



CASA HOLDINGS LIMITED

CHATEAU
INNOVATIVE HUMBLE
CUSTOMER OBSESSED
CASA HUMBLE ELBA OPTIMISTIC KITCHEN
HUMBLE SEVENTH COVE BRINGING JOY
ALIGNED **ASPIRING TO LEARN** INNOVATIVE
ASPIRING TO LEARN **RUBINE EMPATHY**
USER-FRIENDLY **SPEAKING UP** OWNING IT
UNDERSTANDING TRUSTWORTHY RESPECT OPTIMISTIC
RESPECT ALIGNED FERROLI INNOVATIVE
HUMBLE UNDERSTANDING PREMIUM QUALITY
BEKO **BRINGING JOY** ACTION-ORIENTED
COMMITTED TO HELPING EACH OTHER RESPECT
KITH OPTIMISTIC BATHROOM OPTIMISTIC
OWNING IT UNDERSTANDING ELBA
LIFESTYLE BRANDS ACTION-ORIENTED USER-FRIENDLY
LAUNDRY **DARING AND BOLD** ALIGNED
INNOVATIVE OPTIMISTIC TRUSTWORTHY
RESPECT **ASPIRING TO LEARN EF HUMBLE**
EMPATHY HUMBLE REACHOUT
INNOVATIVE USER-FRIENDLY
CONSIDERATE AND
FRIENDLY

ANNUAL REPORT
2020

R

Respect

E

Energy

A

Action-oriented

C

Considerate
and Courteous

H

Humble

O

Optimistic

U

Understanding

T

Trustworthy

PURPOSE

Bringing joy to people's lives

VISION

To be the most admired
company with the most loved
lifestyle brands in Asia

MISSION

We create innovative,
beautifully designed lifestyle
products, that are premium
quality, user-friendly and
bring joy to people's lives

*Modern Home
Joyful Moments*





Customer
obsessed



Aspiring
to learn



Speaking up



Aligned



Committed to
helping each
other



Owning it



Daring & Bold



Empathy

CORPORATE PROFILE

The Group had its beginnings in 1976 when Casa (S) Pte. Ltd. was set up to market and distribute Faber Cooker hoods. Since then, the Group has forged partnerships with some exclusive brand names for home appliances, consumer electronics and bathroom fixtures from Europe. Eventually they become synonymous with quality home appliances. Throughout the years, the Group had also developed its own brand and market new products to meet the customer demand.

Listed on 20 September 1995 on SGX Mainboard, the Group's core strength is to market, distribute and provide after-sales services/technical supports. In Singapore, the Group has established a wide network of dealers including electrical retailers, interior designers, chain stores and property developers. The Group focus business mainly on South East Asia, and had expanded the business in other countries such as South Asia, North Africa, Middle East and certain European countries to distribute its products.

The Group ventures into property development in the Iskandar region in Malaysia as one of our diversification plans in 2013.

Seventh Cove

Rubine™

CHÂTEAU

ELBA

ferroli



beko

KITH
BY CASA

Westinghouse

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LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of the Board of Directors (the “Board”), we present you the annual report of CASA Holdings Limited (“CASA” or the “Group”) for the financial year ended 30 September 2020 (“FY 2020”).

REVIEW OF FINANCIAL PERFORMANCE

With the ongoing and evolving COVID-19 pandemic, we reported a drop in the Group’s revenue at \$14.7 million in FY 2020, a 20.9% decrease from \$18.6 million as compared to the last financial year (“FY 2019”). This is mainly due to our customers who operate retail outlets being required to close during the COVID-19 lockdown and less project sales resulting in a drop in sales.

The Group registered a profit after tax of \$1.1 million in FY 2020 as compared to profit after tax of \$1.7 million in FY 2019. The decrease was in line with the drop in sales and decrease in gain on amortisation of interest-free non-current payables by 0.9 million to \$1.4 million (FY 2019: \$2.3 million). This was however offset by an increase in contribution from associated company to \$1.8 million in FY 2020 from \$1.4 million in FY 2019 and the Job Support Scheme Grant of \$0.7 million (“JSS grant”) received in FY 2020. There was also savings in administrative expenses during the lockdown period and a decrease in selling and distribution expenses which was in line with the decrease in sales.

The Group reported cash and cash equivalents of \$5.0 million (FY 2019: \$1.8 million). The increase in cash and cash equivalents by \$3.2 million is due to lower stock holdings, proceeds from JSS grant and from Temporary Bridging Loan under the Enterprise Financing Scheme amounting to \$1.5 million. As result, the Board is delighted to propose and recommend a dividend of 0.5 cents per share for FY 2020 (FY 2019: nil), subjected to shareholders’ approval in the forthcoming AGM.

REVIEW OF OPERATION AND OUTLOOK

Despite the disruption from the lockdown, our essential service teams comprising of the logistics and service teams have been working non-stop to deliver products and support our dealers who sell online as well as attend to our customer service appointments. While working from home, our non-essential working teams remain committed and focused in meeting our strategy in raising brand awareness and showcasing our complete range of brands and products under one roof. With that, we are delighted to invite you to our online shop at <https://shop.casa.sg> which was launched during Phase 2.



Connect with us now!

LETTER TO SHAREHOLDERS

During the year, we expanded our products brought in brands such as Westinghouse cookware and developed new brand, Kith, to meet our customers demand for trendy yet practical home appliances and to create a joyful cooking experience for our customers. We are also tapping the government grants in refreshing the CASA and EF Brands and implementing a new ERP system so that our staff are empowered and equipped to create value and to serve our customers better.

The near term challenges over the next few months will be to manage supply chain disruptions in meeting our customers' demands. As we resume business in the new normal, we anticipate an increase in our cost of goods and operating expenses.

In the long term we are astutely aware that a strong brand identity, having reliable products and improving our customer experience will allow CASA to weather the challenges ahead. These have been embedded in the Purpose, Vision and Mission Statement of CASA.

APPRECIATION

On behalf of the Board, we would like to acknowledge the continued support from our valued shareholders, dealers, suppliers, service providers, bankers and business associates. We sincerely appreciate the resilience and team work that our management team and staff have displayed during this challenging period. Thank you.

DR LOW SEOW CHAY

Chairman and Independent Director

LIM SOO KONG @ LIM SOO CHONG

Founder, CEO and Executive Director

BOARD OF DIRECTORS

Dr Low Seow Chay

Chairman and Independent Director

Dr Low Seow Chay, age 71, has served as an Independent Director of Casa Holdings Limited (the “Company”) since 28 August 1995. He was last re-elected as a Director on 14 January 2020. He was appointed as Chairman of the Board of Directors and Nominating Committee on 15 January 2020. Dr Low was an associate professor with Nanyang Technological University and a retired Member of Parliament serving the Single Member Constituency ward of Chua Chu Kang. He is now an independent director of Hor Kew Corporation Limited and L.K. Technology Holdings Limited. Dr Low holds a PhD in Mechanical Engineering from University of Manchester, UK.

Mr Lim Yian Poh

Independent Director

Mr Lim Yian Poh, age 74, has served as an Independent Director of Casa Holdings Limited since 4 November 2008. He was appointed as Chairman of the Audit Committee and Remuneration Committee on 15 January 2020. He was last re-elected as a Director on 14 January 2019. Mr Lim has extensive experience in the banking and finance industry and is currently the managing director of Yian Poh Associates, a financial consultancy and investment firm. He is also an independent director of TTJ Holdings Limited and Zicom Group Limited, a company listed on the Australian Stock Exchange. He is an Honorary Commercial Advisor to The Administrative Committee of JiaXing Economic Development Zone, China, and Expert Consultant of Suzhou Vocational University, China. He holds a Bachelor of Science degree from Nanyang University, Singapore and a Master of Science degree from the University of Hull, UK.

Mr Lim Soo Kong @ Lim Soo Chong

Founder, CEO and Executive Director

Mr Lim Soo Kong, age 74, is the CEO of Casa Holdings Limited. He is a founder member of the Company and was appointed to the Board on 2 September 1994. He is a director in all the various subsidiaries in the Group. He graduated with a Diploma in Mechanical Engineering from the Singapore Polytechnic.

Mr Hu Zhong Huai

Non-Executive and Non-Independent Director

Mr Hu Zhong Huai, age 43, is a Non-Executive and Non-Independent Director since 30 October 2007 and a major shareholder of Casa Holdings Limited. He was last re-elected as a Director on 31 January 2018. Mr Hu is a businessman and an entrepreneur in home appliances business. He is currently a director of Arda (Zhejiang) Electrical Co., Ltd, China. He holds a Bachelor of International Business degree from the University of Victoria, Canada.

Mr Stefan Matthieu Lim Shing Yuan

Deputy CEO and Executive Director

Mr Stefan Matthieu Lim Shing Yuan, age 41, was a Non-Executive and Non-Independent Director of Casa Holdings Limited since 17 September 2009. He was last re-elected as a Director on 14 January 2020. He was re-designated from his position as a Non-Executive Director to Executive Director as a result of his appointment as Deputy Chief Executive Officer on 15 January 2020. He is the son of Mr Lim Soo Kong @ Lim Soo Chong. He is a general manager and a director of Polybuilding (S) Pte Ltd. He holds a Master of Business Systems and Bachelor of Commerce (Accounting & Finance) degree from Monash University, Australia.

Mr Yuan Hee Peng

General Manager

Mr Yuan Hee Peng, age 64, is the General Manager and is responsible for the operations in Singapore. He joined the Group in 1980. Mr Yuan holds a Master of Business Administration from the University of Hull, UK and a Bachelor of Business degree from the Royal Melbourne Institute of Technology, Australia and a Diploma in Marketing from the Chartered Institute of Marketing, UK. He is also an ordinary member of the Management Development Institute of Singapore and the Singapore Institute of Management.

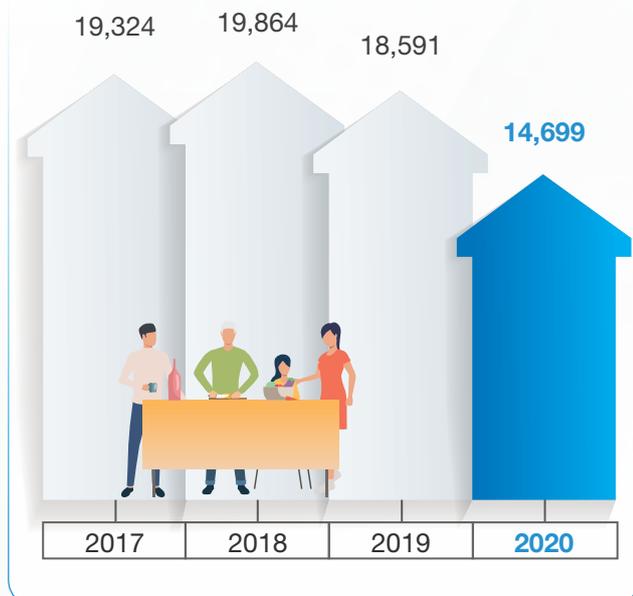
Ms Margaret Chak Lee Hung

Group Financial Controller

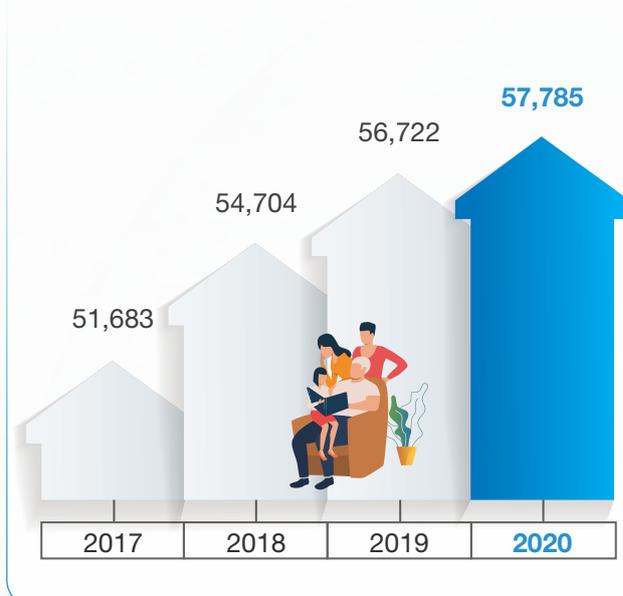
Ms Margaret Chak Lee Hung, age 48, is the Group Financial Controller and Joint Company Secretary. She is responsible for all aspects of financial management, accounting and company secretarial functions of the Group. She joined the Group in 2005 and has more than 20 years of experience in financial management and accounting. She is also a non-independent and non-executive director of Fiamma Holdings Berhad, an associated company of Casa Holdings Limited listed on the Mainboard of the Bursa Malaysia Securities Berhad. Ms Chak holds a Bachelor of Economics (major in Accountancy) degree from Macquarie University, Sydney and is a member of the Institute of Singapore Chartered Accountants.

FINANCIAL HIGHLIGHTS

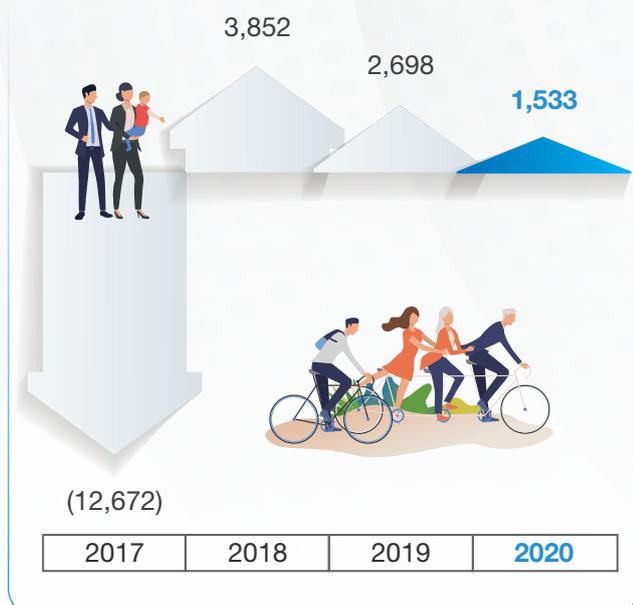
Turnover \$'000



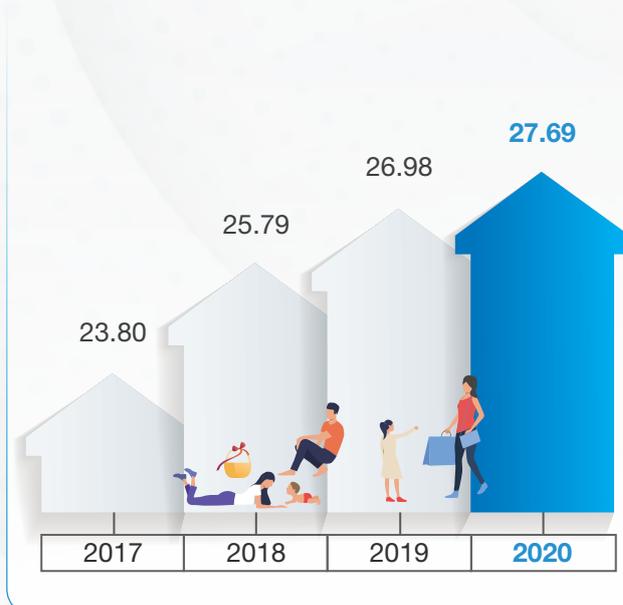
Net Assets \$'000



Profit/(loss) attributable to shareholders \$'000



NAV per Share cents



CORPORATE STRUCTURE



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CORPORATE GOVERNANCE REPORT

Casa Holdings Limited (the “Company”) and its subsidiaries (the “Group”) are committed to maintaining a high standard of corporate governance to ensure greater transparency, to protect shareholders’ interests and enhance shareholders’ value.

The Group adopts practices based on the Code of Corporate Governance 2018 (the “Code”) issued on 6 August 2018. This report describes the Group’s corporate governance practices that were in place throughout the financial year ended 30 September 2020 (“FY2020”), with specific reference made to the principles and provisions as set out in the Code and Mainboard listing manual of Singapore Exchange Securities Trading Limited (the “Listing Manual”), where applicable.

While it is always the objective of the Group to ensure all the provisions in the Code are followed strictly, however, there are situations and reasons where full compliance with the provisions may not be feasible or may not be meaningful for the Group at this stage in time. In this regard, where there are areas of the current practices which deviate from the Code, appropriate explanations are provided accordingly.

(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.

The primary function of the Board of Directors (the “Board”) is to provide effective leadership and direction and work with Management to enhance the long-term value of the Group for its shareholders and other stakeholders.

The Board sets the tone for the Group in respect of ethics, values and desired organisational culture, and ensures proper accountability within the Group.

The Board has the overall responsibility for reviewing the strategic plans and performance objectives, financial plans and performance reviews, key operational initiatives, major funding and investment proposals and corporate governance practices.

In general, the principal duties of the Board include:

- setting and reviewing the Group’s strategic objectives, and ensuring that the necessary financial and human resources are in place for the Group to meet these objectives;
- establishing and maintaining a framework for the oversight of adequacy and effectiveness of internal control, risk management, financial reporting, and compliance;
- reviewing the performance of senior management;
- reviewing the Group’s values and standards (including ethical standards) and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- considering sustainability issues, e.g., environmental and social factors, as part of the strategic formulation.

Directors are required to promptly disclose any conflict or potential conflict of interest, whether directly or indirectly, in relation to any matters, transactions or proposed transactions with the Group as soon as practicable after the relevant facts have come to their knowledge. Any Director who has a conflict of interest which is likely to impact his independence or conflict with a subject under discussion by the Board is required to immediately declare his interest to the Board and recuse himself from participating in any discussion and voting on the subject matter.

Directors are constantly kept abreast of developments in the business including changes to laws and regulations, corporate governance, financial reporting standards and industry-related matters that are of relevance to the Group through participation in the relevant training courses, seminars, and workshops conducted by Management and professional advisors. The Company is responsible for arranging and funding the training of directors, where required.

CORPORATE GOVERNANCE REPORT

The Chairman of the Board, CEO and senior management executives provide new directors briefings to familiarise them with the Group's business and governance practices to enable them to assimilate into their new roles in the Board. Through the briefing sessions, new directors can get acquainted with the senior management executives, thereby facilitating board interaction and independent access to senior management executives. There was no new director appointed to the Board during FY2020.

In addition to the above, the external and internal auditors of the Group regularly brief the audit committee members at their meetings on developments in accounting and governance standards, cybersecurity matters and changes in code of corporate governance and listing rules. The CEO and senior management executives also update the Board at board meetings on business and strategic developments and the current environment of the industry, whenever necessary.

Matters specifically reserved for the Board's approval are key matters such as appointment of directors, appointment of key management personnel, group policies, annual budgets, major acquisitions and disposal of assets not in the ordinary course of business, corporate or financial restructuring exercise, share issuance, declaration or recommendation of dividends, and interested person transactions. Clear directions have been imposed on Management that such matters must be approved by the Board. Apart from the reserved matters as stated above, the Board also approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Management to optimise operational efficiency.

The Board has delegated certain functions to various board committees, namely the audit committee ("AC"), nominating committee ("NC"), and remuneration committee ("RC") (collectively, the "Board Committees"). The Board Committees are constituted with clear written terms of reference setting out their compositions, authorities and duties. While the Board Committees have the authority to examine and may approve certain matters, the Board Committees generally report to the Board with their recommendations for the Board's decisions.

Besides the scheduled Board meetings, the Directors and/or Independent Directors also meet on an ad-hoc basis as necessary and as and when warranted by circumstances. Participation by telephone conference at Board and Board Committees meetings are allowed under the Constitution of the Company. The Board and Board Committees also make decisions by way of written circularised resolutions.

The Directors' attendance at the Board's, the Board Committees' and general meetings of the Company held in FY2020 is as below:

	Board Meetings	Audit Committee Meetings	Nominating Committee Meetings	Remuneration Committee Meetings	Annual General Meeting
No of meetings held	3	2	2	2	1
Name of Directors/Executive Officers					
Lim Soo Kong @ Lim Soo Chong	3	N.A.	2	N.A.	1
Stefan Matthieu Lim Shing Yuan *	3	N.A.	N.A.	N.A.	1
Hu Zhong Huai #	3	2	N.A.	2	1
Low Seow Chay	3	1	1	1	1
Lim Yian Poh	3	2	2	2	1

* Appointed as Deputy CEO and ceased as a member of the AC on 15 January 2020

Appointed as a member of the AC on 15 January 2020

All directors attended the AGM on 14 January 2020.

Dr Low Seow Chay had engagement overseas on the period where meetings were held and was therefore not able to attend these meetings on 29 November 2019.

The NC assessed each Director's contribution and devotion of time and attention to the Company's affairs, having regard to his/her attendance at the directors' meetings, directorship in other listed companies, principle commitments, is of the view that the number of directorships in listed companies and principle commitments are not significant and there were sufficient time and attention to the Company's affairs given by each Director during the course of FY2020.

CORPORATE GOVERNANCE REPORT

Each Director's listed company board directorships and principal commitments can be found in the Board of Directors Profile section of the Annual Report.

Management recognises the importance of ensuring the flow of information to the Directors on an ongoing basis to enable them to make informed decisions and to discharge their duties and responsibilities. All Board and Board Committees papers are distributed to Directors in advance to allow enough time for Directors to prepare for the meetings.

Management's proposals to the Board for approval provide background and explanatory information such as facts, resources needed, risk analysis and mitigation strategies, financial impact, regulatory implications, expected outcomes, conclusions and recommendations.

The Board always has separate and independent access to Management through electronic mail, telephone and face-to-face meetings and may request for any additional information needed at any time to enable them to make informed decisions. Key management, the Company's auditors and external consultants are invited to attend Board and Board Committees meetings to update and provide independent professional advice on specific issues, if required.

Should Directors, whether as a group or individually, require professional advice, the Group, upon direction by the Board, shall appoint a professional advisor, selected by the Group and approved by the Chairman, to render the advice. The cost of such service shall be borne by the Group.

Directors have separate and independent access to the Company Secretary. The Company Secretary's responsibilities include among other things, assisting in ensuring that Board procedures are observed and that the Company's Constitution, relevant rules and regulations, including certain requirements of the Securities and Futures Act, Companies Act and Listing Manual, are complied with.

The Company Secretary and/or her representative attend and prepare minutes for all Board and Board Committees meetings. The Company Secretary assists the Chairman of the Board, the Chairman of the Board Committees and Management in the development of the agendas for their meetings. The appointment and the removal of the Company Secretary are subject to the Board's approval.

Board Composition and Guidance

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

The NC is tasked to determine on an annual basis and as and when the circumstances require whether or not a director is independent in conduct, character and judgement, and has any relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company.

For the purpose of determining each Independent Director's independence, every Independent Director has provided a declaration on their independence for acting as a director of the Company based on the requirements under the Code and deliberated upon by the NC and the Board.

With regard to Provision 2.1 of the Code which requires that the independence of any director who has served on the Board beyond 9 years from the date of first appointment be subject to particularly rigorous review, the NC has reviewed the independence of Dr Low Seow Chay and Mr Lim Yian Poh, who have served on the Board for more than nine (9) years. The NC is of the view that both Dr Low Seow Chay and Mr Lim Yian Poh are independent from management and its substantial shareholders. They do not have any business relationships with the Company. Their long association with the Company do not impede their independent judgement for the interest of the Company. Conversely, they continue to demonstrate that they are able to exercise independent judgement and decisions for the affairs of the Company and provides significant and valuable contribution objectively to the Board as a whole.

The NC assessed the independence of each of the Directors in FY2020. After having considered the declarations made by Dr Low Seow Chay and Mr Lim Yian Poh and considering the criteria of independence set out under the Code, determined that the named Directors are independent.

CORPORATE GOVERNANCE REPORT

The Board comprises five (5) Directors, two (2) of whom are Executive Directors, one of (1) whom is a Non-Executive Director and two (2) of whom are Non-Executive and Independent Directors which is in compliance with Provision 2.3 of the Code which requires non-executive directors make up majority of the board.

The Nominating Committee (“NC”) is of the view that the current Board comprises directors who as a group provide core competencies such as commerce, business or management experience, industry knowledge, strategic planning experience, customer-based experience or knowledge and familiarity with regulatory requirements and risk management.

The Board is of the view that the current size of the Board is appropriate for effective decision making, taking into account the nature, size and scope of the Company’s operations.

The Group recognises that board diversity is an essential element contributing to its sustainable development and strategic success. The Group believes that board diversity augments decision-making and a diverse board is more effective in dealing with organisational changes and less likely to suffer from groupthink.

The Group has in place a Board Diversity Policy, which endorses the principle that its Board should have a balance of skill, knowledge, experience and diversity of perspectives appropriate to the Group’s business to promote the inclusion of different perspectives and ideas.

The NC reviewed the composition of the Board and the Board Committees during the course of FY2020 and is of the view the current Board and Board Committees are of an appropriate size and comprise directors with appropriate balance and mix of skills, knowledge, experience and age. The Directors provide core competencies such as accounting, finance, business and management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge required for the Board to be effective. There is diversity of thought and background in its composition to enable it to make decisions in the best interest of the Group.

The existing Board comprise only male Directors which diverges from the recommended practice. Accordingly, one of the objectives of the NC is to identify and recommend suitable female director, preferably with different skills and knowledge from the current Directors, for appointment to the Board to further diversify its current skill sets and gender at the appropriate time.

The Independent Directors met regularly outside the Company without the presence of Management on an informal basis during the course of FY2020, to discuss matters which require their additional attention and provided feedback to the Chairman of the Board as deemed appropriate.

Chairman and Chief Executive Officer

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

In compliance with the Code, the Chairman and the Chief Executive Officer (“CEO”) are separate persons. The Chairman is Dr Low Seow Chay, an Independent Director while the CEO is Mr Lim Soo Kong @ Lim Soo Chong. Both the Chairman and the CEO are not related to each other.

The division of responsibilities between the leadership of the Board and Management ensures that no one individual has unfettered powers of decision-making at both the board and management level.

The Chairman is responsible for:

- leading the Board to ensure its effectiveness;
- managing the Board’s business, including supervising the work of the Board Committees;
- setting the Board agenda and ensuring the information flow and timing are adequate for discussion of all set agenda items, in particular strategic issues;
- setting the tone of Board discussion to promote open and frank debate and effective decision-making;

CORPORATE GOVERNANCE REPORT

- facilitating the effective contribution of Non-Executive Directors;
- ensuring effective communication with shareholders; and
- encouraging constructive relations with the Board and between the Board and Management.

The CEO is responsible for:

- developing the Group's business and operation strategies;
- managing the present businesses of the Group;
- implementing the Board's decisions;
- provide oversight of the commercial, marketing, business development and quality, health, safety, security and environmental functions; and
- managing and overseeing the ongoing debt and corporate restructuring exercise of the Group.

Board Membership

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

The NC comprises the following three members, two of whom including the NC Chairman, are Independent Directors:

- | | |
|-----------------------------------|-----------------------------------|
| • Dr Low Seow Chay | Chairman and Independent Director |
| • Mr Lim Yian Poh | Independent Director |
| • Mr Lim Soo Kong @ Lim Soo Chong | Executive Director and CEO |

The NC is responsible for:

- nomination and re-nomination of the directors of the Company having regard to their contribution, performance, and ability to commit sufficient time and attention to the affairs of the Group, and taking into account their respective commitments outside the Group;
- determining annually whether or not a director is independent;
- deciding whether or not a director is able to and has been adequately carrying out his/her duties as a director;
- review of board succession plans for directors, and the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- development and implementation of a process and criteria for evaluation of the performance of the Board, its committees and directors;
- formal assessment of the effectiveness of the Board as a whole, Board Committees and individual directors;
- review of training and professional development programs for the Board and its directors;
- review and approval of new employment of persons related to the directors and controlling shareholders and the proposed terms of their employment; and
- appointment and re-appointment of directors (including alternate directors, if any).

The Company has no alternate director on its Board.

The NC has put in place a formal process for the selection of new directors to increase transparency of the nomination process in identifying and evaluating nominees for directors.

CORPORATE GOVERNANCE REPORT

The NC leads the process as follows:

- the NC evaluates the composition, skills, knowledge, and experience of the existing Board and the requirements of the Group. Considering such evaluation, the NC determines the role and the key attributes that an incoming director should have.
- after endorsement by the Board of the key attributes, the NC taps on the resources of directors' personal contacts for recommendations of the potential candidates and goes through a short-listing process. If candidates identified from this process are not suitable, executive recruitment agencies will be appointed to continue the search process.
- NC meets with the shortlisted candidate(s) to assess suitability and to ensure that the candidate(s) is/are aware of the expectations and the level of commitment required.
- NC recommends the most suitable candidate to the Board for appointment as director.

The NC is responsible for re-election of directors. In its deliberations on the re-election of existing Directors, the NC takes into consideration the Director's contribution and performance (including his contribution and performance as an Independent Director, if applicable).

The assessment parameters include attendance record and preparedness at meetings of the Board and Board Committees as well as the quality of input to matters arising and any other special contribution.

All Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. Rule 720(5) of the SGX Listing Manual requires all directors to subject themselves for re-nomination and re-appointment at least once every three year while, Article 107 of the Company's Constitution provides that at the AGM in every year at least one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office provided always that all Directors shall retire from office at least once every three years.

In addition, Article 109 of the Company's Constitution provides that subject to the Companies Act, Cap. 50 and every other statute for the time being in force concerning companies and affecting the Company, a retiring Director shall be eligible for re-election at the meeting at which he retires.

Pursuant to Rule 720(5) and Article 107 of the Company's Constitution, Mr Lim Soo Kong @ Lim Soo Chong and Mr Hu Zhong Huai will retire as a Director of the Company at the forthcoming AGM. The retiring Directors, being eligible, have offered themselves for re-election as a Director of the Company. The Board is satisfied that the retiring Directors are qualified for re-election by virtue of their skills, experience and their contribution of guidance and time to the Board. The retiring Directors have abstained from deciding on his own nomination respectively.

The NC determines annually, and as and when circumstances require, based on a Director's Independence Checklist ("Checklist") completed, if a director is independent, having regard to the circumstances or independence criteria set forth in provision 2.1 of the Code. The NC determined that, during FY2020, there was no Director whose relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, affect their independence as an Independent Director of the Company. The Board is in accord with the NC's determination.

In determining whether a director is able to and has been adequately carrying out his/her duties as a Director of the Group, the NC also takes into account the results of the assessment of individual director, and the respective directors' actual conduct on the Board, in making this determination.

Board Performance

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

The NC conducts an annual assessment on the performance of the Board as a whole, the Board Committees and individual directors and considers each Director's contribution and devotion of time and attention given to the Company.

CORPORATE GOVERNANCE REPORT

This process is conducted using a questionnaire designed to assess the performance of the Board and the Board Committees. Individual Directors are assessed on self-evaluation basis. The responses received from the questionnaires are then tabulated, collated and then given to the Chairman of the NC for his review and discussion at the NC meeting. The conclusion of the assessment derived from the consolidated results and recommendations are then presented to the Board for its review and adoption, if deemed necessary.

The Board reviews the evaluation conducted by the NC based on the consolidated results received from the Directors and recommendations put forward by the Directors for improvement of performance and effectiveness of the Board, the Board Committees and individual directors. Following the review, the Board is of the view that the Board, the Board Committees and individual directors performed consistently well and operated effectively for FY2020.

The Directors, led by the NC, assessed the performance of the Chairman of the Board for FY2020 at the Board meeting and provided the feedback to the Chairman of the Board.

There was no external consultant involved in the Board evaluation process in FY2020.

The NC performed the following activities in FY2020:

- reviewed the re-election of Directors, and making recommendation to the Board for their approval;
- reviewed the independency of the Independent Directors;
- evaluated the performance and effectiveness of the Board, the Board Committees, Individual Directors and the Chairman;
- reviewed the training and professional development programs for the Directors;
- reviewed the current Board size and composition;
- reviewed matters relating to Board diversity; and
- reviewed succession planning for the Board and Management.

(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.

The RC comprises the following three members, a majority of whom, including the RC Chairman, are Independent Directors:

- | | |
|--------------------|---|
| ● Mr Lim Yian Poh | Chairman and Independent Director |
| ● Dr Low Seow Chay | Independent Director |
| ● Mr Hu Zhong Huai | Non-Executive Director and Non-Independent Director |

The RC is responsible for ensuring 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 member of the RC is involved in deliberations in respect of any remuneration, compensation, options, or any form of benefits to be granted to him.

CORPORATE GOVERNANCE REPORT

The members of the RC carried out their duties in accordance with the terms of reference which include the following:

- review and recommend to the Board for endorsement, a framework of remuneration for the Board and key management personnel which covers all aspect of remuneration, including but not limited to, director's fees, salaries, allowances, bonuses, grant of shares, and share options and benefits in kind;
- review and recommend to the Board, the specific remuneration packages for each director as well as for the key management personnel;
- consult professional consultancy firms where necessary in determining remuneration packages;
- consider the various disclosure requirements for directors' remuneration and ensure that there is adequate disclosure in the financial statements and annual report to enhance transparency between the Company and relevant interested parties; and
- review all aspects of remuneration of Executive Directors and key management personnel including the Company's obligations arising in the event of termination of their service contracts, to ensure the contracts contain fair and reasonable termination clauses which are not overly generous.

The RC has access to the professional advice of external experts in the area of remuneration, where required. No remuneration consultants were engaged by the Company in FY2020.

Level and Mix of Remuneration

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

Executive Directors are paid a basic salary and a performance-related bonus linked to the performance of the Company. Key management personnel are paid a basic salary and a performance bonus based on their achievement of key performance indicators ("KPI"). In view of size of the operation and financial performance of the Company, the parameters and targets for KPIs are on achievement of matters relating to effectiveness and efficiency of resources and achievement of milestones in improving the Company's business and financial performance.

The performance-related element of the Executive Directors' and key management personnel's remuneration is designed to align their interests with the interests of shareholders and other stakeholders.

The RC reviews the remuneration of the Non-executive Director to ensure the remuneration of the Non-executive director of the Company is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

The RC also ensures the Independent Directors' compensation are appropriate and at the same time does not compromise their independence. None of the Independent Directors have any service contracts with the Company.

Directors' fees are reviewed and endorsed by the RC.

The Board concurred with the RC's proposal for Independent Directors' fees for FY2020 and are of the view that the Directors' fees is appropriate and not excessive.

The RC takes into consideration the need to ensure that remuneration is appropriate in order to attract, retain and motivate directors to provide good stewardship to the Company and key management personnel to successfully manage the Company for the long-term.

CORPORATE GOVERNANCE REPORT

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.

The remuneration of each individual Director and aggregate of top key management personnel of the Group is not disclosed as the Company believes that disclosure may be prejudicial to its business interests given the highly competitive environment it is operating in. The RC has reviewed the practice of the industry in this regard and weighed the advantages and disadvantages of such disclosure.

The breakdown of the Directors' and key management personnel's remuneration in bands of \$250,000 should, in the Board's assessment, provide adequate overview of the remuneration of the Directors and key management personnel.

The remuneration paid to or accrued to each individual Director for FY2020 is as follows:

Name	Remuneration Band	Salary %	Profit Sharing %	Fringe Benefits %	Directors' Fees# %	Total %
Lim Soo Kong @ Lim Soo Chong	\$250,000 to below \$500,000	89.3	6.8	3.9	-	100
Hu Zhong Huai	Below \$250,000	-	-	-	100	100
Low Seow Chay	Below \$250,000	-	-	-	100	100
Lim Yian Poh	Below \$250,000	-	-	-	100	100
Stefan Matthieu Lim Shing Yuan	Below \$250,000	100	-	-	-	100

Directors' fees are subject to Shareholders' approval at the forthcoming annual general meeting.

There are only two top key management personnel (who are not directors or the CEO) whom the Company considers to be key executives of the Group as disclosed in Page 5. The remuneration paid to or accrued to the top key management personnel (who are not directors or the CEO) for FY2020 is as follows:

	Salary (%)	Bonus (%)	Other Benefits (%)	Total (%)
<u>Below \$250,000</u>				
Margaret Chak Lee Hung	90.0	7.0	3.0	100
Yuan Hee Peng	85.0	6.0	9.0	100

Save for the following, there is no other employee who is immediate family member of a director or the CEO or a substantial shareholder of the Company and whose remuneration exceeds \$100,000 in FY2020:

- Mr Stefan Matthieu Lim Shing Yuan, son of Mr Lim Soo Kong @ Lim Soo Chong, Executive Director and CEO of the Company, is employed by the Company as Deputy CEO and has received remuneration in that capacity.

Save for Mr Lim Soo Kong @ Lim Soo Chong who is the substantial shareholder of the Company, there is no employee who is a substantial shareholder of the Company.

The Company is transparent on remuneration policies as it has been disclosed not only as part of its compliance with Principle 8 but also in respect of Principle 7 of the Code. In particular, the Company has elaborated on the remuneration policy governing the remuneration of Executive Directors and key Management personnel and the factors taken into account for the remuneration of the Non-executive Director. The Company has also disclosed the remuneration paid to each Director, the Chairman and the key Management personnel using bands of \$250,000 for transparency.

CORPORATE GOVERNANCE REPORT

The procedure for setting remuneration is clearly disclosed and the relationships between remuneration, performance and value creation are disclosed through the Company's disclosure on its remuneration policies, as well as the disclosed remuneration in bands of no wider than \$250,000 and the breakdown of the components of their remuneration.

The Board is of the view that in light of the above and despite its deviation from Provision 8.1 of the Code, the Company has provided a high level of transparency on remuneration matters, as information on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation has been disclosed in detail in the preceding paragraphs. Accordingly, the Board is of the view that the non-disclosure of the exact quantum of the remuneration of each Director and key Management personnel will not be prejudicial to the interest of shareholders and complies with Principle 8 of the Code.

The RC performed the following activities in FY2020:

- Reviewing the remuneration packages for Board and key-executives and making recommendation to the Board for approval; and
- Reviewing the Directors' Fees and making recommendation to the Board for approval.

(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.

The Board is responsible for the governance of risk. It ensures that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Board acknowledges that it is responsible for maintaining a sound system of internal control and risk management, but recognises that no cost-effective internal control system and risk management will preclude all errors and irregularities. Internal controls and risk management can provide only reasonable and not absolute assurance against material misstatement, losses, human errors, fraud or other irregularities.

Management is responsible to the Board for the design, implementation, and monitoring of the Group's risk management and internal control systems and to provide the Board with a basis to determine the Group's level of risk tolerance and risk policies.

The Board and the AC work with the internal auditors, external auditors, and Management on their recommendations to institute and execute relevant controls with a view to managing those risks identified in the assessment.

The Board received assurance from the CEO and the Group Financial Controller ("GFC") of the Company that the financial records of the Group have been properly maintained and the financial statements for FY2020 give a true and fair view of the Group's operations and finances.

The Board also received assurance from the CEO and the key management personnel of the Company that the risk management and internal control systems of the Group were adequate and effective for FY2020.

Based on the internal controls established and maintained by the Group, work performed by the internal auditors, discussions with external auditors and reviews performed by Management and the assurances provided by the CEO, GFC and key management personnel as stated in the aforesaid paragraph, the Board is of the view that the Group's internal controls (including financial, operational and compliance and information technology controls) and risk management systems were adequate and effective for FY2020.

The AC concurs with the Board's view that the internal controls (including financial, operational and compliance and information technology controls) and risk management systems in place of the Group were adequate and effective as at 30 September 2020.

CORPORATE GOVERNANCE REPORT

Audit Committee

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

The AC comprises the following three members, a majority of whom, including the AC Chairman, are Independent Directors:

- | | |
|--------------------|--|
| ● Mr Lim Yian Poh | Chairman and Independent Director |
| ● Dr Low Seow Chay | Independent Director |
| ● Mr Hu Zhong Huai | Non-Executive and Non-Independent Director |

The NC and the Board are satisfied that the members of AC have recent and relevant accounting or related financial management expertise and experience to discharge the AC functions.

No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the AC. The duties of the AC include:

- 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;
- reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;
- reviewing the assurance from the CEO and the GFC on the financial records and financial statements;
- making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and
- reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be raised, independently investigated and appropriately followed up on.

During review of the financial statements for FY2020, the AC discussed with Management and the external auditor on the significant issues that were brought to the AC's attention. These material issues which the external auditor assessed to be most significant in its audit of the financial statements for the year under review have been highlighted in the key audit matters section of the Independent Auditor's Report.

The AC reviewed the work performed by the Management and made enquiries relevant to the key audit matters. In addition, the AC also reviewed and discussed the findings presented and related work performed by the external auditor. The AC was satisfied that these material issues have been properly addressed and appropriately adopted and disclosed in the financial statements.

The AC reviews the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees awarded to them. An analysis of fees paid in respect of audit and non-audit services provided by breakdown for FY2020 is disclosed in Note 5 to the financial statements. The AC has reviewed all non-audit services provided by the external auditors and is satisfied that these non-audit services would not affect the independence and objectivity of the external auditors.

The Group has complied with Rule 712, Rule 715, and Rule 716 of the Listing Manual in the appointment of its auditors. The AC recommends to the Board the reappointment of Messrs Nexia TS Public Accounting Corporation as the external auditors of the Group at the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

In the course of FY2020, the AC carried out the following activities:

- reviewed half-yearly and full year financial statements (audited and unaudited), and recommending to the Board for approval;
- reviewed interested/related parties' transactions;
- reviewed audit plan and assess the independence of external auditors;
- reviewed internal audit plan and the appointment of internal auditors;
- reviewed the nomination of external auditors for re-appointment at AGM and determined their remuneration, and made appropriate recommendations to the Board for approval; and
- met with the internal and external auditors of the Company without the presence of Management.

The Group recognises the importance of providing the Board with accurate and relevant information on a timely basis. Management provides the Board with management accounts, operations reviews and related explanations together with the financial statements on a half-yearly basis and as the Board may require from time to time. The AC reviews the financial statements and reports to the Board for approval.

The Board reviews and approves the results before its release. The Board provides shareholders with half-yearly and annual financial reports. Results for the half-yearly and full financial year are released to shareholders within the timeframe in line with Rule 705 of the Listing Manual. In presenting the annual and half-yearly financial statements to shareholders, the Board aims to provide shareholders with a balanced and clear assessment of the Group's performance, position and prospects.

The AC is kept abreast by Management, Company Secretaries and the independent auditor of changes to accounting standards, Listing Rules of the SGX-ST and other regulations which could have an impact on the Group's business and financial statements.

The Company has a Whistle Blowing Policy which sets the framework to encourage the reporting in good faith of serious concerns or escalate serious matters on a confidential basis without fear of reprisal, dismissal, or discriminatory treatment. The Whistle-Blowing Policy provides procedures to validate concerns and for investigation to be carried out independently. The employees of the Group are aware of the existence of the Whistle-Blowing Policy as it had been incorporated in the employee's handbook.

The Board recognises the importance of maintaining a system of internal controls. The Company has outsourced its internal audit functions to independent internal auditors, Paul Wan & Co for FY2020.

The internal audit function is expected to meet the standard set by internationally recognised professional bodies including the International Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel, including access to the Board, the AC and Management, where necessary, and has the right to seek information and explanation.

The appointed Internal Auditors reports directly to the AC and is responsible for assessing the reliability, adequacy and effectiveness of the system of internal controls that are in place to protect the funds and assets of the Group, ensuring control procedures are complied with, assessing if the operations of the business processes under review are conducted efficiently and effectively, and identifying and recommending improvements to internal control procedures, where required.

The Internal Auditors plan its internal audit schedules in consultation with, but independent of, Management. The internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit. The AC will review the activities of the Internal Auditors, including overseeing and monitoring of the implementation of improvements required for internal control weaknesses identified.

CORPORATE GOVERNANCE REPORT

For the year under review, the AC has reviewed and is satisfied with the adequacy, independence and effectiveness of the internal audit function.

The AC has met with the external auditors, and the internal auditors, without the presence of Management, once in FY2020.

(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.

The Group recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders, are protected.

The Group is committed to providing shareholders with adequate and timely information pertaining to changes in the Group's business which could have a material impact on the Company's share price.

As the forthcoming AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) order 2020 (the "Order"), shareholders of the Company will not be able to attend the AGM in person. Under the Order, shareholders who wish to exercise their voting rights must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the forthcoming AGM. The Group strongly encourages shareholder participation to attend the AGM to ensure high level of accountability and to stay informed of the Group's strategy and goals.

The Board believes that general meetings serve as an opportune forum for shareholders to meet the Board and key management personnel, and to interact with them. Information on general meetings is disseminated through notices in the annual reports or circulars sent to all shareholders. The notices are also released via SGXNet and published in local newspapers, as well as posted on the company website.

At the AGM, a member who is a relevant intermediary which provide nominee or custodial services is entitled to appoint more than two proxies to attend, speak and vote at the meeting, so shareholders who hold shares through such intermediary can attend and participate in general meeting as proxies.

The Company conducts poll voting for all proposed resolutions at AGM for greater transparency in the voting process. The total numbers of votes cast for or against the resolutions will also be announced after the meeting via SGXNet.

The Company Secretary prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and Management.

The Company provides for separate resolutions at general meetings on each substantially separate issue unless the issues are interdependent and linked to form one significant proposal.

All the resolutions at the general meetings are single item resolutions.

The Chairman of the Board and the Directors attend all general meetings to address questions and issues raised by shareholders. The external auditors are also present to address any relevant queries from shareholders on the conduct of audit and the preparation and content of the auditors' report. Key management executives are also present at the general meetings to respond to operational questions from shareholders.

All Directors attended the AGM of the Company held on 14 January 2020.

CORPORATE GOVERNANCE REPORT

The Company's Constitution allows all shareholders to appoint up to two proxies to attend general meetings and vote on their behalf. As the authentication of shareholder identity information and other related security issues still remain a concern, the Group has decided, for the time being, not to implement voting in absentia by mail, email or fax. Minutes of general meetings are published to SGXNet.

The Company does not have a fixed dividend policy in place. The Company may declare an annual dividend with the approval of the shareholders in a general meeting, but the amount of such dividend shall not exceed the amount recommended by the Board. The Board may also declare an interim dividend without the approval of the shareholders.

Engagement with Shareholders

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

The Company has established an investor relation policy that governs regular, effective and fair communication with shareholders. A copy of the Company's investor relations policy is available on the corporate website of the Company.

The Group is committed to maintaining high standards of corporate disclosure and transparency through timely communication of information to shareholders and the public. It is the Company's policy that all shareholders and the public be informed of all major developments that impact the Group on a timely basis. Communication is made through:

- annual report that are prepared and issued to all shareholders;
- annual and half-yearly financial statements announcements containing a summary of the financial information and affairs of the Group for the period;
- notices of and explanatory memoranda for AGMs and extraordinary general meetings; and
- disclosure to the SGX-ST.

The directors regard general meetings of the shareholders as an opportunity to communicate directly with shareholders and encourage greater participation of the shareholders. Shareholders have the opportunity to participate effectively in and to vote at general meetings of shareholders to ensure a high level of accountability and communicate their views on various matters affecting the company.

(E) MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

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

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to work towards sustainable growth. The Company's efforts on sustainability are focused on creating sustainable value for our key stakeholders, which include employees, lenders, investors, clients and regulators.

The Company's strategy and key areas of focus in relation to the management of the stakeholder relationships during the reporting period will be set out in the Sustainability Report. The Sustainability Report will be published on the SGXNET and the corporate website of the Company no later than 28 February 2021.

The Company maintains a current corporate website at <http://www.casaholdings.com.sg>.

CORPORATE GOVERNANCE REPORT

(F) OTHER CORPORATE GOVERNANCE MATTERS

Interested Person Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC, and that transactions are conducted on an arm's length basis and are not prejudicial to the interests of the shareholders.

There were no interested person transactions (with value more than \$100,000) for FY2020 except as follows:

Name of interested person	Nature	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
Multicable Manufacturing (S) Pte Ltd	Rental income received	\$420,000
Arda (Zhejiang) Electrical Co., Ltd	Purchase of goods	\$301,000

Material Contracts

Save for the service agreements entered into between the Executive Directors and the Company, there was no material contract entered into by the Company and its subsidiaries involving the interests of any Director or controlling shareholders subsisting as at 30 September 2020.

Dealing in Securities

The Company has adopted an internal code on dealings in securities. Directors and employees are not allowed to deal in the Company's shares during the periods commencing one month before the announcement of the Group's half-yearly and full year results and ending on the date of announcement of such result, or when they are in possession of unpublished price-sensitive information on the Group. In addition, the employees of the Company are advised not to deal in the Company's securities on short term considerations and are expected to always observe the insider trading rules, even when dealing in the Company's securities within the permitted trading periods.

DIRECTORS' STATEMENT

For the financial year ended 30 September 2020

The directors present their statement to the members together with the audited consolidated financial statements of the Group for the financial year ended 30 September 2020 and the statement of financial position of the Company as at 30 September 2020.

In the opinion of the directors,

- (a) the statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 31 to 89 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 30 September 2020 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Lim Soo Kong @ Lim Soo Chong
Hu Zhong Huai
Low Seow Chay
Lim Yian Poh
Stefan Matthieu Lim Shing Yuan

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 name of director		Holdings in which director is deemed to have an interest	
	At 30.9.2020	At 1.10.2019	At 30.9.2020	At 1.10.2019

The Company

(No. of ordinary shares)

Lim Soo Kong @ Lim Soo Chong	59,944,202	59,944,202	–	–
Hu Zhong Huai	60,826,710	60,826,710	–	–
Low Seow Chay	–	–	204,600	204,600

By virtue of Section 7 of Singapore Companies Act, Chapter 50, Lim Soo Kong @ Lim Soo Chong and Hu Zhong Huai are deemed to have interests in all the ordinary shares of the Company's subsidiary corporations.

The directors' interests in the ordinary shares of the Company as at 21 October 2020 were the same as those as at 30 September 2020.

DIRECTORS' STATEMENT

For the financial year ended 30 September 2020

Share options

No options have been granted to subscribe for unissued shares of the Company or its subsidiary corporations during the financial year.

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

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

Audit committee

The members of the Audit Committee at the end of the financial year were as follows:

Lim Yian Poh	(Chairman and Independent Director)
Low Seow Chay	(Independent Director)
Hu Zhong Huai	(Non-Executive and Non-Independent Director)

The AC met 2 times in the financial year under review and carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act. In performing those functions, the Committee:

- reviewed with the independent auditor, the audit plan, their evaluation of the Group's system of internal accounting controls, their audit report, management letter and the management's response; and also the assistance given by the Company's officers to the independent auditor;
- reviewed the scope and results of audit and its cost effectiveness and where the independent auditor also supply a substantial volume of non-audit services to the Company, reviewed the nature and extent of such services to maintain the independence and objectivity of the independent auditor;
- reviewed the half-year and full-year financial results of the Company and the consolidated financial statements of the Group before submission to the Board of Directors (the "Board") for approval;
- reviewed annually the effectiveness of the Company's material internal controls including financial, operational and compliance control and risk management;
- considered and made recommendations to the Board on the appointment, re-appointment or removal of the independent auditor, their remuneration and terms of engagement;
- ensured that the internal audit function is adequately resourced and has appropriate standing within the Company and to review the adequacy of the function annually;
- reviewed the scope and results of the internal audit;
- met with the independent auditor and internal auditors without the presence of the management annually;
- reviewed interested persons transactions to be in compliance with the rules of the Listing Manual of Singapore Exchange Securities Trading and other relevant statutory requirements and any potential conflicts of interest; and
- commissioned and reviewed the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rules or regulations which has or is likely to have a material impact on the operating results and financial position of the Group.

The Audit Committee 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.

DIRECTORS' STATEMENT

For the financial year ended 30 September 2020

Independent auditor

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

On behalf of the Board

Lim Soo Kong @ Lim Soo Chong
Director

Stefan Matthieu Lim Shing Yuan
Director

18 December 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Casa Holdings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Casa Holdings Limited (the "Company") and its subsidiary corporations (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 September 2020, 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 31 to 89.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 September 2020 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 (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial 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.

Development properties

Refer to Note 2.16, Note 3(a) and Note 16 to the financial statements

Area of focus:

The Group has significant development properties located primarily in the Iskandar region of Malaysia. As at 30 September 2020, the Group's development properties amounted to approximately \$55,283,000 (2019: \$55,419,000) comprising mainly of the land and certain initial development costs, which represented 57% of the total assets of the Group. The development properties are held with the intention for development and sale in the ordinary course of business and are stated at the lower of cost and estimated net realisable value ("NRV"), which represents the estimated selling price less costs to be incurred in selling the properties. The development had been halted in FY2016 based on the management's assessment of the property market condition in Malaysia and there is no significant development costs incurred since then.

Specific audit focus in this area is required, as the determination of the estimated NRV of the development properties involves significant judgements and is dependent upon the Group's assessment of market demand and market prices at the reporting date on the comparable properties of the same characteristics within the same vicinity based on the independent real estate valuers' (the "valuer") estimation of the fair values of the land and the developments. The valuation process is inherently subjective and involves significant judgements in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied.

INDEPENDENT AUDITOR'S REPORT

To the Members of Casa Holdings Limited

Key Audit Matters (continued)

How our audit addressed the area of focus:

In obtaining sufficient audit evidence to determine the NRV of the development properties, we:

- discussed with management regarding its plan and status of the Group's development properties;
- considered the Group's processes for the selection of the valuer, the determination of the scope of work of the valuer, and the review and acceptance of the valuations reported by the valuer. We also assessed the qualification and competency of the valuer, and read the terms of the engagement of the valuer to determine whether there were any matters that might have affected their objectivity or limited their scope of the work;
- obtained and reviewed the valuation reports from the valuer, together with our internal valuation specialists, to evaluate the appropriateness of valuation methodologies and significant underlying assumptions used in the valuation; and
- considered the adequacy of the disclosures in the financial statements.

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 information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Casa Holdings Limited

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Casa Holdings Limited

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by 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 Lee Look Ling.

Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore

18 December 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 30 September 2020

	Note	2020 \$'000	2019 \$'000
Continuing operations			
Revenue	4	14,699	18,591
Cost of sales		<u>(8,613)</u>	<u>(10,639)</u>
Gross profit		6,086	7,952
Other income	7	2,341	1,710
Other gains – net	8	1,498	2,486
Expenses			
- Selling and distribution		(1,949)	(2,219)
- Administrative		(5,957)	(6,855)
- Finance	9	(2,303)	(2,029)
Share of profit of associated companies	17	1,769	1,391
Share of loss of a joint-venture company	18	<u>(59)</u>	<u>(166)</u>
Profit before income tax		1,426	2,270
Income tax expense	10(a)	<u>(306)</u>	<u>(231)</u>
Profit from continuing operations		1,120	2,039
Discontinued operations			
Loss from discontinued operations	11	<u>–</u>	<u>(328)</u>
Total profit		<u>1,120</u>	<u>1,711</u>
Other comprehensive loss, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
- Share of other comprehensive loss of associated companies	17	(80)	(39)
- Currency translation gain arising from consolidation		<u>23</u>	<u>22</u>
Other comprehensive loss, net of tax		<u>(57)</u>	<u>(17)</u>
Total comprehensive income		<u>1,063</u>	<u>1,694</u>
Profit/(loss) attributable to:			
Equity holders of the Company		1,533	2,531
Non-controlling interests		<u>(413)</u>	<u>(820)</u>
		<u>1,120</u>	<u>1,711</u>
Profit/(loss) attributable to equity holders of the Company relates to:			
Profit from continuing operations		1,533	2,698
Loss from discontinued operations		<u>–</u>	<u>(167)</u>
		<u>1,533</u>	<u>2,531</u>
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		1,483	2,508
Non-controlling interests		<u>(420)</u>	<u>(814)</u>
		<u>1,063</u>	<u>1,694</u>
Earnings/(losses) per share (“EPS”) for profit/(loss) attributable to equity holders of the Company (cents per share)			
Basic and diluted EPS			
From continuing operations	12	0.73	1.29
From discontinued operations	12	<u>–</u>	<u>(0.08)</u>

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

STATEMENTS OF FINANCIAL POSITION

As at 30 September 2020

	Note	Group		Company	
		2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
ASSETS					
Current assets					
Cash and cash equivalents	13	5,081	1,752	490	95
Trade and other receivables	14	3,277	4,243	34,568	34,108
Inventories	15	3,361	4,632	-	-
		11,719	10,627	35,058	34,203
Non-current assets					
Development properties	16	55,283	55,419	-	-
Investments in associated companies	17	16,119	15,080	9,945	10,305
Investment in a joint-venture company	18	2,904	2,648	-	-
Investments in subsidiary corporations	19	-	-	12,241	13,644
Property, plant and equipment	20	10,669	9,531	-	-
		84,975	82,678	22,186	23,949
Total assets		96,694	93,305	57,244	58,152
LIABILITIES					
Current liabilities					
Trade and other payables	23	4,110	5,522	8,670	11,956
Provisions	24	483	457	-	-
Bank borrowings	25	373	506	-	-
Lease liabilities	26	51	13	-	-
Current income tax liabilities	10(b)	336	278	-	-
		5,353	6,776	8,670	11,956
Non-current liabilities					
Other payables	23	30,188	29,238	-	-
Provisions	24	165	165	-	-
Bank borrowings	25	1,525	404	-	-
Lease liabilities	26	1,545	-	-	-
Deferred income tax liabilities	27	133	-	-	-
		33,556	29,807	-	-
Total liabilities		38,909	36,583	8,670	11,956
NET ASSETS		57,785	56,722	48,574	46,196
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	28	32,315	32,315	32,315	32,315
Currency translation reserve		492	542	-	-
Retained profits		25,297	23,764	16,259	13,881
		58,104	56,621	48,574	46,196
Non-controlling interests	19	(319)	101	-	-
Total equity		57,785	56,722	48,574	46,196

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 September 2020

	← Attributable to equity holders of the Company →					
	Share capital \$'000	Currency translation reserve ^(a) \$'000	Retained Profits ^(b) \$'000	Total \$'000	Non- controlling interests \$'000	Total equity \$'000
2020						
Balance as at 1 October 2019	32,315	542	23,764	56,621	101	56,722
Profit for the financial year	–	–	1,533	1,533	(413)	1,120
Other comprehensive loss for the financial year	–	(50)	–	(50)	(7)	(57)
Total comprehensive income for the financial year	–	(50)	1,533	1,483	(420)	1,063
Balance as at 30 September 2020	32,315	492	25,297	58,104	(319)	57,785
2019						
Balance as at 1 October 2018	32,315	559	21,233	54,107	597	54,704
Profit for the financial year	–	–	2,531	2,531	(820)	1,711
Other comprehensive loss for the financial year	–	(23)	–	(23)	6	(17)
Total comprehensive income for the financial year	–	(23)	2,531	2,508	(814)	1,694
Disposal of a subsidiary corporation	–	6	–	6	318	324
Balance as at 30 September 2019	32,315	542	23,764	56,621	101	56,722

(a) Currency translation reserve is non-distributable.

(b) Retained profits of the Company as at 30 September 2020 amounting to approximately \$16,259,000 (2019: \$13,881,000) are distributable.

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 September 2020

	2020 \$'000	2019 \$'000
Cash flows from operating activities		
Total profit	1,120	1,711
Adjustments for:		
- Income tax expense	306	231
- Depreciation of property, plant and equipment	625	594
- Gain on amortisation of interest-free non-current payables	(1,414)	(2,325)
- Gain on disposal of a subsidiary corporation	-	(46)
- Loss on disposal of property, plant and equipment	-	5
- Interest income	(2)	(27)
- Finance expenses	2,303	2,029
- Share of profit of associated companies	(1,769)	(1,391)
- Share of loss of a joint-venture company	59	166
- Unrealised currency translation losses	4	19
	1,232	966
Change in working capital, net effect from disposal of a subsidiary corporation:		
- Development properties	(50)	(25)
- Inventories	1,271	128
- Trade and other receivables	966	1,850
- Trade and other payables	(714)	203
Cash generated from operations	2,705	3,122
Income tax paid	(115)	(381)
Net cash provided by operating activities	2,590	2,741
Cash flows from investing activities		
Additions to property, plant and equipment	(99)	(60)
Disposal of a subsidiary corporation, net of cash disposed of	-	(662)
Disposal of property, plant and equipment	-	2
Loan to a joint-venture company	(228)	(403)
Dividends received from an associated company	650	555
Interest received	2	27
Net cash provided by/(used in) investing activities	325	(541)
Cash flows from financing activities		
Bank deposits released from pledge	-	1,015
Proceeds from bank borrowings	3,880	5,854
Proceeds from related parties' borrowings	286	2,664
Repayment of bank borrowings	(3,096)	(15,905)
Repayment of bills payable	(467)	(442)
Repayment of lease liabilities	(130)	(27)
Interest and financing related costs paid	(62)	(375)
Net cash provided by/(used in) financing activities	411	(7,216)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 September 2020

	Note	2020 \$'000	2019 \$'000
Net increase/(decrease) in cash and cash equivalents		3,326	(5,016)
Cash and cash equivalents			
Beginning of the financial year		1,752	6,757
Effects of currency translation on cash and cash equivalents		3	11
End of the financial year	13	5,081	1,752

Reconciliation of liabilities arising from financing activities:

	1 October 2019 \$'000	Proceeds \$'000	Repayments \$'000	Non-cash changes				30 September 2020 \$'000
				Adoption of SFRS(I) 16 \$'000	Gain on amortisation \$'000	Interest expense \$'000	Foreign exchange movement \$'000	
Bills payable	1,617	–	(467)	–	–	–	–	1,150
Non-trade payables – related parties	29,238	286	–	–	(1,414)	2,173	(95)	30,188
Bank borrowings	910	1,500	(507) ^(a)	–	–	–	(5)	1,898
Trade receivables financing liabilities	521	2,380	(2,589) ^(a)	–	–	–	–	312
Lease liabilities	13	–	(130) ^(b)	1,645	–	68	–	1,596

	1 October 2018 \$'000	Proceeds \$'000	Repayments \$'000	Non-cash changes				30 September 2019 \$'000
				Gain on amortisation \$'000	Interest expense \$'000	Disposal of a subsidiary corporation (Note 13) \$'000	Foreign exchange movement \$'000	
Bills payable	2,059	–	(442)	–	–	–	–	1,617
Non-trade payables – related parties	27,502	2,664	–	(2,325)	1,654	(196)	(61)	29,238
Bank borrowings	12,480	–	(11,541) ^(a)	–	–	–	(29)	910
Trade receivables financing liabilities	301	5,854	(5,634) ^(a)	–	–	–	–	521
Derivative financial instrument	(1,261)	–	1,270 ^(a)	–	–	–	(9)	–
Lease liabilities	40	–	(27) ^(b)	–	–	–	–	13

(a) These constitute repayment of bank borrowings.

(b) These constitute repayment of lease liabilities.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

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

1. General information

Casa Holdings Limited (the “Company”) is listed on the Mainboard of Singapore Exchange Securities Trading Limited (“SGX-ST”) and incorporated and domiciled in Singapore. The address of its registered office is 15 Kian Teck Crescent, Singapore 628884.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiary corporations are set out in Note 19 to the financial statements.

2. Significant accounting policies

2.1 Basis of preparation

The 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 (“\$”) and all values are rounded to the nearest thousand (“000”) except otherwise indicated.

Interpretations and amendments to published standards effective in 2019

On 1 October 2019, 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 except for the following:

Adoption of SFRS(I) 16 Leases

When the Group is the lessee

Prior to the adoption of SFRS(I) 16, non-cancellable operating lease payments were not recognised as liabilities in the balance sheet. These payments were recognised as rental expenses over the lease term on a straight-line basis.

The Group’s accounting policy on leases after the adoption of SFRS(I) 16 is as disclosed in Note 2.14.

On initial application of SFRS(I) 16, the Group has elected to apply the following practical expedients:

- (i) For all contracts entered into before 1 October 2019 and that were previously identified as leases under SFRS(I) 1-17 Lease and SFRS(I) INT 4 Determining whether an Arrangement contains a Lease, the Group has not reassessed if such contracts contain leases under SFRS(I) 16; and

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Adoption of SFRS(I) 16 Leases (continued)

When the Group is the lessee (continued)

- (ii) On a lease-by-lease basis, the Group has:
- a. applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
 - b. relied on previous assessments on whether leases are onerous as an alternative to performing an impairment review;
 - c. accounted for operating leases with a remaining lease term of less than 12 months as at 1 October 2019 as short-term leases;
 - d. excluded initial direct costs in the measurement of the right-of-use ("ROU") asset at the date of initial application; and
 - e. used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

There were no onerous contracts as at 1 October 2019.

For leases previously classified as operating leases on 1 October 2019, the Group has applied the following transition provisions:

- (i) On a lease-by-lease basis, the associated ROU assets were measured at the amount equal to lease liabilities as at 1 October 2019, accordingly, no adjustment has been made to retained profits.
- (ii) Recognised its lease liabilities by discounting the remaining lease payments as at 1 October 2019 using the incremental borrowing rate for each individual lease or, if applicable, the incremental borrowing rate for each portfolio of leases with reasonably similar characteristic.
- (iii) For leases previously classified as finance leases, the carrying amount of the leased asset and finance lease liability as at 1 October 2019 were determined as the carrying amount of the ROU assets and lease liabilities.

The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 October 2019 was 4.20%.

	The Group \$'000
Operating lease commitments as at 30 September 2019	2,494
Less: Discounting effect	(849)
Add: Finance lease liabilities recognised as at 30 September 2019	13
Lease liabilities recognised as at 1 October 2019	1,658

When the Group is the lessor

There are no material changes to accounting policy by the Group as a lessor.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.2 Revenue

(a) *Distribution of electrical and electronic home appliances, kitchen and bathroom fixtures and accessories*

The Group distributes electrical and electronic home appliances, kitchen and bathroom fixtures and accessories. Revenue from the sale of these goods are recognised at a point in time when the home appliances are delivered to the customer.

No element of financing is deemed present as the sales are made with a credit term which is consistent with market practice. The Group's obligation to repair or replace faulty products under the standard warranty terms is recognised as a provision. Provision is made for estimated warranty claims in respect of products sold which are still under warranty at the end of the reporting period. The claims are expected to be settled in the next financial years.

The Group provides discounts and rebates, which are payments to customers. If the payment is for distinct goods or services received from the customer, the Group accounts for any excess of the consideration payable to the customer over the fair value of the distinct goods or services as a reduction of the transaction price. If the fair value of the goods or services received from the customer cannot be reliably estimated, the Group accounts for all of the consideration payable to the customer as a reduction of the transaction price.

A receivable (financial asset) is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before payment is due.

(b) *Rendering of services*

Revenue from rendering of services is recognised in the accounting period when the services are rendered.

(c) *Interest income*

Interest income from financial assets at amortised cost is recognised using the effective interest method.

(d) *Dividend income*

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

(e) *Rental income*

Rental income from operating leases are recognised on a straight-line basis over the lease term.

2.3 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 return 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 that control ceases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(a) *Subsidiary corporations* (continued)

(i) *Consolidation* (continued)

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the assets transferred. 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 statements of financial position. Total comprehensive income is attributed to the non-controlling interest based on their respective interest in a subsidiary corporation, even if this results in the non-controlling interests having a deficit balance.

(ii) *Acquisitions*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

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 corporation measured at their fair values at the acquisition date.

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.

(iii) *Disposals*

When a change in the Group's ownership interest in a subsidiary corporation results in a loss of control over the subsidiary corporations, the assets and liabilities of the subsidiary corporation 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, associated companies, and joint-venture company" 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 30 September 2020

2. Significant accounting policies (continued)

2.3 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 interests 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 and joint-venture company

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 but not exceeding 50%.

Joint-venture company is an entity over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entity.

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

(i) Acquisitions

Investments in associated companies and joint-venture company 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.

(ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint-venture company's 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 or joint-venture company are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in an associated companies or joint-venture company equals to or exceeds its interest in the associated companies or joint-venture company, 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 or joint-venture company. If the associated companies or joint-venture company 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 and joint-venture company are eliminated to the extent of the Group's interest in the associated companies or joint-venture company. Unrealised losses are also eliminated unless the transaction provide evidence of impairment of the assets transferred. The accounting policies of associated companies or joint-venture company are changed when necessary to ensure consistency with the accounting policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(c) Associated companies and joint-venture company (continued)

(iii) Disposals

Investments in associated companies or joint-venture company are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated company or joint-venture company is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control 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, associated companies, and joint-venture company” for the accounting policy on investments in associated companies and joint-venture company in the separate financial statements of the Company.

2.4 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. Assets under construction represents warehouse under construction for Group’s own future use.

(ii) Component of costs

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

(b) Depreciation

Assets under construction is not depreciated. Depreciation on other items of 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>
Leasehold land and buildings	10, 26 and 40 years
Plant and machinery	10 years
Furniture, fittings and facilities	2 – 10 years
Motor vehicles	5 years
Right-of-use asset	Estimated useful life or 21 years, whichever is shorter

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.4 Property, plant and equipment (continued)

(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 Group 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 property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within “other gains – net.”

2.5 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

2.6 Investments in subsidiary corporations, associated companies and joint-venture company

Investments in subsidiary corporations, associated companies and joint-venture company are carried at cost less accumulated impairment losses 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.

2.7 Impairment of non-financial assets

Property, plant and equipment

Right-of-use assets

Investments in subsidiary corporations, associated companies and joint-venture company

Property, plant and equipment, right-of-use assets and investments in subsidiary corporations, associated companies and joint-venture company 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.

An impairment loss for an asset is reversed only if, there has been a change in the estimates used to determine the asset’s recoverable amount since the last impairment loss was recognised. 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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.8 Financial assets

(a) Classification and measurement

The Group classifies and measures its financial assets at amortised cost. 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 assets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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

At initial recognition

Debt instruments

Debt instruments of the Group mainly comprise of cash and cash equivalents and trade and other receivables.

The Group classified its financial assets at amortised cost. The classification depends on the Group's business model for managing the assets and the cash flow characteristic of the assets. The Group manages these groups of financial assets by collecting the contractual cash flow and these cash flows represent solely payment of principal and interest. Accordingly, these groups of financial assets are measured at amortised cost subsequent to initial recognition.

Amortised cost: 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 losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 31(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, which requires expected lifetime losses to be recognised from initial recognition of the receivables. For other financial assets, the Group use the general approach for assessment of Expected Credit Losses ("ECLs").

(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 a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.8 Financial assets (continued)

(c) Recognition and derecognition (continued)

Trade receivables that are factored out to banks and other financial institutions with recourse to the Group are not derecognised until the recourse period has expired and the risks and rewards of the receivables have been fully transferred. The corresponding cash received from the financial institutions is recorded as trade and other payables.

2.9 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements 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 liability simultaneously.

2.10 Financial guarantees

The Company and its subsidiary corporation have issued corporate guarantees to banks for borrowings of its subsidiary corporations and the joint-venture company. These guarantees are financial guarantees as they require the Company and its subsidiary corporation 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 guarantees are initially recognised 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.

2.11 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after that 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.

2.12 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.

2.13 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the reporting date. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices for financial liabilities are the current asking prices.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.13 Fair value estimation of financial assets and liabilities (continued)

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Where appropriate, quoted market prices or dealer quotes for similar instruments are used.

Valuation techniques, such as discounted cash flow analyses, are also used to determine the fair values of the financial instruments.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.14 Leases

(a) *The accounting policy for leases before 1 October 2019 are as follows:-*

(i) *When the Group is the lessee*

The Group leases certain property, plant and equipment under operating leases from non-related parties.

- *Lessee – Finance leases*

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the statements of financial position as plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expenses and the reduction of the outstanding lease liability. The finance expense is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

- *Lessee – Operating leases*

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

(ii) *When the Group is the lessor*

The Group leases certain properties under operating leases to a related party.

- *Lessor - Operating leases*

Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of incentive given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Initial direct costs incurred by the Group in negotiating and arranging operating lease are added to the carrying amount of the leased asset and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

Contingent rents are recognised as income in profit or loss when earned.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.14 Leases (continued)

(b) The accounting policy for leases from 1 October 2019 are as follows:-

(i) 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 convey 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. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are 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 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 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 do not have non-lease component.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.14 Leases (continued)

(b) *The accounting policy for leases from 1 October 2019 are as follows:-* (continued)

(i) *When the Group is the lessee* (continued)

- *Lease liabilities* (continued)

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 are modifications 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 recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(ii) *When the Group is the lessor*

The accounting policy applicable to the Group as a lessor in the comparative period were the same under SFRS(I) 16.

2.15 Inventories

Inventories which comprise electrical and electronic home appliances, kitchen and bathroom fixtures and accessories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.16 Development properties

Development properties are those properties which are held with the intention for development and sale in the ordinary course of business. They are stated at the lower of cost and the estimated net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties.

The cost of properties under development comprise specifically identified costs, including cost of land, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are also capitalised, on a specific identification basis as part of the cost of the development property until the completion of development. The cumulative impact of a revision in estimates is recorded in the period such revisions become likely and estimable. When it is probable that cost of development property will exceed sale proceed of the development property, the expected loss is recognised as an expense immediately. The development properties in progress have operating cycles longer than one year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.16 Development properties (continued)

Sales of development properties under construction in respect of sale and purchase agreements entered into prior to completion of construction are recognised when the properties are delivered to the buyer, except in cases where the control and risk and rewards of the property are transferred to the buyers as construction progresses.

Development properties are presented as current assets where development activities have commenced and where the development activities can be completed within the Group's normal operating cycle. Otherwise, they are presented as non-current assets.

2.17 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 balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is 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 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, associated companies and joint-venture company, 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:

- (a) 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
- (b) 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, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity.

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that is probable that future taxable profit will be available against which the unused tax credit can be utilised.

2.18 Provisions

Provisions for warranty and demolition costs 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.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.18 Provisions (continued)

The Group recognises the estimated liability to repair or replace products still under warranty at the reporting date. This provision is calculated based on historical experience of the level of repairs and replacements.

2.19 Employee compensation

Employee benefits are recognised as an expense.

(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) *Short-term compensated absences*

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.

2.20 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 (other than equity investments), contract 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 borrowings forming part of the net investment of the foreign operation are repaid, a proportionate share of the accumulated 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 profit or loss within "finance expense". All other foreign exchange gains and losses impacting profit or loss are presented in the profit or loss within "other 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 30 September 2020

2. Significant accounting policies (continued)

2.20 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 the 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 of the entity giving rise to such reserve.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

2.22 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value and bank overdrafts. Bank overdrafts are presented as current borrowings on the statements of financial position. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.23 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.

2.24 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and:

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

2. Significant accounting policies (continued)

2.25 Government grants

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

Government grants 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.

Government grants relating to assets are deducted against the carrying amount of the assets.

2.26 Dividends to Company's shareholders

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

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 the circumstances.

(a) Net realisable value of development properties

In determining whether write-down should be made for the development properties, the Group takes into consideration the principal situations in which net realisable value is likely to be less than the cost in accordance to SFRS(I) 1-2 Inventories. A write-down is made if the net realisable value is less than the carrying amount. No write-down was required for the development properties as the Group has assessed that there was no triggering event that the principal situation in which the net realisable value is likely to be less than the carrying amount.

(b) Impairment of trade receivables

As at 30 September 2020, the Group's trade receivables amounted to approximately \$2,520,000 (2019: \$3,254,000) (Note 14).

Based on the Group's historical credit loss experience, trade receivables exhibited significantly different loss patterns for each group based on shared credit risk characteristics and days past due. Accordingly, management has determined the expected loss rates by grouping the receivables based on days past due.

Notwithstanding the above, the Group evaluates the expected credit loss on customers in financial difficulties separately. A loss allowance of \$30,000 for trade receivables were recognised as at 30 September 2020 (2019: \$102,000).

The Group's credit risk exposure for trade receivables by different revenue segment are set out in Note 31(b)(i).

(c) Uncertain tax positions

The Group is subject to income taxes in numerous jurisdictions. In determining the income tax liabilities, management is required to estimate the amount of capital allowances and the deductibility of certain expenses ("uncertain tax positions") at each tax jurisdiction.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

3. Critical accounting estimates, assumptions and judgements (continued)

(c) *Uncertain tax positions* (continued)

The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred income tax provisions in the financial period in which such determination is made. The carrying amounts of income tax and deferred income tax are disclosed in Note 10 and Note 27, respectively.

(d) *Consolidation of structured entities*

Judgement is required to determine when the Group establishes control over an investee. The Group has made an assessment of the relevant activities of the investee and whether the decisions in relation to those activities require unanimous consent and controls in an investee under a contractual arrangement if the investor has all the following criteria are met:

- (i) power over the investee;
- (ii) exposure, or rights, to variable returns from involvement with the investee; and
- (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

The Group's subsidiary corporations, Casa Property Development Sdn. Bhd., Fantastic Modern Sdn. Bhd. and Genius Chamber Sdn. Bhd. are regarded as subsidiary corporations as the other shareholders have undertaken to follow instructions from the Group to vote in concert with the Group and majority of the Board of Directors are representatives from the Company. Details of the Company's investments in subsidiary corporations and carrying amount are disclosed in Note 19.

(e) *Significant influence over Fiamma Holdings Berhad ("Fiamma")*

As at 30 September 2020, the Company held 74,889,900 ordinary shares (representing approximately 15.33%) of the issued and paid-up share capital of Fiamma and it continued to have representative on the board of directors of Fiamma. Accordingly, the Group made the assessment and concluded that it has significant influence over Fiamma and continued to account for its interest in Fiamma as associated company. Details of the Company's investments in associated companies and carrying amount are disclosed in Note 17.

4. Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services at a point in time in the following geographical regions. Revenue is attributed to countries by location of customers.

	Group	
	2020	2019
	\$'000	\$'000
Sale of goods - at a point in time		
Singapore	14,373	18,114
Other countries	326	477
	14,699	18,591

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

5. Expenses by nature

	Group	
	2020 \$'000	2019 \$'000
Advertising and promotion	217	278
Loss allowance on trade receivables – non-related parties	–	23
Loss allowance on non-trade receivables – related parties	44	–
Commission	424	485
Cost of inventories recognised as an expense (included in cost of sales) (Note 15)	8,359	10,296
Depreciation of property, plant and equipment (Note 20)	625	588
Directors' fee	151	151
Directors' remuneration	441	412
Employee compensation (Note 6)	3,683	4,014
Fees on audit services paid/payable to:		
- auditor of the Company	99	99
- other auditors	15	18
Fees on non-audit services paid/payable to:		
- auditor of the Company	15	13
Freight charges	247	338
Installation and delivery charges	796	851
Inventories (written-back)/written-down (Note 15)	(19)	121
Legal and professional fees	109	214
Office expense	259	276
Property tax	163	141
Provision for warranty (Note 24)	492	542
Rental expense on operating leases	7	129
Repair and maintenance	135	205
Reversal of loss allowance on trade receivables – non-related parties (Note 31(b)(i))	(3)	(33)
Utilities	78	81
Other expenses	182	471
Total cost of sales, selling and distribution and administrative expenses	16,519	19,713

6. Employee compensation

	Group	
	2020 \$'000	2019 \$'000
Wages and salaries	3,208	3,465
Employer's contribution to defined contribution plans including contributions to the Central Provident Fund ("CPF")	475	549
	3,683	4,014

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

7. Other income

	Group	
	2020	2019
	\$'000	\$'000
Interest income from bank deposits	2	27
Government grant - Jobs Support Scheme	692	-
Rental income from operating lease	424	448
Service income - at a point in time	1,195	1,180
Others	28	55
	2,341	1,710

8. Other gains – net

	Group	
	2020	2019
	\$'000	\$'000
Currency translation gains – net	84	115
Gain on amortisation of interest-free non-current payables	1,414	2,325
Gain on disposal of a subsidiary corporation (Note 13)	-	46
	1,498	2,486

9. Finance expenses

	Group	
	2020	2019
	\$'000	\$'000
Interest expense		
- Bank borrowings	29	330
- Financing related costs	33	43
- Lease liabilities	68	2
Amortised interest on non-current payables	2,173	1,654
	2,303	2,029

10. Income taxes

(a) Income tax expense

	Group	
	2020	2019
	\$'000	\$'000
Tax expense attributable to profit or loss is made up of:		
From continuing operations		
Profit from current financial year:		
- Current income tax – Singapore	174	278
- Deferred income tax (Note 27)	133	-
	307	278
Over-provision of prior financial years:		
- Current income tax – Singapore	(1)	(47)
	306	231

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

10. Income taxes (continued)

(a) Income tax expense (continued)

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

	Group	
	2020 \$'000	2019 \$'000
Profit/(loss) before income tax from		
- continuing operations	1,426	2,270
- discontinued operations (Note 11(a))	-	(328)
	1,426	1,942
Share of profit of associated companies (Note 17)	(1,769)	(1,391)
Share of loss of a joint-venture company (Note 18)	59	166
(Loss)/profit before income tax and share of profit/(loss) of associated companies and a joint-venture company	(284)	717
Tax calculated at tax rate of 17% (2019: 17%)	(48)	122
Effects of:		
- different tax rates in other countries	(49)	(78)
- expenses not deductible for tax purposes	684	644
- income not subject to tax	(240)	(395)
- tax incentive	(38)	(25)
- statutory exemption of income tax	(41)	(41)
- deferred tax assets not recognised	31	57
- over-provision of prior financial years	(1)	(47)
- others	8	(6)
Tax charge	306	231

As at 30 September 2020, certain subsidiary corporations of the Group have potential tax benefits of approximately \$2,676,000 (2019: \$2,493,000) arising from unutilised tax losses which are available for set-off against future taxable profits. These tax losses have not been recognised due to uncertainty of the sufficiency of future taxable profits to be generated for these subsidiary corporations in the foreseeable future. The tax losses can be carried forward for a maximum period of 7 consecutive years.

(b) Movements in current income tax liabilities

	Group	
	2020 \$'000	2019 \$'000
Beginning of financial year	278	428
Income tax paid	(115)	(381)
Tax expense for current financial year	174	278
Over-provision of current income tax in relation to prior financial years	(1)	(47)
End of financial year	336	278

(c) There is no tax charge relating to the components of other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

11. Discontinued operations

In September 2019, the Group entered into a commitment to sell its 51% interests in a subsidiary corporation, Unicasa Pty Ltd ("Unicasa"), in Australia for cash consideration of approximately \$445,000 and the waiver of receivables from Unicasa of approximately \$736,000 (the "disposal"). Notwithstanding that the disposal was completed in November 2019, the Group had lost its control over Unicasa as at 30 September 2019 as it had effectively transferred the control and management of Unicasa's relevant activities to the purchaser and ceased to have rights to variable returns from Unicasa's operations as at 30 September 2019. Accordingly, Unicasa was deconsolidated from the Group as at 30 September 2019 and the entire results from Unicasa were presented separately on the consolidated statement of comprehensive income as "Discontinued operations" for the financial year ended 30 September 2019. Unicasa was previously presented under the "trading" reportable segment of the Group (Note 33).

(a) The results of the discontinued operations were as follows:

	Group
	2019
	\$'000
Revenue	1,829
Expenses	(2,157)
Loss before income tax from discontinued operations	(328)
Income tax expense	-
Loss for the financial year from discontinued operations	(328)

(b) The impact of the discontinued operations on the cash flows of the Group were as follows:

	Group
	2019
	\$'000
Operating cash inflows	387
Investing cash inflows	2
Net cash inflows	389

12. Earnings/(losses) per share

Basic earnings/(losses) per share is calculated by dividing the net profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the respective financial year.

	Continuing operations		Discontinued operations		Total	
	2020	2019	2020	2019	2020	2019
Net profit/(loss) attributable to equity holders of the Company (\$'000)	1,533	2,698	-	(167)	1,533	2,531
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	209,826	209,826	209,826	209,826	209,826	209,826
Basic earnings/(losses) per share (cents per share)	0.73	1.29	-	(0.08)	0.73	1.21

There are no dilutive potential ordinary shares during the financial years ended 30 September 2020 and 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

13. Cash and cash equivalents

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Cash at bank and on hand	5,081	1,752	490	95

Disposal of a subsidiary corporation

At 30 September 2019, the Group had effectively transferred its control and management of Unicasa's relevant activities to the purchaser following a commitment to sell Unicasa (Note 11) and deconsolidated Unicasa as at 30 September 2019. The effects of the disposal on the cash flows of the Group were:

	At 30 September 2019 \$'000
Carrying amount of assets and liabilities disposed of:	
Cash and cash equivalents	662
Trade and other receivables	368
Inventories	1,010
Property, plant and equipment	106
Total assets	<u>2,146</u>
Trade and other payables	2,052
Provisions	19
Total liabilities	<u>2,071</u>
Net assets disposed of	<u>75</u>
Cash inflows arising from disposal:	
Net assets disposed of (as above)	75
Non-controlling interests derecognised	318
Currency translation reserve	6
Gain on disposal (Note 8)	46
Total purchase consideration receivable (Note 14)	<u>445</u>
Cash proceeds received from disposal	-
Less: Cash and cash equivalents in a subsidiary corporation disposed of	<u>(662)</u>
Net cash outflow on disposal	<u>(662)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

14. Trade and other receivables

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Current				
Trade receivables – non-related parties	2,550	3,356	–	–
Less: Loss allowance (Note 31(b)(i))	(30)	(102)	–	–
	2,520	3,254	–	–
Non-trade receivables:				
- Non-related parties	223	644	19	19
- Related parties	44	75	–	–
Less: Loss allowance	(44)	–	–	–
- Subsidiary corporations	–	–	34,467	34,007
	223	719	34,486	34,026
Deposits	324	168	57	57
Prepayments	210	102	25	25
	3,277	4,243	34,568	34,108
Non-current				
Non-trade receivables – associated company	2,479	2,479	–	–
Less: Loss allowance	(2,479)	(2,479)	–	–
	–	–	–	–
	3,277	4,243	34,568	34,108

Non-trade receivables from related parties and subsidiary corporations are unsecured, interest-free and repayable on demand. Included in non-trade receivables from non-related parties as at 30 September 2019 was purchase consideration receivable from the purchaser for the sale of Unicasa of \$445,000 (Note 13) which had been received in November 2019.

The Group recognised a full loss allowance of \$44,000 on the non-trade receivable from related parties as at 30 September 2020 in view of the continuous poor financial performance and position of the related parties.

The non-trade receivable from an associated company is unsecured and shall be repaid in full in 4 years from 2018. In 2017, the Group recognised a full loss allowance on non-trade receivables from an associated company as there was a possibility that the non-trade receivables from an associated company may not be recoverable in view of the continuous poor financial performance and position of the associated company.

As at 30 September 2020, deposits amounting to approximately \$157,000 out of \$314,000 relate to 50% deposits paid to a related party for renovation works. (2019: Nil).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

15. Inventories

	Group	
	2020	2019
	\$'000	\$'000
Finished goods	3,361	4,632

The cost of inventories recognised as an expense and included in “cost of sales” amounting to approximately \$8,359,000 (2019: \$10,296,000) (Note 5).

During the financial year ended 30 September 2020, the Group recognised a write-back in inventories of approximately \$19,000 (2019: write-down of \$121,000) (Note 5).

16. Development properties

	Group	
	2020	2019
	\$'000	\$'000
Costs of land	49,297	49,413
Development costs	4,277	4,291
Interest capitalised	1,709	1,715
	55,283	55,419
Analysed as:		
- Non-current	55,283	55,419

- (a) As at 30 September 2019, development properties with carrying amount of approximately \$9,983,000 were mortgaged to banks for credit facilities granted to the subsidiary corporations (Note 25(a)).
- (b) The development properties are classified as non-current assets as the Group does not expect to realise the assets within the normal operating cycle from the reporting period.
- (c) Details of the development properties of the Group at 30 September 2020 and 2019 are as follows:

Description of location	Purpose	Tenure	Site area sqm	Stage of completion ^(a)	Group's effective interest	
					2020	2019
					%	%
Teluk Jawa, Mukim of Plentong, Johor, Malaysia	Residential and commercial	Freehold	53,671	–	34.3	34.3
Title GM339 Lot 5, Mukim of Plentong, Johor, Malaysia	Residential and commercial	Freehold	18,590	–	34.3	34.3
Title GM340 Lot 6, Mukim of Plentong, Johor, Malaysia	Residential and commercial	Freehold	15,560	–	34.3	34.3

(a) Halted at the early stage of the Group's development in FY 2016.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

16. Development properties (continued)

- (d) The Group had allocated 13,000 sqm of the land area at Teluk Jawa, Mukim of Plentong, Johor, Malaysia for its Seventh Cove residential project which is temporarily put on hold.

17. Investments in associated companies

	2020	2019
	\$'000	\$'000

Company

Equity investments, at cost

Beginning of financial year	10,305	10,305
Less: allowance for impairment	(360)	–
End of financial year	<u>9,945</u>	<u>10,305</u>

The impairment test assessment was carried out by management as at 30 September 2020 for the associated company – Asteras Holdings Pte Ltd (“Asteras”), as the associated company had been persistently making losses and has been in net liabilities since prior years. Hence, the cost of investment of \$360,000 in Asteras has been fully impaired during the current financial year.

	2020	2019
	\$'000	\$'000

Group

Beginning of financial year	15,080	14,283
Share of profit of associated companies	1,769	1,391
Dividends received	(650)	(555)
Share of other comprehensive loss	(80)	(39)
End of financial year	<u>16,119</u>	<u>15,080</u>

The associated companies as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation is also their principal place of business.

Name of entity	Place of business/ country of incorporation	% of ownership interest	
		2020	2019
Fiamma Holdings Berhad ^(a)	Malaysia	15.33	15.21
Asteras Holdings Pte Ltd ^(b)	Singapore	20.00	20.00

(a) Audited by KPMG, Malaysia.

(b) Not required to be audited under the laws of the country of incorporation and has no significant impact to the financial statements of the Group.

Fiamma Holdings Berhad (“Fiamma”) is an investment holding company with subsidiary corporations operating in Malaysia.

As at 30 September 2020, the fair value of the Group’s interest in Fiamma, which is listed in the Bursa Malaysia, was approximately \$11,832,000 (2019: \$11,996,000). The fair value measurement is classified within Level 1 of the fair value hierarchy. The carrying amount of the Group’s interest was approximately \$16,119,000 (2019: \$15,080,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

17. Investments in associated companies (continued)

Although the fair value of the interest in Fiamma is lower than its carrying amount, management is of the view that no impairment assessment is required as Fiamma is held for long term investment and it is unlikely that its recoverable amount would be lower than the carrying amount in view of the positive performance of Fiamma in the current and prior financial years, taking into consideration that the Group continued to recognise share of profits and received dividends from Fiamma of approximately \$1,769,000 and \$650,000 (2019: \$1,391,000 and \$555,000).

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

The Group has not recognised its share of loss for the financial year ended 30 September 2020 of approximately \$122,000 (2019: \$74,000) relating to Asteras as the Group has no contractual obligation to share loss in excess of its cost of investment. The Group's share of unrecognised loss with respect to Asteras was approximately \$373,000 (2019: \$251,000) at the reporting date based on the unaudited financial statements.

Summarised financial information for associated company

Set out below are the summarised financial information for Fiamma which are derived based on the unaudited financial statements.

Summarised statement of financial position

	2020 \$'000	2019 \$'000
Current assets	173,412	157,066
Includes:		
- Cash and cash equivalents	37,532	27,519
Current liabilities	(77,594)	(77,937)
Includes:		
- Financial liabilities (excluding trade payables)	(48,626)	(46,776)
Non-current assets	102,055	109,809
Non-current liabilities	(22,192)	(19,182)
Includes:		
- Financial liabilities	(19,151)	(15,628)
- Other liabilities	(3,041)	(3,554)
Net assets	175,681	169,756
Analysed as:		
- Net assets attributable to equity holders of Fiamma	167,354	161,664
- Net assets attributable to non-controlling interests	8,327	8,092

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

17. Investments in associated companies (continued)

Summarised statement of comprehensive income

	2020 \$'000	2019 \$'000
Revenue	124,181	111,367
Expense	(106,020)	(97,561)
Includes:		
- Interest expense	(3,140)	(2,841)
Profit before income tax	18,161	13,806
Income tax expense	(5,654)	(3,696)
Net profit	12,507	10,110
Other comprehensive income/(loss)	2	(7)
Total comprehensive income	12,509	10,103
Dividends received from associated company	650	555

The information above reflects the amounts presented in the consolidated financial statements of Fiamma (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and Fiamma, if any.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in associated companies, is as follows:

	2020 \$'000	2019 \$'000
Net assets	167,354	161,664
Group's share of net asset in associated company (2020: 15.33%, 2019: 15.21%)	25,655	24,589
Less: Impairment loss	(7,487)	(7,487)
Less: Bargain purchase	(2,049)	(2,022)
Carrying value of Fiamma, representing carrying value of the Group's investments in associated companies	16,119	15,080

18. Investment in a joint-venture company

	Group	
	2020 \$'000	2019 \$'000
Beginning of financial year	2,648	2,398
Addition	228	403
Share of loss of a joint-venture company	(59)	(166)
Currency translation differences	87	13
End of financial year	2,904	2,648

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

18. Investment in a joint-venture company (continued)

The addition of investment in a joint-venture company amounting to \$228,000 (2019: \$403,000) relates to the advances given to the joint-venture company for the funding of the development properties which form part of the net investment in the joint-venture company. These advances are unsecured and settlement is neither planned nor likely to occur in the foreseeable future.

The joint-venture company as listed below has share capital consisting solely of ordinary shares, which are held directly by the Group, the country of incorporation is also its principal place of business.

Name of entity	Principal activities	Country of business/ incorporation	% of ownership interest	
			2020	2019
VMD Development Sdn. Bhd. ("VMD") ^(a)	Industrial property development	Malaysia	50	50

(a) Audited by Chan & Co Chartered Accountant, Malaysia for local statutory purpose. Audited by Nexia TS Public Accounting Corporation, Singapore for consolidation purpose.

The Group holds 49% of the voting rights and 1% held in trust by a Malaysian citizen. VMD is structured as a private limited company. The Group has joint control over these arrangements as the contractual agreement requires unanimous consent from all parties and provides all parties of the agreement with rights to the net assets of VMD under the arrangement. Therefore, the arrangement is classified as a joint-venture company, which is accounted for using the equity method in the financial statements of the Group.

There are no contingent liabilities relating to the Group's interest in the joint-venture company.

Summarised financial information for the joint-venture company

Set out below are the summarised financial information which are derived based on the unaudited financial statements.

Summarised statement of financial position

	2020	2019
	\$'000	\$'000
Current assets	383	380
Includes:		
- Cash and cash equivalents	383	380
Current liabilities	(6,693)	(6,239)
Includes:		
- Financial liabilities (excluding trade payables)	(6,693)	(6,239)
Non-current assets	6,903	6,583
Non-current liabilities	(1,479)	(1,667)
Includes:		
- Financial liabilities	(1,479)	(1,667)
Net liabilities	(886)	(943)

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For the financial year ended 30 September 2020

18. Investment in a joint-venture company (continued)

Summarised statement of comprehensive income

	2020	2019
	\$'000	\$'000
Expenses	(118)	(332)
Includes:		
- Interest expense	(102)	(131)
Loss before income tax	(118)	(332)
Income tax expense	-	-
Net loss	(118)	(332)

The information above reflects the amounts presented in the financial statements of the joint-venture company (and not the Group's share of those amounts) adjusted for differences in accounting policies between the Group and the joint-venture company, if any.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in joint-venture company, is as follows:

	2020	2019
	\$'000	\$'000
Net liabilities	(886)	(943)
Group's share of net liabilities in a joint-venture company (2020: 50%, 2019: 50%)	(443)	(471)
Loan to joint-venture company classified as cost of investment	3,347	3,119
Carrying value	2,904	2,648

19. Investments in subsidiary corporations

	Company	
	2020	2019
	\$'000	\$'000
Equity investments, at cost	12,402	12,402
Non-current advances ^(a)	1,842	1,842
	14,244	14,244
Less: Allowance for impairment	(2,003)	(600)
	12,241	13,644

Movement in allowance for impairment loss on investment in subsidiary corporations is as follows:

Beginning of the financial year	600	600
Impairment charge	1,403	-
End of financial year	2,003	600

(a) *Non-current advances form part of the Group's net investments in subsidiary corporations. These advances are unsecured and settlement is neither planned nor likely to occur in the foreseeable future.*

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19. Investments in subsidiary corporations (continued)

An impairment test assessment was carried out by management as at 30 September 2020 for a subsidiary corporation, Casa International Pte Ltd, as the subsidiary corporation had been persistently making losses and was in the process of de-registration as at 30 September 2020. Consequently, the management has recognised a full impairment loss of \$1,403,000 (2019: \$Nil).

The Group has the following subsidiary corporations as at 30 September 2020 and 2019 with no change in the shareholdings over the financial periods:

Name of entity	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Group	Proportion of ordinary shares held by non- controlling interests
			%	%
<u>Held by the Company</u>				
Asteras Pte. Ltd. ^(a)	Dormant	Singapore	100	–
Casa (S) Pte. Ltd. ^(a)	Distributor of electrical and electronic home appliances	Singapore	100	–
Casa International Pte. Ltd. ^{(a)(c)}	Dormant	Singapore	100	–
Casa Global Pte. Ltd. ^(a)	Investment holding	Singapore	100	–
Casa Poly Builder Sdn. Bhd. ^(b)	Property holdings	Malaysia	55	45
Casa Property Holdings Pte. Ltd. ^(a)	Property holdings	Singapore	100	–
<u>Held by Casa Global Pte. Ltd.</u>				
Uno Casa S.A.R.L. ^(d)	Dormant	Morocco	100	–
<u>Held by Casa Property Holdings Pte. Ltd.</u>				
Casa Property Development Sdn. Bhd. ^{(b)(f)}	Property Development	Malaysia	34.3	65.7
Fantastic Modern Sdn. Bhd. ^{(b)(f)}	Property Development	Malaysia	34.3	65.7
Genius Chamber Sdn. Bhd. ^{(b)(f)}	Property Development	Malaysia	34.3	65.7
<u>Held by Casa Property Development Sdn. Bhd.</u>				
UAC Development & Construction Sdn. Bhd. ^{(e)(f)}	Construction	Malaysia	34.3	65.7

(a) Audited by Nexia TS Public Accounting Corporation, Singapore.

(b) Audited by ASQ PLT Chartered Accountant, Malaysia for local statutory purpose. Audited by Nexia TS Public Accounting Corporation, Singapore for consolidation purpose.

(c) In the process of de-registration from the Companies' register on 8 October 2020.

(d) Not required to be audited under the laws of the country of incorporation and has no significant impact to the financial statements of the Group.

(e) Audited by Chan & Co Chartered Accountant, Malaysia.

(f) These subsidiary corporations are regarded as subsidiary corporations of the Group within the definition of SFRS(I) 10 – "Consolidated Financial Statements".

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

19. Investments in subsidiary corporations (continued)

	Group	
	2020	2019
	\$'000	\$'000
<i>Carrying value of non-controlling interests</i>		
Casa Property Development Sdn. Bhd.	419	798
Fantastic Modern Sdn. Bhd.	(337)	(327)
Genius Chamber Sdn. Bhd.	(232)	(223)
Subsidiary corporations with immaterial non-controlling interests	(169)	(147)
Total	(319)	101

Summarised financial information of subsidiary corporations with material non-controlling interests

Set out below are the summarised financial information for each subsidiary corporation that has non-controlling interests that are material to the Group. They are presented before inter-company eliminations.

Summarised statements of financial position

	Casa Property Development Sdn. Bhd.		Fantastic Modern Sdn. Bhd.		Genius Chamber Sdn. Bhd.	
	2020	2019	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Current						
Assets	398	451	6	150	17	131
Liabilities	(20,630)	(20,567)	(3,270)	(3,380)	(2,600)	(2,722)
Net current liabilities	(20,232)	(20,116)	(3,264)	(3,230)	(2,583)	(2,591)
Non-current						
Assets	46,320	46,751	5,560	5,529	4,439	4,454
Liabilities	(25,450)	(25,420)	(2,809)	(2,797)	(2,209)	(2,202)
Net non-current assets	20,870	21,331	2,751	2,732	2,230	2,252
Net assets/(liabilities)	638	1,215	(513)	(498)	(353)	(339)

Summarised statements of comprehensive income

	Casa Property Development Sdn. Bhd.		Fantastic Modern Sdn. Bhd.		Genius Chamber Sdn. Bhd.	
	2020	2019	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Loss before income tax	(577)	(778)	(15)	(60)	(14)	(93)
Income tax expense	-	-	-	-	-	-
Net loss	(577)	(778)	(15)	(60)	(14)	(93)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss	(577)	(778)	(15)	(60)	(14)	(93)
Total comprehensive loss allocated to non-controlling interests	(379)	(511)	(10)	(39)	(9)	(61)

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19. Investments in subsidiary corporations (continued)

Summarised statements of cash flows

	Casa Property Development Sdn. Bhd.		Fantastic Modern Sdn. Bhd.		Genius Chamber Sdn. Bhd.	
	2020	2019	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Net cash used in operating activities	(340)	(643)	(66)	(5)	(44)	(18)
Net cash provided by investing activities	-	20	-	-	-	-
Net cash used in financing activities	(254)	(652)	(77)	(70)	(70)	(64)

20. Property, plant and equipment

	Leasehold land and buildings \$'000	Plant and machinery \$'000	Furniture, fittings and facilities \$'000	Motor vehicles \$'000	Assets under construction \$'000	Right-of-use assets (Note 21) \$'000	Total \$'000
Group							
2020							
<i>Cost</i>							
Beginning of financial year	7,264	157	3,304	889	2,861	-	14,475
Recognition of right-of-use assets on adoption of SFRS(I) 16	-	-	-	-	-	1,645	1,645
Currency translation differences	30	-	-	-	(9)	-	21
Additions	-	-	99	-	-	-	99
End of financial year	7,294	157	3,403	889	2,852	1,645	16,240
<i>Accumulated depreciation</i>							
Beginning of financial year	915	132	3,085	812	-	-	4,944
Currency translation differences	2	-	-	-	-	-	2
Depreciation charge	457	3	53	35	-	77	625
End of financial year	1,374	135	3,138	847	-	77	5,571
Net book value							
End of financial year	5,920	22	265	42	2,852	1,568	10,669

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For the financial year ended 30 September 2020

20. Property, plant and equipment (continued)

	Leasehold land and buildings \$'000	Plant and machinery \$'000	Furniture, fittings and facilities \$'000	Motor vehicles \$'000	Assets under construction \$'000	Total \$'000
Group						
2019						
<i>Cost</i>						
Beginning of financial year	7,276	242	3,280	924	2,866	14,588
Currency translation differences	(12)	(9)	(2)	(2)	(5)	(30)
Additions	-	-	60	-	-	60
Disposal of a subsidiary corporation	-	(76)	(28)	(21)	-	(125)
Disposals	-	-	(6)	(12)	-	(18)
End of financial year	7,264	157	3,304	889	2,861	14,475
<i>Accumulated depreciation</i>						
Beginning of financial year	460	137	3,020	768	-	4,385
Currency translation differences	(3)	(1)	-	(1)	-	(5)
Depreciation charge						
- Continuing operations (Note 5)	458	5	72	53	-	588
- Discontinued operations	-	2	1	3	-	6
Disposal of a subsidiary corporation	-	(11)	(2)	(6)	-	(19)
Disposals	-	-	(6)	(5)	-	(11)
End of financial year	915	132	3,085	812	-	4,944
Net book value						
End of financial year	6,349	25	219	77	2,861	9,531

- (a) Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 21(a).
- (b) The leasehold land and buildings comprise the following:
- Leasehold land and building with a remaining useful life of approximately 5 years, with a further 16-year lease period extension thereafter at the option of a subsidiary corporation. It is located at Kian Teck Crescent, Singapore and is used as office, warehouse and factory. The gross area of the land is approximately 7,552 square metres.
 - Building at LA RONCERAIE-EC/M2, land title number 8102/64, located in Casablanca, Prefecture of the districts of Hay Hassani and Ain Choc, boulevard Yaacoub El Mansour.
- (c) As at 30 September 2020, asset under construction with a carrying amount of approximately \$2,851,000 (2019: \$2,861,000) is mortgaged to a bank for credit facilities granted to a subsidiary corporation (Note 25(a)).
- (d) The carrying amount of a motor vehicle held under finance lease as at 30 September 2019 was approximately \$33,000. The finance lease was fully settled during the current financial year.

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For the financial year ended 30 September 2020

21. Leases – The Group as a lessee

The Group leases land for business operations under non-cancellable lease arrangement. The right-of-use of the land is recognised within property, plant and equipment (Note 20).

The lease will expire in 15 February 2041. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

As at 1 October 2019, the Group leased a motor vehicle for daily operation. The legal title was retained by the lessor and was transferred to the Group upon full settlement of the finance lease liabilities during the current financial year.

(a) Amounts recognised in the statement of financial position

ROU asset classified within property, plant and equipment

	Group	
	30 September 2020 \$'000	1 October 2019 \$'000
<u>Right-of-use assets</u>		
Land	1,568	1,645
Motor vehicle	–	33
	1,568	1,678
<u>Lease liabilities</u>		
Current	51	13
Non-current	1,545	1,645
	1,596	1,658

(b) Amounts recognised in profit or loss

	2020 \$'000
<u>Depreciation of right-of-use asset</u>	
Land	77
Motor vehicle	12
	89
<u>Lease liabilities</u>	
Interest expense (included in finance cost)	68
<u>Expenses relating to:</u>	
Low-value leases (“included in rental expenses”)	7

(c) Total cash outflow for leases in 2020 is \$130,000.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

22. Leases – The Group as a lessor

The Group leases out a factory and office space to a related party under non-cancellable operating lease at a fixed rate. The lease is classified as an operating lease.

Undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	Group	
	2020 \$'000	2019 \$'000
Not later than one year	428	428
Between one and five years	142	570
	570	998

23. Trade and other payables

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Current				
Trade payables				
- Non-related parties	395	992	-	-
Non-trade payables:				
- Non-related parties	117	96	18	9
- Related parties	-	53	-	-
- Subsidiary corporations	-	-	8,449	11,740
	117	149	8,467	11,749
Accruals for operating expenses	1,620	1,728	203	207
Bills payable	1,150	1,617	-	-
Trade receivables financing liabilities	312	521	-	-
Refundable deposits from customers	516	515	-	-
	4,110	5,522	8,670	11,956
Non-current				
Non-trade payables - related parties	30,188	29,238	-	-
	34,298	34,760	8,670	11,956

Non-trade payables to related parties and subsidiary corporations are unsecured, interest-free and are payable on demand, except for non-current payables amounting to approximately \$30,188,000 (2019: \$29,238,000) which are payable after one year.

Bills payable of the subsidiary corporation are secured by corporate guarantees from the Company and certain subsidiary corporations.

Fair values of non-current payables

	Group	
	2020 \$'000	2019 \$'000
Non-trade payables – related parties	28,943	27,402

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

23. Trade and other payables (continued)

Fair values of non-current payables (continued)

The above fair values are determined from the cash flow analysis, discounted at market borrowing rates of equivalent instruments at the reporting date which the management expect to be available to the Group as follows:

	Group	
	2020	2019
	%	%
Non-trade payables – related parties	4.25	6.68

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

24. Provisions

	Group	
	2020	2019
	\$'000	\$'000
Current		
Warranty (Note (a))	483	457
Non-current		
Demolition costs (Note (b))	165	165
Total	648	622

(a) Warranty

The Group offers warranties on certain products and undertake to repair or replace items that fail to perform satisfactorily. A provision is recognised at the reporting date for expected warranty claims based on past experience of the level of repairs and returns and related costs incurred.

Movement in provision for warranty is as follows:

	Group	
	2020	2019
	\$'000	\$'000
Beginning of financial year	457	422
Provision made (Note 5)	492	542
Provision utilised	(466)	(488)
Disposal of a subsidiary corporation (Note 13)	-	(19)
End of financial year	483	457

(b) Demolition costs

A provision is made in view of the Group's constructive obligation to demolish the sales gallery upon completion of sale of the development properties based on an estimated costs obtained from subcontractor. The effect of discounting has not been recognised in view of insignificant impact.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

25. Bank borrowings

	Group	
	2020	2019
	\$'000	\$'000
Current	373	506
Non-current	1,525	404
	1,898	910

Bank borrowings of the Group of approximately \$398,000 (2019: \$910,000) are subject to monthly (2019: monthly) contractual repricing and the effective interest rates on the borrowings for the reporting period are 5.36% (2019: in the range of 5.36% to 6.39%).

The remaining bank borrowings of \$1,500,000 (2019: Nil) is carried at fixed interest rate of 2%.

- (a) Bank borrowings of the Group are secured over assets under construction (Note 20(c)) and corporate guarantees (2019: development properties (Note 16(a)) and assets under construction (Note 20(c))).
- (b) Fair values of non-current bank borrowings

	Group	
	2020	2019
	\$'000	\$'000
Bank borrowings	1,486	354

The above fair values are determined from the cash flow analysis, discounted at market borrowing rates of equivalent instruments at the reporting date which the management expect to be available to the Group as follows:

	Group	
	2020	2019
	%	%
Bank borrowings	3.68	5.87

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

26. Lease liabilities

	Group	
	2020	2019
	\$'000	\$'000
Current	51	13
Non-current	1,545	-
	1,596	13

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

26. Lease liabilities (continued)

The Group leases motor vehicle and land from non-related parties under lease arrangements. The legal title of the motor vehicle was retained by the lessor and was transferred to the Group upon full settlement of finance lease liabilities during the current financial year, while the lease agreement of the land is non-cancellable operating lease agreement and expires on 15 February 2041.

	Group	
	2020	2019
	\$'000	\$'000
Minimum lease payment due		
-Not later than 1 year	117	14
-Between 1 and 5 years	468	-
-Later than 5 years	1,791	-
	2,376	14
Less: Future finance charges	(780)	(1)
Present value of lease liabilities	1,596	13

27. Deferred income tax liabilities

	Group	
	2020	2019
	\$'000	\$'000
Deferred income tax liabilities	133	-

The movements in net deferred income tax account is as follows:

	Group	
	2020	2019
	\$'000	\$'000
Beginning of the financial year	-	-
Tax credited to profit or loss (Note 10)	133	-
End of financial year	133	-

Deferred income tax liabilities arise due to the adoption of SFRS(I) 16 Leases for the Group's non-cancellable operating lease with Jurong Town Corporation.

28. Share capital

	No. of ordinary shares		Amount	
	2020	2019	2020	2019
	'000	'000	\$'000	\$'000
Group and Company				
Beginning and end of financial year	209,826	209,826	32,315	32,315

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 30 September 2020

29. Contingent liabilities

Group and Company

The Company and its subsidiary corporations have issued corporate guarantees to banks for banking facilities granted to certain subsidiary corporations and the joint-venture company amounting to approximately \$1,898,000 and \$1,479,000 respectively (2019: \$910,000 and \$1,617,000 respectively), at the reporting date (Note 31(b)(iv)).

The directors estimated that the fair value of the corporate guarantees is negligible in the view that consequential benefits to be derived from its guarantee are not material and therefore not recognised. It is considered unlikely that the Company and its subsidiary corporations will be held liable as a result of the corporate guarantees since there are no default in the payment of borrowings by the subsidiary corporations and the joint-venture company to which guarantees are provided.

30. Commitments

(a) *Capital commitments*

Capital expenditures contracted for at the reporting date but not recognised in the financial statements.

	Group	
	2020	2019
	\$'000	\$'000
Leasehold building renovation	157	–

(b) *Operating lease commitments - where the Group is a lessee*

The Group leases land from a non-related party under non-cancellable operating lease agreement. The lease expires on 15 February 2041 and its term includes provision for rental adjustments.

As at 30 September 2019, the future minimum lease payments under non-cancellable operating leases contracted for at the reporting date but not recognised as liabilities, are as follows:

	Group
	\$'000
Not later than one year	117
Between one and five years	468
Later than five years	1,909
	<u>2,494</u>

As disclosed in Note 2.1, the Group has adopted SFRS(I) 16 *Leases* on 1 October 2019. These lease payments have been recognised as ROU assets and lease liabilities on the statement of financial position as at 30 September 2020, except for short-term and low value leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

30. Commitments (continued)

(c) Operating lease commitments - where the Group is a lessor

The Group leases out a factory and office space to a related party under non-cancellable operating leases at a fixed rate.

The future minimum lease receivables under these operating leases contracted for at the reporting date but not recognised as receivables, are as follows:

	Group	
	2020 \$'000	2019 \$'000
Not later than one year	428	428
Between one and five years	142	570
	570	998

31. Financial risk management

Financial risk factors

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

The Board of Directors is responsible for setting the objective and underlying principles of financial risk management for the Group.

(a) Market risk

(i) Currency risk

The Group has exposure to foreign exchange risk as a result of transactions denominated in foreign currencies, arising from normal trading and investment activities. These foreign exchange risk exposures are mainly in Malaysian Ringgit ("RM"), Australian Dollar ("AUD"), United States Dollar ("USD") and Euro ("EUR").

The Group does not hedge its foreign currency exposure using any dedicated hedge instruments. The Group does not have any formal hedging policy against foreign exchange fluctuations. However, the Group continuously monitors its foreign exchange exposure. The objective is to provide some certainty on costs and no speculative foreign exchange transactions are entered.

In addition, the Group is exposed to currency translation risk on the net assets in foreign operations. Currency exposure to the net assets of the Group's foreign operation in Malaysia (2019: Malaysia and Australia) are managed primarily through borrowings denominated in the relevant foreign currencies and by entering into currency swap, if necessary.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. 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:

	<u>SGD</u> \$'000	<u>RM</u> \$'000	<u>AUD</u> \$'000	<u>USD</u> \$'000	<u>EUR</u> \$'000	<u>Others</u> \$'000	<u>Total</u> \$'000
Group							
At 30 September 2020							
Financial assets							
Cash and cash equivalents	4,181	573	11	254	55	7	5,081
Trade and other receivables	2,831	139	-	75	-	22	3,067
Receivables from inter-companies	11,617	59,560	-	663	1,777	21	73,638
	<u>18,629</u>	<u>60,272</u>	<u>11</u>	<u>992</u>	<u>1,832</u>	<u>50</u>	<u>81,786</u>
Financial liabilities							
Trade and other payables	2,164	30,697	-	1,024	340	73	34,298
Bank borrowings	1,500	398	-	-	-	-	1,898
Lease liabilities	1,596	-	-	-	-	-	1,596
Payables to inter-companies	11,617	59,560	-	663	1,777	21	73,638
	<u>16,877</u>	<u>90,655</u>	<u>-</u>	<u>1,687</u>	<u>2,117</u>	<u>94</u>	<u>111,430</u>
Net financial assets/ (liabilities)	<u>1,752</u>	<u>(30,383)</u>	<u>11</u>	<u>(695)</u>	<u>(285)</u>	<u>(44)</u>	<u>(29,644)</u>
Currency exposure of financial (liabilities)/ assets, net of those denominated in the respective entities' functional currencies	<u>-</u>	<u>344</u>	<u>11</u>	<u>(696)</u>	<u>(285)</u>	<u>5</u>	<u>(626)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

	<u>SGD</u> \$'000	<u>RM</u> \$'000	<u>AUD</u> \$'000	<u>USD</u> \$'000	<u>EUR</u> \$'000	<u>Others</u> \$'000	<u>Total</u> \$'000
Group							
At 30 September 2019							
Financial assets							
Cash and cash equivalents	895	611	10	198	30	8	1,752
Trade and other receivables	3,143	131	445	374	26	22	4,141
Receivables from inter-companies	15,133	58,906	–	640	1,715	20	76,414
	<u>19,171</u>	<u>59,648</u>	<u>455</u>	<u>1,212</u>	<u>1,771</u>	<u>50</u>	<u>82,307</u>
Financial liabilities							
Trade and other payables	2,455	29,724	51	2,009	378	143	34,760
Bank borrowings	–	910	–	–	–	–	910
Lease liabilities	8	5	–	–	–	–	13
Payables to inter-companies	15,133	58,906	–	640	1,715	20	76,414
	<u>17,596</u>	<u>89,545</u>	<u>51</u>	<u>2,649</u>	<u>2,093</u>	<u>163</u>	<u>112,097</u>
Net financial assets/ (liabilities)	<u>1,575</u>	<u>(29,897)</u>	<u>404</u>	<u>(1,437)</u>	<u>(322)</u>	<u>(113)</u>	<u>(29,790)</u>
Currency exposure of financial (liabilities)/ assets, net of those denominated in the respective entities' functional currencies	<u>18</u>	<u>46</u>	<u>403</u>	<u>(1,437)</u>	<u>(322)</u>	<u>(67)</u>	<u>(1,359)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

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

	<u>SGD</u> \$'000	<u>RM</u> \$'000	<u>USD</u> \$'000	<u>Total</u> \$'000
Company				
At 30 September 2020				
Financial assets				
Cash and cash equivalents	140	344	6	490
Trade and other receivables	985	33,558	–	34,543
	<u>1,125</u>	<u>33,902</u>	<u>6</u>	<u>35,033</u>
Financial liabilities				
Trade and other payables	8,670	–	–	8,670
Net financial (liabilities)/assets	<u>(7,545)</u>	<u>33,902</u>	<u>6</u>	<u>26,363</u>
Currency exposure of financial assets, net of those denominated in the Company's functional currency	<u>–</u>	<u>33,902</u>	<u>6</u>	<u>33,908</u>
At 30 September 2019				
Financial assets				
Cash and cash equivalents	37	52	6	95
Trade and other receivables	987	33,096	–	34,083
	<u>1,024</u>	<u>33,148</u>	<u>6</u>	<u>34,178</u>
Financial liabilities				
Trade and other payables	11,956	–	–	11,956
Net financial (liabilities)/assets	<u>(10,932)</u>	<u>33,148</u>	<u>6</u>	<u>22,222</u>
Currency exposure of financial assets, net of those denominated in the Company's functional currency	<u>–</u>	<u>33,148</u>	<u>6</u>	<u>33,154</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

If the RM, AUD, USD and EUR change against the SGD respectively with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset that are exposed to currency risk will be as follows:

	Increase/(decrease)	
	Profit before tax	
	2020	2019
	\$'000	\$'000
Group		
RM against SGD		
- Strengthened by 1% (2019: 1%)	3	—*
- Weakened 1% (2019: 1%)	(3)	—*
AUD against SGD		
- Strengthened by 4% (2019: 6%)	—*	24
- Weakened by 4% (2019: 6%)	—*	(24)
USD against SGD		
- Strengthened by 1% (2019: 1%)	(7)	(14)
- Weakened by 1% (2019: 1%)	7	14
EUR against SGD		
- Strengthened by 6% (2019: 5%)	(17)	(16)
- Weakened by 6% (2019: 5%)	17	16
Company		
RM against SGD		
- Strengthened by 1% (2019: 1%)	339	331
- Weakened by 1% (2019: 1%)	(339)	(331)
USD against SGD		
- Strengthened by 1% (2019: 1%)	—*	—*
- Weakened by 1% (2019: 1%)	—*	—*

—* Denotes less than \$1,000

(ii) Interest rate risk

The Group's exposure to changes in interest rates arises primarily from fixed and variable rate bank borrowings amounting to approximately \$1,500,000 and \$398,000 (2019: variable rate bank borrowing amounting to approximately \$910,000) (Note 25) respectively.

The Group's bank borrowings at variable rates are contractually repriced monthly. Its interest-bearing assets are not core income producing assets. The Group's income and operating cash flows are therefore substantially independent of changes in market interest rates.

The impact of the change in interest rates of bills payable will not be significant to the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group.

The credit risk arising from the Group's normal commercial operations is controlled by individual operating units within strict credit control and guidelines. Credit policy includes assessing and evaluation of existing and new customers' credit reliability and monitoring of receivable collections.

As the Group and the Company do not hold 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 statements of financial position, except as follows:

	Group and Company	
	2020	2019
	\$'000	\$'000
Corporate guarantees provided to banks on subsidiary corporations' and the joint-venture company's banking facilities (Note 29)	3,377	2,527

(i) Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

In measuring the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product (GDP) of the countries in which it sells goods and services to be the most relevant factors, 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, such as a debtor failing to engage in a repayment plan with the Group. The Group considers a financial asset as in default if the counterparty fails to make contractual payments within 90 days after they fall due, and writes off the financial asset when a debtor fails to make contractual payments greater than 90 days past due. Where receivables are written off, the company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group's credit risk exposure in relation to trade receivables under SFRS(I) 9 as at 30 September 2020 and 2019 are set out as follows:

	← Past due →				Total \$'000
	Current \$'000	Within 30 days \$'000	30 to 60 days \$'000	More than 60 days \$'000	
Group					
30 September 2020					
Gross carrying amount	2,151	170	16	213	2,550
Loss allowance	-	-	-	30	30
30 September 2019					
Gross carrying amount	2,213	177	283	683	3,356
Loss allowance	-	-	-	102	102

As a result of the assessment, a loss allowance of \$30,000 (Note 3) for trade receivables were recognised as at 30 September 2020 (2019: \$102,000).

The movement in the loss allowance are as follows:

	Group	
	2020 \$'000	2019 \$'000
Beginning of financial year	102	214
Loss allowance (Note 5)	-	23
Written off	(69)	(102)
Reversal of loss allowance (Note 5)	(3)	(33)
End of financial year	30	102

(ii) Other receivables

The Group and the Company use the general approach for assessment of ECLs for these financial assets. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group and the Company assess whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, the loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group and the Company consider 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 and the Company's historical experience and informed credit assessment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(b) Credit risk (continued)

(ii) Other receivables (continued)

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, the loss allowance is measured at an amount equal to 12-month ECLs.

As at 30 September 2020, the Group and the Company performed an assessment of qualitative and quantitative factors which are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, available press information and applying experienced credit judgement) and an assessment of impairment using the 12-month ECL basis on these financial assets. The Company concluded that the loss allowance on these financial assets is insignificant. The Group concluded the loss allowance provided for other receivables is adequate.

(iii) Cash and cash equivalents

The Group and Company held cash and cash equivalents of approximately \$5,081,000 and \$490,000 respectively (2019: \$1,752,000 and \$95,000) with banks which are rated AA- based on Standard & Poor and consider to have low credit risk. The cash balances are measured on 12-month expected credit losses and subject to immaterial credit loss.

(iv) Financial guarantee contracts

The Company and its subsidiary corporations have issued financial guarantees to banks for borrowings of its subsidiary corporations and the joint-venture company. These guarantees are subject to the impairment requirements of SFRS(I) 9. The Company and its subsidiary corporations do not expect significant credit losses arising from these guarantees.

Financial assets that are neither past due nor impaired

Financial assets that are neither past due nor impaired are mainly deposits with banks with high credit-ratings assigned by international credit-rating agencies. Trade receivables that are neither past due nor impaired are substantially companies with a good track record with the Group.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through adequate amount of committed credit facilities to meet obligations when due. At the reporting date, asset held by the Group and the Company for managing liquidity risk included cash and short-term deposits as disclosed in Note 13.

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The Group also manages this risk by securing adequate credit facilities from a spread of reputable financial institutions to ensure necessary liquidity as provided in the statements of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(c) Liquidity risk (continued)

The table below analyses non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amount 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 \$'000	Between 1 and 5 years \$'000
Group		
At 30 September 2020		
Trade and other payables	2,960	30,188
Bills payable	1,150	–
Bank borrowings	373	1,525
Lease liabilities	51	1,545
Financial guarantee contracts (Note 29)	3,377	–
At 30 September 2019		
Trade and other payables	3,905	29,238
Bills payable	1,617	–
Bank borrowings	506	404
Lease liabilities	13	–
Financial guarantee contracts (Note 29)	2,527	–
Company		
At 30 September 2020		
Trade and other payables		8,670
Financial guarantee contracts (Note 29)		3,377
At 30 September 2019		
Trade and other payables		11,956
Financial guarantee contracts (Note 29)		2,527

(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 payments, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

31. Financial risk management (continued)

(d) Capital risk (continued)

Management monitors capital based on a gearing ratio. The Group and the Company are also required under the terms of its borrowing facilities to maintain a positive net worth during tenure of all activities. The Group's and the Company's strategies which remained unchanged from 2019, is to maintain gearing ratio of not exceeding 1.0 times.

The gearing ratio is calculated as total debt (represented by total borrowings and lease liabilities) divided by total equity.

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Total debt	3,494	923	–	–
Total equity	57,785	56,722	48,574	46,196
Gearing ratio	0.06	0.02	NM	NM

NM: Not meaningful

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 30 September 2020 and 2019.

(e) Fair value measurement

The fair value of financial instruments that are not traded in an active market is based on significant unobservable inputs, and such instruments are classified as Level 3.

Fair value information for current financial assets and financial liabilities not measured at fair value has not been presented as the carrying amount is a reasonable approximation of fair value due to the short-term nature to maturity.

(f) Financial instruments by category

The carrying amount of financial instruments other than those disclosed on the face of statements of financial position is as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Financial assets at amortised cost	8,148	5,893	35,033	34,178
Financial liabilities at amortised cost	36,195	35,683	8,670	11,956

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

32. 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	
	2020	2019
	\$'000	\$'000
Purchases from related parties	301	624
Rental income from a related party	420	444

Related parties comprise mainly companies which are controlled by the Group's key management personnel and their close family members.

Outstanding balances at 30 September 2020 and 2019, arising from sales/purchases of goods and services, are unsecured and receivable/payable within 12 months from the reporting date and are disclosed in Note 14 and Note 23 respectively.

(b) Key management's personnel compensation

Key management personnel compensation is as follows:

	Group	
	2020	2019
	\$'000	\$'000
Wages and salaries:		
- Directors of the Company	427	403
- Other key management	254	269
Employer's contribution to defined contribution plans, including Central Provident Fund:		
- Directors of the Company	14	9
- Other key management	23	25
Directors' fees	151	151
	869	857

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

33. Segment information

Management manages and monitors the business in the two primary business segments, namely:

- Trading of electrical and electronic home appliances, kitchen and bathroom fixtures and accessories (“Trading”)
- Property development

The segment information for the reportable segments and reconciliation to the consolidated financial statements are as follows:

	Trading \$'000	Property development \$'000	Unallocated \$'000	Total \$'000
2020				
Sales to external parties from continuing operations	14,699	–	–	14,699
Segment profit/(loss) from continuing operations	1,691	740	(414)	2,017
Interest income	–	2	–	2
Share of profit of associated companies	–	–	1,769	1,769
Share of loss of a joint-venture company	–	–	(59)	(59)
Interest expense	(209)	(2,094)	–	(2,303)
Profit before income tax				1,426
Income tax expense				(306)
Profit from continuing operations				1,120
Segment assets	20,507	56,617	19,570	96,694
Segment assets includes:				
Investments in associated companies	–	–	16,119	16,119
Investment in a joint-venture company	–	–	2,904	2,904
Additions to:				
- investment in a joint-venture company	–	–	228	228
- property, plant and equipment	99	–	–	99
Segment liabilities	9,125	29,555	229	38,909

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

33. Segment information (continued)

The segment information for the reportable segments and reconciliation to the consolidated financial statements are as follows: (continued)

	Trading \$'000	Property development \$'000	Unallocated \$'000	Total \$'000
2019				
Sales to external parties from continuing operations	18,591	–	–	18,591
Segment profit/(loss) from continuing operations	1,772	1,579	(304)	3,047
Interest income	–	21	6	27
Share of profit of associated companies	–	–	1,391	1,391
Share of loss of a joint-venture company	–	–	(166)	(166)
Interest expense	(163)	(1,866)	–	(2,029)
Profit before income tax				2,270
Income tax expense				(231)
Profit from continuing operations				2,039
Segment assets	17,612	57,378	18,315	93,305
Segment assets includes:				
Investments in associated companies	–	–	15,080	15,080
Investment in a joint-venture company	–	–	2,648	2,648
Additions to:				
- investment in a joint-venture company	–	–	403	403
- property, plant and equipment	60	–	–	60
Segment liabilities	7,270	29,038	275	36,583

Geographical information

The Group's two business segments operate in two geographical areas: Singapore and Malaysia.

Singapore mainly caters for the Group's trading activities on distribution of electrical and electronic home appliances, kitchen, bathroom fixtures and accessories.

The property development segment of the Group is primarily operated and located in Malaysia. The segment had a preview launch of its Seventh Cove project in Malaysia in 2015. The project is temporarily put on hold. Accordingly, no revenue is recognised in the current and prior financial years.

The Group's associated company operates and distributes electrical and electronic home appliances and develop properties in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

33. Segment information (continued)

Sales are based on the country in which the customers are located. Non-current assets and capital expenditure are shown by geographical area where the assets are located.

	Revenue from continuing operations \$'000	Non-current assets \$'000	Capital expenditures \$'000
2020			
Singapore	14,373	24,864	99
Malaysia	–	59,184	–
Morocco	–	927	–
Other countries	326	–	–
Total	14,699	84,975	99
2019			
Singapore	18,114	22,146	60
Malaysia	–	59,609	–
Morocco	–	923	–
Other countries	477	–	–
Total	18,591	82,678	60

Revenues of approximately \$1,340,000 (2019: \$1,872,000) are derived from a single external customer. These revenues are attributable to the Singapore trading segment.

34. New or revised accounting standards and interpretations

Amendments to SFRS(I) 3 Business Combination (effective for annual periods beginning on or after 1 January 2020)

The amendments provide new guidance on the assessment of whether an acquisition meets the definition of a business under SFRS(I) 3. To be considered a business, an acquisition would have to include an output and a substantive process that together significantly contribute to the ability to create outputs. A framework is introduced to evaluate when an input and substantive process are present. To be a business without outputs, there will now need to be an organised workforce.

The definition of the term 'outputs' is narrowed to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits.

It is also no longer necessary to assess whether market participants are capable of replacing missing elements or integrating the acquired activities and assets.

Entities can apply a 'concentration test' that, if met, eliminates the need for further assessment. Under this optional test, where substantially all of the fair value of gross assets acquired is concentrated in a single asset (or a group of similar assets), the assets acquired would not represent a business.

These amendments are applied to business combinations and asset acquisitions with acquisition date on or after 1 January 2020. Early application is permitted. The Group does not expect any significant impact arising from applying these amendments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 September 2020

35. Impact of COVID-19 Pandemic

On 30 January 2020, the World Health Organisation declared the coronavirus outbreak a public health emergency of international concern. The outbreak was subsequently characterised as a pandemic on 11 March 2020.

Measures were taken by the governments to contain the spread of COVID-19, including travels, social distancing and closure of non-essential services. As a result, there has been disruptions and delays in the supply chain, in terms of sourcing and supply of goods due to restrictions for cross-border movement.

The ongoing and evolving COVID-19 pandemic has a significant impact on the global economy, which have adversely impacted on the business of the Group. There is significant uncertainty as to the duration of the pandemic and its impact on those economies which the Group operates in, hence affects the Group's financial performance subsequent to the financial year ended 30 September 2020.

An assessment was made for the reporting year whether there is any indication that the Group's assets and liabilities may be impacted adversely. The Group has experienced a drop in earnings as a result of a decrease in sales, however, the negative impact on liquidity was minimised by a decrease in inventory holdings and the Temporary Bridging Loan under Enterprise Financing Scheme.

As the situation continues to evolve with a significant level of uncertainty, the Group will stay alert on the development and situation of the COVID-19, continuing to assess its impact on the financial position and operating results of the Group and take necessary action to maintain the stability of the business. If the situation persists beyond management's current expectations, the Group's assets may be subject to further write downs in the subsequent financial periods.

36. Events occurring after balance sheet date

In respect of the current financial year, the directors have proposed that a final dividend of 0.50 cents per share with a total of \$1,049,000 to be paid to shareholders subject to approval by shareholders at the next annual general meeting to be held on 25 January 2021. These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained profits in the financial year ending 30 September 2021. There are no income tax consequences on the Company and the Group.

37. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution by the Board of Directors of Casa Holdings Limited on 18 December 2020.

SHAREHOLDINGS STATISTICS

As at 16 December 2020

Issued and paid up capital	:	\$32,314,853
Number of ordinary shares in issue	:	209,826,140
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 16 DECEMBER 2020

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	–	0.00	–	0.00
100 – 1,000	484	18.55	479,600	0.23
1,001 – 10,000	1,676	64.24	7,742,560	3.69
10,001 – 1,000,000	436	16.71	29,154,300	13.89
1,000,001 and above	13	0.50	172,449,680	82.19
Total	2,609	100.00	209,826,140	100.00

TWENTY LARGEST SHAREHOLDERS AS AT 16 DECEMBER 2020

	NAME OF SHAREHOLDER	NO. OF SHARES	%
1	HU ZHONG HUAI	60,826,710	28.99
2	LIM SOO KONG @ LIM SOO CHONG	42,808,532	20.40
3	LIM CHOO HONG	20,935,168	9.98
4	RAFFLES NOMINEES (PTE) LIMITED	17,762,670	8.47
5	DBS NOMINEES PTE LTD	11,955,900	5.70
6	SEAH SIOK NIEW	7,682,200	3.66
7	UNITED OVERSEAS BANK NOMINEES PRIVATE LIMITED	2,581,000	1.23
8	NG HOCK KON	1,561,000	0.74
9	HSBC (SINGAPORE) NOMINEES PTE LTD	1,528,000	0.73
10	NG KWONG CHONG	1,500,000	0.71
11	CHONG SIEN THYE ALBERT	1,181,500	0.56
12	LIM MEOW SING	1,120,000	0.53
13	OCBC NOMINEES SINGAPORE PTE LTD	1,007,000	0.48
14	LEE BOON HOCK @ LEE BOOH HOCK	842,000	0.40
15	KUEK SER KHIANG KEITH	717,600	0.34
16	CHIAN TOW YONG	716,000	0.34
17	FSK INVESTMENT HOLDING PTE. LTD.	611,400	0.29
18	EDDY SUMITRA WIDJAJA OR LUCIEN HIDAYAT WIJAYA	600,000	0.29
19	LIM SOO TIAH	593,000	0.28
20	YEOW TIK HONG	580,700	0.28
	TOTAL:	177,110,380	84.40

SHAREHOLDINGS STATISTICS

As at 16 December 2020

SUBSTANTIAL SHAREHOLDERS

	Direct Interests	
	Number of ordinary shares	%
HU ZHONG HUAI	60,826,710	28.99
LIM SOO KONG @ LIM SOO CHONG	59,944,202	28.57
LIM CHOO HONG	20,935,168	9.98

PERCENTAGE OF SHAREHOLDING IN PUBLIC HANDS

Based on the information available to the Company as at 16 December 2020, approximately 32.46% of the issued ordinary shares of the Company is held by public. This complies with Rule 723 of the SGX-ST Listing Manual.

NOTICE OF ANNUAL GENERAL MEETING

Important Notes to Shareholders

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will NOT be sent to members. Instead, this Notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed on the Company's website at the URL <http://www.casaholdings.com.sg>
2. The Annual Report 2020 may be accessed at the Company's website at the URL <http://www.casaholdings.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by way of electronics means on Monday, 25 January 2021 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements of the Company for the year ended 30 September 2020 and the Directors' Statements and the Auditors' Report thereon. *(Please see explanatory note 1)*
2. To declare a final one-tier tax exempt dividend of 0.5 cents per share for the financial year ended 30 September 2020. **(Resolution 1)**
3. To approve the Directors' fees of S\$151,000 for the financial year ended 30 September 2020 (30 September 2019: S\$151,000). **(Resolution 2)**
4. To re-elect Mr. Lim Soo Kong @ Lim Soo Chong retiring pursuant to Rule 720(5) of the Mainboard listing manual of Singapore Exchange Securities Trading Limited. **(Resolution 3)**
(Please see explanatory note 2)
5. To re-elect Mr. Hu Zhong Huai retiring pursuant to Article 107 of the Company's Constitution. **(Resolution 4)**
(Please see explanatory note 3)
6. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

- (a) "That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
- (a) new shares arising from the conversion or exercise of convertible securities, or
- (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
- (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

(Resolution 6)

(Please see explanatory note 4)

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

BY ORDER OF THE BOARD

Margaret Chak Lee Hung
Company Secretary

8 January 2021

Explanatory Notes:-

1. The audited financial statements is meant for discussion only as under the provisions of Section 201(1) of the Companies Act, Cap. 50 and Article 152 of the Company's Constitution, the audited financial statements need to be laid before the Company at its Annual General Meeting and hence, the matter will not be put forward for voting.
2. The information in accordance with Appendix 7.4.1 pursuant to Rule 720(6) of SGX-ST mainboard listing manual of Mr. Lim Soo Kong @ Lim Soo Chong can be found on page 95 of the Annual Report.
3. The information in accordance with Appendix 7.4.1 pursuant to Rule 720(6) of SGX-ST mainboard listing manual of Mr. Hu Zhong Huai ("Mr Hu") can be found on page 95 of the Annual Report. Mr Hu, will, upon re-election as a Director of the Company, remain a member of the Audit Committee.
4. The ordinary resolution no. 6 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

NOTE:

Participation in the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, shareholders will NOT attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings. To do so, shareholders are required to pre-register their participation in the AGM (Pre-registration) at this link: <https://agm.conveneagm.com/casaholdingslimited> (AGM Registration and Q&A Link) **by 22 January 2021 on 10:00 a.m.** (Registration Deadline) for verification of their status as shareholders (or the corporate representatives of such shareholders). Upon registration, shareholders are required to verify their email and create a password.
2. Upon successful verification of their status, each such shareholder or its corporate representative will receive an email from **[AGM@Convene]** **by 22 January 2021 on 3:00 p.m.** with the link to access the “live” audio-and-visual webcast or “live” audio-only stream of the AGM proceedings. Shareholders or their corporate representative will be able to login with their email and password. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email from <https://agm.conveneagm.com/casaholdingslimited> **by 22 January 2021 on 5:00 p.m.** may contact the Share Registrar for assistance at +65 6236 3550/3555 or send email enquiry at SG.IS.Enquiry@sg.tricorglobal.com (during operating hours from 9:00 a.m. to 5:00 p.m.).

Voting By Proxy

A shareholder (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form (Proxy Form) for the AGM may be accessed at <https://agm.conveneagm.com/casaholdingslimited> and is available on the Company’s website at the URL <http://www.casaholdings.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

3. SRS and CPF investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes **by 10.00 a.m. on 13 January 2021**.
4. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road #11-02, Singapore 068898;
 - b) if submitted electronically, by sending a scanned pdf copy by email to corporate@casa.com.sg, in either case not less than 48 hours before the time appointed for the AGM; or
 - c) if submitted electronically via the AGM website, not less than 48 hours before the time appointed for the AGM.

A member who wishes to submit a Proxy Form 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.

5. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the member’s proxy to attend, speak and vote at the AGM.
6. Submission by a member of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least **48 hours** before the time for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that member.

Submission of questions prior to the AGM

7. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link so that they may be addressed during the AGM proceedings.
8. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast or live audio-only stream.
9. The Company shall only address relevant and substantial questions received. The Company will publish the minutes of the AGM on SGXNET and the Company’s website within one month after the date of AGM.

Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company’s website or announcements released on SGXNET for updates on the status of AGM. Shareholders are also strongly encouraged to submit completed proxy forms electronically via email.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Mr Lim Soo Kong @ Lim Soo Chong and Mr Hu Zhong Huai are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 25 January 2021 (“AGM”) (collectively, the “Retiring Directors” and each a “Retiring Director”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the following is the information relating to the Retiring Directors as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST:

	MR LIM SOO KONG @ LIM SOO CHONG	MR HU ZHONG HUAI
Date of Appointment	2 September 1994	30 October 2007
Date of last re-appointment	N.A.	31 January 2018
Age	75	43
Country of principal residence	Singapore	People’s Republic of China
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the qualification, work experiences, contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Lim Soo Kong @ Lim Soo Chong (“Mr Lim”) for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Mr Lim possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the qualification, work experiences, contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Hu Zhong Huai (“Mr Hu”) for re-appointment as Non-Executive Director of the Company. The Board has reviewed and concluded that Mr Hu possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive Mr Lim was appointed Casa Group CEO on 23 August 1995 and is responsible for the overall business operations of the Group. Mr Lim will continue to be the Group CEO.	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, Chief Executive Officer and member of NC.	Non-Executive Director, member of AC and RC
Professional qualifications	Diploma in Mechanical Engineering from Singapore Polytechnic	Bachelor of International Business from University of Victoria, Canada
Working experience and occupation(s) during the past 10 years	Mr Lim is a founder member, director and CEO of the company since its incorporation.	Mr Hu is a businessman and an entrepreneur in home appliances business. He is the director of Arda (Zhejiang) Electrical Co., Ltd, China for the past 10 years.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM SOO KONG @ LIM SOO CHONG	MR HU ZHONG HUAI
Shareholding interest in the listed issuer and its subsidiaries	Direct interest: 59,944,202 ordinary shares	Direct interest: 60,826,710 ordinary shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Father of Executive Director and Deputy Chief Executive Officer, Mr Stefan Matthieu Lim Shing Yuan	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships Past (for the last 5 years) Present	1. Fiamma Holdings Berhad 1. Casa (S) Pte Ltd 2. Polybuilding (S) Pte Ltd 3. VMD Pte Ltd 4. Casa Property Development Sdn Bhd	Arda (Zhejiang) Electrical Co., Ltd
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.		
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM SOO KONG @ LIM SOO CHONG	MR HU ZHONG HUAI
c) Whether there is any unsatisfied judgment against him?	No	No
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM SOO KONG @ LIM SOO CHONG	MR HU ZHONG HUAI
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No No No No	No No No No
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM SOO KONG @ LIM SOO CHONG	MR HU ZHONG HUAI
Disclosure applicable to the appointment of Director only		
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>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.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	N/A	N/A

CASA HOLDINGS LIMITED

(Company Registration No. 199406212Z)
(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT

1. The Annual General Meeting (AGM) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Company's Notice of Annual General Meeting dated 8 January 2021 (Notice) will not be sent to members. The Notice may be accessed at the abovementioned Company's website at <http://www.casaholdings.com.sg> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Notice.
3. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.**
4. For investors who have used their CPF and SRS monies to buy shares (CPF and SRS Investors), this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF and SRS Investors who hold shares through CPF Agent Banks and SRS Operators should contact their respective CPF Agent Banks and SRS Operators to specify their voting instructions and to submit their votes by 10.00 a.m. on 13 January 2021.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.**

I/We _____ (Name) _____ (NRIC/ Passport/

Company Registration No.) of _____ (Address)

being a member/members of CASA HOLDINGS LIMITED (the "Company"), hereby appoint the Chairman of the Meeting as *my/our proxy to attend, speak 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 Monday, 25 January 2021 at 10.00 a.m. (Singapore time) and at any adjournment thereof. I/We direct the Chairman of the Meeting as my/our proxy to vote for or against or abstain from voting on the Resolutions to be proposed at the Meeting as indicated below.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**)

No.	Ordinary Resolutions	For	Against	Abstain
1.	To declare a final one-tier tax exempt dividend of 0.5 cents per share for the financial year ended 30 September 2020.			
2.	To approve the Directors' fees of S\$151,000 for the financial year ended 30 September 2020.			
3.	To re-elect Mr. Lim Soo Kong @ Lim Soo Chong as Director of the Company.			
4.	To re-elect Mr. Hu Zhong Huai as Director of the Company.			
5.	To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company.			
6.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50.			

*delete as appropriate

Dated this _____ day of _____ 2021.

Total Number of Shares held

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

Important: Please read notes overleaf.

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert the number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert the number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all shares held by the member.

A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

2. The proxy form must be submitted to the Company in the following manner:
 - a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road #11-02 Singapore 068898;
 - b) if submitted electronically, by sending a scanned pdf copy by email to corporate@casa.com.sg, in either case not less than 48 hours before the time appointed for the AGM; or
 - c) if submitted electronically via the AGM website, not less than 48 hours before time appointed for the AGM.

Please
affix
postage
stamp

The Company Share Registrar
Casa Holdings Limited
c/o Tricor Barbinder Share Registration Services
80 Robinson Road #11-02
Singapore 068898

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.

In view of the current COVID-19 situation 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.

3. This proxy form must be 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 either under its seal or under the hand of an officer or attorney duly authorised.
4. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), be lodged/emailed with the proxy form, failing which the instrument shall be treated as invalid.
5. The Company shall be entitled to reject the proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

Board of Directors

Dr Low Seow Chay
(Chairman and Independent Director)

Lim Soo Kong @ Lim Soo Chong
(Founder, CEO and Executive Director)

Stefan Matthieu Lim Shing Yuan
(Deputy CEO and Executive Director)

Lim Yian Poh
(Independent Director)

Hu Zhong Huai
(Non-Executive and Non-Independent Director)

Company Secretaries

Margaret Chak Lee Hung
Lin Moi Heyang

Audit Committee

Lim Yian Poh (Chairman)
Dr Low Seow Chay
Hu Zhong Huai

Nominating Committee

Dr Low Seow Chay (Chairman)
Lim Soo Kong @ Lim Soo Chong
Lim Yian Poh

Remuneration Committee

Lim Yian Poh (Chairman)
Dr Low Seow Chay
Hu Zhong Huai

Share Registrar

Tricor Barbinder Share Registration Services
(a business division of Tricor Singapore Pte Ltd)
80 Robinson Road #02-00
Singapore 068898

Auditors

Nexia TS Public Accounting Corporation
80 Robinson Road #25-00
Singapore 068898

Director-In-Charge
Lee Look Ling
(Appointed since financial year ended
30 September 2020)

Registered Office

Casa Holdings Limited
(Incorporated in Singapore, Registration Number:
199406212Z)

Website: www.casaholdings.com.sg
15 Kian Teck Crescent
Singapore 628884
Tel: 6268 0066
Fax: 6266 8069



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