

MOOREAST

ANNUAL REPORT 2022

# Anchoring the future of renewables





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This Annual Report has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, W Capital Markets Pte Ltd (the "**Sponsor**").

This Annual Report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Annual Report, including the correctness of any of the statements or opinions made or reports contained in this Annual Report.

The contact person for the Sponsor is Ms Sheila Ong, Registered Professional, W Capital Markets Pte. Ltd., 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513, telephone (65) 6513 3543.



# Mooreast supplied anchoring solution for offshore floating wind project.

Image credit to NEDO Kitakyushu  
Project





# Corporate Profile

Listed on the SGX Catalist Board since November 2021, Mooreast is a total mooring solutions specialist, serving mainly the offshore oil & gas (“O&G”), marine and offshore renewable energy industries, with operations primarily in Singapore, and through its wholly-owned subsidiaries, Mooreast Europe, a European office in Rotterdam, the Netherlands and Mooreast UK, an office in Scotland.

Mooreast’s solutions include the design, engineering, fabrication, supply and logistics, installation and commissioning of mooring systems. Mooreast is applying its experience and expertise in mooring solutions to floating renewable energy projects, in particular floating offshore wind farms. It has successfully participated in developmental and prototype projects for floating offshore wind turbines in Japan and Europe.

## Products and Services



### Total Mooring Solutions

Mooreast provides the design, engineering, fabrication, supply, mobilisation, demobilisation and logistics, installation and commissioning services of mooring systems to the offshore O&G and marine industries. We also provide leasing services for mooring systems.



### Renewable Energy

Amid concerns of climate change, Mooreast is serving the renewable energy sector through the provision of design, engineering, fabrication, supply mobilisation, demobilisation and project logistics services, installation and commissioning services for mooring systems for floating wind projects, offshore Solar photovoltaic (“PV”) projects and tidal turbine projects.



### Yard

Our Yard services include on-board fabrication, repairs and testing of equipment for marine vessels that dock at its waterfront site. Established in October 2021, the Yard Division is a new business segment that leverages the Group’s yard facilities after the Group relocated to the new premises at 51 Shipyard Road.



### Rigging & Heavy Lifting

Mooreast provides rigging and heavy lifting equipment such as steel ropes, synthetic ropes and chains to customers in the offshore O&G, marine, renewable energy and the construction industries in Singapore.



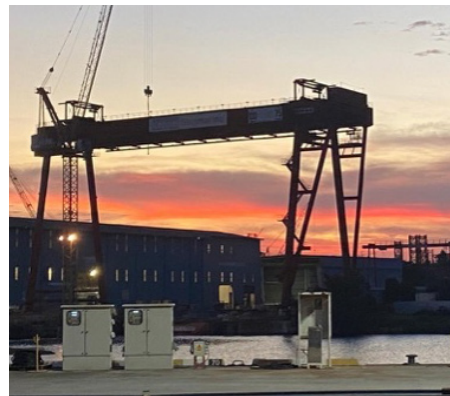
### Marine Supplies & Services

The provision of mooring component products, such as anchors, chains, mooring fenders, wire ropes, synthetic mooring ropes, shackles and connectors, deck fittings and other equipment, to the marine industry.



# Our Facility

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## Our Facility (51 Shipyard Road)

51 Shipyard Road was acquired by Mooreast in July 2021. With a usable floor space of 323,000 sqft, the facility features three main buildings which are used for steel fabrication, warehousing and office functions.

The facility's 200m water-front berth enabled Mooreast to set up our Yard business segment – which offers on-board fabrication, repairs and testing of components for marine vessels that dock.

During the year, Mooreast upgraded quayside to provide shore power to vessels, thereby reducing their carbon footprint. We will continue to enhance the yard in order to widen its range of services and continue to generate synergistic value with other business divisions and propel Mooreast towards serving the offshore renewable energy sector.



## Hosting Singapore Deputy Prime Minister and Minister for Finance Lawrence Wong

On 9 February 2023, Mooreast had the honour of hosting DPM Lawrence Wong at our facility at 51 Shipyard Road.

Mr Sim Koon Lam and Mr Jaymes Sim gave DPM Wong a tour of the yard, and shared about the Group's business. They also shared how Mooreast's expansive range of mooring solutions and products position the Group as a leading turnkey solutions provider, and how we can represent the Singapore brand in the global floating renewable energy sector.



DPM Lawrence Wong standing in front of our proprietary MA55 anchor.



Mooreast Team is honoured to have DPM Wong visit 51 Shipyard Road.



Mooreast's Chairman, Mr Joseph Ong, presenting a plaque to DPM Wong to commemorate the visit.





**The first full financial year since our successful Initial Public Offering on 24 November 2021 has been a truly eventful year in our transformation into a provider of mooring and rigging solutions for the offshore floating renewable energy sector.**

**Mr Joseph Ong**

Non-Executive Chairman and Lead Independent Director









# Chairman's Statement

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## Dear Shareholders,

On behalf of the Board of Directors (the "**Board**") of Mooreast Holdings Ltd. ("**Mooreast**" or the "**Company**") and together with its subsidiaries, the "**Group**"), I am pleased to present our annual report for the financial year ended 31 December 2022 ("**FY2022**").

The first full financial year since our successful Initial Public Offering ("**IPO**") on 24 November 2021 has been a truly eventful year in our transformation into a provider of mooring and rigging solutions for the offshore floating renewable energy sector.

### **FY2022 Financial Performance**

Despite movement restrictions and supply chain disruptions caused by the pandemic, Mooreast recorded improved performance in all business segments as revenue soared 96% to \$27.8 million in FY2022 from \$14.2 million a year ago.

Our Yard division, which offers onboard fabrication, repairs and testing of components for marine vessels, recorded a full year of operations following our relocation to 51 Shipyard Road completed in October 2021, and contributed revenue of \$7.0 million in FY2022 (FY2021: \$0.6 million). Having upgraded our waterfront berth, we have been able to expand our capabilities, and expect to grow the business as we build the division's reputation within this market.

Our core Mooring division also saw a strong recovery, with FY2022 revenue growing 63% to \$12.7 million from \$7.8 million in FY2021, driven by fresh projects and higher sales of mooring equipment and fabricated goods and completion of higher-value projects, despite the challenging operating environment.

Revenue for our Renewable Energy division increased almost six-fold to \$1.8 million in FY2022 from \$0.3 million a year ago. This underscores the growth potential of this division amid increasing emphasis on renewable energy worldwide, in particular floating offshore wind farms. We secured our first commercial floating wind project since listing, to provide 15 midwater arch buoys to Japan's first commercial-scale floating wind farm.

Accordingly, FY2022 gross profit increased 81% to \$10.9 million from \$6.0 million a year ago. Consequently, Mooreast recorded a net profit after tax of \$1.4 million in FY2022, reversing the net loss of \$1.0 million in FY2021 (excluding one-time IPO expenses of \$1.3 million).

### **Our Transformation into a Mooring Solutions Provider for Floating Renewable Energy**

On 30 May 2022, the Company outlined several post-IPO strategies to strengthen Mooreast's foothold within the global floating offshore renewable energy sector. In so doing we are leveraging 30 years of mooring experience to deliver value-added solutions to this new growth area.

These strategies include expanding our product portfolio to cater to the evolving needs of our renewable energy customers, forming partnerships with international companies in the sector, as well as upgrading our facility to generate synergy within our business segments, while strengthening our capabilities within the Yard division.

Hence, the year under review is significant as we have already begun executing these strategies and harvesting the early fruits, as reflected in our financial performance and foray into the European market.

Allow me to outline several of the key developments.

### **Overseas Expansion**

The emphasis on clean, renewable energy in response to climate change has accelerated with an increasing number of large-scale commercial wind farms emerging in Europe.

In response, the Group has begun to lay the foundation to better serve our European customers. We incorporated Mooreast UK Co Ltd ("**Mooreast UK**") in July 2022 to allow us to capture fresh opportunities such as the electrification of offshore platforms via renewable sources of energy.

On 16 February 2023, Mooreast signed a Collaboration Agreement with non-profit organisation ETZ Ltd of Scotland to explore the establishment of a manufacturing facility in Aberdeen. The signing of the agreement in Singapore was witnessed by Mr Ivan McKee, Scotland's Minister for Business, Trade, Tourism and Enterprise. The facility will produce subsea foundations, as well as consolidate and assemble mooring components for the floating offshore renewable energy sector in Scotland and other parts of Europe.

### The Road Ahead

Despite several headwinds on the horizon, we remain cautiously optimistic financial performance will improve, as the global business momentum continues to recover.

In Singapore, we are further enhancing our manufacturing facility at 51 Shipyard Road in order to offer a wide range of services, and generate synergy within our business segments. We are also building upon the success of our Yard division to grow market share within the marine and offshore services sector.

The Group will also focus efforts on implementing our growth strategies, growing our customer base, and forming new partnerships with players in the offshore renewable sector as we diversify into the sector.

### Appreciation

To our customers and business partners, I would like to thank you for your loyalty and contributions throughout the year.

I would also like to convey my thanks to the Mooreast staff, whose hard work and commitment have been integral to the growth of the Group. In particular, I would like to express my appreciation to Mr Sim Koon Lam, whose strong leadership and foresight have allowed us to make progress in our diversification journey, even as we navigate through the challenges of the pandemic.

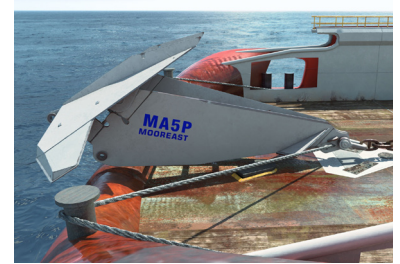
I would also like to welcome new addition to the management team.

Mr Barry Silver joins us as Managing Director of Mooreast UK, bringing over 24 years of international offshore energy experience. He has sat on the board of several offshore energy companies in Europe, Singapore and Australia, and we are confident his sharp business acumen will drive growth in our UK operations.

Last but not least, I would like to thank our shareholders for their continued support throughout the year. Together, we look forward to seizing new opportunities and building upon our achievement to further enhance shareholder value.

### Mr Joseph Ong

Non-Executive Chairman  
and Lead Independent Director  
12 April 2023



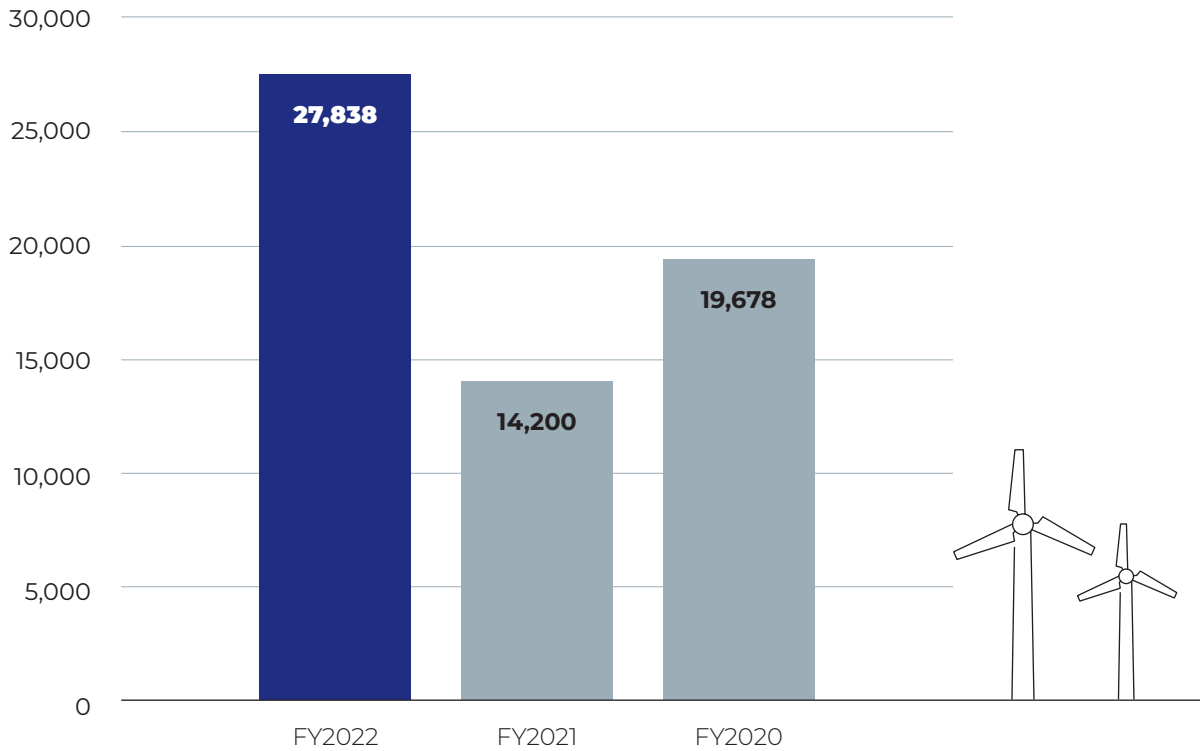
Together, we look forward to seizing new opportunities and building upon our achievement to further enhance shareholder value.



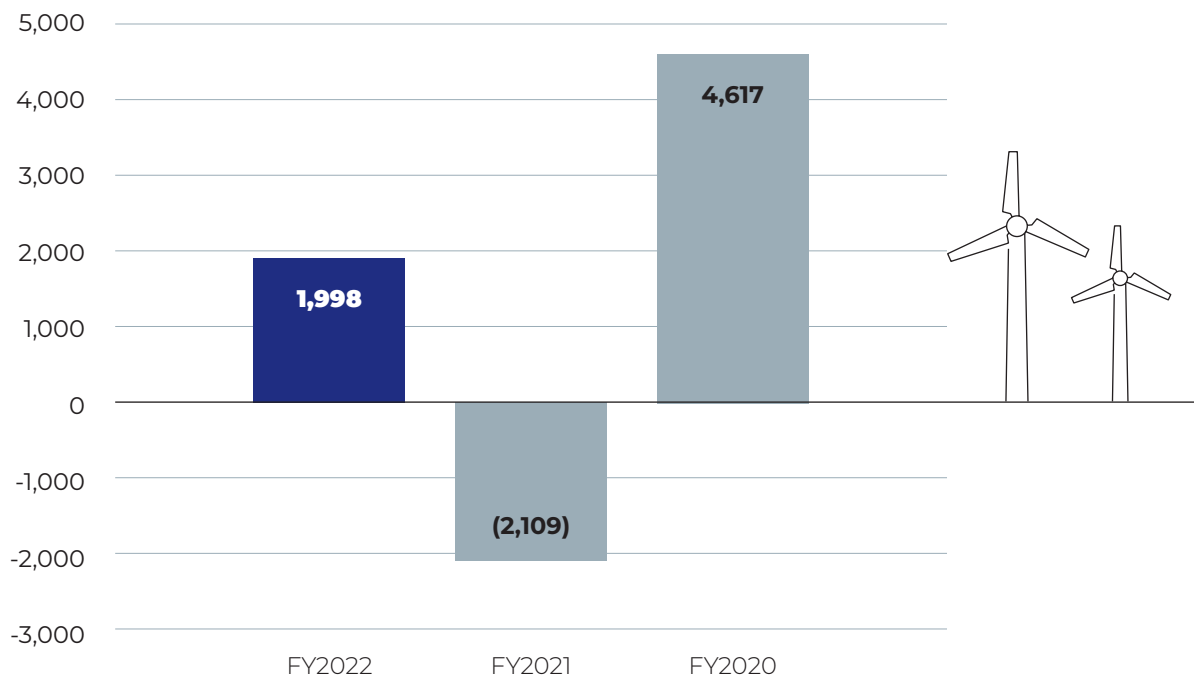
# Financial Highlights

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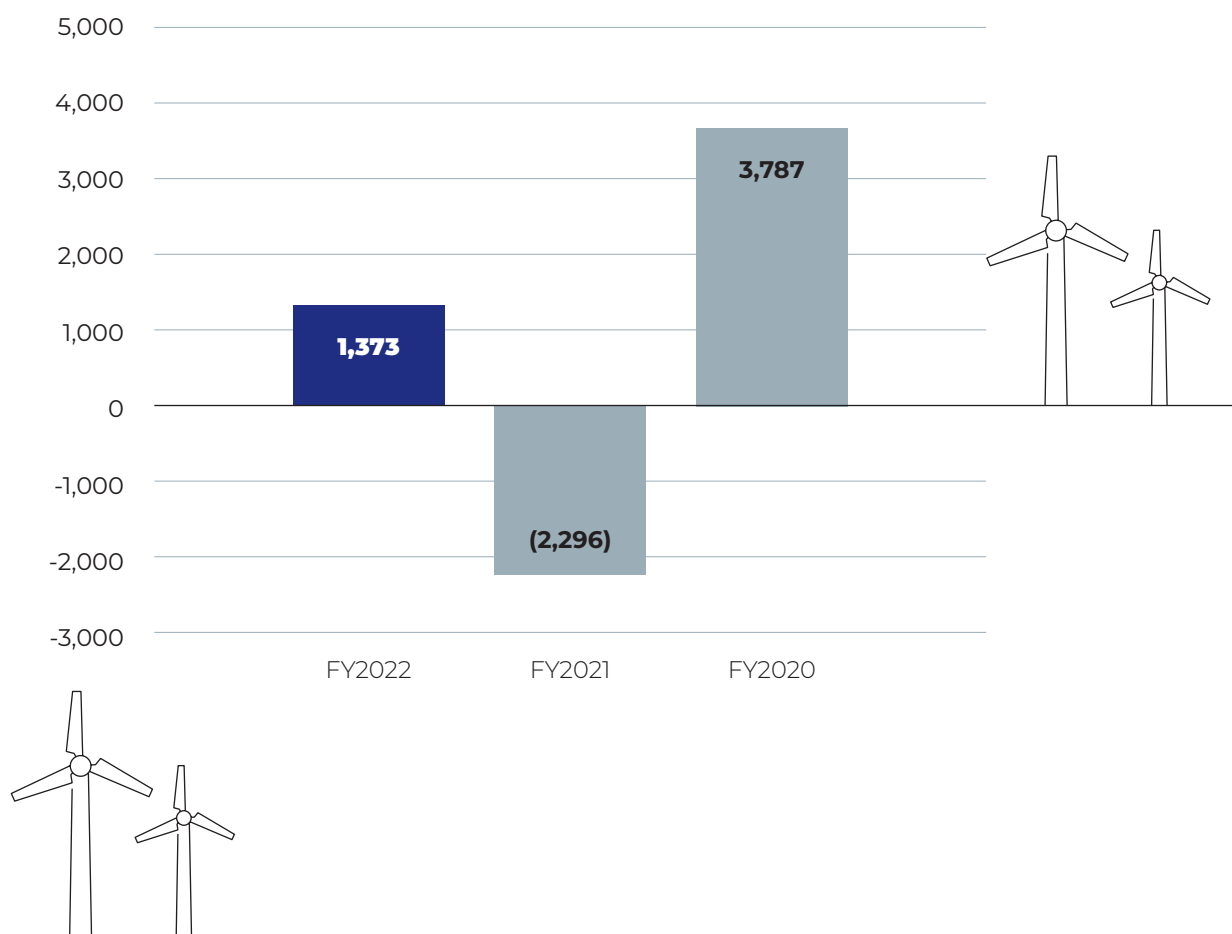
## Revenue



## Profit/(loss) before tax (\$'000)



## Profit/(loss) after tax (\$'000)



	FY2022 \$'000	FY2021 \$'000	FY2020 \$'000
<b>Income</b>			
Revenue	27,838	14,200	19,678
Profit/(loss) before tax	1,998	(2,109)	4,617
Profit/(loss) after tax	1,373	(2,296)	3,787
<b>Financial position</b>			
Total assets	74,865	76,171	34,040
Total liabilities	51,636	54,385	8,453
Total equity	23,229	21,787	25,587
<b>Selected ratio</b>			
	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
Net asset per ordinary share	9.0	8.4	9.9
Basic earnings/(loss) per share*	0.53	(7)	11

\*The earnings per share is computed by dividing the profit/(loss) after tax attributable to shareholders of the Company against the weighted average number of shares, taking into account share split for the respective reporting periods.



# Corporate Information

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## Board of Directors

### Mr Ong Yong Loke Joseph

(Non-Executive Chairman  
and Lead Independent Director)

### Mr Sim Koon Lam

(Deputy Chairman, Executive Director  
and Chief Executive Officer)

### Mrs Elaine Sim

(Executive Director) – appointed 3 March 2022

### Ms Lee Sok Koon

(Independent Director)

### Mr Zulkifly Bin Zakaria

(Independent Director)

## Audit & Risk Committee

Ms Lee Sok Koon (Chairman)

Mr Ong Yong Loke Joseph

Mr Zulkifly Bin Zakaria

## Nominating Committee

Mr Ong Yong Loke Joseph (Chairman)

Mr Sim Koon Lam

Ms Lee Sok Koon

Mr Zulkifly Bin Zakaria

## Remuneration Committee

Mr Zulkifly Bin Zakaria (Chairman)

Mr Ong Yong Loke Joseph

Ms Lee Sok Koon

## Company Secretary

Ms Yap Peck Khim (Associate member of CSIS)

## Company Registration Number

202120164D

## Registered Office

### 51 Shipyard Road

Mooreast Offshore Base Singapore 628139

Tel: +65 6542 8001

Fax: +65 6542 0207

www.mooreast.com

## Sponsor

### W Capital Markets Pte. Ltd.

65 Chulia Street

#43-01 OCBC Centre

Singapore 049513

## Auditor

### Ernst & Young LLP

One Raffles Quay

Level 18 North Tower

Singapore 048583

Partner-in-charge: Mr Ng Boon Heng

(a practising member of the Institute of Singapore  
Chartered Accountants)

Since financial year ended 31 December 2021

## Share Registrar and Share Transfer Office

### Boardroom Corporate & Advisory Services Pte. Ltd.

1 Harbourfront Avenue

#14-07 Keppel Bay Tower

Singapore 098632

## Investor Relations

### WeRI Consultants Pte Ltd

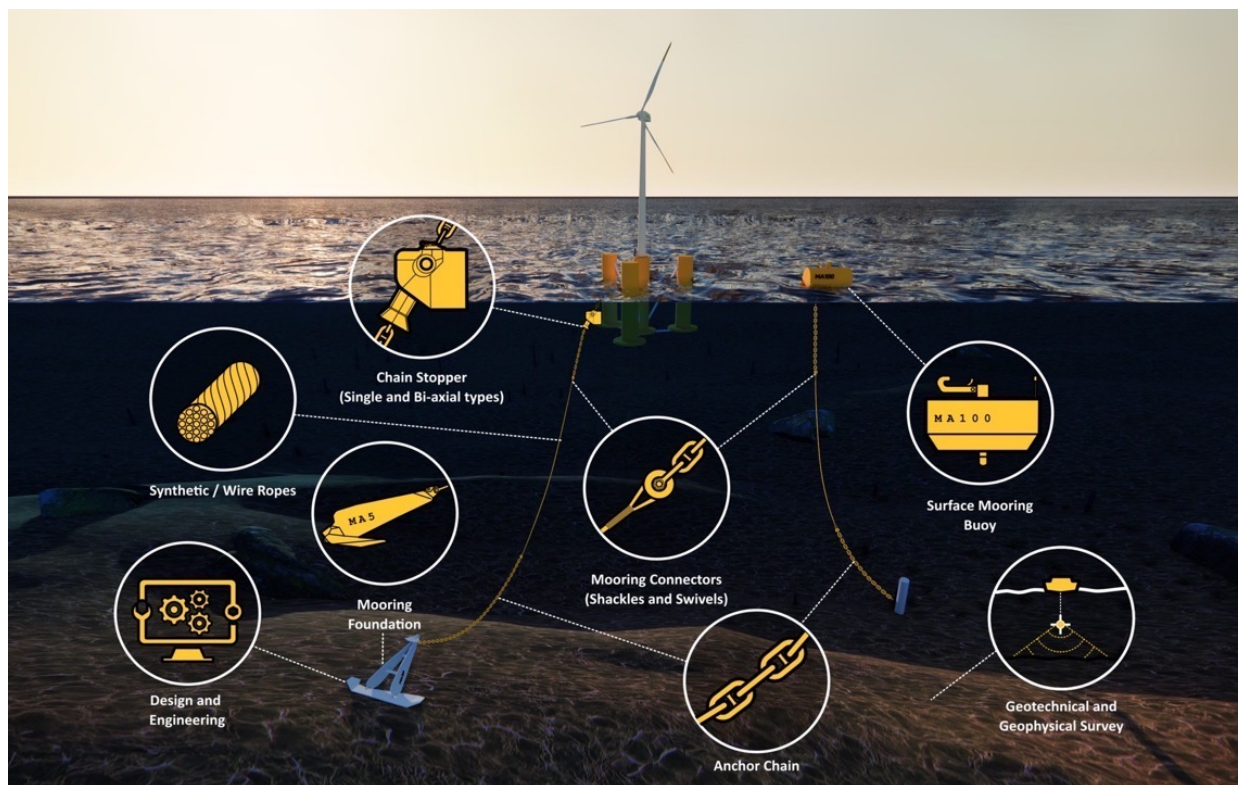
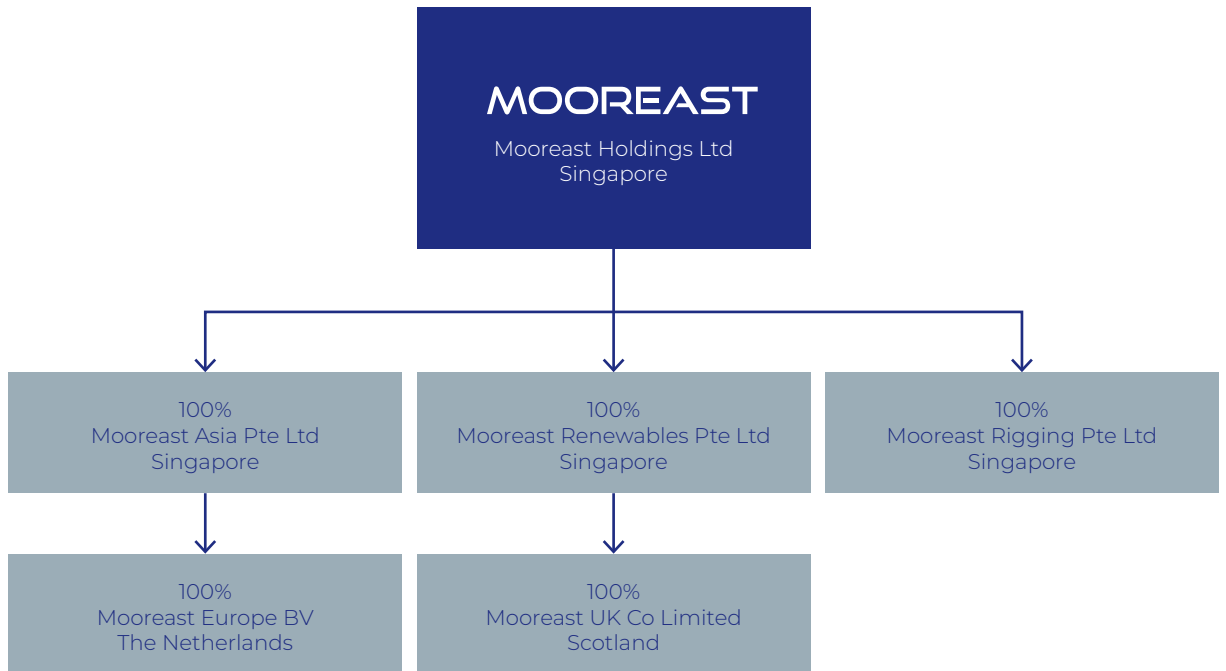
1 Raffles Place

#02-01 One Raffles Place Mall

Singapore 048616

# Group Structure

The structure of our Company and our subsidiaries as at the date of this annual report is as follows:





# Board of Directors

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**Mr Ong Yong Loke Joseph**  
**("Joseph Ong")**

Non-Executive Chairman  
and Lead Independent Director

Mr Ong Yong Loke Joseph was appointed as the Non-Executive Chairman and Lead Independent Director on 28 October 2021. He is the Chairman of the Nominating Committee and a member of the Audit & Risk Committee and Remuneration Committee.

Since 1981, Mr Ong has served in a number of senior capacities in Tan Chong International Limited, a company listed on the Hong Kong Exchange, including most recently as its Managing Director until 2016. He continues to serve as a Non-executive Director of the company. His previous work experience includes appointments with the Singapore Ministry of Defence from 1973 to 1978 and Straits Steamship Co Limited from 1978 to 1981.

Mr Ong holds a Degree of Bachelor of Science, having obtained a Diploma in Quantity Surveying from the College of Estate Management, in the University of Reading in the United Kingdom in 1971 on a scholarship from the Singapore Government. He is a member of the Singapore Institute of Surveyors and Valuers.



**Mr Sim Koon Lam**

Executive Director, CEO and Deputy  
Chairman

With over 35 years of business and technical experience in the O&G industry, Mr Sim Koon Lam founded Mooreast Asia Pte Ltd in 2010. Mr Sim joined the Singapore subsidiary of Vryhof Anchors B.V. as its Regional Director in 1993 and oversaw its upstream diversification efforts, including the setup of its fabrication workshop at the Loyang Offshore Supply Base in Singapore. He acquired the company from Vryhof Anchors in 2010.

As CEO, Mr Sim's core responsibilities include operations management and business development. With over 35 years of operational and management experience in Marine, Offshore and Oil & Gas Industries, Mr Sim has navigated through the multiple booms and busts in the industry, and grown Mooreast to where it is today. Mr Sim is a member of the Nominating Committee.

Mr Sim has attended an Advanced Executive Course Programme, sponsored by ESG SG-ScaleUp programme, with immersion courses conducted by Wharton School of University Pennsylvania, USA, and local workshop run by McKinsey Consultants & PwC Singapore.



**Mrs Elaine Sim**

Executive Director

Mrs Elaine Sim joined Mooreast in 2005, and was appointed as Executive Director on 3 March 2022.

Mrs Sim is responsible for overseeing the commercial, human resource, administration and information technology functions of the Group. She is also responsible for strategising and implementing improvements to our Group's key processes, to continually raise our Group's standards of quality and service.

As the management representative of the Group, Mrs Sim works together with Mooreast's ISO committee to ensure the Group meets the standards for quality management and safety; Mooreast currently holds the ISO 9001, ISO14001, ISO45001 and ISO/TS 29001 certification.

Mrs Sim graduated with a Bachelor of Arts (Hons) in Business Administration, University of Portsmouth, UK in 1998.



**Ms Lee Sok Koon**  
**(“Constance Lee”)**

Independent Director

Ms Lee Sok Koon was appointed as an Independent Director on 28 October 2021. She is the Chairman of the Audit & Risk Committee and a member of the Nominating Committee and Remuneration Committee.

Ms Lee serves as Non-executive Independent Director of several SGX-listed companies, including SBS Transit Ltd, Japan Foods Holding Ltd. and Lum Chang Holdings Limited. She is also an honorary member of the Fundraising Committee of Singapore Arts School Ltd, Singapore’s first pre-tertiary specialised arts school, and an Independent Director of NUS America Foundation, Inc., a tax-exempt public charity in the United States of America.

Ms Lee was the Director of Operations in the Development Office of the National University of Singapore from 2012 to 2017. Prior to this appointment, she was a consultant for Morning Services Pte Ltd, a family office, in 2011. From 1984 to 2010, Ms Lee held various senior positions at Lum Chang Holdings Limited and L.C. Development Ltd (now known as AF Global Limited), public companies which are listed on the SGX-ST. She

was responsible for the financial matters, corporate governance, tax, legal, corporate communications and internal audit functions of these companies for more than 20 years. From 1975 to 1983, she was an auditor with Coopers & Lybrand in Singapore and London (now part of PriceWaterhouseCoopers).

Ms Lee graduated with a Bachelor of Accountancy (Hons) from the then University of Singapore in 1975. She is a member of the Institute of Singapore Chartered Accountants and a member of the Institute of Directors in Singapore.



**Mr Zulkifly Bin Zakaria**  
**(“Zulkifly”)**

Independent Director

Mr Zulkifly Bin Zakaria was appointed as an Independent Director on 28 October 2021. He is the Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit & Risk Committee.

Mr Zulkifly has considerable experience in senior capacities within UMW Holdings Berhad from 1994 to 2011, one of the largest government-linked public companies in Malaysia. This includes acting as the Group Treasurer for UMW Holdings Berhad, Executive Director of UMW Corporation Sdn Bhd and President of UMW Oil & Gas Berhad.

From 1976 to 1994, Mr Zulkifly was in the banking industry and had stints in the Malaysian offices of Deutsche Bank AG (formerly European Asian Bank, including a stint at its head office in Germany) and Bank Islam Malaysia Berhad and ABN AMRO Bank N.V.

Mr Zulkifly graduated with a Diploma in Banking Studies from the MARA University of Technology in 1976. He subsequently obtained his Master of Business Administration from the University of Wales, United Kingdom, in 1998.



# Management Team

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**Mr Roderick Ruinen**  
Technical Director  
& Managing Director of  
Mooreast Europe

Based in the Netherlands, Mr Roderick Ruinen serves as the Group Technical Director, overlooking the structural and geotechnical engineering of anchoring solutions, as well as Managing Director of Mooreast Europe, where he is responsible for the day to day running of the European operations.

He has more than 25 years of experience in the offshore mooring and anchoring industry. Before joining Mooreast, Mr Ruinen was the Technical Director of Vryhof Anchors BV, where he was responsible for the management of the technical department, the intellectual property portfolio and supervision of the production department.

Mr Ruinen holds a Master of Science (Civil Engineering) degree from the Delft University of Technology, The Netherlands.



**Mr Barry James Silver**  
("Barry Silver")  
Managing Director of  
Mooreast UK

Mr Barry James Silver serves as Managing Director at Mooreast UK, and is responsible for establishing and managing Mooreast's facility in the UK to address the floating offshore wind and renewables market, as well as business development to support Mooreast's international growth.

With over 24 years of business, technical and operational experience in offshore energy markets, Mr Silver brings a wealth of international experience to Mooreast, having served in senior management, operational and commercial roles. Mr Silver has experience at the board level with several offshore energy companies based in Europe, Singapore and Australia.

Aside from industry roles, Mr Silver was formally a Non-executive Director of Inner Ninja Foundation, a not-for-profit organisation addressing mental health and suicide prevention matters and is a member of the Australian Institute of Company Directors (MAICD).



**Mr Balakrishna Menon**  
("Balu")  
Engineering Director

Mr Balakrishna Menon brings with him 35 years of experience in marine design, offshore engineering and project engineering management.

Mr Balu started his career involved in shipbuilding, floater designs, drill ship mooring and riser systems and shipbuilding CAD/CAM developments. Prior to joining our Group, from 2012 to 2019, he was Head of Turret Mooring Services at Bumi Armada (Singapore) Pte Ltd. From 2010 to 2012, he was Engineering Manager at BW Offshore Singapore Pte Ltd. From 2001 to 2010, he was Turret Manager & Vice President of Technology at Prosafe Production Singapore Pte Ltd.

Mr Balu holds a Master of Science degree in Offshore Marine Technology from the University of Strathclyde, U.K. fully sponsored by British Chevening scholarships and a Bachelor of Technology degree in Naval Architecture and Shipbuilding from Cochin University of Science and Technology, India.



**Ms Low Wei Yee  
("Yvonne Low")**  
Financial Controller

Ms Yvonne Low has more than 10 years of accounting and auditing experience across various industries, specifically in healthcare, manufacturing, e-commerce and the public sector.

Prior to joining our Group, she was a Financial Planning and Analysis Manager at Giti Tire Pte Ltd. From 2011 to 2021, she was an auditor with BDO LLP and then Ernst & Young LLP.

Ms Low graduated with a Bachelor of Business (majoring in Accounting and Finance) from the University of Technology, Sydney in 2009. Ms Low is also a registered professional Accountant and holds memberships with Singapore and Australia professional accountancy bodies.



**Mr Jaymes Sim**  
Head Commercial

Mr Jaymes Sim joined Mooreast in 2011 and is responsible for overseeing the sales and marketing function of the Group. Over the years, he has assisted in expanding the Group's commercial activities and increasing the range of solutions offered.

Mr Jaymes Sim is now taking the lead as the Group's head of commercial and is directly contributing to the efforts in increasing the Group's Renewable Energy business.

Mr Jaymes Sim graduated with a Bachelor of Commerce (majoring in Management & Marketing) from the Murdoch University in Western Australia.



# Corporate Governance Report

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The Board of Mooreast Holdings Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) as well as its Management are committed to ensuring high standards of corporate governance so as to ensure transparency, to protect shareholders’ interests and promote investors’ confidence.

This report describes the Group’s corporate governance structures and practices that were adopted and in place throughout the financial year ended 31 December 2022, with specific reference made to the principles of the revised Code of Corporate Governance 2018 (the “**Code**”).

The Board is pleased to confirm that for the financial year ended 31 December 2022, the Company has adhered to the principles and provisions as set out in the Code. Where there are deviations from the recommendations of the Code, reasons and explanations in relation to the Company’s practices are provided, where appropriate.

## BOARD MATTERS

### The Board’s Conduct of Affairs

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

The Board is entrusted with the responsibility of the overall management of the Company. The principal function of the Board is to protect and enhance long-term value and returns for its shareholders. Besides carrying out its statutory responsibilities, the Board’s role is to:

- a) provide entrepreneurial leadership, and set strategic objectives, which should include appropriate focus on value creation, innovation and sustainability;
- b) ensure that the necessary resources are in place for the Company to meet its strategic objectives;
- c) establish and maintain a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and company performance;
- d) constructively challenge Management and review its performance;
- e) instill an ethical corporate culture and ensure that the Company’s values, standards, policies and practices are consistent with the culture; and
- f) ensure transparency and accountability to key stakeholder groups.

The Board exercises objective judgment independently from Management on corporate affairs of the Group and no individual or small group of individuals dominate the decisions of the Board. All Directors are expected to exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interests of the Group.

Each Director is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as it is practicable after the relevant facts have come to his/her knowledge. In the event that any Director faces a conflict of interest, he/she will voluntarily recuse himself/herself from any discussion and decision involving the issue of conflict.

Board members are apprised of the business and operations of the Company on a regular basis either through formal or informal meetings and discussions. They are also encouraged to attend seminars and receive training to improve themselves in the discharge of their duties as Directors. The Company works closely with professionals to update its Directors with changes to relevant laws, regulations and accounting standards.

When a new Director is appointed, the Company will conduct a comprehensive and tailored induction before joining the Board, including onsite visits. This is to provide the new Director with background information about the Group’s structure and core values, its strategic direction and corporate governance practices as well as industry-specific knowledge. The orientation program gives the new Director an understanding of the Group’s businesses to enable him to assimilate into his new role. It also allows the new Director to get acquainted with the Management, thereby facilitating interaction and independent access to the Management. The Company will also provide the newly appointed Directors with a formal letter setting out the duties and obligations of a Director.

The Directors are provided with continuous briefings and updates in areas such as changes in company law, changes in SGX listing rules, corporate governance practices and changes in financial reporting standards, so as to enable them to make well-informed decisions. New releases issued by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and Accounting Corporate Regulatory Authority Limited (“**ACRA**”) which are relevant to the Directors are also circulated to the Board.

The Board as a whole is updated on corporate governance, industry specific knowledge and the key changes in the relevant regulatory requirements and financial reporting standards, so as to enable them to properly discharge their duties.

The Company will make arrangements for a Director who has no prior experience as a Director of a listed company, to attend the Listed Entity Director ("**LED**") Programme conducted by the Singapore Institute of Directors ("**SID**"). All current Directors have completed the relevant training under the LED Programme organised by SID. All Directors are informed and encouraged to attend seminars, conference and training courses at the Company's expenses that will assist them in executing their obligations to the Company and effectively discharge their duties as Directors. They can also request for further explanations, briefings or information on any aspect of the Company's operations or business issues from Management.

The external auditors had briefed the Audit & Risk Committee and the Board on the developments in financial reporting and governance standards. The Chief Executive Officer also updated the Board on business and strategic developments pertaining to the Group's business. In addition, all the Directors have completed the mandated sustainability training course organised by SID and the Institute of Singapore Chartered Accountants (ISCA) as required by the enhanced SGX sustainability reporting rules announced in December 2021.

The Group has adopted internal guidelines governing matters that require the Board's approval.

The matters requiring the Board's approval include:

- Overseeing the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
- The Group's business strategy and objectives, budget and forecasts;
- Announcement of half-year and full year results, and release of annual report;
- The determination of any interim and final dividends;
- Convening of shareholders' meetings;
- Material acquisition/investment, divestment or capital expenditure;
- Considering sustainability issues such as environmental and social factors as part of its strategic formulation; and
- Corporate or financial restructuring.

The Board reviews these internal guidelines to ensure their relevance to the operations of the Group.

To assist the Board in the execution of its duties, the Board has established various Board Committees, namely the Nominating Committee ("**NC**"), the Remuneration Committee ("**RC**") and the Audit & Risk Committee ("**ARC**"). Each of these committees is empowered to make decisions on matters within its terms of reference. The composition of each Board Committee, the key terms of reference and a summary of each Board Committee's activities can be found in this report.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company. Minutes of all Board Committee meetings held are made available to the Board members. The Board acknowledges that while these Board Committees have the authority to examine specific issues and reports back to the Board with their decisions and recommendations, the ultimate responsibility on all matters lies with the Board.

A schedule of all Board and Board Committee meetings as well as the Annual General Meeting for the next calendar year is planned in advance. Board papers for Board meetings were sent to the Board in advance in order for the Directors to be adequately prepared for meetings, including all relevant documents, materials, background or explanatory information relating to the matters to be brought before the Board.

The Board and ARC will meet at least two times a year. In addition to the scheduled meetings, ad-hoc board briefings, conference calls and physical meetings are held as warranted by particular circumstances or as deemed appropriate by the Board members. To ensure maximum Board participation, the Company's Constitution permits meetings of the Directors to be conducted by telephone or other methods of simultaneous communication by electronic means. When a physical Board meeting is not possible, timely communication with members of the Board can be achieved through electronic means or via circulation of written resolutions for approval by the relevant members of the Board or Board committees. The Board and Board Committees may also make decisions through circulating resolutions.



# Corporate Governance Report

The attendances of the Directors at meetings of the Board, Board Committees and Annual General Meeting, as well as the frequency of such meetings held during the financial year ended 31 December 2022 are as follows:

	Board	Audit & Risk Committee	Nominating Committee	Remuneration Committee	Annual General Meeting
<b>No. of meetings held</b>	4	4	2	2	1
<b>No. of meetings attended by the Directors</b>					
Ong Yong Loke Joseph	4	4	2	2	1
Sim Koon Lam	4	N.A.	2	N.A.	1
Mrs Elaine Sim	3	N.A.	N.A.	N.A.	1
Lee Sok Koon	3	3	2	2	1
Zulkifly Bin Zakaria	4	4	2	2	1

Prior to each Board or Board Committee meeting, notice of the meeting containing the agenda for the meeting is circulated to the Directors or the relevant Board Committee members. The Board is also furnished with Board papers prior to any Board or Board Committee meeting. These papers are issued in sufficient time to enable the Directors and/or Board Committees to obtain additional information or explanations from the Management, if necessary. The Board papers include minutes of the previous meeting, reports relating to investment proposals, budgets, financial results announcements and reports from committees, internal and external auditors. Any additional material or information requested by the Directors is promptly furnished.

If a Director is unable to attend a Board or Board Committee meeting, he/she will still receive all the papers and materials for discussion at that meeting. He/She will review them and advise the Chairman of the Board or the Board Committee of his/her views and comments on the matters to be discussed so that they can be conveyed to other members at the meeting.

The Directors may communicate directly with the Management team on all matters whenever they deem necessary. All Directors have unrestricted access to the Group's records and information. The Directors also have separate and independent access to the Company Secretary, the Company's external auditors, internal auditors and other professional advisors, where relevant. The Company Secretary attends Board and Board Committee meetings and is responsible for ensuring that Board procedures are followed and minutes of all meetings are recorded and circulated to the Board and the committees. The Company Secretary also assists the Chairman and CEO, the Chairman of each committee and Management in the development of the agendas for the various Board and Board Committee meetings. The appointment and removal of the Company Secretary are subject to the approval of the Board.

The Company currently does not have a formal procedure for Directors to seek independent professional advice for the furtherance of their duties. However, Directors may, on a case-to-case basis, propose to the Board for such independent professional advice, the cost of which may be borne by the Company.

## Board Composition and Guidance

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

The Company endeavours to maintain a strong and independent element on the Board. As at the date of this report, the Board consists of five Directors, of whom three are Independent Non-executive Directors. The Chairman of the Board is an Independent Non-executive Director. Accordingly, the Company is in compliance with the requirement of the Code. As the majority of the members of the Board are Independent Non-executive Directors, there is a strong and independent element on the Board.

The Board comprises the following members:

Name	Position
Ong Yong Loke Joseph	Non-Executive Chairman and Lead Independent Director
Sim Koon Lam	Executive Director, CEO and Deputy Chairman
Mrs Elaine Sim	Executive Director
Lee Sok Koon	Independent Non-Executive Director
Zulkify Bin Zakaria	Independent Non-Executive Director

The NC reviews annually the independence of each Director, adopting the guidelines and definitions in the Code and the Catalist Rules. In addition, each Director is required to complete a checklist to confirm his/her independence.

Mr Ong Yong Loke Joseph, Ms Lee Sok Koon and Mr Zulkify Bin Zakaria are considered to be independent as they have no relationship with the Company, its related corporations, substantial shareholders or its officers that could interfere or be reasonably perceived to interfere with the exercise of their independent business judgment with a view to the best interests of the Company.

Matters requiring the Board's approval are discussed and deliberated with participation from each member of the Board and all major decisions are made without any one individual influencing or dominating the decision-making process.

The ARC and RC consist of all Independent Directors while the NC consists of a majority of Independent Directors. All the Board Committee meetings are chaired by Independent Directors. Decisions made at these meetings are achieved by majority consensus. Management will put up proposals or reports for Board approval, for example, proposals relating to specific proposed transactions or general business direction or strategy of the Group. The Independent Directors evaluate the proposals made by Management and provide guidance on relevant aspects of the Group's business.

The current composition of the Directors in the Board and its Board Committee is as follows:-

Name of Directors	NC	ARC	RC
Ong Yong Loke Joseph (Non-Executive Chairman & Lead Independent Director)	C	M	M
Sim Koon Lam (Executive Director, CEO & Deputy Chairman)	M	-	-
Mrs Elaine Sim (Executive Director)	-	-	-
Lee Sok Koon (Independent Non-Executive Director)	M	C	M
Zulkify Bin Zakaria (Independent Non-Executive Director)	M	M	C

C - Chairman

M - Member



# Corporate Governance Report

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When reviewing and assessing the composition of the Board and making recommendations to the Board for the appointment of Directors, the NC will consider all aspects of diversity in order to arrive at an optimum balanced composition of the Board and to allow for informed and constructive discussion and effective decision making at meetings of the Board and its Board Committees.

The Board recognises that diversity of the Board is essential to contribute to sustainable development and growth of the Group. The Company has adopted a Board Diversity Policy which endorses the principle that its Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Group has the opportunity to benefit from all available talents. In reviewing the Board composition and succession planning, the NC considers the benefits of all aspects of diversity, including diversity of gender, age, independence and other relevant factors. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. The Company will adhere to its Board diversity objectives for any search of new Directors.

The Board currently comprises business leaders and professionals with financial, risk management and business management qualifications and backgrounds. The Board has two female members, and Directors with ages ranging from 50 to more than 70 years old. The members of the Board with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction. Further information on the individual Directors' background, experience and skills can be found in the 'Board of Directors' section in this report.

Having considered the scope and nature of the operations of the Group, the Board is satisfied that the current composition mix and size of the Board provide for diversity and allow for informed and constructive discussion and effective decision making at meetings of the Board and its Board Committees. The Board will however continue to review opportunities to refresh the Board with a view to expanding the skills, experience and diversity of the Board as a whole.

The Independent Non-executive Directors will meet on a need-to basis amongst themselves and with the Company's external auditors and internal auditors without the presence of Management to discuss matters such as the Group's financial performance, corporate governance and risk management initiatives, board processes and any audit observations. The outcome or suggestion arising from such meetings will be provided to the Board and/or Chairman as appropriate.

## Chairman and Chief Executive Officer

**Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.**

The roles and responsibilities of the Chairman and CEO are held by separate individuals to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

The roles of the Chairman and Chief Executive Officer are separated and their responsibilities are clearly defined to ensure a balance of power and authority within the Company.

The Chief Executive Officer, Mr Sim Koon Lam, has full executive responsibilities of the overall business and operational decisions of the Group.

The overall role of the Independent Non-Executive Chairman, Mr Ong Yong Loke Joseph, is to lead and ensure the effectiveness of the Board and this includes promoting a culture of openness and debate at the Board, facilitating the effective contribution of all Directors and promoting high standards of corporate governance. The Chairman of the Board is also the Lead Independent Director.

The Chairman sets the tone of the Board meetings to encourage participation and constructive discussions on the agenda topics. He leads the Board in its discussions and deliberations, facilitates effective contribution by the Directors and ensures the timeliness of information flow between the Board and Management.

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The Non-executive Chairman's duties and responsibilities includes:-

- a) Leading the Board to ensure it is effective in its role;
- b) Setting directions and agendas for the Company and scheduling of meetings to enable the Board to perform its duties responsibly;
- c) Ensuring the proper conduct of meetings and accurate documentation of the proceedings;
- d) Ensuring the smooth and timely flow of information between the Board and Management;
- e) Ensuring compliance with internal policies and guidelines of the Company and high standards of corporate governance;
- f) Ensuring effective communication with shareholders through investors' relationship channels and timely announcements of Company's development; and
- g) Encouraging constructive relations between the Board and Management as well as between all Directors.

The foregoing responsibilities of the Non-executive Chairman and CEO are endorsed by the Board. The Chairman and the CEO are not immediate family members. The separation of the roles of the Chairman and the CEO and the clarity of roles provide a healthy professional relationship between the Board and Management, and facilitate robust deliberations on the business activities of the Group and the exchange of ideas and views to help shape the strategic process.

In addition to the above duties, the Non-executive Chairman will assume duties and responsibilities as may be required from time to time.

The Board is satisfied that there is a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the Group's business and no one individual should represent a considerable concentration of power.

## Board Membership

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

The NC is established and it comprises 4 members, the majority of whom, including the Chairman, are Independent Non-executive Directors. The Non-executive Chairman and Lead Independent Director, Mr Ong Yong Loke Joseph, is the Chairman of the NC.

Chairman	Ong Yong Loke Joseph	(Lead Independent Director)
Member	Sim Koon Lam	(Executive Director, CEO & Deputy Chairman)
Member	Lee Sok Koon	(Independent Non-Executive Director)
Member	Zulkifly Bin Zakaria	(Independent Non-Executive Director)

The NC held two meetings during the financial year ended 31 December 2022. The NC Chairman reports formally to the Board on its proceedings after the meeting on all matters within its duties and responsibilities.

# Corporate Governance Report

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The NC is established for the purposes of ensuring that there is a formal and transparent process for all Board appointments. It has adopted written terms of reference defining its membership, administration and duties. Some of the duties of the NC include:

- (a) making recommendations to the Board on relevant matters relating to:
  - the review of Board succession plans for the Directors and Key Management Personnel; and
  - the review of training and professional development programmes for our Directors, in particular, ensuring that new Directors are aware of their duties and obligations;
- (b) identifying suitable candidates, reviewing, making recommendations and approving nominations for the positions of Director or alternate Director (whether appointment or re-appointment) and membership of Board committees (including the ARC, the RC and NC), as well as appraising the qualifications and experience of any proposed new appointments to the Board and recommending to the Board whether the nomination should be supported;
- (c) ensuring that the Board and Board Committees comprise Directors who, as a group, provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid group-think and foster constructive debate;
- (d) reviewing and determining on an annual basis, and as and when circumstances require, if a Director is independent, taking into account the circumstances set forth in the Code, the Practice Guidance to the Code, the Catalyst Rules and any other salient factors;
- (e) reviewing other directorships held by each Director and deciding if the Director is able to and has been adequately carrying out his/her duties as a Director, taking into account the Director's number of directorships and other principal commitments and establish guidelines on what a reasonable and maximum number of such directorships and principal commitments for each Director (or type of Director) should be;
- (f) reviewing and recommending the appointment of executive officers; and
- (g) reviewing and approving the employment of persons related to the Directors and/or substantial shareholders and the proposed terms of their employment.

A summary of the activities carried out by the NC during the financial year ended 31 December 2022 is set out below:

- reviewed the criteria for evaluation of the performance of the Board and Board Committees;
- reviewed the Board's and Board Committees' performance for the financial year ended 31 December 2022;
- reviewed and determined the independence of Independent Directors; and
- reviewed and recommended the nomination for appointment and re-appointment of Directors.

## ***Process for selection and appointment of new Directors***

The NC is responsible for identifying candidates and reviewing all nominations for the appointment of new Directors.

New appointments to the Board are first considered and reviewed by the NC. Potential candidates are sourced through contacts or recommendations from the Company's Sponsor and the Directors. An external consultant may be engaged to source for qualified candidates, if required. The NC evaluates the suitability of candidates taking into account, his/her character, knowledge, expertise, experience and, his/her ability and willingness to commit time to the Company, and how he/she will complement and augment the competencies of the current Board. Upon the identification of a suitable candidate, the NC will make the recommendation to the Board for approval of his/her appointment as Director.

When a new Director is appointed, the Company will conduct a comprehensive orientation program. This is to provide the new Director with background information about the Group's structure and core values, its strategic direction and corporate governance practices as well as industry-specific knowledge. The orientation program gives the new Director an understanding of the Group's businesses to enable him to assimilate into his new role. It also allows the new Director to get acquainted with the Management, thereby facilitating interaction and independent access to the Management. The Company will also provide the newly appointed Directors with a formal letter setting out the duties and obligations of a Director.



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**Process for re-appointment of Directors**

The role of NC also includes the reviewing of the re-nomination of Directors who retire by rotation, taking into consideration the Director's integrity, independence, contribution and performance. The Constitution of the Company requires one-third of the Directors to retire and subject themselves to re-election by the shareholders in every Annual General Meeting ("**AGM**"). In addition, the Company shall require all Directors (including the Managing Director) to submit themselves for re-nomination and re-election at least once every three years. The Constitution of the Company also provides that a new Director appointed by the Board must retire and submit himself/herself for re-election at the next AGM following his/her appointment. Thereafter, he/she is subject to be re-elected at least once every three years. A Director who is due for retirement, shall abstain from voting on any resolution in respect of his/her re-nomination as a Director. In this aspect, the NC has recommended and the Board has agreed for Mr Ong Yong Loke Joseph and Mr Zulkifly Bin Zakaria to retire and seek re-election at the forthcoming AGM.

On an annual basis, the NC determines whether or not a Director is independent, taking into account the definition in the Code and the Catalist Rules.

Each Independent Non-executive Director is required to complete a Director's independence form annually to confirm his/her independence based on the guidelines as set out in the Code and the Catalist Rules.

The NC has carried out a review on the independence of each Independent Director based on the foregoing considerations, the respective Director's independence form and their actual performance on the Board and Board Committees. Having carried out their review, the NC is satisfied that the three Directors, who are non-executive, are independent.

The NC has reviewed and ascertained that Mr Ong Yong Loke Joseph, Ms Lee Sok Koon and Mr Zulkifly Bin Zakaria continue to remain independent having considered their confirmation that they do not have any relationship with the Company, its related companies, substantial shareholders, or officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interests of the Company and Group, and the other considerations set out in the Catalist Rules.

The Board recognises that the Independent Directors may over time develop significant insights in the Group's businesses and operations, and can continue to provide noteworthy and valuable contribution to the Board. The independence of the Independent Directors must be based on the substance of their professionalism, integrity, objectivity and not merely based on the number of years which they have served on the Board. As such, the Board has not set a term of office for each of its Independent Directors but shall comply with the Listing Rule requirements. Under Catalist Rules 406(3)(d)(iv), a Director will no longer be independent if he has been a Director for an aggregate period of more than 9 years. None of our Independent Directors have served as Director for more than 9 years.

The NC has recommended to the Board as a guide that Independent Directors should limit their board representations in other listed companies to two if a Director is in full-time employment or five if a Director is not in full-time employment, including that of the Company. This is to ensure that the Directors have adequate time to carry out their duties as a Director of the Company and contribute to the performance of the Board and the Company. For the period under review, no Director has exceeded such limit. The NC has reviewed and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Group, notwithstanding that some of the Directors have other board representations or principal commitments.

# Corporate Governance Report

The details of the Board members' directorship including the year of initial appointment and date of last re-election are disclosed as follows:

Name of Director	Appointment	Date of initial appointment	Date of last re-election	Present Directorship in other companies	Previous Directorship and major appointments in other companies (FY2020 to FY2022)
Ong Yong Loke Joseph	Non-Executive Chairman and Lead Independent Director	28 October 2021	N.A.	Tan Chong International Limited* Tyre Pacific (HK) Limited* Ethoz Auto Leasing Ltd.* Ethoz Capital Ltd.* Ethoz Protect Pte. Ltd. Sweets Pte Ltd Xiamen Golden Dragon Auto Seat Co. Ltd.	–
Sim Koon Lam	Executive Director, CEO and Deputy Chairman	8 June 2021	29 April 2022	–	–
Mrs Elaine Sim	Executive Director	3 March 2022	29 April 2022	–	–
Lee Sok Koon	Independent Non-Executive Director	28 October 2021	29 April 2022	Japan Foods Holding Ltd.* Lum Chang Holdings Limited* SBS Transit Ltd* NUS America Foundation, Inc	Director on board Singapore Arts School Limited from 22 August 2011 to 31 January 2020
Zulkifly Bin Zakaria	Independent Non-Executive Director	28 October 2021	N.A.	Hiap Huat Holdings Berhad* Sunview Group Berhad* Federal International Holdings Berhad* Lagardere Travel Retail Malaysia Sdn. Bhd. Gradz Engineering Services Sdn. Bhd. PKEINPk Sdn. Bhd. Malaysia-China Friendship Association Nautilus Oilfield Service Sdn. Bhd. Mutiara Le-dang Sdn. Bhd. Kumpulan Perubatan Ar Ridzuan Sdn. Bhd.	IDC Jadi Sdn. Bhd. Malaysia China Business Council Drilltec Offshore Sdn. Bhd. Tanjung Drilltec Sdn. Bhd. Semantan Technologies Corporation Sdn. Bhd.

\*Listed Company

The Board is also advised by the Sponsor on the appointment of Directors as required under Catalist rule 226(2)(d).

## Board Performance

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

The Board, through the NC, has used its best effort to ensure that Directors appointed to the Board and the Board Committees, whether individually or collectively, possess the background, experience and the relevant skills set which are critical to the Group's business. It has also ensured that each Director, with his special contributions, brings to the Board an independent and objective perspective to enable sound, balanced and well-considered decisions to be made.

The NC has established a formal review process to assess the performance and effectiveness of the Board as a whole and of its Board Committees.

The NC assesses the performance of the Board and its Board Committees annually, using objective and appropriate criteria which were recommended by the NC and approved by the Board. During the financial year under review, all the Directors completed a Board Evaluation Questionnaire designed to seek their view on the various aspects of the Board and its Board Committees' performance and competencies so as to assess the overall effectiveness of the Board and its Board Committees. To ensure confidentiality, the completed evaluation forms were submitted to the Company Secretary for collation. The consolidated responses were presented to the NC for review and discussion to determine the areas for improvement and enhancement of the effectiveness of the Board and its Board Committees.

Following its review, the NC is of the view that the Board and its Board Committees operate effectively and that each Director is contributing to the overall effectiveness of the Board and its Board Committees.

The Board has not engaged any external consultant to conduct an assessment of the effectiveness of the Board and the contribution by each individual Director to the effectiveness of the Board. However, the NC will consider such an engagement as and when necessary.

## Remuneration Matters

### Procedures for Developing Remuneration Policies

**Principle 6: The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and Key Management Personnel. No Director is involved in deciding his or her own remuneration.**

The RC is established and it comprises 3 Non-Executive and Independent Directors.

Chairman	Zulkifly Bin Zakaria
Member	Ong Yong Loke Joseph
Member	Lee Sok Koon

The RC is established for the purposes of ensuring that there is a formal and transparent procedure for fixing the remuneration packages of individual Directors and Key Management Personnel. The overriding principle is that no Director should be involved in deciding his/her own remuneration and the level of remuneration should be appropriate to attract, retain and motivate the Executive Directors to run the Company successfully and ensure that they are fairly rewarded for their individual contributions to overall performance.

The RC will work within the principle that the remuneration should be structured so as to link rewards to corporate and individual performance.

The RC has adopted written terms of reference that defines its membership, roles and functions and administration. The duties of the RC are as follows:

- (a) reviewing and recommending to the Board, for endorsement:
- a comprehensive remuneration policy, and general framework and guidelines for remuneration for the Board, the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**"); and
  - the specific remuneration packages for each of the Directors and Key Management Personnel;
- (b) ensuring the remuneration policies and systems of the Group, as approved by the Board, support the Group's objectives and strategies, and are consistently administered and being adhered to within the Group;
- (c) considering all aspects of remuneration (including but not limited to, Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments) and termination terms, to ensure they are fair and that the level and structure of remuneration are appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives;
- (d) in the case of service contracts, reviewing the obligations arising in the event of termination of an Executive Director or Key Management Personnel's service contract, to ensure that such service contracts contain fair and reasonable termination clauses;
- (e) reviewing the terms of performance-related remuneration scheme or incentive schemes (if any) and determining the eligibility criteria of the employees who can participate in such scheme;
- (f) proposing, for adoption by the Board, measurable, appropriate and meaningful performance targets for assessing the performance of the Key Management Personnel, individual Director and of the Board as a whole; and
- (g) conducting an annual review of the remuneration, bonuses, pay increase and/or promotions of employees who are related to the Group's Directors and/or Substantial Shareholders.

A summary of the activities carried out by the RC during the financial year ended 31 December 2022 is set out below:

- i) reviewed and recommended to the Board the annual remuneration (including variable bonus to be granted) of the Executive Directors, the CEO and the Key Management Personnel; and
- ii) reviewed and recommended to the Board the Directors' fee for the financial year ending 31 December 2023.



# Corporate Governance Report

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There is a formal and transparent process for developing executive remuneration and for determining the remuneration packages of individual Directors. No Director is involved in deciding his/her own remuneration. The RC's recommendations are submitted for endorsement by the Board.

The RC reviews all matters concerning the remuneration of the Independent Non-executive Directors to ensure that remuneration commensurate with their contributions, responsibilities and market benchmarks.

None of the Independent Non-executive Directors has service contracts or consultancy arrangements with the Company. They are paid Directors' fees based on a structured fee framework reflecting the responsibilities and time commitment of each Director.

The RC may from time to time when it is appropriate, refer to market reports on average remuneration or seek external expert or independent professional advice in framing the Group's remuneration policy. For the financial year ended 31 December 2022, the RC has not sought external advice nor appointed remuneration consultants in considering the remuneration of Directors and Key Management Personnel.

## Level and Mix of Remuneration

**Principle 7: The level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.**

The Company adopts a remuneration framework that combines fixed and variable components of remuneration and share incentive schemes to attract, retain and motivate Directors to provide good stewardship of the Group, and Key Management Personnel to successfully manage the Group for the long term.

The remuneration framework of the Executive Directors, CEO and Key Management Personnel comprises mainly a fixed component and a variable component. In developing the framework, the RC will take into consideration factors, such as the Company's performance, the economic scenario, market practices, the individual's duties and responsibilities and his contribution to the Group.

### Fixed and Variable Components

The remuneration packages of Executive Directors and Key Management Personnel comprise compensation in the form of a fixed monthly salary and a variable or discretionary performance bonus. Fixed salaries are determined based on the scope, criticality and complexity of each role, the individual's experience, competencies and market competitiveness. The variable component is determined based on the performance of the Group as a whole and performance of the individual Executive Director or Key Management Personnel. Individual performance is assessed based on annual appraisal of employees using selected key performance indicators such as core values, competencies, key result areas, performance rating, and potential of the employees. A significant and appropriate proportion of the performance bonuses for Executive Directors and Key Management Personnel is structured so as to link rewards to performance at both the corporate and individual level. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promote the long-term success of the Group.

### Long-term Incentive Scheme

The Company has in place long-term incentive schemes such as Mooreast Performance Share Plan and Mooreast Share Option Scheme as set out in the Company's Offer Document dated 17 November 2021. Both schemes are administered by the RC. Currently, no share awards or share options have been granted under the two schemes since their commencement.

The allocation of share-based components to employees is guided by a framework administered by the RC. An employee's sustained performance and potential for growth are among the key considerations for granting such incentives to employees, in particular, to Key Management Personnel. In addition, Executive Directors and Key Management Personnel are encouraged to hold their shares beyond the vesting period, subject to the need to finance any cost of acquiring the shares and associated tax liabilities.

The Company had entered into separate Service Agreements with the Executive Directors. The service agreements may be terminated by not less than six months' notice in writing served by either party on the other. The Group does not use contractual provisions to reclaim incentive components of remuneration from Executive Directors and Key Management Personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Group believes that such exceptional events could tantamount to breach of fiduciary duties of the Executive Directors and Key Management Personnel, which would provide the Group with legal remedies.

Independent Non-executive Directors' fees are subject to the approval of the shareholders at the AGM. The RC is mindful that the remuneration for Independent Directors should not be excessive so as to compromise or reasonably be perceived to compromise their independence. The RC is of the view that the remuneration of the Independent Directors is appropriate to their level of contributions, taking into account factors such as effort and time spent and the role and responsibilities of the Independent Directors, and the said remuneration does not compromise their independence.

No member of the RC is involved in deliberating and deciding in respect of any remuneration, compensation or any form of benefits to be granted to him/her. The Board concurred with the RC that the proposed fees for financial year ending 31 December 2023 are appropriate and not excessive, taking into consideration the level of contributions by the Directors and factors such as effort and time spent for serving on the Board and Board Committees as well as the responsibilities and obligations of the Directors.

### Disclosure on Remuneration

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

#### Remuneration of Directors and CEO of the Company

The breakdown of the total remuneration of the Directors of the Company for the financial year ended 31 December 2022 is set out below:

Name of Director	Salary & fixed allowance (\$)	Bonus (\$)	Director's fees (\$)	Total remuneration (\$)
Ong Yong Loke Joseph	–	–	40,000	40,000
Sim Koon Lam	307,200	22,000	–	329,200
Mrs Elaine Sim	281,100	31,200	–	312,300
Lee Sok Koon	–	–	35,000	35,000
Zulkifly Bin Zakaria	–	–	35,000	35,000

- The salary and bonus amounts shown are inclusive of Singapore Central Provident Fund (CPF) contributions.
- The Director's fees for FY2022 was approved at the Annual General Meeting held on 29 April 2022.

#### Remuneration of Key Management Personnel of the Group

The remuneration policy for Key Management Personnel takes into consideration the responsibility and performance of individual personnel. The following table sets out the remuneration of the Key Management Personnel by band (who are not Directors and CEO of the Company) for the financial year ended 31 December 2022.

Remuneration band	Number of Key Management Personnel
\$250,000 and below	6

In considering the disclosure of remuneration of the Key Management Personnel of the Company, the Company has regarded the industry conditions in which the Group operates as well as the confidential nature of such remuneration. The Company believes that full detailed disclosure of the remuneration of each Key Management Personnel on a named basis as recommended by the Code would be prejudicial to the Company's interests and hamper its ability to retain and nurture the Company's talent pool. The aggregate remuneration of the top 6 Key Management Personnel (who are not Directors or the CEO) for the financial year ended 31 December 2022 is \$835,000. Save as disclosed above, there are no other Key Management Personnel.

Save as disclosed above, there are no employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company and whose remuneration exceeds \$100,000.

# Corporate Governance Report

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## Accountability and Audit

### Risk Management and Internal Controls

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

The Board is responsible for the governance of risks and the overall internal controls framework. It ensures the Management maintains a good sound system of risk management and internal controls to safeguard Shareholders' interests and the Company's assets and determines the nature and extend of the significant risks which the Board is willing to take in achieving the Company's strategic objectives.

The Board is assisted by the ARC which conducts reviews of the adequacy and effectiveness of the Group's internal controls and risk management systems. Management reports to the ARC on the Group's risks profile, and evaluates results and counter measures to mitigate identified potential risks.

The Group has appointed RSM Risk Advisory Pte. Ltd. as internal auditors to evaluate and test the effectiveness of internal controls in selected areas that are in place in major operating companies in Singapore as well as overseas. The internal audit review was conducted with a view to identify control gaps in the current business processes, ensure that operations were conducted within the policies and procedures laid down and identify areas for improvements, where controls can be strengthened. RSM Risk Advisory Pte. Ltd. has also assisted the Group in establishing an Enterprise Risk Management Framework to, inter alia, (i) identify key risks, (ii) rate, prioritise and mitigate tier-one risks, and (iii) establish a risk register and risk profile.

In addition, the external auditors will also highlight internal control weaknesses which have come to their attention in the course of their statutory audit. All external and internal audit findings and recommendations were reported to the ARC. There were no high-risk weaknesses identified. Management will implement the recommendations from the auditors to further strengthen the Group's internal controls system.

For the financial year ended 31 December 2022, the Board had received assurance from CEO and the FC that:-

- The financial records of the Group have been properly maintained and the financial statements for financial year ended 31 December 2022 give a true and fair view of the Group's operations and finances; and
- The internal controls systems (including financial, operational, compliance and information technology controls) and risk management systems in place within the Group are adequate and effective.

Based on the Risk Management framework and internal controls established and maintained in the Group, work performed by the internal auditors, the statutory audit undertaken by the external auditors, and the written representation from the CEO and the FC providing assurance on the Group's risk management and internal control systems and that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, the Board, with the concurrence of the ARC, is satisfied that the Group's risk management and internal control framework and systems were adequate and effective for the financial year ended 31 December 2022 to address financial, operational, compliance and information technology risks.

The internal controls and risk management systems established by the Group provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also 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, fraud or other irregularities.

The Board remains committed to improve the Group's internal controls and will not hesitate to take necessary actions to ensure the adequacy and effectiveness of the Group's internal controls and risk management systems.



## Audit & Risk Committee

### **Principle 10: The Board has an Audit & Risk Committee with written terms of reference which discharges its duties objectively.**

The ARC comprises 3 members, all of whom, including the Chairman are Non-Executive and Independent Directors.

Chairman	Lee Sok Koon
Member	Ong Yong Loke Joseph
Member	Zulkifly Bin Zakaria

The Chairman of the ARC, Ms Lee Sok Koon, has extensive experience in finance, commerce and industry. The other members of the ARC possess experience in finance and business management. At least two members have the appropriate accounting or related financial management experience or expertise.

The Board is of the opinion that the members of the ARC have sufficient financial management expertise and experience in discharging their duties. None of the members of the AC is a former partner or Director of the Company's external or internal auditors.

As a sub-committee of the Board of Directors, the ARC assists the Board in discharging their responsibility to safeguard the Group's assets, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that Management creates and maintains an effective control environment in the Group. The ARC also reviews and supervises the internal audit functions of the Group.

The ARC provides a channel of communication between the Board, Management and the external auditors on matters relating to audit.

The ARC has adopted written terms of reference defining its membership, administration and duties. The duties and responsibilities of the ARC include:

- (a) assisting the Board in fulfilling its responsibility for overseeing the integrity of the Company's system of accounting and financial report and in maintaining a high standard of transparency and reliability in its corporate disclosures;
- (b) reviewing with the FC and the external auditor and recommending to the Board significant financial reporting issues and judgments to ensure the integrity of the financial statements and any announcements relating to financial performance;
- (c) reviewing the periodic financial statements and results announcements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with financial reporting standards and compliance with the Catalist Rules and any other relevant statutory or regulatory requirements and monitoring cash flows;
- (d) reviewing and reporting to the Board, at least annually, the adequacy and effectiveness of the internal control systems, including financial, operational, compliance and information technology controls, and risk management policies and systems;
- (e) discussing with the external auditor if it becomes aware of any suspected fraud or irregularity, or suspected infringement of any Singapore laws or regulations or Catalist Rules, which has or is likely to have a material impact on our operating results or financial position, and at appropriate times, report the matter to the Board and the Sponsor;
- (f) monitoring and reviewing the implementation of the external auditors' and internal auditors' recommendations for internal control weaknesses; reviewing the adequacy and effectiveness, independence, scope and results of the external audit (including the audit plan and the audit reports as well as the external auditors' evaluation of the system of internal accounting controls, with the external auditors, as well as the assistance given by management to the external auditors) and the internal audit function;
- (g) reviewing the statements to be included in the Annual Report by the Board concerning the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls, and risk management systems;
- (h) meeting with the external auditors, and with the internal auditors, in each case without the presence of management, at least annually and reviewing the co-operation extended to the internal auditors and the external auditors;

# Corporate Governance Report

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- (i) reviewing and approving all hedging policies and types of hedging instruments to be implemented, if any;
- (j) reviewing any Interested Person transactions as defined in the Catalist Rules;
- (k) where applicable, deciding on the appointment, termination and remuneration of the head of the internal audit function;
- (l) approving the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation to which the internal audit function is outsourced (if any) or ensuring that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience and that the internal auditors comply with the standards set by nationally or internationally recognised professional bodies, where applicable;
- (m) where applicable, ensuring that the internal audit function has unfettered access to all our Group's documents, records, properties and personnel, including our ARC, and has appropriate standing within our Group;
- (n) making recommendations to our Board on the proposals to Shareholders on the appointment and removal of the external auditors, and the remuneration and terms of engagement of the external auditors;
- (o) reviewing any actual or potential conflicts of interest as well as any other such conflicts that may involve the Directors as disclosed by them to the Board, exercising Directors' fiduciary duties in this respect;
- (p) reviewing and establishing procedures for receipt, retention and treatment of complaints received by the Group, including criminal offences involving the Group or its employees' questionable accounting, auditing, business, safety or other matters that impact negatively on our Group and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up;
- (q) reviewing the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;
- (r) ensuring that the Group publicly disclose, and clearly communicate to the employees the existence of a whistle-blowing policy and the procedures for raising concerns about possible improprieties in financial reporting or other matters to be safely raised;
- (s) reviewing the assurance from our CEO and our FC on the financial records and financial statements of our Group;
- (t) given the Group's overseas operations and expansion plans, reviewing and discussing with the internal and external auditors any suspected infringement of any relevant laws, rules, and regulations (including overseas jurisdictions);
- (u) reviewing transactions falling within the scope of Chapter 10 of the Catalist Rules;
- (v) setting out a framework to resolve or mitigate any potential conflicts of interest and monitoring compliance with the framework;
- (w) reviewing the Group's key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting. The outcome of such review shall be disclosed in the annual reports or if the findings are material, immediately announced via SGXNET;
- (x) considering the independence of the external auditor, taking into account the non-audit services provided by the external auditor and the fees paid for such non-audit services;
- (y) reviewing the risk management structure, process, and activities on an annual basis to mitigate and manage risk at acceptable levels as determined by the Board; and
- (z) undertaking other functions/duties/reviews/projects as may be required by statute or the Catalist Rules and by such amendments made from time to time, or as may be requested by the Board and report its findings from time to time on matters arising and requiring the attention of the ARC.

Each member of the ARC shall abstain from discussing and voting on any resolutions in respect of any matter in which he/she has an interest.

Apart from the duties listed above, the ARC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

In discharging the above duties, the ARC confirms that it has full access to and co-operation from Management and is given full discretion to invite any Director to attend its meetings. In addition, the ARC has also been given reasonable resources to enable it to perform its functions properly.

### **Whistle Blowing Channels**

The Company has put in place a whistle blowing framework (“**Whistle Blowing Policy**”) where the employees of the Group or any other person may, in confidence, raise concerns about possible corporate improprieties on matters of financial reporting or other matters. A dedicated secured email address (whistleblow@mooreast.com) has been setup to allow whistle blowers to contact the ARC directly.

Details of the Whistle Blowing Policy and arrangements have been made available to all employees of the Group. The Company is committed to ensuring that the identity of the whistleblower is kept confidential and ensuring the protection of the whistleblower against detrimental or unfair treatment. The ARC will ensure that independent investigations and any appropriate follow-up actions are carried out.

There were no reported incidents pertaining to whistle blowing during the financial year ended 31 December 2022.

The ARC is responsible for oversight and monitoring of whistleblowing and will report to the Board on such matters at the Board meetings.

### **External Audit**

The ARC reviews the scope and results of the audit carried out by the external auditors, the cost effectiveness of the audit, and the independence and objectivity of the external auditors. The ARC undertook a review of the independence and objectivity of the external auditors, Ernst & Young LLP (“**EY**”), through discussions with external auditors, as well as reviewing the non-audit services provided and the fees paid to them. A breakdown of the fees in total for audit and non-audit services is set out below. Based on the review, the ARC is of the opinion that EY is independent for the purpose of the Group’s statutory audit. In reviewing the nomination of EY for re-appointment for the financial year ending 31 December 2023, the ARC has considered the adequacy of resources, experience and competence of EY, and has taken into account the Accounting and Corporate Regulatory Authority’s (“**ACRA**”) Audit Quality indicators Framework relating to EY at the firm level and on the audit engagement level. Consideration was also given to the experience of the engagement partner and key team members in handling the audit. The ARC is of the view that the non-audit services provided by EY during the financial year ended 31 December 2022 did not prejudice their objectivity and independence. On the basis of the above, the ARC is satisfied with the standard and quality of work performed by EY. It has recommended to the Board the nomination of EY for reappointment as external auditors at the forthcoming AGM of the Company.

A breakdown of the audit and non-audit fee charged to the Group by EY for the financial year ended 31 December 2022 is set out below:-

<b>Service category</b>	<b>Fees paid/Payable (\$)</b>
Audit Services	145,000
Non-Audit Services	4,000
<b>Total Fees</b>	<b>149,000</b>

EY confirmed that the firm has remained as an independent public accountants within the meaning of Rule 12 of the Companies Act 1967 of Singapore and the Accountants (Public Accountants) Rules for the audit of the Group for financial year ended 31 December 2022.

The Group confirms that it has complied with Rules 712 and 715 of the Catalist Rules of the SGX-ST in relation to the appointment of its external auditors.

### **Internal Audit**

The ARC is aware that internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the system of internal control.

The Group has outsourced its internal audit function to RSM Risk Advisory Pte. Ltd. (“**RSM**”) to assist the Group in reviewing the design and effectiveness of key internal controls which address financial, operational, compliance and information technology risks and the Group’s risk management policy and system as a whole. RSM has staffed the internal audit team with persons with the relevant qualifications and experience, and carries out its function according to International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The ARC has assessed the adequacy, effectiveness and independence of the internal auditor and is satisfied that the internal auditor is independent, effective and adequately resourced.



# Corporate Governance Report

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The Internal Auditor has unfettered access to all the Group's documents, records, properties and personnel, including access to the ARC.

The ARC reviews and approves the annual internal audit plan and the appointment and remuneration of the internal auditor. The internal auditor reports directly to the ARC on audit matters and to the CEO on administrative matters.

A summary of the activities carried out by the ARC during the financial year ended 31 December 2022 is set out below

- i) Reviewed the Group's financial performance, internal and external audit reports;
- ii) Reviewed with the Management and the external auditors, the financial results of the Group before submitting them to the Board for its approval and announcement of the financial results;
- iii) Conducted an annual review of the volume of non-audit services provided by the external auditors to ensure that the nature and extent of such services will not prejudice the independence and objectivity of the auditors before recommending their re-nomination to the Board. The ARC is satisfied with their independence and has recommended the re-appointment of the external auditors at the forthcoming Annual General Meeting of the Company;
- iv) Reviewed the adequacy of the resources, experience of the external auditors and of the audit engagement partner assigned to the audit. The ARC is satisfied that the external auditors are able to meet their audit obligations;
- v) The ARC met with the internal auditors and the external auditors, without the presence of Management; and
- vi) The external auditors updated the ARC on changes and updates to the accounting standards, and other issues which might have a direct impact on the financial statements of the Group.

## Shareholder Rights and Engagement

### Shareholder Rights and Conduct of General Meetings

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

#### Shareholders Rights

The Company believes in regular, effective and fair communication with members of the investment community and investing public and has adopted a comprehensive policy to provide clear, timely and fair disclosure of information about the Group's business developments and financial performance that could have a material impact on the price or value of its shares.

Shareholders are informed of general meetings through notices published in the Company's announcements via SGXNET as well as through the Company's official website and the reports/circulars sent to all shareholders. Resolutions tabled at general meetings are passed through a process of voting by poll which procedures are clearly explained by the scrutineers at such general meetings.

The Constitution of the Company allows an individual shareholder to appoint not more than two proxies to attend and vote on his or her behalf at the general meetings. Member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the shareholders' meetings, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

#### Conduct of General Meetings

The Company's annual report which gives shareholders a balanced and understandable assessment of its performance, position and prospects, shall be made available on its corporate website. The notice will be made available on the SGXNET and the Company's website.

Participation of shareholders is encouraged at the Company's general meetings. Resolutions tabled at general meetings are on each substantially separate issue. Each item of special business included in the notice of meeting will be accompanied by the relevant explanatory notes. This is to enable the shareholders to understand the nature and effect of the proposed resolutions.

To facilitate voting by shareholders, the Company's Constitution allows shareholders to appoint up to two proxies to attend and vote at the same general meeting. The Board of Directors (including the Chairman of the respective Board committees), Management, as well as the external auditors will attend the Company's Annual General Meeting to address any questions that shareholders may have.

The Board is of the view that absentia voting at general meeting may only be possible following careful study to ensure that the integrity of the information and authentication of the identify of shareholders through the web is not compromised.

Due to the COVID-19 pandemic, the AGM 2022 held on 29 April 2022 was conducted by way of electronic means. The shareholders were invited to submit their questions for the AGM in advance of the meeting. All the Directors (including the Chairpersons of the ARC, RC and NC) and the external auditors, Ernst & Young Singapore, were virtually present at the Company's AGM 2022.

With the resumption of the AGM 2023 in physical format, all Directors will endeavour to be present at the AGM 2023 to address shareholders' questions relating to the work of the Board and the Board Committees.

The Company's external auditors will also be present and are available to assist the Directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of the auditors' report.

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.

The Company does not have a fixed dividend policy at present. The frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, projected capital requirements for business growth and other factors as the Board may deem appropriate. No dividend has been declared or recommended for the financial year ended 31 December 2022 as the Group continues to operate prudently and intends to conserve cash.

### Engagement with Shareholders

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

The Company endeavours to communicate regularly, effectively and fairly with its shareholders. Timely, as well as, detailed disclosure is made to the public in compliance with SGX-ST guidelines. The Company does not practise selective disclosure. All price sensitive information is announced on the SGXNET on a timely basis.

Financial results are published via SGXNET and are usually followed by a news release. Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings. Financial results are announced or issued within the mandatory period and are available on the Company's website. The Company does not practise selective disclosure.

Shareholders are encouraged to attend and raise questions to the Directors at the Company's general meetings. At these meetings, shareholders are given the opportunity to express their views and raise issues either formally or informally. These meetings provide opportunities for the Board to engage with shareholders and solicit their feedback.

The Company has engaged WeR1 to manage its investor relations to enable effective communication between the Company and investors. WeR1 may also organise meetings with investors and analysts who wish to seek a better understanding of the Group's business and operations. Through these meetings, the Group may also solicit feedback from investors on a range of issues which will provide valuable insights on investors' sentiments. When opportunities arise, the Company may also provide shareholders insights on the Group's business, operations and prospects through media interviews. The Company also maintains a corporate website at <https://mooreast.com> where the public can access investor-related information of the Group.

### Engagement with Stakeholders

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

The Board considers ongoing stakeholder engagement as an important activity to develop effective management strategies and pursue sustainable business practices. The Company's approach to stakeholder engagement is to ensure that it has a good understanding of the key stakeholders' concern and expectation, and develop practical and responsive sustainability strategies. In its pursuit of sustainable business practices, the Group has regularly engaged its stakeholders in the implementation of various initiatives and programs that ensure the sustainability of its business, the environment, and society.

# Corporate Governance Report

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The stakeholders have been identified as entities or individuals who are either directly or indirectly involved in the Group's business, have specific interests in the Group and may be significantly impacted by how the Group operates. The key stakeholders include the shareholders, customers, employees, non-governmental organisations, industry groups, and government agencies. The Company identifies and prioritises issues based on the impact of its business on stakeholders or the potential impact on its business from stakeholders' view and action.

Having identified the stakeholders and the material issues, it has provided the necessary guidance on the key areas of focus and the prioritisation of resources for the various sustainability initiatives.

We will be releasing our second Sustainability Report concurrently and in conjunction with this Annual Report. Please refer to the Sustainability Report for further details.

The Company will make available all media releases, financial results, annual reports, SGXNET announcements and other corporate information relating to the Group in its corporate website at <https://mooreast.com>.

## OTHER CORPORATE GOVERNANCE MATTERS

### Dealing in Securities

#### (Rule 1204(19) of the Catalist Rules)

The Company has adopted a Code of Best Practices on dealing in the securities of the Company ("**COBP**") to provide guidance to all Directors and employees of the Group, while in possession of price-sensitive information.

The Company, its Directors, Officers and employees should not deal in the Company's securities on short-term considerations and are prohibited from dealing in the securities of the Company during the period beginning one month before the announcement of the half-year and full-year financial results respectively, and ending on the date of the announcement of the results.

The Company, Directors, and officers of the Group are also required to adhere to the provisions of the Securities and Futures Act, Companies Act, the Catalist Rules and any other relevant regulations with regard to their securities transactions.

Directors, Officers and employees of the Group are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period, when they are in possession of unpublished material price-sensitive information.

The Company has complied with the Code for the financial year ended 31 December 2022.

### Interested Person Transactions

#### (Rule 907 of the Catalist Rule)

The Company has adopted internal guidelines in respect of any transactions with interested persons and has set out the procedures for review and approval of the Company's interested person transactions. The main objective is to ensure that all interested person transactions are conducted on arm's length basis and on normal commercial terms and will not be prejudicial to the interests of our shareholders.

The Company monitors all its interested person transactions closely and all interested person transactions are subject to review by the ARC on a quarterly basis.

The Group does not have a general mandate from its shareholders for the interested person transactions. There were no interested person transactions ("**IPT**") which were more than \$100,000 entered into during the period under review.

Pursuant to Rule 1204(8) of the Catalist Rules of the SGX-ST, save for the service agreement entered into between the Company and Mr Sim Koon Lam, the Deputy Chairman and CEO (as disclosed in the Company's Offer Document dated 17 November 2021) and Mrs Elaine Sim, there were no material contracts involving the interests of any Director, CEO or controlling shareholder either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

## Use of IPO proceeds

As at the date of this Report, the use of IPO proceeds is as follows:

Use of net proceeds	Amount allocated as per offer document \$'000	Balance as at 24 Feb 2023 \$'000	Amount reallocated \$'000	Amount utilised \$'000	Balance as at the date of this report \$'000
Develop and grow our Renewable Division	500	169	–	–	169
Development of facilities and capacity of 51 Shipyard Road and scale up of operations & invest in plant, machineries & equipment	4,000	1,572	–	(166)	1,406
To explore opportunities in M&A & strategic alliances	1,000	1,000	–	–	1,000
General corporate and working capital purposes	1,243	958	–	(220) <sup>(1)</sup>	738
IPO expenses pursuant to listing	1,804	–	–	–	–
<b>Gross proceeds from the invitation</b>	<b>8,547</b>	<b>3,699</b>	<b>–</b>	<b>(386)</b>	<b>3,313</b>

Note:

(1) Approximately \$0.2 million was utilised as working capital of the Company to pay its ongoing professional expenses, Directors' remuneration and other corporate and administrative expenses.

The Company has also received \$10 million from EDBI, which together with the unutilised IPO proceeds, is currently placed in fixed deposit and pending deployment of fund.

The Company will continue to make periodic announcements on the utilisation of the remaining proceeds as and when such balance of the proceeds is materially disbursed.

## Non-sponsor fees

### (Rule 1204(21) of the Catalist Rule)

The continuing sponsor of the Company is W Capital Markets Pte. Ltd. (the "Sponsor").

For the financial year ended 31 December 2022, no fees relating to non-sponsorship activities or services were paid to the Sponsor.

## Appointment of auditors

The Group has complied with Rules 712 and 715 of the Catalist Rules of the SGX-ST in relation to its auditors.



## Additional Information on Directors Nominated for Re-election

Pursuant to Rule 720(6) of the SGX-ST Catalist Rules, the information as set out in Appendix 7F to the SGX-ST Catalist Rules relating to Mr Ong Yong Loke Joseph and Mr Zulkifly Bin Zakaria, being the Directors who are retiring in accordance with the Company's Constitution at the forthcoming AGM, is set out below:

<b>Name of Director</b>	<b>Ong Yong Loke Joseph</b>	<b>Zulkifly Bin Zakaria</b>
Date of Appointment	28 October 2021	28 October 2021
Date of last re-appointment (if applicable)	N.A.	N.A.
Age	74	69
Country of principal Residence	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The NC has recommended and the Board has agreed for Mr Ong Yong Loke Joseph to retire and seek re-election at the forthcoming AGM.	The NC has recommended and the Board has agreed for Mr Zulkifly Bin Zakaria to retire and seek re-election at the forthcoming AGM.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive  Mr Ong Yong Loke Joseph is the Non-Executive Chairman and Lead Independent Director. He is also the Chairman of the Nominating Committee and a member of the Audit & Risk Committee and Remuneration Committee.	Non-Executive  Mr Zulkifly Bin Zakaria is the Chairman of the Remuneration Committee. He is also a member of the Nominating Committee and Audit & Risk Committee.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Chairman and Lead Independent Director  Chairman of Nominating Committee	Independent and Non-Executive Director  Chairman of Remuneration Committee
Professional Qualifications	Bachelor of Science (Diploma in Quantity Survey) University of Reading, United Kingdom  Member, Singapore Institute of Surveyors and Valuers	Master of Business Administration, University of Wales, United Kingdom  Diploma in Banking Studies, MARA University of Technology
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2022 Annual Report.	Please refer to the Board of Directors section in the Company's 2022 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	300,000 shares	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	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
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)	<b>Directorships</b> -	<b>Directorships</b> IDC Jadi Sdn. Bhd. Malaysia China Business Council Drilltec Offshore Sdn. Bhd. Tanjung Drilltec Sdn. Bhd. Semantan Technologies Corporation Sdn. Bhd.

Name of Director	Ong Yong Loke Joseph	Zulkifly Bin Zakaria
Present	<b>Directorships</b> Tan Chong International Limited Tyre Pacific (HK) Limited Ethoz Auto Leasing Ltd. Ethoz Capital Ltd. Ethoz Protect Pte. Ltd. Sweets Pte Ltd Xiamen Golden Dragon Auto Seat Co. Ltd.	<b>Directorships</b> Hiap Huat Holdings Berhad Sunview Group Berhad Federal International Holding Berhad Lagardere Travel Retail Malaysia Sdn. Bhd. Gradz Engineering Services Sdn. Bhd. PKEINPk Sdn. Bhd. Malaysia-China Friendship Association Nautilus Oilfield Service Sdn. Bhd. Mutiara Ledang Sdn. Bhd. Kumpulan Perubatan Ar Ridzuan Sdn. Bhd.

**Disclose the following matters concerning an appointment of Director, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.**

Name of Director	Ong Yong Loke Joseph	Zulkifly Bin Zakaria
(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?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the past 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities of 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 and 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

## Additional Information on Directors Nominated for Re-election

Name of Director	Ong Yong Loke Joseph	Zulkifly Bin Zakaria
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-	No	No
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or		
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		
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		
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?		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a Director of a listed Company?	Yes	Yes
If yes, please provide details of prior experience.		
If no, please state if the Director has attended or will be attending training on the roles and responsibilities of a Director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the Director to undergo training as prescribed by the Exchange (if applicable).	Mr Ong Yong Loke Joseph is currently a Director of Mooreast Holdings Ltd.	Mr Zulkifly Bin Zakaria is currently a Director of Mooreast Holdings Ltd.

## Directors' statement

For the financial year ended 31 December 2022

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The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Mooreast Holdings Ltd. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2022.

### Opinion of the Directors

In the opinion of the Directors,

- (i) the accompanying statements of financial position, consolidated statement of comprehensive income, statements of changes in equity and consolidated cash flow statement together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and of the financial performance, changes in equity of the Group and of the Company and cash flows of the Group for the year ended on that date, and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

### Directors

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

Ong Yong Loke Joseph

Sim Koon Lam

Mrs Elaine Sim

Lee Sok Koon

Zulkifly Bin Zakaria

### Arrangements to Enable Directors to Acquire Shares and Debentures

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



## Directors' statement

For the financial year ended 31 December 2022

### Directors' interests in shares and debentures

The following Directors, who held office at the end of the financial year, had, according to the register of Directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967, an interest in shares of the Company and its related corporations (other than wholly-owned subsidiaries) as stated below:

Name of Director	Direct interest		Deemed interest	
	At beginning of the financial year or date of appointment, if later	At end of the financial year	At beginning of the financial year or date of appointment, if later	At end of the financial year
<b>Ultimate holding company Feng Tai Investment Pte. Ltd</b>				
Sim Koon Lam	6	6	-	-
Mrs Elaine Sim	4	4	-	-
<b>The Company Mooreast Holdings Ltd.</b>				
Ong Yong Loke Joseph	-	300,000	-	-
Sim Koon Lam	-	394,900	190,634,061	190,634,061
Mrs Elaine Sim	-	-	190,634,061	190,634,061

Sim Koon Lam and Mrs Elaine Sim are deemed interested in the Company's shares by virtue of his/her shareholding in the ultimate holding company, Feng Tai Investment Pte. Ltd.

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

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

### Mooreast Performance Share Plan

On 28 October 2021, the shareholders of the Company approved the Mooreast Performance Share Plan. Awards granted under the Mooreast Performance Share Plan will be principally performance-based, incorporating an element of stretched targets for senior executives and significantly stretched targets for key senior management and Directors aimed at delivering long-term shareholder value.

The plan is administered by the Remuneration Committee. No awards have been granted since the adoption of the scheme.

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### Mooreast Share Option Scheme

On 28 October 2021, the shareholders of the Company approved the adoption of a share option scheme known as the Mooreast Share Option Scheme ("**Scheme**"). The Scheme will provide an opportunity for eligible employees to participate in the equity of the Company, and is designed to primarily reward and retain Directors and employees whose services are vital to the Company's well-being and success.

The plan is administered by the Remuneration Committee. No share options under the Scheme have been granted since the adoption of the scheme.

### Audit Committee

The Audit Committee ("**AC**") carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act 1967, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditors' evaluation of the adequacy and effectiveness of the Group's system of internal controls and the assistance given by management to the external and internal auditors;
- Reviewed findings and recommendations of the internal and external auditors relating to the internal control systems of the Group and management responses and actions to correct any deficiencies;
- Reviewed the half-yearly and annual financial statements, results of the audit and the auditors' report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
- Reviewed the adequacy and effectiveness of the Group's material internal controls, relating to financial, operational, compliance and information technology controls and risk management;
- Met with the internal and external auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the independence and objectivity of the external auditor and the nature and extent of non-audit services provided by the external auditor;
- Recommended to the Board of Directors the external auditor to be nominated, approved the compensation of the external auditor, and results of the audit;
- Reported actions and minutes of the AC to the Board of Directors with such recommendations as the AC considered appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual.

## Directors' statement

For the financial year ended 31 December 2022

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### Audit Committee (cont'd)

The AC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The AC has also conducted a review of interested person transactions.

The AC convened four meetings during the year with full attendance from all members for three of the said meetings. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

### Auditor

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the Board of Directors,

Sim Koon Lam  
Director

Lee Sok Koon  
Director

Singapore

27 March 2023

## Independent auditor's report

For the financial year ended 31 December 2022

Independent auditor's report to the members of Mooreast Holdings Ltd.

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### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Mooreast Holdings Ltd. (the "**Company**") and its subsidiaries (collectively, the "**Group**"), which comprise the statements of financial position of the Group and Company as at 31 December 2022, the statements of changes in equity of the Group and Company, and consolidated statement of comprehensive income and consolidated cash flow statement 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, the statement of financial position, the statement of comprehensive income and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

#### Basis for opinion

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

#### Key audit matters

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

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

#### Recoverability of trade receivables

As at 31 December 2022, the carrying amount of the Group's trade receivables, net of allowance for expected credit losses ("**ECL**") of \$409,083 amounted to \$8,634,004, which represented 12% of its total assets.

Due to the inherent risk surrounding the industries which the Group operates in, there are increased risks in collection of trade receivables. The Group determines the ECL of trade receivables by making debtor-specific assessment of expected impairment loss for overdue trade receivables and using a provision matrix for remaining trade receivables that is based on its historical credit loss experience, debtors' ability to pay and forward-looking information specific to the debtors and economic environment that the debtors' operation is in. This assessment requires management to exercise significant judgement. Accordingly, we determined this as a key audit matter.



# Independent auditor's report

For the financial year ended 31 December 2022

Independent auditor's report to the members of Mooreast Holdings Ltd.

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## Key audit matters (cont'd)

### Recoverability of trade receivables (cont'd)

Our audit procedures included, amongst others, obtaining an understanding of the Group's processes and key controls relating to the monitoring of trade receivables and considered their trade receivables ageing process to identify collection risks. We reviewed the reasonableness of significant judgement used by the management in assessing the recoverability of trade receivables and management's assessment of the recoverability of long outstanding and overdue trade receivables. We tested the reasonableness of management's assumptions and inputs used in the ECL model by comparing to historical credit loss rates, and reviewed data and information that management has used, including consideration of forward-looking information based on specific economic data. We checked the arithmetic accuracy of management's computation of ECL. We reviewed the trade receivables ageing analysis and checked to subsequent receipts from major debtors. We obtained documentary evidence, representation and explanations from management to assess the recoverability of long outstanding debts, where applicable. In addition, we reviewed the adequacy of the disclosures relating to impairment of trade receivables and credit risk in Note 12 and Note 28(a) to the consolidated financial statements respectively.

## Other information

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

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

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

## Responsibilities of management and Directors for the financial statements

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

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

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

## Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

### **Report on other legal and regulatory requirements**

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Boon Heng.

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants

Singapore

27 March 2023

# Consolidated statement of comprehensive income

For the financial year ended 31 December 2022

		Group	
	Note	2022 \$	2021 \$
<b>Revenue</b>	4	27,837,953	14,199,984
Cost of sales		(16,973,814)	(8,186,406)
<b>Gross profit</b>		10,864,139	6,013,578
<b>Other items of income</b>			
Interest income		492,028	36,401
Other income	5	2,705,218	924,807
<b>Other items of expense</b>			
Marketing and distribution		(503,654)	(195,202)
Administrative expenses		(7,784,587)	(6,816,076)
Interest expenses		(1,772,647)	(964,764)
Research and development expenses		(857,880)	-
Other expenses	5	(1,144,461)	(1,107,785)
<b>Profit/(loss) before tax</b>	6	1,998,156	(2,109,041)
Income tax expense	9	(624,783)	(187,316)
<b>Profit/(loss) net of tax</b>		1,373,373	(2,296,357)
<b>Other comprehensive income:</b>			
<b>Items that may be reclassified subsequently to profit or loss</b>			
Foreign currency translation		68,988	39,752
<b>Total comprehensive income for the financial year attributable to shareholders of the Company</b>		1,442,361	(2,256,605)
<b>Earnings per share attributable to ordinary equity holders</b>			
Basic (cents)	8	0.53	(7)
Diluted (cents)	8	0.50	(7)

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

## Statements of financial position

As at 31 December 2022

Assets	Note	Group		Company	
		2022 \$	2021 \$	2022 \$	2021 \$
<b>Non-current assets</b>					
Right-of-use assets	16	31,659,485	33,098,422	-	-
Plant and equipment	10	4,984,021	4,691,206	-	-
Investment in subsidiaries	11	-	-	10,587,175	10,587,175
Trade and other receivables	12	2,554,896	5,192,486	-	-
		<u>39,198,402</u>	<u>42,982,114</u>	<u>10,587,175</u>	<u>10,587,175</u>
<b>Current assets</b>					
Inventories	13	6,264,583	8,609,437	-	-
Trade and other receivables	12	6,641,776	3,428,178	1,578,097	44,572
Contract assets	4	2,017,795	50,778	-	-
Prepaid operating expenses		1,637,510	794,059	26,033	26,584
Cash and bank balances	14	19,105,101	20,306,748	14,961,050	18,131,857
		<u>35,666,765</u>	<u>33,189,200</u>	<u>16,565,180</u>	<u>18,203,013</u>
<b>Total assets</b>		<u>74,865,167</u>	<u>76,171,314</u>	<u>27,152,355</u>	<u>28,790,188</u>
<b>Current liabilities</b>					
Trade and other payables	15	5,662,630	4,647,508	133,769	1,693,908
Amount due to a Director	15	-	2,000,000	-	-
Contract liabilities	4	308,626	1,373,229	-	-
Lease liabilities	16	884,298	712,508	-	-
Income tax payable		1,052,912	355,368	-	-
Loans and borrowings	17	1,059,322	1,172,341	-	-
		<u>8,967,788</u>	<u>10,260,954</u>	<u>133,769</u>	<u>1,693,908</u>
<b>Net current assets</b>		<u>26,698,977</u>	<u>22,928,246</u>	<u>16,431,411</u>	<u>16,509,105</u>
<b>Non-current liabilities</b>					
Lease liabilities	16	9,964,984	10,674,567	-	-
Deferred tax liabilities	19	581,498	704,626	-	-
Provision for reinstatement	21	2,095,066	2,000,000	-	-
Convertible notes	18	4,768,122	4,592,041	4,768,122	4,592,041
Loans and borrowings	17	25,258,765	26,152,543	-	-
		<u>42,668,435</u>	<u>44,123,777</u>	<u>4,768,122</u>	<u>4,592,041</u>
<b>Total liabilities</b>		<u>51,636,223</u>	<u>54,384,731</u>	<u>4,901,891</u>	<u>6,285,949</u>
<b>Net assets</b>		<u>23,228,944</u>	<u>21,786,583</u>	<u>22,250,464</u>	<u>22,504,239</u>

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



## Statements of financial position

As at 31 December 2022

	Note	Group		Company	
		2022 \$	2021 \$	2022 \$	2021 \$
<b>Equity attributable to shareholders of the Company</b>					
Share capital	20	23,635,984	23,635,984	23,635,984	23,635,984
Capital reserve	20	(9,587,174)	(9,587,174)	-	-
Other reserve	18	407,204	407,204	407,204	407,204
Retained earnings/ (accumulated losses)		8,645,376	7,272,003	(1,792,724)	(1,538,949)
Foreign currency translation reserve		127,554	58,566	-	-
<b>Total equity</b>		<b>23,228,944</b>	<b>21,786,583</b>	<b>22,250,464</b>	<b>22,504,239</b>
<b>Total equity and liabilities</b>		<b>74,865,167</b>	<b>76,171,314</b>	<b>27,152,355</b>	<b>28,790,188</b>

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

## Statements of changes in equity

For the financial year ended 31 December 2022

Group	Share capital \$ (Note 20)	Capital reserve <sup>(1)</sup> \$	Other reserve \$	Retained earnings/ (accumulated losses) \$	Foreign currency translation reserve \$	Total equity \$
<b>2022</b>						
Opening balance at 1 January 2022	23,635,984	(9,587,174)	407,204	7,272,003	58,566	21,786,583
Profit net of tax	-	-	-	1,373,373	-	1,373,373
Foreign currency translation	-	-	-	-	68,988	68,988
Total comprehensive income for the financial year	-	-	-	1,373,373	68,988	1,442,361
Closing balance at 31 December 2022	23,635,984	(9,587,174)	407,204	8,645,376	127,554	23,228,944
<b>2021</b>						
Opening balance at 1 January 2021	1,000,000	-	-	24,568,360	18,814	25,587,174
Loss net of tax	-	-	-	(2,296,357)	-	(2,296,357)
Foreign currency translation	-	-	-	-	39,752	39,752
Total comprehensive income for the financial year	-	-	-	(2,296,357)	39,752	(2,256,605)
Issuance of ordinary shares	23,202,153	-	-	-	-	23,202,153
Issuance of convertible notes (Note 18)	-	-	407,204	-	-	407,204
Dividends on ordinary shares (Note 22)	-	-	-	(15,000,000)	-	(15,000,000)
Share issuance expenses (Note 20)	(566,169)	-	-	-	-	(566,169)
Restructuring exercise (Note 20)	-	(9,587,174)	-	-	-	(9,587,174)
Closing balance at 31 December 2021	23,635,984	(9,587,174)	407,204	7,272,003	58,566	21,786,583

(1) Capital reserve arose from restructuring exercise during financial year ended 2021.

## Statements of changes in equity

For the financial year ended 31 December 2022

Company	Share capital \$ (Note 20)	Accumulated losses \$	Other reserve \$	Total equity \$
<b>2022</b>				
Opening balance as at 1 January 2022	23,635,984	(1,538,949)	407,204	22,504,239
Total comprehensive income for the financial year	–	(253,775)	–	(253,775)
Closing balance at 31 December 2022	23,635,984	(1,792,724)	407,204	22,250,464
<b>2021</b>				
Opening balance as at 8 June 2021 (date of incorporation)	1	–	–	1
Total comprehensive income for the financial year	–	(1,538,949)	–	(1,538,949)
Issuance of convertible notes (Note 18)	–	–	407,204	407,204
Issuance of new shares (Note 20)	24,202,152	–	–	24,202,152
Share issuance expenses (Note 20)	(566,169)	–	–	(566,169)
Closing balance at 31 December 2021	23,635,984	(1,538,949)	407,204	22,504,239

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

## Consolidated cash flow statement

For the financial year ended 31 December 2022

	2022 \$	2021 \$
<b>Operating activities:</b>		
Profit/(loss) before tax	1,998,156	(2,109,041)
Adjustments for:		
Depreciation of plant and equipment	1,550,670	1,197,743
Depreciation of right-of-use assets	1,713,859	1,317,367
Gain on disposal of right-of-use assets	–	(15,130)
Gain on disposal of plant and equipment	(1,331,211)	(31,280)
Initial Public Offering (“IPO”) expenses	–	1,270,973
Interest income	(492,028)	(36,401)
Interest expense	664,249	585,891
Interest expense on lease liabilities	482,317	264,801
Interest expense on convertible notes	626,081	114,072
Unrealised foreign exchange loss	67,420	258,671
Reversal of allowance for inventories obsolescence	(13,594)	(13,993)
Bad debts written off	–	5,885
Allowance for expected credit losses	37,642	211,441
<b>Operating cash flows before changes in working capital</b>	<b>5,303,561</b>	<b>3,020,999</b>
Changes in working capital		
Decrease/(increase) in inventories	2,358,448	(1,149,949)
(Increase)/decrease in trade and other receivables	(2,304,503)	5,653,950
(Increase)/decrease in prepaid operating expenses	(852,951)	91,986
(Decrease)/increase in trade and other payables	(103,347)	1,213,615
Restricted cash (Note 14)	(67,866)	(38,845)
<b>Cash flows from operations</b>	<b>4,333,342</b>	<b>8,791,756</b>
Interest paid	(1,349)	(7,629)
Income tax paid	(50,367)	(865,674)
<b>Net cash flows generated from operating activities</b>	<b>4,281,626</b>	<b>7,918,453</b>
<b>Investing activities</b>		
Purchase of plant and equipment	(2,623,505)	(1,912,559)
Purchase of right-of-use assets	–	(19,504,400)
Proceeds from disposal of plant and equipment	2,111,231	349,291
Interest received	159,853	36,401
<b>Net cash flows used in investing activities</b>	<b>(352,421)</b>	<b>(21,031,267)</b>
<b>Financing activities</b>		
Interest paid on lease liabilities	(482,317)	(264,801)
Repayment of lease liabilities	(803,215)	(680,821)
Proceeds from loans and borrowings	–	14,800,000
Interest paid on loans and borrowings	(347,623)	(84,476)
Repayment of loans and borrowings	(1,083,300)	(481,188)
IPO expenses paid	–	(1,837,142)
Amount due to a Director	(2,000,000)	–
Proceeds from issuance of convertible note	–	5,000,000
Interest paid on convertible note	(450,000)	–
Proceeds from issuance of ordinary share	–	13,547,000
<b>Net cash flows (used in)/generated from financing activities</b>	<b>(5,166,455)</b>	<b>29,998,572</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(1,237,250)</b>	<b>16,885,758</b>
Effect of exchange rate changes on cash and cash equivalents	(32,263)	41,981
Cash and cash equivalents at 1 January	20,244,039	3,316,300
<b>Cash and cash equivalents at 31 December (Note 14)</b>	<b>18,974,526</b>	<b>20,244,039</b>

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

# Notes to the financial statements

For the financial year ended 31 December 2022

## 1 Corporate information

Mooreast Holdings Ltd. (the “**Company**”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Catalist Board of Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The immediate and ultimate holding company is Feng Tai Investment Pte. Ltd., a private limited company incorporated in Singapore.

The registered office and principal place of business of the Company is located at 51 Shipyard Road, Mooreast Offshore Base, Singapore 628139.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 11 to the financial statements.

## 2 Summary of significant accounting policies

### 2.1 Basis of preparation

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

The consolidated financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The consolidated financial statements are presented in Singapore dollars (“**SGD**” or “**\$**”), which is also the functional currency of the Company, except when otherwise indicated.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

### 2.2 Changes in accounting policies

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

### 2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies	1 January 2023
Amendments to SFRS(I) 1-8: Definition of Accounting Estimates	1 January 2023
Amendments to SFRS(I) 1-12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to SFRS(I) 1-1: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 1-1: Non-current Liabilities with Covenants	1 January 2024
Amendments to SFRS(I) 16: Lease Liability in a Sale and Leaseback	1 January 2024

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



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

### 2.4 Basis of consolidation and business combinations

#### (a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. Control is achieved when the Group 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. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of 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.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("**OCI**") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

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

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

#### **(b) Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of SFRS(I) 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with SFRS(I) 9. Other contingent consideration that is not within the scope of SFRS(I) 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit ("CGU") and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

#### **2.5 Foreign currency**

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

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

### 2.5 Foreign currency (cont'd)

#### (a) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Differences arising on the settlement or translation of monetary items are recognised in the profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recognised in OCI.

#### (b) Consolidated financial statements

On consolidation, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange prevailing at the reporting date and their statements profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

### 2.6 Plant and equipment

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of plant and equipment includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the plant and equipment.

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

Motor vehicles	6 years
Furniture and fittings	3 years
Workshop and office equipment	3 to 15 years
Computers and software	3 years
Renovation	3 to 10 years
Rental equipment	3 to 10 years

Fully depreciated assets still in use are retained in the financial statements until they are no longer in use and no further charge for depreciation is made in respect of these assets.

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

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

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

# Notes to the financial statements

For the financial year ended 31 December 2022

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

### 2.7 Leases

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

#### Group as a lessee

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

#### (i) Rights-of-use assets

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

Leasehold property	The lower of remaining lease period and 22 years
Motor vehicles	5 years
Workshop equipment	3 to 20 years
Software	3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.8.

#### (ii) Lease liabilities

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

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at initial application or lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

### 2.7 Leases (cont'd)

#### Group as a lessee (cont'd)

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

#### Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### 2.8 Impairment of non-financial assets

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

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

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

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

### 2.9 Subsidiaries

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

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

### 2.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (a) Financial assets

##### Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss.



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

### 2.10 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Initial recognition and measurement (cont'd)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest' ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date (i.e., the date that the Group commits to purchase or sell the asset).

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); or
- Financial assets at fair value through profit or loss.

The Group has no financial assets carried at fair value through OCI for both debt and equity instruments, and no financial assets carried at fair value through profit or loss.

##### *Financial assets at amortised cost (debt instruments)*

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- That contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade and other receivables and cash and bank balances.

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

### 2.10 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### (b) Financial liabilities

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, convertible notes, lease liabilities and loans and borrowings.

##### Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss; or
- Financial liabilities at amortised cost.

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by SFRS(I) 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in SFRS(I) 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

##### *Financial liabilities at amortised cost (loans and borrowings)*

# Notes to the financial statements

For the financial year ended 31 December 2022

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

### 2.10 Financial instruments (cont'd)

#### (b) Financial liabilities (cont'd)

##### Subsequent measurement (cont'd)

##### Financial liabilities at amortised cost (loans and borrowings) (cont'd)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to loans and borrowings (Note 17).

##### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### (c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 2.11 Convertible notes

Compound financial instruments issued by the Group comprise convertible notes denominated in Singapore dollars that can either be converted to ordinary shares or to be repaid in cash at any time on or after maturity at a 20% premium.

The host debt component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.

Interest related to the financial liability is recognised in profit or loss.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured.

### 2.12 Impairment of financial assets

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

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

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

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

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

### 2.13 Cash and bank balances

Cash and bank balances comprise cash at bank and on hand and demand deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for, as follows:

- Raw materials: purchase cost on a first-in-first-out basis
- Finished goods and work in progress: cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

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

### 2.15 Provisions

#### General

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

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

#### Provision for reinstatement

The Group recognised a provision for reinstatement cost when there is obligation to restore the property, plant and equipment to its original condition upon termination of the contract leases. The reinstatement cost is estimated when modifications are performed on the properties, based on quotation from contractor. The provision for reinstatement cost is reviewed annually and adjusted as appropriate.

### 2.16 Employee benefits

#### (a) Defined contribution plans

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

#### (b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

### 2.17 Revenue recognition

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

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

## Notes to the financial statements

For the financial year ended 31 December 2022

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

#### 2.17 Revenue recognition (cont'd)

##### (a) Sales of goods

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The amount of revenue recognised is based on the contracted price per the purchase order.

##### (b) Rendering of services

Revenue from operator services, and repair and maintenance are recognised upon satisfaction of performance obligation when services are rendered to customers over time.

##### (c) Rental income

Rental income arising from operating leases on rental equipment is recognised over time on a straight-line basis over the lease term.

#### 2.18 Interest income

Interest income is recognised in the consolidated statement of comprehensive income for all interest-bearing financial instruments using the effective interest method.

#### 2.19 Taxes

##### (a) Current income tax

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

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

##### (b) Deferred tax

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

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.



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

### 2.19 Taxes (cont'd)

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

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

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

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

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### (c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

### 2.20 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

### 2.21 Share capital and share issue expenses

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

### 2.22 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.

### 2.23 Borrowing costs

All borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss in the period in which they are incurred.

## Notes to the financial statements

For the financial year ended 31 December 2022

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

#### 2.24 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 balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

#### 2.25 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; or
  - (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; or
  - (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.
  - (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).

### 3 Significant accounting judgements and estimates

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

### 3 Significant accounting judgements and estimates (cont'd)

#### 3.1 Judgements made in applying accounting policies

Management is of the opinion that there were no significant judgements made in applying the accounting policies in the consolidated financial statements.

#### 3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were 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.

##### (a) Useful lives and residual value of rental equipment

The cost of rental equipment is depreciated on a straight-line basis over their estimated economic useful lives. The Group reviews the estimated useful lives and residual value of its rental equipment at the start of each reporting period. In determining the residual values and useful lives of rental equipment, management considers factors such as market prices of used rental equipment, expected usage levels, maintenance and repair cost, technical or commercial obsolescence. Changes in these factors could potentially impact the economic useful lives and residual value of these assets, and thereby resulting in changes in future depreciation charges. Such changes are accounted for prospectively.

The carrying amounts of the Group's rental equipment at the end of the reporting period are disclosed in Note 10 of the financial statements.

##### (b) Impairment of investment in subsidiaries

The Company assesses at the end of each reporting period whether there is any objective evidence that the investments in subsidiaries are impaired. Management considers factors such as the historical and current performances, estimated value and probability of future cash flows.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the subsidiaries using suitable discount rates to calculate the present value of those cash flows. The carrying amount of the Company's investments in subsidiaries at the reporting date are disclosed in Note 11.

##### (c) Allowance for expected credit losses of trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The carrying amount of the Group's trade and other receivables and information about the ECL are disclosed in Note 12 and Note 28(a).

##### (d) Allowance for slow-moving and obsolete inventories

The Group carries out inventories review on a product-by-product basis to determine the allowance for slow-moving and inventories obsolescence and whether inventories are stated at the lower of cost and net realisable value. For the purpose of determining whether inventories are stated at the lower of cost and net realisable value, management's estimates of the net realisable value of the inventories at the end of the reporting period are based primarily on the latest selling prices and the market conditions. The carrying amount of the Group's inventories stated at net realisable value at the end of the reporting period is disclosed in Note 13.

##### (e) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group 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. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and makes certain adjustments for entity-specific estimates.

**4 Revenue**

**(a) Disaggregation of revenue**

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Sale of goods	15,905,160	7,921,682
Rental of equipment	4,039,955	4,826,110
Services rendered	7,892,838	1,452,192
	27,837,953	14,199,984
<b>Timing of transfer of goods or services</b>		
At a point in time	12,121,285	7,921,682
Over time	15,716,668	6,278,302
	27,837,953	14,199,984

**(b) Contract assets and liabilities**

Information about trade receivables, contract assets and contract liabilities from contracts with customers are disclosed as follows:

	<b>Group</b>		
	<b>31 December</b>	<b>31 December</b>	<b>1 January</b>
	<b>2022</b>	<b>2021</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Receivables from contracts with customers	8,634,004	5,190,525	8,220,778
Contract assets	2,017,795	50,778	60,934
Contract liabilities	308,626	1,373,229	546,853

Contract assets primarily relate to the Group's right to consideration for goods or services provided but not yet billed at reporting date. They are transferred to receivables when the rights became unconditional.

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers. Contract liabilities are recognised as revenue as the Group performs under the contract.

Significant changes in contract liabilities are explained as follows:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	1,317,499	157,138

**5 Other income/(expenses)**

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Gain on disposal of right-of-use assets	–	15,130
Gain on disposal of plant and equipment	1,331,211	31,280
Gain on foreign exchange	–	63,530
Sales of scrap metal	202,420	180,331
Government grants	1,138,710	553,679
Reversal of allowance for inventories obsolescence	13,594	13,993
Others	19,283	66,864
<b>Other income</b>	<b>2,705,218</b>	<b>924,807</b>
Legal and other professional fees	(472,506)	(585,974)
Allowance for expected credit losses (Note 12)	(37,642)	(211,441)
Property tax	(502,136)	(143,806)
Donations	(10,307)	(67,092)
Bad debts written off	–	(5,885)
Others	(121,870)	(93,587)
<b>Other expenses</b>	<b>(1,144,461)</b>	<b>(1,107,785)</b>

Government grants received in current year mainly relate to cash grants received from the government in Singapore to support high-growth companies raising capital in public equity market and to support companies to develop innovative technology and products.

**6 Profit/(loss) before tax**

The following items have been included in arriving at profit/(loss) before tax:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Inventories recognised as an expense in cost of sales (Note 13)	10,946,149	5,617,250
IPO expenses	–	1,270,973
Staff costs (Note 7)	5,106,677	3,172,349
Transport expenses	440,847	149,392
Depreciation of plant and equipment (Note 10)	1,550,670	1,197,743
Depreciation of right-of-use assets (Note 16)	1,713,859	1,317,367
Reversal of allowance for inventories obsolescence (Note 13)	(13,594)	(13,993)
Interest expenses:		
- Lease liabilities (Note 16)	482,317	264,801
- Loans and borrowings (Note 17)	424,126	90,548
- Convertible notes (Note 18)	626,081	114,072
- Significant financing component from contract with customers	143,708	487,714



## Notes to the financial statements

For the financial year ended 31 December 2022

### 7 Staff costs

	Group	
	2022 \$	2021 \$
Salaries and bonuses	3,967,171	2,499,194
CPF contributions	373,364	267,123
Others	766,142	406,032
	<u>5,106,677</u>	<u>3,172,349</u>

Included in staff costs are Key Management Personnel remuneration, as disclosed in Note 23 to the financial statements.

### 8 Earnings per share

Basic earnings per share are calculated by dividing profit for the financial year, net of tax, attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing profit for the financial year, net of tax, attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. In prior year, diluted earnings per share is the same as basic earnings per share as the effect of conversion of the convertible notes is anti-dilutive.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	2022 \$	2021 \$
Profit/(loss) for the financial year attributable to ordinary equity holders for basic and diluted earnings	<u>1,373,373</u>	<u>(2,296,357)</u>
	<b>No. of shares</b>	<b>No. of shares</b>
Weighted average number of ordinary shares for basic EPS	<u>259,000,000</u>	<u>34,122,019</u>
Weighted average number of ordinary shares for diluted EPS	<u>276,482,517</u>	<u>51,604,536</u>

\*As the Company was only incorporated on 8 June 2021, for the purpose of comparison, the basic and diluted earnings per share have been computed based on weighted-average number of ordinary shares for the 12-month period ended 31 December 2021.

## 9 Income tax expense

### Major components of income tax expense

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

	Group	
	2022 \$	2021 \$
Current income tax:		
- Current year	807,863	267,386
- Over provision in respect of prior year	(59,952)	(20,474)
	747,911	246,912
Deferred tax:		
- Origination and reversal of temporary differences	(123,128)	(98,096)
- Under provision in respect of prior year	-	38,500
	(123,128)	(59,596)
Income tax expense recognised in profit or loss	624,783	187,316

### Relationship between tax expense and accounting profit/(loss)

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

	Group	
	2022 \$	2021 \$
Profit/(loss) before tax	1,998,156	(2,109,041)
Tax at statutory rate of 17% (2021: 17%)	339,687	(358,537)
Non-deductible expenses	451,078	459,984
Income not subject to tax	(140,903)	(58,200)
Deferred tax assets not recognised	37,545	190,281
Utilisation of previously unrecognised tax losses	(13,010)	-
Effect of partial tax exemption and tax relief	(17,425)	(18,312)
(Over)/under provision in respect of previous year	(59,952)	18,026
Effects of higher tax rates in Netherlands and Scotland	(5,420)	(46,312)
Others	33,183	386
Income tax expense recognised in profit or loss	624,783	187,316

As at 31 December 2022, the Group has unutilised tax losses of approximately \$1,018,000 (2021: \$921,000) available for offset against future taxable profits, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to agreement of the tax authority and compliance with the relevant provisions of the respective countries' Corporate Income Tax Act.

## Notes to the financial statements

For the financial year ended 31 December 2022

### 10 Plant and equipment

Group	Motor vehicles \$	Furniture and fittings \$	Workshop and office equipment \$	Computers and software \$	Renovation \$	Rental equipment \$	Total \$
<b>Cost:</b>							
At 1 January 2021	339,683	25,645	2,842,998	389,956	1,152,372	8,576,137	13,326,791
Additions	226,500	60,866	172,420	48,992	861,928	541,853	1,912,559
Disposals	–	(14,485)	(662,021)	(97,418)	(1,431,153)	(158,893)	(2,363,970)
At 31 December 2021 and 1 January 2022	566,183	72,026	2,353,397	341,530	583,147	8,959,097	12,875,380
Additions	192,800	–	813,477	247,233	167,424	1,202,571	2,623,505
Disposals	(237,328)	–	–	–	–	(2,160,578)	(2,397,906)
At 31 December 2022	521,655	72,026	3,166,874	588,763	750,571	8,001,090	13,100,979
<b>Accumulated depreciation:</b>							
At 1 January 2021	299,232	25,618	2,059,361	320,351	1,130,032	5,197,796	9,032,390
Charge for the financial year	24,155	7,337	151,194	47,076	63,792	904,189	1,197,743
Disposals	–	(14,479)	(654,892)	(96,725)	(1,140,287)	(139,576)	(2,045,959)
At 31 December 2021 and 1 January 2022	323,387	18,476	1,555,663	270,702	53,537	5,962,409	8,184,174
Charge for the financial year	52,540	20,303	238,041	84,231	181,144	974,411	1,550,670
Disposals	(237,325)	–	–	–	–	(1,380,561)	(1,617,886)
At 31 December 2022	138,602	38,779	1,793,704	354,933	234,681	5,556,259	8,116,958
<b>Net carrying amount:</b>							
At 31 December 2022	383,053	33,247	1,373,170	233,830	515,890	2,444,831	4,984,021
At 31 December 2021	242,796	53,550	797,734	70,828	529,610	2,996,688	4,691,206

## 11 Investment in subsidiaries

	Group	
	2022 \$	2021 \$
Unquoted shares, at cost	10,587,175	10,587,175

Details of the subsidiaries at 31 December are as follows:

Name of subsidiaries (Country of incorporation)	Principal activities (Place of business)	Cost		Percentage of equity held by the Group	
		2022 \$	2021 \$	2022 %	2021 %
Mooreast Asia Pte Ltd (Singapore, incorporated on 16 March 2010) <sup>2</sup>	Provision of mooring systems and related services (Singapore)	10,587,174	10,587,174	100	100
Mooreast Rigging Pte. Ltd (Singapore, incorporated on 14 July 2016) <sup>2</sup>	Building of ships & other ocean-going vessels including selling of marine equipment and accessories (Singapore)	- <sup>1</sup>	- <sup>1</sup>	100	100
Mooreast Renewables Pte Ltd (Singapore, incorporated on 10 September 2018) <sup>2</sup>	Engineering design & consultancy services in energy management & clean energy systems (Singapore)	- <sup>1</sup>	- <sup>1</sup>	100	100
<i>Held through Mooreast Asia Pte Ltd:</i>					
Mooreast Europe B.V (The Netherlands, incorporated on 29 August 2014) <sup>3</sup>	Consultancy services in and trading of marine related equipment and accessories (Europe)	16,587	16,587	100	100
<i>Held through Mooreast Renewables Pte Ltd:</i>					
Mooreast UK Co Limited (Scotland, incorporated on 4 July 2022) <sup>3</sup>	Provision of mooring solutions for the Floating Renewable Energy Industry (United Kingdom)	244,650	-	100	-

(1) Amount less than \$1

(2) Audited by Ernst & Young LLP, Singapore

(3) Reviewed by Ernst & Young LLP, Singapore for the purpose of group consolidation

## Notes to the financial statements

For the financial year ended 31 December 2022

### 12 Trade and other receivables

	Group		Company	
	2022 \$	2021 \$	2022 \$	2021 \$
<b>Non-current assets</b>				
Trade receivables	2,554,896	2,329,903	–	–
Other receivables	–	2,862,583	–	–
	<u>2,554,896</u>	<u>5,192,486</u>	<u>–</u>	<u>–</u>
<b>Current assets</b>				
Trade receivables	6,079,108	2,860,622	–	–
Deposits	98,953	11,648	11,348	11,348
GST receivables	73,614	271,248	–	32,780
Other receivables	390,101	284,660	75,978	444
Amount due from subsidiaries	–	–	1,490,771	–
	<u>6,641,776</u>	<u>3,428,178</u>	<u>1,578,097</u>	<u>44,572</u>
Total trade and other receivables	<u>9,196,672</u>	<u>8,620,664</u>	<u>1,578,097</u>	<u>44,572</u>
Add: Cash and cash equivalents (Note 14)	18,974,526	20,244,039	14,961,050	18,131,857
Less: GST receivables	(73,614)	(271,248)	–	(32,780)
Total financial assets carried at amortised cost	<u>28,097,584</u>	<u>28,593,455</u>	<u>16,539,147</u>	<u>18,143,649</u>

#### Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amount which represents their fair values on initial recognition.

#### Other receivables

Included in other receivables is compensation of \$81,736 (2021: \$3,121,027) due from a customer for the premature termination of a contractual agreement.

Trade and other receivables denominated in a foreign currency other than the respective functional currencies of the Group and its subsidiaries at 31 December is as follow:

	Group	
	2022 \$	2021 \$
United States Dollars	5,759,784	7,155,741

#### ECL of trade and other receivables

The movement in allowance for expected credit losses of trade and other receivables computed based on lifetime ECL are as follows:

	Group	
	2022 \$	2021 \$
Movement in allowance accounts:		
At 1 January	371,441	160,000
Addition:		
- Trade receivables	109,083	140,000
- Other receivables	–	71,441
Reversal of allowance for expected credit losses	(71,441)	–
At 31 December	<u>409,083</u>	<u>371,441</u>



**13 Inventories**

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Raw materials, at cost	2,001,024	2,725,198
Work-in-progress, at cost	90,604	42,893
Finished goods, at cost	4,179,190	5,624,565
Consumables, at cost	80,880	317,490
	6,351,698	8,710,146
Less: Allowance for inventories obsolescence	(87,115)	(100,709)
	6,264,583	8,609,437
Movement in allowance account:		
At 1 January	100,709	186,236
Reversal of allowance for inventories obsolescence	(13,594)	(13,993)
Inventories written off	–	(71,534)
At 31 December	87,115	100,709
<b>Statement of comprehensive income:</b>		
Inventories recognised as an expense in cost of sales	10,946,149	5,617,250

The reversal of allowance for inventories obsolescence was made when the related inventories were sold above their carrying amount.

**14 Cash and bank balances**

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash at bank	19,103,945	20,306,542	14,961,050	18,131,857
Cash on hand	1,156	206	–	–
	19,105,101	20,306,748	14,961,050	18,131,857
Less: Restricted cash	(130,575)	(62,709)	–	–
Cash and cash equivalents	18,974,526	20,244,039	14,961,050	18,131,857

Restricted cash of \$130,575 (2021: \$62,709) represents cash at bank that has been set aside, at the subsidiary level, as performance guarantee for ongoing contracts.

Cash and cash equivalents denominated in foreign currencies other than the respective functional currencies of the Company and its subsidiaries at 31 December are as follows:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
United States Dollars	1,807,590	1,083,087
EURO	9,901	21,124

## Notes to the financial statements

For the financial year ended 31 December 2022

### 15 Trade and other payables

	Group		Company	
	2022 \$	2021 \$	2022 \$	2021 \$
Trade payables	3,597,987	3,471,534	–	–
Other payables:				
Sundry payables	343,842	545,310	6,420	7,890
GST payables	7,540	–	7,279	–
Accruals	1,713,261	630,664	120,070	102,150
Amount due to a subsidiary	–	–	–	1,583,868
Total trade and other payables	5,662,630	4,647,508	133,769	1,693,908
Add: Amount due to a Director	–	2,000,000	–	–
Add: Lease liabilities (Note 16)	10,849,282	11,387,075	–	–
Add: Loans and borrowings (Note 17)	26,318,087	27,324,884	–	–
Add: Convertible notes (Note 18)	4,768,122	4,592,041	4,768,122	4,592,041
Less: GST Payables	(7,540)	–	(7,279)	–
Total financial liabilities carried at amortised cost	47,590,581	49,951,508	4,894,612	6,285,949

#### Trade payables

Trade payables are non-interest bearing. Trade payables are normally settled on 60 days' terms.

Trade and other payables denominated in foreign currencies other than the respective functional currencies of the Group and its subsidiaries as at 31 December are as follow:

	Group	
	2022 \$	2021 \$
United States Dollars	1,838,983	2,078,659
Euro	252,129	358,735
British Pound	278,275	–

#### Amount due to a Director

Amount due to a Director is unsecured, non-trade in nature, non-interest bearing and has been repaid in full during the year.

## 16 Leases

The Group has lease contracts for various items of leasehold property, motor vehicles and workshop equipment used in its operations. Leases of leasehold property, motor vehicles and workshop equipment generally have lease terms between 3 to 22 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Group	Leasehold property \$	Motor vehicles \$	Workshop equipment \$	Software \$	Total \$
<b>As at 1 January 2021</b>	1,854,159	48,158	799,139	-	2,701,456
Additions	30,466,024	-	2,620,173	-	33,086,197
Depreciation	(1,174,705)	(16,477)	(126,185)	-	(1,317,367)
Disposal	(1,371,864)	-	-	-	(1,371,864)
<b>As at 31 December 2021 and 1 January 2022</b>	29,773,614	31,681	3,293,127	-	33,098,422
Lease modification	17,154	-	-	-	17,154
Additions	217,240	-	-	40,528	257,768
Depreciation	(1,466,693)	(16,477)	(219,431)	(11,258)	(1,713,859)
<b>As at 31 December 2022</b>	28,541,315	15,204	3,073,696	29,270	31,659,485

The Group's leasehold property is located at 51 Shipyard Road, Mooreast Offshore Base, Singapore 628139.

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Group	2022 \$	2021 \$
<b>As at 1 January</b>	11,387,075	1,873,093
Lease modification	17,154	-
Accretion of interest	482,317	264,801
Additions	248,268	11,581,797
Disposal	-	(1,386,994)
Payments	(1,285,532)	(945,622)
<b>As at 31 December</b>	10,849,282	11,387,075
Current	884,298	712,508
Non-current	9,964,984	10,674,567

The maturity analysis of lease liabilities is disclosed in Note 28(b).

The following are the amounts recognised in profit or loss:

	2022 \$	2021 \$
Depreciation of right-of-use assets	1,713,859	1,317,367
Interest expense on leases liabilities	482,317	264,801
Total amount recognised in profit or loss	2,196,176	1,582,168

The Group had total cash outflows for leases of \$1,285,532 (2021: \$945,622) in 2022.

## Notes to the financial statements

For the financial year ended 31 December 2022

### 16 Leases (cont'd)

The reconciliation of lease liabilities arising from financing activities is as follows:

	Non-cash changes						31 December \$
	1 January \$	Cash flows \$	Accretion of interests \$	Addition \$	Lease modification \$	Others \$	
<b>Group 2022</b>							
<b>Lease liabilities</b>							
Current	712,508	(1,285,532)	482,317	118,700	–	856,305	884,298
Non-current	10,674,567	–	–	129,568	17,154	(856,305)	9,964,984
	<u>11,387,075</u>	<u>(1,285,532)</u>	<u>482,317</u>	<u>248,268</u>	<u>17,154</u>	<u>–</u>	<u>10,849,282</u>

	Non-cash changes						31 December \$
	1 January \$	Cash flows \$	Accretion of interests \$	Addition \$	Disposal \$	Others \$	
<b>Group 2021</b>							
<b>Lease liabilities</b>							
Current	634,925	(945,622)	264,801	671,300	(157,992)	245,096	712,508
Non-current	1,238,168	–	–	10,910,497	(1,229,002)	(245,096)	10,674,567
	<u>1,873,093</u>	<u>(945,622)</u>	<u>264,801</u>	<u>11,581,797</u>	<u>(1,386,994)</u>	<u>–</u>	<u>11,387,075</u>

The "Others" column includes the effect of reclassification of non-current portion of lease liabilities to current due to the passage of time.

**17 Loans and borrowings**

	<b>Group</b>	
	<b>31 December 2022 \$</b>	<b>31 December 2021 \$</b>
<b>Current</b>		
Commercial property loan (secured)	976,747	1,166,269
Shareholder loan	82,575	6,072
	1,059,322	1,172,341
<b>Non-current</b>		
Commercial property loan (secured)	12,258,765	13,152,543
Shareholder loan	13,000,000	13,000,000
	25,258,765	26,152,543
Total loans and borrowings	26,318,087	27,324,884

The maturity analysis of loans and borrowings is disclosed in Note 28(b).

**Commercial property loan (secured)**

On 14 July 2021, Mooreast Asia Pte Ltd acquired a leasehold property at 51 Shipyard Road. The aggregate consideration paid for the acquisition was \$18,500,000 and was financed through a combination of commercial property loan amounting to \$14,800,000 and internal funding of \$3,700,000.

The loan is secured by an all-monies legal mortgage over the property and a personal guarantee provided by Mr Sim Koon Lam. The loan is repayable in 144 monthly instalments between 14 July 2021 to 30 June 2033. The interest rate payable on the loan is at 0.80% per annum above 3-month Singapore Inter-Bank Offer Rate ("**3M SIBOR**") for Year 1.

**Shareholder loan**

On 28 October 2021, the then shareholder approved an interim dividend pay-out of \$15,000,000 of which \$2,000,000 is shown as amount due to a Director (Note 15) and the remaining \$13,000,000 has been converted to an interest-bearing loan due to the sole shareholder ("**Shareholder loan**"). The interest rate payable on the Shareholder loan for each 6-month interest rate period (such period an "Interest Rate Period") is a percentage equal to 0.1% above (a) in respect of the first Interest Rate Period, the 6-month Compounded Singapore Overnight Rate Average ("**Compounded SORA**"); and (b) in respect of each successive Interest Rate Period, the Compounded SORA published on the business day immediately following the last day of the previous Interest Rate Period.

The reconciliation of loans and borrowings arising from financing activities is as follows:

	<b>Non-cash changes</b>				
	<b>1 January \$</b>	<b>Cash flows \$</b>	<b>Interest \$</b>	<b>Others \$</b>	<b>31 December \$</b>
<b>Group 2022</b>					
<b>Commercial property loan (secured)</b>					
Current	1,166,269	(1,413,920)	330,620	893,778	976,747
Non-current	13,152,543	–	–	(893,778)	12,258,765
	14,318,812	(1,413,920)	330,620	–	13,235,512
<b>Shareholder loan</b>					
Current	6,072	(17,003)	93,506	–	82,575
Non-current	13,000,000	–	–	–	13,000,000
	13,006,072	(17,003)	93,506	–	13,082,575
Total loans and borrowings	27,324,884	(1,430,923)	424,126	–	26,318,087

The "Others" column includes the effect of reclassification of non-current portion of loans and borrowings to current due to the passage of time. The Group classifies interest paid as cash flows used in financing activities.

## Notes to the financial statements

For the financial year ended 31 December 2022

### 17 Loans and borrowings (cont'd)

The reconciliation of loans and borrowings arising from financing activities is as follows:

	Non-cash changes					31 December \$
	1 January \$	Cash flows \$	Interest \$	Addition \$	Others \$	
<b>Group 2021</b>						
<b>Commercial property loan (secured)</b>						
Current	–	(565,664)	84,476	1,063,232	584,225	1,166,269
Non-current	–	–	–	13,736,768	(584,225)	13,152,543
	–	(565,664)	84,476	14,800,000	–	14,318,812
Shareholder loan						
Current	–	–	6,072	–	–	6,072
Non-current	–	–	–	13,000,000	–	13,000,000
	–	–	6,072	13,000,000	–	13,006,072
Total loans and borrowings	–	(565,664)	90,548	27,800,000	–	27,324,884

The "Others" column includes the effect of reclassification of non-current portion of loans and borrowings to current due to the passage of time. The Group classifies interest paid as cash flows used in financing activities.

### 18 Convertible notes

On 2 November 2021, the Company had entered into the Convertible Notes Agreement with EDB Investments Pte. Ltd. ("EDBI") to issue two series of unsecured convertible notes as follow:

#### (a) CN1

The first series of the EDBI Convertible Note ("CN1") was issued for a principal amount of \$5,000,000 and will automatically convert into share of the Company two business days prior to the listing date, 24 November 2021. The conversion was completed on 22 November 2021.

#### (b) CN2

The second series of the EDBI Convertible Note ("CN2") was issued on 22 November 2021 for a principal amount of \$5,000,000. Principal terms of CN2 as below:

Interest rate:	9% per annum
Interest payment term:	Yearly
Maturity date:	22 November 2026
Mainboard transfer long stop date:	22 May 2025
Automatic conversion date upon mainboard transfer:	22 May 2025
Voluntary conversion period	22 May 2025 to 22 November 2026
Conversion price	\$0.286 per ordinary share of the Company
No. of shares to be issued on conversion	17,482,517
Early redemption period	22 May 2025 to 22 November 2026
Redemption amount:	120% of the aggregate sum of the principal amount and all accrued and unpaid interest on redemption date

The conversion option of the convertible notes is accounted for as equity instrument and is determined after deducting the fair value of the liability component from the total fair value amount of the convertible notes at the date of issuance. The residual amount represents the value of the conversion option, which is credited directly to equity as other reserve of the Company and the Group.



**18 Convertible notes (cont'd)****(b) CN2 (cont'd)**

The liability component of the convertible notes is carried as a non-current liability at amortised cost basis until it is extinguished on conversion or redemption.

The movement of the convertible notes was as follows:

	<b>Group and Company</b>	
	<b>2022</b>	<b>2021</b>
<b>Equity component</b>	<b>\$</b>	<b>\$</b>
As at 1 January	407,204	–
Issuance of convertible note	–	407,204
As at 31 December	407,204	407,204
<b>Liability component</b>		
As at 1 January	4,592,041	–
Issuance of convertible notes	–	4,477,969
Interest expense	626,081	114,072
Payments	(450,000)	–
As at 31 December	4,768,122	4,592,041

**19 Deferred tax liabilities**

Deferred tax as at 31 December relates to the following:

	<b>Group</b>			
	<b>Consolidated balance sheet</b>		<b>Consolidated statement of comprehensive income</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Deferred tax liabilities:				
Differences in depreciation for tax purposes	598,511	723,865	(125,354)	(40,357)
Provisions	(9,180)	(9,444)	264	(9,444)
Allowance for expected credit losses of financial assets	(42,330)	(42,575)	245	(42,575)
Unremitted foreign income	34,497	32,780	1,717	32,780
	581,498	704,626		
Deferred tax expense			(123,128)	(59,596)

The movement of deferred tax liabilities for the financial years are summarised as follows:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
At 1 January	704,626	764,222
Reversal to consolidated statement of comprehensive income	(123,128)	(59,596)
At 31 December	581,498	704,626

## Notes to the financial statements

For the financial year ended 31 December 2022

### 20 Share capital

	Group		Company	
	No. of shares	Amount (\$)	No. of shares	Amount (\$)
<b>Issued and fully paid ordinary shares:</b>				
<b>As at 1 January 2022 and 31 December 2022</b>	259,000,000	23,635,984	259,000,000	23,635,984
<b>As at 1 January 2021*</b>	1,000,000	1,000,000	–	–
Issuance of shares at date of incorporation of the Company <sup>(a)</sup>	1	1	1	1
Restructuring exercise	(990,001)	9,587,174 (c)	9,999	10,587,174 (b)
Share split <sup>(d)</sup>	190,624,061	–	190,624,061	–
Issuance of shares <sup>(e)</sup>	29,515,939	5,067,978	29,515,939	5,067,978
	220,150,000	15,655,153	220,150,000	15,655,153
Issuance of shares pursuant to Initial Public Offering <sup>(f)</sup>	38,850,000	8,547,000	38,850,000	8,547,000
Share issuance expenses	–	(566,169)	–	(566,169)

\* Represents the share capital of Mooreast Asia Pte. Ltd. prior to the restructuring of the Group for the purpose of listing on the Catalist Board.

(a) The Company was incorporated on 8 June 2021 with a paid-up capital of \$1.00 comprising one share, which was held by Feng Tai Investment Pte. Ltd., a company incorporated in Singapore.

(b) On 28 October 2021, the Company entered into a restructuring agreement with Mr Sim Koon Lam, who was the sole shareholder of Mooreast Asia Pte Ltd, to acquire entire issued and paid-up capital of Mooreast Asia Pte Ltd for an aggregate consideration of \$10,587,174 by issue and allotment of an aggregate of 9,999 new fully paid-up shares to Mr Sim Koon Lam.

(c) This pertains to the difference between the aggregate consideration of \$10,587,174 mentioned in Note (b) above, and the opening balance as at 1 January 2021.

(d) On 16 November 2021, pursuant to the sub-division of each of the shares, 10,000 shares in the capital of the Company were split into 190,634,061 shares, resulting in increase of 190,624,061 shares.

(e) Under the terms of the Convertible Note Agreement, the first series of EDBI Convertible Notes with principal amount equivalent to \$5,000,000 was converted to 29,515,939 new shares at a price per share calculated based on the issue price less discount rate of 23% on 22 November 2021. The fair value of the shares issued was determined at \$5,067,978.

(f) Pursuant to Initial Public Offering exercise on 24 November 2021, the Company issued 38,850,000 ordinary shares at \$0.22 each.

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

### 21 Provision for reinstatement

Provision for reinstatements relates to reinstatement costs of leasehold property. The provision was made based on the estimated cost of reinstating the leased premises when the leases expire, taking into consideration current market assessment of the time value of money.

## 22 Dividends

The following exempt (one-tier) dividends were declared and paid by the Group:

	Group	
	2022 \$	2021 \$
Dividends on ordinary shares		
- interim exempt (one-tier) dividends for \$nil per share (2021: \$15.00 per share)	-	15,000,000

This relates to the dividend declared by Mooreast Asia Pte. Ltd. prior to the Group's restructuring for the purpose of the Company's listing. \$2,000,000 of the dividend has been repaid in full as of current year end (Note 15), whereas \$13,000,000 has been converted to shareholder loan (Note 17).

## 23 Related parties transactions

### (a) Sales and purchase of goods and services

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

	Group	
	2022 \$	2021 \$
IPO expenses paid on behalf by a subsidiary (Note 6)	-	1,270,973

### (b) Compensation of Key Management Personnel:

Key Management Personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group. The Executive Directors of the Group are considered as Key Management Personnel of the Group.

Key Management Personnel compensation comprises:

	Group	
	2022 \$	2021 \$
Key Management Personnel remuneration:		
- Salaries and bonuses	1,408,586	787,453
- CPF contributions	229,904	92,157
- Salaries and bonus paid to a spouse of a Director	-	120,925
- CPF contributions paid to a spouse of a Director	-	12,240
<b>Comprises amounts paid to:</b>		
Directors' of the Company:		
- Salaries and bonuses	615,353	186,099
- CPF contributions	26,121	9,113

## 24 Commitments

### Operating lease commitments – as lessor

The Group has entered into leases of certain of its plant and equipment. Future minimum rental receivables under non-cancellable operating lease at the end of the reporting period are as follows:

	Group	
	2022 \$	2021 \$
Not later than one year	81,292	301,442
Later than one year but not later than five years	23,234	67,785
	104,526	369,227

## Notes to the financial statements

For the financial year ended 31 December 2022

### 25 Contingencies

Guarantee	Group	
	2022 \$	2021 \$
Banker's guarantee	83,390	533,574

The Group has provided guarantees to its subsidiary for the performance of ongoing contracts.

### 26 Segment information

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

- The mooring division is the provision of design, engineering, fabrication, supply and installation and commissioning services for mooring systems to the offshore oil and gas ("O&G") and marine industries. The Group also provide leasing services for mooring systems.
- The rigging and heavy lifting division is the provision of rigging and heavy lifting equipment to customers in the offshore O&G, marine, renewable energy and the construction industries in Singapore, including steel ropes, synthetic ropes and chains.
- The marine supplies and services division is the provision of mooring component products, such as synthetic ropes, shackles, chains, anchors and deck fittings to the marine industry.
- The renewable energy division is the provision of design, engineering, fabrication, supply and installation and commissioning services for mooring systems for floating wind projects, offshore solar photovoltaic ("PV") projects and tidal turbine projects.
- The yard division is the provision of on-board fabrication, repairs and testing of equipment for marine vessels that dock at its waterfront site. This is a new business segment which leverages on the Group's yard facilities after the Group relocated to the new premises at 51 Shipyard Road in October 2021.
- The corporate level is involved in group-level corporate services and treasury functions.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

	Mooring \$	Rigging and heavy lifting \$	Marine supplies and services \$	Renewable energy \$	Yard \$	Corporate \$	Elimination \$	Per consolidated financial statements \$
<b>For year ended 31 December 2022</b>								
Revenue from external customers	12,733,164	3,751,715	2,579,369	1,759,867	7,013,838	-	-	27,837,953
Intersegment revenue	1,759,734	-	-	-	-	-	(1,759,734)	-
Total revenue	14,492,898	3,751,715	2,579,369	1,759,867	7,013,838	-	(1,759,734)	27,837,953
Results:								
Depreciation	1,584,931	197,364	69,260	69,260	835,393	508,321	-	3,264,529
Interest income	345,045	2,411	-	-	-	197,295	(52,723)	492,028
Interest expense	401,826	43,288	41,917	43,984	435,840	858,527	(52,735)	1,772,647
Segment profit/(loss)	4,716,477	6,700	(14,581)	13,210	752,411	(3,459,067)	(16,994)	1,998,156
Segment assets:	15,605,303	3,957,567	1,346,894	1,592,290	4,669,821	51,070,791	(3,377,499)	74,865,167
Segment liabilities (exclude tax payables and deferred tax liabilities):	2,544,151	509,106	164,420	495,106	3,110,471	47,494,599	(4,316,040)	50,001,813

**26 Segment information (cont'd)**

For year ended 31 December 2021	Mooring \$	Rigging and heavy lifting \$	Marine supplies and services \$	Renewable energy \$	Yard \$	Corporate \$	Elimination \$	Per consolidated financial statements \$
Revenue from external customers	7,794,590	3,193,707	2,280,826	328,415	602,446	-	-	14,199,984
Intersegment revenue	422,731	-	-	-	-	-	(422,731)	-
Total revenue	8,217,321	3,193,707	2,280,826	328,415	602,446	-	(422,731)	14,199,984
Results:								
Depreciation	(1,003,303)	(121,353)	(11,887)	(53,366)	(94,311)	(1,230,890)	-	(2,515,110)
Interest income	-	-	-	-	-	86,171	(49,770)	36,401
Interest expense	-	-	-	-	-	(1,014,576)	49,812	(964,764)
Segment profit/(loss)	4,342,000	785,755	506,896	262,399	248,099	(8,205,432)	(48,758)	(2,109,041)
Segment assets:	50,629,195	3,223,855	953,945	-	13,396	21,350,923	-	76,171,314
Segment liabilities (exclude tax payables and deferred tax liabilities:	4,936,517	653,290	375,377	-	-	47,359,553	-	53,324,737

**Geographical information**

	Group revenue		Non-current assets	
	2022 \$	2021 \$	2022 \$	2021 \$
Singapore	14,075,530	6,685,849	36,326,922	37,789,628
Europe	5,594,164	40,433	316,584	-
Asia Pacific (excluding Singapore)	6,955,359	6,735,827	-	-
Middle East	770,141	737,875	-	-
Oceania	442,759	-	-	-
	27,837,953	14,199,984	36,643,506	37,789,628

Segment revenue is based on the countries in which customers are invoiced. Non-current assets information consists of plant and equipment and right-of-use assets as presented in the statements of financial position and are based on the geographical location of the entities.

**27 Fair value of financial instruments****(a) Fair value hierarchy**

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

- Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - Unobservable inputs for the asset or liability.

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

**(b) Assets and liabilities by classes that are not measured at fair value and whose carrying amounts are reasonable approximation of fair value**

The carrying amounts of cash and bank balances, trade and other receivables and trade and other payables are reasonable approximation of fair values, due to their short-term nature.

## **28 Financial risk management objectives and policies**

The Group and Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk, liquidity risk and foreign currency risk. The Directors review and agree policies and procedures for the management of these risks. It is, and has been throughout the current and previous financial year, the Group's and Company's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and Company do not apply hedge accounting.

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

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

### **(a) Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and Company's exposure to credit risk arises primarily from trade receivables and amounts due from subsidiaries. For cash at bank balances, the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

Additionally, the Group determined that its financial assets are credit-impaired when:

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



## 28 Financial risk management objectives and policies (cont'd)

### (a) Credit risk (cont'd)

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where financial assets have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group has applied the simplified approach to providing for impairment for ECLs prescribed by SFRS(I) 9, which permits the use of the lifetime expected loss provision for impairment of all trade receivables. To measure the ECLs, trade and other receivables have been grouped based on the days past due. The provision rates are determined based on the Company's historical observed default rates. The loss allowance provision as at 31 December also incorporated forward looking information. The expected credit losses of trade and other receivables are disclosed in Note 12.

The maximum exposure to credit risk for each class of financial assets is the carrying amount of that class of financial instrument presented on the balance sheet.

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix:-

<b>Group 2022</b>	<b>Gross carrying amount \$</b>	<b>Loss allowance provision \$</b>	<b>Carrying amount \$</b>
Current	4,686,162	-	4,686,162
Past due:			
- 1 to 30 days	1,159,725	-	1,159,725
- 31 to 60 days	307,137	-	307,137
- 61 to 90 days	196,436	-	196,436
- More than 90 days	2,693,627	(409,083)	2,284,544
	<u>9,043,087</u>	<u>(409,083)</u>	<u>8,634,004</u>

<b>Group 2021</b>	<b>Gross carrying amount \$</b>	<b>Loss allowance provision \$</b>	<b>Carrying amount \$</b>
Current	49,446	-	49,446
Past due:			
- 1 to 30 days	1,101,930	-	1,101,930
- 31 to 60 days	767,047	-	767,047
- 61 to 90 days	166,636	-	166,636
- More than 90 days	3,405,466	(300,000)	3,105,466
	<u>5,490,525</u>	<u>(300,000)</u>	<u>5,190,525</u>

**28 Financial risk management objectives and policies (cont'd)**

**(a) Credit risk (cont'd)**

*Concentration of credit risk*

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

By country	Group			
	2022		2021	
	\$	%	\$	%
Singapore	2,010,501	23	1,279,649	25
Europe	2,048,527	24	390,834	8
Asia Pacific (excluding Singapore)	4,413,048	51	3,282,796	63
Middle East	3,004	-	4,819	-
America	-	-	232,427	4
Oceania	158,924	2	-	-
	8,634,004	100	5,190,525	100

At the end of the reporting period, 31% (2021: 60%) of the Group's trade receivables were due from 1 (2021: 1) major customer located in Asia Pacific.

**(b) Liquidity risk**

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

The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within 12 months can be rolled over with existing lenders.

**Analysis of financial instruments by remaining contractual maturities**

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

2022 Group	One year or less \$	One to five years \$	Total \$
<b>Financial assets:</b>			
Trade and other receivables, excluding GST receivables (Note 12)	6,568,162	2,554,896	9,123,058
Cash and cash equivalents (Note 14)	18,974,526	-	18,974,526
Total undiscounted financial assets	25,542,688	2,554,896	28,097,584
<b>Financial liabilities:</b>			
Trade and other payables (Note 15)	5,662,630	-	5,662,630
Lease liabilities (Note 16)	1,346,909	14,439,757	15,786,666
Shareholder loan (Note 17)	82,575	13,000,000	13,082,575
Loans and borrowings (Note 17)	1,632,976	15,513,270	17,146,246
Convertible notes (Note 18)	450,000	7,350,000	7,800,000
Total undiscounted financial liabilities	9,175,090	50,303,027	59,478,117
Total net undiscounted financial assets/(liabilities)	16,367,598	(47,748,131)	(31,380,533)

## 28 Financial risk management objectives and policies (cont'd)

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

<b>2021 Group</b>	<b>One year or less \$</b>	<b>One to five years \$</b>	<b>Total \$</b>
<b>Financial assets:</b>			
Trade and other receivables, excluding GST receivables (Note 12)	3,156,930	5,192,486	8,349,416
Cash and cash equivalents (Note 14)	20,244,039	–	20,244,039
Total undiscounted financial assets	23,400,969	5,192,486	28,593,455
<b>Financial liabilities:</b>			
Trade and other payables (Note 15)	4,647,508	–	4,647,508
Amount due to a Director (Note 15)	2,000,000	–	2,000,000
Lease liabilities (Note 16)	1,185,831	15,596,056	16,781,887
Shareholder loan (Note 17)	6,072	13,000,000	13,006,072
Loans and borrowings (Note 17)	1,335,891	14,027,699	15,363,590
Convertible notes (Note 18)	450,000	7,800,000	8,250,000
Total undiscounted financial liabilities	9,625,302	50,423,755	60,049,057
Total net undiscounted financial assets/(liabilities)	13,775,667	(45,231,269)	(31,455,602)
<b>2022 Company</b>			
<b>Financial assets:</b>			
Trade and other receivables, excluding GST receivables (Note 12)	1,578,097	–	1,578,097
Cash and cash equivalents (Note 14)	14,961,050	–	14,961,050
Total undiscounted financial assets	16,539,147	–	16,539,147
<b>Financial liabilities:</b>			
Trade and other payables, excluding GST payables (Note 15)	126,490	–	126,490
Convertible notes (Note 18)	450,000	7,350,000	7,800,000
Total undiscounted financial liabilities	576,490	7,350,000	7,926,490
Total net undiscounted financial assets/(liabilities)	15,962,657	(7,350,000)	8,612,657
<b>2021 Company</b>			
<b>Financial assets:</b>			
Trade and other receivables, excluding GST receivables (Note 12)	11,792	–	11,792
Cash and cash equivalents (Note 14)	18,131,857	–	18,131,857
Total undiscounted financial assets	18,143,649	–	18,143,649
<b>Financial liabilities:</b>			
Trade and other payables (Note 15)	1,693,908	–	1,693,908
Convertible notes (Note 18)	450,000	7,800,000	8,250,000
Total undiscounted financial liabilities	2,143,908	7,800,000	9,943,908
Total net undiscounted financial assets/(liabilities)	15,999,741	(7,800,000)	8,199,741

## 28 Financial risk management objectives and policies (cont'd)

### (c) Foreign currency risk

The Group has exposure to foreign currency risk primarily with respect to United States Dollars (“**USD**”) and EURO (“**EUR**”). The Group does not use forward currency contracts to minimise its currency exposures.

The following table demonstrates the sensitivity of the Group's profit/(loss) net of tax to a reasonably possible change in the USD and EUR exchange rates against the functional currency of the Group, with all other variables held constant:

	<b>Group Profit/(loss) net of tax increase/(decrease)</b>	
	<b>2022 \$</b>	<b>2021 \$</b>
USD/SGD - strengthened 3% (2021: 2%)	127,260	(112,126)
- weakened 3% (2021: 2%)	(127,260)	112,126
EUR/SGD - strengthened 2% (2021: 3%)	2,373	(8,707)
- weakened 2% (2021: 3%)	(2,373)	8,707

### (d) Interest rate risk

The Group's and Company's exposure to market risk for changes in interest rates relates primarily to loans and borrowings and convertible notes. The Group and Company seek to minimise its interest rate exposure by obtaining the most favourable interest rate available. The convertible notes are at fixed interest rate.

#### Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 50 (2021: 50) basis points lower/higher with all other variables held constant, the Group's loss before tax would have been \$66,000 (2021: \$74,000) lower/higher, arising mainly as a result of lower/higher interest expense on floating rate borrowings.

## 29 Capital management

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

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

## 30 Authorisation of financial statements

The financial statements of the Group for the financial year ended 31 December 2022 were authorised for issue in accordance with a resolution of the Directors on 27 March 2023.

## Shareholdings statistics

As at 16 March 2023

### Share capital

Number of Issued Shares: 259,000,000  
 Class of shares: Ordinary shares  
 Voting rights: 1 vote for each ordinary share  
 Number of treasury shares: Nil

### Distribution of shareholdings

Size of shareholdings	No. of shareholders	%	No. of shares	%
1-99	0	0.00	0	0.00
100-1,000	73	16.82	71,600	0.03
1,001-10,000	181	41.71	813,900	0.31
10,001-1,000,000	170	39.17	15,939,900	6.16
1,000,001 and above	10	2.30	242,174,600	93.50
<b>TOTAL</b>	<b>434</b>	<b>100.00</b>	<b>259,000,000</b>	<b>100.00</b>

### Shareholding held by the public

Based on the information available to the Company as at 16 March 2023, approximately 14% of the issued ordinary shares of the Company is held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "Rules of Catalyst"). Accordingly, Rule 723 of the Catalyst Rules is complied with.

### Twenty largest shareholders

No.	Name	No. of shares	%
1	Feng Tai Investment Pte Ltd	190,634,061	73.60
2	EDB Investments Pte Ltd	29,515,939	11.40
3	HSBC (Singapore) Nominees Pte Ltd	7,373,000	2.85
4	DBS Nominees (Private) Limited	3,612,500	1.39
5	ICH Capital Pte Ltd	2,536,100	0.98
6	Chen Xiong Zhao	1,900,000	0.73
7	Chua Guek Liang	1,900,000	0.73
8	Yohanes Chandra Ekajaya	1,900,000	0.73
9	Citibank Nominees Singapore Pte Ltd	1,547,000	0.60
10	BPSS Nominees Singapore (Pte) Ltd	1,256,000	0.48
11	Raffles Nominees (Pte) Limited	811,800	0.31
12	Loh Tee Yang	643,800	0.25
13	Sunil Kumar	438,200	0.17
14	Ifast Financial Pte Ltd	420,500	0.16
15	Sim Koon Lam	394,900	0.15
16	Goh Guan Siong (Wu Yuan Xiang)	350,300	0.14
17	Lee Peng Sharmayne Mrs Sharmayne Shum	350,000	0.14
18	Tan Swee Miang	310,000	0.12
19	OCBC Securities Private Limited	302,000	0.12
20	Ting Sian Teng Elgin	300,000	0.12
		<b>246,496,100</b>	<b>95.17</b>

## Shareholdings statistics

As at 16 March 2023

### Substantial shareholders as at 16 March 2023

No.	Name of shareholders	Direct	Deemed	Total	%*
		interest	interest		
		No. of shares	No. of shares		
1.	Feng Tai Investment Pte. Ltd.	190,634,061	–	190,634,061	73.60
2.	Sim Koon Lam <sup>1</sup>	394,900	190,634,061	191,028,961	73.75
3.	Mrs Elaine Sim <sup>2</sup>	–	190,634,061	190,634,061	73.60
4.	EDB Investments Pte Ltd	29,515,939	–	29,515,939	11.40
5.	EDBI Pte Ltd / Economic Development Board of Singapore <sup>3</sup>	–	29,515,939	29,515,939	11.40

\*Percentage is calculated based on the total number of issued ordinary shares as at 16 March 2023.

#### Note:

1. Mr Sim Koon Lam (“**Mr Sim**”), holds 60% of the issued capital of Feng Tai Investment Pte. Ltd. (“**Feng Tai**”). By virtue of Section 4 of the Securities and Futures Act 2001 (“**SFA**”), Mr Sim is deemed to be interested in the 190,634,061 ordinary shares held by Feng Tai.
2. Mrs Elaine Sim (“**Mrs Sim**”), holds 40% of the issued capital of Feng Tai. By virtue of Section 4 of the SFA, Mrs Sim is deemed to be interested in the 190,634,061 ordinary shares held by Feng Tai.
3. EDB Investments Pte Ltd (“**EDB Investments**”) is the direct shareholder of Mooreast Holdings Ltd. EDBI Pte Ltd (“**EDBI**”) is the fund manager of EDB Investments. Both EDBI and EDB Investments are wholly-owned by the Economic Development Board of Singapore (“**EDB**”). Accordingly, EDB and EDBI are deemed interested in the 29,515,939 ordinary shares held by EDB Investments.



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2nd Annual General Meeting (“**AGM**”) of the Company will be convened and held at 51 Shipyard Road Singapore 628139 on Friday, 28 April 2023 at 9:30 a.m. to transact the following business:

## Ordinary Business

- |   |  |  |
|---|--|--|
| 1 | To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon.  | <b>Resolution 1</b>                            |
| 2 | To re-elect the following Directors who retire by rotation in accordance with the Constitution of the Company and who, being eligible, offer themselves for re-election:<br>(a) Mr Ong Yong Loke Joseph [Regulation 94]<br>(b) Mr Zulkifly Bin Zakaria [Regulation 94] | <b>Resolution 2</b><br><br><b>Resolution 3</b> |
| 3 | To approve the Directors’ fees of \$110,000 for the financial year ending 31 December 2023.  | <b>Resolution 4</b>                            |
| 4 | To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Resolution 5</b>                            |

## Special Business

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

- |   |  |                     |
|---|--|---------------------|
| 5 | <b>Authority to allot and issue shares</b>   | <b>Resolution 6</b> |
|   | That pursuant to Section 161 of the Companies Act 1967 of Singapore (“ <b>Companies Act</b> ”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “ <b>SGX-ST</b> ”) Listing Manual Section B: Rules of Catalist (“ <b>Catalist Rules</b> ”), authority be and is hereby given to the Directors of the Company to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:  |                     |
|   | (i) the aggregate number of shares and/or convertible securities to be issued pursuant to this resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);   |                     |
|   | (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST),<br>for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this resolution is passed after adjusting for:<br>(a) new shares arising from the conversion or exercise of any convertible securities;<br>(b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and<br>(c) any subsequent bonus issue, consolidation or sub-division of shares.<br>Adjustments in accordance with sub-paragraphs (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving this resolution; |                     |
|   | (iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Company’s Constitution; and   |                     |
|   | (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.  |                     |

# Notice of Annual General Meeting

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**6 Grant awards and to allot and issue shares in accordance with Mooreast Performance Share Plan Resolution 7**

That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors to:

- (i) offer and grant awards in accordance with the provisions of the Mooreast Performance Share Plan (the “**Performance Share Plan**”); and
- (ii) allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Performance Share Plan, the Share Option Scheme (as defined below) and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time.

**7 Grant Options and to allot and issue shares in accordance with Mooreast Share Option Scheme Resolution 8**

That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- (i) offer and grant Options in accordance with the provisions of the Mooreast Share Option Scheme (the “**Share Option Scheme**”); and
- (ii) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

- 8 To transact any other business which may be properly transacted at an AGM of the Company.

## By order of the board

Yap Peck Khim  
Company Secretary

12 April 2023

## Explanatory notes

### Resolution 2

Mr Ong Yong Loke Joseph shall, upon re-election as Director of the Company, remain as a Lead Independent Non-executive Director, Chairman of the Nominating Committee, a member of the Audit & Risk Committee and a member of the Remuneration Committee and shall be considered independent for the purpose of Rule 704(7) of the Rules of Catalist.

### Resolution 3

Mr Zulkifly Bin Zakaria shall, upon re-election as Director of the Company, remain as an Independent Non-executive Director, Chairman of the Remuneration Committee, a member of the Audit & Risk Committee and a member of the Nominating Committee and shall be considered independent for the purpose of Rule 704(7) of the Rules of Catalist.

### Resolution 6

Resolution 6 is to empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any). This authority will, unless revoked or varied at a general meeting, expire at the next AGM, or by the date by which the next AGM is required by law to be held, whichever is earlier.

### Resolution 7

Resolution 7 is to empower the Directors to grant awards and to allot and issue shares pursuant to the Performance Share Plan. The grant of awards under the Performance Share Plan will be made in accordance with the provisions of the Performance Share Plan. The aggregate number of shares which may be issued pursuant to the Performance Share Plan and the Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

### Resolution 8

Resolution 8 is to empower the Directors to offer and grant options, and to allot and issue shares pursuant to the Share Option Scheme. The grant of options under the Scheme will be made in accordance with the provisions of the Share Option Scheme. The aggregate number of shares which may be issued pursuant to the Performance Share Plan and Share Option Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

### Notes

- 1 The members of the Company are invited to attend the AGM physically. **There will be no option for members to participate virtually.** Copies of this Notice of AGM, Proxy Form and the Annual Report are available to members by electronic means via publication on the Company's website at the URL <https://mooreast.com/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 2 Members (including Central Provident Fund (“CPF”) Investment Scheme members (“CPF Investors”) and/or Supplementary Retirement Scheme investors (“SRS Investors”)) may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/ or
  - (c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 9:30 a.m. on 18 April 2023, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the AGM. We encourage members to mask up when attending the AGM.

- 3 A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

- 4 A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant Intermediary**” has the meaning prescribed to it in Section 181 of the Companies Act:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence holder to provide under the Securities and Futures Act and who holds shares in that capacity; and
- (c) Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

# Notice of Annual General Meeting

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5 A member can appoint the Chairman of the Meeting as his/her/its proxy **but this is not mandatory.**

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6 The Proxy Form must be submitted to the Company in the following manner:

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

(b) if submitted electronically, be submitted via email to the Company's Share Registrar at AGM.TeamE@boardroomlimited.com

in either case, not less than 72 hours before the time appointed for holding the AGM (and any adjournment thereof), i.e. by no later than **9:30 a.m. on 25 April 2023.**

A member who wishes to submit an instrument of proxy by (a) or (b) must **complete and sign the Proxy Form**, before submitting it by hand or by post to the address provided above, or before scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit the completed proxy forms electronically by email.

If a proxy is to be appointed, the instrument appointing the proxy must be signed by the appointer on his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The Proxy Form has been uploaded together with the Notice of AGM on SGXNet on the same day.

Where this instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.

Members (whether individual or corporate) appointing a proxy must give specific instructions as to his/her/its manner of voting, or absentations from voting, in the Proxy Form, failing which the appointment may be treated as invalid.

The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (such as in the case where the appointor submits more than one instrument of proxy).

In the case of Shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy.

7 Member's Queries

Members may raise questions at the AGM or submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner by **9:30 a.m. on 21 April 2023** (the "**Cut-off Time**"):

(a) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or

(b) by email to Boardroom Corporate & Advisory Services Pte. Ltd. at AGM.TeamE@boardroomlimited.com

For verification purpose, when submitting any questions by post or via email, members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The Company will endeavour to address substantial and relevant questions (determined by the Company in its sole discretion) to the resolutions at the AGM and upload the Company's responses on the SGX website. Members may also ask questions during the AGM.

The minutes of the AGM will be published on SGXNet within one (1) month after the date of the AGM.

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## 8 COVID-19 Measures

The Company will continue to monitor the ongoing COVID-19 situation and reserves the right to take further measures as appropriate and at short notice, in order to comply with the various government and regulatory advisories from time to time. Any changes to the manner of conduct of the AGM will be announced on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members are advised to check the SGXNet regularly for updates on the AGM.

### Personal data privacy

By submitting an instrument appointing the Chairman of the Meeting as the proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis 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, take-over rules, regulations and/or guidelines (collectively, "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents 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 (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, W Capital Markets Pte Ltd (the "**Sponsor**").

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

The contact person for the Sponsor is Ms Sheila Ong, Registered Professional, W Capital Markets Pte. Ltd., 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513, telephone (65) 6513 3543.

# Annual General Meeting Proxy Form

## Important

- 1 An investor who holds shares under the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) may attend and cast their votes at the virtual AGM personally. SRS Investors who are unable to attend the AGM but would like to vote, may inform their SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the SRS Investors shall be precluded from attending the AGM.
- 2 This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We \_\_\_\_\_ NRIC/Passport number/Co. Reg. No. \_\_\_\_\_  
of \_\_\_\_\_  
being a member/members of Mooreast Holdings Ltd. (the “**Company**”) hereby appoint:

Name	NRIC/Passport No.	Proportion of shareholdings	
Address	Email Address^	No. of shares	%

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of shareholdings	
Address	Email Address^	No. of shares	%

or failing which, the Chairman (“**Chairman**”) of the 2nd Annual General Meeting of the Company (the “**AGM**”), as my/our proxy to attend, speak and to vote for \*me/us on \*my/our behalf at the AGM of the Company to be held at 51 Shipyard Road Singapore 628139 on 28 April 2023 at 9:30 a.m. and at any adjournment thereof.

\*I/We direct \*my/our proxy(ies) to vote for, or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder.

No.	Resolutions	For	Against	Abstain
<b>Ordinary business</b>				
1	To receive and adopt the Directors’ Statement, Audited Financial Statements and Auditor’s Report			
2	To re-elect Mr Ong Yong Loke Joseph as Director			
3	To re-elect Mr Zulkify Bin Zakaria as Director			
4	To approve the Directors’ fees payable by the Company			
5	To re-appoint Ernst & Young LLP as Auditors			
<b>Special business</b>				
6	To authorise the Directors to allot and issue new shares			
7	To authorise the Directors to grant awards and issue shares in accordance with the Mooreast Performance Share Plan			
8	To authorise the Directors to grant options and issue shares in accordance with the Mooreast Share Option Scheme			

\* If you wish to exercise all your votes “For”, “Against” or “Abstain”, please indicate with a “√” in the box provided. Alternatively, please indicate the number of shares as appropriate. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman of the AGM is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the AGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as my/our proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Total number of shares held

\_\_\_\_\_  
Signature(s) of member(s) or common seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM**



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- 1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81F of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
  - 2 A member of the Company may physically attend and vote at the AGM, or:
    - (a) a member of the Company entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where such member appoints more than one(1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second name proxy shall be deemed to be an alternate to the first named proxy; and
    - (b) a member of the Company entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM of the Company, but each such proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than one (1) proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

A "relevant intermediary" means:

    - (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
    - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
    - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of shareholders of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
  - 3 In appointing a proxy, if no specific directions as to voting is given by a member, the proxy/proxies (except where the Chairman of the AGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the AGM and at any adjournment thereof. In the absence of specific direction as to the voting is given by a member, the appointment of the Chairman of the AGM as the member's proxy for the relevant resolutions will be treated as invalid.
  - 4 SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective SRS operators to submit their votes by 9:30 a.m. on 18 April 2023 (being at least seven (7) working days before the date of the AGM) to allow sufficient time for their respective SRS operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
  - 5 A proxy need not be a member of the Company.
  - 6 The duly executed Proxy Form must be submitted to the Company in the following manner:
    - (a) if submitted by hand or by post, to be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
    - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at AGM.TeamE@boardroomlimited.com

in either case, not less than 72 hours before the time appointed for holding the AGM (and at any adjournment thereof). **Members are strongly encouraged to submit completed Proxy Forms electronically via email.**
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# Annual General Meeting Proxy Form

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7 This instrument of proxy must be signed by the appointor or of his/her/its attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney.

Where the instrument appointing a proxy or proxies is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

8 Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.

9 A corporation which is a member may authorise by a resolution of its Directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967 of Singapore.

10 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 the Chairman of the AGM as the proxy.

11 In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as the proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

## Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.





MOOREAST

