

ANNUAL REPORT 2022



TRANSFORMING FOR THE FUTURE

WE CHANGE AEROSOL, AEROSOL CHANGES THE WORLD

SAMURAI 2K AEROSOL LIMITED

(Company Registration No.201606168C)

TABLE OF CONTENTS

1	Corporate Profile
2	Letter to Shareholders
4	Operations & Financial Review
7	Employee Appreciation Day 2022
8	Board of Directors
10	Key Management
12	Corporate Social Responsibility
13	Samurai Paint Services
14	Corporate Information
15	Corporate Governance Report
45	Disclosure of Information on Directors Seeking Re-Election
51	Director's Statement
55	Independent Auditor's Report
59	Consolidated Statement of Comprehensive Income
60	Statements of Financial Position
61	Consolidated Statement of Changes in Equity
62	Statement of Changes in Equity
63	Consolidated Statement of Cash Flows
64	Notes to the Financial Statements
108	Statistics of Shareholdings
110	Notice of Annual General Meeting
	Proxy Form
	Appendix

This Annual Report has been prepared by the Company and its contents have been reviewed by the Sponsor, for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules").

This Annual Report has not been examined or approved by SGX-ST and the SGX-ST assumes no responsibility for the contents of this Annual Report, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Annual Report.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01- 01, Singapore 229957, telephone (65) 6590 6881.

CORPORATE PROFILE

Samurai 2K Aerosol Limited (“Samurai 2K” or the “Company”, and together with its subsidiaries, the “Group”) is a leading aerosol coating specialist which focuses on high performance coating solutions for the automotive refinishing and refurbishing industry. We are principally engaged in the manufacturing, distribution and marketing of our products under our own brands.

Headquartered in Malaysia, our products are manufactured in our production facility located in Johor and are distributed in countries including Malaysia, Indonesia, Thailand, Philippines, Vietnam, Cambodia, United Kingdom, United States of America, Singapore and India.

OUR BELIEF:

We Change Aerosol, Aerosol Changes the World.

OUR VISION

To be the world’s respected innovative aerosol system provider.

OUR MISSION

To offer the most innovative aerosol systems with the best user enjoyment and to create more job opportunities for all sprayers in the world.

LETTER TO SHAREHOLDERS

“

**THE BIGGEST
PART OF DIGITAL
TRANSFORMATION
IS CHANGING THE
WAY WE THINK.**

”



LETTER TO SHAREHOLDERS

DEAR SHAREHOLDERS,

I am honoured to present the Annual Report of Samurai 2K Aerosol Limited ("Samurai 2K" or the "Company" and its subsidiaries, the "Group") for the financial year ended 31 March 2022 ("FY2022").

RESULTS HIGHLIGHT

We are proud to announce that we have reported the highest record of revenue in FY2022. This is another remarkable year for us, despite the COVID-19 pandemic which resulted in a significant disruption to our business development progress. The Group's revenue increased marginally by RM2.4 million or 2.18% to RM113.0 million in FY2022 from RM110.6 million in FY2021. Gross profit margin decreased from 48.7% in FY2021 to 42.7% in FY2022 mainly due to increase in raw material and freight costs. The profit after tax decreased by RM4.37 million or 24.9% to RM13.12 million in FY2022 from RM17.49 million in FY2021 and was mainly due to the one-off non-cash share-based payment expenses of RM4.51 million, pursuant to the Group's performance share plan that aimed to promote higher performance goals, recognise exceptional achievements, and retain talents within the Group.

The Group is optimistic about the future growth of our Group's revenue, taken into consideration of the economy uncertainty as well as the raw material and freight cost hike since FY2021.

RESILIENCE

We are currently gathering all the necessary resources (ie. information technology, manpower, etc) to build a strong digital platform by integrating online and offline business transactions, to improve users' experiences and to better understand the users' behaviours, with an aim to create an omni-channel retail experience to the users.

Meanwhile, the Board emphasises on the importance of liquidity and resources to ensure resilience and agility of the business to adapt to uncertainty, changes and challenges, and continue to invest in future business development and transformations. We continue to maintain a high liquidity financial position, despite an anticipation of higher capital expenditure in FY2023, including new corporate office renovation and digital technology development costs and to reward our shareholders with dividend payout consistently.

DIGITAL TRANSFORMATION

The Group continuously approaches on new digital business strategies by changing the way we are doing business traditionally, to adopt change in new business models and leverage emerging technology in this new digital world. Various digital strategic approaches have been implemented to ensure wide coverage on the consumers' needs in terms of their behaviours and buying patterns, and through various digital marketing channels to attract consumers including websites, e-commerce and social media platforms.

BUSINESS DEVELOPMENT

We are targeting to launch the first-ever colour mix & match system ("Tintatek" technology) of aerosol spray paint, which allows users (especially automotive consumers) to custom fill their desired colours into the aerosol can without the use of a complicated tool or equipment, and then spray on to a desired surface. The original factory paint can be perfectly matched with the prescribed colour ratio from our very own colour databank, in which million of colours can be generated by using only 26 basic primary colours.

At the same time, we are building a spray paint service matching platform which integrates those who need the spray painting services with those who can render the said services at their doorsteps. This is incredibly an economical, convenient, and easy-to-use one-off solutions to solve most of the consumers' pain points including cost savings, repair minor scratches, hassle free door-to-door service etc.

The incorporation of Tintatek into the spray paint services is a revolutionary and disruptive innovation in the aerosol paint industry, and we work towards a digital ecosystem which eventually brings greater values and convenience to our consumers.

INVENTIONS AND INNOVATIONS

In order to sustain the competitive advantage and prevent new competitors from entry, all inventions and innovations done by our research and development team are protected and registered with the local intellectual property registrar as the Group's own patents and trademarks all around the world.

DIVIDEND

The Group intends to declare dividends consistently, on the Group's profits generated during each financial period/year, by taking into consideration the expansion plan and future investments on capital expenditure.

For FY2022, the Board of Directors has paid an interim dividend (one-tier tax exempt) of SGD0.002 per ordinary share and special dividend of SGD0.004 per ordinary share on 7 December 2021 and further recommended a final dividend (one-tier tax exempt) of SGD0.002 per ordinary share and special dividend of SGD0.004 per ordinary share, subject to shareholders' approval at the annual general meeting to be held on 27 July 2022.

ACKNOWLEDGEMENT AND APPRECIATIONS

On behalf of the Board, I would like to thank all our stakeholders, shareholders, bankers, customers, and suppliers for the unwavering support and trust in Samurai 2K all these years. Last but not least, thousand thanks to my dedicated staff for all the sacrifices that you have made for Samurai 2K and I strongly believe that together hand-in-hand we can achieve our goals for another excellent year to come!

ONG YOKE EN

Founder and Chief Executive Officer

OPERATIONS & FINANCIAL REVIEW

REVIEW OF INCOME STATEMENT

Revenue increased by RM2.4 million or 2.18% from RM110.6 million in FY2021 to RM113.0 million in FY2022. The increase was mainly due to increase demand from Malaysia and other markets such as Thailand, Philippines, Cambodia and United Kingdom.

Gross profit margin decreased from 48.7% in FY2021 to 42.7% in FY2022. The decrease in the gross profit margin was mainly due to the increase of raw material and freight costs.

Other income of RM1.2 million as reported in FY2022 mainly attributed from interest income.

Administrative expenses increased by RM6.8 million mainly due to performance share-based payment expenses and increase in other administration expenses.

Marketing and distribution expenses decrease by RM8.5 million mainly due to decrease in offline marketing activities.

Net profit attributable to equity holders of the Company decrease by 25.0% year-on-year to RM13.1 million.

REVIEW OF FINANCIAL POSITION

Non-current assets as at 31 March 2022 rose by RM4.6 million mainly due to additions in factory upgrades, renovation works and purchases of plant and machineries RM1.0 million and increase in trade and other receivables by RM 3.6 million.

Current assets increased by RM6.2 million mainly due to higher level of inventory and increase in trade receivables and advance payment to supplier.

Non-current liabilities increased slightly by RM0.1 million mainly due to increase in deferred tax liabilities.

Current liabilities increased by RM6.0 million mainly due to increase in trade payables caused by the increase in purchases which is in line with the increase in sales.

CASH FLOW STATEMENT REVIEW

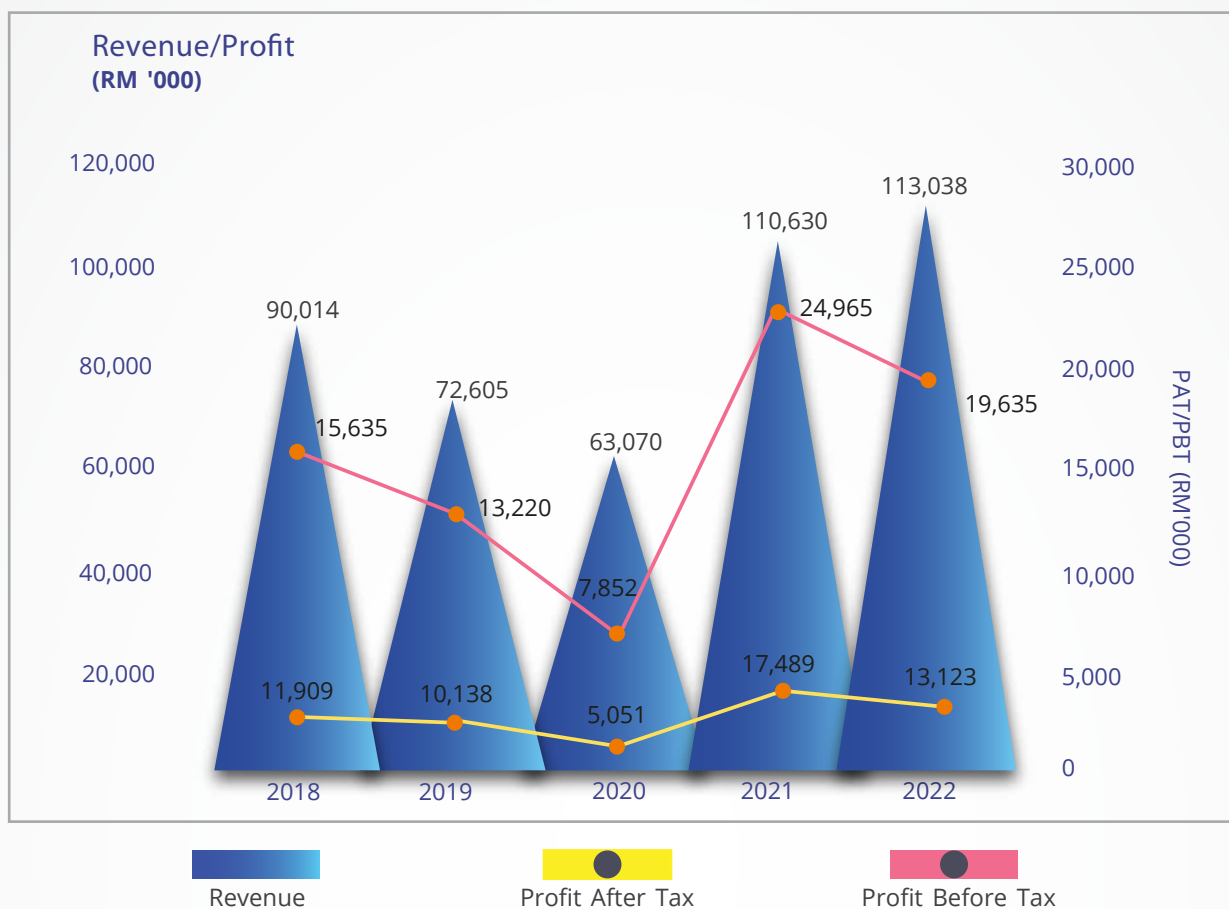
In FY2022, net cash generated from operating activities amounting to RM16.2 million, arising from operating cash flow before changes in working capital of RM27.6 million, changes in net working capital outflow of RM5.4 million, income tax payment of RM6.1 million, and net interest receive of RM0.08 million.

In FY2022, we recorded a net cash outflow from investing activities of approximately RM6.6 million mainly due to additional cost of upgrading and renovation of factory and purchase of plant and machinery.

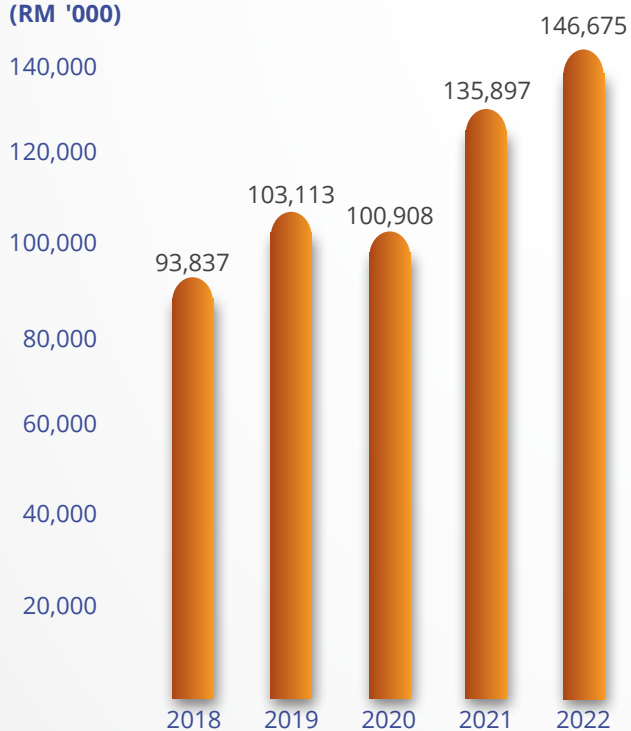
In FY2022, we recorded a net cash outflow from financing activities of approximately RM12.9 million was mainly due to dividend paid amounted to RM13.2 million, repayment of lease liabilities of RM0.6 million, interest paid of RM0.9 million which was offset by drawdown of banker's acceptance of RM1.8 million.

As at 31 March 2022, the Group maintained a cash and cash equivalents balance of RM71.9 million.

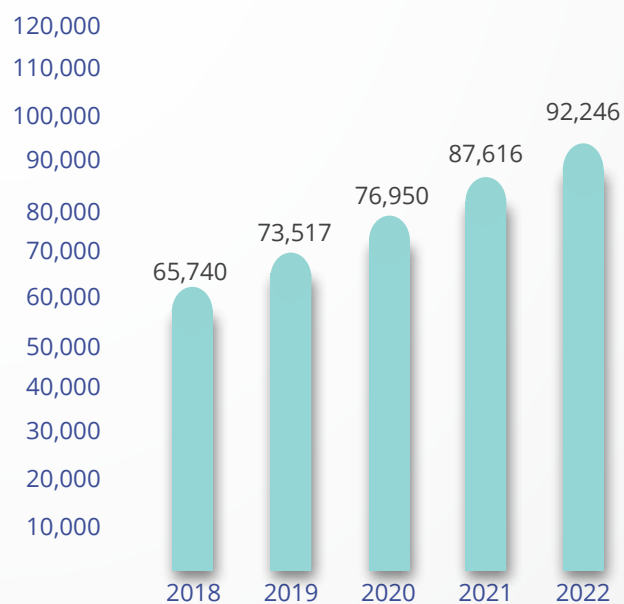
FINANCIAL HIGHLIGHTS



TOTAL ASSETS (RM '000)

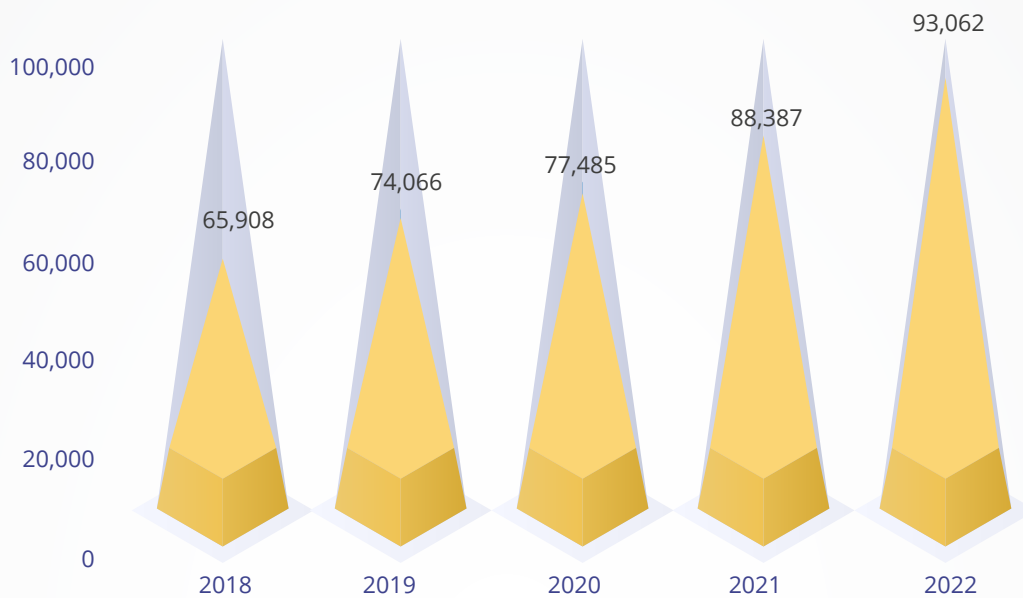


NET TANGIBLE ASSETS (RM '000)

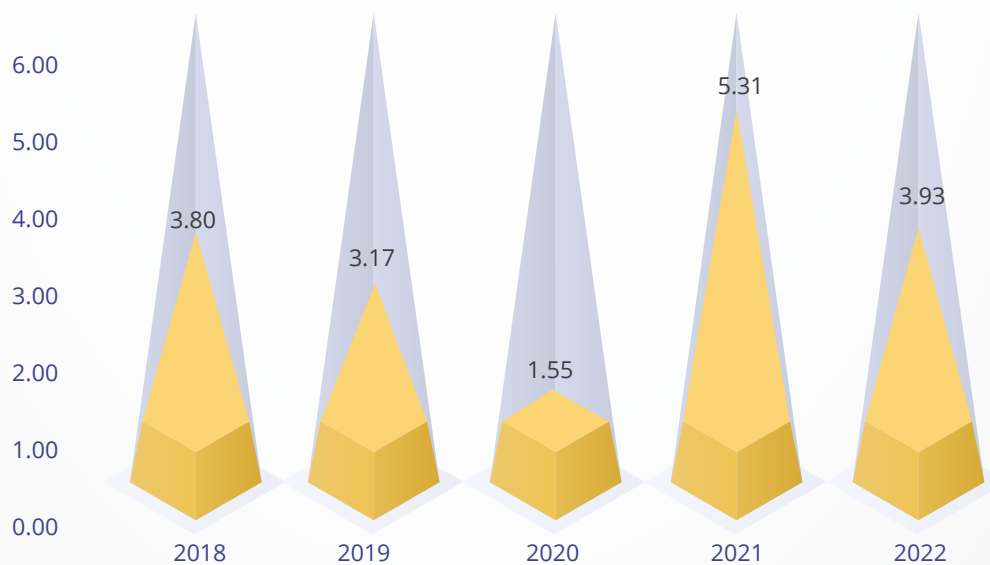


FINANCIAL HIGHLIGHTS

SHAREHOLDER EQUITY (RM '000)



EARNINGS PER SHARE (RM Sen)



Note: FY2018 until FY2021, the earnings per share has been adjusted based on the new number of shares in issuance after share split.

EMPLOYEE APPRECIATION DAY 2022



AFTER TWO YEARS, HARI RAYA AND GAWAI CELEBRATED WITH MUCH JOY

AFTER TWO YEARS, HARI RAYA AND GAWAI CELEBRATED WITH MUCH JOY

After two years of gloomy celebrations due to Covid-19, the Samuraian celebrated 'Hari Raya & Gawai' with much joy this year. On 26th May 2022, Human Resource Department together with Samurai Sports and Recreation Club invited all staff to a special occasion at the foyer of Samurai factory located in Johor Bahru. For this year, it was extra special as we had double the celebration and excitement with Gawai Dayak and Hari Raya Aidilfitri. In Samurai, Hari Raya and Gawai celebrations are an annual occasion whereby all staff are invited to gather and celebrate. Regardless of our race and religion everyone was dressed in fanciful traditional Malay Kurung, Baju Melayu and Iban traditional clothes. Staff enjoyed various delicacies of traditional Malay and Raya dishes.

The event was officiated with the opening speech by our CEO, Mr Ong Yoke En. The event was also enlivened with a birthday celebration for those born from April to June, along with 100 lucky draws for the staff to participate in.

Amidst the festivities everyone was seen eating and taking photos with each other throughout the event. By creating memories, it is hoped that by organizing this event yearly, it will provide the opportunity for everyone to strengthen their relationship with each other.



BOARD OF DIRECTORS



MR ONG YOKE EN

(Founder, Chief Executive Officer and Chief Technology Officer)

Mr Ong Yoke En was appointed to our Board on 9 March 2016 and was last re-elected as Director on 23 September 2020. He has more than 20 years of diverse and strong working experience in the aerosol industry holding leadership positions in various aerosol companies in Malaysia. Mr Ong builds and leads the senior executive team and sets the strategic direction of our Group. He is also actively involved in the research and development of our Group's aerosol products and has achieved a major innovation in the production of our dual head 2K system which improves on the user friendliness of an existing technology. Mr Ong also invented our Group's single head 2K system which was awarded a gold medal at the ITEX 2016 held in Kuala Lumpur, Malaysia by the Malaysian Invention and Design Society. He was also awarded a Special Innovation Award as a recognition of the same invention by The Moroccan Union of Inventors, an affiliate of the International Federation of Investor's Associations at Toronto 2016. Mr Ong graduated from the Universiti Kebangsaan Malaysia with a Bachelor of Arts in 1993.

Past directorships in listed companies (for last three years)

- None

Present directorships in listed companies (other than the Company)

- None

MR LIM SIANG KAI

(Non-Executive Chairman and Lead Independent Director)

Mr Lim Siang Kai was appointed to our Board on 3 October 2016 and was last re-elected as Director on 23 September 2020. Mr Lim has over 30 years of experience in securities, private and investment banking and fund management, having worked in and held various leadership roles in various banks and financial services companies since 1981. Mr. Lim holds a Bachelor of Arts degree and a Bachelor of Social Science (Hons) degree from the National University of Singapore obtained in 1980 and 1981 respectively. He also has a Master of Arts in Economics from the University of Canterbury, New Zealand, which he obtained in 1983.

Past directorships in listed companies (for last three years)

- Joyas International Holdings Limited
- Beijing Gas Blue Sky Power Holdings Limited
- D'nonce Technology Berhad

Present directorships in listed companies (other than the Company)

- ISDN Holdings Limited



MS LIM LAY YONG

(Executive Director and Chief Operating Officer)

Ms Lim was appointed to our Board on 3 October 2016 and was last re-elected as Director on 23 September 2020. Ms Lim has a diverse and strong working experience having served in various capacities for more than 20 years in marketing and product manufacturing. In 2001 to 2014, Ms Lim gained extensive customer relations and marketing experience in her roles of planning marketing activities including organising roadshows for the Group's aerosol products. As the COO of our Group, Ms Lim oversees daily operations of our Group, helps in designing and implementing business strategies, plans and procedures, as well as establishing policies that promote our Company's culture and vision, and managing relationships with vendors. Ms. Lim graduated from the Simon Fraser University (Canada) with a Bachelor of Science (Biochemistry) in 1994 and obtained a Graduate Diploma in Health Science (Herbal Medicine) from The University of New England (Australia) in 2007.

Past directorships in listed companies (for last three years)

- None

Present directorships in listed companies (other than the Company)

- None



BOARD OF DIRECTORS



DATO' LOH SHIN SIONG
(Non-Executive Director)

Dato' Loh Shin Siong was appointed to the Board on 16 December 2016 and was last re-elected as Director on 25 July 2019. He has business interests in various industries such as food and beverage and property development and operations and formulates strategies to continually raise the standards of quality and service. Dato' Loh is also responsible for the management and operations in a real estate company and gained experience in property investment and development.

Past directorships in listed companies (for last three years)

- None

Present directorships in listed companies (other than the Company)

- None

DATO' CHANG CHOR CHOONG
(Non-Executive Director)

Dato' Chang Chor Choong was appointed to the Board on 16 December 2016 and was last re-elected as Director on 28 July 2021. Dato' Chang is currently a director at various private companies engaged in businesses across a range of industries including telecommunications, beverages and real estate development. Over years, he has gained experience in the overall management of companies and in setting directions and implementing various business strategies. Outside of his business commitments, Dato' Chang has been an advisor of Ku-Miau Temple since 2012.

Past directorships in listed companies (for last three years)

- None

Present directorships in listed companies (other than the Company)

- None



MR HAU HOCK KHUN
(Independent Director)

Mr Hau Hock Khun was appointed to our Board on 16 December 2016 and was last re-elected as Director on 28 July 2021. Mr Hau has more than 24 years of experience in the legal industry and his practice focuses on, amongst others, banking and finance law, Islamic banking law, general corporate and commercial law, company law, conveyancing and land law, probate and administration law and intellectual property law in Malaysia. Mr Hau is currently an executive director in charge of overall management and operations in a number of private companies. (Mr Hau is a member of the Bar Council of Malaysia, a member of the Chartered Institute of Arbitrators (United Kingdom) in 2009.) Mr Hau graduated from Bond University, Australia with a Bachelor of Law in 1997. He later obtained a Master of Business Administration (Total Quality Management) from Newport University, USA.

Past directorships in listed companies (for last three years)

- Kumpulan H & L High-Tech Berhad

Present directorships in listed companies (other than the Company)

- None

MR LIM CHONG HUAT
(Independent Director)

Mr Lim was appointed to our Board on 21 May 2019 and was last re-elected as Director on 25 July 2019. Mr Lim has a diverse and strong working experience for more than 20 years in the accounting and audit industry. Over the years, he has also gained experience in the overall management and operations in a number of private accounting companies. Mr Lim is currently an Audit Principal at Milant & Associates LLP and founder of Lim CH & Associates, a certified public accounting firm providing audit services. He also set up a private limited company named CoseClinic Services Pte Ltd which took over businesses of Everich Management Services.

Past directorships in listed companies (for last three years)

- None

Present directorships in listed companies (other than the Company)

- None



KEY MANAGEMENT



MR VOON KIAN WOON
(General Manager (Finance))

Mr Voon Kian Woon joined our Group in September 2014. Mr Voon started his own book keeping business in 2012 where he provided bookkeeping services to small businesses in Malaysia. Currently, Mr Voon has been relocated to USA subsidiary and is in charge of overseeing the business operation, preparing of financial statements and business activity reports of Samurai 2K USA Inc.. Mr Voon is currently an affiliate member of the Association of Chartered Certified Accountants (“ACCA”). He passed the professional level of the ACCA examinations in 2010. Mr Voon obtained a Bachelor of Science with First Class Honours in Applied Accounting from Oxford Brookes University in 2010.

MR LEO AUN FOO
(Corporate Development Officer)

Mr Leo joined our Group on May 2021. As a Corporate Development Officer, he is responsible for the comprehensive planning, implementation and management of all corporate relations activities, public and community relations and oversee the Group’s risk management and internal control. He was the group accountant of Johore Tin Berhad in 2008 and subsequently promoted to Group Finance Manager. He is currently a member of the Association of Chartered Certified Accountants (“ACCA”). He passed the professional level of the ACCA examinations in 2003. He also gained his audit experience in Chung & Associates as Audit Manager. Currently, he is a member for Malaysia Institute of Accountants (“MIA”) and Fellow Member of Associates of Chartered Accountants (“FCCA”).



MS HANIFAH BT ABDUL HAMID
(Financial Controller)

Ms Hanifah joined our Group in 2018 as Finance Manager where she led the finance team and in charge in full set of account up to preparation of monthly reporting, consolidation, preparing tax computation and financial reporting. She was promoted to Financial Controller of the Group in January 2022. Currently, Ms Hanifah oversees and manages the Group’s financial, management, accounting, treasury, taxation, and other corporate compliance matters. Ms Hanifah has 18 years of experience in accountancy. She started her career in 2004 as an Account and Admin Executive. Since then, she climbed the career ladder at Scanwolf Plastic Industries Sdn Bhd to the position of Head of Account where she oversaw all financial matters such as finance and treasury planning. Ms Hanifah graduated from University Technology of MARA (UiTM) in 2004 with a Bachelor of Accounting (Hons).



KEY MANAGEMENT



MR PARANTAMAN E. KRISHNAN NAIDU
(Regional Operation Director)

Mr Parantaman E. Krishnan Naidu joined our Group in 2017 as Factory Manager where he was in charge of monitoring and managing the whole production activities to ensure the products are meeting the specification, delivery target and company target. He was promoted to Regional Operation Director in June 2019 with responsibilities for commercial and operational excellence over South Asia countries (eg: India, Nepal, Sri Lanka, Bangladesh, and Middle East). Mr Paran has 25 years of manufacturing and safety experience and with last 15 years in middle and senior management roles mainly in Ophthalmic Industry, Electronic Management System and Aerosol Competent Safety and Health Officer. Mr Paran graduated from Universiti Kebangsaan Malaysia with a Bachelor of Arts (Hons) and he also obtained a Master of Business Administration (MBA) from Heriot Watt University, United Kingdom.

MS PUAH THYE LAY
(Sales Director)

Ms Puah Thye Lay joined our Group in 2009. Ms Puah has more than 20 years of sales experience. Ms Puah worked in a few fast-moving consumer goods companies where she led a team of salesmen and merchandisers and assisted in the expansion of the business. As Sales Director, Ms Puah is in charge of the sales department and is currently involved in the training of our Group's sales team in a few countries.



MS LEE SIONG KIM
(General Manager (Indonesia))

Ms Lee Siong Kim joined our group in 2011. Ms Lee has more than 10 years of experience in sales and marketing. She was a marketing manager at a company engaged in furniture business, where she was involved in the expansion and development of the business. She previously oversaw the development of Samurai 2K Aerosol Sdn. Bhd. (formerly known as Orientus Industry Sdn. Bhd.) as well as the overall business operations and sales performance. Currently, she oversees the business operations and sales performance of Indonesia market.



CORPORATE SOCIAL RESPONSIBILITY

SAMURAI DONATES RM210,000 TO 4 NATIONAL SCHOOLS TO ENHANCE ICT EQUIPMENT

Kluang, Johor March 2022 - Samurai 2K in performing their corporate social responsibilities has donated RM210,000 to 4 different national schools in Kluang, namely SJK (C) Chiau Min Kluang Johor, SJK(T) Ladang Mengkibol, SJK (T) Ladang Lamba and SJK (T) Ladang Sembrong.

The donations will go to the school funds for the enhancement of ICT equipment in elevating the knowledge and education of the future generations in terms of technology.

This contribution was represented by CEO, Mr Ong Yoke En, COO, Ms Lim Lay Yong, Corporate Development Officer, Mr Leo Aun Foo, and Regional Operation Director, Mr Parantaman E. Krishnan Naidu.



SAMURAI PAINT SERVICES



DIGITALIZATION ON SPRAY PAINT SERVICE – THE FIRST IN THE WORLD FROM OFFLINE TO ONLINE

JOHOR BAHRU, APRIL 2022 - Samurai 2K Group made a bold leap in its effort to transform into a fully digital platform - Samurai2U - with the launch of Samurai Spray Service, a major stepping stone to achieving the goal of everyone adding color to their lives.

As the first - but one of many - features of Samurai2U, a service that is focused on solving the problems of the people!

Even if the problems are relatively insignificant to the world at large, any person with some shred of humility and gratitude will gnaw at themselves for not knowing how to overcome said problems. In this case, rims and headlamps that are in bad condition.

The way that the spray service fits into the digitalization is by way of through Samurai2U's website, and in the near future, the Samurai App.

From there, all people from all scopes of life can enjoy a renewed, and even an enhanced version of the car that they love, at their own convenience. Since it is fully digitalized, long gone is the hassle of having to physically go out and hunt for a suitable spray shop; all that they need are now in their phones.

The next phase of the spray service is something even more bold, as the company is planning on doing a touch-up service for cars that have scratches ranging from light scratches, to deep ones.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr Lim Siang Kai
(Non-Executive Chairman and Lead Independent Director)

Mr Ong Yoke En
(Founder, Chief Executive Officer and Chief Technology Officer)

Ms Lim Lay Yong
(Executive Director and Chief Operating Officer)

Dato' Loh Shin Siong
(Non-Executive Director)

Dato' Chang Chor Choong
(Non-Executive Director)

Mr Hau Hock Khun
(Independent Director)

Mr Lim Chong Huat
(Independent Director)

AUDIT COMMITTEE

Mr Lim Siang Kai (Chairman)

Mr Hau Hock Khun

Mr Lim Chong Huat

REMUNERATION COMMITTEE

Mr Hau Hock Khun (Chairman)

Mr Lim Siang Kai

Mr Lim Chong Huat

NOMINATING COMMITTEE

Mr Lim Chong Huat (Chairman)

Mr Hau Hock Khun

Mr Lim Siang Kai

COMPANY SECRETARIES

Mr Tan Chee How (FCIS)

REGISTERED OFFICE

133, North Bridge Road,
#08-03 Chinatown Point,
Singapore 059413

PRINCIPAL PLACE OF BUSINESS

MALAYSIA

6 Jalan Dato' Yunus 1
Taman Perindustrian Dato Yunus Sulaiman
Lima Kedai
81120 Skudai, Johor, Malaysia

INDONESIA

Jl. Sunter Mas Utara, Blok H1 No 17W
RT 021 RW 008, Sunter Jaya Sub-District,
Tanjung Priok District, North Jakarta
14350 Indonesia

UNITED STATES OF AMERICA

627, Montrose Avenue
South Plainfield
New Jersey 07080
United States of America

CONTINUING SPONSOR

UOB KAY HIAN PRIVATE LIMITED

8 Anthony Road
#01-01
Singapore 229957

AUDITORS

BAKER TILLY TFW LLP

600 North Bridge Road
#05-01
Parkview Square
Singapore 188778
Partner-in-charge: Mr Lee Chee Sum Gilbert
(a member of the Institute of Singapore Chartered Accountants)
(Date of appointment: since financial year ended 31 March 2021)

SHARE REGISTRAR

BOARDROOM CORPORATE & ADVISORY SERVICES PTE LTD

1 Harbourfront Avenue
Keppel Bay Tower
#14-03/07, Singapore 098632

PRINCIPAL BANKER

OVERSEA-CHINESE BANKING CORPORATION LIMITED

65 Chulia Street OCBC Centre
Singapore 049513

CORPORATE GOVERNANCE REPORT

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

The Board of Directors (the “**Board**”) of Samurai 2K Aerosol Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This corporate governance report, set out in tabular form, outlines the Company’s corporate governance structures and practices that were in place during the financial year ended 31 March 2022 (“**FY2022**”), with specific reference made to the principles of the Code of Corporate Governance 2018 (the “**Code**”).

The Board and Management have taken all necessary steps to align the governance framework with the recommendations of the Code, where applicable, and where deviations from the provisions of the Code, appropriate explanations are provided. This report should be read in totality, instead of being read separately under each principle of the Code.

Provision	Code Description	Company’s Compliance or Explanation																								
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	<p>Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.</p>	<p>The Board is involved in the supervision of the management of the Group’s operations. It reviews strategies, policies and financial performance and assesses key risks provided by Management as well as the adequacy of internal controls and risk management of the Group. Day-to-day management and implementation of business strategies are delegated to the Executive Directors. Each director is expected during the course of carrying out his duties, to act in good faith and to make decisions objectively at all times, as fiduciaries in the best interest of the Company.</p> <p>As at the date of this Annual Report, the Board comprises of seven (7) directors as follows:</p>																								
1.1		<table border="1"> <thead> <tr> <th>Name of Director</th> <th>Designation</th> <th>Date appointed</th> </tr> </thead> <tbody> <tr> <td>Mr Lim Siang Kai</td> <td>Non-Executive Chairman and Lead Independent Director</td> <td>3 October 2016</td> </tr> <tr> <td>Mr Ong Yoke En</td> <td>Executive Director and Chief Executive Officer (“CEO”)</td> <td>9 March 2016</td> </tr> <tr> <td>Ms Lim Lay Yong</td> <td>Executive Director and Chief Operating Officer (“COO”)</td> <td>3 October 2016</td> </tr> <tr> <td>Dato’ Loh Shin Siong</td> <td>Non-Executive Director</td> <td>16 December 2016</td> </tr> <tr> <td>Dato’ Chang Chor Choong</td> <td>Non-Executive Director</td> <td>16 December 2016</td> </tr> <tr> <td>Mr Hau Hock Khun</td> <td>Independent Director</td> <td>16 December 2016</td> </tr> <tr> <td>Mr Lim Chong Huat</td> <td>Independent Director</td> <td>21 May 2019</td> </tr> </tbody> </table>	Name of Director	Designation	Date appointed	Mr Lim Siang Kai	Non-Executive Chairman and Lead Independent Director	3 October 2016	Mr Ong Yoke En	Executive Director and Chief Executive Officer (“ CEO ”)	9 March 2016	Ms Lim Lay Yong	Executive Director and Chief Operating Officer (“ COO ”)	3 October 2016	Dato’ Loh Shin Siong	Non-Executive Director	16 December 2016	Dato’ Chang Chor Choong	Non-Executive Director	16 December 2016	Mr Hau Hock Khun	Independent Director	16 December 2016	Mr Lim Chong Huat	Independent Director	21 May 2019
Name of Director	Designation	Date appointed																								
Mr Lim Siang Kai	Non-Executive Chairman and Lead Independent Director	3 October 2016																								
Mr Ong Yoke En	Executive Director and Chief Executive Officer (“ CEO ”)	9 March 2016																								
Ms Lim Lay Yong	Executive Director and Chief Operating Officer (“ COO ”)	3 October 2016																								
Dato’ Loh Shin Siong	Non-Executive Director	16 December 2016																								
Dato’ Chang Chor Choong	Non-Executive Director	16 December 2016																								
Mr Hau Hock Khun	Independent Director	16 December 2016																								
Mr Lim Chong Huat	Independent Director	21 May 2019																								

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
1.2	<p>Directors understand the company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the company's expense. The induction, training and development provided to new and existing directors are disclosed in the company's annual report.</p>	<p>The Board's role is to:</p> <ul style="list-style-type: none"> (a) provide entrepreneurial leadership, set strategic objectives and directs the strategic policies of the Group, while ensuring that the necessary financial and human resources are in place for the Group to meet its objectives; (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Group's assets; (c) review the management performance and financial performance of the Group; (d) identify the key stakeholder groups and recognise that their perceptions affect the Group's reputation; (e) set the Group's values and standards (including ethical standards), and ensures that obligations to shareholders and other stakeholders are understood and met; and (f) consider sustainability issues (e.g. environmental and social factors), as part of its strategic formulation and assume responsibility for corporate governance. <p>All Directors exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interest of the Group.</p> <p>All newly appointed Directors will undergo an orientation programme where the Director would be briefed on the Group's business as well as the expected duties of a director of a listed company and be provided with industry-relevant information. To obtain a better understanding of the Group's history and key milestones, business operations, strategic directions as well as relevant statutory and regulatory compliance issues, the Director will also be given the opportunity to visit the Group's operational, offices and facilities and together meet with the key management personnel. All newly appointed Directors will attend training class organised by Singapore Institute of Directors. There was no new Director appointed during the year under review.</p> <p>The Directors are updated, from time to time, when new laws or regulations affecting the Group are introduced. New releases issued by the SGX-ST which are applicable to the Directors are circulated to the Board. The Directors are encouraged to attend seminars, conference and training courses that will assist them in executing their obligations and responsibilities as Directors to the Company.</p> <p>While the Directors are generally responsible for their own individual training needs, continuous and on-going training programmes are made available to the Directors from time to time such as courses on directors' duties and responsibilities as well as seminars and talks on relevant subject fields.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
1.3	<p>The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the company's annual report.</p>	<p>During FY2022, Directors have attended the following training courses:</p> <ul style="list-style-type: none"> i) Essential FRSS for your Financial Reporting ii) Corporate Liability for Corruption Offences iii) Executive Compensation Strategy iv) Tax and Budget Webinar v) PDPA 2010 – A Risk Management Perspective vi) Blockchain and O2O Digital Business <p>The matters which specifically require the Board's approval or guidance are those involving:</p> <ul style="list-style-type: none"> ● material acquisitions and disposals of assets; ● major investments; ● borrowings; ● share issuances, dividends and other returns to shareholders; ● corporate strategies and objectives; ● Group's budget and business plans; ● financial and management performances; ● executive compensation; ● internal controls and risk management; ● financial results announcements; and ● commitments to banking facilities granted by financial institutions. <p>A formal document setting out the guidelines and matters (including the matters set out above) which are to be reserved for the Board's decision has also been adopted by the Board.</p>
1.4	<p>Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the company's annual report.</p>	<p>As at the date of this report, the Board comprises seven (7) directors, three (3) of whom are Independent Directors. The Non-Executive Chairman, Mr Lim Siang Kai, is an Independent Director and not part of the management team, and as the Independent Directors make up at least one-third (1/3) of the Board, there is a strong and independent element on the Board and no individual or small group of individuals dominate the Board's decision-making process.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation																																																																												
1.5	<p>Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.</p>	<p>The Board has delegated certain functions to the various Board committees, namely the Audit and Risk Committee ("ARC"), Nominating Committee ("NC") and Remuneration Committee ("RC") (the "Board Committees"). Each of the Board Committee has its own written terms of reference and whose actions are reported to and monitored by the Board. The duties, authorities and responsibilities of each Board Committee are set out in their respective terms of reference. The Board accepts that while these Board Committees have the authority to examine particular issues and will report back to the Board with their decisions and/ or recommendations, the ultimate responsibility on all matters lies with the Board. As at the date of this Annual Report, the respective compositions of the Board Committees are as follows:</p> <table border="1" data-bbox="491 338 655 1458"> <thead> <tr> <th></th> <th>ARC</th> <th>NC</th> <th>RC</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Lim Siang Kai</td> <td>Lim Chong Huat</td> <td>Hau Hock Khun</td> </tr> <tr> <td>Member</td> <td>Lim Chong Huat</td> <td>Lim Siang Kai</td> <td>Lim Chong Huat</td> </tr> <tr> <td>Member</td> <td>Hau Hock Khun</td> <td>Hau Hock Khun</td> <td>Lim Siang Kai</td> </tr> </tbody> </table> <p>The Board meets at least two (2) times in each financial year and as warranted by particular circumstances, as deemed appropriate by the Board members. Tele-conferencing and video conferencing at meetings is permitted under the Company's Constitution ("Constitution"). In addition to holding meetings, important matters regarding the Group are also put to the Board for decision making by way of written resolutions.</p> <p>The number of Board and Board Committee meetings and the record of attendance of each Director during FY2022 are set out below:</p> <table border="1" data-bbox="948 338 1390 1458"> <thead> <tr> <th></th> <th>Board</th> <th>ARC</th> <th>NC</th> <th>RC</th> <th>General Meeting</th> </tr> </thead> <tbody> <tr> <td>Number of meetings held</td> <td>2</td> <td>2</td> <td>1</td> <td>1</td> <td>2</td> </tr> <tr> <td colspan="6">Name of director</td> </tr> <tr> <td>Lim Siang Kai</td> <td>2</td> <td>2</td> <td>1</td> <td>1</td> <td>2</td> </tr> <tr> <td>Ong Yoke En</td> <td>2</td> <td>-</td> <td>-</td> <td>-</td> <td>2</td> </tr> <tr> <td>Lim Lay Yong</td> <td>2</td> <td>-</td> <td>-</td> <td>-</td> <td>2</td> </tr> <tr> <td>Hau Hock Khun</td> <td>2</td> <td>2</td> <td>1</td> <td>1</td> <td>2</td> </tr> <tr> <td>Lim Chong Huat</td> <td>2</td> <td>2</td> <td>1</td> <td>1</td> <td>2</td> </tr> <tr> <td>Dato' Loh Shin Siong</td> <td>2</td> <td>-</td> <td>-</td> <td>-</td> <td>2</td> </tr> <tr> <td>Dato' Chang Chor Choong</td> <td>2</td> <td>-</td> <td>-</td> <td>-</td> <td>2</td> </tr> </tbody> </table>		ARC	NC	RC	Chairman	Lim Siang Kai	Lim Chong Huat	Hau Hock Khun	Member	Lim Chong Huat	Lim Siang Kai	Lim Chong Huat	Member	Hau Hock Khun	Hau Hock Khun	Lim Siang Kai		Board	ARC	NC	RC	General Meeting	Number of meetings held	2	2	1	1	2	Name of director						Lim Siang Kai	2	2	1	1	2	Ong Yoke En	2	-	-	-	2	Lim Lay Yong	2	-	-	-	2	Hau Hock Khun	2	2	1	1	2	Lim Chong Huat	2	2	1	1	2	Dato' Loh Shin Siong	2	-	-	-	2	Dato' Chang Chor Choong	2	-	-	-	2
	ARC	NC	RC																																																																											
Chairman	Lim Siang Kai	Lim Chong Huat	Hau Hock Khun																																																																											
Member	Lim Chong Huat	Lim Siang Kai	Lim Chong Huat																																																																											
Member	Hau Hock Khun	Hau Hock Khun	Lim Siang Kai																																																																											
	Board	ARC	NC	RC	General Meeting																																																																									
Number of meetings held	2	2	1	1	2																																																																									
Name of director																																																																														
Lim Siang Kai	2	2	1	1	2																																																																									
Ong Yoke En	2	-	-	-	2																																																																									
Lim Lay Yong	2	-	-	-	2																																																																									
Hau Hock Khun	2	2	1	1	2																																																																									
Lim Chong Huat	2	2	1	1	2																																																																									
Dato' Loh Shin Siong	2	-	-	-	2																																																																									
Dato' Chang Chor Choong	2	-	-	-	2																																																																									

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation												
1.6	<p>Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.</p>	<p>The following table set out the type and information provided by key management personnel to Independent Directors for FY2022:</p> <table border="1" data-bbox="288 353 564 1458"> <thead> <tr> <th data-bbox="288 600 328 1458">Information</th> <th data-bbox="288 353 328 600">Frequency</th> </tr> </thead> <tbody> <tr> <td data-bbox="328 600 400 1458">1 Board papers and half yearly financial position, including the explanation on the variances</td> <td data-bbox="328 353 400 600">Half yearly</td> </tr> <tr> <td data-bbox="400 600 440 1458">2 Budget and forecast including the explanation on the variances</td> <td data-bbox="400 353 440 600">Half yearly</td> </tr> <tr> <td data-bbox="440 600 480 1458">3 Report on on-going or planned corporate activity</td> <td data-bbox="440 353 480 600">Half yearly</td> </tr> <tr> <td data-bbox="480 600 520 1458">4 Internal Auditors' ("IA") report</td> <td data-bbox="480 353 520 600">Yearly</td> </tr> <tr> <td data-bbox="520 600 564 1458">5 Shareholding statistics</td> <td data-bbox="520 353 564 600">Yearly</td> </tr> </tbody> </table> <p>Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.</p>	Information	Frequency	1 Board papers and half yearly financial position, including the explanation on the variances	Half yearly	2 Budget and forecast including the explanation on the variances	Half yearly	3 Report on on-going or planned corporate activity	Half yearly	4 Internal Auditors' ("IA") report	Yearly	5 Shareholding statistics	Yearly
Information	Frequency													
1 Board papers and half yearly financial position, including the explanation on the variances	Half yearly													
2 Budget and forecast including the explanation on the variances	Half yearly													
3 Report on on-going or planned corporate activity	Half yearly													
4 Internal Auditors' ("IA") report	Yearly													
5 Shareholding statistics	Yearly													
1.7	<p>Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole.</p>	<p>The Company Secretary and/or a representative of the Company Secretary attends all meetings of the Board and Board Committees of the Company and ensures that Board procedures are followed, and that applicable rules and regulations are complied with. The minutes of Board and Board Committees' meetings are circulated to the Board. The Company Secretary is also responsible for the proper maintenance of the records of Board and Board Committee meetings and records of discussions on key deliberations and decisions taken. The directors have separate and independent access to the Company Secretary. The appointment and the removal of the Company Secretary are subject to the Board's approval.</p> <p>All Directors have direct access to the Group's independent professional advisors, as and when necessary, to discharge his/her responsibilities effectively. In addition, the Directors, either individually or as a group, may seek separate independent professional advice, if necessary. The cost of all such professional advice is borne by the Company.</p>												

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
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.		
2.1	An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.	<p>The NC had reviewed and is of the view that Mr Lim Siang Kai, Mr Lim Chong Huat and Mr Hau Hock Khun are independent. The Independent Directors had also confirmed their independence in accordance with the Code during the NC meeting held on 25 May 2022 and all the Independent Directors have provided their independence declaration.</p> <p>The Independent Directors do not have any relationship as stated in the Code that would otherwise deem any of them not to be independent.</p>
2.2	Independent directors make up a majority of the Board where the Chairman is not independent.	The Chairman of the Board is independent.
2.3	Non-executive directors make up a majority of the Board.	The majority of the Board members are non-executive directors.
2.4	The Board and board committees are of an appropriate size, and 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 groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company's annual report.	<p>The NC is responsible for examining the size and composition of the Board and Board Committees. Having considered the scope and nature of the Group's businesses, and the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees, the Board, in concurrence with the NC, believes that its current board size and the existing composition of the Board Committees effectively serve the Group. It provides sufficient diversity without interfering with efficient decision-making.</p> <p>The Board and NC take into account, <i>inter alia</i>, the Directors' contributions, areas of expertise and scope of work on an annual basis in evaluating whether the Board's composition is adequate.</p> <p>The Board and NC are satisfied that the current Board's size and composition are appropriate for the Group. The Board and the NC are also of the view that the present Board has the appropriate mix of expertise, experience and competencies such as accounting or finance, legal, business or management experience and industry knowledge for the effective functioning of the Board.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation																					
		<p>The current Board composition provides a diversity of skills, experience and knowledge to the Group as follows:</p> <table border="1" data-bbox="284 349 555 1451"> <thead> <tr> <th>Core Competencies</th> <th>Number of Directors</th> <th>Proportion of Board</th> </tr> </thead> <tbody> <tr> <td>Accounting or finance</td> <td>2</td> <td>29%</td> </tr> <tr> <td>Business Management</td> <td>7</td> <td>100%</td> </tr> <tr> <td>Legal or corporate experience</td> <td>3</td> <td>43%</td> </tr> <tr> <td>Relevant industry knowledge or experience</td> <td>2</td> <td>29%</td> </tr> <tr> <td>Strategic planning experience</td> <td>7</td> <td>100%</td> </tr> <tr> <td>Customer based experience or knowledge</td> <td>4</td> <td>60%</td> </tr> </tbody> </table> <p>The Company does not have a fixed board diversity policy.</p> <p>The Board has taken the following steps to maintain or enhance its balance and diversity:</p> <ul style="list-style-type: none"> The NC reviews the existing attributes and competencies of the Board at least once a year in order to determine the desired expertise or experience required to strengthen or supplement the Board; and Evaluation by the Directors at least once a year of the skill sets the other Directors possess, with a view to understanding the range of expertise which is lacking by the Board. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.</p> <p>The Board, particularly the Independent Directors, which are Non-Executive Directors, must be kept well informed of the Group's business and be knowledgeable about the industry the Group operates in. To ensure that the Independent Directors are well supported by accurate, complete and timely information, they have unrestricted access to Management, and have sufficient time and resources to discharge their oversight functions effectively.</p> <p>This enables the Non-Executive Directors to constructively challenge and help develop proposals on strategy and also review the performance of Management in meeting agreed goals and objectives, and extend guidance to Management. The Directors' objective judgement on corporate affairs and collective experience and knowledge are invaluable to the Group and allows for the useful exchange of ideas and views.</p> <p>The Independent Directors discuss and/or meet on a need-basis without the presence of the Management on matters such as the Group's financial performance, corporate governance initiatives, board processes, succession planning as well as leadership development and the remuneration of the Executive Directors.</p>	Core Competencies	Number of Directors	Proportion of Board	Accounting or finance	2	29%	Business Management	7	100%	Legal or corporate experience	3	43%	Relevant industry knowledge or experience	2	29%	Strategic planning experience	7	100%	Customer based experience or knowledge	4	60%
Core Competencies	Number of Directors	Proportion of Board																					
Accounting or finance	2	29%																					
Business Management	7	100%																					
Legal or corporate experience	3	43%																					
Relevant industry knowledge or experience	2	29%																					
Strategic planning experience	7	100%																					
Customer based experience or knowledge	4	60%																					
2.5	<p>Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.</p>																						

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
		<p>The Independent Directors had met and discussed with the external and internal auditors one (1) time respectively in the absence of key management personnel in FY2022.</p>
	<p><u>Chairman and Chief Executive Officer</u></p> <p>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.</p>	
3.1	<p>The Chairman and the CEO are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.</p>	<p>There is a clear division of responsibilities between the Chairman and CEO, which ensures there is a balance of power and authority, such that no one individual represents a considerable concentration of power. Mr Lim Siang Kai, the Non-Executive Chairman and Lead Independent Director, and Mr Ong Yoke En, the Executive Director and CEO, are not related to each other.</p>
3.2	<p>The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.</p>	<p>The responsibilities of Mr Ong Yoke En, the Executive Director and CEO, encompass managing the day-to-day business activities of the Group, developing and executing the Group's strategies, reporting back to the Board on the performance of the Group, and providing guidance to the Group's employees. The CEO also encourages constructive communication between Management and the Board.</p>
3.3	<p>The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.</p>	<p>Mr Lim Siang Kai, the Non-Executive Chairman and Lead Independent Director leads the Board discussion and also ensures that Board meetings are convened when necessary. He sets the Board's meeting agenda and ensures that Directors are provided with complete, adequate and timely information. He chairs the Board meetings and ensures that adequate time is available for discussion of all agenda items, in particular strategic issues, and promotes a culture of openness and discussion at the Board. He also facilitates the effective contribution of Non-Executive Directors and promotes high standards of corporate governance. He encourages constructive relations within the Board and between the Board and the Management, as well as ensures effective communications between the Company and its shareholders. He is the contact person for shareholders in situations where there are concerns or issues which communication through normal channels with the CEO and/or Financial Controller ("FC") has no resolution or where such communication is inappropriate. He will also take the lead in ensuring compliance with the Code.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
<p>Board Membership</p> <p>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.</p>	<p>4.1 The Board establishes a NC to make recommendations to the Board on relevant matters relating to:</p> <ul style="list-style-type: none"> (a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel; (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors; (c) the review of training and professional development programmes for the Board and its directors; and (d) the appointment and re-appointment of directors (including alternate directors, if any). 	<p>The NC comprises the Independent Directors, Mr Lim Siang Kai, Mr Hau Hock Khun and Mr Lim Chong Huat. The Chairman of the NC is Mr Lim Chong Huat.</p> <p>The NC holds at least one (1) meeting in each financial year. The terms of reference and the key roles of the NC include, <i>inter alia</i>:</p> <ul style="list-style-type: none"> (a) reviewing and approving any new employment of related persons and proposed terms of their employment; (b) recommending to the Board on Board appointments, including the re-nomination of the existing Directors for re-election in accordance with the Constitution at each annual general meeting and having regard to the Director's contribution and performance; (c) determining annually, and as and when circumstances require, whether or not a Director of the Company is independent; (d) in respect of a Director who has multiple board representations on various companies, if any, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as Director, having regard to the competing time commitments that are faced by the Director when serving on multiple Boards and discharging his duties towards other principal commitments; (e) deciding whether or not a Director of the Company is able to and has been adequately carrying out his duties as a director; (f) to decide how the Board's performance may be evaluated and propose objective performance criteria, as approved by the Board that allows comparison with its industry peers, and address how the Board has enhanced long-term shareholders' value; (g) reviewing and approving the employment of persons related to the Directors, Executive Officers or Substantial Shareholders and the proposed terms of their employment; (h) reviewing the succession plans for the Executive Directors and Executive Officers; and (i) reviewing the training and professional development programmes for the Board.

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation												
4.2	The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.	<p>The NC will decide how the Board's performance is to be evaluated and propose objective performance criteria, subject to the approval of the Board, which addresses how the Board has enhanced long-term shareholders' value. The Board will also implement a process to be carried out by the NC for assessing the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each individual Director to the effectiveness of the Board.</p> <p>Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as director of the Company. In the event that any member of the NC has an interest in a matter being deliberated upon by the NC, he will abstain from participating in the review and approval process relating to that matter.</p> <p>Please refer to provision 1.4 for the composition of the Board. All NC members are independent and the Lead Independent Director is a member of the NC.</p>												
4.3	The company discloses the process for the selection, appointment and re-appointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the company's annual report.	<p>The following table sets out the process for the selection and appointment of new directors:</p> <table border="1" data-bbox="762 333 1155 1469"> <tbody> <tr> <td data-bbox="762 1379 916 1469">1.</td> <td data-bbox="762 1093 916 1379">Determination of selection criteria</td> <td data-bbox="762 333 916 1093">The NC, in consultation with the Board would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.</td> </tr> <tr> <td data-bbox="916 1379 1018 1469">2.</td> <td data-bbox="916 1093 1018 1379">Search for suitable candidates</td> <td data-bbox="916 333 1018 1093">The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders and may engage external search consultants where necessary.</td> </tr> <tr> <td data-bbox="1018 1379 1086 1469">3.</td> <td data-bbox="1018 1093 1086 1379">Assessment of shortlisted candidates</td> <td data-bbox="1018 333 1086 1093">The NC would meet and interview the shortlisted candidates to assess their suitability.</td> </tr> <tr> <td data-bbox="1086 1379 1155 1469">4.</td> <td data-bbox="1086 1093 1155 1379">Appointment of director</td> <td data-bbox="1086 333 1155 1093">The NC would recommend the selected candidate to the Board for consideration and approval.</td> </tr> </tbody> </table>	1.	Determination of selection criteria	The NC, in consultation with the Board would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.	2.	Search for suitable candidates	The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders and may engage external search consultants where necessary.	3.	Assessment of shortlisted candidates	The NC would meet and interview the shortlisted candidates to assess their suitability.	4.	Appointment of director	The NC would recommend the selected candidate to the Board for consideration and approval.
1.	Determination of selection criteria	The NC, in consultation with the Board would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.												
2.	Search for suitable candidates	The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders and may engage external search consultants where necessary.												
3.	Assessment of shortlisted candidates	The NC would meet and interview the shortlisted candidates to assess their suitability.												
4.	Appointment of director	The NC would recommend the selected candidate to the Board for consideration and approval.												

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation						
		<p>The Board is also advised by the Sponsor on the appointment of directors as required under Catalyst Rule 226(2)(d). The following table sets out the process for the re-electing directors:</p> <table border="1" data-bbox="288 344 603 1456"> <tr> <td data-bbox="288 1379 475 1456">1.</td> <td data-bbox="288 1093 475 1379">Assessment of director</td> <td data-bbox="288 344 475 1093"> <p>a) The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and</p> <p>b) The NC would also review the range of expertise, skills and attributes of current needs of the Board.</p> </td> </tr> <tr> <td data-bbox="475 1379 603 1456">2.</td> <td data-bbox="475 1093 603 1379">Re-appointment of director</td> <td data-bbox="475 344 603 1093">Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.</td> </tr> </table> <p>Our Directors have no fixed term of office.</p> <p>Pursuant to the Constitution, one third (1/3) (or the number nearest to one third) of the Directors shall retire from office by rotation and be eligible for re-election at the Company's Annual General Meeting ("AGM"), at least once every three (3) years.</p> <p>The Directors to retire in every year shall be those subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.</p> <p>The Company may by ordinary resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Additional Directors appointed by the Board after the AGM but during the financial year, shall only hold office until the next AGM and thereafter be eligible for re-election at the AGM, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.</p> <p>Pursuant to Regulation 104 of the Constitution, Mr Lim Chong Huat, and Dato' Loh Shin Siong will be retiring at the forthcoming AGM and are to be nominated for re-election.</p>	1.	Assessment of director	<p>a) The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and</p> <p>b) The NC would also review the range of expertise, skills and attributes of current needs of the Board.</p>	2.	Re-appointment of director	Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.
1.	Assessment of director	<p>a) The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and</p> <p>b) The NC would also review the range of expertise, skills and attributes of current needs of the Board.</p>						
2.	Re-appointment of director	Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.						

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
4.4	<p>The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the company discloses the relationships and its reasons in its annual report.</p>	<p>The NC had reviewed and is of the view that Mr Lim Siang Kai, Mr Lim Chong Huat and Mr Hau Hock Khun are independent. The Independent Directors had also confirmed their independence in accordance with the Code during the NC meeting held on 25 May 2022 and all the Independent Directors have provided their independence declaration.</p> <p>The Independent Directors do not have any relationship as stated in the Code that would otherwise deem any of them not to be independent.</p>
4.5	<p>The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the company. The company discloses in its annual report the listed company directorships and principal commitment of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.</p>	<p>All newly appointed Directors will undergo an orientation programme where the Director would be briefed on the Group's business as well as the expected duties of a director of a listed company and be provided with industry-relevant information. To obtain a better understanding of the Group's history and key milestones, business operations, strategic directions as well as relevant statutory and regulatory compliance issues, the Director will also be given the opportunity to visit the Group's operational, offices and facilities and together meet with the key management personnel. All newly appointed Directors will attend training class organised by Singapore Institute of Directors. There was no new Director appointed during the year under review.</p> <p>The key information of the Directors, including their appointment dates and directorships held in the past three (3) years, are set out on pages 8 to 9 and 15 of this annual report.</p> <p>The shareholdings of the individual directors of the Company are set out on page 51. None of the directors hold shares in the subsidiaries of the Company.</p> <p>Directors who are seeking re-appointment at the forthcoming AGM to be held on 27 July 2022 are stated in the Notice of AGM set out on pages 110 to 115 of this Annual Report.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
		<p>The Board, with the concurrence of the NC, has agreed that the Company shall not impose a maximum number of listed board representations on the Directors as the Board is of the opinion that setting a fixed number would not adequately take into account the varied circumstances of each Director. The NC will instead focus on whether a Director has sufficient time to adequately discharge his duties to the Company. The NC would monitor and determine annually, on a case-by-case basis, whether the Directors have given sufficient time and attention to the affairs of the Company and adequately carry out his duties as a Director of the Company. The NC is of the view that it is for each Director to assess his/her own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. All Directors have declared their board memberships as and when practicable.</p>
		<p>Board Performance</p> <p>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.</p> <p>5.1</p> <p>The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.</p> <p>NC established a process for assessing the effectiveness of the Board as a whole and its Board Committees and for assessing the contribution of each individual Director to the effectiveness of the Board. This assessment is conducted by the NC at least once a year by way of a Board evaluation where the Directors complete a questionnaire seeking their views on various aspects of Board performance, such as Board composition, information and process. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his/her performance or re-nomination as a Director. The Board will act on the results of the performance evaluation, and in consultation with the NC, propose, where appropriate, that new members be appointed to the Board or seek the resignation of Directors.</p> <p>Objective performance criteria used to assess the performance of the Board include both quantitative and qualitative criteria.</p> <p>The Board and the NC believe that the financial indicators are mainly used to measure the Management's performance and hence are less applicable to the Non-Executive Directors.</p> <p>The NC had conducted the Board's performance evaluation as a whole subsequent to FY2022 together with the performance evaluation of the ARC, RC and NC. The performance criteria for the Board and Board Committees' evaluation, as determined by the NC, cover the following areas:</p> <ol style="list-style-type: none"> Composition and Size Conduct of Meeting Effectiveness and Training Board committees Communication with Shareholders Provision of information to the Board

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
		<p>Standards of Conduct</p> <p>Financial performance</p> <p>Board compensation</p> <p>The performance criteria for the individual director cover the following areas:</p> <p>a) Attendance in meetings</p> <p>b) Adequacy of preparation for meetings</p> <p>c) Participation in discussions</p> <p>d) Contribution in own specialist relevant area</p> <p>e) Area of expertise</p>
5.2	The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.	<p>For FY2022, the NC had conducted the assessment via a questionnaire which is completed by each Director for the evaluation of the Board and Board Committees. The Company Secretary compiles Directors' responses into a consolidated summary report which was circulated to the Board via email. Each Director also completed a self-assessment form to assess each Director's contributions to the Board's effectiveness. The criteria for assessment include performance of principal functions and fiduciary duties, level of participation at meetings and individual attendance record.</p> <p>The NC has assessed the current Board's performance to-date and is of the view that the Board has met its performance objectives.</p> <p>For FY2022, no external facilitator has been engaged to perform the Board assessment process.</p>
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.		
6.1	<p>The Board establishes a Remuneration Committee to review and make recommendations to the Board on:</p> <p>(a) a framework of remuneration for the Board and key management personnel; and</p> <p>(b) the specific remuneration packages for each director as well as for the key management personnel.</p>	<p>The RC comprises the Independent Directors, Mr Lim Siang Kai, Mr Hau Hock Khun and Mr Lim Chong Huat. The Chairman of the RC is Mr Hau Hock Khun.</p> <p>The terms of reference of RC include, <i>inter alia</i>, the following:</p> <ul style="list-style-type: none"> - reviewing and recommending to the Board, a framework of remuneration policies to determine the specific remuneration packages and terms of employment for each Director, the CEO and key executive of the Company; and - carrying out its duties in the manner that it deems expedient, subject always to any restrictions that may be imposed upon the RC by the Board from time to time.

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
6.2	The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.	Please refer to provision 1.4 for the composition of the Board. All RC members are independent.
6.3	The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.	The RC ensures that a formal and transparent procedure is in place for fixing the remuneration packages of individual Director and key executives. The recommendations of the RC are submitted to the Board for endorsement. All aspects of remuneration, including, but not limited to, Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind are reviewed by the RC. The Directors are not involved in deciding their own remuneration. Each member of the RC abstains from voting on any resolutions in respect of his remuneration package. There were no termination or retirement benefits, as well as post-employment benefits granted to the Directors.
6.4	The company discloses the engagement of any remuneration consultants and their independence in the company's annual report.	No remuneration consultants were engaged by the Company during FY2022.
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.		
7.1	A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.	In reviewing and determining the remuneration packages of the Executive Directors and the Group's key management personnel, the RC considers the Executive Directors' and key management personnel's responsibilities, skills, expertise and contribution to the Group's performance when designing their respective remuneration packages, as so ensure that the level of remuneration is appropriate to attract, retain and motivate the Executive Directors' and key management personnel to run the Company successfully. The RC administers the Company's Performance Share Plan (the "PSP") and the Employee Share Option Scheme ("ESOS"), which were adopted since 16 December 2016. Further details about the PSP and ESOS are set out on pages 52 to 53 of this annual report.

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
7.2	The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.	<p>The Non-Executive Directors (including the Independent Directors) do not have service agreements with the Company and accordingly do not receive any salary. They are paid Directors' fees, which are determined by the Board based on the effort, time spent and responsibilities of the Directors (including but not limited to their appointments to the various Board Committees). The Directors' fees of the Non-Executive Directors are subject to approval by shareholders at each AGM.</p> <p>There are no contractual provisions to allow the Company 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.</p> <p>Further, Executive Directors owe fiduciary duty to the Company. The Company shall be able to avail itself to remedies against the Executive Directors in the event of the breach of fiduciary duties. Notwithstanding, the foregoing, the RC does not rule out the implementation of such contractual provision in future and will review and monitor the situation regularly.</p>
7.3	Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.	<p>The Company's remuneration policy is critical to attract, retain and motivate employees so as to align with the Group's long-term business strategy, objectives, values and interest as well create value for the shareholders.</p>
<p>Disclosure on Remuneration</p>		
<p>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.</p>		
8.1	<p>The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:</p> <p>(a) each individual director and the CEO; and</p>	<p>The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group in FY2022. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.</p> <p>The performance criteria used to assess the remuneration of Executive Directors and key management personnel is based on the following qualitative and quantitative components:</p> <ol style="list-style-type: none"> 1. Leadership 2. Teamwork 3. People development 4. Responsibilities and commitment 5. Profitability performance of the Group, i.e., PBT of at least RM7.5 million

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation																																																																																			
	<p>(b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.</p>	<p>After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director and key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment the Group operates in. As such, the remuneration of the Directors and key management personnel is disclosed in bands of S\$250,000.</p> <p>The breakdown for the remuneration (in percentage terms) of the Directors for FY2022 is as follows:</p> <table border="1" data-bbox="459 344 1059 1453"> <thead> <tr> <th>Name of Director</th> <th>Base Salary</th> <th>Bonus</th> <th>Allowance And Incentive</th> <th>Director Fees</th> <th>Company's Contribution on Employees' Provident Fund</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td colspan="7">Below S\$250,000</td> </tr> <tr> <td>Lim Siang Kai</td> <td>-</td> <td>-</td> <td>-</td> <td>100%</td> <td>-</td> <td>100%</td> </tr> <tr> <td>Hau Hock Khun</td> <td>-</td> <td>-</td> <td>-</td> <td>100%</td> <td>-</td> <td>100%</td> </tr> <tr> <td>Lim Chong Huat</td> <td>-</td> <td>-</td> <td>-</td> <td>100%</td> <td>-</td> <td>100%</td> </tr> <tr> <td>Dato' Loh Shin Siong</td> <td>-</td> <td>-</td> <td>-</td> <td>100%</td> <td>-</td> <td>100%</td> </tr> <tr> <td>Dato' Chang Chor Choong</td> <td>-</td> <td>-</td> <td>-</td> <td>100%</td> <td>-</td> <td>100%</td> </tr> <tr> <td colspan="7">S\$250,000 – S\$500,000</td> </tr> <tr> <td>Lim Lay Yong</td> <td>29%</td> <td>69%</td> <td>2%</td> <td>-</td> <td>-</td> <td>100%</td> </tr> <tr> <td colspan="7">S\$500,001 – S\$750,000</td> </tr> <tr> <td>Ong Yoke En</td> <td>35%</td> <td>61%</td> <td>4%</td> <td>-</td> <td>-</td> <td>100%</td> </tr> </tbody> </table> <p>Note: The Directors' fees, as a lump sum, will be subject to the approval by shareholders at the forthcoming AGM. There were no termination or retirement benefits, as well as post-employment benefits granted to the Directors. During FY2022, the Group had nine (9) top key management personnel (who are not also Directors of the Company).</p>							Name of Director	Base Salary	Bonus	Allowance And Incentive	Director Fees	Company's Contribution on Employees' Provident Fund	Total	Below S\$250,000							Lim Siang Kai	-	-	-	100%	-	100%	Hau Hock Khun	-	-	-	100%	-	100%	Lim Chong Huat	-	-	-	100%	-	100%	Dato' Loh Shin Siong	-	-	-	100%	-	100%	Dato' Chang Chor Choong	-	-	-	100%	-	100%	S\$250,000 – S\$500,000							Lim Lay Yong	29%	69%	2%	-	-	100%	S\$500,001 – S\$750,000							Ong Yoke En	35%	61%	4%	-	-	100%
Name of Director	Base Salary	Bonus	Allowance And Incentive	Director Fees	Company's Contribution on Employees' Provident Fund	Total																																																																															
Below S\$250,000																																																																																					
Lim Siang Kai	-	-	-	100%	-	100%																																																																															
Hau Hock Khun	-	-	-	100%	-	100%																																																																															
Lim Chong Huat	-	-	-	100%	-	100%																																																																															
Dato' Loh Shin Siong	-	-	-	100%	-	100%																																																																															
Dato' Chang Chor Choong	-	-	-	100%	-	100%																																																																															
S\$250,000 – S\$500,000																																																																																					
Lim Lay Yong	29%	69%	2%	-	-	100%																																																																															
S\$500,001 – S\$750,000																																																																																					
Ong Yoke En	35%	61%	4%	-	-	100%																																																																															

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation																																																																																																
		<p>The breakdown for the remuneration of the Company's key management personnel (in percentage terms) during FY2022 is as follows:</p> <table border="1"> <thead> <tr> <th>Name of Key Executive</th> <th>Base Salary</th> <th>Bonus</th> <th>Allowance</th> <th>Director Fees</th> <th>Share-based payment</th> <th>Company contribution of employees provident fund</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td colspan="8">Below S\$250,000</td> </tr> <tr> <td>Sia Shu Yee</td> <td>65%</td> <td>25%</td> <td>-</td> <td>-</td> <td>-</td> <td>10%</td> <td>100%</td> </tr> <tr> <td>Voon Kian Woon</td> <td>71%</td> <td>8%</td> <td>-</td> <td>-</td> <td>21%</td> <td>-</td> <td>100%</td> </tr> <tr> <td>Chang Chien Fatt</td> <td>70%</td> <td>16%</td> <td>3%</td> <td>-</td> <td>-</td> <td>11%</td> <td>100%</td> </tr> <tr> <td>Parantaman E. Krishnan Naidu</td> <td>65%</td> <td>19%</td> <td>-</td> <td>-</td> <td>7%</td> <td>9%</td> <td>100%</td> </tr> <tr> <td>Cho Yaw Koon</td> <td>85%</td> <td>-</td> <td>-</td> <td>-</td> <td>6%</td> <td>9%</td> <td>100%</td> </tr> <tr> <td>Leo Aun Foo</td> <td>80%</td> <td>-</td> <td>-</td> <td>-</td> <td>12%</td> <td>8%</td> <td>100%</td> </tr> <tr> <td>Hanifah Bt Abdul Hamid</td> <td>47%</td> <td>-</td> <td>-</td> <td>-</td> <td>48%</td> <td>5%</td> <td>100%</td> </tr> <tr> <td colspan="8">Above S\$250,000</td> </tr> <tr> <td>Puah Thye Lay</td> <td>13%</td> <td>20%</td> <td>2%</td> <td>-</td> <td>60%</td> <td>5%</td> <td>100%</td> </tr> <tr> <td>Lee Siong Kim</td> <td>1%</td> <td>-</td> <td>-</td> <td>-</td> <td>99%</td> <td>-</td> <td>100%</td> </tr> </tbody> </table> <p>The total remuneration paid to the top nine (9) key management personnel for FY2022 was S\$2,141,368.</p> <p>(1) During the FY2022, three (3) key management personnel had been resigned to pursue their own personal interests and undertakings accordingly.</p>	Name of Key Executive	Base Salary	Bonus	Allowance	Director Fees	Share-based payment	Company contribution of employees provident fund	Total	Below S\$250,000								Sia Shu Yee	65%	25%	-	-	-	10%	100%	Voon Kian Woon	71%	8%	-	-	21%	-	100%	Chang Chien Fatt	70%	16%	3%	-	-	11%	100%	Parantaman E. Krishnan Naidu	65%	19%	-	-	7%	9%	100%	Cho Yaw Koon	85%	-	-	-	6%	9%	100%	Leo Aun Foo	80%	-	-	-	12%	8%	100%	Hanifah Bt Abdul Hamid	47%	-	-	-	48%	5%	100%	Above S\$250,000								Puah Thye Lay	13%	20%	2%	-	60%	5%	100%	Lee Siong Kim	1%	-	-	-	99%	-	100%
Name of Key Executive	Base Salary	Bonus	Allowance	Director Fees	Share-based payment	Company contribution of employees provident fund	Total																																																																																											
Below S\$250,000																																																																																																		
Sia Shu Yee	65%	25%	-	-	-	10%	100%																																																																																											
Voon Kian Woon	71%	8%	-	-	21%	-	100%																																																																																											
Chang Chien Fatt	70%	16%	3%	-	-	11%	100%																																																																																											
Parantaman E. Krishnan Naidu	65%	19%	-	-	7%	9%	100%																																																																																											
Cho Yaw Koon	85%	-	-	-	6%	9%	100%																																																																																											
Leo Aun Foo	80%	-	-	-	12%	8%	100%																																																																																											
Hanifah Bt Abdul Hamid	47%	-	-	-	48%	5%	100%																																																																																											
Above S\$250,000																																																																																																		
Puah Thye Lay	13%	20%	2%	-	60%	5%	100%																																																																																											
Lee Siong Kim	1%	-	-	-	99%	-	100%																																																																																											
8.2	<p>The company discloses the names and remuneration of 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 S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.</p>	<p>Mr Ong How En, the brother of Mr Ong Yoke En, the Executive Director and CEO of the Company, is currently employed as a technical manager in the Group. The remuneration paid to him for services rendered to the Group was below S\$50,000.</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Base Salary</th> <th>Bonus</th> <th>Allowance and Incentive</th> <th>Company's Contribution on Employees' Provident Fund</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td colspan="6">Below S\$50,000</td> </tr> <tr> <td>Ong How En</td> <td>61%</td> <td>13%</td> <td>18%</td> <td>8%</td> <td>100%</td> </tr> </tbody> </table>	Name	Base Salary	Bonus	Allowance and Incentive	Company's Contribution on Employees' Provident Fund	Total	Below S\$50,000						Ong How En	61%	13%	18%	8%	100%																																																																														
Name	Base Salary	Bonus	Allowance and Incentive	Company's Contribution on Employees' Provident Fund	Total																																																																																													
Below S\$50,000																																																																																																		
Ong How En	61%	13%	18%	8%	100%																																																																																													

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
8.3	The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.	<p>The Company adopted the ESOS and PSP on 16 December 2016. The ESOS and PSP will provide eligible participants with an opportunity to participate in the equity of the Company so as to motivate them, to higher standards of performance through increased dedication and loyalty, and to give recognition to those who have contributed significantly to the growth and performance of the Group.</p> <p>Further details of the ESOS and PSP are set out in pages 52 to 53 of this Annual Report.</p>
ACCOUNTABILITY AND AUDIT		
Risk Management and Internal Controls		
Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.		
9.1	The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.	<p>The Board reviews the Group's business and operational activities to identify areas of significant business risk as well as the measures in place to control and mitigate these risks within the Group's policies and business strategies. The risk assessment exercise also includes identifying and assessing key risk areas to the Group such as financial, operational, compliance and information technology risks based on the feedback of the internal auditors and external auditors. The Board also oversees the Management in implementing the risk management and internal controls system.</p> <p>The Board is also responsible for governance of risk management and determining the Company's levels of risk tolerance and risk policies. The Board consults with the external auditors and internal auditors to determine the risk tolerance level and corresponding risk policies.</p> <p>The ARC evaluates the findings of the external and internal auditors on the Group's internal controls annually.</p> <p>Although the Board acknowledges that it is responsible for the overall internal control framework, it also recognises that no cost-effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.</p> <p>The Board has not established a specific Board Risk Committee, but for the purposes of risk management and internal controls, is assisted by the ARC and relies on internal control policies and procedures established and maintained by the Group, and the regular audits, monitoring and reviews performed by the internal and external auditors in carrying out its responsibility of overseeing the Company's risk management and policies.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
9.2	<p>The Board requires and discloses in the company's annual report that it has received assurance from:</p> <p>(a) the CEO and the FC that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and</p> <p>(b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.</p>	<p>The Board with the concurrence of the ARC, is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2022.</p> <p>The basis for the Board's view are as follows:</p> <ul style="list-style-type: none"> • Assurance has been received from the CEO, FC and internal auditors; • Key management personnel regularly evaluates, monitors and reports to the ARC on material risks; and • Discussions were held between the ARC and auditors in the absence of the key management personnel to review and address any potential concerns; <p>An external audit was performed by the independent auditors and control gaps in financial controls were highlighted to the ARC and key management personnel were properly addressed.</p> <p>The Board has obtained assurance from the CEO and FC in respect of FY2022 that:</p> <p>(a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and</p> <p>(b) the Group's risk management and internal control systems are adequate and effective.</p> <p>The Board has relied on the independent auditors' report as set out in this Annual Report as assurance that the financial records have been properly maintained and the financial statements give true and fair view of the Group's operations and finances.</p> <p>The Board has additionally relied on yearly review done by internal auditors' reports to ensure that the Group's risk management and internal control systems are effective and adequate.</p>
<p>Audit Committee</p> <p>Principle 10: The Board has an Audit Committee which discharges its duties objectively.</p>		
10.1	<p>The duties of the AC include:</p> <p>(a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;</p>	<p>The Directors recognise the importance of corporate governance and the offering of high standards of accountability to the shareholders. The ARC meets periodically to perform the following functions, amongst others:</p> <p>(a) assist the Board in the discharge of its responsibilities on financial reporting matters;</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
(b)	<p>reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;</p>	<p>(b) review, with the internal and external auditors, the audit plans, scope of work, their evaluation of the system of internal accounting controls, their management letter and the management's response, and results of the audits compiled by the internal and external auditors; review the interim and annual 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 as well as compliance with the Catalyst Rules and any other statutory/regulatory requirements;</p>
(c)	<p>reviewing the assurance from the CEO and the FC on the financial records and financial statements;</p>	<p>(c) review the effectiveness and adequacy of the internal controls, including financial, operational, compliance and informational technology controls, and risk management systems and ensure coordination between the internal and external auditors, and the management, reviewing the assistance given by the management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the management where necessary);</p>
(d)	<p>making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;</p>	<p>(d) review the scope and results of the external audit, and the independence and objectivity of the external auditors;</p>
(e)	<p>reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and</p>	<p>(e) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;</p>
(f)	<p>reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.</p>	<p>(f) make recommendations to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;</p>
(g)	<p>reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.</p>	<p>(g) review significant financial reporting issues and judgements with the FC and the external auditors so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board of Directors;</p>
(h)	<p>reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.</p>	<p>(h) to review and report to the Board at least annually the adequacy and effectiveness of the Group's material internal controls with the FC and the internal and external auditors, including financial, operational, compliance and information technology controls, and risk management systems via reviews carried out by IA;</p>
(i)	<p>reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.</p>	<p>(i) monitor and review the implementation of recommendations from external and internal auditors, if any, to address any control weakness;</p>
(j)	<p>reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.</p>	<p>(j) review and approve transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalyst Rules (if any);</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
		<p>(k) review any potential conflicts of interests;</p> <p>(l) review and approve all hedging policies and instruments (if any) to be implemented by the Group;</p> <p>(m) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the ARC;</p> <p>(n) review and establish procedures for receipt, retention and treatment of complaints received by our Group pertaining to, amongst others, criminal offences, involving our Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on our Group; and</p> <p>(o) generally to undertake such other functions and duties as may be required by statute or the Catalyst Rules, and by such amendments made thereto from time to time.</p> <p>ARC oversees the risk management functions through its Risk Management Working Group ("RMWG") in order to manage the overall risk exposure of the Group. RMWG comprised of the Executive Directors and Management team. FC who has experience in risk management is appointed to provide executive oversight and co-ordination of the Group's risk management efforts. RMWG shall assist the ARC with the matters contemplated below and shall report and make recommendations to the ARC thereon:</p> <ul style="list-style-type: none"> i) conduct a risk assessment review on the Group's operation at least once in a year and shall table the risk assessment review report to ARC for review and approval in every financial year end meeting; ii) oversees the effectiveness of the risk management system and practices; iii) spearheads risk management initiatives; iv) reviews and monitors Group risk profile and action plans; and v) undertake periodic environmental review to determine if there is any possible impact on the risk profile of the Company. <p>The Group has established a whistle-blowing policy, headed by the ARC's chairperson and comprising of ARC members, which provides the channel for employees of the Group or any other persons to raise and report genuine concerns about possible improprieties to the ARC members directly, in matter of financial reporting, misconduct, wrongdoing, or other malpractices relating to the Group and its officers, in good faith and in confidence. The Company is committed to ensure that any whistle-blower is protected against detrimental or unfair treatment. The whistle-blower must identify himself/herself when submitting a complaint or disclosure, where he/she will be protected from any reprisal within or from the Group as a direct consequence of the disclosure. The whistle-blower's identity shall be kept confidential unless otherwise required by applicable laws and regulations or for purposes of any proceedings by or against the Company. The ARC is responsible for the oversight and monitoring of the whistle-blowing policy and ensuring that it is properly administered.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
10.2	<p>The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.</p>	<p>Details of the whistle-blowing policy are given to all staff of the Group and new recruits during orientation. The staff may, in confidence, submitting a complaint or disclosure in writing to the any of ARC members via the following whistleblow@samurainpaint.jp.</p> <p>There were no whistle-blowing reports received in FY2022.</p> <p>The ARC has at least two (2) members, including the ARC Chairman, who have the relevant accounting and related financial management expertise and experience to discharge their responsibilities. They are Mr Lim Siang Kai and Mr Lim Chong Huat. All the ARC members are independent.</p>
10.3	<p>The AC does not comprise former partners or directors of the company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.</p>	<p>None of the ARC members is a former partner or director of the Company's existing auditing firm or auditing corporation (a) within a period of two (2) years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and (b) holds any financial interest in the auditing firm or auditing corporation.</p>
10.4	<p>The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.</p>	<p>The Company's internal audit function is outsourced to Nexia TS Risk Advisory Pte. Ltd. that reports directly to the ARC Chairman and administratively to the CEO and FC. The internal auditors have full access to all the Company's documents, records, properties and personnel including access to the ARC. The ARC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit.</p> <p>The ARC is satisfied that the IA is adequately qualified and resourced, and has the appropriate standing in the Company to discharge its duties effectively and guided by International Professional Practices Framework promulgated by The Institute of Internal Auditors.</p> <p>The ARC decides on the appointment, termination and remuneration of the outsourced internal audit function.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
10.5	The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.	The ARC has met with the external auditors and internal auditors in the absence of key management personnel in FY2022.
STAKEHOLDER RIGHTS AND ENGAGEMENT		
Shareholders' Rights		
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.		
11.1	The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.	<p>The Company's corporate governance practices promote the fair and equitable treatment to all shareholders. To facilitate shareholders' ownership rights, the Company ensures that all material information is disclosed on a comprehensive, accurate and timely basis via SGXNET, especially information pertaining to the Company's business development and financial performance which could have a material impact on the price or value of its shares, so as to enable shareholders to make informed decisions in respect of their investments in the Company.</p> <p>The Constitution allows all shareholders to appoint proxies to attend general meeting and vote on their behalf. As the authentication of shareholder identity information and other related security issues still remain a concern, the Group has decided, for the time being, not to implement voting in absentia by mail, email or fax.</p> <p>Although the Government of Singapore further announced the easing of community and border measures recently, as the daily infection rates had continued to fall and have stabilised, the Group is of the opinion that precautionary measures are still required. As a result, the Group decided to hold the forthcoming AGM via electronic means. Shareholders will be able to watch the proceedings of the general meeting through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. Shareholders must appoint the Chairman of general meeting as his/her/its proxy to vote on his/her/its voting rights at the general meeting.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
11.2	<p>The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.</p>	<p>Shareholders are informed of shareholders' meetings through notices contained in annual reports or circulars posted onto the SGXNET.</p> <p>The notice of AGM, together with the annual report, is published to all shareholders at least fourteen (14) days before the scheduled AGM date. Shareholders are invited to attend the general meetings to put forth any questions they may have on the motions to be debated and decided upon.</p> <p>All shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company conducts poll voting for all resolutions tabled at the general meetings. The rules, including the voting process, are explained by the scrutineers at such general meetings.</p> <p>Every matter requiring shareholders' approval is proposed as a separate resolution. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.</p>
11.3	<p>All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report.</p> <p>The auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the company's annual report.</p>	<p>The Company requires all Directors (including the respective chairman of the Board Committees) to be present at all general meetings of shareholders, unless of exigencies. The external auditors are also required to be present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report.</p> <p>Please refer to Provision 1.5 for the director's attendance for general meetings in FY2022.</p>
11.4	<p>The Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.</p>	<p>The Constitution allows an individual Shareholder to appoint not more than two (2) proxies to attend and vote on his or her behalf at the general meetings.</p> <p>A member who is a relevant intermediaries may appoint more than two (2) proxies to attend and speak at the general meeting but each proxy must be appointed to exercise the rights attached to different shares held by such member. Where such member's form of proxy 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.</p> <p>As the authentication of shareholder identity information and other related security issues still remain a concern, the Group has decided, for the time being, not to implement voting in absentia by mail, email or fax.</p> <p>For the upcoming AGM, shareholders must appoint the Chairman of general meeting as his/her/it's to vote on his/her/it's voting rights at the general meeting.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
11.5	<p>The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.</p>	<p>All resolutions are put to vote by poll, and their detailed results will be announced via SGXNET after the conclusion of the general meeting.</p> <p>All minutes of general meetings for FY2022 are made available to shareholders via SGXNET.</p>
11.6	<p>The company has a dividend policy and communicates it to shareholders.</p>	<p>The Company currently does not have a fixed dividend policy.</p> <p>In considering the form, frequency and amount of future dividends in respect of any particular financial year or period, the Directors will take into account the following factors:</p> <ul style="list-style-type: none"> (a) the financial position, results of operations and cash flow of the Group; (b) the ability of the subsidiaries to make dividend payment to the Company; (c) the expected working capital requirements and general financing condition of the Group; (d) the actual and projected financial performance of the Group; and (e) any other factors deemed relevant by the Directors. <p>In FY2022, the Board had declared an interim and special (one-tier tax exempt) dividends of S\$0.002 per ordinary share and S\$0.004 per ordinary share in the capital of the Company respectively, and proposing a final and special (one-tier tax exempt) dividends ("Proposed Dividend") of S\$0.002 per ordinary share and S\$0.004 per ordinary share in the capital of the Company respectively. The Proposed Dividend are subject to the shareholders' approval at the upcoming Annual General Meeting.</p>

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation
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.		
12.1	The company provides avenues for communication between the Board and all shareholders and discloses in its annual report the steps taken to solicit and understand the views of shareholders.	The Board's policy is that all Shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNET on an immediate basis, in line with the Group's disclosure obligations pursuant to the Catalyst Rules and the Companies Act. For the financial year under review, the Board was of the view that the current communication channels are sufficient and cost effective.
12.2	The company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.	The Company does not have an Investor Relations Policy. The Company's investor relations function is led by Corporate Development Officer ("CDO") who has the strategic management responsibility to integrate finance, accounting, corporate communication to enable effective communication between the Company and all shareholders, stakeholders, analysts and media.
12.3	The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.	The Group had published the investor relation's email address through our corporate website as well as social media platforms. Shareholders may contact us at ir@samurainpaint.jp should they have any enquiries. The investor personnel will respond on the enquiries accordingly.
MANAGING STAKEHOLDER RELATIONSHIPS		
Engagement with Stakeholders		
Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.		
13.1	The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.	The Company does not practice selective disclosure. In line with continuous disclosure obligations of the Company pursuant to the Catalyst Rules and the Companies Act, the Board's policy is that all shareholders should be equally and timely informed of all major developments that impact the Group. The Company also values the feedback arising from our stakeholder engagements as it has helped strengthen the relevance of our reporting and approach to managing the Group's material issues. We believe that maintaining a close relationship with our stakeholders is crucial as they support us in addressing sustainability challenges. Therefore, to ensure that we can continuously improve, we always engage with and consult our diverse groups of stakeholders to understand their expectations. Please refer to the Sustainability Report which will be issued by August 2022 for further details on the Company's approach on stakeholders engagement.

CORPORATE GOVERNANCE REPORT

Provision	Code Description	Company's Compliance or Explanation								
13.2	The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.	Information will first be disseminated through SGXNET and where relevant, followed by news release and the Company's website. The Company will also make announcements from time to time to update investors and shareholders on developments that are of interest to them. The Company strives to supply shareholders with reliable and timely information so as to strengthen the relationship with its shareholders based on trust and accessibility. Please refer to the Sustainability Report which will be issued by August 2022 for further details on the Company's approach on stakeholders engagement.								
13.3	The company maintains a current corporate website to communicate and engage with stakeholders.	Apart from the SGXNET announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website http://samurai2kaerosol.com .								
COMPLIANCE WITH APPLICABLE CATALIST RULES										
Catalist Rule	Rule Description	Company's Compliance or Explanation								
711A	Sustainability Report	The Company will issue its Sustainability Report for FY2022 by August 2022 and will upload it on the SGXNET.								
712, 715 or 716	Appointment of Auditors	The Company confirms its compliance to the Catalist Rules 712 and 715 in the appointment of its auditors.								
1204(6)	External audit	<p>The table below sets out the audit and non-audit fees paid for FY2022:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th>S\$</th> </tr> </thead> <tbody> <tr> <td>Audit fees</td> <td>59,500</td> </tr> <tr> <td>Non-audit fee</td> <td></td> </tr> <tr> <td>- Tax compliance</td> <td>2,600</td> </tr> </tbody> </table> <p>In compliance with Rule 1204(6)(b) of the Catalist Rules, the ARC undertook the annual review of the independence and objectivity of the external auditors by reviewing the non-audit services provided and the fees paid to them. It is the opinion of the ARC, the nature and extent of non-audit services provided by the external auditors do not affect the independence and objectivity of the external auditors.</p>		S\$	Audit fees	59,500	Non-audit fee		- Tax compliance	2,600
	S\$									
Audit fees	59,500									
Non-audit fee										
- Tax compliance	2,600									
1204(8)	Material Contracts	There were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY2022 or if not then subsisting, entered into since the end of the previous financial year.								

CORPORATE GOVERNANCE REPORT

Catalist Rule	Rule Description	Company's Compliance or Explanation
1204(10)	Confirmation of adequacy of internal controls	<p>The Board and the ARC are of the opinion that the internal controls are adequate to address the financial, operational, compliance and information technology risks based on the following:</p> <ul style="list-style-type: none"> • internal controls and the risk management system established by the Company; • work performed by the IA and EA; • assurance from the CEO and FC; and • reviews done by the various Board Committees and key management personnel.
1204(10C)	ARC's comment on Internal Audit Function	<p>The ARC is satisfied that the Company's internal audit function is:</p> <ul style="list-style-type: none"> • sufficiently independent to carry out its role; • conducted effectively as Management has provided full co-operation to enable Internal Auditors to perform its function; • adequately resourced to perform the work for the Group; and • has the appropriate standing within the Company. <p>The Company outsources the internal audit function to an external professional firm to perform the review and test of controls of the Group's processes. The Company has appointed Nexia TS Risk Advisory Pte Ltd ("Nexia TS") as the internal auditor to review the internal control processes of the Group. Nexia TS is a company of Nexia TS Public Accounting Corporation, which is recognised as an established mid-tier accounting firm for more than twenty-five (25) years. Nexia TS possesses vast experience in providing internal audits, risk management services and advisory services in the region. The current engagement team assigned comprises of three (3) members and is led by Ms Pamela Chen who has more than fourteen (14) years performing audits for listed companies. The primary reporting line of the internal auditors is to the ARC. The ARC also decides on the appointment, termination and remuneration of the internal auditors.</p>
1204(17)	Interested Persons Transaction ("IPT")	<p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the ARC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.</p> <p>The Group does not have a general mandate for IPTs. There were no discloseable interested person transactions during FY2022.</p>

CORPORATE GOVERNANCE REPORT

Catalist Rule	Rule Description	Company's Compliance or Explanation
1204(19)	Dealing in Securities	<p>The Company has adopted an internal policy which prohibits the Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning one month before the announcement of the Company's half-year and full-year financial statements respectively, and ending on the date of the announcement of the relevant results.</p>
1204(21)	Non-sponsor fees	For FY2022, the Company paid its sponsor, UOB Kay Hian Private Limited non-sponsor fees of S\$106.25 as brokerage fee for the share buy-backs.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Lim Chong Huat and Dato' Loh Shin Siong are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 27 July 2022 ("AGM") (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to Rule 720(5) of the SGX-ST Catalyst Rules, the information as set out in Appendix 7F relating to the above Retiring Directors to be put forward for re-election at the forthcoming Annual General Meeting is disclosed below:

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
Date of Appointment	21 May 2019	16 December 2016
Date of last re-appointment	25 July 2019	25 July 2019
Age	52	55
Country of principal residence	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of Nominating Committee ("NC") and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Lim Chong Huat for re-appointment as Independent Director of the Company. The Board has reviewed and concluded Mr Lim Chong Huat possess the experience, expertise, knowledge, and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of NC and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Dato' Loh Shin Siong for re-appointment as Non-Executive Director of the Company. The Board has reviewed and concluded that Dato' Loh Shin Siong possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g.) Lead ID, AC Chairman, AC Member etc.)	Independent Director, Chairman of the Nominating Committee, Member of the Audit and Risk Committee and Remuneration Committee	Non-Executive Director
Professional qualifications	B.Acc, Chartered Accountant Singapore, Public Accountant, Accredited Tax Practitioner (Income Tax and GST)	Nil
Working experience and occupation(s) during the past 10 years	2008 - Present Milant & Associate LLP (CPA firm) (Partner) 2016 - Present Coseclinic Services Pte Ltd (Director) 2020 - Present Matrix Audit Alliance PAC (Director)	2016 - Present Diamond Star Global Sdn Bhd 2017 - Present Tropical Wine Sdn Bhd 2018 - Present Diamond Star Biotechnology Sdn Bhd 2019 - Present Diamond Star Biolife Sdn Bhd Diamond Star Biocare Sdn Bhd Sateera Sdn Bhd 2020 - Present Diamond Star Capital Sdn Bhd Diamond Star Trading Sdn Bhd Diamond Star Health Sdn Bhd Eecon Capital Sdn Bhd 2021 - Present Tropical Dynasty Sdn Bhd DS Care Sdn Bhd Sateera Biontech Sdn Bhd 2022 - Present DLCK Venture Capital Sdn Bhd

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
Shareholding interest in the listed issuer and its subsidiaries	No	12,750,000 ordinary shares
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.	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships		
Past (for the last 5 years)	G&H Online Pte Ltd Kouso Bio Trading Pte Ltd Semra (SEA) Pte Ltd One-Stop Business Centre Group Vegetarian Delivery D'ellsell Wealthy Eight Pte Ltd	Nil
Present	Lim CH & Associates Milant & Associates LLP CoseClinic Services Pte Ltd Matrix Audit Alliance PAC Everich Management Services Ijim Bruxism Care Pte Ltd Coseclinic Ebiz Pte Ltd Origin Mart Pte Ltd Wealthy Eight Pte Ltd De Northstar Pte Ltd Coseclinic (East) Pte Ltd	Diamond Star Capital Sdn Bhd Diamond Star Trading Sdn Bhd Diamond Star Biolife Sdn Bhd Diamond Star Biotechnology Sdn Bhd Diamond Star Biocare Sdn Bhd Diamond Star Global Sdn Bhd Diamond Star Health Sdn Bhd DLCK Venture Capital Sdn Bhd Eecon Capital Sdn Bhd Sateera Sdn Bhd Tropical Dynasty Sdn Bhd Tropical Wine Sdn Bhd DS Care Sdn Bhd Sateera Biontech 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.		
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 any time within 2 years from the date he ceased to be a partner?	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
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 judgement 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

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law of regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
<p>j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p style="margin-left: 20px;">i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p style="margin-left: 20px;">ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p style="margin-left: 20px;">iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p style="margin-left: 20px;">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</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
<p>k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR LIM CHONG HUAT	DATO' LOH SHIN SIONG
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange? If Yes, Please provide details of prior experience	Not applicable	Not applicable
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	Not applicable	Not applicable

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Samurai 2K Aerosol Limited (the "Company") and its subsidiaries (the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2022.

In the opinion of the directors:

- (i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 59 to 107 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 March 2022 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); 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 Yoke En
Lim Lay Yong
Lim Siang Kai
Dato' Chang Chor Choong
Hau Hock Khun
Dato' Loh Shin Siong
Lim Chong Huat

Arrangement to enable directors to acquire benefits

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

Directors' interest in shares or debentures

The directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act except as follows:

	Number of ordinary shares Shareholdings registered in the name of directors	
	At 1.4.2021	At 31.3.2022*
The Company		
Ong Yoke En	46,384,000	139,152,000
Lim Lay Yong	15,000,000	45,000,000
Dato' Chang Chor Choong	4,250,000	12,750,000
Dato' Loh Shin Siong	4,250,000	12,750,000

* Adjusted as a result of the share split exercise during the financial year.

DIRECTORS' STATEMENT

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

The director, Ong Yoke En, by virtue of Section 7 of the Act is deemed to have an interest in the shares held by the Company in its wholly-owned subsidiary corporations and in the shares held by the Company in the following subsidiary not wholly owned by the Group:

	Number of ordinary shares	
	At 1.4.2021	At 31.3.2022
PT Samurai Paint	2,010	2,010

The directors' interest in the ordinary shares of the Company as at 21 April 2022 were the same as those as at 31 March 2022.

Share options and awards

The Samurai 2K Aerosol Limited's Performance Share Plan (the "Plan") and Employee Share Option Scheme (the "Scheme") were approved and adopted by the members at the shareholders' meeting held on 16 December 2016 and will continue to remain in force until 15 December 2026, unless terminated in accordance with the rules of the Plan and Scheme. The Plan and Scheme provide for the grant of shares and share options to employees and directors of the Group.

The Plan and Scheme are administered by the Remuneration Committee of the Company, comprising of Mr Hau Hock Khun (Chairman), Mr Lim Siang Kai, and Mr Lim Chong Huat. A member of the Remuneration Committee who is also a participant of the Plan and Scheme must not be involved in its deliberation in respect of awards and options granted or to be granted to him.

The aggregate number of shares and share options which may be issued or transferred pursuant to awards granted under the Plan and Scheme on any date, when aggregated with the aggregate number of shares over which awards or options are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day preceding that date.

On 31 May 2021, 1,618,929 share awards were granted to employees of the Group pursuant to the Plan. All the share awards granted under the Plan have vested on the date of grant.

On 31 May 2021, 1,190,000 share options were granted to employees of the Group pursuant to the Scheme.

Movement in the number of options granted by the Company under the Scheme for the Group's employees are as follows:

	← No. of options under the Scheme →					End of financial year
	Beginning of financial year	Granted during financial year	Forfeited during financial year	Modification during financial year*	Vested during financial year	
2022						
3 June 2019	164,000	-	(49,000)	230,000	-	345,000
31 May 2021	-	1,190,000	(355,000)	1,670,000	-	2,505,000

* On 25 June 2021, every one existing ordinary share in the share capital of the Company were sub-divided into three ordinary shares. Consequently, the number of outstanding unexercised options were adjusted on the same basis.

There were no options exercised during the financial year.

DIRECTORS' STATEMENT

Share options and awards (cont'd)

The details of the outstanding number of options at the end of the financial year was:

Exercise price	Grant date	Exercise period	2022 Number of options
SGD0.305	3 June 2019	3 June 2022 to 2 June 2029	345,000
SGD0.347	31 May 2021	31 May 2024 to 30 May 2031	2,505,000

No participant has received 5% or more of the total number of shares under option available under the Scheme.

There were no options granted to directors, controlling shareholders and their associates except as disclosed below:

	No. of unissued ordinary shares of the Company under option			
	Granted in financial year ended 31.3.2022	Aggregate granted since commencement of Scheme to 31.3.2022	Aggregate exercised since commencement of Scheme to 31.3.2022	Aggregate outstanding as at 31.3.2022
Ong How En ⁽¹⁾	-	60,000	-	60,000

⁽¹⁾ Brother of Mr Ong Yoke En, director and controlling shareholder, and the brother-in-law of Ms Lim Lay Yong, director. He is employed as the technical manager of Samurai 2K Aerosol Sdn. Bhd. (formerly known as Orientus Industry Sdn. Bhd.).

Audit and Risk Committee

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

Lim Siang Kai (Chairman)
Hau Hock Khun
Lim Chong Huat

The Audit and Risk Committee carried out its functions in accordance with Section 201B(5) of the Act. Their functions are detailed in the Corporate Governance Report.

The Audit and Risk Committee also:

- reviewed the independence and objectivity of the independent auditor;
- reviewed the audit plan and scope of work carried out by the independent auditor and also met with the independent auditor to discuss the results of their audit and their evaluation of the system of internal accounting controls;
- reviewed the overall scope and timing of the work to be carried out by the internal auditor and also met with internal auditor to discuss the results of their internal audit procedures;
- reviewed the financial statements of the Group and the Company for the financial year ended 31 March 2022 and the independent auditor's report thereon; and
- reviewed interested person transactions.

The Audit and Risk Committee is satisfied with the independence and objectivity of the independent auditor and has recommended to the Board that Baker Tilly TFW LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

DIRECTORS' STATEMENT

Independent auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

Ong Yoke En
Director

Lim Lay Yong
Director

7 July 2022

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SAMURAI 2K AEROSOL LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Samurai 2K Aerosol Limited (the "Company") and its subsidiaries (the "Group"), as set out on pages 59 to 107, which comprise the statements of financial position of the Group and the Company as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics 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 Matter

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

Allowance for expected credit losses of trade receivables

As at 31 March 2022, the Group's trade receivables of RM18,448,000 (2021: RM14,356,000) represents approximately 13% (2021: 11%) of the Group's total assets.

The Group determines the expected credit losses ("ECL") of trade receivables by applying the simplified approach to recognise a loss allowance based on lifetime ECLs at the end of the reporting period. The Group determined the lifetime ECL of trade receivables by performing an ECL assessment for each debtor by considering the historical loss rate, recent payments, ongoing business relationship, creditworthiness of each debtor and their ability to repay.

As the ECL assessment involves significant judgement and assumptions by the Group, we have identified the allowance for ECL of trade receivables as a key audit matter.

The significant judgements and assumptions applied in the calculation of loss allowance and details of ECL measurement are disclosed in Note 3 and Note 26(b) to the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SAMURAI 2K AEROSOL LIMITED

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matter (cont'd)

Procedures performed by component auditor and us to address the key audit matter

We obtained an understanding of the Group's credit policy and credit assessment procedures, including client's control to follow up on payments from customers and to monitor the credit limits, and evaluated the Group's ECL assessment for trade receivables. In testing the significant assumptions and reasonableness of the Group's ECL assessment, we tested the aging of trade receivables at the end of the reporting period on a sample basis, verified historical loss rates of major trade debtors to historical payment trends, recent payments, information relating to the Group's ongoing business relationships and performed subsequent receipt test for major trade debtors up to audit report date.

We have also assessed the adequacy and appropriateness of the disclosures made in the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report 2022, 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SAMURAI 2K AEROSOL LIMITED

Report on the Audit of the Financial Statements (cont'd)

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

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

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

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SAMURAI 2K AEROSOL LIMITED

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 the subsidiary corporation 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 Lee Chee Sum Gilbert.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

7 July 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

	Note	2022 RM'000	2021 RM'000
Revenue	4	113,038	110,630
Cost of sales		(64,802)	(56,749)
Gross profit		48,236	53,881
Other income	5	1,170	2,068
Administrative expenses		(20,307)	(13,517)
Marketing and distribution expenses		(8,538)	(17,010)
Finance costs	6	(926)	(457)
Profit before tax	7	19,635	24,965
Tax expense	9	(6,512)	(7,476)
Profit for the financial year		13,123	17,489
Other comprehensive (loss)/income for the financial year, net of tax:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising from consolidation		(50)	42
Total comprehensive income for the financial year		13,073	17,531
Profit/(loss) attributable to:			
Equity holders of the Company		13,124	17,505
Non-controlling interest		(1)	(16)
		13,123	17,489
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		13,079	17,560
Non-controlling interest		(6)	(29)
		13,073	17,531
Earnings per share for profit attributable to equity holders of the Company (RM sen per share)			
Basic and diluted	10	3.93	5.31

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current assets					
Property, plant and equipment	11	27,821	26,903	-	-
Intangible assets	12	816	771	-	-
Investment in subsidiaries	13	-	-	15,658	10,545
Deferred tax assets	14	688	680	-	-
Trade and other receivables	16	3,637	-	-	-
Total non-current assets		32,962	28,354	15,658	10,545
Current assets					
Inventories	15	17,646	13,917	-	-
Trade and other receivables	16	22,956	17,196	47,190	42,901
Cash and bank balances	17	73,111	76,430	4,704	14,057
Total current assets		113,713	107,543	51,894	56,958
Total assets		146,675	135,897	67,552	67,503
Non-current liabilities					
Borrowings	18	3,949	4,350	-	-
Deferred tax liabilities	14	1,953	1,435	-	-
Other payables	19	94	93	-	-
Total non-current liabilities		5,996	5,878	-	-
Current liabilities					
Trade and other payables	19	28,208	23,816	533	3,666
Borrowings	18	17,786	16,067	-	-
Tax payable		1,623	1,749	182	182
Total current liabilities		47,617	41,632	715	3,848
Total liabilities		53,613	47,510	715	3,848
Net assets		93,062	88,387	66,837	63,655
Equity					
Share capital	20	57,165	52,653	57,165	52,653
Treasury shares	20	(64)	-	(64)	-
Share option reserve	22	448	119	448	119
Retained earnings		45,385	45,436	9,288	10,883
Currency translation reserve		(295)	(250)	-	-
Merger reserve	23	(9,368)	(9,368)	-	-
Equity attributable to equity holders of the Company		93,271	88,590	66,837	63,655
Non-controlling interest		(209)	(203)	-	-
Total equity		93,062	88,387	66,837	63,655

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

	Share capital RM'000	Treasury shares RM'000	Share option reserve RM'000	Retained earnings RM'000	Currency translation reserve RM'000	Merger reserve RM'000	Total RM'000	Non-controlling interest RM'000	Total equity RM'000
Group									
Balance at 1 April 2021	52,653	-	119	45,436	(250)	(9,368)	88,590	(203)	88,387
Profit/(loss) for the financial year	-	-	-	13,124	-	-	13,124	(1)	13,123
<i>Other comprehensive loss for the financial year</i>									
Currency translation differences arising from consolidation	-	-	-	-	(45)	-	(45)	(5)	(50)
Total comprehensive income/(loss) for the financial year	-	-	-	13,124	(45)	-	13,079	(6)	13,073
Issue of shares (Note 20)	4,512	-	-	-	-	-	4,512	-	4,512
Employee share option scheme (Note 22)	-	-	329	-	-	-	329	-	329
Dividend paid (Note 21)	-	-	-	(13,175)	-	-	(13,175)	-	(13,175)
Share buy-back	-	(64)	-	-	-	-	(64)	-	(64)
Balance at 31 March 2022	57,165	(64)	448	45,385	(295)	(9,368)	93,271	(209)	93,062
Group									
Balance at 1 April 2020	52,653	-	64	34,615	(305)	(9,368)	77,659	(174)	77,485
Profit/(loss) for the financial year	-	-	-	17,505	-	-	17,505	(16)	17,489
<i>Other comprehensive income/(loss) for the financial year</i>									
Currency translation differences arising from consolidation	-	-	-	-	55	-	55	(13)	42
Total comprehensive income/(loss) for the financial year	-	-	-	17,505	55	-	17,560	(29)	17,531
Employee share option scheme (Note 22)	-	-	55	-	-	-	55	-	55
Dividend paid (Note 21)	-	-	-	(6,684)	-	-	(6,684)	-	(6,684)
Balance at 31 March 2021	52,653	-	119	45,436	(250)	(9,368)	88,590	(203)	88,387

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

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

	Share capital RM'000	Treasury shares RM'000	Share option reserve RM'000	Retained earnings RM'000	Total equity RM'000
Company					
Balance at 1 April 2021	52,653	-	119	10,883	63,655
Profit for the financial year	-	-	-	11,580	11,580
Issue of shares (Note 20)	4,512	-	-	-	4,512
Employee share option scheme (Note 22)	-	-	329	-	329
Dividend paid (Note 21)	-	-	-	(13,175)	(13,175)
Share buy-back	-	(64)	-	-	(64)
Balance at 31 March 2022	57,165	(64)	448	9,288	66,837
Balance at 1 April 2020	52,653	-	64	4,614	57,331
Profit for the financial year	-	-	-	12,953	12,953
Dividend paid (Note 21)	-	-	-	(6,684)	(6,684)
Employee share option scheme (Note 22)	-	-	55	-	55
Balance at 31 March 2021	52,653	-	119	10,883	63,655

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

	2022 RM'000	2021 RM'000
Cash flows from operating activities		
Profit before tax	19,635	24,965
Adjustments for:		
Depreciation of property, plant and equipment	3,154	2,638
Amortisation of intangible assets	80	146
Loss on disposal of property, plant and equipment	3	11
Property, plant and equipment written off	-	9
Performance share plan expense	4,512	-
Employee share option expense	329	55
Interest expenses	926	457
Interest income	(747)	(286)
Unrealised foreign exchange gain	(285)	(2,299)
Inventories written back	-	(62)
Operating cash flows before working capital changes	27,607	25,634
Changes in operating assets and liabilities		
Inventories	(3,729)	(6,051)
Receivables	(5,972)	15,162
Payables	4,395	11,978
Currency translation adjustments	(63)	23
Cash generated from operations	22,238	46,746
Income tax paid	(6,133)	(4,798)
Interest received	80	286
Interest paid	-	(457)
Net cash generated from operating activities	16,185	41,777
Cash flows from investing activities		
Purchase of intangible assets	(125)	(382)
Proceeds from disposal of property, plant and equipment	34	9
Purchase of property, plant and equipment [Note 11(ii)]	(3,992)	(2,378)
Interest received	667	-
Deposits paid for purchase of property, plant and equipment	(180)	-
Prepayment of property, plant and equipment	(3,027)	-
Net cash used in investing activities	(6,623)	(2,751)
Cash flows from financing activities		
Dividend paid	(13,175)	(6,684)
Deposits pledged	(45)	-
Drawdown of banker's acceptance	1,822	10,441
Repayment of bank borrowings	(16)	(131)
Repayment of lease liabilities	(611)	(614)
Interest paid	(856)	-
Share buy-back	(64)	-
Net cash (used in)/generated from financing activities	(12,945)	3,012
Net (decrease)/increase in cash and cash equivalents	(3,383)	42,038
Cash and cash equivalents at beginning of the financial year	75,306	33,248
Effects of exchange rate changes on cash and cash equivalents	19	20
Cash and cash equivalents at end of the financial year (Note 17)	71,942	75,306

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

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

1 Corporate information

Samurai 2K Aerosol Limited (the "Company") (Co. Reg. No. 201606168C) is incorporated as a private limited company and domiciled in Singapore on 9 March 2016. It was converted into a public company limited by shares on 16 December 2016 and is listed on the Catalist board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office of the Company is at 133 North Bridge Road, #08-03 Chinatown Point, Singapore 059413. The principal place of business of the Company is located at No. 6, Jalan Dato Yunus 1, Kawasan Perindustrian Dato Yunus Sulaiman, Lima Kedai, 81120 Skudai, Johor, Malaysia.

The principal activity of the Company is an investment holding company. The principal activities of the subsidiaries are disclosed in Note 13.

2 Summary of significant accounting policies

a) Basis of preparation

The financial statements are presented in Malaysia Ringgit and are rounded to the nearest thousand (RM'000) except when otherwise indicated.

The financial statements have been prepared in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ["SFRS(I)"]. The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

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

Use of estimates and judgements

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of cash and bank balances, trade and other current receivables and payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

a) Basis of preparation (cont'd)

New and revised standards that are adopted

In the current financial year, the Group and the Company have adopted all new and revised SFRS(I) and SFRS(I) Interpretations ["SFRS(I) INT"] that are effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT. The application of these new and revised SFRS(I) and SFRS(I) INT do not have a material effect on the financial statements.

New and revised standards not yet effective

New standards, amendments to standards and interpretations that have been issued at the reporting date but are not yet effective for the financial year ended 31 March 2022 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company.

b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries at the end of the reporting period. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations involving entities under common control are accounted for by applying the pooling of interest method. Under this method, the Company has been treated as the holding company of the subsidiaries as if the combination had occurred from the date the subsidiaries first came under the control of the same shareholders. Accordingly, the results of the Group include the results of the subsidiaries for the entire periods under review. Such manner of presentation reflects the economic substance of the companies, which were under common control throughout the relevant period, as a single economic enterprise, although the legal parent-subsidiary relationships were not established.

Pursuant to this:

- Assets and liabilities are reflected at their existing carrying amounts;
- No adjustments are made to reflect the fair values on the date of combination or recognise any new assets or liabilities;
- No additional goodwill is recognised as a result of the combination;
- Upon the completion of the group restructuring exercise, any difference between the consideration paid by the Company and the equity "acquired" is reflected within the equity of the Group as merger reserve.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

b) Basis of consolidation (cont'd)

All other business combinations are accounted for using acquisition method. The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

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

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

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition date fair value or, when applicable, on the basis specified in another standard.

c) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less accumulated impairment losses, if any. On disposal of the investments, the difference between disposal proceeds and the carrying amount of the investments are recognised in profit or loss.

d) Property, plant and equipment

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

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

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that future economic benefits embodied within the component will flow to the Group and its cost can be reliably measured. The carrying amount of the replaced component is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

d) Property, plant and equipment (cont'd)

On disposal of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

No depreciation is provided on freehold land.

Depreciation of right-of-use assets is calculated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the asset. 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.

Depreciation for other items of property, plant and equipment is calculated on a straight-line basis to allocate the depreciable amounts over the estimated useful lives of the asset. The useful lives for property, plant and equipment are as follows:

	Years
Freehold properties	50
Leasehold properties	1 - 6
Furniture, fittings and equipment	4 - 12
Motor vehicles	8 - 10
Plant and machinery	8
Renovation	10

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

Fully depreciated assets are retained in the financial statements until they are no longer in use.

Property, plant and equipment in the course of construction for production are carried at cost, less any recognised impairment loss until construction is completed. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policies. Depreciation of these assets, on the same basis as other property, plant and equipment, commences when the assets are ready for their intended use.

e) Intangible assets

Acquired computer software licenses

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Direct expenditure, which enhances or extends the performance of computer software beyond its original specifications and which can be reliably measured, is recognised as a capital improvement and added to the original cost of the software. Costs associated with maintaining computer software are recognised as an expense as incurred.

Acquired computer software licences are stated at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised using the straight-line method over their estimated useful life of 5 years.

Patents and trademarks

Patents and trademarks are capitalised on the basis of the cost incurred to successfully register patents and trademarks in various countries. Amortisation is calculated using the straight-line method to allocate the cost of patents and trademarks over 10 to 20 years, based on the shorter of their estimated useful lives and periods of contractual rights.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

f) Impairment of non-financial assets

At the end of each reporting period, the Group assesses the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

g) Financial assets

Recognition and derecognition

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

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Group classifies its financial assets at amortised cost.

The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group reclassifies financial assets when, and only when, its business model for managing those assets changes.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

g) Financial assets (cont'd)

Subsequent measurement

Debt instruments

Debt instruments include cash and bank balances, trade and other receivables (excluding advance payment to suppliers, prepayments, net of goods and services tax receivables and tax recoverable). The Group's debt instruments are measured at amortised cost.

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
- The contractual terms of the financial asset give rise on specific 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. Interest income from these financial assets is included in interest income using the EIR method.

Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a "lifetime ECL").

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at each reporting date. The Group determined the lifetime ECL of trade receivables by performing an ECL assessment for each debtor by considering the historical loss rate, recent payments, ongoing business relationship, creditworthiness of each debtor and the impact of COVID-19 pandemic on their ability to repay.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

Offset

Financial assets and liabilities are offset and the net amount presented on the statements of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

h) Cash and cash equivalents in the consolidated statement of cash flows

For the purposes of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value and excludes pledged deposits.

i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads based on normal operating capacity but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

j) Financial liabilities

Financial liabilities are recognised on the statements of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities other than derivatives, directly attributable transaction costs.

Subsequent to initial recognition, derivatives are measured at fair value. Other financial liabilities (except for the financial guarantees) are measured at amortised cost using the effective interest method.

For financial liabilities other than derivatives, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. Any gains or losses arising from changes in fair value of derivatives are recognised in profit or loss. Net gains or losses on derivatives include exchange differences. A financial liability is derecognised when the obligation under the liability is extinguished.

k) Financial guarantees

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

Financial guarantee contracts are initially recognised at their fair values plus transaction costs.

Subsequent to initial measurement, the financial guarantees are stated at the higher of the amount initially recognised less cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers* and the amount of expected loss computed using the impairment methodology under SFRS(I) 9 *Financial Instruments*.

l) Provisions for other liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and that the amount can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation.

When discounting is used, the increase in the provision due to passage of time is recognised as a finance cost in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

m) Share capital

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.

n) Revenue recognition

Sale of aerosol spray paint

The Group manufactures and sell aerosol spray paints. Sales is recognised when the goods have been delivered and control of the goods has been transferred to its customer. Revenue from these sales is recognised based on the price specified in the contract. Revenue is only recognised to the extent that it is highly probable that there will be no significant reversal when the uncertainty is resolved. No element of financing is deemed present as the sales are made with a credit term of 30 to 120 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

Rental income

Rental income from operating lease (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

o) 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.

When a Group entity is the lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets (e.g. leases of tablet and personal computers, small items of office equipment and telephones). For these exempted leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities comprise fixed lease 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

o) Leases (cont'd)

When a Group entity is the lessee (cont'd)

Lease liabilities (cont'd)

The lease liabilities are presented within "borrowings" in the statements of financial position.

The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever 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.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, initial direct cost, less any lease incentive received.

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

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset. 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 depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within "property, plant and equipment" in the statements of financial position.

The Group applies SFRS(I) 1-36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2(f).

As a practical expedient, SFRS(I) 16 *Leases* permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease component as a single arrangement. The Group has not used this practical expedient.

When a Group entity is the lessor

Where the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

The Group has no finance lease when it acts as a lessor.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

o) Leases (cont'd)

When a Group entity is the lessor (cont'd)

Rental income from operating leases is recognised on a straight-line basis over the terms of the relevant leases. Initial direct costs incurred in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss on the same basis as the lease income.

p) Employee benefits

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund in Singapore and the Employees' Provident Fund in Malaysia, and will have no legal or constructive obligation to pay further contributions once the contributions have been paid. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

Employee leave entitlements

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

Share-based compensation

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the share options on the date of the grant. This cost is recognised in profit or loss, with a corresponding increase in the share option reserve, over the vesting period. Non-market vesting conditions are included in the estimation of the number of shares that are expected to vest on the vesting date. At each reporting date, the Group revises its estimates of the number of shares that are expected to vest on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the share options are exercised, the related balance previously recognised in the share option reserve and the proceeds received (net of transaction costs) are credited to the share capital account when new ordinary shares are issued. If the share options are not exercised by the expiry date, the balance in the share option reserve is transferred to retained earnings.

q) Borrowing costs

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

r) Income taxes

Income tax on the profit or loss for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity in which the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity respectively).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

r) Income taxes (cont'd)

Current tax is the expected tax payable or recoverable on the taxable income for the current year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable or recoverable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

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

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

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 currently enacted or substantively enacted tax rates at the end of the reporting period.

s) Functional and foreign currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which that entity operates (the "functional currency"). The financial statements of the Group and the Company are presented in Malaysia Ringgit ("RM"), which is the Company's functional currency.

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except for currency translation differences on net investment in foreign operations and borrowings and other currency instruments qualifying as net investment hedges for foreign operations, which are included in the currency translation reserve within equity in the consolidated financial statements. The currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

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

Translation of Group entities' financial statements

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

2 Summary of significant accounting policies (cont'd)

s) Functional and foreign currencies (cont'd)

Translation of Group entities' financial statements (cont'd)

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

(iii) All resulting exchange differences are recognised in currency translation reserve within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the currency translation reserve within the equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

On disposal of a foreign group entity, the cumulative amount of the currency translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

t) Dividend

Interim dividends are recorded during the financial year in which they are declared payable. Final dividends are recorded in the financial statements in the period in which they are approved by the Company's shareholders.

u) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incurs expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

3 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Group's accounting policies, which are described in Note 2, management has made the following judgements and estimates that have the most significant effect on the amounts recognised in the financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Allowance for expected credit losses of trade receivables

Management determines the expected credit losses ("ECL") of trade receivables by applying the simplified approach to recognise a loss allowance based on lifetime ECLs at the end of the reporting period. The Group determined the lifetime ECL of trade receivables by performing an ECL assessment for each debtor by considering the historical loss rate, recent payments, ongoing business relationship, creditworthiness of each debtor and their ability to repay.

As the calculation of loss allowance on trade receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables. Details of ECL measurement and carrying amount of trade receivables are disclosed in Note 26(b) and Note 16 respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

3 Critical accounting judgements and key sources of estimation uncertainty (cont'd)

Write down of inventories

Where necessary, inventories are written down to net realisable value for estimated losses where the cost of inventories may not be recoverable. The Group estimates the write down based upon an analysis of the physical conditions of the products, product demand, anticipated selling prices and usability of the raw materials and packaging materials. Adjustments to the carrying amount of inventories may be made in future periods in the event that their carrying amounts may not be recoverable resulting from future loss events.

The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 15.

Impairment of investment in subsidiaries

The Company assesses at the end of each reporting period whether there are any indicators of impairment for investment in subsidiaries. Investment in subsidiaries are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying amount of the investment exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

When value in use calculations are undertaken, management is required to estimate the expected future cash flow from the business and a suitable growth rate and discount rate, in order to determine the present value of those cash flows. The carrying amount of investment in subsidiaries is disclosed in Note 13.

Functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required by management to determine the primary economic environment in which the entities operate, the entities' process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. Management has assessed that prices are mainly denominated and settled in the respective local currency of the entities of the Group. In addition, most of the entities' cost base is mainly denominated in their respective local currency. Therefore, management concluded that the functional currency of the entities of the Group is their respective local currency.

In view of the financial reliance of the Company on the operations of its major subsidiary in Malaysia, the management determined that RM is the functional currency of the Company.

4 Revenue

	Group	
	2022	2021
	RM'000	RM'000
Timing of revenue recognition		
Sale of goods - At a point in time	113,038	110,630

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

5 Other income

	Group	
	2022 RM'000	2021 RM'000
Foreign exchange gain, net	243	1,491
Interest income	747	286
Rental income	180	180
Others	-	111
	1,170	2,068

6 Finance costs

	Group	
	2022 RM'000	2021 RM'000
Interest expenses:		
- Lease liabilities	51	53
- Term loans	280	85
- Banker's acceptance	525	319
Others	70	-
	926	457

7 Profit before tax

	Group	
	2022 RM'000	2021 RM'000
This is arrived at after charging/(crediting):		
Audit fees paid/payable to:		
- Auditor of the Company	171	181
- Other auditors*	111	50
Fees for non-audit services paid/payable to:		
- Auditor of the Company	40	7
Depreciation of property, plant and equipment (Note 11)	3,154	2,638
Amortisation of intangible assets (Note 12)	80	146
Loss on disposal of property, plant and equipment	3	11
Property, plant and equipment written off	-	9
Inventories written back (Note 15)	-	(62)
Rental expenses (Note 18)	137	111
Personnel expenses (Note 8)	18,967	11,858

* Includes independent member firms of the Baker Tilly International network.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

8 Personnel expenses

	Group	
	2022 RM'000	2021 RM'000
<i>Key management personnel</i>		
- Salaries, bonus and other benefits	6,926	6,742
- Defined contribution plan	869	469
- Employee share option scheme	138	34
- Performance share plan	4,428	-
	12,361	7,245
<i>Other personnel</i>		
- Salaries, bonus and other benefits	5,797	4,145
- Defined contribution plan	534	447
- Employee share option scheme	191	21
- Performance share plan	84	-
	6,606	4,613
	18,967	11,858

9 Tax expense

	Group	
	2022 RM'000	2021 RM'000
Income tax:		
- Current year	6,111	6,505
- (Over)/under provision in respect of previous years	(117)	200
	5,994	6,705
Deferred tax (Note 14):		
- Current year	(143)	640
- Under provision in respect of previous years	661	131
	518	771
	6,512	7,476

The income tax expense on the results of the financial year differs from the amount of income tax determined by applying the domestic income tax rates applicable to profit in the countries where the Group operates due to the following factors:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

9 Tax expense (cont'd)

	Group	
	2022 RM'000	2021 RM'000
Profit before tax	19,635	24,965
Tax at the domestic rates applicable to profit in the countries where the Group operates	5,025	6,344
Expenses not deductible for tax purposes	1,062	1,301
Non-taxable income	(1)	-
(Over)/under provision of income tax in respect of previous years	(117)	200
Under provision of deferred taxation in respect of previous years	661	131
Singapore statutory stepped income exemption	(4)	-
Others	(114)	(500)
	6,512	7,476

The above tax reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

The income tax rate applicable to companies incorporated in Singapore and foreign subsidiaries of the Group are 17% (2021: 17%) and 17% to 25% (2021: 17% to 25%) respectively for the financial year ended 31 March 2022.

10 Earnings per share

The calculation of the basic earnings and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	Group	
	2022	2021
Profit for the financial year attributable to equity holders of the Company (RM'000)	13,124	17,505
Weighted average number of ordinary shares ('000)	333,821	329,763
Weighted average number of ordinary shares adjusted for effect of treasury shares held ('000)	333,780	329,763
Basic and diluted earnings per share (RM sen per share)	3.93	5.31

As disclosed in Note 20, every one ordinary share in the share capital of the Company were sub-divided into three ordinary shares during the financial year. As such, the earnings per share calculation for the financial year ended 31 March 2021 had been adjusted for the increase in number of ordinary shares resulting from the share split.

As at 31 March 2022 and 31 March 2021, the Group's potential ordinary shares comprise employee share options. The computation of diluted earnings per share does not adjust for the effects of the potential ordinary shares from employee share options as these did not have a dilutive effect on the earnings per share calculation since the exercise price of the options exceeds the average market price of ordinary shares during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

11 Property, plant and equipment

	Freehold land RM'000	Freehold properties RM'000	Leasehold properties RM'000	Furniture, fittings and equipment RM'000	Motor vehicles RM'000	Plant and machinery RM'000	Renovation RM'000	Work- in-progress RM'000	Total RM'000
Group									
2022									
Cost									
At 1 April 2021	5,171	5,045	1,686	1,631	2,064	13,293	6,585	1,860	37,335
Additions	-	-	129	999	-	1,440	1,553	-	4,121
Modification of lease liabilities	-	-	(76)	-	-	-	-	-	(76)
Disposals	-	-	-	-	(50)	-	-	-	(50)
Currency translation differences	-	-	(2)	2	-	-	-	-	-
At 31 March 2022	5,171	5,045	1,737	2,632	2,014	14,733	8,138	1,860	41,330
Accumulated depreciation									
At 1 April 2021	-	511	778	380	744	6,225	1,794	-	10,432
Depreciation charge	-	101	306	370	204	1,510	663	-	3,154
Modification of lease liabilities	-	-	(67)	-	-	-	-	-	(67)
Disposals	-	-	-	-	(13)	-	-	-	(13)
Currency translation differences	-	-	4	(1)	-	-	-	-	3
At 31 March 2022	-	612	1,021	749	935	7,735	2,457	-	13,509
Net carrying value									
At 31 March 2022	5,171	4,433	716	1,883	1,079	6,998	5,681	1,860	27,821

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

11 Property, plant and equipment (cont'd)

	Freehold land RM'000	Freehold properties RM'000	Leasehold properties RM'000	Furniture, fittings and equipment RM'000	Motor vehicles RM'000	Plant and machinery RM'000	Renovation RM'000	Work- in-progress RM'000	Total RM'000
Group									
2021									
Cost									
At 1 April 2020	5,171	5,045	1,713	810	1,525	11,293	6,682	2,219	34,458
Additions	-	-	-	292	567	454	121	1,511	2,945
Written off	-	-	-	(5)	-	(6)	-	-	(11)
Disposals	-	-	(16)	-	(28)	-	-	-	(44)
Reclassifications	-	-	-	537	-	1,551	(218)	(1,870)	-
Currency translation differences	-	-	(11)	(3)	-	1	-	-	(13)
At 31 March 2021	5,171	5,045	1,686	1,631	2,064	13,293	6,585	1,860	37,335
Accumulated depreciation									
At 1 April 2020	-	410	394	223	597	4,963	1,228	-	7,815
Depreciation charge	-	101	389	158	161	1,263	566	-	2,638
Written off	-	-	-	(1)	-	(1)	-	-	(2)
Disposals	-	-	(10)	-	(14)	-	-	-	(24)
Currency translation differences	-	-	5	-	-	-	-	-	5
At 31 March 2021	-	511	778	380	744	6,225	1,794	-	10,432
Net carrying value									
At 31 March 2021	5,171	4,534	908	1,251	1,320	7,068	4,791	1,860	26,903

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

11 Property, plant and equipment (cont'd)

- i) Included in property, plant and equipment are right-of-use assets of RM1,503,000 (2021: RM2,073,000) (Note 18).
- ii) Net cash outflow for purchase of property, plant and equipment.

	Group	
	2022 RM'000	2021 RM'000
Aggregate cost of property, plant and equipment acquired	4,121	2,945
Less: additions to right-of-use assets (Note 18)	(129)	(567)
Net cash outflow for purchase of property, plant and equipment	<u>3,992</u>	<u>2,378</u>

- iii) Assets pledged as security

The Group's freehold land and properties with a carrying amount of RM9,604,000 (2021: RM9,705,000) are pledged to secure the Group's borrowings (Note 18).

12 Intangible assets

	Group	
	2022 RM'000	2021 RM'000
Acquired computer software license [Note (a)]	442	369
Patents and trademarks [Note (b)]	374	402
	<u>816</u>	<u>771</u>

- a) Acquired computer software licenses

	Group	
	2022 RM'000	2021 RM'000
Cost		
At 1 April	985	892
Additions	123	93
At 31 March	<u>1,108</u>	<u>985</u>
Amortisation		
At 1 April	616	481
Amortisation charge	50	135
At 31 March	<u>666</u>	<u>616</u>
Net carrying amount		
At 31 March	<u>442</u>	<u>369</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

12 Intangible assets (cont'd)

b) Patent and trademarks

	Group	
	2022 RM'000	2021 RM'000
Cost		
At 1 April	423	134
Additions	2	289
At 31 March	425	423
Amortisation		
At 1 April	21	10
Amortisation charge	30	11
At 31 March	51	21
Net carrying amount		
At 31 March	374	402

13 Investment in subsidiaries

	Company	
	2022 RM'000	2021 RM'000
Unquoted shares, at cost		
Balance at beginning of financial year	11,290	11,235
Addition due to incorporation of subsidiary	272	-*
Addition due to share options issued to employees of its subsidiaries (Note 22)	329	55
Addition due to share awards granted to employees of its subsidiaries (Note 22)	4,512	-
	16,403	11,290
Less: Allowance for impairment loss	(745)	(745)
Balance at end of financial year	15,658	10,545
<i>Allowance for impairment loss</i>		
Balance at beginning and end of financial year	745	745

-* Denotes an amount less than RM1,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

13 Investment in subsidiaries (cont'd)

i) Details of the subsidiaries are:

Name of subsidiary	Principal place of business	Principal business activities	Proportion of ownership interest	
			2022 %	2021 %
<i>Held by the Company</i>				
Samurai 2K Aerosol Sdn. Bhd. (Formerly known as Orientus Industry Sdn. Bhd.) ⁽¹⁾	Malaysia	Manufacturing and sales of aerosol spray paints and related material	100	100
PT Samurai Paint ⁽²⁾	Indonesia	Dormant	67	67
Samurai 2K USA Inc ⁽²⁾	United States of America	Import aerosol paint products and wholesales	100	100
Orientus Singapore Pte Ltd ⁽³⁾	Singapore	Trading of aerosol spray paints and related material	100	100
Samurai 2U Sdn. Bhd. ⁽¹⁾	Malaysia	To carry business of E-Commerce for all type of goods	100	100
Samurai 2K India Private Limited ⁽²⁾⁽⁴⁾	India	Import aerosol paint products and wholesales	99.99	-

⁽¹⁾ Audited by independent overseas member firm of Baker Tilly International.

⁽²⁾ Not required to be audited by law of country of incorporation.

⁽³⁾ Audited by Baker Tilly TFW LLP, Singapore.

⁽⁴⁾ Incorporated during the financial year ended 31 March 2022 with share capital of Rs5,000,000.

ii) At the end of the reporting period, there are no subsidiaries with non-controlling interests that are considered by management to be material to the Group. Accordingly, the summarised financial information of the subsidiaries is not being disclosed.

iii) During the financial year ended 31 March 2019, the Company fully impaired the cost of investment in PT Samurai Paint as there were no business plans for PT Samurai Paint. For the financial year ended 31 March 2022 and 31 March 2021, there were no changes in plans for PT Samurai Paint. Accordingly, no reversal of impairment was made.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

14 Deferred tax

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

The movements in the deferred tax accounts are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 April	755	(32)	-	-
Tax charged to profit or loss (Note 9)	518	771	-	-
Currency translation difference	(8)	16	-	-
At 31 March	1,265	755	-	-
Representing:				
Deferred tax assets	(688)	(680)	-	-
Deferred tax liabilities	1,953	1,435	-	-
	1,265	755	-	-

The following are the major deferred tax assets and liabilities recognised by the Group and the movements thereon during the current and prior financial year:

	Accelerated tax depreciation RM'000	Tax losses RM'000	Total RM'000
At 1 April 2020	663	(695)	(32)
Tax charged/(credited) to profit or loss	772	(1)	771
Currency translation difference	-	16	16
At 31 March 2021	1,435	(680)	755
Tax charged to profit or loss	518	-	518
Currency translation difference	-	(8)	(8)
At 31 March 2022	1,953	(688)	1,265

At the reporting date, the Group has unutilised tax losses of RM3,278,000 (2021: RM3,256,000) that are available for carry forward to offset against future taxable income subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation to the respective countries in which companies operate. Deferred tax assets of RM688,000 (2021: RM680,000) have been recognised in respect of such losses. Unutilised tax losses of RM623,000 are available for carry forward until 2037 and unutilised tax losses RM2,655,000 are available for carry forward indefinitely.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

15 Inventories

	Group	
	2022 RM'000	2021 RM'000
Raw materials	9,344	7,817
Work-in-progress	3,936	1,194
Finished goods	4,366	4,906
	17,646	13,917

The cost of inventories recognised as an expense in cost of sales amounted to RM64,802,000 (2021: RM56,749,000). In 2021, the Group had recognised a reversal of RM62,000 being part of an inventory write down made in previous years, as the inventories were sold above the carrying amounts. The reversal was included in cost of sales.

16 Trade and other receivables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current				
Trade receivables	430	-	-	-
Deposits	180	-	-	-
Prepayments	3,027	-	-	-
	3,637	-	-	-
Current				
Trade receivables	18,018	14,356	-	-
Advance payment to suppliers	1,075	48	-	-
Amount due from subsidiaries	-	-	32,037	25,401
Dividend receivable from subsidiary	-	-	15,000	17,500
Deposits	962	892	-	-
Other receivables	99	98	-	-
Prepayments	2,500	1,508	153	-
Tax recoverable	302	294	-	-
	22,956	17,196	47,190	42,901
	26,593	17,196	47,190	42,901

Amount due from subsidiaries are interest-free, non-trade in nature, unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

17 Cash and bank balances

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash in hand and at bank	35,439	40,424	4,704	14,057
Fixed deposits	37,672	36,006	-	-
Cash and bank balances	73,111	76,430	4,704	14,057

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2022 RM'000	2021 RM'000
Cash and bank balances	73,111	76,430
Less: Pledged fixed deposits	(1,169)	(1,124)
Cash and cash equivalents	71,942	75,306

Fixed deposits amounting to RM1,169,000 (2021: RM1,124,000) are pledged to banks as collateral for banking facilities granted (Note 18).

18 Borrowings

	Repayment period	Group	
		2022 RM'000	2021 RM'000
Non-current			
Loan 1 - 2.1% per annum below bank Base Lend Rate ("BLR")	180 monthly instalments from August 2016	1,585	1,626
Loan 2 - 2.1% per annum below BLR	180 monthly instalments from August 2016	1,586	1,626
Loan 3 - 0.5% per annum above BLR	180 monthly instalments from August 2016	63	65
Lease liabilities		715	1,033
		3,949	4,350
Current			
Loan 1 - 2.1% per annum below BLR	180 monthly instalments from August 2016	164	131
Loan 2 - 2.1% per annum below BLR	180 monthly instalments from August 2016	162	131
Loan 3 - 0.5% per annum above BLR	180 monthly instalments from August 2016	7	5
Banker's acceptance - 0.75% to 1.50% above bank Cost of Funds Rate		16,962	15,139
Lease liabilities		491	661
		17,786	16,067
		21,735	20,417

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

18 Borrowings (cont'd)

The loans and banker's acceptance are secured by:

- (i) Fixed deposits placed with the bank (Note 17);
- (ii) Freehold land and properties of the Group (Note 11);
- (iii) Corporate guarantee issued by the Company; and
- (iv) A business loan reducing term assurance covered for the joint life of the guarantors.

Determination of fair value of borrowings (except for lease liabilities)

The carrying amounts of borrowings (except for lease liabilities) approximate their fair values at the end of the reporting period.

The fair values of the borrowings, determined from discounted cash flow analysis using the market lending rate that the directors expect would be available to the Group at the end of the reporting period, are reasonable approximation of carrying amounts as they are floating rate instruments that are repriced to market interest rates on or near the end of the reporting period. The fair value measurement for disclosure purposes is categorised in Level 3 of the fair value hierarchy.

Lease liabilities

Nature of the Group's leasing activities

The Group's leasing activities comprise the following:

- i) The Group leases various warehouses and motor vehicles from non-related parties. The leases have an average tenure of between three to six years.
- ii) The Group leases hostels for employees with contractual tenure of less than one year.

The maturity analysis of the lease liabilities is disclosed in Note 26(b).

Carrying amount of right-of-use assets

	Group	
	2022	2021
	RM'000	RM'000
<u>Classified within property, plant and equipment</u>		
Leasehold properties	716	908
Motor vehicles	787	1,165
	1,503	2,073

Additions to right-of-use assets

	Group	
	2022	2021
	RM'000	RM'000
Leasehold properties	129	-
Motor vehicles	-	567
	129	567

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

18 Borrowings (cont'd)

Lease liabilities (cont'd)

Amount recognised in profit or loss

	Group	
	2022	2021
	RM'000	RM'000
<u>Depreciation charge for the financial year</u>		
Leasehold properties	306	389
Motor vehicles	174	126
	480	515
<u>Lease expense not included in the measurement of lease liabilities</u>		
Lease expense - short-term leases	35	46
Variable lease payments which do not depends on an index or rate	102	65
Total (Note 7)	137	111
Interest expense on lease liabilities	51	53

Total cash flows for leases amounted to RM799,000 (2021: RM778,000).

As at 31 March 2022, the Group is committed to RMNil (2021: RM36,000) for short-term leases.

Future cash outflow which are not capitalised in lease liabilities

Variable lease payments

The lease of a warehouse contains variable lease payments that is based on a percentage of the expenses incurred by the landlord in connection with the operation, ownership, management, repair or maintenance of the building. Overall, the variable payments constitute up to 12.8% (2021: 8.6%) of the Group's entire lease payments. These variable lease payments are recognised in profit or loss when incurred.

Extension options

The lease of a warehouse contains an extension option, for which the related lease payments had not been included in the lease liabilities as the Group is not reasonably certain to extend the lease. This lease is used to maximise operational flexibility in terms of managing the asset used in the Group's operations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

18 Borrowings (cont'd)

Reconciliation movement of liabilities to cash flow arising from financing activities:

	Lease liabilities RM'000	Bank borrowings RM'000	Total RM'000
Balance at 1 April 2020	1,757	8,413	10,170
Changes from financing cash flows:			
- Proceeds	-	10,441	10,441
- Repayments	(614)	(131)	(745)
Non-cash changes:			
- Additions of new leases	567	-	567
- Currency translation differences	(16)	-	(16)
Balance at 31 March 2021	1,694	18,723	20,417
Changes from financing cash flows:			
- Proceeds	-	1,822	1,822
- Repayments	(611)	(16)	(627)
- Interest paid	(51)	(805)	(856)
Non-cash changes:			
- Interest expense	51	805	856
- Lease termination	(9)	-	(9)
- Additions of new leases	129	-	129
- Currency translation differences	3	-	3
Balance at 31 March 2022	1,206	20,529	21,735

19 Trade and other payables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<i>Current</i>				
Trade payables				
- Third parties	24,709	19,714	-	-
Other payables				
- Third parties	223	20	-	-
Accrued expenses	3,276	4,082	273	3,666
Amount due to a subsidiary	-	-	260	-
	28,208	23,816	533	3,666
<i>Non-current</i>				
Other payables	94	93	-	-

Amount due to a subsidiary is interest-free, non-trade in nature, unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

20 Share capital

	2022		2021	
	No. of shares '000	RM'000	No. of shares '000	RM'000
Group and Company				
Ordinary shares				
At 1 April	109,921	52,653	109,921	52,653
Issuance of shares pursuant to the share awards (Note 22)	1,619	4,512	-	-
Share split ⁽¹⁾	223,080	-	-	-
At 31 March	334,620	57,165	109,921	52,653
Treasury shares				
At 1 April	-	-	-	-
Share buy-back	55	64	-	-
At 31 March	55	64	-	-

⁽¹⁾ On 25 June 2021, every one existing ordinary share in the capital of the Company were sub-divided into three ordinary shares.

All issued shares are fully paid ordinary shares with no par value.

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.

21 Dividends

	Group and Company	
	2022 RM'000	2021 RM'000
Interim exempt dividend of SGD0.002 per share paid in respect of the financial year ended 31 March 2022	2,066	-
Special exempt dividend of SGD0.004 per share paid in respect of the financial year ended 31 March 2022	4,133	-
Final exempt dividend of SGD0.00667 per share paid in respect of the financial year ended 31 March 2021	6,976	-
Interim exempt dividend of SGD0.01 per share paid in respect of the financial year ended 31 March 2021	-	3,345
Final exempt dividend of SGD0.01 per share paid in respect of the financial year ended 31 March 2020	-	3,339
	13,175	6,684

The directors have proposed final and special exempt dividend for the financial year ended 31 March 2022 of SGD0.002 and SGD0.004 per share respectively, amounting to a total of RM6,425,000. These financial statements do not reflect this dividend payable, which will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 31 March 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

22 Share option reserve

The Samurai 2K Aerosol Limited's Performance Share Plan (the "Plan") and Employee Share Option Scheme (the "Scheme") were approved and adopted by the members at the shareholders' meeting held on 16 December 2016 and will continue to remain in force until 15 December 2026, unless terminated in accordance with the rules of the Plan and Scheme. The Plan and Scheme provide for the grant of shares and share options to employees and directors of the Group.

The Plan and Scheme are administered by the Remuneration Committee of the Company, comprising of Mr Hau Hock Khun (Chairman), Mr Lim Siang Kai and Mr Lim Chong Huat. A member of the Remuneration Committee who is also a participant of the Plan and Scheme must not be involved in its deliberation in respect of awards and options granted or to be granted to him.

The aggregate number of shares and share options which may be issued or transferred pursuant to awards granted under the Plan and Scheme on any date, when aggregated with the aggregate number of shares over which awards and options are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day preceding that date.

Scheme

The aggregate number of shares issued and issuable in respect of all options granted under the Scheme available to the controlling shareholders and their associates shall not exceed 25% of the total number of shares available under the Scheme.

The aggregate number of shares issued and issuable in respect of all options granted under the Scheme available to each controlling shareholder or his associates shall not exceed 10% of the total number of shares available under the Scheme.

Options granted with the exercise price set at market price shall only be exercisable, in whole or in part (provided that an option may be exercised in part only in respect of 100 shares or any multiple thereof), at any time, by a participant after the first anniversary of the offer date of that option, provided always that the options shall be exercised before the tenth anniversary of the relevant offer date, or such earlier and later date as may be determined by the Remuneration Committee, failing which all unexercised options shall immediately lapse and become null and void and a participant shall have no claim against the Company.

Options granted with the exercise price set at a discount to market price shall only be exercisable, in whole or in part (provided that an option may be exercised in part only in respect of 100 shares or any multiple thereof), at any time, by a participant after the second anniversary from the offer date of that option, provided always that the options shall be exercised before the tenth anniversary of the relevant offer date, or such earlier and later date as may be determined by the Remuneration Committee, failing which all unexercised options shall immediately lapse and become null and void and a participant shall have no claim against the Company.

An option shall, to the extent unexercised, immediately lapse and become null and void and a participant shall have no claim against the Company:

- a) subject to the rules of the Schemes, upon the participant ceasing to be in employment of the Company or any of the companies within the Group for any reason whatsoever;
- b) upon the bankruptcy of the participant or the happening of any other event which result in his being deprived of the legal or beneficial ownership of such option; or
- c) in the event of misconduct on the part of the participant, as determined by the Remuneration Committee.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

22 Share option reserve (cont'd)

Scheme (cont'd)

Movement in the number of options granted by the Company under the Scheme for the Group's employees are as follows:

	← No. of options under the Scheme →					End of financial year
	Beginning of financial year	Granted during financial year	Forfeited during financial year	Modification during financial year*	Vested during financial year	
2022						
3 June 2019	164,000	-	(49,000)	230,000	-	345,000
31 May 2021	-	1,190,000	(355,000)	1,670,000	-	2,505,000
2021						
3 June 2019	192,000	-	(28,000)	-	-	164,000

* Pursuant to the share split exercise during the financial year (Note 20), the number of outstanding unexercised options were adjusted on the basis that one option will be split into three options.

On 31 May 2021, 1,190,000 share options were granted to employees of the Group pursuant to the Scheme.

The details of the outstanding number of options at the end of the reporting period was:

Exercise price ⁽¹⁾	Grant date	Exercise period
SGD0.305	3 June 2019	3 June 2022 to 2 June 2029
SGD0.347	31 May 2021	31 May 2024 to 30 May 2031

⁽¹⁾ Based on the new exercise price after the share split exercise (Note 20).

The share options outstanding as at the end of the financial year have a remaining contractual life of 7.17 to 9.16 (2021: 8.17) years.

The fair value of each option granted on 3 June 2019 ("FY2020 Grant") and 31 May 2021 ("FY2022 Grant") was RM0.40 and RM0.47 respectively. The estimate of the fair value of each option issued on grant date was based on the Binomial Options Pricing model. In order to approximate the expectations that would be reflected in a current market or negotiated exchange price for these options, the calculation takes into consideration factors like behavioural considerations and non-transferability of the options granted.

The Binomial Options Pricing model used the following assumptions:

	FY2020 Grant	FY2022 Grant
Underlying share price (SGD)	0.910	1.070
Exercise price (SGD)	0.916	1.042
Dividend yield expected	0.50%	0.97%
Risk-free annual interest rates	1.96%	1.05%
Expected life	6.5 years	6.5 years
Expected volatility	43.31%	45.01%

Expected volatility was determined by calculating the historical volatility of the Company's share price from date of initial public offering to the grant date which was compared against the historical volatility range of the comparable companies for the period of 6.5 years prior to the valuation date. The expected lives used in the model have been adjusted, based on management best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

22 Share option reserve (cont'd)

Plan

On 31 May 2021, the Company granted 1,618,929 shares awards to employees of the Group pursuant to the Plan. The share awards have been vested on the date of grant and is under moratorium against any disposal or sales/or other dealings in the share as follow:

- (i) Tranche 1: 33% of the shares after 1 year from the date of grant (i.e.: 30 May 2022)
- (ii) Tranche 2: 33% of the shares after 2 years from the date of grant (i.e.: 30 May 2023)
- (iii) Tranche 3: Balance 34% of the shares after 3 years from the date of grant (i.e.: 30 May 2024)

The estimate of the fair value of each share awards on the grant date was based on the Finnerty Put Option model, which takes into consideration the restrictions on the transferability of the shares.

The Finnerty Put Option model used the following key assumptions:

	Share awards
Underlying share price (SGD)	1.070
Dividend yield expected	0.97%
Risk-free annual interest rates	0.33% - 0.51%
Annualised volatility	<u>41.40% - 64.30%</u>

Personnel expenses amounted to RM4,512,000 based on the fair value of the share awards have been recognised in the Group's profit or loss during the financial year.

23 Merger reserve

Merger reserve represents the difference between the consideration paid by the Company and the share capital of the subsidiaries acquired under common control.

24 Contingent liabilities

The Company has provided corporate guarantees of RM39,531,000 (2021: RM39,531,000) to banks for bank borrowings of RM20,529,000 (2021: RM18,723,000) drawn down by its subsidiary at the end of reporting period.

25 Capital commitments

Capital commitments not provided for in the financial statements:

	Group	
	2022	2021
	RM'000	RM'000
Capital commitment in respect of property, plant and equipment	<u>22,216</u>	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments

a) Categories of financial instruments

Financial instruments at their carrying amounts at the end of the reporting period are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<i>Financial assets</i>				
Financial assets at amortised cost	92,701	91,678	51,741	56,958
<i>Financial liabilities</i>				
Financial liabilities at amortised cost	49,943	44,233	533	3,666

b) Financial risk management

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The policies for managing each of these risks are summarised below. The directors review and agree policies and procedures for the management of these risks.

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

Foreign currency risk

The Group and the Company have currency exposures arising from transactions, assets and liabilities that are denominated in currencies other than their respective functional currencies of entities in the Group. The foreign currencies giving rise to this risk are primarily the United States Dollar ("USD"), Indonesian Rupiah ("IDR"), Singapore Dollar ("SGD") and British Pound Sterling ("GBP").

There is no formal hedging policy with respect to foreign currency exposure. Exposure to foreign currency risk is monitored on an ongoing basis and the Group endeavours to keep the net exposure at a level that is deemed acceptable by management.

At the end of the reporting period, the Group and the Company have the following financial assets and financial liabilities denominated in foreign currencies based on information provided to key management:

	USD RM'000	IDR RM'000	SGD RM'000	GBP RM'000
Group				
2022				
<i>Financial assets</i>				
Trade and other receivables	1,509	15,326	-	161
Cash and bank balances	6,031	11	3,403	274
	7,540	15,337	3,403	435
<i>Financial liabilities</i>				
Trade and other payables	(773)	(60)	-	-
Net financial assets denominated in foreign currencies	6,767	15,277	3,403	435

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Foreign currency risk (cont'd)

	USD RM'000	IDR RM'000	SGD RM'000	GBP RM'000
Group				
2021				
<i>Financial assets</i>				
Trade and other receivables	1,498	12,260	-	-
Cash and bank balances	25,079	-	3,591	-
	26,577	12,260	3,591	-
<i>Financial liabilities</i>				
Trade and other payables	(2,413)	-	-	-
Net financial assets denominated in foreign currencies	24,164	12,260	3,591	-
			USD RM'000	SGD RM'000
Company				
2022				
<i>Financial assets</i>				
Trade and other receivables			5,466	-
Cash and bank balances			1,675	3,029
			7,141	3,029
<i>Financial liabilities</i>				
Trade and other payables			(260)	-
Net financial assets denominated in foreign currencies			6,881	3,029
2021				
<i>Financial assets</i>				
Trade and other receivables			4,367	-
Cash and bank balances			10,479	3,578
Net financial assets denominated in foreign currencies			14,846	3,578

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Foreign currency risk (cont'd)

The following table demonstrates the sensitivity to a reasonably possible change in the USD, IDR, SGD and GBP exchange rates against the respective functional currencies of the Group's entities, with all other variables held constant, of the Group's profit after tax:

	Group increase/(decrease) in profit after tax	
	2022 RM'000	2021 RM'000
USD/RM		
- strengthened 10% (2021: 10%)	597	2,279
- weakened 10% (2021: 10%)	(597)	(2,279)
IDR/RM		
- strengthened 10% (2021: 10%)	1,161	932
- weakened 10% (2021: 10%)	(1,161)	(932)
SGD/RM		
- strengthened 10% (2021: 10%)	278	317
- weakened 10% (2021: 10%)	(278)	(317)
GBP/RM		
- strengthened 10% (2021: 10%)	33	9
- weakened 10% (2021: 10%)	(33)	(9)

Company

If the SGD exchange rate against RM strengthened/weakened by 10%, with all other variables held constant, the Company's profit after tax will be higher/lower by RM251,000 (2021: RM296,000). If the USD exchange rate against RM strengthened/weakened by 10%, with all other variables held constant, the Company's profit after tax will be higher/lower by RM571,000 (2021: RM1,232,000).

The sensitivity analysis for the other foreign currencies is not disclosed as the impact on the Group's and the Company's profit after tax is not significant.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their borrowings and deposits placed with the financial institutions at variable rates. Borrowings and deposits at variable rates expose the Group and the Company to cash flow interest rate risk (i.e. the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates). The Group and the Company do not utilise derivatives to mitigate its interest rate risk.

The sensitivity analysis for the interest rate risk is not disclosed as the impact on the Group's and the Company's profit after tax is not significant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

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 has credit policies in place and the exposure to credit risk is monitored on an on-going basis by the management. The Group's exposure to credit risk arises primarily from trade and other receivables. Cash and bank balances are placed with banks with high credit-ratings.

The Group does not have significant credit risk except that the Group's trade receivables comprise 3 debtors (2021: 3 debtors) that collectively represented 83% (2021: 85%) of the trade receivables. The Company has no significant concentration of credit risks except for the amount due from subsidiaries as disclosed in Note 16.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is the carrying amount of each class of financial instruments presented on the statements of financial position.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

Description of evaluation of financial assets	Basis for recognition and measurement of ECL
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook that is available without undue cost or effort.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Credit risk (cont'd)

Significant increase in credit risk (cont'd)

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of "investment grade" as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Definition of default

The Group has determined the default events on a financial asset to be when there is evidence that the borrower is experiencing liquidity issues or when there is a breach of contract, such as a default of payment.

The Group considers the above as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Credit risk (cont'd)

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

Trade receivables

The Group applies the simplified approach to measure the expected credit loss ("ECL") allowance for trade receivables.

The Group determined the lifetime ECL of trade receivables by performing an ECL assessment for each debtor by considering the historical loss rate, recent payments, ongoing business relationship, creditworthiness of each debtor and their ability to repay. Management assessed that there is immaterial loss allowance relating to trade receivables.

Financial assets at amortised cost

2022 Group	12-month or lifetime ECL	Gross carrying amount RM'000	Loss allowance RM'000	Net carrying amount RM'000
Trade receivables	Lifetime ECL	18,448	-	18,448
Deposits	Not applicable (Exposure limited)	1,142	-	1,142
Cash and bank balances	Not applicable (Exposure limited)	73,111	-	73,111
2022 Company				
Amount due from subsidiaries	12-month ECL	26,571	-	26,571
Amount due from subsidiary	Lifetime ECL	5,466	-	5,466
Dividend receivable from subsidiary	12-month ECL	15,000	-	15,000
Cash and bank balances	Not applicable (Exposure limited)	4,704	-	4,704

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Credit risk (cont'd)

Financial assets at amortised cost (cont'd)

2021 Group	12-month or lifetime ECL	Gross carrying amount RM'000	Loss allowance RM'000	Net carrying amount RM'000
Trade receivables	Lifetime ECL	14,356	-	14,356
Deposits	Not applicable (Exposure limited)	892	-	892
Cash and bank balances	Not applicable (Exposure limited)	76,430	-	76,430
2021 Company				
Amount due from subsidiaries	12-month ECL	21,034	-	21,034
Amount due from subsidiary	Lifetime ECL	4,367	-	4,367
Dividend receivable from subsidiary	12-month ECL	17,500	-	17,500
Cash and bank balances	Not applicable (Exposure limited)	14,057	-	14,057

Amount due from subsidiaries

For the amount due from subsidiaries where impairment loss allowance is measured using 12-month ECL, the Group and the Company assessed the latest performance and financial position of the respective counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Group and the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant at the end of the reporting period.

For amount due from subsidiary at lifetime ECL as at 31 March 2022, the Company assessed the latest performance and financial position of the subsidiary, adjusted for the future outlook of the industry in which the counterparty operates in. In addition, another subsidiary of the Group has undertaken to repay the amount due from subsidiary as at 31 March 2022. The Company had assessed that the loss given default is immaterial.

For amount due from subsidiary at lifetime ECL as at 31 March 2021, the Company had assessed that the loss given default is immaterial based on the management approved five-year cash flow forecast of this subsidiary. The cash flow forecast has been updated to reflect the most recent developments as at the reporting date and considered the delays in the marketing strategy plan for this subsidiary due to COVID-19 pandemic.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Credit risk (cont'd)

Financial guarantee

The Company has issued financial guarantees of RM39,531,000 (2021: RM39,531,000) to banks for bank borrowings of RM20,529,000 (2021: RM18,723,000) drawn down by its subsidiary at the end of reporting period. These guarantees are subject to the impairment requirements of SFRS(I) 9 *Financial Instruments*. The Company has assessed that its subsidiary has strong financial capacity to meet the contractual cash flow obligations and does not expect significant credit losses arising from these guarantees.

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities. The Group and the Company manage the liquidity risk by maintaining sufficient cash to enable them to meet their normal operating commitments and having an adequate amount of committed credit facilities (Note 18).

The table below shows the contractual expiry by the maturity of the Group's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:

	Repayable on demand or within 1 year RM'000	Within 2 to 5 years RM'000	Over 5 years RM'000	Total RM'000
Group				
2022				
Trade and other payables	28,208	-	-	28,208
Borrowings	17,431	1,879	1,902	21,212
Lease liabilities	505	752	1	1,258
	46,144	2,631	1,903	50,678
2021				
Trade and other payables	23,816	-	-	23,816
Borrowings	15,514	1,703	2,385	19,602
Lease liabilities	694	1,151	-	1,845
	40,024	2,854	2,385	45,263

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

26 Financial instruments (cont'd)

b) Financial risk management (cont'd)

Liquidity risk (cont'd)

The table below shows the contractual expiry by the maturity of the Group's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations (cont'd):

	Repayable on demand or within 1 year RM'000	Within 2 to 5 years RM'000	Over 5 years RM'000	Total RM'000
Company				
2022				
Trade and other payables	533	-	-	533
Financial guarantee contracts*	20,529	-	-	20,529
	21,062	-	-	21,062
2021				
Trade and other payables	3,666	-	-	3,666
Financial guarantee contracts*	18,723	-	-	18,723
	22,389	-	-	22,389

* At the end of the reporting period, the maximum exposure of the Company in respect of the intragroup financial guarantee (Note 24) based on facilities drawn down by the subsidiary is RM20,529,000 (2021: RM18,723,000). The Company does not consider it probable that a claim will be made against the Company under intragroup financial guarantee.

27 Fair values of assets and liabilities

Fair value hierarchy

The tables below analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

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

There has been no transfer between Level 1, Level 2 and Level 3 during the financial years ended 31 March 2022 and 31 March 2021.

The carrying amounts of financial assets and liabilities (except for lease liabilities) are reasonable approximation of fair values as they are short-term in nature, market interest rate instruments, or fixed rate instruments whereby the fixed rates approximate market interest rates on or near the end of the reporting period.

At the end of the reporting period, the Group and the Company do not have any financial instruments carried at fair value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

28 Segment information

For management purposes, the Group is organised into business units based on its products, and have three operating segments as follows:

- (a) The paint - standard segment includes standard colour aerosol spray paint products.
- (b) The paint - premium segment includes fluorescent, candy and metallic colour aerosol spray paint products, high temperature aerosol spray paint products, primer products, epoxy products, 2K products and multi-colour one aerosol spray paint.
- (c) The maintenance and others segment includes cosmetic products such as metal and paint polish and maintenance products such as engine degreaser, chain oil, carburetor and gasket cleaner.

Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances for each segment.

The segment information provided to management for the reportable segments are as follows:

	Paint - Standard RM'000	Paint - Premium RM'000	Maintenance and others RM'000	Group RM'000
2022				
Segment revenue				
Sales to external customers	65,527	46,953	558	113,038
Segment profit				
	11,486	8,230	98	19,814
Other segment information				
Depreciation of property, plant and equipment	1,989	1,151	14	3,154
Amortisation of intangible assets	46	33	1	80
Segment assets				
Unallocated assets	62,614	44,866	533	108,013
- Deferred tax assets				688
- Fixed deposits				37,672
- Tax recoverable				302
Total assets				146,675
Segment assets include:				
Additions to non-current assets	2,461	1,764	21	4,246
Segment liabilities				
Unallocated liabilities	17,106	12,257	145	29,508
- Deferred tax liabilities				1,953
- Borrowings (excluding lease liabilities)				20,529
- Tax payable				1,623
Total liabilities				53,613

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

28 Segment information (cont'd)

The segment information provided to management for the reportable segments are as follows (cont'd):

	Paint - Standard RM'000	Paint - Premium RM'000	Maintenance and others RM'000	Group RM'000
2021				
Segment revenue				
Sales to external customers	62,985	47,206	439	110,630
Segment profit				
	14,311	10,725	100	25,136
Other segment information				
Depreciation of property, plant and equipment	1,645	982	11	2,638
Amortisation of intangible assets	83	62	1	146
Segment assets				
Unallocated assets	56,316	42,208	393	98,917
- Deferred tax assets				680
- Fixed deposits				36,006
- Tax recoverable				294
Total assets				135,897
Segment assets include:				
Additions to non-current assets	1,894	1,420	13	3,327
Segment liabilities				
Unallocated liabilities	14,576	10,925	102	25,603
- Deferred tax liabilities				1,435
- Borrowings (excluding lease liabilities)				18,723
- Tax payable				1,749
Total liabilities				47,510
Segment results				

Performance of each segment is evaluated based on segment profit or loss which is measured differently from the net profit or loss before tax in the consolidated statement of profit or loss and other comprehensive income. Interest income and finance costs are not allocated to segments as Group's financing is managed on a Group basis.

A reconciliation of segment profit to the consolidated profit before tax is as follows:

	Group	
	2022 RM'000	2021 RM'000
Segment profit	19,814	25,136
Interest income	747	286
Finance costs	(926)	(457)
Profit before tax	19,635	24,965

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

28 Segment information (cont'd)

Segment assets

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the consolidated financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets are allocated to reportable segments other than deferred tax assets, tax recoverable and fixed deposits which are classified as unallocated assets.

Segment liabilities

The amounts provided to management with respect to total liabilities are measured in a manner consistent with that of the consolidated financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments other than deferred tax liabilities, tax payable and borrowings (excluding lease liabilities). These liabilities are classified as unallocated liabilities.

Geographical information

Revenue and non-current assets (excluding deferred tax assets) information based on the geographical location of customers and assets respectively are as follows:

	Group			
	Sales to external customers		Non-current assets	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Malaysia	53,731	45,859	31,993	27,326
Indonesia	34,956	42,415	-	-
Others	24,351	22,356	281	348
	113,038	110,630	32,274	27,674

Non-current assets information presented above are non-current assets as presented on the consolidated statements of financial position excluding deferred tax assets.

Information about major customers

Revenue from 3 (2021: 3) customers who individually contributed 10% or more of the Group's revenue which are attributable to the paint-standard, paint-premium and maintenance and others segments are as detailed below:

	Group	
	2022	2021
	RM'000	RM'000
Customer 1 (Paint-Standard and Paint-Premium)	16,968	15,924
Customer 2 (Paint-Standard and Paint-Premium)	28,340	33,259
Customer 3 (Paint-Standard and Paint-Premium)	23,836	19,904

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

29 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy-back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The capital structure of the Group mainly consists of its total equity and borrowings and the Group's overall strategy remains unchanged during the financial years ended 31 March 2022 and 31 March 2021.

30 Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2022 were authorised for issue in accordance with a resolution of the directors dated 7 July 2022.

STATISTICS OF SHAREHOLDINGS

AS AT 27 JUNE 2022

NUMBER OF ISSUED SHARES (INCLUDING TREASURY SHARES)	:	334,619,787
NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES)	:	334,564,787
ISSUED AND FULLY PAID-UP CAPITAL	:	S\$19,732,622
CLASS OF SHARES	:	Ordinary Shares
NUMBER / PERCENTAGE OF TREASURY SHARES	:	55,000 (0.0164%)
NUMBER / PERCENTAGE OF SUBSIDIARY HOLDINGS	:	Nil
VOTING RIGHTS	:	1 vote for each Ordinary Share held

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	0	0.00	0	0.00
100 - 1,000	8	3.35	3,700	0.00
1,001 - 10,000	32	13.39	196,100	0.06
10,001 - 1,000,000	168	70.29	25,689,300	7.68
1,000,001 AND ABOVE	31	12.97	308,730,687	92.26
TOTAL	239	100.00	334,619,787	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	ONG YOKE EN	139,152,000	41.59
2	LIM LAY YONG	45,000,000	13.45
3	CHANG CHOR CHOONG	12,750,000	3.81
4	LOH SHIN SIONG	12,750,000	3.81
5	UOB KAY HIAN PRIVATE LIMITED	10,731,700	3.21
6	OCBC SECURITIES PRIVATE LIMITED	10,531,300	3.15
7	KONG HEE SIONG	7,964,800	2.38
8	ONG YICK SING	7,344,000	2.19
9	CHAI FOOK CHOY	7,301,100	2.18
10	PHILLIP SECURITIES PTE LTD	6,132,300	1.83
11	PANG HANG HIN	6,043,800	1.81
12	ONG HOW EN	6,024,000	1.80
13	LEE SIONG KIM	4,453,902	1.33
14	ONG YOKE HOI	3,924,000	1.17
15	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	3,529,800	1.05
16	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	2,976,000	0.89
17	TAY WUU YEAN	2,663,000	0.80
18	DBS NOMINEES (PRIVATE) LIMITED	2,201,800	0.66
19	CITIBANK NOMINEES SINGAPORE PTE LTD	2,187,000	0.65
20	CHAI MIN YEW	1,524,000	0.46
TOTAL		295,184,502	88.22

STATISTICS OF SHAREHOLDINGS

AS AT 27 JUNE 2022

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholder	Shareholdings registered in the name of the substantial shareholder	Shareholdings in which the substantial shareholder are deemed to be interested	Total	Percentage of issued shares
ONG YOKE EN	139,152,000	–	139,152,000	41.59
LIM LAY YONG	45,000,000	–	45,000,000	13.45

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on information provided and to the best knowledge of the Directors, approximately 34.36% of the total number of issued shares (excluding treasury shares) in the capital of the Company are held in the hands of the public as at 27 June 2022. Rule 723 of the Catalist Rules has therefore been complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Samurai 2K Aerosol Limited the “**Company**”) will be held by electronic means on Wednesday, 27 July 2022 at 2.00 p.m. for the purpose of transacting the following businesses:

As Ordinary Business:

1. To receive and adopt the Directors’ Report and Audited Accounts for the financial year ended 31 March 2022 and the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final exempt (one-tier) dividend of SGD 0.002 per share and special dividend of SGD0.004 per share for the financial year ended 31 March 2022. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to the Company’s Articles of Association:

Mr Lim Chong Huat	(Regulation 98) (See Explanatory Note 1)	(Resolution 3)
Dato’ Loh Shin Siong	(Regulation 98) (See Explanatory Note 2)	(Resolution 4)
4. To approve the payment of Directors’ Fees of RM293,875 for the financial year ending 31 March 2023, to be paid quarterly in arrears. **(Resolution 5)**
5. To re-appoint Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

As Special Business:

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

7. GENERAL MANDATE TO ALLOT AND ISSUE NEW SHARES IN THE CAPITAL OF THE COMPANY

“That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company shall in their absolute discretion deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);

NOTICE OF ANNUAL GENERAL MEETING

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above on a pro-rata basis, the percentage of the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules as amended from time to time (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is the earlier.”
(See Explanatory Note 3) (Resolution 7)

8. AUTHORITY TO ISSUE SHARES UNDER THE PERFORMANCE SHARE PLAN

That approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted or to be granted under the Performance Share Plan (the “**Plan**”), provided that the aggregate number of ordinary shares to be issued pursuant to the Plan and any other share based incentive schemes of the Company shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the Plan.

(See Explanatory Note 4)

(Resolution 8)

9. AUTHORITY TO ISSUE SHARES UNDER THE EMPLOYEE SHARE OPTION SCHEME

That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Employee Share Option Scheme (the “**Scheme**”), and, pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme and any other share based incentive schemes of the Company shall not exceed fifteen percent (15%) of the issued share capital of the Company excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the Scheme.

(See Explanatory Note 5)

(Resolution 9)

NOTICE OF ANNUAL GENERAL MEETING

10. RENEWAL OF SHARE BUY BACK MANDATE

That:

- (a) for the purposes of the Catalist Rules and Companies Act 1967 of Singapore (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to use Funds (as defined hereinafter) to purchase or otherwise acquire the ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as defined hereinafter), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined hereinafter), whether by way of:
- (i) on-market purchases (each an “**On-Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit based on the requirements of Section 76C of the Act,

and in accordance with all other laws and regulations of Singapore and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by the law to be held;
 - (ii) the date on which the share purchases are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is revoked or varied;
- (c) in this Resolution:

“**Funds**” means internal sources of funds of the Company. Illustrations of the financial impact of the use of Funds are set out in the Appendix 1;

“**Maximum Limit**” means that number of Shares representing ten per cent. (10%) of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as defined hereinafter), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required by law to be held or the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate or the date the said mandate is revoked or varied by the Company in a general meeting, whichever is the earlier, after the date of this Resolution;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase: 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase: 120% Average Closing Price, where:

NOTICE OF ANNUAL GENERAL MEETING

“Average Closing Price” means the average of the closing market prices of a share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the On-Market Purchase, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) market days period;

“Date of the making of the offer” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”
- (See Explanatory Note 6) (Resolution 10)**

By Order of the Board

Ong Yoke En
Executive Director and Chief Executive Officer
Singapore 8 July 2022

Explanatory Notes:

1. Mr Lim Chong Huat, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee and a member of the Audit & Risk Management Committee and Remuneration Committee. Mr Lim Chong Huat is an Independent Director of the Company. The Board considers Mr Lim Chong Huat to be independent pursuant to Rule 704(7) of the Catalist Rules.
2. Dato’ Loh Shin Siong, upon re-election as a Director of the Company, will remain as the Non-Executive Director of the Company.
3. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM or the date by which the next AGM is required by law to be held or such authority is revoked or varied by the Company in a general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities in the Company. The aggregate number of Shares and/or convertible securities which the Directors may allot and issue under this Resolution shall not exceed one hundred percent (100%) of the total issued Shares excluding treasury shares 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 shall not exceed fifty percent (50%) of the total issued Shares excluding treasury shares at the time of passing of this Resolution.
4. The Ordinary Resolution 8 proposed in item 8 above, is to authorise the Directors to allot and issue shares on the vesting of awards under the Plan.
5. The Ordinary Resolution 9 proposed in item 9 above, is to authorise the Directors to officer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options under the Scheme.
6. The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company to make purchases or otherwise acquire the Company’s issued shares from time to time subject to and in accordance with the guidelines set out in the “Appendix” section in the Company’s Annual Report. The authority will expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier, unless previously revoked or waived at a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the Annual General Meeting in person. Members will be able to watch the proceedings of the Annual General Meeting through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 2.00 p.m. on 24 July 2022, at <https://complete-corp.com/samurai2k-agm/>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the Annual General Meeting by 2.00 p.m. on 26 July 2022. Members who do not receive an email by 2.00 p.m. on 26 July 2022 should contact Complete Corporate Services Pte Ltd, by email at samurai2k-agm@complete-corp.com.

Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the Annual General Meeting. To do so, all questions must be submitted by 2.00 p.m. on 19 July 2022.

- (a) via the pre-registration website at <https://complete-corp.com/samurai2k-agm/>;
- (b) in hard copy by post to Samurai 2K Aerosol Limited c/o Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (c) by email to Complete Corporate Services Pte Ltd at samurai2k-agm@complete-corp.com.

The Company will address relevant and substantial questions (as may be determined by the Company in its sole discretion) received in advance of the AGM at least forty-eight (48) hours before the proxy cut-off date. If there are substantial and relevant questions received after the cut-off time for the submission of questions, the Board may address the questions at the AGM.

3. Members (whether individuals or corporates) who wish to exercise their voting rights at the Annual General Meeting must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 15 July 2022.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must:
 - (a) if sent by post, be received at the office of the Company’s Share Registrar in Singapore, Boardroom Corporate & Advisory Pte Ltd, either by hand at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632; or
 - (b) if submitted by email, be received by Samurai 2K Aerosol Limited at samurai2k-agm@complete-corp.com,

not less than seventy-two (72) hours before the time appointed for the AGM in accordance with the instructions stated herein.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. The Annual Report for the financial year ended 31 March 2022 and the Appendix dated 8 July 2022 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company’s website at www.samurai2kaerosol.com.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy

By submitting an instrument appointing the Chairman of the Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of Chairman of the Meeting as proxy 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name) may be recorded by the Company for such purpose.

This page has been intentionally left blank.

SAMURAI 2K AEROSOL LIMITED

Company No. 201606168C
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the Annual General Meeting, addressing of substantial and relevant questions at least 48 hours before the proxy cut-off date and voting by appointing the Chairman of the AGM as proxy at the Annual General Meeting, are set out in the notice of AGM dated 8 July 2022. The notice of AGM may be accessed via the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
3. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (including a Relevant Intermediary*) must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.
4. SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM in order 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.

I/We, _____ (Name) NRIC/Passport No. _____

of _____ (Address)

being a member/members of SAMURAI 2K AEROSOL LIMITED (the "Company"), hereby appoint the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting ("Meeting") of the Company to be held on Wednesday, 27 July 2022 at 2.00 p.m. by way of electronic means and at any adjournment thereof in the following manner:

(If you wish to exercise all your votes "For" or "Against", please indicate a cross [X] within the box provided. Alternatively, please indicate the number of votes as appropriate.)

No.	Resolutions relating to:	For	Against	Abstain
1.	Adoption of the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31 March 2022 together with the Directors' Statement and Independent Auditors' Report			
2.	Approval of the payment of final (one-tier tax exempt) dividend of S\$0.002 per share and special dividend of S\$0.004 per share for the financial year ended 31 March 2022			
3.	Re-election of Mr Lim Chong Huat as a Director			
4.	Re-election of Dato' Loh Shin Siong as a Director			
5.	Approval of the payment of Directors' Fees of RM293,875 for the financial year ending 31 March 2023			
6.	Re-appointment of Baker Tilly TFW LLP as Auditors			
7.	Authority to allot and issue new shares under Section 161 of the Companies Act 1967			
8.	Authority to allot and issue shares under the Performance Share Plan			
9.	Authority to allot and issues shares under the Employee Share Option Scheme			
10.	Renewal of Share Buy-Back Mandate			

Dated this _____ day of _____ 2022

TOTAL NUMBER OF SHARES IN:

(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of Securities and Futures Act (Chapter 289) of Singapore or any statutory modification thereof, as the case may be), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the Annual General Meeting in person. Members will be able to watch the proceedings of the Annual General Meeting through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 2.00 p.m. on 24 July 2022, at <https://complete-corp.com/samurai2k-agm/>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the Annual General Meeting by 2.00 p.m. on 26 July 2022. Members who do not receive an email by 2.00 p.m. on 26 July 2022 should contact Complete Corporate Services Pte Ltd, by email at samurai2k-agm@complete-corp.com.
3. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form or proxy, failing which the appointment will be treated as invalid. The proxy form may be accessed on the SGX website.
4. The Chairman of the Meeting, as proxy need not be a member of the Company.
5. The duly completed instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be
 - (a) deposited at the office of the Company's Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, either by hand at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632 or by post at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632; or
 - (b) if submitted by email, be received by Samurai 2K Aerosol Limited at samurai2k-agm@complete-corp.com,
not less than seventy-two (72) hours before the time appointed for the AGM in accordance with the instructions stated herein.
6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
8. In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register seventy-two (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.

SUMMARY SHEET FOR SHARE PURCHASE MANDATE

The Sponsor and the SGX-ST assume no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix. If you are in doubt as to the action that you should take, you should consult your stockbroker or other professional adviser immediately.

Samurai 2K Aerosol Limited (the “**Company**”) maintains its accounts and publishes its financial statements in RM. This Appendix contains conversion of certain S\$ amounts into RM (or vice versa) at specified rates solely for the convenience of the reader. Unless otherwise indicated, the financial figures in this Appendix are converted on the basis of S\$1 = RM3.1655. However, such conversion should not be construed as representing that the RM amounts have been or could be converted into S\$ amounts, or *vice versa*, at those or any other rates.

1. Shares Purchased In The Previous Twelve Months

The following are details of purchases or acquisitions of Shares made by the Company and announced by the Company on the SGXNet in the previous 12 months preceding 27 June 2022 (the “**Latest Practicable Date**”):

Date of purchase or acquisition of Shares	Number of Shares purchased or acquired	Price paid per Shares	Total consideration paid (excluding expenses related thereto)
28 June 2021	22,000	S\$0.3750	S\$8,250.00
29 June 2021	18,000	S\$0.3650	S\$6,570.00

These Shares were acquired by way of open market purchases during the 12 months preceding the Latest Practicable Date.

As at Latest Practicable Date, an aggregate of 55,000 Shares are being held by the Company as Treasury Shares.

2. Proposed Renewal Of The Share Purchase Mandate

This ordinary resolution if passed at the forthcoming annual general meeting of the Company (“**2022 AGM**”), will renew the share purchase mandate (the “**Share Purchase Mandate**”) approved by the shareholders of the Company from the date of the 2022 AGM and expiring on the earliest of the date the next annual general meeting of the Company is held or is required by law to be held, the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate or the date the said mandate is revoked or varied by the Company in a general meeting (the “**Relevant Period**”) (the “**Share Purchase Renewal Resolution**”).

3. Rationale for the Share Purchase Mandate

The Share Purchase Mandate authorising the Company to purchase or acquire its ordinary shares in the capital of the Company (“**Shares**”) would give the Company the flexibility to undertake share purchases or acquisitions up to the limit described in Section 4 below at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The rationale for the Share Purchase Mandate includes the following:

- (a) The Share Purchase Mandate would provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements and investment needs to its Shareholders in an expedient and cost-efficient manner.
- (b) The purchase or acquisition of Shares under the Share Purchase Mandate is one of the ways in which the return on equity of the Company may be enhanced, thereby increasing Shareholders’ value.

APPENDIX

- (c) The Share Purchase Mandate will allow the Directors to exercise greater control over the Company's share capital structure, dividend policy and cash reserves, with a view to enhancing the net tangible assets and/or earnings per Share.
- (d) The purchase or acquisition of Shares under the Share Purchase Mandate will help to mitigate short-term share price volatility by stabilising the supply and demand of issued Shares and offset the effects of short-term share price speculation, thereby supporting the fundamental value of the issued Shares and bolstering Shareholders' confidence.
- (e) The Share Purchase Mandate will allow the Directors to effectively manage and minimise any dilution impact associated with any share-based incentive scheme of the Company.

The purchase or acquisition of Shares will only be undertaken if the Directors believe that it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity of Shares or the financial position of the Company and the Group or result in the Company being delisted. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Purchase Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

4. Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate, are summarised below:

(a) *Maximum Number of Shares*

The Company may purchase only Shares which are issued and fully paid-up. The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the annual general meeting ("**AGM**") at which the resolution authorising the Share Purchase Mandate is passed (the "**Approval Date**"), unless the Company has thereafter, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings).

For illustrative purposes only, based on the issued share capital of the Company as at the Latest Practicable Date of 334,564,787 Shares (excluding treasury shares or subsidiary holdings), and assuming that no new Shares are issued on or prior to the date of the AGM, not more than 33,456,478 Shares, representing 10% of the issued Shares as at that date, may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

While the Share Purchase Mandate would authorise the purchase or acquisition of Shares up to the 10% limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out up to the full 10% limit as authorised, or at all. In particular, no purchase or acquisition of Shares would be made in circumstances which would have or may have a material adverse effect on the float, liquidity or orderly trading of the Shares and/or financial position of the Group.

(b) *Duration of Authority*

Purchases or acquisitions of Shares may be made, at any time and from time to time, from the Approval Date up to the earliest of:

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

- (ii) the date on which the purchase or acquisition of Shares have been carried out to the full extent of the Share Purchase Mandate; or
- (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by an ordinary resolution of Shareholders in a general meeting.

The authority conferred on the Directors by the Share Purchase Mandate to purchase or acquire Shares may be renewed at the next annual general meeting or at an extraordinary general meeting of the Company to be convened immediately after the conclusion or adjournment of the next annual general meeting. When seeking the approval of the Shareholders for the renewal of the Share Purchase Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares made pursuant to the Share Purchase Mandate during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

(c) *Manner of Purchase or Acquisition of Shares*

Purchases or acquisitions of Shares may be made on the SGX-ST ("**Market Purchases**") and/or otherwise than on the SGX-ST, in accordance with an equal access scheme (as defined in Section 76C(6) of the Companies Act) ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected through the SGX-ST's trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase or acquisitions of Shares from Shareholders. The Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Catalist Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (i) offers for the purchase or acquisition of issued shares shall be made to every person who holds issued shares to purchase or acquire the same percentage of their issued shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers may relate to shares with different accrued dividend entitlements;
 - (bb) (if applicable) differences in consideration attributable to the fact that offers relate to shares with different amounts remaining unpaid; and
 - (cc) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

In addition, the Catalist Rules provide that, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders, which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed share purchase or acquisition;

APPENDIX

- (iv) the consequences, if any, of share purchases or acquisitions by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the share purchase or acquisition, if made, could affect the listing of the Shares on the SGX-ST;
- (vi) details of any share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) *Maximum Purchase Price*

The purchase price (excluding brokerage, stamp duties, commissions, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for the Shares must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five Market Days on which transactions in Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-market day period; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

5. Status of Purchased or Acquired Shares

Any Share which is purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share will expire on such cancellation), unless such Share is held by the Company as a treasury share. At the time of each purchase or acquisition of Shares by the Company, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, as the Directors deem fit in the interests of the Company at that time.

(a) *Cancelled Shares*

Shares which are cancelled will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of such purchased Shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and not held as treasury shares.

(b) *Treasury Shares*

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the key provisions on treasury shares under the Companies Act are summarised below:

(i) *Maximum Holdings*

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with the applicable provisions of the Companies Act before the end of the period of six months beginning with the day on which that contravention occurs, or such further period as the Registrar may allow.

(ii) *Voting and Other Rights*

The Company shall not exercise any right in respect of the treasury shares and any purported exercise of such a right is void. In particular, the Company will not have the right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of the treasury shares. However, the allotment of shares as fully paid bonus shares in respect of the treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed, so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) *Disposal and Cancellation*

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Take-over Code):

- (aa) sell the treasury shares for cash;
- (bb) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (cc) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (dd) cancel the treasury shares; or
- (ee) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under Rule 704(31) of the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the Catalist before and after the usage, and the value of the treasury shares if they are used for a sale or transfer or cancelled.

APPENDIX

6. Source of Funds

The Companies Act permits the Company to purchase or acquire its Shares out of capital or distributable profits so long as the Company is solvent. For this purpose, the Company is solvent if at the date of payment for the Shares purchased or acquired, the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if:
 - (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the purchase or acquisition of Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal sources of funds or external borrowings, or a combination of internal resources and external borrowings, to finance the purchase or acquisition of Shares pursuant to the Share Purchase Mandate. However, in considering the option of external borrowing, the Directors will consider particularly the prevailing gearing level of the Company and the costs of such financing.

7. Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Purchase Mandate on the net tangible asset value or earnings per Share as the resultant effect would depend on factors such as the aggregate numbers of Shares purchased, the purchase prices paid at the relevant times, whether the Shares purchased or acquired are held in treasury or immediately cancelled on purchase or acquisition, how the Shares held in treasury are subsequently dealt with by the Company in accordance with Section 76K of the Companies Act, and the amounts (if any) borrowed by the Company to fund the purchases.

Where the purchase of Shares is made out of distributable profits, such purchase (including costs incidental to the purchase) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the purchase of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the purchase of Shares is financed through internal resources, it will reduce the cash reserves of the Group and the Company, and thus the current assets and shareholders' funds of the Group and the Company. This will result in an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company. The actual impact on the gearing and current ratios will depend on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

Where the purchase or acquisition of Shares is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Group and the Company, and a decline in the current ratios and shareholders' funds of the Group and the Company, with the actual impact dependent on the number of Shares purchased or acquired and the prices at which the Shares are purchased or acquired.

For illustrative purposes only and on the basis of the following assumptions:

- (a) that the purchase or acquisition by the Company of Shares was made on 1 April 2021
- (b) that (i) in the case of the purchase or acquisition of Shares made entirely out of capital, the Company purchased or acquired 16,728,239 Shares, representing 5% of its issued Shares (excluding treasury shares and subsidiary holdings) as at 31 March 2022, and (ii) in the case of the purchase or acquisition of Shares made entirely out of profits, the Company purchased or acquired 1,672,823 Shares, representing 0.50% of its issued Shares (excluding treasury shares and subsidiary holdings) as at 31 March 2022;
- (c) that (i) in the case of Market Purchases, the Company purchased or acquired Shares at the Maximum Price of S\$0.3160 for each Share (being 105% of the Average Closing Price of the Shares for the five Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), and (ii) in the case of Off-Market Purchases, the Company purchased or acquired Shares at the Maximum Price of S\$0.3612 for each Share (being 120% of the Average Closing Price of the Shares for the five Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date);
- (d) that the purchase or acquisition of Shares by the Company was financed entirely using its internal sources of funds and required funds amounting to:
 - (i) in the case of Market Purchases made entirely out of capital, S\$5,286,123.52 (equivalent to RM16,733,224.02);
 - (ii) in the case of Off-Market Purchases made entirely out of capital, S\$6,042,239.93 (equivalent to RM19,126,710.49);
 - (iii) in the case of Market Purchases made entirely out of profits, S\$528,612.07 (equivalent to RM1,673,321.51) and
 - (iv) in the case of Off-Market Purchases made entirely out of profits, S\$604,223.67 (equivalent to RM1,912,670.03); and
- (e) the transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Purchase Mandate are insignificant and have not been taken into account in computing the financial effects,

the financial effects of Share purchases by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for FY2022, are set out below.

APPENDIX

Scenario 1

Purchase or acquisition of 16,728,239 Shares by the Company pursuant to the Share Purchase Mandate made entirely out of capital and held as treasury shares

As at 31 March 2022	Group			Company		
	Before Share Purchase RM'000	After Share Purchase Market Purchase RM'000	Off-Market Purchase RM'000	Before Share Purchase RM'000	After Share Purchase Market Purchase RM'000	Off-Market Purchase RM'000
Share capital	57,165	57,165	57,165	57,165	57,165	57,165
Reserves	(9,215)	(9,215)	(9,215)	448	448	448
Retained earnings	45,385	45,385	45,385	9,288	9,288	9,288
Treasury shares	(64)	(16,797)	(19,191)	(64)	(16,797)	(19,191)
Non-controlling interest	(209)	(209)	(209)	-	-	-
Total shareholders' equity	93,062	76,329	73,935	66,837	50,104	47,710
Net tangible assets	92,246	75,513	73,119	66,837	50,104	47,710
Current assets	113,713	96,980	94,586	51,894	35,161	32,767
Current liabilities	47,617	47,617	47,617	715	715	715
Total borrowings	21,735	21,735	21,735	-	-	-
Number of Shares ⁽¹⁾ ('000)	334,565	317,837	317,837	334,565	317,837	317,837
Weighted average number of Shares ⁽¹⁾ ('000)	333,780	317,052	317,052	333,780	317,052	317,052
Financial Ratios						
Net tangible assets per Share ⁽²⁾ (sen)	27.57	23.76	23.01	19.98	15.76	15.01
Earnings per Share (sen)	3.93	4.14	4.14	3.47	3.65	3.65
Gearing ratio ⁽³⁾ (times)	0.23	0.28	0.29	-	-	-
Current ratio ⁽⁴⁾ (times)	2.39	2.04	1.99	72.58	49.18	45.83

Notes:

- (1) Excluding treasury shares.
- (2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares (excluding treasury shares).
- (3) Gearing ratio equals total borrowings divided by shareholders' funds (excluding non-controlling interest).
- (4) Current ratio equals current assets divided by current liabilities.

Scenario 2

Purchase or acquisition of 1,672,823 Shares by the Company pursuant to the Share Purchase Mandate made entirely out of profits and held as treasury shares

As at 31 March 2022	Group			Company		
	Before Share Purchase RM'000	After Share Market Purchase RM'000	Off-Market Purchase RM'000	Before Share Purchase RM'000	After Share Market Purchase RM'000	Off-Market Purchase RM'000
Share capital	57,165	57,165	57,165	57,165	57,165	57,165
Reserves	(9,215)	(9,215)	(9,215)	448	448	448
Retained earnings	45,385	45,385	45,385	9,288	9,288	9,288
Treasury shares	(64)	(1,737)	(1,977)	(64)	(1,737)	(1,977)
Non-controlling interest	(209)	(209)	(209)	-	-	-
Total shareholders' equity	93,062	91,389	91,149	66,837	65,164	64,924
Net tangible assets	92,246	90,573	90,333	66,837	65,164	64,924
Current assets	113,713	112,040	111,800	51,894	50,221	49,981
Current liabilities	47,617	47,617	47,617	715	715	715
Total borrowings	21,735	21,735	21,735	-	-	-
Number of Shares ⁽¹⁾ ('000)	334,565	332,892	332,892	334,565	332,892	332,892
Weighted average number of Shares ⁽¹⁾ ('000)	333,780	332,107	332,107	333,780	332,107	332,107
Financial Ratios						
Net tangible assets per Share ⁽²⁾ (sen)	27.57	27.21	27.14	19.98	19.58	19.50
Earnings per Share (sen)	3.93	3.95	3.95	3.47	3.49	3.49
Gearing ratio ⁽³⁾ (times)	0.23	0.24	0.24	-	-	-
Current ratio ⁽⁴⁾ (times)	2.39	2.35	2.35	72.58	70.24	69.90

Notes:

- (1) Excluding treasury shares.
- (2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares (excluding treasury shares).
- (3) Gearing ratio equals total borrowings divided by shareholders' funds (excluding non-controlling interest).
- (4) Current ratio equals current assets divided by current liabilities.

APPENDIX

Scenario 3

Purchase or acquisition of 16,728,239 Shares by the Company pursuant to the Share Purchase Mandate made entirely out of capital and cancelled

As at 31 March 2022	Group			Company		
	Before Share Purchase	After Share Purchase	Off-Market Purchase	Before Share Purchase	After Share Purchase	Off-Market Purchase
	RM'000	Market Purchase	RM'000	RM'000	Market Purchase	RM'000
Share capital	57,165	40,432	38,038	57,165	40,432	38,038
Reserves	(9,215)	(9,215)	(9,215)	448	448	448
Retained earnings	45,385	45,385	45,385	9,288	9,288	9,288
Treasury shares	(64)	(64)	(64)	(64)	(64)	(64)
Non-controlling interest	(209)	(209)	(209)	-	-	-
Total shareholders' equity	93,062	76,329	73,935	66,837	50,104	47,710
Net tangible assets	92,246	75,513	73,119	66,837	50,104	47,710
Current assets	113,713	96,980	94,586	51,894	35,161	32,767
Current liabilities	47,617	47,617	47,617	715	715	715
Total borrowings	21,735	21,735	21,735	-	-	-
Number of Shares ⁽¹⁾ ('000)	334,565	317,837	317,837	334,565	317,837	317,837
Weighted average number of Shares ⁽¹⁾ ('000)	333,780	317,052	317,052	333,780	317,052	317,052
Financial Ratios						
Net tangible assets per Share ⁽²⁾ (sen)	27.57	23.76	23.01	19.98	15.76	15.01
Earnings per Share (sen)	3.93	4.14	4.14	3.47	3.65	3.65
Gearing ratio ⁽³⁾ (times)	0.23	0.28	0.29	-	-	-
Current ratio ⁽⁴⁾ (times)	2.39	2.04	1.99	72.58	49.18	45.83

Notes:

- (1) Excluding treasury shares.
- (2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares (excluding treasury shares).
- (3) Gearing ratio equals total borrowings divided by shareholders' funds (excluding non-controlling interest).
- (4) Current ratio equals current assets divided by current liabilities.

Scenario 4

Purchase or acquisition of 1,672,823 Shares by the Company pursuant to the Share Purchase Mandate made entirely out of profits and cancelled

	Group			Company		
	Before Share Purchase	After Share Market Purchase	Off-Market Purchase	Before Share Purchase	After Share Market Purchase	Off-Market Purchase
As at 31 March 2022	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Share capital	57,165	57,165	57,165	57,165	57,165	57,165
Reserves	(9,215)	(9,215)	(9,215)	448	448	448
Retained earnings	45,385	43,712	43,472	9,288	7,615	7,375
Treasury shares	(64)	(64)	(64)	(64)	(64)	(64)
Non-controlling interest	(209)	(209)	(209)	-	-	-
Total shareholders' equity	93,062	91,389	91,149	66,837	65,164	64,924
Net tangible assets	92,246	90,573	90,333	66,837	65,164	64,924
Current assets	113,713	112,040	111,800	51,894	50,221	49,981
Current liabilities	47,617	47,617	47,617	715	715	715
Total borrowings	21,735	21,735	21,735	-	-	-
Number of Shares ⁽¹⁾ ('000)	334,565	332,892	332,892	334,565	332,892	332,892
Weighted average number of Shares ⁽¹⁾ ('000)	333,780	332,107	332,107	333,780	332,107	332,107
Financial Ratios						
Net tangible assets per Share ⁽²⁾ (sen)	27.57	27.21	27.14	19.98	19.58	19.50
Earnings per Share (sen)	3.93	3.95	3.95	3.47	3.49	3.49
Gearing ratio ⁽³⁾ (times)	0.23	0.24	0.24	-	-	-
Current ratio ⁽⁴⁾ (times)	2.39	2.35	2.35	72.58	70.24	69.90

Notes:

- (1) Excluding treasury shares.
- (2) Net tangible assets per Share is computed based on total net assets less deferred expenditure, other intangible assets and non-controlling interests, divided by the number of issued Shares (excluding treasury shares).
- (3) Gearing ratio equals total borrowings divided by shareholders' funds (excluding non-controlling interest).
- (4) Current ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out above are purely for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical FY2022 audited numbers and is not necessarily reflective of the future financial performance of the Company and the Group. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding treasury shares and subsidiary holdings), the Company may not purchase or acquire or be able to purchase or acquire 10% of the issued Shares in full. In addition, the Company may cancel all or part of the Shares purchased, or hold all or part of the Shares purchased in treasury.

APPENDIX

8. Catalyst Rules

Under the Catalyst Rules, a listed company may purchase shares by way of Market Purchases at a price per share which is not more than 5% above the average of the closing market prices of the shares over the last five Market Days, on which transactions in the shares were recorded, before the day on which the purchases were made and deemed to be adjusted for any corporate action that occurs after the relevant five-day period. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in Section 4(d) of this Circular, conforms to this restriction.

The Catalyst Rules specify that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement must include details of the date of the purchases of the shares, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, and the cumulative number of shares purchased. Such announcement will be made in the form prescribed by the Catalyst Rules.

While the Catalyst Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in observing the best practices recommended in the Catalyst Rules on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the period of one month before the announcement of the Company's half-year and full-year financial statements.

9. Listing Status on the SGX-ST

The Company is required under Rule 723 of the Catalyst Rules to ensure that at least 10% of its issued Shares (excluding preference shares, convertible equity securities and treasury shares) are in the hands of the public. The “public”, as defined in the Catalyst Rules, are persons other than the Directors, Chief Executive Officer, substantial shareholders and controlling shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Catalyst Rules) of such persons.

As at the Latest Practicable Date, there were approximately 114,964,787 issued Shares in the hands of the public (as defined above), representing approximately 34.36% of the total number of issued Shares of the Company. Assuming that the Company purchases its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate and holds the purchased Shares as treasury shares, the number of issued Shares in the hands of the public would be reduced to 81,508,309 Shares, representing approximately 27.07% of the total number of issued Shares (excluding treasury shares) of the Company. As at the Latest Practicable Date, the Company has 55,000 treasury shares and did not have any preference shares. As at the Latest Practicable Date, the Company has granted 345,000 and 2,505,000 employees share options (“ESOS”) expiring on 2 June 2029 and 30 May 2031 respectively to selected employees which will entitle them to subscribe for a total of 2,850,000 new shares of the Company.

In view of the foregoing, the Company is of the view that there is, at present, a sufficient number of Shares in public hands that would permit the Company to potentially undertake purchases of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without:

- (a) affecting adversely the listing status of the Shares on the SGX-ST;
- (b) causing market illiquidity; or
- (c) affecting adversely the orderly trading of Shares.

10. Tax Implications

When a company purchases its own shares using its distributed profits or contributed capital, it will be regarded as any other disposal of shares by the shareholders from whom the shares are acquired.

For income tax purposes, whether or not the proceeds received by the Shareholders are taxable in the hands of the Shareholders who sell their Shares to the Company for which the purchases were made out of distributed profits or contributed capital will depend on whether such proceeds are receipts of an income or capital nature.

Shareholders should note that the foregoing is not to be regarded as advice on the tax position of any Shareholder. Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

11. Implications of Take-over Code

11.1 Obligation to Make a Take-over Offer

If as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in a change in control, or as a result of such increase a Shareholder or group of Shareholders acting in concert obtain or consolidate control, it may in certain circumstances give rise to an obligation on the part of such Shareholder or Shareholders to make a take-over offer under Rule 14 of the Take-over Code.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase of Shares by the Company are set out in Appendix 2 ("**TOC Appendix 2**") of the Take-over Code.

In relation to Directors and persons acting in concert with them, Rule 14 provides that unless exempted (or if exempted, such exemption is subsequently revoked), Directors and persons acting in concert with them will incur an obligation to make a take-over offer if, as a result of a purchase of Shares by the Company:

- (a) the percentage of voting rights held by such Directors and their concert parties in the Company increases to 30% or more; or
- (b) if they together hold between 30% and 50% of the Company's voting rights, their voting rights increase by more than 1% in any period of six months.

Under TOC Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

11.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert: (i) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts; and (ii) a company, its parent company, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

APPENDIX

11.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

As at the Latest Practicable Date, Mr Ong Yoke En (Executive Director and Chief Executive Officer of the Company), Ms Lim Lay Yong (Executive Director and Chief Operating Officer of the Company, and wife of Mr Ong Yoke En), Mr Ong How En (brother of Mr Ong Yoke En) and Ms Ong Yoke Hoi (sister of Mr Ong Yoke En), who are deemed to be acting in concert with each other, collectively held 58.01% of the issued Shares. They would not be obliged to make a take-over offer under Rule 14 of the Take-over Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

Shareholders who are in any doubt as to whether they would incur any obligation to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Purchase Mandate is in force.

12. Reporting Requirements

Within 30 days of the passing of the Shareholders' resolution to approve the Share Purchase Mandate, the Directors shall lodge a copy of such resolution with the Registrar.

The Directors shall lodge with the Registrar a notice of Share purchase within 30 days of a Share purchase. Such notification shall include the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profit or the capital of the Company, and such other particulars as may be required in the prescribed form.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

13. Directors' and Substantial Shareholders' Interests

The interests of the Directors and substantial Shareholders in the share capital of the Company as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders, are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% of Issued Share Capital ⁽¹⁾	Number of Shares	% of Issued Share Capital ⁽¹⁾
Directors				
Ong Yoke En	139,152,000	41.59	-	-
Lim Lay Yong	45,000,000	13.45	-	-
Dato' Chang Chor Choong	12,750,000	3.81	-	-
Dato' Loh Shin Siong	12,750,000	3.81	-	-
Lim Siang Kai	-	-	-	-
Hau Hock Khun	-	-	-	-
Lim Chong Huat	-	-	-	-
Substantial Shareholders (other than Directors)				
	-	-	-	-

Note:

(1) Based on the total number of issued Shares as at the Latest Practicable Date, comprising 334,564,787 Shares (excluding treasury shares and subsidiary holdings).

14. Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

15. Documents Available For Inspection

Copies of the following documents may be inspected at the registered office of the Company at 133 North Bridge Road, #08-03 Chinatown Point, Singapore 059413, during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for FY2022.



SAMURAI 2K AEROSOL LIMITED
(Company Registration No.201606168C)

133, North Bridge Road,
#08-03 Chinatown Point,
Singapore 059413
Tel : (65) 62732711
Email: ir@samurai2kaerosol.com

www.samurai2kaerosol.com



Scan QR code to download
Annual Report 2022