discharged and/or when the banking facilities are no longer available to the subsidiaries. These financial guarantee contracts are accounted for under SFRS(I) 9.

The periods in which the financial guarantees expire are as follows:

The Company	2023 $'000	2022 $'000
Not later than one year	**16,708**	15,815
Later than one year but not later than five years	**18,147**	20,220
	34,855	36,035

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29 CONTINGENT LIABILITIES (UNSECURED) (CONTINUED)

As at 30 April 2023, the Company has extended $48.5 million (2022 – $45.3 million) and RMB29 million equivalent to $5.6 million (2022 – RMB30 million equivalent to $6.3 million) of corporate guarantee to its associate Ececil Pte. Ltd. and Vibrant Pucheng Logistics (Chongqing) Co., Ltd respectively.

The principal risk to which the Company is exposed is credit risk in connection with the guarantee contracts it has issued. The credit risk represents the loss that would be recognised upon a default by the subsidiaries or associate on behalf of which the guarantees were given.

To mitigate this risk, the Company continually monitors the risks and has established processes including performing evaluation of the subsidiaries and associate's profitability that it is providing guarantee on behalf of.

There are no terms and conditions attached to the guarantee contracts that would have a material effect on the amount, timing and uncertainty of the Company's future cash flows and the Company only issue guarantees to its subsidiaries and related entities.

The intra-group financial guarantees for subsidiaries are eliminated in preparing the consolidated financial statements. Estimates of the Company's obligation arising from financial guarantee contracts may be affected by future events, which cannot be predicted with any certainty. The assumptions made may well vary from actual experience so that the actual liability may vary considerably from the best estimates.

In FY2023, the Company has undertaken to provide financial support to certain of its subsidiaries and an associate for the next twelve months. The net current liabilities or net liabilities of these entities as at 30 April 2023 amounted to $282.9 million and $33.4 million (2022 – $293.2 million and $33.1 million), respectively.

30 CONTINGENCIES

(A) Blackgold International Holdings Pty Ltd & its subsidiaries ("Blackgold Group")

On 30 October 2020, the Company announced that pursuant to the findings made by the special auditors of the Company of various irregularities within the accounts of certain subsidiaries of Blackgold Group and after consultation with the legal advisors in Singapore and in the PRC, management has lodged police reports in Singapore and in the PRC and commenced civil suits against the relevant personnel of the Blackgold Group in the High Court of Singapore.

(B) Vibrant Pucheng Logistics (Chongqing) Co., Ltd ("Vibrant Pucheng")

Receipt of legal proceedings by an associate

As announced on 25 February 2022, 4 May 2022 and 27 December 2022 in relation to the legal proceedings commenced by a contractor (the "Plaintiff") against Vibrant Pucheng, Vibrant Pucheng was, on 28 April 2022, served with a judgement from the People's Republic of China Court (the "Court") dated 14 April 2022. Pursuant to the judgment, the Court had ordered that:

1. The agreement entered into between the Plaintiff and Vibrant Pucheng on 2 August 2019 in relation to the construction of the Multi-Modal Logistic Distribution Centre (the "Project") located in Chongqing, People's Republic of China be terminated;

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30 CONTINGENCIES (CONTINUED)

(B) Vibrant Pucheng Logistics (Chongqing) Co., Ltd ("Vibrant Pucheng") (Continued)

Receipt of legal proceedings by an associate (Continued)

2. Vibrant Pucheng be required to pay the Plaintiff the amount owed to the Plaintiff, being the sum of (i) RMB59,385,282 (the "Contract Liability") and (ii) interest accrued on such principal amount to be calculated based on the People's Republic of China Bank Lending Rate from 12 November 2021 up to the date the Contract Liability is repaid, within 10 days from the effective date of judgement;

3. In the event the Project is disposed of at a discount or pursuant to an auction for a price not exceeding the Contract Liability, the Plaintiff shall have priority in receiving any compensation;

4. All other claims made by the Plaintiff were rejected; and

5. Vibrant Pucheng be required to pay court fees and property preservation fees amounting to RMB354,323.

On 24 April 2023, the Company announced that Vibrant Pucheng had received a hearing notice from the Court relating to legal proceedings commenced by Figtree Projects (Shanghai) Co., Ltd against Vibrant Pucheng in connection with a loan granted by Figtree Projects, whereby Vibrant Pucheng had failed to make repayments of RMB67,134,799 comprising principal of RMB61,168,572 and interest of RMB5,966,227 calculated at 6% per annum up to 10 January 2023.

On 28 April 2023, the Company announced that through a court-assisted mediation process, Vibrant Pucheng will be required to repay Figtree an Aggregate Repayment Amount of RMB67,323,536 through a RMB5 million by 30 April 2023 and subsequent monthly payments of RMB10 million until the amount has been repaid in full, and Figtree shall have the right to enforce its rights against Vibrant Pucheng and to demand for immediate repayment of the Aggregate Repayment Amount. At the date of this report, Vibrant Pucheng is in default.

On 19 May 2023, the Company further announced that the contractor has applied to the Court to enforce its rights against Vibrant Pucheng's immovable property due to its failure to comply with the terms of the previous court order and the Group is currently unable to quantify the financial impact, if any, arising from the latest development in view of the uncertainty of the outcome of the notice.

Legal proceedings against an associate

In connection to the above, to protect the assets and legal position of the Group, the Company announced on 18 January 2023, that the Group's subsidiaries, namely New Vibrant (Jiangsu) Supply Chain Management Co., Ltd, Sinolink Financial Leasing Co., Ltd and Vibrant Development (Changshu) Co., Ltd have commenced legal proceedings against Vibrant Pucheng to recover the outstanding loans and interests extended to Vibrant Pucheng. On 1 August 2023, the Court has accepted the loan dispute case filed by New Vibrant (Jiangsu) Supply Chain Management Co., Ltd, Sinolink Financial Leasing Co., Ltd, and Vibrant Development (Changshu) Co., Ltd. The loan principal involved in the case amounts to RMB5 million. As of 7 August 2023, the case has not yet been heard. The net carrying amount of the Group's interests in and loans to Vibrant Pucheng after accounting for impairment losses, amounted to $0.8 million and $26.8 million, respectively, as at 30 April 2023.

30 CONTINGENCIES (CONTINUED)

(B) Vibrant Pucheng Logistics (Chongqing) Co., Ltd ("Vibrant Pucheng") (Continued)

Legal proceedings against an associate (Continued)

In the event the Group does not succeed in the above claims or the Group succeeds in the claims but does not recover the full amounts owed by Vibrant Pucheng, there may be a material impact on the financial performance of the Group for the financial year ending 30 April 2024.

Notwithstanding the above, management assessed that the carrying amount of the Group's interest in the associate and the related loans are recoverable based on the valuation of property held by Vibrant Pucheng.

31 SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the following are transactions with related parties made at terms agreed between the parties:

The Group	2023 $'000	2022 $'000
Rental income charged to related party	**7**	29
Interest expense charged by a related party (Note 23)	**(1,110)**	(1,269)

Key management personnel compensation

Key management personnel of the Group and Company is defined as persons having authority and responsibility for planning, directing and controlling the activities of the entity directly or indirectly, including directors and officers of the Group and Company.

Key management personnel compensation comprised:

The Group	2023 $'000	2022 $'000
Directors' fee	**173**	162
Short-term employee benefits	**2,302**	1,979
Defined contribution plans	**109**	98
	2,411	2,077

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FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT

The Group's and the Company's financial risk management policies set out the overall business strategies and risk management philosophy. 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 Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's and the Company's financial performance.

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

The Group	Note	Financial assets at amortised cost $'000	Mandatorily at FVTPL $'000	Financial liabilities at amortised cost $'000	Total $'000
30 April 2023					
Financial assets measured at fair value					
Equity investments	10	**–**	**17,260**	**–**	**17,260**
Financial assets not measured at fair value					
Trade and other receivables	12	**66,649**	**–**	**–**	**66,649**
Financial liabilities not measured at fair value					
Loans and borrowings	17	**–**	**–**	**89,704**	**89,704**
Lease liabilities	18	**–**	**–**	**97,082**	**97,082**
Trade and other payables	19	**–**	**–**	**64,537**	**64,537**
		–	**–**	**251,323**	**251,323**
30 April 2022					
Financial assets measured at fair value					
Equity investments	10	–	20,655	–	20,655
Financial assets not measured at fair value					
Trade and other receivables	12	91,690	–	–	91,690
Financial liabilities not measured at fair value					
Loans and borrowings	17	–	–	101,410	101,410
Lease liabilities	18	–	–	102,781	102,781
Trade and other payables	19	–	–	82,773	82,773
		–	–	286,964	286,964

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

The Company	Note	Financial assets at amortised cost $'000	Mandatorily at FVTPL $'000	Financial liabilities at amortised cost $'000	Total $'000
30 April 2023					
Financial assets measured at fair value					
Equity investments	10	**–**	**16,037**	**–**	**16,037**
Financial assets not measured at fair value					
Trade and other receivables	12	**208,746**	**–**	**–**	**208,746**
Financial liabilities not measured at fair value					
Loans and borrowings	17	**–**	**–**	**19,300**	**19,300**
Trade and other payables	19	**–**	**–**	**51,970**	**51,970**
		–	**–**	**71,270**	**71,270**
30 April 2022					
Financial assets measured at fair value					
Equity investments	10	–	18,324	–	18,324
Financial assets not measured at fair value					
Trade and other receivables	12	215,991	–	–	215,991
Financial liabilities not measured at fair value					
Loans and borrowings	17	–	–	23,800	23,800
Trade and other payables	19	–	–	59,516	59,516
		–	–	83,316	83,316

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group or the Company to incur a financial loss. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables.

Trade and other receivables

The Group's primary exposure to credit risk arises through its trade and other receivables. Concentration of credit risk relating to trade receivables is limited due to the Group's many varied customers. These customers are internationally dispersed and sell in a variety of end markets. The Group's historical experience in the collection of trade and other receivables falls within the recorded allowances. Due to these factors, management believes that no additional credit risk beyond the amounts provided for collection losses is inherent in the Group's trade and other receivables.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Trade and other receivables (Continued)

Impairment losses on financial assets recognised in the statement of comprehensive income or the financial year ended 30 April 2023 were as follows:

The Group	2023 $'000	2022 $'000
At the beginning of year	**49,933**	49,077
Impairment loss recognised	**2,818**	1,836
Reversal of impairment loss	**(563)**	(1,157)
Impairment loss recognised, net	**2,255**	679
Impairment loss utilised:		
– Acquisition of non-controlling interest (Note 8(D))	**(2,364)**	–
– Others	**(1,594)**	(484)
Translation differences	**(2,428)**	661
At the end of year	**45,802**	49,933

The Group	2023 $'000	2022 $'000
Represented by:		
RCCPS (Note 9)	**10,305**	10,297
Trade and other receivables (Note 12)	**35,497**	39,636
	45,802	49,933

The cumulative amount of impairment loss as at each balance sheet date included the impairment loss of RCCPS of $10.3 million (2022 – $10.3 million) (See Note 9).

The Group does not have trade and other receivables for which no loss allowance is recognised because of collateral.

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Trade and other receivables (Continued)

The breakdown of impairment losses for trade and other receivables are summarised as below:

	At 30 April 2023			At 30 April 2022		
The Group	**Gross carrying amount $'000**	**Total loss allowance $'000**	**Net $'000**	**Gross carrying amount $'000**	**Total loss allowance $'000**	**Net $'000**
Expected credit loss assessment for:						
Receivables with credit-ratings or equivalent (Table A)	**71,958**	**(34,869)**	**37,089**	87,989	(39,228)	48,761
Trade receivables with no representative credit-ratings (Table B)	**28,307**	**(628)**	**27,679**	41,032	(408)	40,624
	100,265	**(35,497)**	**64,768**	129,021	(39,636)	89,385
Deposits	**1,881**	**–**	**1,881**	2,305	–	2,305
Trade and other receivables (Note 12)	**102,146**	**(35,497)**	**66,649**	131,326	(39,636)	91,690
RCCPS (Note 9)	**10,305**	**(10,305)**	**–**	10,297	(10,297)	–
	112,451	**(45,802)**	**66,649**	141,623	(49,933)	91,690
The Company						
Receivables with credit-ratings or equivalent (Table A)	**231,540**	**(23,004)**	**208,536**	239,163	(23,382)	215,781
Deposits	**210**	**–**	**210**	210	–	210
Trade and other receivables (Note 12)	**231,750**	**(23,004)**	**208,746**	239,373	(23,382)	215,991
RCCPS (Note 9)	**10,305**	**(10,305)**	**–**	10,297	(10,297)	–
	242,055	**(33,309)**	**208,746**	249,670	(33,679)	215,991

The Group's and the Company's maximum exposure to credit risk for trade and other receivables at the reporting date by business activities was as follows:

	The Group		The Company	
	2023 $'000	**2022 $'000**	**2023 $'000**	**2022 $'000**
Freight and logistics	**49,287**	64,268	**44,361**	53,717
Financial services	**5,580**	15,992	**164,342**	162,240
Real estate	**11,782**	11,430	**43**	34
	66,649	91,690	**208,746**	215,991

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Expected credit loss assessment for receivables with credit ratings (or equivalent) as at 30 April 2023

The Group allocates exposure from loans to associates, non-controlling interests, a related party and third parties to a credit risk grade based on data that is determined to be indicative of the risk of loss (including but not limited to external ratings if available, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default and are aligned to external credit rating definitions from agencies such as Standards and Poor's.

An ECL rate is calculated for each receivable based on probabilities of default and loss given default. 12-month and lifetime probabilities of default are based on historical data supplied by Standard and Poor's and Moody's for each credit rating. The Group monitors changes in credit risk by tracking published external credit ratings and taking into consideration forward-looking information based on industry forecast in the countries of operation.

The following table provides information about the exposure to credit risk and ECLs for receivables with credit ratings (or equivalent):

Table A

The Group	Weighted average loss rate %	Not credit impaired – 12-month ECL $'000	Credit impaired – lifetime ECL $'000	Gross carrying amount $'000	Total loss allowance $'000	Net $'000
At 30 April 2023						
AA	0.03	22,701	–	22,701	(7)	22,694
BB	0.12	8,874	–	8,874	(11)	8,863
CCC	7.37	5,972	–	5,972	(440)	5,532
D	100.00	–	34,411	34,411	(34,411)	–
Total gross carrying amount		37,547	34,411	71,958	(34,869)	37,089
Loss allowance		(458)	(34,411)			
		37,089	–			

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FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Expected credit loss assessment for receivables with credit ratings (or equivalent) as at 30 April 2023 (Continued)

Table A (Continued)

The Group	Weighted average loss rate %	Not credit impaired – 12-month ECL $'000	Credit impaired – lifetime ECL $'000	Gross carrying amount $'000	Total loss allowance $'000	Net $'000
At 30 April 2022						
AA	0.02	28,404	–	28,404	(5)	28,399
BB	1.10	1,093	–	1,093	(12)	1,081
B	3.39	5,777	–	5,777	(196)	5,581
CCC	18.59	13,125	–	13,125	(2,440)	10,685
D	92.38	7,106	32,484	39,590	(36,575)	3,015
Total gross carrying amount		55,505	32,484	87,989	(39,228)	48,761
Loss allowance		(6,746)	(32,482)			
		48,759	2			

The Company	Weighted average loss rate %	Not credit impaired – 12-month ECL $'000	Credit impaired – lifetime ECL $'000	Gross carrying amount $'000	Total loss allowance $'000	Net $'000
At 30 April 2023						
AA	**0.00**	**355**	**–**	**355**	**–**	**355**
BB	**0.00**	**25**	**–**	**25**	**–**	**25**
B	**1.02**	**210,307**	**–**	**210,307**	**(2,151)**	**208,156**
D	**100.00**	**–**	**20,853**	**20,853**	**(20,853)**	**–**
Total gross carrying amount		**210,687**	**20,853**	**231,540**	**(23,004)**	**208,536**
Loss allowance		**(2,151)**	**(20,853)**			
		208,536	**–**			

NOTES TO THE FINANCIAL STATEMENTS

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32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Expected credit loss assessment for receivables with credit ratings (or equivalent) as at 30 April 2023 (Continued)

Table A (Continued)

The Company	Weighted average loss rate %	Not credit impaired – 12-month ECL $'000	Credit impaired – lifetime ECL $'000	Gross carrying amount $'000	Total loss allowance $'000	Net $'000
At 30 April 2022						
AA	0.00	352	–	352	–	352
BB	0.00	24	–	24	–	24
B	0.98	217,538	–	217,538	(2,133)	215,405
D	100.00	15,949	5,300	21,249	(21,249)	–
Total gross carrying amount		233,863	5,300	239,163	(23,382)	215,781
Loss allowance		(18,082)	(5,300)			
		215,781	–			

The above excludes the Company's deposits of $210,000 (2022 – $210,000).

Expected credit loss assessment for trade receivables

The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise a very large number of small balances.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics – respective ageing categories based on two years historical data. The Group has assessed that the impact of forward-looking factors based on industry forecast in the countries of operation are not material.

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32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Expected credit loss assessment for trade receivables (Continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables with no representative credit rating:

Table B

The Group	Weighted average loss rate %	Gross carrying amount $'000	Loss allowance $'000	Credit impaired
At 30 April 2023				
Current (not past due)	**0.02**	**19,290**	**(3)**	No
1 – 30 days past due	**0.10**	**3,839**	**(4)**	No
31 – 60 days past due	**0.21**	**2,356**	**(5)**	No
61 – 90 days past due	**0.83**	**726**	**(6)**	No
91 – 180 days past due	**2.33**	**1,246**	**(29)**	No
181 – 270 days past due	**9.12**	**296**	**(27)**	No
More than 270 days past due	**100.00**	**554**	**(554)**	Yes
		28,307	**(628)**	

The Group	Weighted average loss rate %	Gross carrying amount $'000	Loss allowance $'000	Credit impaired
At 30 April 2022				
Current (not past due)	0.02	24,216	(5)	No
1 – 30 days past due	0.07	8,801	(6)	No
31 – 60 days past due	0.17	4,004	(7)	No
61 – 90 days past due	0.67	1,931	(13)	No
91 – 180 days past due	2.84	1,617	(46)	No
181 – 270 days past due	11.11	90	(10)	No
More than 270 days past due	86.06	373	(321)	Yes
		41,032	(408)	

Loans to and non-trade amounts due from non-controlling interests

For loans to and non-trade amounts due from non-controlling interests of $0.3 million (2022 – $13.1 million), the Group has considered qualitative and quantitative factors that are indicative of the risk of default. This includes factors such as dividends to be paid out of the accumulated profits of the subsidiaries. Accordingly, impairment on the remaining balances has been measured on the 12-month expected credit loss basis and the amount of the allowance on these balances, after considering forward-looking information, is insignificant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk (Continued)

Other receivables, including interest receivable, loans to associates and non-trade amounts due from related parties and associates

For other receivables, impairment assessment on the loan extended to an associate and non-trade amounts due from related parties, third parties and associates of $52.3 million (2022 – $64.1 million) were based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement).

Guarantees

The Group’s policy is to provide financial guarantees to all its subsidiaries’ liabilities. At 30 April 2023, the Company has issued a guarantee to certain banks in respect of credit facilities granted to its subsidiaries (see Note 29).

Cash and bank balances

The Group and the Company held cash and bank balances of $58.2 million and $1.0 million, respectively, at 30 April 2023 (2022 – $57.1 million and $2.7 million). The cash and bank balances are held with bank and financial institution counterparties which are rated Ba3 to Aa1, based on Moody’s ratings.

Impairment on cash and bank balances has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and bank balances is negligible.

Fair value of collaterals

At 30 April 2023, the fair value of shares accepted as collaterals that the Group is permitted to sell or repledge in the event of default by the Group’s debtors was $12 million (2022 – $20.5 million). The fair values are determined based on the respective net assets in the latest available audited financial information. If the receivables are not paid in full by the debtors 30 days after the receipt of a demand by the Group, the Group may exercise the powers and rights of a mortgagee conferred by statute or otherwise sell or dispose of the collateral.

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 exposure to market risk for changes in interest rates relates primarily to the Group’s debt obligations. The Group’s policy is to manage interest cost by using a mix of fixed and variable rate debts.

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32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Interest rate risk (Continued)

Profile

At the reporting date, the interest rate profile of the interest-bearing financial instruments, as reported to the management, was as follows:

		The Group		The Company	
		2023	2022	2023	2022
	Note	$'000	$'000	$'000	$'000
Fixed rate instruments					
Restricted fixed deposits		**84**	63	**–**	
Trade receivables	12	**11,002**	11,914	**–**	–
Loans to subsidiaries	12(a)(i)(ii)	**–**	–	**2,250**	–
Loan to an associate	12(b)(i)	**18,980**	20,553	**–**	–
Loans to non-controlling interests	12(d)	**–**	1,110	**–**	–
Loans to a related party	12(f)	**3,698**	928	**–**	–
Loans to third parties	12(e)	**6,176**	6,688	**–**	–
Deposits with banks	13	**22,450**	14,065	**–**	–
Bank loans	17	**(52,395)**	(61,037)	**(19,300)**	(23,800)
Lease liabilities	18	**(97,082)**	(102,781)	**–**	–
Loan from subsidiaries	19(a)(i)	**–**	–	**(32,561)**	(40,538)
Loans from a related party	19(b)	**(18,015)**	(20,958)	**–**	–
		(105,102)	(129,455)	**(49,611)**	(64,338)

		The Group		The Company	
		2023	2022	2023	2022
	Note	$'000	$'000	$'000	$'000
Variable rate instruments					
Loans to subsidiaries	12(a)(ii)	**–**	–	**25,462**	142,831
Loan to an associate	12(b)(ii)	**5,074**	5,074	**–**	–
Bank loans	17	**(37,309)**	(40,373)	**–**	–
Loans from subsidiaries	19(a)(ii)(iii)	**–**	–	**(3,989)**	(5,207)
		(32,235)	(35,299)	**21,473**	137,624

Fair value sensitivity analysis for fixed rate instruments

Fixed rate instruments that are not designated at fair value through profit or loss, are recorded at amortised cost. A change in interest rate would not have any impact on fair value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Interest rate risk (Continued)

Cash flow sensitivity for variable rate instruments

For variable rate financial assets and liabilities, an increase of 100 bp in interest rate at the reporting date would (decrease)/increase profit after tax by the amounts shown. A decrease of 100 bp in interest rate would have an equal but opposite effect. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	The Group		The Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Profit after tax				
Variable rate instruments	**(268)**	(293)	**178**	1,142

There is no impact on equity.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies. The summary of quantitative data about the Group's and the Company's exposures to foreign currency risk as reported to the management of the Group is as follows:

	USD	RMB	HKD	MYR
The Group	$'000	$'000	$'000	$'000
30 April 2023				
Other investments	**16,037**	**–**	**347**	**6**
Trade and other receivables	**4,905**	**–**	**94**	**–**
Cash and bank balances	**18,391**	**68**	**270**	**582**
Trade and other payables	**(9,996)**	**–**	**–**	**–**
Net exposure	**29,337**	**68**	**711**	**588**
30 April 2022				
Other investments	18,324	–	511	7
Trade and other receivables	9,648	385	–	3,195
Cash and bank balances	9,236	23	64	638
Trade and other payables	(38,353)	–	–	(12)
Net exposure	(1,145)	408	575	3,828

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FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Currency risk (Continued)

	USD	RMB
The Company	**$'000**	**$'000**
30 April 2023		
Other investments	**16,037**	**–**
Cash and bank balances	**663**	**68**
Trade and other payables	**(38)**	**–**
Net exposure	**16,662**	**68**
30 April 2022		
Other investments	18,324	–
Trade and other receivables	280	–
Cash and bank balances	2,316	23
Trade and other payables	(4)	–
Net exposure	20,916	23

Sensitivity analysis

A 10% strengthening of Singapore dollar against the following currencies at the reporting date would increase/(decrease) profit after tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	The Group		The Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Profit after tax				
USD	**2,435**	(95)	**1,383**	1,736
RMB	**6**	34	**6**	2
HKD	**59**	48	**–**	–
MYR	**49**	318	**–**	–

A 10% weakening of Singapore dollar against the above currencies would have had the equal but opposite effect on the above currency to the amounts shown above, on the basis that all other variables remain constant.

There is no impact on equity.

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.

Market price risk arises from financial assets at fair value through profit or loss.

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32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Market price risk (Continued)

Equity securities price risk

The Group is exposed to equity securities price risk because of investments held by the Group which are classified as financial assets at fair value through profit or loss.

Sensitivity analysis

A 10% increase/decrease in the underlying equity prices at the reporting date, with all other variables held constant, would increase/(decrease) profit before tax by the following amounts:

	The Group		The Company	
	10% increase	**10% decrease**	**10% increase**	**10% decrease**
	$'000	**$'000**	**$'000**	**$'000**
30 April 2023				
Profit before tax	**1,726**	**(1,726)**	**1,604**	**(1,604)**
30 April 2022				
Profit before tax	2,066	(2,066)	1,832	(1,832)

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows for a period of 60 days.

The Group funds its operations through a mix of internal funds and bank borrowings, and reviews regularly its liquidity reserves comprising free cash flows from its operations and undrawn facilities from banks.

The Group manages its liquidity where excess funds are equalised internally through intercompany accounts. Depending on specifics of each funding requirement, funding for its operating subsidiaries may be sourced directly from the Group's bankers or indirectly through the Company.

As at 30 April 2023, the Company's total current liabilities, exceeded its current assets by $7.0 million (2022 – $12.9 million). Managements operates a centralised cash and treasury function and monitors the cashflow position of the Company and its entities within the Group and deploys its available cash amongst these entities. There is no implication to the Group which reported net current assets of $19.5 million (2022 – $26.0 million) as at 30 April 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (Continued)

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows.

The Group	Carrying amount $'000	Contractual undiscounted cash flows Total $'000	Less than 1 year $'000	Between 2 and 5 years $'000	Over 5 years $'000
As at 30 April 2023					
Non-derivative financial liabilities					
Term loans (Note 17)	**(89,704)**	**(102,449)**	**(36,420)**	**(40,078)**	**(25,951)**
Lease liabilities (Note 18)	**(97,082)**	**(116,511)**	**(13,885)**	**(77,006)**	**(25,620)**
Trade and other payables (Note 19)	**(64,537)**	**(71,962)**	**(47,604)**	**(4,324)**	**(20,034)**
	(251,323)	**(290,922)**	**(97,909)**	**(121,408)**	**(71,605)**
As at 30 April 2022					
Non-derivative financial liabilities					
Term loans (Note 17)	(101,410)	(116,082)	(39,186)	(44,954)	(31,942)
Lease liabilities (Note 18)	(102,781)	(124,647)	(20,735)	(71,464)	(32,448)
Trade and other payables (Note 19)	(82,773)	(90,604)	(61,539)	(5,030)	(24,035)
	(286,964)	(331,333)	(121,460)	(121,448)	(88,425)

The Company	Carrying amount $'000	Contractual undiscounted cash flows Total $'000	Less than 1 year $'000	Between 2 and 5 years $'000	Over 5 years $'000
As at 30 April 2023					
Non-derivative financial liabilities					
Term loans (Note 17)	**(19,300)**	**(19,890)**	**(19,890)**	**–**	**–**
Trade and other payables (Note 19)	**(51,970)**	**(53,893)**	**(7,917)**	**(45,976)**	**–**
	(71,270)	**(73,783)**	**(27,807)**	**(45,976)**	**–**
As at 30 April 2022					
Non-derivative financial liabilities					
Term loans (Note 17)	(23,800)	(23,980)	(23,980)	–	–
Trade and other payables (Note 19)	(59,516)	(61,926)	(10,547)	(51,379)	–
	(83,316)	(85,906)	(34,527)	(51,379)	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

32 FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (Continued)

The Company is exposed to liquidity risk as the Company's current liabilities exceeded its current assets. Funding requirements, where required, will be met by the settlement of balance with subsidiaries. Management has assessed the cash flow forecast of the Company for the next 12 months from the reporting date and ascertained that the Company will be able to meet its liabilities as and when they fall due in the next 12 months.

33 FAIR VALUE MEASUREMENT

Definition of fair value

SFRS(I)s define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as is prices) or indirectly (i.e. derived from prices); and

Level 3 : inputs for the asset or liability that are not based on observable market date.

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

The Group	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
30 April 2023				
Financial assets				
Equity investments at FVTPL (Note 10)	**1,223**	**16,037**	**–**	**17,260**
30 April 2022				
Financial assets				
Equity investments at FVTPL (Note 10)	2,331	18,324	–	20,655

33 FAIR VALUE MEASUREMENT (CONTINUED)

Fair value hierarchy (Continued)

The Company	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
30 April 2023				
Financial assets				
Equity investments at FVTPL (Note 10)	**–**	**16,037**	**–**	**16,037**
30 April 2022				
Financial assets				
Equity investment at FVTPL (Note 10)	–	18,324	–	18,324

At the reporting date, the fair value of the unquoted equity investment is represented by the Group's share in the net assets value of a fund, determined based on the quoted market prices of the underlying quoted investments and other liquid financial assets held in the portfolio of the fund at the end of the reporting period and they are included in Level 2 of the fair value hierarchy.

Investment properties

The Group's investment properties are stated at fair value based on independent professional valuations. The fair values are based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction wherein the parties had each acted knowledgeably and without compulsion. The valuers have considered valuation techniques including market comparison method and discounted cash flows in arriving at the open market value as at the balance sheet date. In determining the fair value, the valuers have used valuation techniques which involve certain estimates. The key assumptions used to determine the fair value of investment properties include comparable sales, discount rate and rental rates, as well as estimated costs to complete in relation to investment properties under development. At the end of the reporting period, the Group's investment properties are included in Level 3 of the fair value hierarchy.

Equity and debt securities

The fair value of quoted equity and debt securities is determined by reference to their quoted closing bid price at the reporting date. The fair value may be adjusted to reflect illiquidity or transferability for quoted equity and debt securities that are not traded in active market or subject to transfer restrictions.

Non-derivative financial assets and liabilities

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and bank balances, trade and other payables, loans and borrowings, lease liabilities) or those which reprice within six months are assumed to approximate their fair value because of the short period to maturity or repricing. All other financial assets and liabilities are discounted to determine their fair values.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

33 FAIR VALUE MEASUREMENT (CONTINUED)

Interest rates used in determining fair values

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

The Group and The Company	2023 %	2022 %
Loans and borrowings	**2.00 – 6.32**	2.00 – 4.65
Lease liabilities	**3.20 – 5.80**	3.20 – 4.68

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Assets and liabilities measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
The Group			
Investment properties			
– Industrial factory	Discounted cash flows: The valuation model estimates and projects an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value.	• Discount rate: 6.28% (2022 – 6.29%) • Rental rates: $42 to $133 (2022 – $45 to $145) per square metre per annum	The estimated fair value would increase/(decrease) if: • the discount rate was lower/(higher); and • the rental rate was higher/(lower).
– Residential property	Market comparison approach: The valuation model analyses comparable sales of similar properties and adjusting the sale prices to be reflective of the investment properties.	• In-house adjustments made by valuer on comparable prices of $2,492 to $3,876 (2022 – $2,466 to $3,595) per square metre • Estimated cost to complete the construction	The estimated fair value would increase/(decrease) if: • the adjustments and comparable prices were higher/(lower); and • the estimated cost to complete the construction was lower/(higher).

33 FAIR VALUE MEASUREMENT (CONTINUED)

Assets and liabilities measured at fair value (Continued)

Sensitivity analysis

For the fair values of investment properties, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would increase/(decrease) profit before tax by the amounts shown.

The Group	Profit before tax $'000	Profit before tax $'000
30 April 2023		
Investment properties		
– Discount rate (1% increase)/1% decrease	**(11,642)**	**11,642**
– Rental rates 5% increase/(5% decrease)	**4,910**	**(4,910)**
– Comparable prices 5% increase/(5% decrease)	**2,220**	**(2,220)**

The Group	Profit before tax $'000	Profit before tax $'000
30 April 2022		
Investment properties		
– Discount rate (1% increase)/1% decrease	(12,650)	12,650
– Rental rates 5% increase/(5% decrease)	5,308	(5,308)
– Comparable prices 5% increase/(5% decrease)	2,346	(2,346)

Level 3: Fair value measurements

The reconciliation of the carrying amounts of non-financial assets related to investment properties classified within Level 3 is disclosed in Note 7.

34 NON-CONTROLLING INTERESTS

The following Group's subsidiaries have non-controlling interests that are material to the Group:

Name of subsidiaries	Country of incorporation/ principal place of business	Operating segment	Ownership interests held by non-controlling interests 2023 %	2022 %
Freight Links Express (Thailand) Co., Ltd ("FLET")	Thailand	Freight & logistics	**51**	51
Fervent Industrial Development (Suzhou) Co., Ltd ("FIDSC")	People's Republic of China	Real estate	**52**	52
Saujana Tiasa Sdn Bhd ("STSB")	Malaysia	Real estate	**–**	50

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

34 NON-CONTROLLING INTERESTS (CONTINUED)

The following summarised financial information of each of the Group's subsidiaries with material NCI, based on their respective financial statements prepared in accordance with SFRS(I), modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

The Group	FLET $'000	FIDSC $'000	Other individually immaterial subsidiaries $'000	Intra-group eliminations $'000	Total $'000
30 April 2023					
Revenue	12,707	7,057	1,334		
Profit/(loss) after tax	384	3,417	(2,803)		
Other comprehensive income	(153)	(4,496)	(777)		
Total comprehensive income/ (loss)	231	(1,079)	(3,580)		
Attributable to non-controlling interests:					
– Profit/(loss) after tax	196	1,777	(1,471)	(95)	407
– Other comprehensive income	(78)	(2,338)	(320)	596	(2,140)
Total comprehensive income/(loss)	118	(561)	(1,791)	501	(1,733)
Non-current assets	2,166	94,127			
Current assets	3,518	6,298			
Non-current liabilities	(252)	(37,597)			
Current liabilities	(988)	(6,359)			
Net assets	4,444	56,469			
Net assets attributable to non-controlling interests	2,267	29,364	1,339	(28,176)	4,794
Cash flows from operating activities	1,021	4,503			
Cash flows (used in)/from investing activities	(697)	7			
Cash flows used in financing activities (dividends to non-controlling interests: $Nil)	–	(3,569)			
Net increase in cash and cash equivalents	324	941			

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 APRIL 2023

34 NON-CONTROLLING INTERESTS (CONTINUED)

The Group	FIDSC $'000	STSB $'000	Other individually immaterial subsidiaries $'000	Intra-group eliminations $'000	Total $'000
30 April 2022					
Revenue	6,512	–	17,164		
Profit/(loss) after tax	4,374	(691)	(8,861)		
Other comprehensive income/(loss)	979	(7)	(60)		
Total comprehensive income/ (loss)	5,353	(698)	(8,921)		
Attributable to non-controlling interests:					
– Profit/(loss) after tax	2,275	(345)	(4,305)	68	(2,307)
– Other comprehensive income/(loss)	509	(4)	(51)	(382)	72
Total comprehensive income/ (loss)	2,784	(349)	(4,356)	(314)	(2,235)
Non-current assets	101,512	46,916			
Current assets	5,215	5			
Non-current liabilities	(42,693)	(597)			
Current liabilities	(6,491)	(46,130)			
Net assets	57,543	194			
Net assets attributable to non-controlling interests	29,922	97	4,465	(27,199)	7,285
Cash flows from operating activities	4,138	–			
Cash flows from investing activities	7	–			
Cash flows used in financing activities (dividends to non-controlling interests: $Nil)	(3,920)	–			
Net increase in cash and cash equivalents	225	–			

35 SUBSEQUENT EVENTS

Subsequent to the balance sheet date, exempt (one-tier) dividends of 0.1 cent per share amounting to $0.7 million were proposed by the Company in respect of the financial year ended 30 April 2023.

SHAREHOLDERS' INFORMATION

AS AT 24 JULY 2023

Issued and fully paid	697,951,877 ordinary shares
Issued and fully paid (excluding treasury shares)	688,707,917 ordinary shares
Class of Shares	Ordinary shares
Voting Right	One vote per share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF HOLDERS	% OF HOLDERS	NO. OF SHARES	% OF SHARES
1 – 99	650	6.32	25,800	0.00
100 – 1,000	2,810	27.32	1,800,265	0.26
1,001 – 10,000	4,856	47.22	18,144,600	2.64
10,001 – 1,000,000	1,941	18.87	112,521,211	16.34
1,000,001 – above	28	0.27	556,216,041	80.76
Grand Total	**10,285**	**100.00**	**688,707,917**	**100.00**

PERCENTAGE OF SHAREHOLDING HELD BY THE PUBLIC

The percentage of shareholding held by the public is approximately 45.64%. Accordingly, Rule 723 of the Listing Manual has been complied with.

TWENTY LARGEST SHAREHOLDERS

S/N	NAME OF SHAREHOLDERS	NO. OF SHARES	% OF HOLDINGS
1	VIBRANT CAPITAL PTE LTD	160,244,529	23.27
2	DBS NOMINEES PTE LTD	155,311,045	22.55
3	RAFFLES NOMINEES (PTE) LIMITED	66,745,424	9.69
4	HONG LEONG FINANCE NOMINEES PTE LTD	55,106,829	8.00
5	WANG YIXIN	26,000,000	3.78
6	TAN SU LAN @ TAN SOO LUNG	14,236,495	2.07
7	CITIBANK NOMINEES SINGAPORE PTE LTD	12,648,251	1.84
8	TEO KEE BOCK	10,000,000	1.45
9	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	7,825,869	1.14
10	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	5,977,779	0.87
11	MAYBANK SECURITIES PTE. LTD.	5,576,815	0.81
12	OCBC NOMINEES SINGAPORE PTE LTD	4,314,805	0.63
13	PHILLIP SECURITIES PTE LTD	4,068,414	0.59
14	LEE KIM HEOK	3,068,419	0.45
15	TAN SOON HOE	2,799,892	0.41
16	TAN CHONG MENG	2,643,557	0.38
17	IFAST FINANCIAL PTE LTD	2,593,022	0.38
18	GOH AH TEE @ GOH HUI CHUA	2,363,538	0.34
19	UOB KAY HIAN PTE LTD	1,962,556	0.28
20	CHIA CHIAH HAK	1,780,000	0.26
	TOTAL:	**545,267,239**	**79.19**

SHAREHOLDERS' INFORMATION

AS AT 24 JULY 2023

SUBSTANTIAL SHAREHOLDERS

As shown in the Company's Register of Substantial Shareholders.

		Number of Shares	
Name of Substantial Shareholders	**Note**	**Direct Interest**	**Deemed Interest**
Vibrant Capital Pte. Ltd.		335,464,786	Nil
Eric Khua Kian Keong	1	38,893,398	335,464,786

Note:

(1) Mr Eric Khua Kian Keong is deemed to be interested in 335,464,786 shares held by Vibrant Capital Pte. Ltd. ("Vibrant") by virtue of his controlling interest in Vibrant.

ADDITIONAL INFORMATION

Additional Information on Directors Seeking Re-election

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
Date of appointment	5 November 2003	5 November 2003
Date of last re-appointment	27 August 2021	27 August 2021 (2-tier vote)
Age	55	56
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has considered, among others, the recommendation of the Nominating Committee and the recent proceedings against Mr Eric Khua Kian Keong ("Mr Khua") in his personal capacity. In particular the Board has looked at and considered the contributions, performance, character, integrity, commitment, dedication, personality and suitability of Mr Khua for re-appointment as Executive Director of the Company. After reviewing the matter the Board has concluded that Mr Khua has the experience, expertise, knowledge, ability, integrity, character and/or skills to be nominated for election as a member of the Board. The Board will continue to monitor events and circumstances as necessary.	The Board has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the qualification, contribution and performance, attendance, preparedness and suitability of Mr Derek Loh Eu Tse ("Mr Loh") for re-appointment as an Independent Non-Executive Director of the Company. The Board has reviewed and concluded that Mr Loh possess the experience, expertise, knowledge and skills to contribute towards the needs and core competencies of the Board and that he has demonstrated independence throughout his tenure on the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive (Group CEO)	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	1. Executive Director 2. Group CEO 3. Member of the Nominating Committee	Chairman of the Nominating Committee and the Remuneration Committee, member of the Audit Committee.
Professional qualifications	Bachelor of Science in Electrical Engineering and graduated cum laude from University of the Pacific, United States	Bachelor of Arts Degree (Law) (Honours) from the University of Cambridge
Working experience and occupation(s) during the past 10 years	November 2003 to Present – CEO, Vibrant Group Limited	Practising lawyer for the last 27+ years, Advocate and Solicitor of the Supreme Court of Singapore. Independent Director for companies listed in Singapore, London and Hong Kong.

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
Shareholding interest in the listed issuer and its subsidiaries	Yes. Please refer to the Directors' statement, Directors' interests in shares or debentures of this Annual Report.	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	Yes. Brother-in-law of General Manager of LTH Logistics (Singapore) Pte Ltd and its subsidiaries, Mr Don Tang Fook Yuen.	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal commitments* (including Directorships)		
Past (for the last 5 years)	Director of: 1. Singapore Thong Chai Medical Institution 2. Singapore Enterprises Private Limited 3. Crystal Freight Services Pte Ltd 4. LTH Distripark Pte Ltd 5. Resort Venture Pte Ltd 6. Sabana Investment Partners Pte Ltd 7. Blackgold Megatrade Pte Ltd 8. Casaurina Pte Ltd 9. Paldermis Pte Ltd 10. Fervent III Developments Pte Ltd 11. Freight Links Co., Ltd 12. Fervent Industrial Development (Ningbo) Co., Ltd 13. Legend Capital Gain Inc 14. Glory Capital Pte Ltd 15. Crimson Star Development Pte Ltd 16. Asiapeer Private Limited 17. Freight Links (Jiangsu) Co., Ltd 18. Hub & Port Service (Thailand) Co., Ltd. 19. Freight Links M&S (H.K.) Ltd. 20. Tengda Industrial Property (Suzhou) Co., Ltd 21. New Vibrant (Jiangsu) Supply Chain Management Co., Ltd	Director of: Listed companies: 1. Metech International Limited 2. DISA Limited 3. K2 F&B Holdings Limited (listed on SEHK) 4. Kitchen Culture Holdings Ltd. 5. Federal International (2000) Ltd 6. Vietnam Enterprise Investments Limited (listed on LSE) 7. Memiontec Holdings Limited

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
Present	Director of: Public Listed companies: 1. FM Global Logistics Holdings Berhad Other principal directorships: 1. Vibrant Capital Pte Ltd 2. FLE Shipping Line Pte Ltd 3. Freight Links Express Archivers Pte Ltd 4. Freight Links Express Pte Ltd 5. Freight Links Express Airfreight Pte Ltd 6. Inspirion Digitech Pte Ltd 7. Freight Links Logistics Pte Ltd 8. Freight Links Express Logisticentre Pte Ltd 9. Freight Links Express Logisticpark Pte Ltd 10. Crystal Freight Services Distripark Pte Ltd 11. Freight Links Properties Pte Ltd 12. Freight Links E-Logistics Technopark Pte Ltd 13. LTH Logistics (Singapore) Pte Ltd 14. Celestine Management Private Limited 15. Piow Hong Pte Ltd 16. Freight Links Express Air Systems Pte Ltd 17. Freight Links Express Distripark Pte Ltd 18. Freight Links Fabpark Pte Ltd 19. Hub & Port Services Pte Ltd 20. Freight Links Express Distrihub Pte Ltd	Director of: Public Listed companies: 1. Adventus Holdings Limited 2. Kingsmen Creatives Ltd Other principal directorships: 1. TSMP Law Corporation 2. St Joseph’s Institution International Elementary School Ltd 3. St Joseph’s Institution International Ltd 4. St Joseph’s Institution Philanthropic Fund For The Lasallian Mission Ltd 5. Camembert Holdings Pte. Ltd.

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
	21. Flex Integrated Marketing Pte Ltd 22. Vibrant Properties Pte Ltd 23. Shentoncil Pte Ltd 24. Vibrant DB2 Pte Ltd 25. Sinolink Financial Leasing Co., Ltd 26. Sinolink Finance International Limited 27. Fervent Industrial Development (Suzhou) Co., Ltd 28. Vibrant Land Pte Ltd 29. Fervent IV Development Pte Ltd 30. Fervent V Development Pte Ltd 31. Vibrant Investment & Management (Shanghai) Co., Ltd 32. Fervent Logistics Infrastructure (Changzhou) Co., Ltd 33. Saujana Tiasa Sdn Bhd 34. Vibrant Pucheng Holdings Pte Ltd 35. Vibrant Pucheng Logistics (Chongqing) Co., Ltd 36. Vibrant Pucheng Property Management (Chongqing) Co., Ltd 37. Vibrant Pucheng Enterprise Management (Chongqing) Co., Ltd 38. Vibrant International Freight Forwarding (Chongqing) Co., Ltd 39. Vibrant Pucheng Pte Ltd 40. Freight Links Express (Malaysia) Sdn Bhd 41. Freight Links Express (Penang) Sdn Bhd 42. Vibrant Development (Changshu) Co., Ltd	

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
	43. Advance Resources Capital Holding Limited 44. GLE Integrated Pte Ltd 45. Vibrant Pucheng Investment Pte Ltd 46. Freight Links Express (Thailand) Co., Ltd 47. Freight Links Express International Co., Ltd 48. Ececil Pte Ltd 49. Nice Rent-A-Car Private Limited 50. Cargo Distribution Pte Ltd 51. Lian Hup Metalimpex Pte Ltd 52. Xiong Shi Investment Pte Ltd 53. Vibrant Development Private Limited 54. Vibrant Equities Pte Ltd 55. Vibrant Corporation Pte Ltd 56. China GSD Logistics Pte Ltd 57. DB2 Development Pte Ltd 58. LTH Logistics (Malaysia) Sdn Bhd 59. Busan Cross Dock Co., Ltd 60. Blackgold International Holdings Pty Ltd 61. Del Capital Pte Ltd 62. Nature Tree Pte Ltd 63. China Southwest Energy Corporation Limited 64. Tan Kah Kee Foundation 65. Timber Tree Pte Ltd 66. Treetop 8 Pte Ltd 67. Le Space Pte Ltd	

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
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 a partner?	No	No
b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c. Whether there is any unsatisfied judgment against him?	No	No
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	Yes Mr Khua was convicted on 3 August 2023 of a charge under Sections 325 of the Penal Code 1871 of Singapore. The offence does not involved fraud or dishonesty on the part of Mr Khua.	No

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
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?	Yes Mr Khua was convicted on 3 August 2023 of a charge under Sections 325 of the Penal Code 1871 of Singapore. The offence does not involved fraud or dishonesty on the part of Mr Khua.	No
f. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
j. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:		
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	Yes Mr Loh was a director of Flextech Holdings Ltd (now known as Dragon Group International Limited ("DGIL")) from 2003 until 2010 when he resigned. A few years following Mr Loh's resignation, DGIL and its board of directors both present and past (including Mr Loh) were called for questioning by CAD in respect of a technical non-compliance of the Companies Act for a transaction during the period when Mr Loh served on DGIL's board. As it involved no dishonesty or fraud on the part of the Board and there was full disclosures made and external independent professionals appointed for the transaction in question, no charges were proceeded with and the relevant Board members (including Mr Loh) who instead received warning from CAD in relation to the incident.
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

ADDITIONAL INFORMATION

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
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
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	Yes Mr Loh was a director of Flextech Holdings Ltd (now known as Dragon Group International Limited ("DGIL")) from 2003 until 2010 when he resigned. A few years following Mr Loh's resignation, DGIL and its board of directors both present and past (including Mr Loh) were called for questioning by CAD in respect of a technical non-compliance of the Companies Act for a transaction during the period when Mr Loh served on DGIL's board. As it involved no dishonesty or fraud on the part of the Board and there was full disclosures made and external independent professionals appointed for the transaction in question, no charges were proceeded with and the relevant Board members (including Mr Loh) who instead received warning from CAD in relation to the incident.
Disclosure applicable to appointment of Director Only		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience.	Not applicable	Not applicable

ADDITIONAL **INFORMATION**

Name of Director	Eric Khua Kian Keong	Derek Loh Eu Tse
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).		

* Under the Code, the term "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. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

NOTICE OF
ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Vibrant Group Limited (the "**Company**") will be held at 51 Penjuru Road, #04-00, Singapore 609143 on Tuesday, 29 August 2023 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the year ended 30 April 2023 ("**FY2023**") together with the Auditors' Report thereon. **(Resolution 1)**

2. To approve the Directors' Fees of up to S$165,000 for the year ending 30 April 2024, to be paid quarterly in arrears. **(Resolution 2)**

3. To declare a first and final tax exempt (one-tier) dividend of 0.1 Singapore cent per ordinary share for FY2023 (2022: 0.15 Singapore cent). **(Resolution 3)**

4. To re-elect Mr. Eric Khua Kian Keong who is retiring under Regulation 94 of the Company's Constitution. **(Resolution 4)**
[See Explanatory Note (1)]

5. To re-elect Mr. Derek Loh Eu Tse who is retiring under Regulation 94 of the Company's Constitution. **(Resolution 5)**
[See Explanatory Note (2)]

6. To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

7. **Authority to issue Shares up to 50 per centum (50%) of the issued shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

(a) (i) issue shares and convertible securities in 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

NOTICE OF
ANNUAL GENERAL MEETING

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) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub- paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(i) new shares arising from the conversion or exercise of the Instruments or any convertible securities that have been issued pursuant to any previous shareholders' approval and which are outstanding as at the date of the passing of this Resolution;

(ii) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and

(4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(Resolution 7)
[See Explanatory Note (3)]

8. **Renewal of the Share Buyback Mandate**

That:–

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices 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) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST's Central Limit Order Book trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or

NOTICE OF ANNUAL GENERAL MEETING

(ii) an off-market purchase ("**Off-Market Purchase**") pursuant to an equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, of which such scheme(s) shall satisfy all the conditions pursuant to the Share Buyback Mandate,

and otherwise in accordance with all other laws and regulations and rules of SGX-ST as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

(iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting; or

(iv) the date on which the share purchases pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Maximum Limit**" means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage fees, stamp duties payable, applicable goods and services tax and other related expenses) to be paid per Share for any Share Buybacks shall be determined by the Directors, subject always to a maximum price ("**Maximum Price**") which:

(i) in the case of an On-Market Purchase, shall mean the price per Share based on not more than 5% above the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, shall mean the price per Share based on not more than 10% above the Average Closing Price.

Where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the 5 consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the on-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 listing rules of the SGX-ST, for any corporate action which occurs after the relevant 5 day period;

NOTICE OF ANNUAL GENERAL MEETING

"**date of the making of the offer**" means the date on which the Company makes an offer for an off-market purchase, stating therein the purchase 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

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

(Resolution 8)

[See Explanatory Note (4)]

9. To transact any other business that can be transacted at an Annual General Meeting of which due notice shall have been given.

BY ORDER OF THE BOARD

Noraini Binte Noor Mohamed Abdul Latiff
Company Secretary

Singapore, 14 August 2023

Explanatory Notes:

(1) Mr. Eric Khua Kian Keong will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company, and a member of the Nominating Committee of the Company.

(2) Mr. Derek Loh Eu Tse will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee of the Company. Mr. Loh is considered by the Board of Directors to be independent for the purposes of Mainboard Rule 704(8) of the Listing Manual.

(3) Resolution **7** proposed in item **7** above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting to issue shares and convertible securities in the Company, without seeking any further approval from the shareholders at a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider in the interests of the Company. This proposed Resolution, if passed, will authorise and empower the Directors of the Company to issue up to a number not exceeding, in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

(4) Resolution **8** proposed in item **8** above, is to renew the mandate to empower Directors of the Company to make purchases or otherwise acquire the Company's issued ordinary shares from time to time subject to and in accordance with the guidelines set out in Appendix A of the Company's Letter to Shareholders dated 14 August 2023 accompanying this Notice of Annual General Meeting. This authority will expire at the conclusion of the next Annual General Meeting of the Company, unless previously revoked or varied.

Notes:

The AGM will be held physically and members are invited to attend the AGM physically ("Physical AGM"). There will be no option for members to participate the Physical AGM virtually.

1. Access to Documents or Information Relating to the AGM

Documents relating to the Physical AGM are available to members via publication on the SGX website at https://www.sgx.com/securities/company-announcements and the Company's corporate website at http://www.vibrant.com.sg/investor-relations/sgx-announcements/.

Printed copies of the Notice of AGM, Proxy Form, and Request Form will be sent to members.

NOTICE OF ANNUAL GENERAL MEETING

2. Submission of Proxy Form to Vote

A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

A member who is not a relevant intermediary (as defined in section 181 of the Singapore Companies Act 1967) is entitled to appoint not more than 2 proxies and where 2 proxies are appointed, shall specify the proportion of shareholding to be represented by each proxy.

A member who is a relevant intermediary is entitled to appoint more than 2 proxies and where such member's proxy form appoints more than 1 proxy, the number of and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Each proxy must be appointed to exercise the rights attached to the different share or shares held by such member.

In any case where more than 1 proxy is appointed, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.

Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM (ie. by 10.00 a.m. on 17 August 2023). CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.

The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:

(a) if submitted by hand or by post, be deposited at the registered office of the Company at: VIBRANT GROUP LIMITED, 51 Penjuru Road, #04-00, Singapore 609143; or
(b) if submitted by email, be sent to corporate@vibrant.com.sg using a clear scanned signed form in PDF,

in each case, by 10.00 a.m. on 26 August 2023 being not less than 72 hours before the time appointed for the holding of the AGM.

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 (as defined in Section 81F of the SFA), 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/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on 26 August 2023), as certified by The Central Depository (Pte) Limited to the Company.

A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.

The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

3. Submission of Questions in Advance

Members may submit their questions in relation to the business of the AGM by email to corporate@vibrant.com.sg. All questions must be submitted within 7 calendar days from the date of this Notice of AGM, i.e. by **10.00 a.m. on 21 August 2023** ("**Cut-Off Time**"). After the Cut-Off Time, if there are subsequent clarifications or follow-up on the questions submitted, these will be addressed at the Physical AGM.

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members.

Verified members and Proxy(ies) attending the Physical AGM will be able to ask questions in person at the AGM venue. The Company will, within 30 days after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website and the minutes will include the responses to the questions referred to above.

4. 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/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM of the Company, as certified by The Central Depository (Pte) Limited to the Company.

Members are strongly encouraged to submit completed proxy forms electronically via email.

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY

By attending the Physical AGM and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Physical AGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes and (c) 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.

NOTICE OF RECORD DATE AND PAYMENT DATE FOR THE FIRST AND FINAL DIVIDEND

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Vibrant Group Limited (the "**Company**") will be closed at 5.00 p.m. on 8 September 2023 for the purpose of determining shareholders' entitlement to a First and Final tax exempt (one-tier) cash Dividend of 0.1 Singapore cent per ordinary share for the financial year ended 30 April 2023 ("**2023 Dividend**").

Shareholders whose securities accounts with The Central Depository (Pte) Limited credited with shares of the Company as at 5.00 p.m. on 8 September 2023 will be entitled to the 2023 Dividend.

Duly completed registrable transfer of shares received by the Company's Registrar, Tricor Barbinder Share Registration Service at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 8 September 2023 will be registered to determine shareholders' entitlements to 2023 Dividend.

The 2023 Dividend, if approved at the Annual General Meeting to be held on 29 August 2023, will be paid on 21 September 2023.

By Order of the Board
Vibrant Group Limited

Eric Khua Kian Keong
Executive Director & CEO

Singapore, 14 August 2023

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CORPORATE
DIRECTORY

CORPORATE HEAD OFFICE

Vibrant Group Limited
51 Penjuru Road #04-00
Singapore 609143
Tel : (65) 6262 6988 (30 Lines)
Fax : (65) 6261 3316
E-Mail : corporate@vibrant.com.sg
Web : www.vibrant.com.sg

SINGAPORE OFFICES

INTERNATIONAL FREIGHT FORWARDING

Freight Links Express Pte Ltd
51 Penjuru Road #03-00
Singapore 609143
Tel : (65) 6267 5511 (20 Lines)
Fax : (65) 6267 5577
E-Mail : flesin@freightlinks.net
TOLL FREE LINE (65) 6566 2866

Crystal Freight Services Pte Ltd
51 Penjuru Road #03-00
Singapore 609143
Tel : (65) 6267 5622
Fax : (65) 6267 5623
E-Mail : crysfrt@crystalfrt.com.sg

WAREHOUSING OPERATIONS AND LOGISTICS

Freight Links Logistics Pte Ltd
51 Penjuru Road #04-00
Singapore 609143
Tel : (65) 6262 6988
Fax : (65) 6262 6928
E-Mail : logistics@freightlinks.net

Hub & Port Services Pte Ltd
51 Penjuru Road #03-00
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Tel : (65) 6970 8651
Fax : (65) 6261 3316

Freight Links Express Logisticentre Pte Ltd
51 Penjuru Road #04-00
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Fax : (65) 6262 6928

Crystal Freight Services Distripark Pte Ltd
146 Gul Circle
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Fax : (65) 6262 6928

Freight Links E-Logistics Technopark Pte Ltd
30 Tuas Avenue 10
Singapore 639150
Tel : (65) 6262 6988
Fax : (65) 6262 6928

Freight Links Properties Pte Ltd
47 Changi South Avenue 2
Singapore 486148
Tel : (65) 6262 6988
Fax : (65) 6262 6928
E-Mail : properties@freightlinks.net

DOCUMENTS MANAGEMENT SERVICES

Freight Links Express Archivers Pte Ltd
30 Tuas Avenue 10
Singapore 639150
Tel : (65) 6262 6966
Fax : (65) 6262 6928
E-Mail : flear@freightlinks.net

CHEMICAL STORAGE AND LOGISTICS

LTH Logistics (Singapore) Pte Ltd
146 Gul Circle
Singapore 629604
Tel : (65) 6268 9595
Fax : (65) 6268 2617
E-Mail : enquiry@lthlogistics.com
Web : www.lthlogistics.com

OVERSEAS OFFICES

CHINA

New Vibrant (Jiangsu) Supply Chain Management Co., Ltd
江苏省江阴市红星美凯龙泓家汇生活广场36-37号
Tel : (86) 510 81662101/2/3
Fax : (86) 510 81662100

Fervent Industrial Development (Suzhou) Co., Ltd
55 Sunshine Avenue, Changshu
Jiangsu Province, 215500, China
Tel : (86) 512 80656666
Fax : (86) 512 80651616

Sinolink Financial Leasing Co., Ltd
上海市普陀区胶州路1069号8楼805室
Tel : (86) 13901673561

MALAYSIA

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Fax : (60) 3 3324 2008
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Freight Links Express (Penang) Sdn Bhd
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Lee Thong Hung Trading & Transport Sdn Bhd
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Tel : (60) 3 3134 2778 / 3 3134 1787
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E-mail : flebkk@fleth.co.th
Web : www.fleth.co.th

ASSOCIATES

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Sentosa Capital Pte Ltd
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China GSD Logistics Pte Ltd
c/o Shenzhen Gongsuda Logistics (Holdings) Co., Ltd
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Busan Cross Dock Co., Ltd
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Changwon-si, Gyeongsangnam-do,
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Web : www.maxpeed.co.kr

Wagon Links Co., Ltd.
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