

STAYING RESILIENT

ANNUAL REPORT 2021



This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited.

It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

The details of the contact person for the Sponsor is Mr. Kaeson Chui, Vice President, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, Telephone (65) 6415 9886.



PHOTO : JFJ PRODUCTIONS

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CORPORATE PROFILE

Founded in 1997, the UnUsUaL Group is an established producer and promoter of large-scale live events and concerts in Singapore and in the region.

Under our production business segment, we provide a full range of support to the artiste's team or the event organiser in terms of their design set creation and stage design, as well as the installation of sound, light and video ("SLV") requirement. We also assist to conceptualise and develop creative inputs for the entire event.

Under our promotion business segment, we are involved in the planning and managing of concerts and events, down to the coordinating of ticketing matters, as well as the marketing leading to the opening of the concert/events.

UnUsUaL Limited is the holding company of UnUsUaL Entertainment Pte. Ltd. ("**UnUsUaL Entertainment**"), UnUsUaL Productions Pte. Ltd. ("**UnUsUaL Productions**"), UnUsUaL Development Pte. Ltd. ("**UnUsUaL Development**"), UnUsUaL Productions (M) Sdn. Bhd. ("**UnUsUaL Malaysia**"), UnUsUaL Entertainment International Limited ("**UnUsUaL Hongkong**"), UnUsUaL Culture Development Co., Ltd ("**UnUsUaL China**"), and Mercury Rights Pte. Ltd. ("**Mercury**"). White Mount International Pte. Ltd. ("**WMI**") and Isotope Productions Pte. Ltd. ("**ISO**") are associated companies of UnUsUaL Limited (collectively referred to as the "**Group**").

Our major shareholder is mm2 Asia Ltd ("**mm2**"). mm2 is a leading producer and distributor of content in the region. We expect to synergise with mm2 in our effort to expand in the Asia Region.

On 10 April 2017, the Company was listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Catalist Board (SGX stock code: 1D1).

"UnUsUaL" is a registered trademark in Malaysia, China, Hong Kong, Taiwan and Singapore. Through the years, we have won numerous awards and accolades awarded by the Ministry of Defence, Ministry of Education, as well as the People's Association and others.

For more information, please visit <http://www.unusual.com.sg>

REVENUE SOURCES

Production income is derived from the provision of technical and creative expertise to the large-scale live events and concerts. We conceptualise and develop creative input, provide consultancy services, design solutions for set creation, stage design and other requirements.

Promotion income is derived from the promotion of the concerts and events. We take charge of the overall planning and managing of concerts and events which includes working with artiste managers to assess venues and co-ordinate artistes' availability, handling ticketing matters, marketing and promotion of concerts and events.

Other Income is derived from provision of exhibition/concert halls and related equipment and co-management of exhibition/concert.



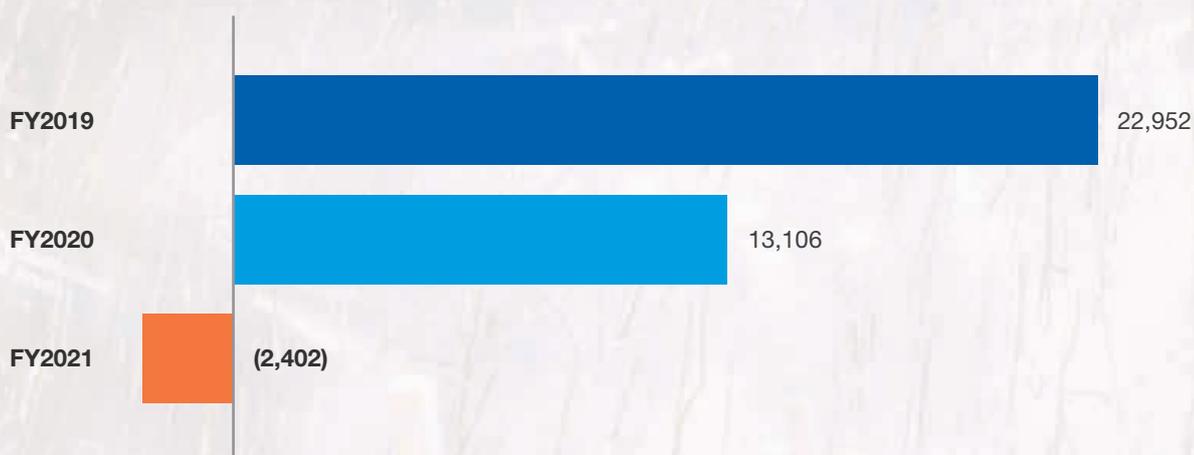
PHOTO: JFJ PRODUCTIONS

FINANCIAL HIGHLIGHTS

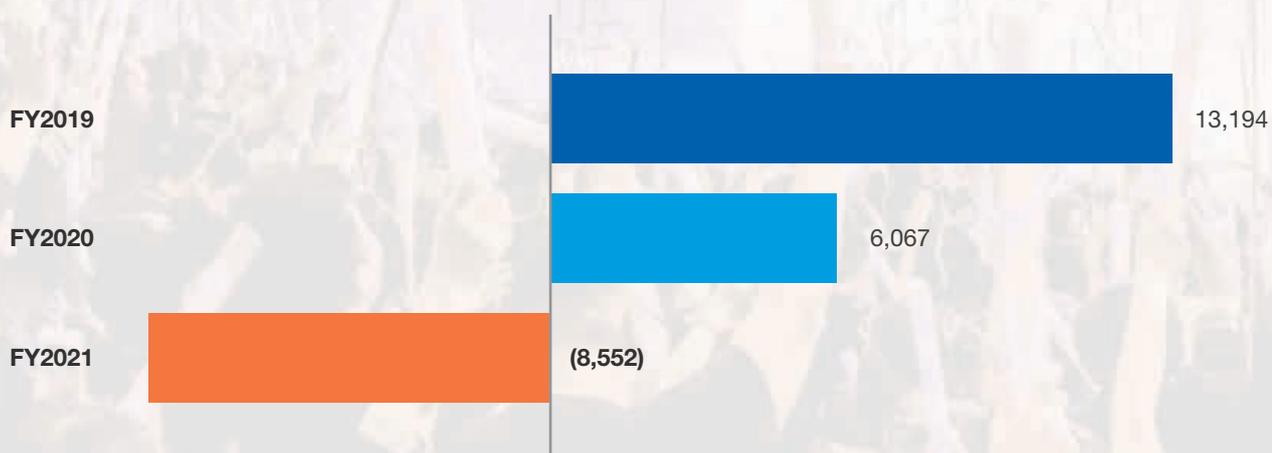
REVENUE (S\$'000)



GROSS PROFIT/(LOSS) (S\$'000)



PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDER (S\$'000)

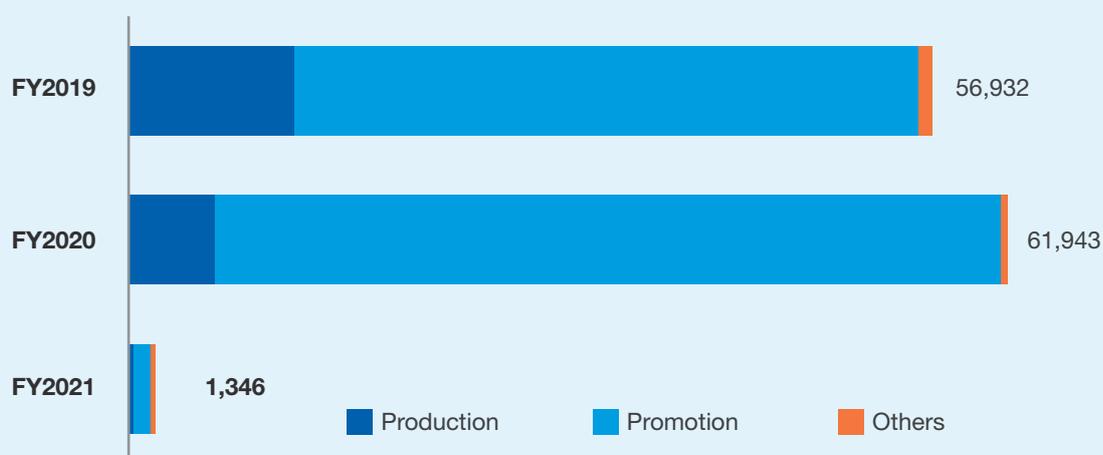


FINANCIAL HIGHLIGHTS

TOTAL SHAREHOLDER'S EQUITY (S\$'000)



REVENUE BY BUSINESS SEGMENT (S\$'000)



	FY2019		FY2020		FY2021	
	S\$'000	%	S\$'000	%	S\$'000	%
Production	11,708	20.5	6,055	9.8	151	11.2
Promotion	44,162	77.6	55,660	89.8	1,071	79.6
Others	1,062	1.9	227	0.4	124	9.2
Total	56,932	100.0	61,943	100.0	1,346	100.0

OPERATING FINANCIAL REVIEW

COMPREHENSIVE INCOME

Revenue

Revenue decreased by approximately S\$60.6 million or 97.8% from approximately S\$61.9 million in FY2020 to approximately S\$1.3 million in FY2021. The Group recorded a decline of S\$54.6 million or 98.1%, S\$5.9 million or 97.5% and S\$0.1 million or 45.4% in the Promotion, Production, and Others business segments respectively.

The significant decline was primarily due to the negative impact of COVID-19 on the Group's businesses which led to the deferment of most of the Group's projects such as concerts and large-scale events to reduce the spread of COVID-19.

Cost of sales

Cost of sales decreased by S\$45.1 million or 92.3% from approximately S\$48.8 million in FY2020 to approximately S\$3.7 million in FY2021. The decline in cost of sales attributable to the Promotion and Production segments were approximately S\$41.5 million and S\$3.6 million respectively, which was partially offset by the slightly higher cost of sales attributable to Others segment by S\$24,598.

Gross loss

As revenue has significantly declined in FY2021 as compared to FY2020, the Group recorded a gross loss of S\$2.4 million during the financial period.

Other income

Other income increased by approximately S\$0.8 million or 1,182.9% from S\$65,172 in FY2020 to approximately S\$0.8 million in FY2021. The increase was mainly due to the COVID-19 Support Grant received from the Singapore Government.

Other (losses)/gains - net

Other losses increased by approximately S\$4.9 million or 1,136.9% in FY2021 as compared to FY2020 mainly attributed to loss allowance on financial assets and foreign exchange losses.

Administrative expenses

Administrative expenses decreased by S\$2.2 million or 39.4% from the corresponding period in FY2020 to approximately S\$3.4 million in FY2021 mainly due to a decrease in staff costs during the financial period.

Finance expenses

Finance expenses decreased by S\$0.1 million or 18.7% from the corresponding period in FY2020 to S\$0.6 million in FY2021 due to the net decrease in bank borrowings.

Income tax credit

Income tax credit increased by S\$1.9 million or 154.3% due to business loss in FY2021.

Loss after tax

The Group recorded a loss after tax of S\$9.3 million in FY2021 mainly due to a significant decrease in revenue during the financial period.

FINANCIAL POSITION

As at 31 March 2021, the Group's total shareholders' equity stood at S\$50.0 million.

Non-current assets

Non-current assets increased by S\$3.1 million or 10.5%, from approximately S\$30.0 million as at 31 March 2020 to approximately S\$33.1 million as at 31 March 2021 mainly due to:

- (i) Reclassification of plant and equipment from prepayment in current asset of S\$6.4 million and
- (ii) Net decrease in other receivables of S\$1.4 million was mainly due to foreign exchange losses and repayment received during the financial year.

Following the reassessment on the appropriateness of the classification of the investment, management reclassified the investment from investment in subsidiary corporation which was previously announced on 27 October 2020 via SGXnet to investment in associated company.

Current assets

Current assets decreased by S\$21.5 million or 33.5% from approximately S\$64.1 million as at 31 March 2020 to approximately S\$42.6 million as at 31 March 2021, which represents 56.2% of our total assets. The breakdown is mainly as follows:

- (i) Cash and cash equivalents decreased by approximately S\$9.3 million or 73.6%, from S\$12.6 million to S\$3.3 million. This was mainly due to repayment of bank borrowings and cash being disbursed for general working capital, partially offset by the proceeds of S\$1.0 million from bank borrowings.

OPERATING FINANCIAL REVIEW

(ii) Trade and other receivables decreased by approximately S\$11.8 million or 47.1%, from S\$25.1 million to S\$13.3 million. This decrease was mainly due to the following:

- Decrease in trade and other receivables by S\$5.4 million, in tandem to lower Promotion and Production activities and provision for expected credit losses; and
- Decrease in deposit and prepayment by S\$6.4 million, mainly due to capitalisation of deposit paid for purchase of plant and equipment to non-current assets.

(iii) Income tax recoverable increased by S\$33,954.

Non-current liabilities

Non-current liabilities decreased by approximately S\$3.7 million or 34.0%, from S\$10.9 million to approximately S\$7.2 million mainly due to reclassification of bank borrowings from non-current liabilities to current liabilities.

Current liabilities

Current liabilities decreased by approximately S\$5.3 million or 21.8%, from S\$24.2 million to S\$18.9 million, representing approximately 72.4% of our total liabilities and comprised the following:

- (i) Trade and other payables decreased by approximately S\$5.0 million or 43.5%, from S\$11.4 million to S\$6.4 million;
- (ii) Borrowings increased by approximately S\$0.6 million mainly for general working capital;
- (iii) Lease liabilities increased S\$23,572 mainly due to the addition of long-term lease for office rental;
- (iv) Derivative financial instruments decreased by S\$19,273 due to fair value changes on the interest rate swaps; and
- (v) Income tax payable decreased by approximately S\$0.9 million or 71.3% from S\$1.3 million to S\$0.4 million.

CASH POSITION

Net cash used in operating activities

For FY2021, the Group generated a net cash outflow of S\$4.4 million from operating activities before working capital changes. Net working capital changes was due to net cash outflow of S\$2.1 million, comprising a decrease in trade and other payables of S\$5.1 million and income tax paid of S\$0.9 million. This was partially offset with the decrease in trade and other receivables of S\$3.5 million, decrease in other current assets of S\$0.4 million, inventories of S\$6,065, interest received of S\$18,018 and income tax refund of S\$32,023. The decrease in trade and other receivables was due to the decrease in Promotion and Production activities. The decrease in trade and other payables was due to an increase in payment to suppliers.

Net cash used in investing activities

For FY2021, net cash used in investing activities amounted to S\$0.4 million mainly attributable from the purchase of plant and equipment.

Following the reassessment on the appropriateness of the original classification of the net cash used in investing activities of S\$5.9 million on the purchase of plant and equipment in 1H FY2021, management has reclassified the said cash outflow to operating activities.

Net cash used in financing activities

For FY2021, net cash used in financing activities of S\$2.4 million was mainly due to the repayment of bank borrowings and interest paid on bank borrowings, partially offset with the net proceeds from bank borrowings.

Net increase in cash and cash equivalents

For FY2021, the Group recorded a net cash decrease of approximately S\$9.2 million as compared to the net increase of approximately S\$8.8 million in FY2020. The difference is mainly due to the net cash used in operating activities, investing activities and financing activities.

CHAIRMAN'S STATEMENT

Dear Shareholders,

Fiscal 2021 has been a challenging year for the entertainment industry due to the unprecedented situation created by the global pandemic, COVID-19. Despite the challenges, I am heartened to see that the UnUsUaL team has shown tenacity and teamwork to overcome the tough challenges thrown up throughout 2020.

The Group successfully capitalised on markets such as Taiwan and China that began re-opening from 2QFY2021 with shows in these markets. Despite travel restrictions making it logistically challenging for our employees to organise these events, the Group proved its capabilities as a leading concert producer in the region.

In the current calendar year, the Group will embark on a number of exciting projects such as Mandopop singer JJ Lin's [SANCTUARY FINALE] virtual concert, which will be broadcasting globally on 10 July 2021. JJ Lin "Sanctuary" World Tour is one of the best-selling concerts in Asia, having amassed more than 1.6 million spectators to date. Another planned project is La Clique, a cabaret circus entertainment show at Marina Bay Sands, which will be starting from 22 September 2021 to 7 November 2021. This will mark our first large-scale live show in Singapore since the onset of COVID-19.

These developments mark new beginnings and opportunities for the live entertainment industry to tap into the growing technological capabilities to enhance audience engagements through virtual experiences.

As the COVID-19 situation continues to develop globally, the Group will work closely with its global partners to create both live and virtual performances for audiences across the region. In addition, post COVID-19, there are opportunities to create a live concert regional hub out of Singapore working with related industries promoting live concert tourism.

On behalf of the Board, we would like to express our heartfelt gratitude to all our shareholders for their support for the Group during this challenging period. We would also like to thank all UnUsUaL employees for their unity and teamwork over the past year, without which the company would not have been able to navigate the current challenging entertainment landscape with such conviction and confidence. We look forward to a year of continued innovation in world-class entertainment experiences.

MELVIN ANG WEE CHYE

Non-Executive Chairman and Non-Independent Director

Dear Shareholders,

The year under review has been hit by a once in lifetime, global pandemic, COVID-19, which is still showing no signs of abating. Due to restrictions on public gatherings, 2020 has been a challenging year for the live entertainment industry. Despite the challenges, our company has stayed resilient during these uncertain times with the support of our partners, stakeholders, and staff.

Live shows were put on hold in most countries in the Asia-Pacific region, due to travel restrictions and social distancing measures. Despite these hurdles, our long-standing relationships with artists and managers enabled us to secure opportunities to produce live shows in 2020. In August, UnUsUaL participated in Mandopop boy band, The Last Day of Summer 831 (八三夭) sold-out concert in Taiwan. This reaffirmed our belief that the atmosphere of live shows, which allow for genuine interactions both between the artists and the crowd and within the audience itself, is a unique experience and will continue to draw sizeable crowds. Going forward, this gives us immense confidence.

Apart from The Last Day of Summer 831's Live Concert, in September 2020, we also co-presented The Beethoven Experience, in Shanghai, an interactive and immersive art exhibition held to celebrate the 250th birth anniversary of Beethoven. Locally, we have plans to bring in the award-winning cabaret circus entertainment show La Clique to the Sands Theatre at Marina Bay Sands from 22 September 2021 to 7 November 2021. La Clique is the first long-running show that features an international cast since COVID-19 struck, hence it is a symbolic show that represents a step towards restoring the confidence of promoting larger-scale events in the current climate.

During the fiscal year, together with JFJ Productions (S) Pte. Ltd. ("JFJ"), the Group formed two associated companies namely, White Mount International Pte. Ltd. ("WMI") and Isotope Productions Pte. Ltd. ("ISO"). The former associated company will focus on producing live stage presentations and publishing gaming software and applications, while the latter will focus on movie, video, television, and other programme production activities, as well as television programming and broadcasting. In particular, ISO will present a virtual concert by Mandopop artist JJ Lin titled [SANCTUARY FINALE]. The concert features state-of-the-art XR (extended reality) combined with immersive real-world performance and stage. In a post-pandemic world, virtual and hybrid concerts may continue to be a viable performance format for artists. Our lean model of operation gives us the agility to explore these new performance formats for artists across the region, in addition to traditional live entertainment shows.

Through the dedication of our internal team and the strong relationship with our partners, UnUsUaL has maintained low gearing despite the challenging business environment in 2020.

We will continue to be stringent with our operating expenses in the year ahead and will closely monitor the COVID-19 situation globally. We will also continue to seek out opportunities to strengthen our pipeline of activities.

I would like to thank the Board for their trust in me and my team. I would also like to thank our partners and shareholders for their unwavering support. Finally, I would like to extend my deep appreciation to the UnUsUaL team for staying resilient despite the enormous challenges facing both our company as well as our industry.

LESLIE ONG CHIN SOON

Chief Executive Officer and Executive Director

BOARD OF DIRECTORS



ANG WEE CHYE (“Melvin Ang”) is our Non-Executive Chairman and Non-Independent Director. He is also the Founder, Executive Chairman and Executive Director of mm2 Asia Ltd., responsible for supervising the overall business operations and management of the mm2 Group of Companies, as well as business planning and providing executive leadership and supervision to the Group’s senior management team.

In August 1997, he was employed by the Television Corporation of Singapore as Vice President, Business Development. He was subsequently employed by SPH MediaWorks Ltd as its Chief Operating Officer of its Media Business Group between November 2000 and April 2003.

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

Melvin Ang graduated from Macquarie University with an MBA in 1997.



ONG CHIN SOON (“Leslie Ong”) is our Executive Director and Chief Executive Officer (“CEO”). He is responsible for the overall management operations, strategic planning and business development of our Group. Leslie Ong has been with our Group since its inception in 1997 and has nearly 20 years of experience in the production and promotion business. Leslie Ong obtained his diploma in Electronic Engineering in 1988 from Ngee Ann Polytechnic.



ONG CHIN LEONG (“Johnny Ong”) is our Executive Director and Chief Operating Officer (“COO”). He is responsible for the day-to-day operations of our Group, including managing our Group’s overall business development and operations. Together with Leslie Ong, Johnny Ong has been with our Group since its inception in 1997 and has nearly 20 years of experience in the production and promotion business. Johnny Ong completed his secondary education in 1984.

BOARD OF DIRECTORS



TAN WEE PENG KELVIN (“Kelvin Tan”) is our Lead Independent Director and Chairman of the Audit Committee. He has over 30 years of professional and management experience in the private and public sectors in Singapore. From 1996 to 2003, Kelvin Tan was with Temasek Holdings Pte Ltd, where his last held position was the Managing Director of its Private Equity Funds Investment Unit. From 2003 to 2004, he was the Global Head of Business Development of PSA International Pte. Ltd. and concurrently CEO of PSA India Pte Ltd. He later assumed the position of the President of AETOS Security Management Pte Ltd from 2004 to 2008. From 2008 to 2014, Kelvin Tan was the Managing Director of GBE Holdings Pte. Ltd. Kelvin Tan also advises private companies and private equity funds in the areas of corporate governance, finance and investments, business strategy and corporate development, and leadership development in addition to being an Adjunct Associate Professor with the NUS Business School.

Kelvin Tan graduated from the National University of Singapore with a Bachelor of Accountancy (First Class Honours) on a Police Scholarship and also obtained a Master of Business Administration from the National University of Singapore. He has also attended the Program for Management Development at the Harvard Business School. Kelvin Tan is a fellow of the Institute of Singapore Chartered Accountants and a member of the Singapore Institute of Directors.



TAN YEW CHEE WILLIAM (“William Tan”) is our Independent Director and Chairman of the Remuneration Committee. He has more than 20 years of experience in the accounting and finance industries. He started his career as an audit assistant at a local audit firm in 1990. From 1992 to 2001, he was Managing Director for a local small and medium enterprise before joining Nixvue Systems Pte Ltd as Financial Controller from 2001 to 2005.

From 2005 to 2007, William Tan was the Group Financial Controller of Unidux Electronics Ltd where he was responsible for the overall finance and accounting, human resource, business development and planning functions of the group. In July 2007, he joined SNF Corporation Ltd as Group Chief Financial Officer. In 2008, William Tan was engaged as a financial consultant by Sinocome Solar Group, a solar energy solutions provider in Beijing. From 2012 to 2015, William Tan was a non-executive independent director of China Sky Chemical Fibre Co Ltd, a company listed on the Mainboard of the SGX-ST. He has been the Chief Financial Officer of Sinostar PEC Holdings Limited, a company listed on the Mainboard of the SGX-ST, since 2008.

William Tan is a non-practicing member of the Institute of Singapore Chartered Accountants and a fellow of the Association of Certified Chartered Accountants (UK).

BOARD OF DIRECTORS



TANG TUNG KIN (“Michael Tang”) is our Independent Director and Chairman of the Nominating Committee. He has about 23 years of experience in the media industry, across areas such as broadcast engineering, channel programming, pay TV, satellite services business and subtitling and dubbing services. He started his career as a broadcast engineer with the Television Corporation of Singapore in 1992. He was a programming manager (Channel 5) from 1996 to 1998 and worked at Channel NewsAsia as a programming manager from 1998 to 2000, before joining Williams Vyvx Services as a Regional Director in 2000. He was the Director of Affiliate Sales, South East Asia, at Turner Broadcasting System Asia Pacific, Inc. from 2001 to 2004. Michael Tang joined SDI Media Hong Kong Limited as its Managing Director, Asia in 2004 where he is responsible for the management, overall business development and operations of the SDI Media Group across Asia. Michael Tang is also a director of SDI Media Hong Kong Limited, SDI Media Japan KK, SDI Media (Thailand) Ltd, SDI Media (Malaysia) Sdn Bhd, and Causeway Challenge Sdn. Bhd.

Michael Tang graduated from Imperial College London with a Bachelor in Electrical Engineering (First Class Honours) on a Singapore Broadcasting Corporation Scholarship in 1992 and was also conferred an Associateship of the City and Guilds of London Institute in the same year.



LOH WOON YEN is our Non-Executive Director appointed to the board on 28 June 2017. She heads the teams responsible for developing the adjacencies of SPH’s Chinese Media Group (CMG), including education, events and contract publishing. Prior to taking up this portfolio in December 2016, she was Deputy Digital Editor of CMG. She was the Business Editor of Lianhe Zaobao for two years till November 2015. Loh Woon Yen started her career as a business journalist with Lianhe Zaobao, after which she spent seven years spearheading investor relations and corporate communications at China Aviation Oil (Singapore) Ltd, a Singapore-listed company, after the restructuring of the company in 2005. She is a Chartered Financial Analyst.

SENIOR MANAGEMENT

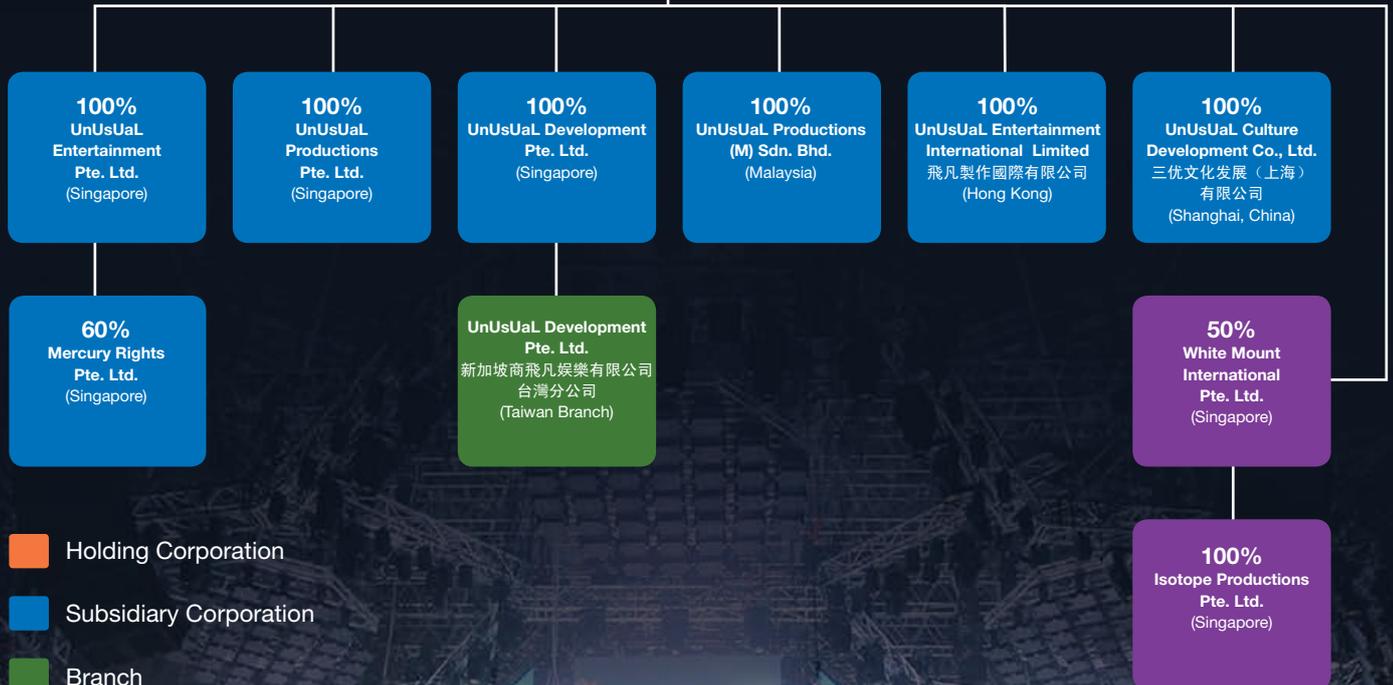
LEONG PECK SEAN (“Annabelle Leong”) is our Group Financial Controller (“GFC”). She joined us in July 2017 and is responsible for managing and overseeing the financial related activities of our Group. She has more than ten years of financial and operational experience in media, content production, oil & gas, manufacturing and construction industries. In the early part of her career, she worked in one of the four largest professional services networks in Malaysia as an auditor. From 2014 to 2016, she worked as a management accountant with Schlumberger Business Support HUB which provide the accounting support to the companies within Schlumberger group, the world’s biggest oilfield services company. Subsequently, she joined mm2 Entertainment Sdn Bhd in Malaysia, a subsidiary of mm2 Asia Ltd. as Assistant Finance Manager and managed the operation of the Finance Department. Prior to joining our Company, she held the position of the Financial Controller of mm2 Asia Ltd and was involved in our Company initial public offering preparation.

Annabelle Leong graduated from the University Utara Malaysia with a Bachelor of Accounting (with Honours) in 2010.

MENG WHY YIN (“Alan Meng”) is the Director of Sales and Operations of our Group. He is primarily responsible for building our market position by locating, developing, negotiating and closing business relationships and opportunities. Alan Meng has been with us since 2004 and has over 20 years of experience in the production and venue management industries. From 1993 to 1999, Alan worked at Pico Art International Pte. Ltd. as their Customer Service Manager. From 2000 to 2003, he joined Rendition Design and Communications Pte Ltd as a Senior Customer Service Manager.

Alan Meng attended a course moderated by the Informatics Computer School, Singapore and graduated with an International Diploma in Computer Studies awarded by the National Centre for Information Technology, United Kingdom in 1991.

GROUP STRUCTURE



- Holding Corporation
- Subsidiary Corporation
- Branch
- Associated Company



Board of Directors

Melvin Ang (*Non-Executive Chairman and Non-Independent Director*)

Leslie Ong (*CEO and Executive Director*)

Johnny Ong (*COO and Executive Director*)

Loh Woon Yen (*Non-Executive Director*)

Kelvin Tan (*Lead Independent Director*)

William Tan (*Independent Director*)

Michael Tang (*Independent Director*)

Audit Committee

Kelvin Tan (*Chairman*)

William Tan

Michael Tang

Remuneration Committee

William Tan (*Chairman*)

Kelvin Tan

Michael Tang

Nominating Committee

Michael Tang (*Chairman*)

Leslie Ong

Kelvin Tan

Company Secretary

Siau Kuei Lian

Head Office and Principal Place of Business in Singapore

45 Kallang Pudding Road

#01-01 Alpha Building

Singapore 349317

Telephone: 6841 4555

Fax Number: 6841 0129

Share Registrar

B.A.C.S. Private Limited

#03-00, ASO Building

Singapore 048544

Auditors

Nexia TS Public Accounting Corporation

80 Robinson Road, #25-00

Singapore 068898

Director-in-charge: Chan Siew Ting (*Appointed since financial year ended 31 March 2021*)

Principal Bankers

CIMB Bank Berhad

50 Raffles Place #09-01

Singapore Land Tower

Singapore 048623

Standard Chartered Bank (Singapore) Limited

8 Marina Boulevard #27-01

Marina Bay Financial Centre

Singapore 018981

United Overseas Bank Ltd

80 Raffles Place

UOB Plaza

Singapore 048624

Resona Merchant Bank Limited

8 Marina View

#32-03, Asia Square Tower 1

Singapore 018960

The Hongkong and Shanghai Banking Corporation

21 Collyer Quay

HSBC Building

Singapore 049320

Continuing Sponsor

Hong Leong Finance Limited

16 Raffles Quay, #01-05

Hong Leong Building

Singapore 048581

Company Website

<http://www.unusual.com.sg>

Stock Code

1D1

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STATEMENT OF
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CORPORATE GOVERNANCE REPORT

The board of directors (the “**Board**”) and the management (the “**Management**”) of UnUsUaL Limited (the “**Company**”) and together with its subsidiary corporations (the “**Group**”) are committed to achieving high standards of corporate governance to ensure investor confidence in the Group as a trusted business enterprise. The Board and the Management of the Company continues to uphold good corporate governance practices to enhance long-term sustainability of the Group’s business, performance, and shareholders’ interest.

This Report describes the Group’s corporate governance structures and practices adopted by the Group for financial year ended 31 March 2021 (“**FY2021**”), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”) and accompanying Practice Guidance issued in August 2018, which forms part of the continuing obligations of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”).

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

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

A. BOARD MATTERS

The Board’s Conduct of its Affairs

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

Provision 1.1. – Principle Duties of the Board

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

The Company is headed by an effective Board which comprises seven (7) Directors (the “**Directors**”) of whom the Chairman is a Non-Executive and Non-Independent Director, two (2) are Executive Directors, three (3) are Independent Directors and one (1) Non-Executive Director. Together, the Directors command a wide range of business, music entertainment, media, journalist and financial investments experience that collectively contribute to the success of the Group. The Board oversees the business activities, overall management, formulate strategic direction and performance of the Group and is primarily responsible for the protection and enhancement of long-term value and returns for shareholders.

Besides its statutory responsibilities, the Board also:

1. provides entrepreneurial leadership, and guidance on the overall strategic direction, oversees the proper conduct of the business, performance and affairs of the Group and ensures that the necessary financial, human and operational resources are in place for the Group to meet its objectives;
2. sets objective performance criteria to evaluate the Board, individual Directors and Board Committees’ performance and succession planning process;
3. reviews the adequacy and effectiveness of the Group’s risk management and internal controls framework including financial, operational, compliance and information technology controls and establishing risk appetite and parameters to safeguard shareholders’ interests and the Group’s assets;

CORPORATE GOVERNANCE REPORT

4. reviews and approves key operational and business initiatives, major funding proposals and other corporate actions, significant investment and divestment proposals, including determining the Group's operating and financial performance, the Group's annual budgets and capital expenditure, release of the Group's half-year and full-year financial results and other strategic initiatives proposed by Management;
5. approves all Board appointments/re-appointments and appointment of Chief Executive Officer ("**CEO**") and other persons having authority and responsibility for planning, directing and controlling the activities of the Company ("**Key Management Personnel**" or "**KMP**"), evaluates their performance and reviews their remuneration packages;
6. establishes goals and priorities for Management and reviews Management's performance by monitoring the achievement of these goals;
7. approves the nominations for the Board by the Nominating Committee;
8. reviews recommendations made by the Audit Committee on the appointment, re-appointment or removal of Group Financial Controller ("**GFC**"), independent and Internal auditors;
9. reviews recommendations made by the Remuneration Committee and approves the remuneration packages for the Board and KMP;
10. identifies the key stakeholder groups and recognises that their perceptions affect the Company's reputation;
11. sets the Company's values and standards (including ethical standards), and ensures that obligations to shareholders and other stakeholders are understood and met; and
12. considers sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

Independent Judgement

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

Conflict of Interest

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

Provision 1.2 – Directors' Orientation and Training

All newly-appointed Directors attend an orientation programme to familiarise themselves with the Group's business, operations and governance practices. The Board of Directors have the opportunity to visit/participate concerts and/or events hosted by the Company and meet with the Management to gain a better understanding of the Group's business operations. In addition, Directors are provided with the contact numbers and email addresses of key executives, the Company Secretary and Auditors to facilitate efficient and direct access. A formal letter of appointment would be furnished to every newly-appointed Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as member of the Board. To keep pace with a fast-changing regulatory environment, the Board is kept informed of any relevant changes to legislation and regulatory requirements. New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are also circulated to the Board.

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

During FY2021, there was no new appointment of director and the Company has no on-going budget for the non-executive and independent directors to attend appropriate courses, conferences and seminars conducted by external professional.

The NC and Board are of the view that training is not required because the Non-Executive and Independent Directors have other relevant experiences and/or currently acting as non-executive director of several Singapore listed companies. The details of the directors' experiences and qualifications are listed on pages 10 to 12 of this Report.

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

In FY2021, the independent auditors, Nexia TS Public Accounting Corporation (“**Nexia TS**”) briefed the AC and Board on the developments in financial reporting standards.

Provision 1.3 – Board Approval

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

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

The matters require Board's approval include:

- annual budget, corporate strategies and business plans;
- material and/or significant acquisition and disposal of assets/investments;
- corporate/financial restructurings or corporate exercise;
- incorporation and dissolution of subsidiaries and/or associates entities;
- any non-ordinary business agreement, e.g. joint venture agreement, investment, guarantee; banking facilities, profit sharing agreement;
- financing activities;
- issuance of shares, declaration of dividend and other returns to shareholders;
- risk appetite and risk tolerance for the different categories of risk;
- nomination of Directors and Key Management Personnel;
- matters as specified under the SGX-ST's interested person transaction policy;
- announcement of the Group's financial results and the release of the Annual Reports; and
- any other matters as prescribed under the relevant legislations and regulations, as well as the provisions of the Company's Constitution.

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Provision 1.4 – Delegation by the Board to Board Committees

To assist in the execution of its responsibilities, the Board had established three (3) Board Committees. The Committees are the Audit Committee (“**AC**”), Nominating Committee (“**NC**”), and Remuneration Committee (“**RC**”) (Collectively, “**the Board Committees**”) and delegates specific areas of responsibilities to these Committees. Each of these Board Committees functions within clearly written terms of reference (“**TOR**”), which have been approved by the Board. The composition of the Board Committees for FY2021 is tabulated below:

Directors	AC	NC	RC
Melvin Ang	–	–	–
Leslie Ong	–	Member	–
Johnny Ong	–	–	–
Kelvin Tan	Chairman	Member	Member
Michael Tang	Member	Chairman	Member
William Tan	Member	–	Chairman
Loh Woon Yen	–	–	–

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

Provision 1.5 – Board Meetings and Attendance

Provision 1.6 – Access of Information

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

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

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

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

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Directors are entitled to request for further explanation, briefings or discussions on any aspect of the Group's operations or business from Management. As and when required, Board members meet to exchange views outside the formal environment of Board meetings. The number of meetings held by the Board and Board Committees and attendance records taken during FY2021 are as follows:

Name of Director	Board Meeting		NC Meeting		RC Meeting		AC Meeting	
	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended	No. Held	No. Attended
Melvin Ang	4	4	NA	NA	NA	NA	NA	NA
Leslie Ong	4	4	1	1	NA	NA	NA	NA
Johnny Ong	4	4	NA	NA	NA	NA	NA	NA
Kelvin Tan	4	4	1	1	1	1	4	4
Michael Tang	4	4	1	1	1	1	4	4
William Tan	4	4	NA	NA	1	1	4	4
Loh Woon Yen	4	4	NA	NA	NA	NA	NA	NA

NA: Not applicable

Provision 1.7 – Independent Access to Management and Company Secretary

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

Minutes of all Board Committee meetings are circulated to the Board so that Directors are aware of and kept updated as to the proceedings and matters discussed during such meetings.

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

Access to independent professional advice at the Company's expense

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

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

Board Composition and Guidance

Provision 2.1 – Board Independence

Provisions 2.2 and 2.3 – Proportion of Non-Executive and Independent Directors

Provision 2.4 – Board Composition & Diversity

Provision 2.5 – Meetings of Non-Executive Directors and Independent Directors

CORPORATE GOVERNANCE REPORT

The Board comprises seven (7) Directors, three (3) of whom are independent and non-executive Directors (the “**Independent and Non-Executive Directors**”), two (2) are Non-Executive and Non-Independent Directors (including Chairman) and two (2) are Executive Directors. Majority of the Board is made up of Non-Executive Directors which is in compliance with provision 2.3 of the Code. The Chairman is not independent and although the Independent Directors of the Company do not make up a majority of the Board, the Board and the NC are satisfied that the Board has substantial independent elements to ensure that objective judgment is exercised on corporate affair. Matters requiring the Board’s approval are discussed and deliberated with participation from each member of the Board and all major decisions are made collectively. The composition of the Board is as follows:

Melvin Ang	(Chairman, Non-Executive and Non-Independent Director)
Leslie Ong	(Chief Executive Officer and Executive Director)
Johnny Ong	(Chief Operating Officer and Executive Director)
Kelvin Tan	(Lead Independent and Non-Executive Director)
Michael Tang	(Independent and Non-Executive Director)
William Tan	(Independent and Non-Executive Director)
Loh Woon Yen	(Non-Executive Director)

The NC reviews annually the independence of each Director taking into account the existence relationships or circumstances, including those provided in the Code. Every Independent and Non-Executive Director is required to complete a confirmation of independence form drawn up based on Principal 2 of the Code for the NC review and recommendation to the Board.

Taking into consideration the foregoing, the NC has determined that Kelvin Tan, Michael Tang and William Tan, to be independent. Each of these Directors has also confirmed their independence.

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

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

The dates of initial appointment and last re-election of each Director are set out below:

Name of Director	Position	Date of Initial Appointment	Date of last re-election
Melvin Ang	Non-Executive Chairman and Non-Independent Director	11 August 2016	26 July 2018
Leslie Ong	Chief Executive Officer and Executive Director	3 May 2016	23 July 2020
Johnny Ong	Chief Operating Officer and Executive Director	3 May 2016	31 July 2019
Kelvin Tan	Lead Independent and Non-Executive Director	17 March 2017	31 July 2019
Michael Tang	Independent and Non-Executive Director	17 March 2017	23 July 2020
William Tan	Independent and Non-Executive Director	17 March 2017	31 July 2019
Loh Woon Yen	Non-Executive Director	27 June 2017	23 July 2020

The NC noted that none of the Independent and Non-Executive Directors, has served on the Board beyond nine (9) years from the date of his or her first appointment.

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The Board and Board Committees are made up of a team of high caliber leaders whose diverse expertise and experience in accounting & finance, strategic planning, human resource management, business and management, legal and regulatory, media and music entertainment industry knowledge combined provides core competencies necessary to lead and govern the Group effectively. The Directors' objective judgment, collective experience and knowledge are invaluable to the Group and this has allowed for the useful exchange of ideas and views.

The Company does not adopt the board diversity policy, whereas it has embraced all aspects of diversity in the current Board composition. There is one (1) female director and six (6) male directors appointed to the Board. The Board recognizes the importance and value of gender and age diversity; however, the Board collectively is of the view that it should not be considered as a requirement of selection of potential candidate. The right blend of skills, industry knowledge, relevant experiences, suitability, shall remain as priority.

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

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

Non-Executive and Non-Independent Chairman ("Chairman") and Chief Executive Officer ("CEO")

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

Provision 3.1 – Chairman and CEO should be separate persons

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

Melvin Ang, was appointed as the Non-Executive Chairman of the Board of Directors on 11 August 2016 and Leslie Ong was appointed as the CEO of the Company on 3 May 2016. Both the Chairman and the CEO are not related to each other and will act independently in their own capacity.

Provision 3.2 – Role of Chairman and CEO

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

CORPORATE GOVERNANCE REPORT

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

1. constructively determining and approving, with the Board, the Company's strategy;
2. ensuring that the Board is properly organised, functioning effectively and meeting its obligations and responsibilities;
3. setting the agenda and ensuring adequate time is available for discussion of all agenda items, in particular, strategic issues;
4. ensuring that Directors receive complete, adequate and timely information;
5. fostering effective communication and constructive relations amongst the Directors, within Board Committees, between shareholders, between the Directors and Management;
6. encouraging the constructive exchange of views within the Board and between Board members and Management;
7. facilitating the effective contribution of Non-Executive and Independent Directors;
8. promoting a culture of openness and debate at the Board level and promoting high standards of corporate governance; and
9. establishing a relationship of trust with the CEO.

The role of CEO including the execution of strategic business directions as well as oversight of the operations and business development of the Group.

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

Provision 3.3 – Lead Independent Director

As the Non-Executive Chairman is not Independent, to be in compliance with provision 3.3 of the Code, the Board has appointed Kelvin Tan as the Lead Independent Director to lead the Independent Directors, to provide independent view and foster constructive discussion. He also acts as the main liaison on Board issues and is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Non-Executive Chairman or Management are inappropriate or inadequate.

Board Membership

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

Provisions 4.1 and 4.2 – Nominating Committee Composition and Role

Nominating Committee

The Board established the NC in 2017 which comprises two (2) Non-Executive and Independent Directors and one Executive Director, a majority of whom including the Chairman of the NC are independent. The Lead Independent Director, Kelvin Tan is also a member of the NC. Please refer to Provision 1.4 above on the names of the members and the composition of the NC.

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

- a) make recommendations to the Board on new appointments and re-appointment of directors (including alternate director, if any) to the Board;
- b) make recommendations to the Board on the re-nomination of retiring directors standing for re-election at the Company's Annual General Meeting, having regard to the directors' contribution and performance (e.g. attendance, preparedness, participation and candour);
- c) ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once in every three (3) years;
- d) review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and KMPs;
- e) review the process and criteria for evaluation of the performance of the Board, its board committees and directors;
- f) review the size and composition of the Board with the objective of achieving a balanced board in terms of the mix of experience and expertise;
- g) determine annually whether or not a Director is independent;
- h) in respect of a Director who has multiple board representation on various companies, to decide whether or not such director is able to and has been adequately carrying out his/her duties as director, having regard to the competing time commitments that are faced when service on multiple boards;
- i) to review and approve any new employment of related persons and the proposed terms of their employment;
- j) ensure complete disclosure of key information of Directors in the Company's annual reports as required under the Code;
- k) decide on how the Board's performance may be evaluated and recommend objective performance criteria to the Board;
- l) report to the Board on its activities and proposals;
- m) review training and professional development programs for the Board, if necessary; and
- n) carry out such other duties as may be agreed to by the NC and the Board.

Provision 4.3 – Reviewing and recommending nomination for re-appointment of Directors

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

Under the Catalist Rule 720(4) and the Company's Constitution, all Directors are required to submit themselves for re-nomination and re-election at least once every three (3) years; and at least one-third of the Directors for the time being to retire from office by rotation. New Directors appointed during the year are subject to retirement and re-election at the following AGM of the Company. The NC makes recommendation to the Board on re-appointment of Directors based on, among others, the Director's attendance, preparedness, participation at Board and Board Committees meetings, his and her qualification, experience and expertise and the time and effort dedicated to the activities of each Board Committees and contributions to the Group's business and affairs, including the Management's access to the Directors for guidance or exchange of views as and when necessary.

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

Melvin Ang, Johnny Ong, and Kelvin Tan are subject to retiring pursuant to Regulation 97 of the Company's Constitution at the forthcoming AGM of the Company. The Board has accepted the NC's nominations of the retiring Directors who have given their consents for re-election at the forthcoming AGM of the Company after taking into consideration the retiring Directors' attendance, participation and contribution to the business and operations of the Company as well as Board processes.

Each of these Directors, being interested in the matter, had abstained from all discussions and recommendations in respect of their own re-election. Kelvin Tan is considered independent for the purposes of Catalist Rule 704(7) of the SGX-ST.

Information regarding the Directors nominated for re-election/re-appointment, including the information required under Appendix 7F of the Catalist Rules is given in the "Board of Directors" section, pages 42 to 50 of this Annual Report.

Provision 4.4 – Continuous review of Director's Independence

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

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

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

For the financial year under review, the Board concurred with the NC's view that the three (3) Independent Directors are independent (as defined in the Code) and in character, judgement and there were no circumstances which would likely affect or appear to affect their judgement.

During FY2021, there was no appointment of alternate directors on the Board.

Provision 4.5 – Directors' Commitments

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

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

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

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The table below - Key Information of Directors, also shows the disclosure of directorships and chairmanships held over the preceding three (3) years in other listed companies as well as other principal commitments of each respective Director:

Key Information of Directors

Name of director	Academic & professional qualifications	Board Committee as chairman or member	Past Directorships in other listed companies and other major appointments over the preceding three years	Present Directorships in other listed companies and other major appointments
Melvin Ang	Master of Business Administration, from Macquarie University	Chairman of the Board	Nil	<p><u>Director of the following companies:</u></p> <p>MM2 Entertainment Pte. Ltd. MM2 Entertainment Sdn. Bhd. UnUsUaL Management Pte. Ltd. Cathay Cineplexes Pte. Ltd. Asiaone Online Pte. Ltd. MM2 Entertainment Hong Kong Limited MA Holdings Management Company Limited MMSync Pte. Ltd. MM2 Asia Ltd.</p>
Leslie Ong	Diploma in Electronic Engineering from Ngee Ann Polytechnic	Executive Director & CEO; and member of NC	Nil	<p><u>Director of the following companies:</u></p> <p>Unusual Limited and Subsidiary Corporations UnUsUaL Management Pte. Ltd. Axcel Properties Pte. Ltd. Fei Fan (Shanghai) Culture Communication Co. Ltd. White Mount International Pte. Ltd. Isotope Productions Pte. Ltd.</p>
Johnny Ong	Secondary Education	Executive Director & COO	Nil	<p><u>Director of the following companies:</u></p> <p>Unusual Limited and Subsidiary Corporations UnUsUaL Management Pte. Ltd. Axcel Properties Pte. Ltd. Esports Entertainment Asia Pte. Ltd. White Mount International Pte. Ltd. Isotope Productions Pte. Ltd.</p>

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Name of director	Academic & professional qualifications	Board Committee as chairman or member	Past Directorships in other listed companies and other major appointments over the preceding three years	Present Directorships in other listed companies and other major appointments
Kelvin Tan	Bachelor of Accountancy (First Class Honours), from National University of Singapore	Independent Director and Chairman of AC, members of RC and NC	<p><u>Non-Executive & Independent Director of:</u></p> <p>Eagle Hospitality Business Trust Management Pte. Ltd. Eagle Hospitality REIT Management Pte. Ltd. IREIT Global Group Pte. Ltd. USP Group Limited Global Investments Limited</p> <p><u>Non-Executive Director of:</u></p> <p>GBE Holdings Pte. Ltd. GBE Investments Pte. Ltd. Golden Equator Capital Pte. Ltd. NL Consulting Pte. Ltd. YK Management Pte. Ltd. Cloud.com Pte. Ltd.</p>	<p><u>Non-Executive & Independent Director of the following companies:</u></p> <p>Viking Offshore and Marine Ltd</p> <p><u>Non-Executive Director of the following companies:</u></p> <p>Orient Straits Fund II-D ISCA Pte. Ltd. ATT(S) Ltd.</p>
Michael Tang	Bachelor in Electrical Engineering (First Class Honours), from Imperial College London	Independent Director, Chairman of NC, member of RC and AC	<p><u>Director of:</u></p> <p>SDI Media Japan KK Causeway Challenge Sdn. Bhd.</p>	<p><u>Director of the following companies:</u></p> <p>SDI Media Hong Kong Limited SDI Media (Thailand) Ltd. SDI Media (Malaysia) Sdn. Bhd.</p>
William Tan	Accountant, Non-Practicing member of Institute of Singapore Chartered Accounts and a fellow member of Association of Certified Chartered Accountants (UK)	Independent Director, Chairman of RC, member of AC	Director of Pacific Shipping Pte. Ltd.	Chief Financial Officer of Sinostar PEC Holdings Limited; Company Secretary of Pacific Commerce Holdings Pte Ltd and Pacific Commerce Shipping Pte. Ltd.
Loh Woon Yen	Bachelor of Accountancy and Finance (First Class Honours) from Lancaster University	Non-Executive Director	Nil	<p><u>Director of the following companies:</u></p> <p>Han Language Centre Pte. Ltd. Culcreative International Pte. Ltd. Red Anthill Ventures Pte. Ltd. Singapore Centre for Chinese Language Limited</p>

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Board Performance

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

Provision 5.1 – Performance Criteria and Evaluation

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

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

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

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

No external facilitator was used in the evaluation process.

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: *The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

Provisions 6.1 and 6.2 – Remuneration Committee Composition and Role

Provision 6.3 – Reviewing of Remuneration Terms

Provision 6.4 – Remuneration Consultants

Remuneration Committee

The Board established the RC in 2017 which comprises three (3) Non-Executive and Independent Directors, all of whom including the Chairman of the RC are independent. Please refer to Provision 1.4 above on the names of the members and the composition of the RC.

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

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

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- c) review all benefits (including share schemes) and compensation packages for Directors, Executive Directors and KMP of the Company;
- d) report to the Board on its activities and proposals; and
- e) carry out such other duties as may be agreed to by the RC and the Board.

The Company adopts a formal procedure for the fixing of the remuneration packages of individual directors, CEO and KMPs. No Director is involved in deciding his or her own remuneration.

The RC may, from time to time and where necessary, seek advice from external remuneration consultant in framing the remuneration policy and determining the level and mix of remuneration for Directors and KMPs. The Board has not engaged any external remuneration consultant to advise on remuneration matters for FY2021.

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

Level and Mix of Remuneration

Principle 7: *The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

Provision 7.1 – Remuneration of Executive Directors and Key Management Personnel

Provision 7.2 – Remuneration of Non-Executive Directors

Provision 7.3 – Appropriateness of Remuneration

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

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

Executive Directors do not receive directors' fees. The remuneration policy for Executive Directors and KMP consists of two key components, that is, fixed cash and annual variable components. The fixed components include salary and other allowances. The variable component comprises a performance-based bonus which forms a significant proportion of the total remuneration package of Executive Directors and KMP and is payable on the achievement of individual and corporate performance targets. The Executive Directors' performance bonus would be calculated based on a percentage of the UnUsUaL's Group's profit before tax ("PBT"), for each financial year, provided that our Group's PBT is not less than S\$3.5 million for that financial year.

The service contracts for the two Executive Directors have fixed appointment period of three (3) years and clauses relating to early termination. The Executive Directors' contract shall be automatically renewed annually. None of the service contracts has any onerous removal clauses.

Non-Executive and Independent Directors, including the Non-executive Chairman, have no service contract with the Company and their terms are specified in the Constitution of the Company. The Independent Directors are paid a basic fee for serving as director and any of the Board Committees roles. The Non-Executive Chairman and Non-Executive Director does not collect fee for their positions. In determining the quantum of such fees, factors such as time spent and responsibilities of directors are taken into account. Such fees are subject to the approval of the shareholders as lump sum payment at the Annual General Meeting of the Company.

CORPORATE GOVERNANCE REPORT

The Company has adopted the UnUsUaL Employee Share Option Scheme (“UnUsUaL ESOS”) and UnUsUaL Performance Share Plan (“UnUsUaL PSP”). The Group’s Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the RC which consists of William Tan, Kelvin Tan and Michael Tang. There have been no options granted under the UnUsUaL ESOS and UnUsUaL PSP in FY2021.

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

Disclosure on Remuneration

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

Provision 8.1 – Remuneration of Directors and Top 5 Key Management Personnel

Directors

A breakdown of compensation table of Directors’ remuneration from the Company for the FY2021 is set out below:

Name of director	Salary	Bonus/Profit sharing	Other benefits ⁽¹⁾	Fees	Total
	%	%	%	%	%
Below S\$250,000					
Melvin Ang	–	–	–	–	–
Leslie Ong	100	–	–	–	100
Johnny Ong	100	–	–	–	100
Kelvin Tan	–	–	–	100	100
Michael Tang	–	–	–	100	100
William Tan	–	–	–	100	100
Loh Woon Yen	–	–	–	–	–

Note:

⁽¹⁾ Other benefits refer to benefits-in-kind such as car etc made available to directors as appropriate.

Top 5 Key Management Personnel (“KMP”)

A summary compensation table of the KMP receiving remuneration from the Company for FY2021 appended below:

Remuneration Band ⁽¹⁾ & Name of Key Management Personnel	Salary	Bonus	Other Benefits ⁽²⁾	TOTAL
Below S\$250,000				
Alan Meng	100%	–	–	100%
Annabelle Leong	100%	–	–	100%

Notes:

⁽¹⁾ Remuneration amounts are inclusive of salary, bonus, incentives, allowances and Central Provident Fund contributions.

⁽²⁾ Other benefits refer to allowance.

CORPORATE GOVERNANCE REPORT

The Board is of the view that the Company and the Group that the remuneration of each individual Director and CEO of the Company and the Group is kept confidential due to its sensitive nature and the long-term performance of the Group, especially in a highly competitive industry. Similarly, the remuneration of the top key management personnel was shown in bands of S\$250,000 due to the Company's concern over poaching of these executives by competitors. The aggregate remuneration paid to the aforesaid KMP (who are not Directors or CEO of the Company) in FY2021 is approximately S\$238,586.

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

Leslie Ong, the Executive Director and CEO and Johnny Ong, the Executive Director and COO, of the Company are siblings, whose remuneration exceeds S\$100,000 for FY2021.

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

Save from the above disclosure, there were no employees who are substantial shareholders of the Company, or are immediate family members of a Director, CEO or Substantial Shareholder whose remuneration amounts exceed S\$100,000 per annum.

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

The Company has adopted the UnUsUaL ESOS and UnUsUaL PSP. The Group's Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the RC which consists of William Tan, Kelvin Tan and Michael Tang. There have been no options granted under the UnUsUaL ESOS and UnUsUaL PSP to Director and KMPs in FY2021.

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

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

C. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

Provision 9.1 – Nature and Extent of Significant Risks

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

CORPORATE GOVERNANCE REPORT

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

The Group's risks profile are updated based on management inputs on a yearly basis and reported to the AC together with the proposed counter measures to mitigate identified risks.

To further enhance the risk management procedures in place, the Group had established a structured Enterprise Risk Management ("**ERM**") framework which provide documented guidance on the process for identifying and assessing risks, adequacy of countermeasures and the manner in which risks matters are reported to the Board and AC. This risk framework has five (5) principal risk categories, namely strategic, financial, operational, information technology control and compliance risks.

The pilot ERM programme covers the following areas:

(1) ERM policies and procedures

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

(2) Risk Appetite of the Company

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

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

(3) Risk assessment and monitoring

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

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

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

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

CORPORATE GOVERNANCE REPORT

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

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

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

Provision 9.2 – Assurance from the CEO, COO and GFC

For the financial year under review:

- (a) Written assurance was received from the CEO, COO and the GFC that the Group financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) Written assurance was received from the CEO, COO, the GFC and other key management personnel that the Group's risk management and internal controls systems in place were adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.

Based on the Group's framework of management controls in place, the internal policies and procedures established and maintained by the Group, as well as the review performed by the independent and internal auditors, the Board, with the concurrence of the AC, is of the opinion that risk management and internal controls systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 March 2021 to address the risks that the Group considers relevant and material to its operations, while noting that no system of internal control could provide absolute assurance against the occurrence of errors, fraud, or other irregularities.

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

Audit Committee

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

Provisions 10.1 and 10.2 – Audit Committee Composition and Role

Provision 10.4 – Internal Audit Function

The Board established the AC in 2017 which comprises three (3) Non-Executive and Independent Directors, all of whom including the Chairman of the AC are independent. At least two (2) members, including the AC Chairman, have the recent and relevant accounting or related financial management expertise or experience. Please refer to Provision 1.4 above on the names of the members and the composition of the AC.

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

The AC met four (4) times in FY2021 and all the Executive Directors were invited to attend the meetings.

CORPORATE GOVERNANCE REPORT

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

- (a) review quarterly, half-yearly and annual financial statements and auditors' report of the Group before submitting to the Board;
- (b) review the audit plans of independent auditors of the Company and ensure the adequacy of the Group's system of accounting and co-operation given by the Company's Management to the independent auditors;
- (c) 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;
- (d) review all non-audit services provided by the independent auditors to the Group to ensure that the nature and extent of such services would not affect the independence of the independent auditors;
- (e) review the adequacy and effectiveness of the Company's internal controls and risk management systems;
- (f) review the assurance from the CEO, COO and GFC on the financial records and financial statements;
- (g) review the adequacy, effectiveness, independence, scope and results of the independent audit and the Company's internal audit function;
- (h) reviewing the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed upon;
- (i) to review and discuss with the independent and internal auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;
- (j) make recommendation to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the independent auditor, and approve the remuneration and terms of engagement of the independent auditor;
- (k) review interested person transactions in accordance with the requirements of the Catalist Rules;
- (l) review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;
- (m) to review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;
- (n) to review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;
- (o) to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- (p) generally, to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;
- (q) to review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and
- (r) to review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

CORPORATE GOVERNANCE REPORT

Independent Audit

The AC reviews the scope and results of the audit carried out by the independent auditors, the cost effectiveness of the audit and the independence and objectivity of the independent auditors. It always seeks to balance the maintenance of objectivity of the independent auditors and their ability to provide professional advices and solutions. The AC undertook the review of the independence and objectivity of the independent auditors, Nexia TS Public Accounting Corporation (“Nexia TS”), through discussions with the independent auditors as well as reviewing the non-audit services provided and the fees paid to them. Based on the review, the AC is of the opinion that Nexia TS is, and is perceived to be, independent for the purpose of the Group’s statutory audit. The fees payable to auditors is set out below:

	S\$'000	%
Audit fees	53	83
Non-audit fees	11	17
Total	64	100

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

In reviewing the nomination of Nexia TS for re-appointment for the financial year ending 31 March 2022, the AC has considered the adequacy of the resources, experience and competence of Nexia TS, and has taken into account the Audit Quality Indicators relating to Nexia TS at the firm level and on the audit engagement level. Consideration was also given to the experience of the engagement director and key team members in handling the audit. The AC also considered the audit team’s ability to work in a co-operative manner with Management whilst maintaining integrity and objectivity and to deliver their services professionally and within agreed timelines.

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

For FY2021, the Company has complied with Catalist Rules 712, 715 and 716 of the SGX-ST in relation to the appointments of its independent auditors. The AC and the Board are satisfied with the standards and the effectiveness of the audits performed by the independent auditors, other than those of the Company.

For FY2021, the AC agreed with the independent auditor that impairment assessment of property, plant and equipment, expected credit losses on trade and other receivables and valuation of other current assets were the key audit matters and is pleased to report that the AC is satisfied with the audit process undertaken by the external auditors and their findings therefrom.

Internal Audit

The primary role of internal audit is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Group.

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

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

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

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

CORPORATE GOVERNANCE REPORT

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

The AC is satisfied that the internal audit function is adequate, independent and staffed by suitably qualified and experienced professionals with the relevant experience to perform its function effectively.

Fraud and Whistle blowing Policy

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

- (i) independent investigations are carried out in an appropriate and timely manner;
- (ii) appropriate action is taken to correct the weakness in internal controls and policies which allowed the perpetration of fraud and/or misconduct and to prevent a recurrence; and
- (iii) administrative, disciplinary, civil and/or criminal actions that are initiated following the completion of investigations are appropriate, balance and fair, while providing reassurance that employees will be protected from reprisals or victimisation for whistle-blowing in good faith and without malice.

The policy is aimed at encouraging the reporting of such matters in good faith, with the confidence that staff of the Company and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal. There was no whistle blowing report received during FY2021.

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

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

Provision 10.5 – Meeting Auditors without the Management

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

D. SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

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

Provision 11.1 – Participating and Voting at General Meetings

Provision 11.2 – Tabling of Resolutions

CORPORATE GOVERNANCE REPORT

Conduct of General Meetings

In view of the current COVID-19 situation and the related safe distancing measures applicable and 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 (as amended from time to time), the forthcoming AGM will be held by electronic means and members of the Company are encouraged to attend the AGM via live webcast. Alternative arrangements relating to attendance at the AGM 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 in advance of the AGM, addressing of substantial and relevant questions at or prior to the AGM and voting by appointing the Chairman of the AGM as proxy, will be put in place for the forthcoming AGM of the Company.

Notwithstanding the proceedings and/or regulations of the conduct of general meetings disclosed below, pursuant to the Constitution of the Company, shareholders shall refer to the eAGM Proceedings of the Company for FY2021 as prescribed in the Notice of AGM and the announcement mentioned above.

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

In order to provide ample time for the shareholders to review, the notice of general meeting, together with the relevant documents, is distributed to all shareholders at least 14 days before the scheduled general meeting date for ordinary resolutions, 21 days for special resolutions (or as otherwise disseminated in accordance with such laws and regulations as may be applicable). 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.

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

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

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

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

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

Provision 11.3 – Interaction with Shareholders

At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the directors and the Management questions regarding matters affecting the Company. The Executive Chairman and the Chairpersons of AC, NC and RC were present at the last AGM. All directors will endeavour to be present at the Company's annual general meetings to address shareholders' questions relating to the work of these Committees.

The Company's independent auditor, Nexia TS, are also present at the annual general meetings and are available to assist the directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of the auditors' report.

Provision 11.4 – Shareholders' Participation

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

CORPORATE GOVERNANCE REPORT

In the usual circumstances, if shareholders are unable to attend the meetings, the Constitution of the Company allows for shareholders who are not relevant intermediaries to appoint not more than two (2) proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries to appoint more than two (2) proxies to attend, speak and vote at general meetings. In order to have a valid registration of proxy, the proxy forms must be sent in advance to the place(s) as specified in the notice of the general meetings at least 72 hours before the time set for the general meetings.

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

Provision 11.5 – Minutes of General Meetings

The Board views the AGM as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues pertaining to the resolutions tabled for approval and/or ask the directors or the Management questions regarding the Company and its operations. The Company prepares minutes of general meetings, which are made available to shareholders upon their request.

Provision 11.6 – Dividend Policy

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

The Company did not declare any dividends for FY2021 as the Group intends to conserve cash for upcoming business opportunity.

Engagement with Shareholders

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

Provision 12.1 – Communication between the Board and Shareholders

Provisions 12.2 and 12.3 – Investor Relations Policy

Disclosure of information on timely basis

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

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

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

The Board acknowledge its obligation to furnish timely information to shareholders and ensures that full disclosure of material information in its Annual Report to comply with statutory requirements and the Listing Manual of the SGX-ST. The Company focuses on facilitating the communications with all stakeholders, shareholders, analysts and media on a regular basis, attending to their queries or concerns as well as keeping the investors publicly apprised of the Group's corporate developments and financial performance.

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

CORPORATE GOVERNANCE REPORT

E. MANAGING STAKEHOLDERS RELATIONSHIPS

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

Provision 13.1 – Arrangements to Identify and Engage with Stakeholders

Provision 13.2 – Management of Stakeholder Relationships

Stakeholders' Engagement

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

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

Eight (8) key stakeholders groups have been identified through an assessment of their significance to the business operations. They are namely, consumers and customers; third party contractors; employees; artistes and agents; mainstream media; venue managers; investors and shareholders; and government and regulators.

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

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

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

Provision 13.3 – Corporate Website

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

DEALING IN SECURITIES

- Rule 1204(19) of the Catalist Rules

In compliance with Rule 1204(19) of Catalist Rules on best practices in respect of dealing in securities, the Group has in place an internal compliance policy which prohibits the Directors, KMPs and employees of the Group and their connected persons from dealing in the Company's shares during the "black-out" period – being one (1) month immediately preceding the announcement of the Company's half-year and full year results respectively, or if they are in possession of unpublished price-sensitive information of the Group. In addition, Directors, KMPs, employees and connected persons are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.

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

CORPORATE GOVERNANCE REPORT

All directors are required to seek Board's approval before trading in the Company's shares and are also required to notify the Company Secretary of any change in his or her interest in the Company's shares within two (2) business days of the change.

MATERIAL CONTRACTS

- Rule 1204(8) of the Catalist Rules

Pursuant to Rule 1204(8) of the Catalist Rules, there was no material contract involving the interests of any director or controlling shareholder entered into by the Company or any of its subsidiaries since the end of the previous financial year ended 31 March 2020. There was no such contract subsisted at the end of the financial year under review.

INTERESTED PERSON TRANSACTIONS

- Rule 907 of the Catalist Rules

To ensure compliance with Chapter 9 of the Catalist Rules, in FY2021, the AC, as well as the Board, met quarterly to review if the Company will be entering into any interested person transactions. If the Company is intending to enter into an interested person transaction, the AC and the Board will ensure that the transaction is carried out fairly and at arm's length based on normal commercial terms and will not be prejudicial to the interest of the Company and its non-controlling shareholders.

The Group does not have a general mandate from shareholders for interested person transactions ("IPT") pursuant to Rule 920 of the Catalist Rules.

The aggregate value of IPTs for FY2021, disclosed in accordance with Rule 907 of the Catalist Rules, was as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under view (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted during shareholders' mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S\$100,000)
Axcel Properties Pte Ltd ⁽¹⁾	395,387	–

Note:

⁽¹⁾ Each of the CEO and COO of UnUsUaL Limited is a Director of and has a 50% shareholding interest in Axcel Properties Pte Ltd.

NON-SPONSOR FEES

The Company is currently under the SGX-ST Catalist sponsor-supervised regime and the continuing sponsor of the Company is Hong Leong Finance Limited ("**Sponsor**"). In compliance with Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid to the Company's Sponsor, during the financial year under review.

CORPORATE GOVERNANCE REPORT

APPENDIX - INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Table A		Melvin Ang	Johnny Ong	Kelvin Tan
Name of Director				
Date of first appointment		11 August 2016	3 May 2016	17 March 2017
Date of last election		26 July 2018	31 July 2019	31 July 2019
Age		58	53	57
Country of Principal residence		Singapore	Singapore	Singapore
The Board's comments on this re-election (including rationale, selection criteria, and the search and nomination process)		The Board has accepted the NC's recommendation, which has reviewed and considered Melvin Ang's performance as a Non-Executive Chairman and Non-Independent Director	The Board has accepted the NC's recommendation, which has reviewed and considered Johnny Ong's performance as an Executive Director and COO	The Board has accepted the NC's recommendation, which has reviewed and considered Kelvin Tan's performance as an Independent Director
Whether appointment is executive, and if so, the area of responsibility		Non-Executive Chairman and Non-Independent Director	Executive. Responsible for assisting the Chief Executive Officer on the formulation of the Group's corporate strategies and expansion plans	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)		Non-Executive Chairman and Non-Independent Director	Executive Director and COO	Non-Executive and Independent Director, Chairman of Audit Committee, member of Remuneration Committee and Nominating Committee
Professional Qualification		Master of Business Administration, from Macquarie University	Secondary Education	<ul style="list-style-type: none"> • Master of Business Administration from National University of Singapore; • Bachelor of Accountancy (First Class Honours) from National University of Singapore; • A Fellow of the Institute of Singapore Chartered Accountants; and • A member of Singapore Institute of Directors

CORPORATE GOVERNANCE REPORT

Table A				
Name of Director	Melvin Ang	Johnny Ong	Kelvin Tan	
Working experience and occupation(s) during the past 10 years	Founder, Executive Chairman and Executive Director of MM2 Asia Ltd.	Businessman to provide rental and related services on sound, light, audio and video equipment and of Event organiser.	Managing Director, GBE Holdings Pte. Ltd.	
Shareholding interest in the listed issuer and its subsidiaries	mm2 Asia Ltd. (“mm2”) is deemed to be interested in the shares held by UnUsUaL Management Pte. Ltd. by virtue of Section 7 of the Companies Act, Chapter 50 as it holds 51% of the shareholdings in UnUsUaL Management Pte. Ltd. Melvin Ang is deemed to be interested in the shares held by mm2 by virtue of Section 7 of the Companies Act, Chapter 50, as he holds 26.43% of the shareholdings in mm2.	Pursuant to Section 7 of the Companies Act. Cap. 50 Singapore, Johnny Ong is deemed to be interested in the 791,203,041 ordinary shares in the Company held through UnUsUaL Management Pte. Ltd. as he owns a 24.5% direct interest in UnUsUaL Management Pte. Ltd and 240,000 ordinary shares of the Company held by the spouse. Johnny Ong is deemed to be interested in 1,117,700 ordinary shares of the Company held under the nominee account with Maybank Kim Eng Securities Pte. Ltd. and DBS Nominees Pte Ltd.	80,000 ordinary shares	
Any relationship (including immediate family relationships) with any existing director, executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Johnny Ong is brother of Leslie Ong, who is the Executive Director and Chief Executive Director of the Company.	Nil	
Conflict of interest (including any competing business)	Nil	Nil	Nil	
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	
Other Principal Commitments* Including Directorships* “Principal Commitments” has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)				

CORPORATE GOVERNANCE REPORT

Table A				
Name of Director	Melvin Ang	Johnny Ong	Kelvin Tan	
Past (for the last 5 years)	None	Excel Investments & Trading Pte. Ltd. (Struck Off) UP Concert Production Pte. Ltd. (Struck Off) Unusual Exhibition Services Pte. Ltd. (Struck Off)	Director, Accrelist Ltd. Director, Shanghai Turbo Enterprise Limited Non-Executive Director, DBE Consulting Pte. Ltd. Non-Executive Director, GBE Holdings Pte. Ltd. Non-Executive Director, Aperio Technology Pte. Ltd. Transcorp Holdings Limited Non-Executive Director, GBE Investment Pte. Ltd. Non-Executive Director, YK Management Pte. Ltd. Non-Executive Director, NL Consulting Pte. Ltd. Non-Executive Director, IREIT Global Group Pte. Ltd. Non-Executive Director, Golden Equator Capital Pte. Ltd. Non-Executive Director, Sabana Real Estate Investment Management Pte. Ltd. Non-Executive Director, Eagle Hospitality Business Trust Management Pte. Ltd. Non-Executive Director, Eagle Hospitality REIT Management Pte. Ltd. Non-Executive Director, USP Group Limited Non-Executive & Independent Director, Global Investments Limited Non-Executive Director, Cloud.com Pte. Ltd.	

CORPORATE GOVERNANCE REPORT

Table A	Name of Director	Melvin Ang	Johnny Ong	Kelvin Tan
	Present	<p>Director of the following companies:</p> <p>MM2 Entertainment Pte. Ltd. MM2 Entertainment Sdn. Bhd. UnUsUaL Management Pte. Ltd. Cathay Cineplexes Pte. Ltd. Asiaone Online Pte. Ltd. MM2 Entertainment Hong Kong Limited MA Holdings Management Company Limited MMSync Pte. Ltd. MM2 Asia Ltd.</p>	<p>Director of the following companies:</p> <p>Unusual Limited and Subsidiary Corporations UnUsUaL Management Pte. Ltd. Axel Properties Pte. Ltd. Esports Entertainment Asia Pte. Ltd. White Mount International Pte. Ltd. Isotope Productions Pte. Ltd.</p>	<p>Non-Executive & Independent Director of the following companies:</p> <p>Viking Offshore and Marine Ltd</p> <p>Non-Executive Director of the following companies:</p> <p>Orient Straits Fund II-D ISCA Pte. Ltd. ATT(S) Ltd.</p>

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the Retiring Directors are as follows:				
	Question	Melvin Ang	Johnny Ong	Kelvin Tan
(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c)	Whether there is any unsatisfied judgment against him?	No	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	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	No

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the Retiring Directors are as follows:				
	Question	Melvin Ang	Johnny Ong	Kelvin Tan
(f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	I am currently one of 6 Defendants in a suit commenced on 26 April 2021 in the General Division of the High Court of Singapore viz HC/S 384 / 2021. The 6 Defendants comprise 5 independent directors (including myself) and 1 executive director of Eagle Hospitality REIT Management Pte Ltd (“ REIT Manager ”). The Plaintiffs in this suit (who are unitholders) have raised allegations against all 6 Defendants that we have breached sections 199(a), 199(b) and 201(d) read with section 234(1A) of the Securities and Futures Act (Cap. 289) (“ SFA ”), for allegedly making false or misleading statements and/or allegedly omitting to state a material fact necessary in order to make the statements made, not misleading, which is likely to induce, or is in connection with the subscription, sale or purchase of securities or any capital market products

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the Retiring Directors are as follows:				
	Question	Melvin Ang	Johnny Ong	Kelvin Tan
(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	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	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	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:			
	(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	I was formerly an independent director of the REIT Manager and Eagle Hospitality Business Trust Management Pte Ltd from 16 April 2019 until 8 January 2021 when I resigned from my said role. On 30 November 2020, the MAS announced its decision to direct the trustee of Eagle Hospitality Real Estate Investment Trust (“ EH-REIT ”) to remove the REIT Manager as the Manager of EH-REIT, and to appoint a new manager as soon as practicable due to concerns with the REIT Manager’s “ability and commitment to comply with MAS’ rules and regulations”.

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the Retiring Directors are as follows:				
	Question	Melvin Ang	Johnny Ong	Kelvin Tan
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
	(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	I was formerly an independent director of the REIT Manager and Eagle Hospitality Business Trust Management Pte Ltd from 16 April 2019 until 8 January 2021 when I resigned from my said role. On 30 November 2020, the MAS announced its decision to direct the trustee of Eagle Hospitality Real Estate Investment Trust (“EH-REIT”) to remove the REIT Manager as the Manager of EH-REIT, and to appoint a new manager as soon as practicable due to concerns with the REIT Manager’s “ability and commitment to comply with MAS’ rules and regulations”.
	in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			

CORPORATE GOVERNANCE REPORT

The general statutory disclosures of the Retiring Directors are as follows:				
	Question	Melvin Ang	Johnny Ong	Kelvin Tan
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	As 1 of the former independent directors of the REIT Manager, I am currently under investigations conducted jointly by the MAS and the Commercial Affairs Department of the Singapore Police Force for matters relating to the REIT Manager's suspected breaches of section 203 of the SFA allegedly for intentionally, recklessly or negligently failing to notify SGX of information as is required to be disclosed to SGX under the listing rules or any other SGX's requirement.
	Any prior experience as a director of an issuer listed on the Exchange?	Yes	No	Yes
	If yes, please provide details of prior experience.	Executive Chairman of the following: mm2 Asia Ltd	-	Non-Executive & Independent Director: Viking Offshore and Marine Ltd
	If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	-	Attended Singapore Institute of Director Course	-

DIRECTORS' STATEMENT

For the financial year ended 31 March 2021

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 March 2021 and the statement of financial position of the Company as at 31 March 2021.

In the opinion of the directors,

- (i) the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2021 and of the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (ii) at the date of this statement, 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 as follows:

Ong Chin Soon
Ong Chin Leong
Ang Wee Chye (“**Melvin Ang**”)
Tan Wee Peng Kelvin
Tan Yew Chee William
Tang Tung Kin
Loh Woon Yen

Arrangements to enable directors to acquire shares and debentures

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

Directors' interests in shares or debentures

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

	Holdings registered in the name of director			Holdings in which director is deemed to have an interest		
	At 21.04.2021	At 31.03.2021	At 01.04.2020	At 21.04.2021	At 31.03.2021	At 01.04.2020
UnUsUaL Limited						
(No. of ordinary shares)						
Melvin Ang ⁽¹⁾	–	–	–	791,203,041	791,203,041	791,203,041
Ong Chin Leong ⁽²⁾⁽³⁾⁽⁴⁾	–	–	–	792,560,741	792,560,741	792,560,741
Ong Chin Soon ⁽²⁾⁽³⁾	27,845,664	27,845,664	27,845,664	791,443,041	791,443,041	791,443,041
Tan Wee Peng Kelvin	80,000	80,000	80,000	–	–	–
Tan Yew Chee William	80,000	80,000	80,000	–	–	–
Tang Tung Kin	80,000	80,000	80,000	–	–	–

DIRECTORS' STATEMENT

For the financial year ended 31 March 2021

Directors' interests in shares or debentures (continued)

	Holdings registered in the name of director			Holdings in which director is deemed to have an interest		
	At 21.04.2021	At 31.03.2021	At 01.04.2020	At 21.04.2021	At 31.03.2021	At 01.04.2020
Immediate Holding Corporation						
- UnUsUaL Management Pte. Ltd.						
(No. of ordinary shares)						
Melvin Ang ⁽¹⁾	–	–	–	102	102	102
Ong Chin Leong ⁽²⁾	49	49	49	–	–	–
Ong Chin Soon ⁽²⁾	49	49	49	–	–	–
Ultimate Holding Corporation						
- mm2 Asia Ltd.						
(No. of ordinary shares)						
Melvin Ang ⁽¹⁾	335,400	335,400	34,335,400	759,324,000	442,800,000	408,800,000
Ong Chin Leong	–	–	–	9,000,000	9,000,000	9,000,000
Ong Chin Soon	5,909,300	5,909,300	5,909,300	3,300,000	3,300,000	3,300,000
Tan Wee Peng Kelvin	1,200,000	600,000	600,000	–	–	–
Tang Tung Kin	800,000	800,000	800,000	–	–	–

⁽¹⁾ Melvin Ang, who by virtue of his interest of not less than 20% of the issued capital of the ultimate holding corporation, is deemed to have interests in the shares of the Company and all the subsidiary corporations.

⁽²⁾ Ong Chin Leong and Ong Chin Soon, who by virtue of their interests of not less than 20% of the issued capital of the immediate holding corporation, are deemed to have interests in the shares of the Company and all the subsidiary corporations.

⁽³⁾ As at 21 April 2021, Ong Chin Leong and Ong Chin Soon's deemed interests of 240,000 shares respectively, are held by their spouses.

⁽⁴⁾ Ong Chin Leong is deemed to be interested in 1,117,700 ordinary shares held under the nominee account with Maybank Kim Eng Securities Pte. Ltd and DBS Nominees Pte Ltd.

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

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiary corporations.

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

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

DIRECTORS' STATEMENT

For the financial year ended 31 March 2021

Employee Share Option Scheme

Performance Share Plan

The Company has adopted the UnUsUaL Employee Share Option Scheme (“**UnUsUaL ESOS**”) and UnUsUaL Performance Share Plan (“**UnUsUaL PSP**”). The Group’s Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the UnUsUaL ESOS and UnUsUaL PSP in accordance with the Rules of the UnUsUaL ESOS and UnUsUaL PSP. The UnUsUaL ESOS and UnUsUaL PSP are administered by the Remuneration Committee (the “**RC**”) which consists of Tan Yew Chee William, Tan Wee Peng Kelvin and Tang Tung Kin.

There have been no options granted under the UnUsUaL ESOS and UnUsUaL PSP since adoption of both ESOS and PSP.

Audit Committee

The members of the Audit Committee (the “**AC**”) at the end of the financial year and at the date of this statement are as follows:

Tan Wee Peng Kelvin	Lead Independent director, Chairman
Tan Yew Chee William	Independent director
Tang Tung Kin	Independent director

The AC carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, (the “**Act**”), the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual and the Code of Corporate Governance. In performing those functions, the AC:

- Review with the independent auditor the audit plans and the audit report;
- Review with the internal auditor the internal audit plans and their evaluation of the adequacy of internal control and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report (where necessary);
- Review the effectiveness and adequacy of the internal control and procedures and ensure coordination between the independent auditor and the management, and review the assistance given by the management to the independent auditor, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the independent auditor may wish to discuss (in the absence of the management where necessary);
- Review the co-operation given by the Company’s officers to independent auditor;
- Review the quarterly results and financial report 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 accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;
- Review 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;
- Consider the appointment or re-appointment of the independent auditor and matters relating to resignation or dismissal of the independent auditor;
- Review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);
- Review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;
- Review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

DIRECTORS' STATEMENT

For the financial year ended 31 March 2021

Audit Committee (continued)

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

- Review the key financial risk areas, with a view to providing an independent oversight on the Group’s financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;
- Undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- Generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time; and
- Review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.

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

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

Independent auditor

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

On behalf of the Board of Directors

Ong Chin Leong
Director

Ong Chin Soon
Director

28 June 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of UnUsUaL Limited (the “**Company**”) and its subsidiary corporations (the “**Group**”), which comprise the consolidated financial position of the Group and the statement of financial position of the Company as at 31 March 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 61 to 109.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (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 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

Key Audit Matters (continued)

Key Audit Matters

How our audit addressed the matters

Impairment assessment of property, plant and equipment ("PPE")

(Refer to note 2.9, note 3(b) and note 16 to the financial statements)

As at 31 March 2021, the carrying amount of the Group's PPE is \$14,620,407, which accounted for 19% of the Group's total assets.

PPE is assessed for impairment whenever there is objective evidence or indication that the PPE may be impaired. Management reviewed the PPE of the Group for potential impairment due to the on-going COVID-19 pandemic which had resulted the deferral of major lives events and operations and carried out an impairment exercise during the financial year.

For the purposes of performing impairment assessment, management determines the recoverable amount using the value-in-use calculations which is based on future discounted cash flows. In preparation of cash flow projections, significant judgement are used to assess the recoverable amounts of the cash-generating units ("CGUs") which are highly dependent on management's forecasts and estimate which include, but are not limited to, discount rate, growth rate, future projected cash flows and assumptions that are affected by future market and economic conditions.

In consideration to the current unprecedented situation caused by the outbreak of COVID-19 pandemic which has created a high level of uncertainty to global economic prospects, the management has adopted expected cash flow approach (i.e. probability-weighted average cash flows projections) to determine the value-in-use for the PPE.

Based on the impairment assessment carried out by management, no impairment loss is required to be recognised during the financial year ended 31 March 2021 as the recoverable amount is higher than the carrying amount of the PPE.

We focus on this area as the assessments made by the Group involved the use of judgement over the impairment indicators and significant estimates and judgements in applying various key assumptions that are affected by future market and economic conditions such as forecasted revenue and operating expenses, revenue growth rates, gross profit margin and discount rates applied to these future discounted cash flows. In addition, there was an increase in uncertainty in deriving the key assumptions used due to the impact of the COVID-19 pandemic.

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

- Obtained an understanding of management's impairment assessment process including their considerations of the impact of COVID-19 pandemic has on the Group's operations, industry outlook and other external factors.
- Reviewed, evaluated and discussed with management regarding its basis of assessment of whether there are indications of impairment and the assumptions used in deriving the value-in-use calculations.
- Obtained and reviewed the future discounted cash flows provided by management and challenged the appropriateness of the key assumptions used. We assessed the reasonableness of key assumptions used in the calculations, comprising forecasted revenue and operating expenses, revenue growth rates, and discount rates by comparing against the past and recent financial performances, performed trends analysis, and discussed with management on the planned strategies, revenue growth strategies and cost initiatives of each CGUs subject to impairment testing.
- Assessed the reasonableness of the discount rate used with the assistance of our internal valuation specialist.
- Reviewed the sensitivity analysis to assess the impact on the recoverable amount of the CGUs for reasonably possible changes to the key assumptions for adequacy of disclosure in the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

Key Audit Matters (continued)

Key Audit Matters

How our audit addressed the matters

Expected credit losses on trade and other receivables

(Refer to note 3(a), note 14 and note 30(b) to the financial statements)

As at 31 March 2021, the Group and the Company have trade and other receivables of \$29,970,859 and \$25,771,987 representing 40% and 97% of the Group's and the Company's total assets respectively.

With reference to SFRS(I) 9 Financial Instruments, the Group and the Company apply the simplified approach (lifetime expected credit losses) for trade receivables and general approach (12-month expected credit losses) for other receivables.

The Group assesses periodically and at the financial year end the expected credit loss ("ECL") associated with its trade and other receivables. The Group determines ECL by making debtor-specific assessment of expected impairment loss for long overdue customers and using a provision matrix for remaining receivables with the relevant historical information to determine the probability of default of the instruments and incorporated forward-looking information, including assessing potential impact on the outbreak of COVID-19 pandemic.

As the ECL assessment on the trade and other receivables required significant management judgement in estimating the ECL and in consideration of the significance of trade and other receivables to the Group, we determined this area to be a key audit matter.

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

- Evaluated management's assessment and determination of the expected credit loss of the Group's trade and other receivables.
- Reviewed the reasonableness of management estimation of expected credit loss rates which are based on the historical loss rates for each category of customers and adjusted to reflect current and forward-looking information affecting the ability of the customers to settle the receivables.
- For other receivables, discussed with management on their assessment if there were any significant increase in credit risk.
- Reviewed the aging of trade receivables as at year end on a sampling basis.
- Assessed the recoverability of long outstanding trade receivables by comparing management's assumptions used to estimate both the amount and timing of the recoverability of outstanding debts to historical patterns of receipts, including the consideration of impacts from COVID-19 pandemic.
- Determined the recoverability of long outstanding trade and other receivables by checking to subsequent receipts and to any other alternative evidence.

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

Key Audit Matters (continued)

Key Audit Matters

How our audit addressed the matters

Valuation of other current assets

(Refer to note 2.11, note 3(c) and note 15 to the financial statements)

As at 31 March 2021, the other current assets of the Group is \$25,751,774 representing 34% of the Group's total assets.

Other current assets of the Group represents the assets recognised for costs incurred to fulfil a contract, which is the future events relating to production, promotion and other activities.

Management has reviewed the carrying amounts of other current assets in accordance with SFRS(I) 15 whether the remaining amount of consideration less the costs that relate directly to providing the services and that have not been recognised as expenses are expected to be higher than the carrying amount of other current assets.

In assessing the impairment of other current assets, significant judgements are used to estimate the remaining amount of consideration that the Group is expected to receive and the costs that relate directly to providing the services and that have not been recognised as expenses.

As the impairment assessment of other current assets required significant management judgements in estimating the remaining amount of consideration that the Group is expected to receive and the cost that related directly to providing the services and that have not been recognised as expenses and in consideration of the significance of other current assets to the Group, we determined this area to be a key audit matter.

Other Information

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

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

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

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

- Understand the status of the future events and reviewed the correspondences between the parties, on a sampling basis.
- Reviewed management's assessment and challenged the appropriateness of management's inputs used in deriving the considerations expected and cost to complete the events.
- Reviewed the historical project profit or loss provided by the management.

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of UnUsUaL Limited

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement director on the audit resulting in this independent auditor's report is Chan Siew Ting.

**Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants**

**Singapore
28 June 2021**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2021

		Group	
	Note	2021 \$	2020 \$
Revenue	4	1,345,984	61,942,676
Cost of sales		(3,748,318)	(48,836,997)
Gross (loss)/profit		<u>(2,402,334)</u>	<u>13,105,679</u>
Other income			
- Interest	7	18,018	26,432
- Others	7	818,095	38,740
Other (losses)/gains - net			
- Impairment loss on financial assets		(3,768,545)	-
- Reversal of impairment loss on financial assets		-	93,334
- Others	8	(669,832)	334,945
Expenses			
- Administrative expenses		(3,366,707)	(5,554,315)
- Finance expenses	9	(611,964)	(752,709)
Share of losses of associated companies	19	(3,339)	-
(Loss)/profit before income tax		<u>(9,986,608)</u>	<u>7,292,106</u>
Income tax credit/(expense)	10	665,643	(1,226,898)
Net (loss)/profit for the financial year		<u><u>(9,320,965)</u></u>	<u><u>6,065,208</u></u>
Other comprehensive (loss)/income, net of tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising from consolidation – (losses)/gains	26(b)	(46,197)	20,522
Total comprehensive (loss)/income		<u>(9,367,162)</u>	<u>6,085,730</u>
Net (loss)/profit attributable to:			
Equity holders of the Company		(8,552,513)	6,067,054
Non-controlling interest		(768,452)	(1,846)
		<u>(9,320,965)</u>	<u>6,065,208</u>
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(8,598,710)	6,087,576
Non-controlling interest		(768,452)	(1,846)
		<u>(9,367,162)</u>	<u>6,085,730</u>
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company (cents per share)			
Basic and diluted	11	<u>(0.83)</u>	<u>0.59</u>

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2021

		Group	
	Note	2021 \$	2020 \$
ASSETS			
Current assets			
Cash and cash equivalents	12	3,324,854	12,574,211
Inventories	13	–	6,065
Trade and other receivables	14	13,302,384	25,145,952
Other current assets	15	25,751,774	26,157,966
Income tax recoverable		205,606	171,652
		42,584,618	64,055,846
Non-current assets			
Property, plant and equipment	16	14,620,407	9,825,038
Other receivables	14	16,668,475	18,102,580
Investments in associated companies	19	46,661	–
Intangible asset	20	1,800,000	2,070,000
		33,135,543	29,997,618
Total assets		75,720,161	94,053,464
LIABILITIES			
Current liabilities			
Trade and other payables	21	6,434,739	11,390,779
Borrowings	22	11,956,701	11,357,678
Derivative financial instruments	23	143,381	162,654
Income tax payable		358,369	1,250,614
		18,893,190	24,161,725
Non-current liabilities			
Borrowings	22	6,384,624	9,342,991
Derivative financial instruments	23	8,453	112,826
Deferred income tax liabilities	24	798,828	1,433,694
		7,191,905	10,889,511
Total liabilities		26,085,095	35,051,236
NET ASSETS		49,635,066	59,002,228
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	25	20,542,223	20,542,223
Other reserves	26(a)	500,034	546,231
Retained profits		29,363,067	37,915,580
		50,405,324	59,004,034
Non-controlling interest		(770,258)	(1,806)
Total equity		49,635,066	59,002,228

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

STATEMENT OF FINANCIAL POSITION

As at 31 March 2021

	Note	Company 2021 \$	2020 \$
ASSETS			
Current assets			
Cash and cash equivalents	12	479,008	6,632,983
Trade and other receivables	14	25,771,987	19,126,992
		<u>26,250,995</u>	<u>25,759,975</u>
Non-current assets			
Property, plant and equipment	16	9,194	16,318
Investments in subsidiary corporations	18	242,296	242,296
Investments in associated companies	19	46,661	–
		<u>298,151</u>	<u>258,614</u>
Total assets		<u>26,549,146</u>	<u>26,018,589</u>
LIABILITIES			
Current liabilities			
Trade and other payables	21	630,017	877,257
Borrowings	22	3,987,280	3,987,280
Income tax payable		74,520	248,480
		<u>4,691,817</u>	<u>5,113,017</u>
Non-current liabilities			
Deferred income tax liabilities	24	1,350	1,350
		<u>1,350</u>	<u>1,350</u>
Total liabilities		<u>4,693,167</u>	<u>5,114,367</u>
NET ASSETS		<u>21,855,979</u>	<u>20,904,222</u>
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	25	20,542,223	20,542,223
Retained profits		1,313,756	361,999
Total equity		<u>21,855,979</u>	<u>20,904,222</u>

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2021

← Attributable to the equity holders of the Company →

	Share capital \$	Retained profits \$	Other reserves \$	Total \$	Non- controlling interest \$	Total equity \$
2021						
Beginning of financial year	20,542,223	37,915,580	546,231	59,004,034	(1,806)	59,002,228
Net loss for the year	–	(8,552,513)	–	(8,552,513)	(768,452)	(9,320,965)
Other comprehensive loss for the year	–	–	(46,197)	(46,197)	–	(46,197)
Total comprehensive loss for the financial year		(8,552,513)	(46,197)	(8,598,710)	(768,452)	(9,367,162)
End of financial year	20,542,223	29,363,067	500,034	50,405,324	(770,258)	49,635,066
2020						
Beginning of financial year	20,542,223	31,848,526	525,709	52,916,458	–	52,916,458
Net profit/(loss) for the year	–	6,067,054	–	6,067,054	(1,846)	6,065,208
Other comprehensive income for the year	–	–	20,522	20,522	–	20,522
Total comprehensive income/(loss) for the financial year	–	6,067,054	20,522	6,087,576	(1,846)	6,085,730
Non-controlling interest arising from incorporation of a subsidiary corporation	–	–	–	–	40	40
End of financial year	20,542,223	37,915,580	546,231	59,004,034	(1,806)	59,002,228

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2021

	Note	Group	
		2021 \$	2020 \$
Cash flows from operating activities			
Net (loss)/profit		(9,320,965)	6,065,208
Adjustments for:			
- Depreciation of property, plant and equipment	5	1,615,341	1,631,760
- Amortisation of intangible asset	5	270,000	270,000
- Bad debts written off	5	-	49,416
- Property, plant and equipment written off	5	2,630	-
- Interest income	7	(18,018)	(26,432)
- Gain on disposal of property, plant and equipment	8	(24,116)	(20,233)
- Fair value (gain)/loss on derivative financial instruments	8	(123,646)	275,480
- Interest expense	9	611,964	752,709
- Income tax (credit)/expense	10	(665,643)	1,226,898
- Share of losses of associated companies	19	3,339	-
- Reversal of impairment loss on financial asset		-	(93,334)
- Impairment loss on financial asset		3,768,545	-
- Unrealised currency translation (gain)/loss		(550,406)	490,451
Operating cash flow before working capital changes		(4,430,975)	10,621,923
Change in working capital:			
- Trade and other receivables		3,483,504	(7,929,066)
- Other current asset		406,192	12,401,094
- Trade and other payables		(5,072,470)	(18,380,129)
- Inventories		6,065	8,032
Cash used in operations		(5,607,684)	(3,278,146)
Interest received		18,018	26,432
Income tax paid		(930,398)	(2,755,074)
Income tax refund		32,023	581,571
Net cash used in operating activities		(6,488,041)	(5,425,217)
Cash flows from investing activities			
Investments in associated companies	19	(50,000)	-
Purchase of property, plant and equipment		(484,777)	(1,408,360)
Proceeds from disposal of property, plant and equipment		158,322	120,000
Net cash used in investing activities		(376,455)	(1,288,360)
Cash flows from financing activities			
Proceeds from bank borrowings		1,000,000	21,649,535
Repayment of bank borrowings		(2,850,799)	(5,500,000)
Repayment of lease liabilities		(34,299)	(7,910)
Interest paid		(495,534)	(601,542)
Net cash (used in)/generated from financing activities		(2,380,632)	15,540,083
Net (decrease)/increase in cash and cash equivalents		(9,245,128)	8,826,506
Cash and cash equivalents			
Beginning of financial year		12,574,211	3,748,628
Effect on currency translation on cash and cash equivalents		(4,229)	(923)
End of financial year	12	3,324,854	12,574,211

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2021

Reconciliation of liabilities arising from financing activities:

	1 April 2020	Proceeds from borrowings	Principal and interest payments	Non-cash changes:		Accrued in trade and other payables	Currency translation differences	31 March 2021
				Addition during the year	Interest expense			
	\$	\$	\$	\$	\$	\$	\$	\$
Bank borrowings	20,603,179	1,000,000	(3,341,574)	–	607,205	(116,430)	(519,350)	18,233,030
Lease liabilities	97,490	–	(39,058)	45,104	4,759	–	–	108,295

	1 April 2019	Proceeds from borrowings	Principal and interest payments	Non-cash changes:		Accrued in trade and other payables	Currency translation differences	31 March 2020
				Addition during the year	Interest expense			
	\$	\$	\$	\$	\$	\$	\$	\$
Bank borrowings	3,987,280	21,649,535	(6,099,668)	–	750,835	(151,167)	466,364	20,603,179
Lease liability	–	–	(9,784)	105,400	1,874	–	–	97,490

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

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

1 Corporate information

The Company

UnUsUaL Limited (the “**Company**”) is listed on Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and incorporated and domiciled in Singapore. The address of its registered and principal place of business is located at 45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary corporations and associated companies are described in Notes 18 and 19 to the financial statements.

The Company’s immediate holding corporation is UnUsUaL Management Pte. Ltd. incorporated in Singapore. The ultimate holding corporation of the Company is mm2 Asia Ltd., incorporated in Singapore and is listed in SGX-ST.

Coronavirus (COVID -19) Impact

The COVID-19 pandemic has affected almost all countries of the world, and resulted in border closures, production stoppages, workplace closures, movements controls and other measures imposed by the various governments. The Group’s significant operations in Singapore, Malaysia and Hong Kong, all of which have been affected by the spread of COVID-19 in 2020.

Set out below is the impact of COVID-19 on the Group’s financial performance reflected in this set of financial statements for the financial year ended 31 March 2021:

- The Group had assessed that the going concern basis of preparation for this set of consolidated financial statements remains appropriate as the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due based on the cash flow forecast covering a period of one year from the date of these consolidated financial statements.
- The Group had considered the market conditions (including the impact of COVID-19), in making estimates and judgements on the recoverability of assets as at 31 March 2021. The significant estimates and judgements applied on valuation of trade and other receivables, property, plant and equipment and other current assets are disclosed in Notes 3(a), 3(b) and 3(c) respectively.”

As the global COVID-19 situation remains very fluid as at the date of issuance of these financial statements were authorised for issuance, the Group cannot reasonably ascertain the full extent of the probable impact of the COVID-19 disruptions on its operating and financial performance for the financial year ending 31 March 2022.

2 Summary of significant accounting policies

2.1 Basis of preparation

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

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

The consolidated financial statements are presented in Singapore Dollar except otherwise indicated.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

Interpretations and amendments to published standards effective in 2020

On 1 April 2020, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) (“**INT SFRS(I)**”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

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

2.2 Revenue recognition

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

(a) *Production*

(i) *Supply of equipment*

Revenue from provision of stage sound system and equipment is recognised upon completion of the events.

(ii) *Rendering of services*

Revenue from the rendering of technical services is recognised when the services are rendered upon completion of the events.

(b) *Promotion*

(i) *Admission fees and sponsorship*

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

(ii) *Other promotion*

Revenue from trading of performance rights is recognised when the customer obtains control of the rights.

(c) *Others*

(i) Revenue from co-management of exhibition/concert halls is recognised upon completion of the events.

(ii) Revenue from provision of exhibition/concert halls and related equipment is recognised upon completion of the events.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.2 Revenue recognition (continued)

(d) Interest income

Interest income is recognised using the effective interest method.

Revenue and related cost of production, promotion and other activities is deferred until the completion of the events. These are included under “contract liabilities” (Note 21) and “other current assets” (Note 15) in the notes to the financial statements.

2.3 Government grants

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

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

2.4 Group accounting

(a) Subsidiary corporations

(i) Consolidation

Subsidiary corporations are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on that control ceases.

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

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

(ii) Acquisition

The acquisition method of accounting is used to account for business combinations entered into by the Group, other than those entities which are under common control.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.4 Group accounting (continued)

(a) *Subsidiary corporations (continued)*

(ii) *Acquisition (continued)*

Acquisition-related costs are expensed as incurred.

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

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

The excess of (a) the consideration transferred the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired, is recorded as goodwill.

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

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

(iii) *Disposals*

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

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

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in subsidiary corporations in the separate financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.4 Group accounting (continued)

(b) *Transactions with non-controlling interests*

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

(c) *Associated companies*

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

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

(i) *Acquisitions*

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

(ii) *Equity method of accounting*

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of its associated companies' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in associated companies equals to or exceeds its interest in the associated companies, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated companies. If the associated companies subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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

(iii) *Disposals*

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

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in associated companies in the separate financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.5 Property, plant and equipment

(a) *Measurement*

(i) *Property, plant and equipment*

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

(ii) *Components of costs*

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

(b) *Depreciation*

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

	<u>Useful lives</u>
Computers and office equipment	3 to 5 years
Furniture, fittings and renovation	5 years
Lighting equipment	5 and 10 years
Motor vehicles	5 years
Rental equipment	5 and 10 years

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

Work-in-progress which are included in property, plant and equipment are not depreciated as these assets are not yet available for use.

Fully depreciated property, plant and equipment still in use are retained in the financial statements.

(c) *Subsequent expenditure*

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) *Disposal*

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.6 Intangible asset

Intangible asset is stated at cost less accumulated amortisation and any accumulated impairment losses. Amortisation of intangible asset is calculated using the straight-line method to allocate their depreciable amount over its estimated useful lives of 10 years.

2.7 Borrowing costs

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

2.8 Investments in subsidiary corporations and associated companies

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

Investments in associated companies is accounted using the equity method of accounting less impairment losses, if any, in the Company's statement of financial position.

On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.9 Impairment of non-financial assets

Property, plant and equipment

Intangible asset

Investments in subsidiary corporations and associated companies

Property, plant and equipment, intangible asset, investments in subsidiary corporations and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.10 Financial assets

(a) *Classification and measurement*

The Group classifies its financial assets at amortised costs.

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

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

At initial recognition, the Group measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset.

At subsequent measurement, debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

(b) *Impairment*

The Group assesses on a forward-looking basis the expected credit loss associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 30(b) details how the Group determines whether there has been a significant increase in credit risk.

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

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

(c) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

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

2.11 Other current assets

Other current assets, comprise costs incurred in fulfilling a contract with a customer, are recognise only if (a) these costs relate directly to a contract or to an anticipated contract which the Group can specifically identify; (b) these costs generate or enhance resources of the Group that will be used in satisfying performance obligations in the future; and (c) the costs are expected to be recovered. Otherwise, such costs are recognised as an expense immediately.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.11 Other current assets (continued)

An impairment loss is recognised in profit or loss to the extent that the carrying amount of these other current assets exceeds the expected remaining consideration less any directly related costs not yet recognised as expenses.

2.12 Offsetting of financial instruments

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

2.13 Financial guarantees

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

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

- (a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and
- (b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2.14 Borrowings

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

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.15 Derivative financial instruments

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

Interest rate swaps

The Group has entered into interest rate swaps to manage the Group's exposure of interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts. The fair value changes on the interest rate swaps are recognised immediately in profit or loss.

2.16 Trade and other payables

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.17 Leases

When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received, if any. This right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets are presented within "Property, plant and equipment".

- Lease liabilities

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

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For a contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is a modification in the scope or the consideration of the lease that was not part of the original term. Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.18 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method.

Inventories comprise materials and supplies to be consumed in the rendering of production services for rental of stage lighting, sound system, audio equipment and light system installation and its related services. Net realisable value is the estimated selling price of production services less the applicable costs of conversion to complete the services and variable selling expenses.

2.19 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

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

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiary corporations except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss.

2.20 Provisions

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.21 Employee compensation

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

(a) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) *Employees leave entitlement*

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

(c) *Bonus plan*

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

2.22 Currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("**functional currency**"). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

(b) *Transactions and balances*

Transactions in a currency other than the functional currency ("**foreign currency**") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

2 Summary of significant accounting policies (continued)

2.22 Currency translation (continued)

(c) *Translation of Group entities' financial statements*

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

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

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

2.23 Segment reporting

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

2.24 Cash and cash equivalents

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

2.25 Share capital

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

2.26 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

3 Critical accounting estimates, assumptions and judgements

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

(a) *Expected credit loss (“ECL”) on trade and other receivables*

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

The Group measured the loss allowance of trade receivables at an amount equal to lifetime ECL using a provision matrix. The provision matrix is initially based on the Group’s historical observed default rates. The Group calibrates the matrix to adjust historical credit loss experience with forward-looking information. In determining the ECL for other receivables, the Group has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to these receivables in estimating the probability of default of each of these other receivables. The Group also considers the forward-looking overlay adjustments on the uncertainties in existing market conditions including the potential effects of COVID-19 pandemic on the industry. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and the ECL is a significant estimate. The amount of the ECL is sensitive to changes in circumstances and of forecast economic conditions and may also not be representative of customer’s actual default in the future. The information about the ECL on the Group’s trade and other receivables is disclosed in Note 30(b).

The carrying amount on the Group’s trade and other receivables is disclosed in Note 14.

(b) *Estimated impairment of non-financial assets*

Intangible asset with finite useful lives, property, plant and equipment and investments in subsidiary corporations are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

Management has assessed that other than property, plant and equipment and investments in subsidiary corporations, there is no objective evidence or indication that the carrying amounts of the Group’s intangible asset may not be recoverable as at the reporting date and accordingly an impairment assessment is not required. The carrying amount of intangible asset at the reporting date is disclosed in Note 20.

In performing the impairment assessment of the carrying amount of property, plant and equipment, the recoverable amounts of cash-generating units (“CGUs”) in which the property, plant and equipment have been attributable to, are determined using value-in-use (“VIU”) calculation. The assessment process involves significant management estimate and is based on assumptions that are affected by future market and economic conditions. It also involves the use of significant judgements such as the forecasted revenue and operating expenses, revenue growth rates, gross profit margin and discount rates applied to the VIU calculation. Management has used the 2022 budgets reviewed by the Board of Directors and also past experiences as a guides. Future cash flows are discounted using discount rates of 10% per annum. The pre-tax discount rate is estimated to be 16% per annum.

The continually evolving situation due to COVID-19 pandemic during the financial year resulted in inherent uncertainty in the impairment assessment. In performing the impairment assessment of the carrying amount of its non-financial assets, the Group adopted the Expected Cash Flow approach. The Expected Cash Flow approach uses all expectations about possible cash flows, instead of single most likely cash flow. Uncertainties about future outcomes are reflected through probability-weighted cash flow scenarios. The use of the Expected Cash Flow approach also aligns with management’s internal forecasts.

Actual results may ultimately differ from the estimates and key assumptions utilised in the calculations. Accordingly, there may be material adjustments to the carrying amounts of the respective assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

3 Critical accounting estimates, assumptions and judgements (continued)

(b) *Estimated impairment of non-financial assets (continued)*

Management has assessed that the recoverable amounts of the CGUs are more than the carrying values of the CGUs, and accordingly no impairment charge was recognised. The carrying amounts of property, plant and equipment are disclosed in Note 16. An increase of 10% to the probability-weighted on the worst case scenario or increase of 5% in the discount rate with all other assumptions remain constant will not result in any impairment.

Investments in subsidiary corporations are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). In assessing recoverable amount, management consider the recoverable amount of these investments in the foreseeable future by comparing to the carrying amount of net assets in each subsidiary corporations. Accordingly no impairment is required, as the net assets are higher than the cost of investments.

The carrying amount of investment in subsidiary corporations at the reporting date is disclosed in Note 18.

(c) *Valuation of other current asset*

Other current assets of the Group represents the assets recognised for costs incurred to fulfil a contract, which is the future events relating to production, promotion and other activities. Due to the situation of the COVID-19 is still evolving, most of the planned events have been deferred until the events are allowed to be carried out. The Group shall recognise an impairment loss in profit or loss to the extent that the carrying amount of the asset exceeds the remaining amount of consideration that the entity expects to receive in exchange for the services to which the asset relates less the costs that relate directly to providing those services and that have not been recognised as expenses.

In assessing the impairment of other current assets, significant judgement are used to estimate the remaining amount of consideration that the Group is expected to receive and the costs that relate directly to providing the services. These include, but are not limited to, historical information of events with similar artists, events location and country, average ticket prices and adjust these data to the impact of COVID-19 taking into consideration of the safety measurement in different locations.

Management has assessed that the remaining amount of consideration less cost to complete is expected to be higher than the carrying amount of other current assets, accordingly, no impairment is required.

The carrying amounts of other current assets are disclosed in Note 15.

4 Revenue

	Group	
	2021	2020
	\$	\$
Production	151,456	6,055,444
Promotion	1,070,718	55,660,364
Others	123,810	226,868
	<u>1,345,984</u>	<u>61,942,676</u>

All the revenue are recognised at a point in time.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

5 Expenses by nature

	Group	
	2021	2020
	\$	\$
Amortisation of intangible asset (Note 20)	270,000	270,000
Artiste's fees	987,758	22,373,740
Bad debts written off	–	49,416
Concert and event hosting	1,083,337	17,283,848
Depreciation of property, plant and equipment (Note 16)	1,615,341	1,631,760
Employee compensation (Note 6)	1,662,204	3,313,921
Equipment rental	10,679	279,739
Manpower/subcontractor	110,101	5,279,515
Material cost	10,797	191,753
Rental expenses (Note 17(d))	411,968	469,457
Storage expenses	340,923	240,000
Transportation and freight cost	78,698	1,997,369
Property, plant and equipment written off	2,630	–
Other expenses	530,589	1,010,794
Total cost of sales and administrative expenses	<u>7,115,025</u>	<u>54,391,312</u>

6 Employee compensation

	Group	
	2021	2020
	\$	\$
Salaries and bonuses	1,465,897	2,829,320
Employer's contribution to defined contributions plans including Central Provident Fund	177,058	279,426
Other short-term benefits	19,249	205,175
	<u>1,662,204</u>	<u>3,313,921</u>

7 Other income

	Group	
	2021	2020
	\$	\$
Interest income - Bank deposits	18,018	26,432
Government grants:		
- Capability development grant	–	10,080
- Wage credit scheme	13,935	14,428
- Jobs support scheme	725,670	–
- NSMen	1,974	–
- Other grants ^(a)	17,928	–
Miscellaneous income	58,588	14,232
	<u>818,095</u>	<u>38,740</u>
	<u>836,113</u>	<u>65,172</u>

^(a) The other grants include jobs growth incentive, AGM facilitation grant, wage subsidy programme and special government credit.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

8 Other (losses)/gains - net

	Group	
	2021	2020
	\$	\$
(Loss)/gain on foreign exchange – net	(817,594)	590,192
Gain on disposal of property, plant and equipment	24,116	20,233
Fair value gain/(loss) on derivative financial instruments	123,646	(275,480)
	<u>(669,832)</u>	<u>334,945</u>

9 Finance expenses

	Group	
	2021	2020
	\$	\$
Interest expenses		
- Bank borrowings	607,205	750,835
- Lease liabilities	4,759	1,874
	<u>611,964</u>	<u>752,709</u>

10 Income tax (credit)/expense

	Group	
	2021	2020
	\$	\$
Tax (credit)/expense attributable to (loss)/profit is made up of:		
- (Loss)/profit for the financial year		
- Current income tax		
- Singapore	–	1,248,060
- Foreign	25	2,461
	<u>25</u>	<u>1,250,521</u>
- Deferred income tax	(634,796)	215,333
	<u>(634,771)</u>	<u>1,465,854</u>
- (Over)/under provision in prior financial years		
- Current income tax	(30,872)	(505,998)
- Deferred income tax	–	267,042
	<u>(30,872)</u>	<u>(238,956)</u>
	<u>(665,643)</u>	<u>1,226,898</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

10 Income tax (credit)/expense (continued)

The tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax is as follows:

	Group	
	2021	2020
	\$	\$
(Loss)/profit before income tax	(9,986,608)	7,292,106
Tax calculated at tax rate 17% (2020: 17%)	(1,697,723)	1,239,658
Effects of:		
- different tax rates in other countries	15,339	(2,113)
- tax incentives and rebates	-	(1,272)
- expenses not deductible for tax purposes	481,647	236,740
- income not subject to tax	(132,214)	-
- statutory income tax exemption	-	(34,850)
- deferred tax assets not recognised	698,180	27,691
- over provision of income tax in prior financial years	(30,872)	(238,956)
	<u>(665,643)</u>	<u>1,226,898</u>

The Group has unrecognised tax losses of \$4,010,833 (2020: \$75,979) and capital allowances of \$258,993 (2020: \$86,908) at the reporting date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by the company with unrecognised tax losses and capital allowances in their country of incorporation. The tax losses and capital allowances have no expiry date except for the amount of \$358,180 and \$248,505 (2020: \$75,979 and \$86,908) which will expire in 2027.

11 (Loss)/earnings per share

The calculation of the basic (loss)/earnings per share is based on the net (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

There were no diluted (loss)/earnings per share for the financial years ended 31 March 2021 and 31 March 2020 as there were no dilutive potential ordinary shares outstanding.

	Group	
	2021	2020
Net (loss)/profit attributable to equity holders of the Company (\$)	(8,552,513)	6,067,054
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share	1,029,179,292	1,029,179,292
Basic and diluted per share (cents per share)	<u>(0.83)</u>	<u>0.59</u>

12 Cash and cash equivalents

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
Cash at bank and on hand	3,095,732	8,074,211	479,008	2,132,983
Short-term bank deposits	229,122	4,500,000	-	4,500,000
	<u>3,324,854</u>	<u>12,574,211</u>	<u>479,008</u>	<u>6,632,983</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

13 Inventories

	Group	
	2021	2020
	\$	\$
Consumables	-	6,065

The cost of inventories recognised as an expense and included in “cost of sales” amounted to \$6,065 (2020: \$28,231).

14 Trade and other receivables

	Group	
	2021	2020
	\$	\$
Current		
Trade receivables		
- Related parties	194,990	326,596
- Non-related parties	12,087,881	13,339,893
	<u>12,282,871</u>	<u>13,666,489</u>
Less: Loss allowance (Note 30(b))		
- Non-related parties	(1,852,850)	-
Trade receivables - net	<u>10,430,021</u>	<u>13,666,489</u>
Other receivables		
- Associated companies	4,579	-
- Non-related parties	2,679,116	4,947,381
	<u>2,683,695</u>	<u>4,947,381</u>
Deposits	117,994	395,105
Prepayments ^(a)	70,674	6,136,977
	<u>13,302,384</u>	<u>25,145,952</u>
Non-current		
Other receivables ^(b)		
- Non-related parties	18,583,807	18,102,580
Less: Loss allowance (Note 30(b))		
- Non-related parties	(1,915,332)	-
Other receivables - net	<u>16,668,475</u>	<u>18,102,580</u>
Total trade and other receivables	<u>29,970,859</u>	<u>43,248,532</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

14 Trade and other receivables (continued)

	Company	
	2021	2020
	\$	\$
Trade receivables		
- Subsidiary corporations	4,363,928	2,521,348
Loan to subsidiary corporations ^(c)	21,314,003	16,542,588
Non-related parties	37,260	–
Deposits	38,770	38,770
Prepayments	18,026	24,286
	<u>25,771,987</u>	<u>19,126,992</u>

^(a) Prepayment for the financial year ended 31 March 2020 consists of deposit for capital expenditure which has been subsequently transferred to the work-in-progress.

^(b) Other receivables from non-related parties are interest-free, unsecured and not expected to be repaid within 12 months from the end of the financial year.

In financial year ended 31 March 2020, other receivable from non-related party has been reclassified from current assets to non-current assets as management expects the repayment will not be within the normal operating cycle due to delay in the project as a result of the impact of COVID-19.

The fair value of non-current other receivables of the Group amounted to approximately \$15,436,993, and are determined from the discounted market borrowing rates of 5.25% as at 31 March 2021. The fair value are within Level 2 of the fair value hierarchy.

^(c) Loan to subsidiary corporations are interest-bearing at 1% or 3.62% (2020: 1% or 3.62%) per annum, unsecured and repayable on demand.

15 Other current assets

	Group	
	2021	2020
	\$	\$
Assets recognised from costs incurred to fulfil a contract		
- Future events relating to production, promotion and other activities	<u>25,751,774</u>	<u>26,157,966</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

16 Property, plant and equipment

	Computers and office equipment	Furniture, fittings and renovation	Lighting equipment	Motor vehicles	Rental equipment	Work-in- progress	Office and warehouse spaces	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Group								
As at 31 March 2021								
<i>Cost</i>								
Beginning of financial year	301,294	206,026	6,803,282	983,005	7,032,713	-	-	15,326,320
Currency translation differences	(207)	(1,125)	(3,631)	(216)	(9,417)	-	-	(14,596)
Additions	4,111	16,445	-	-	22,862	6,466,983	45,104	6,555,505
Disposals	-	-	(176,283)	-	-	-	-	(176,283)
Write-offs	(6,190)	-	(15,589)	-	-	-	-	(21,779)
End of financial year	299,008	221,346	6,607,779	982,789	7,046,158	6,466,983	45,104	21,669,167
<i>Accumulated depreciation</i>								
Beginning of financial year	247,220	107,076	2,512,526	727,469	1,906,991	-	-	5,501,282
Currency translation differences	(129)	(518)	(1,058)	(100)	(4,706)	-	(126)	(6,637)
Depreciation charge (Note 5)	34,295	39,688	751,266	59,252	715,678	-	15,162	1,615,341
Disposals	-	-	(42,077)	-	-	-	-	(42,077)
Write-offs	(6,189)	-	(12,960)	-	-	-	-	(19,149)
End of financial year	275,197	146,246	3,207,697	786,621	2,617,963	-	15,036	7,048,760
Net book value								
End of financial year	23,811	75,100	3,400,082	196,168	4,428,195	6,466,983	30,068	14,620,407

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

16 Property, plant and equipment (continued)

	Computers and office equipment \$	Furniture, fittings and renovation \$	Lighting equipment \$	Motor vehicles \$	Rental equipment \$	Total \$
Group						
As at 31 March 2020						
<i>Cost</i>						
Beginning of financial year	282,511	206,414	6,153,242	943,987	6,396,111	13,982,265
Currency translation differences	(71)	(388)	(1,252)	(75)	(2,919)	(4,705)
Additions	18,854	–	651,292	204,093	639,521	1,513,760
Disposal	–	–	–	(165,000)	–	(165,000)
End of financial year	301,294	206,026	6,803,282	983,005	7,032,713	15,326,320
<i>Accumulated depreciation</i>						
Beginning of financial year	209,156	68,849	1,756,918	668,310	1,233,009	3,936,242
Currency translation differences	(4)	(33)	(164)	(7)	(1,279)	(1,487)
Depreciation charge (Note 5)	38,068	38,260	755,772	124,399	675,261	1,631,760
Disposal	–	–	–	(65,233)	–	(65,233)
End of financial year	247,220	107,076	2,512,526	727,469	1,906,991	5,501,282
Net book value						
End of financial year	54,074	98,950	4,290,756	255,536	5,125,722	9,825,038

Right-of-use assets acquired under the leasing arrangement are presented together with owned assets of the same class. Details of such leased assets are disclosed in Note 17(a) to the financial statements.

	Computers and office equipment \$	Furniture, fittings and renovation \$	Total \$
Company			
As at 31 March 2021			
<i>Cost</i>			
Beginning and end of financial year	6,900	25,077	31,977
<i>Accumulated depreciation</i>			
Beginning of financial year	4,792	10,867	15,659
Depreciation charge	2,108	5,016	7,124
End of financial year	6,900	15,883	22,783
Net book value			
End of financial year	–	9,194	9,194
As at 31 March 2020			
<i>Cost</i>			
Beginning and end of financial year	6,900	25,077	31,977
<i>Accumulated depreciation</i>			
Beginning of financial year	2,492	5,852	8,344
Depreciation charge	2,300	5,015	7,315
End of financial year	4,792	10,867	15,659
Net book value			
End of financial year	2,108	14,210	16,318

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

17 Leases – The Group as a lessee

The Group leases office and warehouse spaces and motor vehicle for back-office operations.

(a) Carrying amounts

Right-of-use assets classified within property, plant and equipment:

	Group	
	2021	2020
	\$	\$
Motor vehicle	176,866	196,085
Office and warehouse spaces	30,068	–
	206,934	196,085

(b) Depreciation charge during the financial year

	Group	
	2021	2020
	\$	\$
Motor vehicle	19,219	8,008
Office and warehouse spaces	15,162	–
	34,381	8,008

(c) Interest expense

	Group	
	2021	2020
	\$	\$
Interest expense on lease liabilities	4,759	1,874

(d) Lease expense not capitalised in lease liabilities

	Group	
	2021	2020
	\$	\$
Lease expense – short-term leases	410,104	467,564
Lease expense – low-value lease	1,864	1,893
	411,968	469,457

(e) Cash outflow

	Group	
	2021	2020
	\$	\$
Total cash outflow for all the leases	55,639	263,241

(f) Addition of ROU assets during the financial year was \$45,104 (2020: \$105,400).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

17 Leases – The Group as a lessee (continued)

- (g) Future cash outflow which are not capitalised in lease liabilities

Extension options

The leases for office and warehouse spaces contain extension period, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise the extension option. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations. The extension option is exercisable by the Group and not by the lessor.

18 Investments in subsidiary corporations

	Company	
	2021 \$	2020 \$
<i>Equity investments at cost</i>		
Beginning and end of financial year	242,296	242,296

The Group had the following subsidiary corporations:

Name of Companies	Principal activities	Country of business/ incorporation	Proportion of ordinary shares directly held by the Group		Proportion of ordinary shares directly held by the Company	
			2021 %	2020 %	2021 %	2020 %
UnUsUaL Entertainment Pte. Ltd. ^(a)	Organising and promoting all kinds of shows, entertainment acts and other related services	Singapore	100	100	100	100
UnUsUaL Productions Pte. Ltd. ^(a)	Provision of stage, lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	100	100
UnUsUaL Development Pte. Ltd. ^(a)	Provision of stage, lighting, sound systems, audio equipment and light system installation and its related services	Singapore	100	100	100	100
UnUsUaL Entertainment International Limited ^{(b)(d)}	Provision of concert production services, promotion of artiste services, provision of stage equipment and investment in concert production	Hong Kong	100	100	100	100
UnUsUaL Productions (M) Sdn. Bhd. ^{(c)(d)}	Organising and management of events	Malaysia	100	100	100	100
UnUsUaL Culture Development Co., Ltd. ^{(d)(e)}	Organising and management of events	China	100	100	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

18 Investments in subsidiary corporations (continued)

Name of Companies	Principal activities	Country of business/ incorporation	Proportion of ordinary shares directly held by the Group		Proportion of ordinary shares directly held by the Company	
			2021	2020	2021	2020
			%	%	%	%

Subsidiary corporation of UnUsUaL Entertainment Pte. Ltd.

Mercury Rights Pte. Ltd. ^(a)	Other holding companies	Singapore	60	60	60	60
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^(a) Audited by Nexia TS Public Accounting Corporation.

^(b) Audited by Fan, Chan & Co. (Hong Kong), an independent member firm of Nexia International.

^(c) Audited by STH & Co, Chartered Accountant, Malaysia for local statutory purpose.

^(d) Reviewed by Nexia TS Public Accounting Corporation for consolidation purpose.

^(e) Not required to be audited under local law of country.

19 Investments in associated companies

	Group and Company 2021 \$
Beginning of financial year	–
Additions	50,000
Share of losses during the financial year	(3,339)
End of financial year	<u>46,661</u>

The Group has the following associated companies:

Name of associated companies	Principal activities	Country of incorporation	% of ownership interest 2021
<i>Held by the Company</i>			
White Mount International Pte. Ltd. ^(a)	Production of live theatrical presentations	Singapore	50%
<i>Held by White Mount International Pte. Ltd.</i>			
Isotope Productions Pte. Ltd. ^(b)	Motion picture, video, television and other programme production activities	Singapore	100%

^(a) Incorporated on 20 October 2020.

^(b) Incorporated on 27 October 2020.

There are no contingent liabilities to the Group's interest in the associated companies.

The net losses of the individually immaterial associated companies for the financial year 2021 are amounted to \$6,678.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

20 Intangible asset

	Group	
	2021	2020
	\$	\$
<i>Cost</i>		
Beginning and end of financial year	2,700,000	2,700,000
<i>Accumulated amortisation</i>		
Beginning of financial year	630,000	360,000
Amortisation charge (Note 5)	270,000	270,000
End of financial year	900,000	630,000
Net book value		
End of financial year	<u>1,800,000</u>	<u>2,070,000</u>

21 Trade and other payables

	Group	
	2021	2020
	\$	\$
Trade payables		
- Non-related parties	796,755	5,671,660
Other payables		
- Related parties	423,064	231,120
- Associated companies	50,000	-
- Director	-	235
- Non-related parties	39,013	915,751
	<u>512,077</u>	<u>1,147,106</u>
Contract liabilities ^(a)	285,085	578,291
Deposit received	-	7,834
Deferred grant income	240,359	-
Accruals for operating expenses	4,600,463	3,985,888
	<u>6,434,739</u>	<u>11,390,779</u>

	Company	
	2021	2020
	\$	\$
Other payables		
- Related parties	423,064	231,120
- Associated companies	50,000	-
- Non-related parties	14,101	44,781
	<u>487,165</u>	<u>275,901</u>
Deferred grant income	39,204	-
Accruals for operating expenses	103,648	601,356
	<u>630,017</u>	<u>877,257</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

21 Trade and other payables (continued)

Other payable due to related parties and director are interest-free, unsecured and repayable on demand.

^(a) Revenue recognised in current financial year that was included in the contract liability at the beginning of financial year 2021 was \$578,291 (2020: \$1,464,723).

22 Borrowings

	Group	
	2021	2020
	\$	\$
<i>Current</i>		
Bank borrowings	11,913,530	11,338,079
Lease liabilities	43,171	19,599
	<u>11,956,701</u>	<u>11,357,678</u>
<i>Non-current</i>		
Bank borrowings	6,319,500	9,265,100
Lease liabilities	65,124	77,891
	<u>6,384,624</u>	<u>9,342,991</u>
Total borrowings	<u>18,341,325</u>	<u>20,700,669</u>
	Company	
	2021	2020
	\$	\$
<i>Current</i>		
Bank borrowings	<u>3,987,280</u>	<u>3,987,280</u>

The exposure of the borrowings of the Group and the Company to interest rate changes and the contractual repricing dates at the reporting date are as follows:

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
6 months or less	<u>8,487,280</u>	<u>8,487,280</u>	<u>3,987,280</u>	<u>3,987,280</u>

(a) *Security granted*

As at reporting date, total borrowings include secured liabilities of \$10,745,750 (2020: \$14,115,899).

Bank borrowings of the subsidiary corporations are secured by corporate guarantee from the Company.

Bank borrowings of the Group is secured by an assignment of all of a subsidiary corporation's rights, title, benefits and interests in connection with the agreement executed relating to a project.

Lease liabilities of the Group were effectively secured over the motor vehicle (Note 16), as the legal title is retained by the lessor and will be transferred to the Group upon full settlement of the lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

22 Borrowings (continued)

(b) *Fair value of non-current borrowings*

The fair values of non-current fixed rate instruments are approximately \$6,156,239 (2020: \$ 9,073,879) and are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the reporting date which the directors expect to be available to the Group as follows:

	Group	
	2021	2020
	%	%
Bank loan - Fixed	5.25	5.25

The fair values are within Level 2 of the fair value hierarchy.

23 Derivative financial instruments

	Group	
	Contract notional amount \$	Fair value Liability \$
2021		
<i>Derivative not held for hedging:</i>		
Interest rate swap	8,745,750	151,834
- Current		143,381
- Non-current		8,453
Total		151,834
2020		
<i>Derivative not held for hedging:</i>		
Interest rate swap	12,115,900	275,480
- Current		162,654
- Non-current		112,826
Total		275,480

The Group entered into interest rate swap transactions to manage its exposure of interest rate risk on the borrowing. The Group receives interest floating rate and pays interest at fixed rate on the notional amount on quarterly basis. The swap transactions will mature on April 2022. The fair value is within level 2 of the fair value hierarchy.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

24 Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the statement of financial position as follows:

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
Deferred income tax liabilities				
- To be settled after one year	798,828	1,433,694	1,350	1,350

The movement in deferred income tax liabilities and assets are as follows:

	Accelerated tax depreciation	Others	Total
	\$	\$	\$
Group			
2021			
Beginning of financial year	1,433,694	-	1,433,694
Currency translation differences	(70)	-	(70)
Tax credit to profit or loss	(223,417)	(411,379)	(634,796)
End of financial year	1,210,207	(411,379)	798,828
2020			
Beginning of financial year	951,571	-	951,571
Currency translation differences	(252)	-	(252)
Tax charged to profit or loss	482,375	-	482,375
End of financial year	1,433,694	-	1,433,694

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable.

25 Share capital

	Group and Company	
	No. of ordinary shares	Amount \$
2021 and 2020		
Beginning and end of financial year	1,029,179,292	20,542,223

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

26 Other reserves

	Group	
	2021	2020
	\$	\$
(a) Composition:		
Foreign currency translation reserve	(106,022)	(59,825)
Merger reserve ⁽¹⁾	606,056	606,056
	<u>500,034</u>	<u>546,231</u>

⁽¹⁾ Merger reserve represents the difference between the cost of investment and the nominal value of share capital of the subsidiary corporations acquired under common control.

(b) Movement

Foreign currency translation reserve

	Group	
	2021	2020
	\$	\$
Beginning of financial year	(59,825)	(80,347)
Net currency translation differences of financial statements of foreign subsidiary corporations	(46,197)	20,522
End of financial year	<u>(106,022)</u>	<u>(59,825)</u>

Other reserves are non-distributable.

27 Retained profits

(a) Retained profits of the Group and the Company are distributable.

(b) Movement in retained profits of the Company is as follows:

	Company	
	2021	2020
	\$	\$
Beginning of financial year	361,999	(960,897)
Net profit	951,757	1,322,896
End of financial year	<u>1,313,756</u>	<u>361,999</u>

28 Contingent liabilities

(a) Corporate guarantees

The Company has issued corporate guarantees amounting up to \$2,120,000 (2020: \$2,500,000) to banks for borrowings of certain subsidiary corporations. These bank borrowing and banker guarantee of the subsidiary corporations amounted to \$2,000,000 (2020: \$2,000,000) and \$120,000 (2020: \$120,000) respectively as at the reporting date.

The Company has evaluated the fair values of the corporate guarantees and the consequential liabilities derived from its guarantees to the bank with regards to the subsidiary corporations are minimal, with no default in the payment of borrowings and credit facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

28 Contingent liabilities (continued)

- (b) Financial support to subsidiary corporations

The Company provides financial support to certain subsidiary corporations to enable this subsidiary corporations to operate as going concern and to meet its liabilities as and when they fall due.

29 Commitments

The Group leases office premises and office equipment from related party and non-related parties under non-cancellable lease agreements. The leases have varying terms, escalation clauses and renewal rights.

As at 31 March 2021 and 2020, the portfolio of committed short-term leases remains similar to the portfolio of short-term leases for the both financial years and no additional disclosure is required.

30 Financial risk management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, and exposure limits.

Financial risk management is carried out by the finance department in accordance with the policies set by the Board of Directors. The finance personnel identify, evaluates and monitors financial risks in close co-operation with the Group's operating units. The finance personnel measures actual exposures against the limits set and prepares periodic reports for review by the Executive Directors. Regular reports are also submitted to the Board of Directors.

- (a) Market risk

- (i) *Currency risk*

The Group operates in Asia dominant operations in Singapore, Malaysia and Hong Kong. Entities in the Group regularly transacts in currencies other than their respective functional currencies ("**foreign currencies**").

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as the United States Dollar ("**USD**"), Hong Kong Dollar ("**HKD**"), Malaysia Ringgit ("**MYR**") and Chinese Yuan ("**CNY**"). To manage the currency risk, individual Group entities manage as far as possible by natural hedges of matching assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

- (a) Market risk (continued)
 (i) Currency risk (continued)

The Group's currency exposure based on information provided to key management is as follows:

	SGD	USD	HKD	MYR	CNY	Others	Total
	\$	\$	\$	\$	\$	\$	\$
<u>At 31 March 2021</u>							
Financial assets							
Cash and cash equivalents	1,837,894	518,709	14,520	458,083	355,064	140,584	3,324,854
Trade and other receivables	4,854,735	20,445,842	4,234,960	16,093	348,527	28	29,900,185
	6,692,629	20,964,551	4,249,480	474,176	703,591	140,612	33,225,039
Financial liabilities							
Trade and other payables	(1,525,058)	(4,353,496)	(15,926)	(14,617)	-	(198)	(5,909,295)
Bank borrowings	(9,487,280)	(8,745,750)	-	-	-	-	(18,233,030)
Lease liabilities	(77,891)	-	-	(30,404)	-	-	(108,295)
Derivative financial instruments	-	(151,834)	-	-	-	-	(151,834)
	(11,090,229)	(13,251,080)	(15,926)	(45,021)	-	(198)	(24,402,454)
Net financial (liabilities)/assets	(4,397,600)	7,713,471	4,233,554	429,155	703,591	140,414	8,822,585
Add: Net non-financial assets/(liabilities)	39,271,550	-	-	656,536	884,413	(18)	40,812,481
Currency profile including non-financial assets	34,873,950	7,713,471	4,233,554	1,085,691	1,588,004	140,396	49,635,066
Currency exposure of financial assets/ (liabilities) net of those denominated in the respective entities' functional currencies	-	7,713,471	-	(289,633)	1,287,951	140,396	8,852,185

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on information provided to key management is as follows: (continued)

	SGD	USD	HKD	MYR	CNY	Others	Total
	\$	\$	\$	\$	\$	\$	\$
<u>At 31 March 2020</u>							
Financial assets							
Cash and cash equivalents	9,350,237	1,720,556	25,013	779,969	560,836	137,600	12,574,211
Trade and other receivables	3,765,388	25,782,363	5,329,337	308,197	1,289,485	636,785	37,111,555
	13,115,625	27,502,919	5,354,350	1,088,166	1,850,321	774,385	49,685,766
Financial liabilities							
Trade and other payables	(3,746,609)	(6,083,497)	(18,554)	(187,069)	(776,524)	(235)	(10,812,488)
Bank borrowings	(8,487,279)	(12,115,900)	-	-	-	-	(20,603,179)
Lease liability	(97,490)	-	-	-	-	-	(97,490)
Derivative financial instruments	-	(275,480)	-	-	-	-	(275,480)
	(12,331,378)	(18,474,877)	(18,554)	(187,069)	(776,524)	(235)	(31,788,637)
Net financial assets	784,247	9,028,042	5,335,796	901,097	1,073,797	774,150	17,897,129
Add: Net non-financial assets/(liabilities)	40,192,494	-	-	652,111	263,048	(2,554)	41,105,099
Currency profile including non-financial assets	40,976,741	9,028,042	5,335,796	1,553,208	1,336,845	771,596	59,002,228
Currency exposure of financial assets/ (liabilities) net of those denominated in the respective entities' functional currencies							
	-	9,028,042	-	(217,693)	962,315	771,596	10,544,260

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(a) Market risk (continued)

(i) *Currency risk (continued)*

The Company is not exposed to significant currency risk as most of its financial assets and liabilities as at 31 March 2021 and 2020 are denominated in SGD. The currency risk exposure has been determined by the management as not material to the Company's profit for the financial year ended 31 March 2021 and 2020.

If the USD, MYR and CNY change against the SGD respectively with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset position will be as follows:

	Group	
	2021	2020
	%	%
USD against SGD	6	5
MYR against SGD	2	1
CNY against SGD	2	1

	Group	
	Increase/(decrease)	
	Profit after tax	
	2021	2020
	\$	\$
USD against SGD		
- strengthen	384,131	374,664
- weakened	(384,131)	(374,664)
MYR against SGD		
- strengthen	(4,808)	(1,807)
- weakened	4,808	1,807
CNY against SGD		
- strengthen	21,380	7,987
- weakened	(21,380)	(7,987)

(ii) *Price risk*

The Group does not have exposure to equity price risk as it does not hold equity financial assets.

(iii) *Cash flow and fair value interest rate risks*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from bank borrowings and leases at fixed interest rate. The Group manages its interest rate risks by keeping bank loans to the minimum required to sustain the operations of the Group.

The Group's exposure to cash flow interest rate risks arises mainly from non-current variable-rate borrowings. The Groups manages these cash flow interest rate risks using floating-to-fixed interest rate swap.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks (continued)

The Group's borrowings at variable rates on which effective hedges have not been entered into are denominated mainly in USD. If the USD interest rates had been higher/lower by 1% (2020: 1%) with all other variables including tax rate being held constant, the profit after tax would have been higher/lower by \$45,167 (2020: \$134,400) as a result of higher/lower interest expense on these borrowings.

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company. The major classes of financial assets of the Group and the Company are cash and cash equivalents and trade and other receivables. The Group's and the Company's exposure to credit risk arises primary from trade and other receivables.

For banks and financial institutions, the Group mitigates its credit risks by transacting only with counterparties who are rated "A" and above by independent rating agencies.

For trade receivables, the Group performs credit reviews on new customers before acceptance and an annual review for existing customers. Credit reviews take into account customers' financial strength, the Group's past experiences with the customers and other relevant factors. For other receivables, the Group and the Company minimise credit risk by dealing only with reputable and/or good credit quality counterparties.

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

(i) Trade receivables

The trade receivables of the Group comprise 3 debtors (31 March 2020: 3 debtors), which represented 74% (31 March 2020: 81%) of the trade receivables.

The credit risk of trade receivables (before net of expected credit loss) based on the information provided to key management are as follows:

	Group	
	2021	2020
	\$	\$
<u>By geographical areas</u>		
Singapore	489,019	635,386
Malaysia	43,235	88,485
Hong Kong	7,204,504	7,535,140
Others	4,546,113	5,407,478
	<u>12,282,871</u>	<u>13,666,489</u>
<u>By types of customers</u>		
Related parties	194,990	326,596
Non-related parties	12,087,881	13,339,893
	<u>12,282,871</u>	<u>13,666,489</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group and the Company have applied the simplified approach by using the provision matrix to measure the lifetime expected credit losses (“ECL”) for all trade receivables without significant financing component.

To measure the ECL, trade receivables have been grouped based on debtor-specific characteristics of its customers and days past due by reference to the Group’s historical observed default rates, customers’ ability to pay and adjusted to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. In calculating the ECL rates, the Group has identified the unemployment rate of the countries in which it generates revenue to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments. The Group considers a financial asset as default if the counterparty fails to make contractual payments, unless it is rebuttable with reasonable and supportable information available that more lagging default criterion is more appropriate, and, writes off the financial asset when the counterparty has shown the indicators of financial difficulty and the Group has exhausted all means to recover the outstanding receivables. Where trade receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

As at 31 March 2021, management has identified a group of specific trade receivables which is either with repayment plan with the Group or those which the Group did not expect to receive future cash flows. Hence, management has assessed the recoverability of these credit impaired receivables separately from the provision matrix below.

	2021	2020
Group	\$	\$
Gross carrying amount	1,332,822	–
Less: loss allowance	(672,673)	–
Carrying amount net of loss allowance	<u>660,149</u>	<u>–</u>

The Group’s credit risk exposure in relation to trade receivables under SFRS(I) 9 as at 31 March 2021 are set out in the provision matrix as follows:

	Current	← Past due →				Total
		Within 90 days	90 to 180 days	180 to 270 days	More than 270 days	
Group	\$	\$	\$	\$	\$	\$
Expected loss rate	0.00%	4.48%	5.48%	7.48%	11.48%	
Trade receivables	132,680	3,745	245	1,529,739	9,283,640	10,950,049
Loss allowance	–	–	–	114,423	1,065,754	1,180,177

As at 31 March 2020, the trade receivables were not subject to any material credit losses, as such, no provision matrix is presented.

No other loss allowance is recognised as the management believes that the amounts that are past due are collectible, based on historical payment behaviour and credit-worthiness of the customers.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(b) Credit risk (continued)

(ii) Other receivables

The other receivables of the Group comprise 2 debtors (31 March 2020: 2 debtor), which represented 99% (31 March 2020: 100%) of the other receivables.

The Group and the Company used general approach for assessment of ECL for other receivables, i.e. non-trade amount due from non-related parties, associated companies and loan to subsidiary corporations.

For the purpose of impairment assessment on other receivables, loss allowance is generally measured at an amount equal to 12-month ECL as there is low risk of default and strong capability to meet contractual cash flows. When the credit quality deteriorates and the resulting credit risk of other receivables increase significantly since its initial recognition, the 12-month ECL would be replaced by lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating the ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience that informed the credit assessment and also includes forward-looking information.

As at 31 March 2021 and 2020, the Group and the Company have assessed that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and bank balances was negligible.

As at 31 March 2021 and 2020, the Group and the Company have assessed that the other receivables from associated companies, non-related parties and loan to subsidiary corporations have a low risk of default and a strong capacity to meet contractual cash flows. The Group has recognised a loss allowance as at 31 March 2021 to one of its non-related parties which they do not expect to receive cash inflow in near future. This is based on 12-month expected credit losses which amounted to \$1,915,332 (31 March 2020: \$Nil) with a loss allowance of \$1,915,332 (31 March 2020: \$Nil) recognised in profit or loss during the financial year ended 31 March 2021.

As at reporting date, the movement in credit loss allowance are as follows:

	Trade receivables		Other receivables	
	2021	2020	2021	2020
	\$	\$	\$	\$
Beginning of financial year	-	94,090	-	-
Loss allowance recognised in profit or loss	(1,853,213)	-	(1,915,332)	-
Currency translation differences	363	(756)	-	-
Reversal of loss allowance recognised in profit or loss	-	(93,334)	-	-
End of financial year	(1,852,850)	-	(1,915,332)	-

(iii) Financial guarantee contracts

The Company has issued financial guarantees to banks for borrowings of its subsidiary corporations. These guarantees are subject to the impairment requirements of SFRS(I) 9. The Company has assessed that its subsidiary corporations have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and cash equivalents as disclosed in Note 12.

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year \$	Between 1 and 2 years \$	Between 2 and 5 years \$
Group			
At 31 March 2021			
Trade and other payables	5,909,295	–	–
Bank borrowings	11,913,530	5,669,755	732,487
Lease liabilities	46,833	31,267	37,179
	<u>17,869,658</u>	<u>5,701,022</u>	<u>809,666</u>
At 31 March 2020			
Trade and other payables	10,812,488	–	–
Bank borrowings	11,338,079	3,818,765	5,720,890
Lease liability	23,484	23,484	60,663
	<u>22,174,051</u>	<u>3,842,249</u>	<u>6,381,553</u>
Company			
At 31 March 2021			
Trade and other payables	590,813	–	–
Borrowings	3,987,280	–	–
Financial guarantee contracts	2,120,000	–	–
	<u>6,698,093</u>	<u>–</u>	<u>–</u>
At 31 March 2020			
Trade and other payables	877,257	–	–
Borrowings	3,987,280	–	–
Financial guarantee contracts	2,120,000	–	–
	<u>6,984,537</u>	<u>–</u>	<u>–</u>

The table below analyses the derivative financial instruments of the Group for which contractual maturities are essential for an understanding of the timing of the cash flows into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. When the amount payable is not fixed, the amount disclosed is determined by reference to the conditions existing at the reporting date.

	Less than 1 year \$	Between 1 and 2 years \$	Between 2 and 5 years \$
Group			
At 31 March 2021			
Interest rate swap	143,381	8,453	–
	<u>143,381</u>	<u>8,453</u>	<u>–</u>
At 31 March 2020			
Interest rate swap	162,654	105,938	6,888
	<u>162,654</u>	<u>105,938</u>	<u>6,888</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

30 Financial risk management (continued)

(d) Capital risk

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 shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on the financial position of the Group and the Company. Future decisions to raise capital and funds will be made with the objective to maintain positive working capital structure.

The liabilities-equity ratio is calculated as total liabilities divided by total equity.

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
Total liabilities	26,085,095	35,051,236	4,693,167	5,114,367
Total equity	49,635,066	59,002,228	21,855,979	20,904,222
Liabilities-equity ratio	53%	59%	21%	24%

(e) Fair value measurements

The level of fair value measurement hierarchy is as follow:

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

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements approximates their fair values, except for non-current other receivables, non-current borrowings and derivative financial instruments. The fair value measurement disclosure, can be found on Notes 14, 22, and 23 to the financial statements respectively.

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as follows:

	Group		Company	
	2021	2020	2021	2020
	\$	\$	\$	\$
Financial assets, at amortised cost	33,225,039	49,685,766	26,232,969	25,735,689
Financial liabilities, at amortised cost	24,250,620	31,513,157	4,578,093	4,864,537
Derivative financial instruments	151,834	275,480	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

31 Related party transactions

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

(a) *Sales and purchases of goods and services*

	Group	
	2021	2020
	\$	\$
Revenue from		
- other related parties	7,500	598,021
Purchase from		
- other related parties	5,265	83,119
Office rental charged by other related party	<u>395,387</u>	<u>432,000</u>

Other related parties comprise mainly companies which are controlled by the Group's key management personnel.

Outstanding balances as at 31 March 2021 and 31 March 2020, arising from sale/purchases of goods and services, are unsecured and payable within 12 months from reporting date and are disclosed in Notes 14 and 21 respectively.

(b) *Key management personnel compensation*

	Group	
	2021	2020
	\$	\$
Salaries and bonus	604,798	1,438,770
Employer's contribution to defined contributions plans including Central Provident Fund	39,908	64,545
Directors' fee	94,000	98,500
Other short-term benefits	2,630	11,580
	<u>741,336</u>	<u>1,613,395</u>

32 Segment information

The Group's chief operating decision-maker ("CODM") comprises of Chief Executive Officer, Chief Operating Officer and Chief Financial Officer. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources, and assess performance.

The Group was organised into three operating segments, which are relating to production, promotion and other activities. This is based on the Group's internal organisation and management structure and the primary way in which the CODM is provided with the financial information.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

32 Segment information (continued)

The three operating segments are mainly:

1. Production
Provision of stage sound system and equipment and rendering of technical services.
2. Promotion
Admission fees and sponsorship income and trading of performance rights.
3. Others
Provision of exhibition/concert halls and related equipment and co-management of exhibitions/concert halls.

There are no operating segments that have been aggregated to form the above reportable operating segments.

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

For the financial year from 1 April 2020 to 31 March 2021:

	Production	Promotion	Others	Total
	\$	\$	\$	\$
Revenue				
Sales to external parties	151,456	1,070,718	123,810	1,345,984
Adjusted (loss)/earnings before interest, tax, depreciation and amortisation ("EBITDA")	(928,665)	(6,602,913)	42,275	(7,489,303)
Depreciation of property, plant and equipment	(1,559,302)	(56,039)	–	(1,615,341)
Amortisation of intangible asset	–	(270,000)	–	(270,000)
Finance expenses	(4,759)	(607,205)	–	(611,964)
(Loss)/profit before income tax	(2,492,726)	(7,536,157)	42,275	(9,986,608)

For the financial year from 1 April 2019 to 31 March 2020:

	Production	Promotion	Others	Total
	\$	\$	\$	\$
Revenue				
Sales to external parties	6,055,444	55,660,364	226,868	61,942,676
Adjusted earnings before interest, tax, depreciation and amortisation ("EBITDA")	223,558	9,553,087	169,930	9,946,575
Depreciation of property, plant and equipment	(1,567,716)	(64,044)	–	(1,631,760)
Amortisation of intangible asset	–	(270,000)	–	(270,000)
Finance expenses	(1,874)	(750,835)	–	(752,709)
(Loss)/profit before income tax	(1,346,032)	8,468,208	169,930	7,292,106

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

32 Segment information (continued)

Disclosure on the measures of total assets and total liabilities for each reportable segment was not presented as the CODM is of the opinion that it is not meaningful and impracticable as they do not use them for operating decision-making on allocation of resources and performance assessment.

Information of major customer

Revenue of approximately \$705,367 and \$34,694,448 is derived from a single external customer at the respective financial years ended 31 March 2021 and 31 March 2020. These revenues are attributable to promotion segment.

Geographical information

In presenting the geographical location, revenue is based on the geographical locations of the customers which the revenue is derived from:

	2021	2020
	\$	\$
Singapore	178,179	40,499,790
Malaysia	89,193	6,172,310
Hong Kong	–	3,173,152
Others	1,078,612	12,097,424
	<u>1,345,984</u>	<u>61,942,676</u>

The following is an analysis of the Group's carrying amount of non-current assets by the geographical areas:

	2021	2020
	\$	\$
Singapore	16,005,257	11,401,110
Malaysia	461,811	493,928
United Kingdom	14,768,868	18,102,580
China	1,899,607	–
	<u>33,135,543</u>	<u>29,997,618</u>

33 New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 April 2021 and which the Group has not early adopted.

Amendments to SFRS(I) 1-1 Presentation of Financial Statements:

Classification of Liabilities as Current or Non-current (effective for annual periods beginning on or after 1 January 2023)

- The narrow-scope amendments to SFRS(I) 1-1 Presentation of Financial Statements clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability.
- The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

The Group does not expect any significant impact arising from applying these amendments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2021

33 New or revised accounting standards and interpretations (continued)

Amendments to SFRS(I) 1-16 Property, Plant and Equipment:

Proceeds before Intended Use (effective for annual periods beginning on or after 1 January 2022)

- The amendment to SFRS(I) 1-16 Property, Plant and Equipment (PPE) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment.
- Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

The Group does not expect any significant impact arising from applying these amendments.

Amendments to SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets:

Onerous Contracts – Cost of Fulfilling a Contract (effective for annual periods beginning on or after 1 January 2022)

- An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the costs of fulfilling it and any compensation or penalties arising from failure to fulfil it. The amendment to SFRS(I) 1-37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts.

The Group does not expect any significant impact arising from applying these amendments.

34 Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of the Company on 28 June 2021.

STATISTICS OF SHAREHOLDINGS

As at 17 June 2021

Class of Shares	:	Ordinary shares
Number of shares (excluding treasury shares)	:	1,029,179,292
Voting Rights	:	One vote per share
No. of treasury shares and percentage	:	Nil
No. of subsidiary holdings held and percentage	:	Nil

The Company does not have any Treasury Shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

Size of shareholdings	No. of shareholders	%	No. of Shares	%
1 - 99	13	1.27	784	0.00
100 - 1,000	50	4.89	34,020	0.00
1,001 - 10,000	335	32.75	2,025,200	0.20
10,001 - 1,000,000	604	59.04	51,438,700	5.00
1,000,001 and above	21	2.05	975,680,588	94.80
Total	<u>1,023</u>	<u>100.00</u>	<u>1,029,179,292</u>	<u>100.00</u>

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of shares	%
1	United Overseas Bank Nominees Pte Ltd	623,683,240	60.60
2	KGI Securities (Singapore) Pte. Ltd	81,080,000	7.88
3	Phillip Securities Pte Ltd	74,805,000	7.27
4	SPH Invest Ltd	50,429,684	4.90
5	Yeo Khee Seng Benny	33,469,364	3.25
6	Maybank Kim Eng Securities Pte. Ltd	30,167,059	2.93
7	Unusual Management Pte Ltd	18,162,261	1.76
8	Raffles Nominees (Pte) Limited	13,605,740	1.32
9	DBS Nominees Pte Ltd	10,226,520	0.99
10	CGS-CIMB Securities (Singapore) Pte Ltd	9,052,800	0.88
11	OCBC Securities Private Ltd	6,613,840	0.64
12	Ong Chin Soon	6,437,500	0.63
13	DBS Vickers Securities (S) Pte Ltd	5,798,300	0.56
14	UOB Kay Hian Pte Ltd	2,529,900	0.25
15	Tan Chwee Eng (Chen Cuiying)	1,573,300	0.15
16	HSBC (Singapore) Nominees Pte Ltd	1,568,600	0.15
17	Sebastian Yeo Boon Kiat	1,492,320	0.15
18	Loh Li Yin Shirley	1,461,600	0.14
19	IFast Financial Pte Ltd	1,234,680	0.12
20	Meng Why Yin	1,209,880	0.12
	Total:	<u>974,601,588</u>	<u>94.69</u>

STATISTICS OF SHAREHOLDINGS

As at 17 June 2021

SUBSTANTIAL SHAREHOLDERS AS AT 17 JUNE 2021

as recorded in the Register of Substantial Shareholders

No.	Name	Direct Interest		Deemed Interest	
		No. of shares held	%	No. of shares held	%
1	UnUsUaL Management Pte. Ltd.	791,203,041	76.88	–	–
2	mm2 Asia Ltd. ⁽¹⁾	–	–	791,203,041	76.88
3	Melvin Ang ⁽²⁾	–	–	791,203,041	76.88
4	Leslie Ong ⁽³⁾	27,845,664	2.71	791,443,041	76.90
5	Johnny Ong ^{(3) (4)}	–	–	792,560,741	77.01

Notes:

- (1) mm2 Asia Ltd. (“mm2”) is deemed to be interested in the shares held by UnUsUaL Management Pte. Ltd. (“UnUsUaL Management”) by virtue of Section 7 of the Companies Act, Chapter 50 as it holds 51% of the shareholdings in UnUsUaL Management.
- (2) Mr. Melvin Ang is deemed to be interested in the shares held by mm2 by virtue of Section 7 of the Companies Act, Chapter 50, as he holds 26.43% of the shareholdings in mm2.
- (3) Mr. Leslie Ong and Mr. Johnny Ong are deemed to be interested in the 791,203,041 shares held by UnUsUaL Management by virtue of Section 7 of the Companies Act, Chapter 50, as they hold 24.5% of the shareholdings in UnUsUaL Management, and 240,000 shares held by their respective spouses.
- (4) Mr. Johnny Ong is deemed to be interested in 1,117,700 ordinary shares held under the nominee account with Maybank Kim Eng Securities Ptd. Ltd. and DBS Nominees Pte Ltd.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 17 June 2021, 20.24% of the Company's shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or “**Meeting**”) of UnUsUaL Limited (“**Company**”) will be held by way of electronic means on Friday, 30 July 2021 at 11.00 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Directors’ Statement of the Company and the Group for the financial year ended 31 March 2021 together with the Independent Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$100,000 for the financial year ending 31 March 2022, to be paid quarterly in arrears. **Resolution 2**
3. To re-elect the following Directors retiring pursuant to Regulation 97 of the Constitution of the Company:

Melvin Ang **Resolution 3**
Johnny Ong **Resolution 4**
Kelvin Tan **Resolution 5**

[See Explanatory Note (i)]
4. To re-appoint Messrs Nexia TS Public Accounting Corporation, as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
5. To transact any other ordinary business which may properly transacted at an AGM.

AS SPECIAL BUSINESS

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

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 (“Companies Act”) and Rule 806 of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”)**

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or other 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 may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while this Resolution was in force,

(“**Share Issue Mandate**”)

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with 6(2)(a) or 6(2)(b) above are only to be made in respect of new share arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (ii)]

Resolution 7

7. **Authority to issue shares under the UnUsUaL Employee Share Option Scheme ("UnUsUaL ESOS")**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing UnUsUaL ESOS and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the UnUsUaL ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the UnUsUaL ESOS and UnUsUaL Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

Resolution 8

NOTICE OF ANNUAL GENERAL MEETING

8. Authority to issue shares under the UnUsUaL Performance Share Plan (“UnUsUaL PSP”)

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the UnUsUaL PSP and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the UnUsUaL PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the UnUsUaL PSP and UnUsUaL ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

Resolution 9

9. Proposed Renewal of Share Buyback Mandate

That:

- a. for the purposes of Section 76C and 76E of the Companies Act, Chapter 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued and fully-paid ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum percentage (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (i) on-market purchases, transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose (“**Market Purchase**”); and/or
- (ii) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act, Chapter 50 (“**Off-Market Purchase**”),

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

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

- a. the date on which the next AGM of the Company is held or required by law to be held;
- b. the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
- c. the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by shareholders of the Company in a general meeting;

- c. in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five Market Days (“**Market Day**” being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

NOTICE OF ANNUAL GENERAL MEETING

“**Maximum Percentage**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares or Subsidiary Holdings as at that date);

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;
- d. the Directors and/or any one of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate in any manner as they think fit, which is permissible under the Companies Act, Chapter 50; and
- e. the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (v)]

Resolution 10

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore, 15 July 2021

Explanatory Notes:

- (i) Melvin Ang will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman and Non-Independent Director of the Company. Please refer to Table A of the Corporate Governance Report on page 42 to page 50 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Catalist Rules of the SGX-ST.

Johnny Ong will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Operating Officer of the Company. Please refer to Table A of the Corporate Governance Report on page 42 to page 50 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Catalist Rules of the SGX-ST.

Kelvin Tan will, upon re-election as a Director of the Company, remain as the Independent Director, Chairman of Audit Committee, member of Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to Table A of the Corporate Governance Report on page 42 to page 50 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Catalist Rules of the SGX-ST.

- (ii) **Resolution 7** above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) **Resolution 8** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the exercise of options granted or to be granted under the UnUsUaL ESOS provided that the aggregate additional shares to be allotted and issued pursuant to the UnUsUaL ESOS and UnUsUaL PSP do not exceeding in total (for the entire duration of the UnUsUaL ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (iv) **Resolution 9** above, if passed, will empower the Directors of the Company, from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the vesting of share awards under the UnUsUaL PSP provided that the aggregate additional shares to be allotted and issued pursuant to the UnUsUaL PSP and UnUsUaL ESOS do not exceeding in total (for the entire duration of the UnUsUaL PSP) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (v) **Resolution 10** above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and Subsidiary Holdings) in the capital of the Company at the Maximum Price as defined in the Appendix. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase and acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2021 are set out in greater detail in the Appendix.

Notes:

General

1. In view of the current COVID-19 situation and the related safe distancing measures applicable and 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 (as amended from time to time), the AGM will be held by electronic means and members of the Company are encouraged to attend the AGM via live webcast.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - a. watching or listening to the AGM proceedings via a live webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Notes 3 to 6 below;
 - b. submitting questions ahead of the AGM. Please refer to Notes 7 to 9 below for further details; and
 - c. voting by proxy at the AGM. Please refer to Notes 10 to 19 below for further details.

Participation in AGM proceedings via live webcast

3. A member of the Company or their corporate representative(s) (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a live webcast, either, via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, member must pre-register with the Company by **27 July 2021** on **11.00 a.m.** ("**Registration Deadline**"), at the URL <https://conveneagm.com/sg/unusuallimited> (the "**UnUsUaL AGM Website**"), to create an account.
4. Following the authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
5. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by **28 July 2021** on **11.00 a.m.** should contact the Company at the following email address: ir@unusual.com.sg, with the following details included:
 - (a) the member's full name; and
 - (b) his/her/its identification/registration number.
6. Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must **also** contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.

Submission of questions prior to the AGM

7. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
8. To do so, all questions must be submitted no later than the Registration Deadline through any one of the following means: (a) via the **UnUsUaL AGM Website**; or (b) in physical copy by depositing the same at the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317**; or (c) by email to ir@unusual.com.sg.

NOTICE OF ANNUAL GENERAL MEETING

9. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

10. 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 vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) is/are advised to specify his/her/its votes for the respective resolutions in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the Chairman of the Meeting will vote or abstain from voting at his discretion.
11. The Chairman of the Meeting, as proxy, need not be a member of the Company.
12. The Proxy Form must be submitted through any one of the following means: (a) via the **UnUsUaL AGM Website** in the electronic format accessible on the UnUsUaL AGM Website; (b) by depositing a physical copy at the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317**; or (c) by sending a scanned PDF copy by email to **ir@unusual.com.sg**, in each case, no later than **11.00 a.m. on 27 July 2021**, and failing which, the Proxy Form will not be treated as valid.
13. In the case of submission of the Proxy Form other than via the UnUsUaL AGM Website, 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.
- 14. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.**
15. In the case of submission of the Proxy Form other than via the UnUsUaL AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
16. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act (Chapter 50 of Singapore) and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
17. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
18. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
19. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

- Alternative arrangements relating to, amongst others, attendance, submission of questions in advance and voting by proxy at the AGM are set out in the Company's announcement which, together with the Notice of Annual General Meeting dated 15 July 2021, have been uploaded on SGXNET. The announcement and the Notice of Annual General Meeting can also be accessed via the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
- An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and SRS Operators to appoint the Chairman of the Meeting to act as their proxy, at least 7 working days before the Meeting, in which case, SRS Investors shall be precluded from attending the Meeting.
- This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

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

of _____ (Address)

being a member/members of UnUsUaL Limited (the "Company") hereby appoint the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held by way of electronic means on Friday, 30 July 2021 at 11.00 a.m. ("AGM" or the "Meeting"), and at any adjournment thereof.

I/We direct the Chairman of the Meeting to vote for, against and/or abstain from voting at the resolutions proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.

* Voting will be conducted by poll. If you wish the Chairman of the Meeting, as your proxy, to exercise all your votes "For" or "Against" or to "Abstain" from voting on the relevant resolution, please indicate with an "X" within the relevant box provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing the Chairman of the Meeting not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions for that resolution, the Chairman of the Meeting will vote or abstain from voting at his discretion.

No.	Ordinary Resolutions	No. of Votes For	No. of Votes Against	No. of Votes Abstain
Ordinary Business:				
1.	Audited Financial Statements for the financial year ended 31 March 2021			
2.	Approval of Directors' fees amounting to S\$100,000 for the financial year ending 31 March 2022, to be paid quarterly in arrears			
3.	Re-election of Melvin Ang as a Director			
4.	Re-election of Johnny Ong as a Director			
5.	Re-election of Kelvin Tan as a Director			
6.	Re-appointment of Nexia TS Public Accounting Corporation as the Independent Auditor and to authorise the Directors to fix their remuneration			
Special Business:				
7.	Authority to allot and issue new shares			
8.	Authority to allot and issue shares under the UnUsUaL Employee Share Option Scheme			
9.	Authority to allot and issue shares under the UnUsUaL Performance Share Plan			
10.	Proposed Renewal of Share Buyback Mandate			

Dated this _____ day of _____ 2021

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

 Signature of Member
 and/or, Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: Please read notes overleaf



NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. In view of the current COVID-19 situation and the related safe distancing measures applicable and 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 (as amended from time to time), the AGM will be held by way of electronic means and members of the Company are encouraged to attend the AGM via live webcast.
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 vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) is/are advised to specify his/her/its votes for the respective resolutions in this Proxy Form.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted through any one of the following means: (a) via the following URL: <https://conveneagm.com/sg/unusuallimited> (the “**UsUsUaL AGM Website**”) in the electronic format accessible on the UnUsUaL AGM Website; or (b) by depositing a physical copy at the registered office of the Company at **45 Kallang Pudding Road, #01-01 Alpha Building, Singapore 349317**; or (c) by sending a scanned PDF copy via email to ir@unusual.com.sg, in either case, no later than 11.00 a.m. on 27 July 2021, and failing which, this Proxy Form will not be treated as valid.
6. 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.
7. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**
8. In the case of submission of this Proxy Form other than via the UnUsUaL AGM Website, this Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
10. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wishes to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 15 July 2021.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as a proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

UnUsUaL™

飛凡有限公司 LIMITED

————— a **mm2** entertainment company

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