



KHONG GUAN
LIMITED



元康

2023
ANNUAL REPORT

Contents

Corporate Information	02
Chairman's Statement	03
Group Financial Highlights	05
Group Structure	06
Corporate Governance	07
Profile of Directors and Key Executives	31
Disclosure of Information on Directors Seeking Re-Election	33
Directors' Statement	38
Independent Auditor's Report	41
Statements of Financial Position	45
Consolidated Statement of Profit or Loss and Other Comprehensive Income	46
Consolidated Statement of Changes in Equity	48
Consolidated Statement of Cash Flows	50
Notes to the Financial Statements	52
Analysis of Shareholdings	120
Notice of Annual General Meeting	122
Form of Proxy	

Corporate Information

Directors

Chew Soo Lin (Chairman)
Chew Soo Eng (Managing Director)
Chew Kian Boon Daniel
Tan Tiong Huat Alex (Lead Independent Director)
Yeo Jih-Shian
Hew Moh Yung
Tan Khiaw Nghoh

Auditor

RT LLP
Public Accountants and
Chartered Accountants
70 Shenton Way, #07-15 Eon Shenton
Singapore 079118
Audit Partner: Kenneth Ng Boon Chong
(Appointed since financial year ended
31 July 2023)

Audit Committee

Tan Tiong Huat Alex (Chairman)
Yeo Jih-Shian
Hew Moh Yung
Tan Khiaw Nghoh

Registrar

B.A.C.S. Private Limited
77 Robinson Road #06-03
Robinson 77
Singapore 068896

Nominating Committee

Yeo Jih-Shian (Chairman)
Tan Tiong Huat Alex
Hew Moh Yung

Bankers

Standard Chartered Bank
DBS Bank Ltd
RHB Bank Berhad

Remuneration Committee

Hew Moh Yung (Chairman)
Tan Tiong Huat Alex
Tan Khiaw Nghoh

Company Secretary

Nor Hafiza Alwi

Registered Office

2 MacTaggart Road #03-01
Khong Guan Building
Singapore 368078
Telephone No. 62822511
Fax No. 62855868
www.khongguanlimited.com

Chairman's Statement

Review of Operations

The Group faced challenges in the Malaysian domestic market for its starches and wheat flour businesses due to stiff market competition and sluggish market demand from food manufacturers. However, the Group experienced an improvement in the export of cereals and cooking oils with the normalization of global freight and recovery in demand from the Middle East and Africa.

Despite these challenges, the Group managed to achieve a 3% increase in its sales turnover to \$71,916,000.

Tong Guan Food Products Sdn. Bhd. (“**TGF**”), our subsidiary in Sabah, whose business involves the distribution of FMCG products grew its revenue by 3% to \$41,210,000. TGF continues to expand its coverage and adding new products to its portfolio to grow its revenue. Swee Hin Chan Company Sdn. Berhad (“**SHC**”), our subsidiary in Penang, an importer and distributor of food and non-food ingredients managed to increase its revenue by 2% to \$28,729,000 mainly due to higher selling prices for its starches.

Despite the improvement in sales, combined profit after tax for TGF and SHC for the year decreased by 29% to \$1,581,000 impacted by lower gross margins from SHC due to the weaker Malaysian Ringgit and lower sales volume.

The revenue of the associate, United Malayan Flour (1996) Sdn Bhd (“**UMF**”), increased by 20% to \$102,351,000 as a result of better selling prices of its wheat flour products domestically, and a recovery in the export of cereals and cooking oil. However, UMF's profit attributable to equity holders of the company decreased by 18% to \$672,000 due to higher raw material prices and the weaker Malaysian Ringgit. Combined with the start-up losses incurred from SGProtein Pte Ltd, the share of results of associates net of tax declined by 82% to \$74,000.

As a result of the above, the Group recorded a profit before tax of \$486,000 for the current financial year compared to a profit before tax of \$1,421,000 in the previous year, but incurred a loss after tax of \$56,000 for the current financial year compared to a profit after tax of \$651,000 in the last financial year.

Dividend

The Directors propose a first and final one-tier dividend of \$0.01 (2022: \$0.02) per ordinary share for the financial year ended 31 July 2023 for approval by shareholders at the forthcoming Annual General Meeting.

Prospects

The Group remains cautious of its businesses amidst challenging market conditions expected in Malaysia, and is focusing on cost management strategies, higher efficiencies and streamlining of its various operations. UMF also expects to improve its performance through its existing cereals business and exploring new markets. The Group is optimistic that the challenges it currently faces will be manageable as many of its products are essential and non-discretionary food items.

Update on our investment in SGProtein Pte Ltd (“**SGP**”)

SGP will continue to focus on building its business across the region for plant-based protein alternatives.

Chairman's Statement

Acknowledgements

On behalf of the Board of Directors, I would like to extend our appreciation to our shareholders, customers and business associates for their continued support as well as to the Management and staff of the Group for their dedication and diligence while we continue to navigate through the market challenges and to further develop and expand our business.

Last but not least, I would also like to thank my fellow Directors for their contributions and services rendered to the Company.

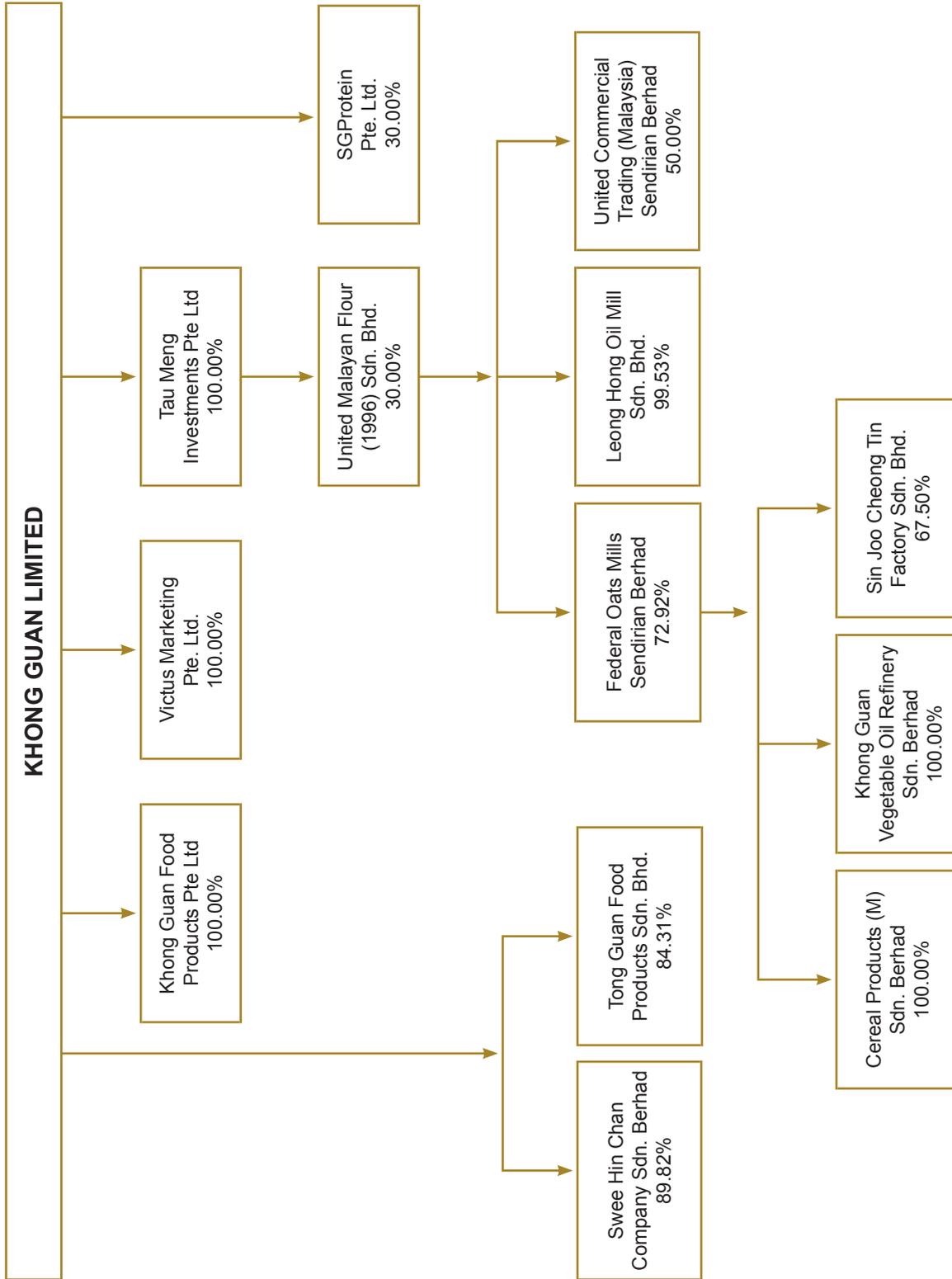
Chew Soo Lin
Chairman

Group Financial Highlights

	2023	2022	2021	2020	2019
(\$'thousand)					
Revenue	71,916	69,686	62,327	60,508	58,990
Attributable (loss)/profit	(286)	371	(353)	50	(693)
Total assets	66,799	71,026	68,553	71,855	72,025
Shareholders' equity	55,418	58,185	59,615	60,846	62,298



Group Structure



Corporate Governance

INTRODUCTION

Khong Guan Limited (the “**Company**”) and together with its subsidiaries (the “**Group**”) is committed to maintaining good corporate governance in accordance with the principles and provisions set out in the Code of Corporate Governance 2018 issued on 6 August 2018 (the “**Code**”).

This report outlines the Company’s corporate governance processes and practices that were in place during the financial year ended 31 July 2023 (“**FY2023**”), with specific reference made to the principles and provisions of the Code and the disclosure guide developed by the SGX-ST in January 2015 (the “**Guide**”) and the new requirements implemented by the SGX-ST taking into effect from 11 January 2023, where applicable to the Company. The Company strives to comply with the provisions set out in the Code and the Guide, and where it has deviated from the Code and/or the Guide, appropriate explanations are provided. The Company also ensures that all applicable laws, rules and regulations, including the Securities and Futures Act 2001 of Singapore (“**Securities and Futures Act**”) and the SGX-ST Listing Manual (“**Listing Rules**”), are duly complied with.

The Board of Directors (the “**Board**”) is pleased to confirm that for the financial year ended 31 July 2023, the Company and the Group have adhered to the principles and provisions as outlined in the Code. Where there are deviations from the provisions of the Code, the Company has provided reasons and explanations on the Company’s practices.

BOARD MATTERS

PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

Provision 1.1: Role and Duties of the Board

The principal functions of the Board are to provide guidance and to decide on certain important matters, including those involving the review and approval of strategic plans, directions and policies, to review the Group’s performance, to review the adequacy and integrity of internal controls, and to approve material acquisitions and disposals of assets. The Board sets the values and standards for the Group to ensure that the reputation of the Group is being upheld. In setting strategic objectives, the Board has also considered environmental, social and governance (“**ESG**”) factors, to ensure sustainability of the Group’s business.

All Directors have objectively discharged their duties and responsibilities at all times as fiduciaries and make decisions in the interests of the Company.

Conflict of Interest

Internal guidelines have been established which requires all Board members who have a potential conflict of interest in a particular agenda item to recuse themselves from the discussion involving the relevant Board discussion. This policy also applies to all Board Committees.

Corporate Governance

Provision 1.2: Board Orientation, Training and Updates

All Directors are appointed to the Board by way of formal letter of appointment which sets out among others, their roles, obligations, duties and responsibilities as a member of the Board.

The Management (comprising the Executive Directors and Key Management Personnel) briefs new Directors on the Group's business and strategic directions, as well as governance practices. This briefing also includes site visits to the Group's facilities to ensure that they are familiar with the Group's businesses, directions and policies.

The Management will monitor new laws, regulations and commercial development when they become available and will keep the Board informed accordingly. The Directors are also kept abreast of developments which are relevant to the Group, which have important bearing on the Group and the Directors' obligations to the Group, from time to time.

For any first-time Director who has no prior experience as a director of a listed company, in addition to the induction as detailed above, he or she will be required to attend programmes conducted by the Singapore Institute of Directors, in order to acquire relevant knowledge of what is expected of a listed company director.

The Directors are encouraged to attend appropriate or relevant courses, conferences and seminars and receive training to improve themselves in the discharge of their duties and responsibilities.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**"), which are relevant to the Directors are circulated to the Board. The Company Secretary also informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company and the external auditor updates the AC and the Board on new and revised financial reporting standards as and when these are issued.

As at the date of this report, all Directors have completed the mandated sustainability training course as required by the enhanced SGX sustainability reporting rules announced in March 2022.

Provision 1.3: Internal guidelines on matters requiring Board's approval

Matters which are specifically reserved to the Board for decision-making include those involving (1) the review and approval of strategic plans, (2) directions and policies, (3) material acquisitions or joint ventures or investments and disposals of assets, (4) authorisation of banking facilities and corporate guarantees, (5) corporate or financial restructuring, (6) share issuances, (7) dividends and other returns to shareholders, (8) public announcements to be released via SGXNet, including half-yearly and full year financial announcements and (9) any matters relating to the Company's Annual General Meeting ("**AGM**"), Board and Board Committees.

Provision 1.4: Delegation of Authority to Board Committees

To facilitate effective management, the Board has delegated certain functions to the Board Committees namely the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively referred to as "**Board Committees**"). The Board Committees operate within clearly defined terms of reference and they play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the Board Committees are reviewed on a regular basis to enhance the effectiveness of these Board Committees. The Board accepts that while these Board Committees have the authority to examine specific issues which are spelt out in the terms of reference of the respective Board Committees and that they will report to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Corporate Governance

Provision 1.4: Delegation of Authority to Board Committees – cont'd

As at the date of this report, the composition of the Board Committees are as follows:

AUDIT COMMITTEE		
Tan Tiong Huat Alex	Chairman	Lead Independent Director
Yeo Jih-Shian	Member	Independent Director
Hew Moh Yung	Member	Independent Director
Tan Khiaw Ngoh	Member	Independent Director
REMUNERATION COMMITTEE		
Hew Moh Yung	Chairman	Independent Director
Tan Tiong Huat Alex	Member	Independent Director
Tan Khiaw Ngoh	Member	Independent Director
NOMINATING COMMITTEE		
Yeo Jih-Shian	Chairman	Independent Director
Tan Tiong Huat Alex	Member	Independent Director
Hew Moh Yung	Member	Independent Director

During FY2023, the Board had re-constituted its Board Committees and the changes were:

1. Mr Chew Soo Lin stepped down as a member of the Nominating Committee on 28 February 2023;
2. Mr Tan Tiong Huat Alex was appointed as the Chairman of the Audit Committee on 30 November 2022 in place of Mr Tay Kwang Lip Willie who retired from the Board of Directors at the conclusion of 2022 AGM. On 31 January 2023 he was appointed as the Lead Independent Director and on 28 February 2023, he was re-designated from Chairman to a member of the Remuneration Committee and was appointed as a member of the Nominating Committee;
3. Mr Yeo Jih-Shian was appointed as a member of the Remuneration Committee on 28 February 2023 and subsequently stepped down from this position on 1 August 2023;
4. Mr Hew Moh Yung was re-designated as the Chairman of the Remuneration Committee and appointed as a member of the Nominating Committee on 28 February 2023; and
5. Ms Tan Khiaw Ngoh was appointed as Independent Director on 31 January 2023. She was appointed as a member of the Audit Committee on 28 February 2023 and subsequently as a member of the Remuneration Committee on 1 August 2023.

Provision 1.5: Meetings of Board and Board Committees

The Board will meet at least half-yearly and on an adhoc basis, if required, as deemed appropriate by the Board members, to review and discuss the performance of the Company, to approve the half-year and full-year results announcements as well as to oversee the business affairs of the Company.

The Constitution of the Company and the terms of reference for each of the Board Committee allow the Directors to participate in Board and Board Committees meetings by teleconference or videoconference means. Directors with multiple Board representations must ensure that sufficient time and attention are given to the affairs of the Company.

The calendar of all the Board and Board Committees meetings are scheduled in advance. The Board is free to seek clarification and information from the Management on all matters within their purview. Ad-hoc meetings shall be convened as may be necessary to address any specific significant matters that may arise. Important matters concerning the Company are also put to the Board for its decision by way of written resolutions.

Corporate Governance

Provision 1.5: Meetings of Board and Board Committees – *cont'd*

The number of Board and Board Committees meetings held in FY2023 and the attendance of Directors during these meetings is as follows:

	Board	Audit Committee	Nominating Committee	Remuneration Committee
Total held in FY2023	4	5	1	1
Chew Soo Lin	4	NA*	1	NA*
Chew Soo Eng	4	NA*	NA*	NA*
Chew Kian Boon Daniel	4	NA*	NA*	NA*
Tan Tiong Huat Alex	4	4	NA*	1
Yeo Jih-Shian	3	4	1	NA*
Hew Moh Yung	4	5	NA*	1
Tan Khiaw Ngoh**	1	2	NA*	NA*
Tay Kwang Lip Willie #	2	3	1	1

* NA – Not applicable

** Ms Tan Khiaw Ngoh was appointed as an Independent Director on 31 January 2023.

Mr Tay Kwang Lip Willie retired as an Independent Director at the conclusion of the Company's 2022 AGM held on 30 November 2022 and did not seek for re-election.

In addition to the above formal meetings, the Board and the various Board Committees met informally or as working sessions on numerous occasions during the year.

Provision 1.6: Access to information

The Management provides the Board with key information that is complete, adequate and in advance prior to meetings and on an on-going basis to enable the Directors to make timely decisions, effectively discharge their duties and make a balanced and informed assessment of the Company's performance, position and prospects. Key information comprises, among others, properly organized board papers (with background or explanatory information relating to the matters brought before the Board, where necessary), such as management financial statements, interested person transactions reports and explanations on material variances, updates on Company operations and the markets in which the Company operates, budgets and/or forecasts, external audit reports and reports on ongoing or planned corporate actions. Where the situation requires, Directors are entitled to request for additional information from Management and such information are provided to the Directors in a timely manner.

All scheduled Board and Board Committees' meetings are planned in advanced of each financial year and meeting papers are normally circulated to the Directors at least one week before the meetings. All Directors have unrestricted access to the Management and free to request for additional information when necessary. This would also enable the Directors to oversee the Group's operational and financial performance more effectively. The Directors are also informed on a regular basis as and when there are any significant developments or events relating to the Group's business operations.

The Management and the Company's internal and external auditors, who can provide insight and views on matters under discussion, are also invited from time to time to attend such meetings. The Company Secretary attends all Board meetings and ensures that all Board procedures are followed. The Company Secretary, together with other management staff of the Company, also ensures that the Company complies with the applicable statutory and regulatory rules.

Corporate Governance

Provision 1.7: Separate and Independent Access to Management and Company Secretary

The Directors have separate and independent access to the Company's Management, the Company Secretary and external advisers (where necessary) at all times. Should the Directors, whether as a group or individually, need independent professional advice in furtherance of their duties, or where decisions to be taken by the Board require specialised knowledge or expert opinion, the Company will appoint an external professional adviser, subject to approval by the Chairman and the Managing Director, to render the advice and enable the Directors to discharge their responsibilities effectively. The cost of such independent professional advice will be borne by the Company.

The Company Secretary and/or her representative(s) shall attend all Board and Board Committees meetings. The responsibilities of the Company Secretary include advising the Board on governance matters, facilitating the process of appointment of new Directors and assisting the Chairman of the Board in ensuring information flows within the Board and its Board Committees and between the Management and the Directors. The Company Secretary will also provide the Board with updates on regulations and legislations that the Company is required to comply with, as required.

The appointment and the removal of the Company Secretary are subject to the approval of the Board.

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

As at the date of this Report, the Company is in compliance with Provision 2 of the Code.

Provision 2.1: Independence of Directors

The NC and the Board deliberates annually to determine and assess the independence of each Director in accordance with the guidance provided in the Code as well as Rule 210(5)(d) of the Listing Rules. As set out under the Code, an Independent Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

On an annual basis, each Independent Director is required to complete a "Confirmation of Independence" form to confirm his/her independence. The said form was drawn up based on the definitions and guidelines set forth in the Code. The Directors is required to disclose to the Board any such relationship as and when it arises, and the Board will state the reasons if it determines that a Director is independent notwithstanding the existence of a relationship or circumstances which may appear relevant to the Board's determination.

The Independent Directors have confirmed their independence in accordance with the Code and Rule 210(5)(d) of the Listing Rules. The NC is of the view that the Independent Directors, as a whole, represent a strong and independent element on our Board, which is able to exercise objective judgement on corporate affairs independently from the Executive Directors. As at the date of this Report, the NC has reviewed the independence status of the Independent Directors and is satisfied that each of them are independent in accordance with Provision 2.1 of the Code and Rule 210(5)(d) of the Listing Rules.

Each member of the NC has abstained from deliberations in respect of the assessment of his/her own independence.

Corporate Governance

Provision 2.2: Independent Directors comprising Majority of the Board

Provision 2.3: Proportion of Independent Non-Executive Directors

The Company endeavours to maintain a strong and independent element on the Board with a majority of independent directors. Out of seven (7) Board members, the Company has four (4) Independent Directors. The Company has complied with Provision 2.2 of the Code which requires Independent Directors to make up the majority of the Board where the Chairman is not independent.

The Company has also appointed Tan Tiong Huat Alex as the Lead Independent Director of the Company and he makes himself available to shareholders if they have concerns relating to matters that contact through the Chairman, the Managing Director and/or the CFO has failed to resolve, or where such contact is inappropriate or inadequate. The Lead Independent Director also makes himself available to shareholders at the Company's general meetings.

To facilitate a more effective review of Management, the Independent Directors will communicate, on an ad-hoc basis, without the presence of the Management and Executive Director(s), to discuss Management's performance and any matters of concern. The current Board composition complies with Provision 2.3 of the Code, where Non-Executive Independent Directors make up a majority of the Board.

Independent Directors serving beyond nine years

There is currently no Independent Director who has served on the Board for more than nine years.

Provision 2.4: Board Composition, Size and Diversity

Board Composition

The Board comprises seven (7) members, out of which four (4) are Independent Directors and three (3) are Executive Directors. Independent Directors make up majority of the Board.

The Board comprises the following members:

Executive Directors

Chew Soo Lin
Chew Soo Eng
Chew Kian Boon Daniel

Independent Directors

Tan Tiong Huat Alex (Lead Independent Director)
Yeo Jih-Shian
Hew Moh Yung
Tan Khiaw Ngoh (appointed on 31 January 2023)
Tay Kwang Lip Willie (retired on 30 November 2022)

The current Board, with Independent Non-Executive Directors making up more than half of the Board, provides for a strong and independent element on the Board capable of exercising objective judgement on corporate affairs of the Group. To further strengthen good corporate governance, as the Chairman is not independent, a Lead Independent Director is appointed.

Corporate Governance

Provision 2.4: Board Composition, Size and Diversity – cont'd

The size and composition of the Board are reviewed at least annually to ensure that the Board has the appropriate mix of expertise, skills, knowledge and experience diversity for effective decision-making. The Board, in concurrence with the NC, is of the view that the current number of seven (7) Directors and the composition is appropriate and effective, taking into consideration the scope and nature of the Group's operations. No individual or small group of individuals dominate the Board's decision-making.

The Board's objective in its composition is to achieve a good mix of directors with diverse and appropriate professional background and experience to facilitate a robust decision-making process in the best interests of the Company and the Group.

The Directors are from a diverse age group (between 48 and 75) and possess the appropriate balance and mix of skills, knowledge and experience (such as legal, corporate finance, accounting and industrial) to guide and assist the Board in its endeavours.

The Board provides diversity of expertise, invaluable experiences and knowledge in areas such as accounting, legal, finance, strategic planning, corporate finance and restructuring, investment, business management and development, risk management, corporate communication, governance and industry knowledge. This diversity facilitates constructive debate on the business activities of the Company and enables Management to benefit from a diverse and objective set of perspectives on issues that are brought before the Board.

As at the date of this Report, the Company has formalised and adopted a Board Diversity Policy ("Policy") that addresses diversity in terms of experience, skills, gender, age, tenure and qualities, as well as any other relevant aspects of diversity. The Company believe in diversity and values the benefits diversity can bring to the Board in its deliberations and the Board's effectiveness – in particular, it believes that a balance and mix skills, experiences and individual attributes of Board members which shape the composition and promote effectiveness of the Board as a whole and that the Board Committees, will support the Company's achievements of strategic objectives and long-term sustainable development and success.

The Board in compliance with SGX-ST Listing Manual and the Code on gender diversity, has appointed Ms Tan Khiaw Ngoh on 31 January 2023 to the Board.

The Board, in concurrence of the NC, is of the view that the current Directors possess the necessary competencies to provide the Management with a diverse and objective perspective on issues so as to lead and govern the Company effectively.

The Company embraces diversity and will consider the benefits of various aspects of diversity, including skills, experience, background, gender, age and other relevant factors in identifying Director nominees.

The Board's policy in identifying directors is primarily to have an appropriate mix and diversity of members with complementary skills, core competencies and experience that could effectively contribute to the Group.

Corporate Governance

Provision 2.4: Board Composition, Size and Diversity – cont'd

The Board takes the following steps to maintain or enhance the efficacy of its composition:

- (a) annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board;
- (b) annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the potential gaps in the areas of expertise and competencies of the Board; and
- (c) when seeking to identify a new Director for appointment to the Board, the NC will request female candidates to be fielded for consideration.

The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.

As the Group's activities continue to grow, the NC will continuously review the composition of the Board so that it will have the necessary competency to be effective. The NC will further consider other aspects of diversity such as professional and commercial experience, gender, age and other relevant qualities.

The Board is of the view that the present Board has an appropriate level of independence and diversity of thought and background to enable it to make decisions in the best interests of the Group.

The Board does not have any alternate Director.

Provision 2.5: Meeting of Non-Executive Directors

The Independent Directors meet at least once a year or on a need-be basis without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, board processes, succession planning as well as leadership development and the remuneration of the Executive Directors as well as to review any other matters that must be raised privately.

PRINCIPLE 3: ROLE OF CHAIRMAN AND MANAGING DIRECTOR ("MD")

Provision 3.1: Different roles of Chairman and MD

The Company has a separate Chairman and MD. Mr Chew Soo Lin is the Executive Chairman and Mr Chew Soo Eng is the MD. Both Mr Chew Soo Lin and Mr Chew Soo Eng are part of the executive management team and are cousins. All major decisions made by the Chairman and the MD are reviewed by the Board. As the Company has a relatively simple organization structure and the Board is constituted by a majority of Independent Directors, the Board is of the opinion that this arrangement does not undermine the ability of the Board to exercise independent decision making, without any individual exercising any significant concentration of control or authority.

Provision 3.2: Roles and responsibilities of the Chairman and the MD

The Company aims to ensure a balance of power and authority between the Chairman and the MD with a clear division of responsibility between the running of the Board and the Company's business, respectively. The positions, roles and responsibilities of the Chairman and MD are separate and clearly defined.

Corporate Governance

Provision 3.2: Roles and responsibilities of the Chairman and the MD – *cont'd*

Chairman

The Chairman is responsible for leadership of the Board in ensuring the effectiveness of the functions of the Board. He is responsible for:

- (a) Leading the Board in the deliberations of strategic matters of the Group and in overseeing the Management of the Group.
- (b) Ensuring the effective conduct of the Board.
- (c) Maintaining a relationship of trust with and between the Executive Directors and Non-Executive Independent Directors.
- (d) Ensuring the provision of accurate, timely and clear information to Directors.
- (e) Ensuring effective communication with shareholders.
- (f) Setting the agenda for Board meetings and ensuring that all relevant issues are on the agenda, in consultation with the MD and the Company Secretary.

The Chairman is also responsible for managing the business of the Board to ensure that:

- All Directors are properly briefed on issues arising at Board meetings.
- Sufficient time is allowed for the discussion of complex or contentious issues and where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion.
- The issues discussed are forward looking and strategic in nature.

MD

All authorities conferred by the Board on the Management will be delegated through the MD. The MD shall be held accountable for his exercising of these authorities. He is responsible for:

- (a) Ensuring the success of the Company's governance and management functions.
- (b) The day-to-day operation of the Group's business.
- (c) Implementing the policies, strategies and decisions adopted by the Board.
- (d) All authorities conferred by the Board on the Management will be delegated through the MD. The MD shall be held accountable for his exercising of these authorities.

Provision 3.3: Lead Independent Director

To ensure good corporate governance practice and that there is no concentration of power and authority, the Company has appointed Mr Tan Tiong Huat Alex as the Lead Independent Director. The Lead Independent Director meets at least once annually with other Independent Directors without the presence of Executive Directors and after such meetings, he provides feedback to the Executive Chairman. The Lead Independent Director is also available to shareholders directly, in respect of matters where they have concerns and for which, contact through the normal channels of the Executive Chairman and the Managing Director may not be appropriate or have failed to resolve.

Corporate Governance

PRINCIPLE 4: BOARD MEMBERSHIP

Provision 4.1 and 4.2: Membership and Roles and Responsibilities of the NC

The NC comprises the following three members, including the Chairman are independent and non-executive:

Yeo Jih-Shian (Chairman)
Tan Tiong Huat Alex
Hew Moh Yung

The Lead Independent Director is a member of the NC.

Please refer to Provision 1.4 on the re-constitution of the Board Committees.

The principal functions of the NC include:

- Electing an Independent Director from amongst them as its Chairman.
- Identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Facilitating Board induction and training of newly appointed Directors.
- Evaluating the balance of skills, knowledge and experience on the Board and in light of this evaluation, prepares a description of the role and capabilities required for a particular appointment of Director.
- Carrying out an annual review of the effectiveness of the Board as a whole; the Board Committees and the contribution of each individual Director, including Independent Non-Executive Directors.
- Giving consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company as to what skills and expertise are needed on the Board in the future.
- Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board to ensure the appropriate Board diversity, balance and size and making recommendations to the Board with regard to any changes.
- Reviewing the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the market place.
- Ensuring that on appointment to the Board, Independent Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of duties and responsibilities and to act in the best interest of the Company.

Corporate Governance

Provision 4.3: Selection, Appointment and Re-appointment of Directors

New Directors are at present appointed by way of a Board resolution, after the NC approves their appointment. The NC does not usually but may consider engaging the services of search consultants to identify prospective Board candidates if the need so arises. The NC currently considers recommendations and referrals from other sources, provided the prospective candidates meet the qualification criteria established for the particular appointment.

In considering the appointment of any new Director, the NC ensures that the new Director is aligned with Group's strategic directions and possesses the necessary skills, knowledge and experience that could facilitate the Board in making sound and well-considered decisions. NC will request female candidates to be fielded for consideration and there is an appropriate female representation on the Board.

The selection criterion includes integrity, diversity of competencies, expertise, industry experience and financial literacy.

In evaluating candidates, the Nominating Committee applies strictly the concept of meritocracy, with no specific targets towards, nor discrimination against, any age group, ethnic groups or gender although these attributes are taken into consideration in deriving a decision

A new director is required to declare if he or she has any adverse track record or are under investigation by the regulators in any of the Boards served before the appointment.

The NC will meet with the selected candidate to assess his/her suitability, before making its recommendations to the Board for its approval.

Process of Re-appointment of Directors

Succession planning is an important part of the governance process. The NC will seek to refresh the Board membership from time to time, progressively and in an orderly manner to avoid losing institutional memory.

The Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. A newly appointed Director must also be subject to retirement and re-election at the AGM immediately following his/her appointment. Thereafter, such Director is subject to retirement by rotation once every three years.

All appointments and re-appointments of Directors are first reviewed and considered by the NC before recommending them to the Board for approval.

The NC has recommended the nomination and re-election of the following Directors who are retiring by rotation pursuant to Article 105B and Article 110(a) of the Company's Constitution:

Mr Yeo Jih-Shian (Article 105B)
Mr Hew Moh Yung (Article 105B)
Ms Tan Khiaw Ngoh (Articles 110(a))

Succession Planning for Key Management Personnel ("KMP")

In its long-term drive towards excellence, the Company recognizes the importance of sustainable leadership and succession planning of KMP. The MD takes charge of the succession planning of the KMP of the Group. The Company follows the prevailing national guidelines for retirement age. To minimize disruptions to the Group's operations, the retired KMP may be hired on a year-to-year basis to provide continuity and orderly replacement of that KMP.

Corporate Governance

Provision 4.4: NC to determine Director's independence

The NC deliberates annually to determine the independence of a Director bearing in mind the salient factors set out in the Code as well as all other relevant circumstances and facts. No member of the NC participates in the deliberation in respect of his own status as an Independent Director. Each retiring Independent Director has confirmed that he does not have any relationship with his fellow Directors nor with the Company and its substantial shareholders.

At the date of this Report, the Company does not have any Independent Director who has served for more than nine years from the date of his first appointment.

Provision 4.5: Commitment of Directors sitting on multiple boards

None of the Directors exceeds the maximum number of listed board representations determined by the NC and the Board, which is six. Notwithstanding that two of the Directors have multiple board representations, the NC is satisfied that these Directors are able to and have been adequately carrying out their duties as Directors of the Company. The relevant Directors' multiple directorships are disclosed in the Directors' profile.

PRINCIPLE 5: BOARD PERFORMANCE

Provision 5.1 and 5.2: Board and individual Director Evaluation Process

A review of the Board's performance will be undertaken collectively by the Board as a whole. The Company believes that the Board's performance is ultimately reflected in the performance of the Group. The Board, through the delegation of its authority to the NC, ensures that the Directors appointed to the Board possess the relevant necessary background, experience, knowledge and skills so that each Director can contribute to the effectiveness of the Board with an independent and objective perspective.

Board evaluation

The NC Chairman, in conjunction with the Chairman of the Board, conducts an annual assessment of the effectiveness of the Board as a whole, effectiveness of its Board Committees and the contribution by each individual Director and its Chairman. The assessment comprises self-assessment, Board assessment and peer evaluations.

Evaluation of individual Director

The performance evaluation of a Director includes his contributions to the development of strategy, availability at Board meetings (as well as informal contribution via email and telephone), interactive skills, degree of preparedness, industry and business knowledge and experience which are crucial to the Group's business and operations.

The Company believes that apart from the Directors' fiduciary duties (i.e. acting in good faith, with due diligence and care, and in the best interests of the Company and its shareholders), the Board's key responsibilities are to set strategic directions for the Group and to ensure that the long-term objective of enhancing shareholders' value is achieved.

The NC has reviewed the overall performance of the Board, Board Committees and each Director for FY2023 and is satisfied that the Board as a whole and Board Committees have met the performance evaluation criteria and objectives and each Director has contributed effectively and demonstrated commitment to his respective role, including commitment of time for the Board and Board Committee meetings and any other duties in FY2023.

Corporate Governance

Provision 5.1 and 5.2: Board and individual Director Evaluation Process – *cont'd*

Evaluation of individual Director – *cont'd*

All NC members have abstained from the voting or review process of any matters in connection with the assessment of his/her performance or re-appointment as a Director of the Company.

During the financial year ended 31 July 2023, the Company did not engage any external facilitator for Board and Director assessment.

REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Provision 6.1 and 6.2: Remuneration Committee – Membership and Functions

The RC comprises the following three members who are all Independent Non-Executive Directors:

Mr Hew Moh Yung (Chairman)
Mr Tan Tiong Huat Alex
Ms Tan Khiaw Ngoh

Please refer to Provision 1.4 on re-constitution of the Board Committee.

The principal functions of the RC include:

- Electing an Independent Non-Executive Director from amongst its members as its Chairman.
- Establishing, reviewing and recommending to the Board the remuneration packages of the Executive Directors, and to ensure their remuneration package are aligned with strategies and long-term objectives of the Group.
- Recommending the remuneration for the key management staff and to ensure that the remuneration reflects the responsibilities and commitments that go with it.
- Reviewing and recommending to the Board, for endorsement of guidelines for directors' fees of Non-Executive Directors.
- Reviewing and approving succession plans for key positions.

No Director will be involved in deciding his own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberation.

The RC reviews the Company's obligations arising in the event of termination of the Executive Directors and KMP's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

The RC in establishing the framework of remuneration policies endorsed by the Board for its Executive Directors and KMP aims to be fair, linking rewards to corporate and individual performance.

Corporate Governance

Provision 6.3: All Aspect of Remuneration

The Group sets remuneration packages which are in line with the market and sufficient to attract, retain and motivate KMP with adequate experience and expertise to manage the business and operations of the Group.

The RC presently adopts a remuneration policy of fixed and variable components. The fixed component is in the form of a basic salary and the variable component is in the form of a bonus which is linked to the performance of the Group. No Director is involved in deciding his own remuneration.

Provision 6.4: RC's Access to Advice on Remuneration Matters

The RC from time to time, may seek expert advice on the remuneration of all Directors and KMP. There being no necessity, the RC did not seek the service of an external remuneration consultant in financial year ended 31 July 2023.

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

Provision 7.1 and 7.2: Remuneration of Executive Directors, KMPs and Non-Executive Directors

Having reviewed and considered the variable components of the Executive Directors and the KMP, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss.

The Board has also recommended a fixed fee for Independent Non-Executive Directors, which is appropriate and not excessive, taking into account the effort, time spent and responsibilities of each Independent Non-Executive Director. The fees of Independent Non-Executive Directors are subject to shareholders' approval at the AGM.

The Company has no share-based compensation scheme or any long-term scheme involving the offer of shares or options in place.

Mr Chew Kian Hong Michael, an immediate family member of the MD, Board Chairman and Chew Kian Boon Daniel, received remuneration in the band between \$100,001 and \$250,000 during the financial year ended 31 July 2023.

Provision 7.3: Retention of Directors and KMPs

The Company advocates a performance-based remuneration system that is flexible and responsive to the market, and the performance of the Group's business units and individual employees. In designing the compensation structure, the Company seeks to ensure that the level and mix of remuneration is transparent, competitive, relevant and appropriate in finding balance between the current and longer term objectives of the Company so as to be able to attract and motivate talents without being excessive and hereby maximise value for shareholders.

Corporate Governance

PRINCIPLE 8: DISCLOSURE ON REMUNERATION

Provision 8.1 and 8.3: Remuneration of Directors and Top KMP

The Company adopts an overall remuneration policy for employees, comprising a fixed component in the form of a base salary and a variable component in the form of bonus and benefits that is linked to the performance of the Group, the industry and the economy. In reviewing its remuneration policy, the Company generally takes into account compensation and employment conditions within the industry and in comparable companies.

The remuneration components paid to each of the Group's Executive Directors and Independent Non-Executive Directors for the year ended 31 July 2023, are set out below:

Name of Director	Salary \$	Bonus and Benefits \$	Fees \$	Total \$
Chew Soo Lin	229,167	88,284	--	317,451
Chew Soo Eng	376,661	83,845	--	460,506
Chew Kian Boon Daniel	137,692	44,958	--	182,650
Tan Tiong Huat Alex	--	--	32,000	32,000
Yeo Jih-Shian	--	--	23,208	23,208
Hew Moh Yung	--	--	22,917	22,917
Tan Khiaw Ngoh ¹	--	--	10,417	10,417
Tay Kwang Lip Willie ²	--	--	13,666	13,666

Note: Mr Chew Kian Boon Daniel is the son of Mr Chew Soo Eng and nephew of Mr Chew Soo Lin.

- 1 Pro-rated in accordance with Ms Tan's appointment as Independent Director from 31 January 2023
- 2 Mr Tay Kwang Lip Willie retired as an Independent Director on 30 November 2022

KMP's remuneration

Mr Chew Soo Lin, Mr Chew Soo Eng and Mr Chew Kian Boon Daniel who are Executive Directors of the Company are also KMPs of the Group. The other KMP, Mr Chew Kian Hong Michael, received remuneration for the financial year ended 31 July 2023 of less than \$250,000.

Provision 8.2: Employee related to Directors/MD

Mr Chew Kian Hong Michael, an immediate family member of the MD, Board Chairman and Mr Chew Kian Boon Daniel, received remuneration in the band between \$100,001 and \$250,000 during the financial year.

Saved as disclosed above, the Group does not have any employees who are substantial shareholders of the Company, or are immediate family members of a Director, the MD or a substantial shareholder of the Company, and whose remuneration exceeds \$100,000 during the year.

Corporate Governance

ACCOUNTABILITY AND AUDIT

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

Provision 9.1: Nature and Extent of Risks

Risk Management

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

The Group adopts a decentralized approach to risk management, whereby the individual heads of business units take ownership and accountability for risks at their respective levels. The individual business units through a detailed key risk register, updates the Board on their operational, financial and compliance risk management system.

The Group operates within a low overall risk range. The Group's lowest risk appetite relates to safety and compliance objectives including health, safety and financial reporting (with almost zero risk tolerance) and marginally higher risk appetite towards its strategic and operational objectives (with low to medium risk tolerance).

Instead of setting a separate board risk committee, the AC has assumed a risk oversight role to assess the risk management as part of the Group's efforts to strengthen its risk management processes and framework, in overseeing the formulation, update and maintenance of an adequate and effective risk management and internal control system.

Risk assessment and evaluation has become an essential part of the business planning and monitoring process. The Group has put in place detailed key risk registers on its risk profile which summarizes the material risks faced by the Group and the countermeasures in place to manage or mitigate those risks. The risk assessment report and its detailed key risk registers are reviewed by the AC and the Board annually.

Internal controls

Internal controls have been implemented to enhance the Group's functions in the areas of finance, operations, compliance and information technology. The internal control measures aim to ensure that the Group's assets are safeguarded, proper accounting records are maintained, and that financial information used within the business and for publication is reliable.

The system of internal controls and risk management established by the Group provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

The internal audit team performs risk assessment and conducts the review of the effectiveness of the Group's internal controls, including financial, operational and compliance controls, information technology and risk management systems for internal audit works. The internal auditor has unfettered access to the AC on internal audit matters. The AC reviews and endorses the internal audit plan and internal audit reports of the Group. Any material non-compliance or failures in the internal audit function and recommendations for improvements are reported to the AC.

Corporate Governance

Provision 9.2: Assurance from Chairman and MD

For the financial year under review, the Board has received written assurance from the Chairman and MD:

- i) that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- ii) that the Group's risk management and internal control system in place are adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.

PRINCIPLE 10: AUDIT COMMITTEE

Provision 10.1 and 10.2: AC Composition, Role and Duties

The AC comprises the following members:

Tan Tiong Huat Alex (Chairman)
Hew Moh Yung
Yeo Jih-Shian
Tan Khiaw Ngoh

Please refer to Provision 1.4 on the re-constitution of the Board Committee.

All members of the AC are independent and non-executive. The AC is able to exercise objective judgement independent from Management and no individual or small group of individuals will dominate the decisions of the Board. The Board is satisfied that all members of the AC are appropriately qualified to discharge their responsibilities.

At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

The principal functions of the AC include:

- Reviewing the half-yearly and full year financial statements to be issued by the Group with management and where appropriate, with the Company's external auditor, before their submission to the Board;
- Reviewing the scope and results of the audit and its cost-effectiveness and the independence and objectivity of the external auditor;
- Reviewing the effectiveness and adequacy of the internal audit function and procedures;
- Providing oversight on Group's risk management;
- Making recommendations to the Board on the appointment, re-appointment and/or removal of external auditor and to approve the remuneration and terms of engagement of the external auditor;
- Reviewing the assurance from the MD and the Chairman on financial records and financial statements;
- Reviewing interested person transactions within the scope of Chapter 9 of the SGX-ST's Listing Rules;
- To establish and review, on an ongoing basis, the whistleblowing policies, processes and reporting procedures of the Company.

Corporate Governance

PRINCIPLE 10: AUDIT COMMITTEE

Provision 10.1 and 10.2: AC Composition, Role and Duties

The number of meetings convened by the AC is set out in Principle 1: Provision 1.5: Meetings of the Board and Board Committees.

The Board and the AC are satisfied that the appointments of different auditors for the Group's overseas subsidiaries and associate would not compromise the standard and effectiveness of the Group's audit.

To create an environment for open discussion on audit matters, the AC meets with the external and internal auditors, without the presence of the Management, at least once a year.

Minutes of the AC meeting were given to the Board members for their information and review.

The AC assesses the external auditor based on factors such as the performance and quality of their audit and the independence of the auditors and recommends their appointment to the Board.

RT LLP has served as external auditor of the Company since 27 August 2010. RT LLP was last re-appointed as the external auditor of the Company at the AGM held on 30 November 2022, and will hold office until the conclusion of the Company's forthcoming AGM to be held on 30 November 2023. The Audit Committee, in concurrence with the Board are of the view that it would be timely to effect a change of external auditor with effect from the financial year ending 31 July 2024. RT LLP will not be seeking re-appointment as the Company's external auditor at the forthcoming AGM. Shareholders' approval for the appointment of the incoming external auditor of the Company will be sought at an extraordinary general meeting of the Company to be convened in due course, and in any event, no later than 3 months after the cessation of RT LLP as the Company's external auditor at the conclusion of the forthcoming AGM.

The Group has complied with Rules 712 and 715 of the Listing Manual issued by SGX in relation to its auditors.

The aggregate amount of fees paid/payable to the external auditor of the Company and subsidiaries for audit services for the financial year ended 31 July 2023 was S\$83,385. There were no non-audit services provided by the external auditor for the financial year ended 31 July 2023.

Financial Matters

During the financial year, the AC reviewed the half-yearly and full-year financial statements of the Company and the Group, including announcements relating thereto, released to Shareholders via SGXNet.

In the review of the financial statements for year ended 31 July 2023, the AC discussed with the Management and the external auditor on changes to accounting standards and significant issues and assumptions that impact the financial statements. The most significant matters had also been included in the Independent Auditor's Report to Shareholders under "Key Audit Matters". Following the review, the AC concurred and agreed with the external auditor and the Management on their assessment, judgements and estimates on the Key Audit Matters reported by the external auditor.

The following are the key audit matter raised by the external auditor:

Corporate Governance

KEY AUDIT MATTERS

Provision 10.1 and 10.2: AC Composition, Role and Duties – *cont'd*

Financial Matters – *cont'd*

Key audit matter	How the AC reviewed this matter and what decisions were made
<p>Valuation of trade receivables (Refer to Note 11 and Note 39)</p> <p>The Group has trade receivables amounting to \$11,299,054 (2022: \$12,369,762). Allowance on impairment of trade receivables made were \$365,357 (2022: \$228,233). Details of the trade receivables are disclosed in Note 11.</p> <p>Management uses a provision matrix to measure the lifetime expected credit loss (“ECL”) allowance for trade receivables. The provision matrix is estimated based on historical credit loss experience based on past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status, as adjusted, in the provision matrix. Information regarding credit risk exposure and ECL on the Group’s trade receivables are disclosed in Note 39 to the financial statements.</p> <p>During the current financial year, an amount of \$194,631 (2022: \$70,848) of impairment loss has been recognized in profit or loss.</p> <p>We considered this to be a key audit matter as the impairment allowance as well as ECL computation is highly judgmental and involves significant estimation by management.</p>	<p>The AC has discussed with Management on the recoverability of the trade receivables taking into consideration whether these trade receivables are active, their credit profiles and their payment history and subsequent payments to assess the recoverability of the trade receivables.</p> <p>The AC has also discussed with Management on the computation of the provision matrix used to measure the lifetime expected credit loss allowance for trade receivables, which is estimated based on historical credit loss experience with respect to past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.</p> <p>Based on the above, the AC considered this approach and methodology including provision matrix used by Management to arrive at the expected credit loss to be reasonable and appropriate.</p>

Provision 10.3: Director who was a Former Partner of the Company’s Existing Auditors

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

Provision 10.4: Internal Audit Function

The Board recognizes the importance of good corporate governance practices and a sound system of internal controls in safeguarding shareholders’ investment as well as the Group’s assets. With the assistance of the external and internal auditors, the AC conducts annual review of their reports on the system of internal controls and to satisfy that the Group’s internal controls are adequate.

The AC approves the hiring, removal, evaluation and compensation of the internal auditor. The internal auditor reports primarily to the Chairman of the AC and has unfettered access to the documents, records, properties and personnel of the Company and of the Group.

Corporate Governance

Provision 10.4: Internal Audit Function – cont'd

The Group's internal audit function has been outsourced to SMS Risk Management Sdn Bhd, an experienced and qualified professional risk management company in Malaysia. This outfit is helmed by a qualified member of the Malaysia Institute of Certified Public Accountants. It has adequate resources to perform its functions effectively and it is independent from the activities that it audits and has appropriate standing within the Group. For FY2023, the AC is satisfied that SMS Risk Management Sdn Bhd had been able to discharge its duties effectively as the internal auditor.

The Board, with the concurrence of the AC, is of the opinion that system of the Company's internal controls, addressing financial, operational, compliance controls, information technology and risk management systems are adequate and effective in FY2023, in meeting the current needs of the Group's business operations.

As there are inherent limitations in any system of internal controls, this system is designed to manage rather than eliminate risks that may impede the achievement of the Group's business objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss.

The Company has in place an Anti-Bribery & Corruption Policy for its Malaysian subsidiary companies in line with the Malaysian government's anti-corruption requirements and a Whistleblowing Policy where the staff of the Group and third parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, with the objective of ensuring that arrangements are in place for the independent investigation of such matters for appropriate follow-up action. The AC has explicit authority to conduct investigations into any matters within its terms of reference, including full access to and co-operation of the Management, full discretion to invite any Director or executive officer to attend its meetings, and has been given reasonable resources to enable it to discharge its functions.

The AC has reviewed the whistleblowing policy that the Group has established and is responsible for the oversight and monitoring of whistleblowing. The Company publicly discloses through its website, and clearly communicates with employees, the existence of the whistleblowing policy which is in compliance with Rule 1207(18B) as elaborated below:

- (a) The Company has procedures for raising such concerns to the AC Chairman at acchairman@kg.com.sg and has an independent function comprising the AC Chairman and AC members to investigate whistleblowing reports made in good faith;
- (b) The Company has clear channels through which staff and other persons may, in confidence, raise their concerns about possible improprieties, fraudulent activities or malpractices within the Company in a responsible and effective manner;
- (c) The Company has arrangements and processes to facilitate independent investigation of such concerns and for appropriate follow-up action;
- (d) The Company has confidentiality clauses that protect identification of the whistleblower and ensures that the identity of the whistleblower is kept confidential;
- (e) The Company is committed to ensuring the protection of the whistleblower against any detrimental and unfair treatment.

For FY2023, there were no complaints, concerns or issues received by the AC.

There were no reported incident, complaints, concerns or issues pertaining to corruption, bribery or whistleblowing received by the AC during the financial year ended 31 July 2023 and until the date of this publication of annual report.

Corporate Governance

Provision 10.5: Meeting auditors without the Management

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

SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Provision 11.1: Opportunity for Shareholders to Participate and Vote at General Meetings

2022 AGM

For the 2022 AGM which was held physically, the Chairman, Board of Directors and external auditors of the Company were in attendance and shareholders were given opportunities to raise and have their questions answered before voting of the resolutions by poll. Questions raised, together with their answers, were recorded in the minutes of the 2022 AGM posted on the SGXNet.

2023 AGM

The forthcoming 2023 AGM will be held physically. The paragraphs below set out the Company's practice for the 2023 AGM which is the usual proceedings adopted by the Company.

Shareholders of the Company will be given the opportunity to communicate their views and encouraged to ask the Directors and the Management questions regarding matters affecting the Company.

The rights of shareholders, including the details of the rules governing voting procedures at general meetings, are contained in the Company's Constitution and are also set out in applicable laws including the Companies Act.

Notices of all general meetings will be announced on SGXNet. The Company will comply with its Constitution, the Companies Act and the Main Board Rules in respect of the requisite notice periods for convening general meetings. The notice of an AGM is accompanied by the Company's annual report. Any notice of an extraordinary general meeting will also be accompanied by a circular or letter to shareholders, providing sufficient detail on the proposals to be considered at the meeting.

At general meetings of the Company, shareholders are given the opportunity to communicate their views and ask the Directors and Management questions regarding matters affecting the Company. The external auditor and the Management are also available at the AGM to respond to, and to assist the Directors in responding to shareholders' queries.

Shareholders are encouraged and invited to submit their questions for the AGM within 7 days upon receiving the notice of the AGM, by electronic means. Responses/answers to the questions received from the shareholders will be released to the SGXNet not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms. Shareholders can also raise any question at the AGM.

In accordance with the Company's Constitution, each shareholder may appoint not more than two proxies to attend and vote on their behalf. A proxy need not be a member of the Company.

Shareholders are given the opportunity to participate effectively and vote at the general meetings of shareholders; separate resolutions are also voted on each substantially separate issue.

Corporate Governance

Provision 11.1: Opportunity for Shareholders to Participate and Vote at General Meetings – *cont'd*

2023 AGM – *cont'd*

The Company acknowledges that voting by poll in all its general meetings is integral in the enhancement of corporate governance. The Company adheres to the requirements of the Listing Rules of the SGX-ST and the Code. All resolutions at the Company's general meetings are put to vote by poll. The detailed results of each resolution are announced via SGXNet after the general meetings.

Printed copies of the AGM documents will be sent to shareholders. The Annual Report, notice of AGM and proxy form ("AGM documents") will also be available to shareholders through electronic means via publication on the company's website and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Shareholders are reminded to refer to the Notice of 2023 AGM (which is also advertised in the press) for further details.

Provision 11.2: Resolutions at General Meetings

The Board ensures that resolutions on substantially separate issues or matters are "unbundled" or are not made inter-conditional on each other but as separate items at general meetings.

Provision 11.3: Attendance at AGMs

All members of the Board, in particular, the Chairman of the Board and the respective Chairman of the Board Committees and the Management are in attendance at the AGM and other general meetings to assist the Directors in addressing any relevant queries by shareholders. The Company's external auditor are also present at the AGM to address shareholders' queries about the conduct of the audit and the preparation and content of the auditor's report.

Provision 11.4: Absentia voting

The Company's Constitution permits voting in absentia by mail, electronic mail or facsimile. However, such voting methods would need to be cautiously evaluated to ensure that the authenticity of the vote and the shareholders' identity is not compromised.

Provision 11.5: Minutes of meetings

The Company Secretary will prepare minutes of the general meetings held and a copy of such minutes will be made available through its announcement via SGXNet website within one month after the general meetings.

Provision 11.6: Dividend policy

The Company does not have a fixed dividend policy at present. The form, frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate.

PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

Provision 12.1: Communication with Shareholders

The Company does not practise selective disclosure. The Company ensures an adequate and timely disclosure of all material information to the shareholders. The Company communicates with its shareholders through the Annual Report, AGM, Circulars to Shareholders and announcements through SGXNet. The Company ensures that price-sensitive information is publicly released, and is announced on an immediate basis where required under the Listing Rules of the SGX-ST. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that shareholders and the public have fair access to the information.

Corporate Governance

Provision 12.1: Communication with Shareholders – cont'd

Printed copies of the Notice, Proxy Form, Annual Report and Sustainability Report (Collectively, the “Documents”) will be sent to members by post. These Documents are also accessible by the members by electronic means via publication on SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Provision 12.2 and 12.3: Investor Relations Policy

Even though the Company does not have a specific investor relations policy, the AGMs provide a principal forum for dialogue and interaction with shareholders. At these meetings, shareholders are able to engage the Board and the Management on the Group’s business activities, financial performance and other business-related matters.

PRINCIPLE 13: MANAGING STAKEHOLDER RELATIONSHIPS

Provision 13.1, 13.2 and 13.3: Engagement with stakeholders

The Company has appropriate channels in place to identify and engage with its material stakeholder groups. It recognises the importance of having intimate knowledge of its business and regular interactions with its stakeholders to determine material issues for its business.

The Board has overall responsibility for the Group’s sustainability issues and exercises oversight of the identification, management and implementation of material environmental, social and governance factors through the Sustainability Steering Committee, via the direction of the Board.

Detailed information on the Group’s approach can be found in the “Sustainability Report” attached and the Group’s sustainability report published on the Company’s Website. This is in line with the Group’s commitment to keep the stakeholders and the market abreast of the Group’s progress on the sustainability front and in accordance with the Listing Rules.

The Sustainability Report was prepared with reference to the Global Reporting Initiative’s Sustainability Reporting Standards and captures the Group’s environment, social and governance issues in the year 2023 for all entities in the Group.

The Company maintains a corporate website at www.khongguanlimited.com to communicate and engage with all stakeholders.

DEALING IN SECURITIES

(Listing Manual Rule 1207 (19))

Directors and employees have been advised not to deal in the Company’s shares on short-term considerations or when they are in possession of unpublished price-sensitive information. They are required to report their dealings in the shares of the Company and are advised from time to time not to deal in the Company’s shares during certain periods of the year.

Notifications, in accordance with the SGX Rule 1207(19), are issued to all the Directors and employees annually not to deal in the securities of the Company during the period of one month immediately before the announcement of the Group’s half year and full year financial statements.

Corporate Governance

SUSTAINABILITY REPORTING

In line with the Group's commitment to keep the stakeholders and the market abreast of the Group's progress on the sustainability front and in accordance with the Listing Rules, the Group will issue and upload its Sustainability Report together with this annual report on SGXNet and the Company's website.

The Sustainability Report was prepared with reference to the Global Reporting Initiative's Sustainability Reporting Standards and captures the Group's environment, social and governance issues in the year 2023 for all entities in the Group.

ADDITIONAL INFORMATION

INTERESTED PERSON TRANSACTIONS ("IPT") (Listing Manual Rule 907)

The Company has established a procedure for recording and reporting interested person transactions which are to be transacted on normal commercial terms and reviewed by the AC. Details of significant interested person transactions for the financial year ended 31 July 2023 are set out below:

Name of Interested Person	Aggregate value of all IPT during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all IPT conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
	\$	\$
Purchases by KGL Group from:		
Chung Ying Confectionery & Food Products Sdn Bhd	--	2,311,000
Federal Oats Mills Sendirian Berhad	--	152,000
Khong Guan Biscuit Factory (Borneo) Sdn Bhd	--	4,986,000
United Malayan Flour (1996) Sdn. Bhd.	--	14,964,000
Sales by KGL Group to:		
Cereal Products (M) Sdn Bhd	--	136,000
Sales by UMF Group (Associate) to:		
Khian Guan Biscuit Manufacturing Co Sdn Bhd	--	574,000
Khong Guan Biscuit Factory (Johore) Sdn Bhd	--	179,000
Sunshine Traders Sdn Bhd	--	443,000
Corporate Guarantee to third parties on behalf of Tong Guan Food Products Sdn. Bhd.	2,310,000 (RM7,870,000)	

MATERIAL CONTRACTS

Except as disclosed in Note 34 (Related Party Transactions) of the Notes to the Financial Statements, no material contracts of the Company and its subsidiaries involving the interests of each Director or controlling shareholders, were subsisting at or entered into since the end of the last financial year.

Profile of Directors and Key Executives

DIRECTORS

Chew Soo Lin

Mr Chew, who is an Executive Director, was appointed Chairman on 23 August 2007.

He is also a member of the Nominating Committee.

Mr Chew qualified as an UK Chartered Accountant on November 1971 and worked for international accounting firms in England and Singapore till 1978. He then joined the Khong Guan Group of Companies, assuming responsibilities for the financial and general management of various manufacturing and trading companies in Singapore, Malaysia, China, Hong Kong, Indonesia and Thailand. He is currently also a Director of several companies in the Group.

Mr Chew was previously the deputy managing director of Khong Guan Holdings Bhd and a director of United Malayan Flour Mills Bhd, both of which were public companies in Malaysia.

Mr Chew is an Independent Director of Asia Pacific Strategic Investment Ltd, Duty Free International Limited, MTQ Corporation Limited and Kim Hin Joo (Malaysia) Berhad.

Chew Soo Eng

Mr Chew, who is an Executive Director, was appointed Managing Director on 11 January 2007.

Mr Chew graduated with a degree of Bachelor of Commerce (Accounting) from University of Western Australia in 1969. Currently Mr Chew is in charge of the Group's overall business operations. He is also Director of several companies within the Khong Guan Group of Companies and the Managing Director of United Malayan Flour (1996) Sdn. Bhd., an associated company.

Chew Kian Boon Daniel

Mr Daniel Chew was appointed as an Executive Director on 25 February 2016.

Mr Daniel Chew has more than 20 years of experience in flour milling operations. His present assignment includes the group's procurement of raw material, shipping freight and logistics for production planning. He currently also holds a senior managerial position in United Malayan Flour (1996) Sdn. Bhd.

Mr Chew graduated with a business studies degree from University of Hull, UK in 1998.

Tan Tiong Huat Alex

Mr Tan was appointed as a Non-Executive and Independent Director on 1 April 2019.

He is the Lead Independent Director and Chairman of the Audit Committee, member of the Remuneration and Nominating Committees.

Mr Tan holds an MBA degree from Nanyang Technological University and Bachelor of Science (Honours) from National University of Singapore. He has been a corporate finance professional since 1994. He has successfully completed numerous initial public offerings and reverse take-overs on the Catalist and Main Board of SGX.

He also advises Catalist-listed companies on compliance with SGX-Catalist Rules. Mr Tan was previously CEO of Canaccord Genuity Singapore Pte Ltd (legacy Collins Steward Pte Limited) between February 2008 to April 2016. He is currently the CEO of ZICO Capital Pte Ltd, a position he held since August 2016. He is also currently a "Chartered Valuer and Appraiser" charter holder.

Profile of Directors and Key Executives

Yeo Jih-Shian

Mr Yeo was appointed as a Non-Executive and Independent Director on 1 February 2018. He is the Chairman of the Nominating Committee and a member of the Audit Committee.

Mr Yeo has more than 20 years of experience as a lawyer qualified in New York and Singapore and has been named as a Leading Lawyer by Chambers Global and IFLR. He was previously a Principal at the Singapore member office of a global law firm and led on many international capital markets transactions in the Asia Pacific region. Mr Yeo graduated in 1992 from the University of Oxford.

Mr Yeo also serves on the boards of two charities, HCSA Community Services and the Salvation Army Social Fund.

Hew Moh Yung

Mr Hew was appointed as a Non-Executive and Independent Director on 25 February 2020. He is the Chairman of the Remuneration Committees and a member of the Audit and Nominating Committees.

Mr Hew has over 30 years of international management experience in the FMCG industry leading large global companies based in Singapore, Taiwan, Malaysia, Vietnam and Hong Kong. He was Head of Country Management and Vice President of a leading Swiss conglomerate during his 13 year tenure in Hong Kong responsible for Greater China, South Korea and was a Board member of the Swiss Chamber of Commerce in Hong Kong. He was also the Chairman of Eu Yan Sang Hong Kong Ltd from November 2018 to June 2023, and was a Board member of Eu Yan Sang China Ltd. Mr Hew graduated from the National University of Singapore.

Mr Hew is currently an Independent Director of Kim Hin Joo (Malaysia) Berhad and PT Wicaksana Overseas International Tbk.

Tan Khiaw Ngoh

Ms Tan was appointed as an Independent and Non-Executive Director on 31 January 2023. She is a member of the Audit and Remuneration Committees.

Ms Tan graduated with a Bachelor of Commerce (Accountancy), Nanyang University and has more than 35 years in the audit profession and was an audit partner of PricewaterhouseCoopers LLP until her retirement on 30 June 2017. As an audit partner, she was involved in the listing of companies on SGX and NASDAQ and also the audit of these companies.

Ms Tan is currently an Independent and Non-Executive Director, Chairman of Audit and Risk Committee of Singapore Land Group Limited. She is also an Independent and Non-Executive Director, Chairman of the Audit Committee, Member of the Compensation Committee and Member of the Governance and Nominating Committee of Hollysys Automation Technologies Ltd.

Ms Tan is a Justice of the Peace and a fellow Member of the Institute of Singapore Chartered Accountants.

KEY MANAGEMENT EXECUTIVES

Chew Soo Lin

Please refer to Directors' profile.

Chew Soo Eng

Please refer to Directors' profile.

Chew Kian Boon Daniel

Please refer to Directors' profile.

Disclosure of Information on Directors Seeking Re-Election

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to the Directors nominated for re-election at the forthcoming AGM is set out below

Name of Director	Mr Yeo Jih-Shian	Mr Hew Moh Yung	Ms Tan Khiaw Ngoh
Date of Appointment	01.02.2018	25.02.2020	31.01.2023
Date of last re-appointment (if applicable)	27.11.2020	27.11.2020	Not Applicable
Age	54	67	66
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Nominating Committee and the Board of Directors have reviewed the qualification and experience of Mr Yeo Jih-Shian and considered his appointment to be of benefit to the Company.	The Nominating Committee and the Board of Directors have reviewed the qualification and experience of Mr Hew Moh Yung and considered his appointment to be of benefit to the Company.	The Nominating Committee and the Board of Directors have reviewed the qualification and experience of Ms Tan Khiaw Ngoh and considered her appointment to be of benefit to the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive
Job Title	Independent Director Nominating Committee Chairman Audit Committee Member	Independent Director Remuneration Committee Chairman Audit Committee Member Nominating Committee Member	Independent Director Audit Committee Member Remuneration Committee Member
Professional qualifications	Please refer to the respective Director's profiles on page 31		
Working experience and occupation(s) during the past 10 years	Please refer to the respective Director's profiles on page 31		
Shareholding interest in the Company and its subsidiaries	Nil	Nil	Nil
Any relationship (including immediate family relationship(s) with any existing Director, existing executive officer, the Company and/or substantial shareholder of the Company or of any of its principal subsidiaries	Nil	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes

Disclosure of Information on Directors Seeking Re-Election

Other Principal Commitments including Directorships	<p>Past (for the last 5 years) Nil</p> <p>Present 1. HCSA Community Services 2. Salvation Army Social Fund Board</p>	<p>Past (for the last 5 years) DKSH Hong Kong Ltd DKSH China Holdings Ltd Eu Yan Sang Hong Kong Ltd Eu Yan Sang China Ltd</p> <p>Present 1. Kim Hin Joo (Malaysia) Bhd 2. PT Wicaksana Overseas International Tbk (listed on the Indonesian Stock Exchange)</p>	<p>Past (for the last 5 years) National Council of Social Services (Honorary Treasurer)</p> <p>Present 1. Assurity Trusted Solutions Pte Ltd 2. Ang Mo Kio - Thye Hua Kwan Hospital Limited 3. Shenton Gain Pte Ltd 4. Singapore Children's Society 5. Hollysys Automation Technologies Ltd* 6. Singapore Land Group Limited* *Listed company</p>
<p>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</p>			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No

Disclosure of Information on Directors Seeking Re-Election

(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(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	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	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

Disclosure of Information on Directors Seeking Re-Election

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, 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
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issue 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	No

Disclosure of Information on Directors Seeking Re-Election

Any prior experience as a director of a listed company?	Not applicable as this is in relation to re-election of director	Not applicable as this is in relation to re-election of director	Not applicable as this is in relation to re-election of director
If yes, please provide details of prior experience.	Not applicable	Not applicable	Not applicable
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.	Not applicable	Not applicable	Not applicable
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	Not applicable	Not applicable	Not applicable

Directors' Statement for the financial year ended 31 July 2023

The directors present their statement to the members together with the audited consolidated financial statements of Khong Guan Limited (the "Company") and its subsidiaries (collectively, the "Group") for the financial year ended 31 July 2023 and the statement of financial position of the Company as at 31 July 2023.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 July 2023 and of the financial performance, changes in equity and cash flows of the Group for the year then ended; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Chew Soo Lin
Chew Soo Eng
Chew Kian Boon Daniel
Tan Tiong Huat Alex
Yeo Jih-Shian
Hew Moh Yung
Tan Khiaw Ngoh (Appointed on 31 January 2023)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

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

DIRECTORS' INTEREST IN SHARES OR DEBENTURES

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

Directors' Statement for the financial year ended 31 July 2023

DIRECTORS' INTEREST IN SHARES OR DEBENTURES – cont'd

Name of directors	<u>Direct interest</u>		<u>Deemed interest</u>	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Ordinary shares of the Company				
Khong Guan Limited				
Chew Soo Lin	31,000	31,000	-	-
Chew Soo Eng	201,666	201,666	19,200	19,200
Chew Kian Boon Daniel	2,000	2,000	-	-
Ordinary shares of subsidiary				
Tong Guan Food Products Sdn. Bhd.				
Chew Soo Lin	4,000	4,000	-	-
Chew Soo Eng	4,000	-	-	-
Chew Kian Boon Daniel	34,248	34,248	-	-

None of the other directors has interest in the shares of the Company or its related corporations.

No debentures have been issued by the Company.

There were no changes in any of the above-mentioned interests in the Company between the end of the financial year and 21 August 2023.

OPTIONS

During the financial year, no share options were granted to subscribe for unissued shares of the Company or corporations in the Group.

During the financial year, there were no shares issued by virtue of the exercise of options granted to take up unissued shares of the Company or corporations in the Group.

At the end of the financial year, there were no unissued shares of the Company or corporations in the Group under option.

Directors' Statement for the financial year ended 31 July 2023

AUDIT COMMITTEE

The audit committee ("AC") carried out its functions in accordance with section 201B (5) of the Singapore Companies Act 1967, including the following:

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

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

The AC convened five meetings during the year with full attendance from all members, except for two meetings where a member was absent. The AC has also met with the internal and external auditors, without the presence of the Company's management, at least once a year.

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

On behalf of the Board of Directors

Chew Soo Lin
Director

Chew Soo Eng
Director

Singapore, 31 October 2023

Independent Auditor's Report to the members of Khong Guan Limited for the financial year ended 31 July 2023

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Khong Guan Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 July 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 July 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Independent Auditor’s Report to the members of Khong Guan Limited for the financial year ended 31 July 2023

Report on the Audit of the Financial Statements – cont’d

Key Audit Matters – cont’d

Key audit matter	How the matter was addressed in the audit
<p>Valuation of trade receivables (Refer to Note 11 and Note 39)</p> <p>The Group has trade receivables amounting to \$11,299,054 (2022: \$12,369,762). Allowance on impairment of trade receivables made were \$365,357 (2022: \$228,233). Details of the trade receivables are disclosed in Note 11.</p> <p>Management uses a provision matrix to measure the lifetime expected credit loss (“ECL”) allowance for trade receivables. The provision matrix is estimated based on historical credit loss experience based on past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status, as adjusted, in the provision matrix. Information regarding credit risk exposure and ECL on the Group’s trade receivables are disclosed in Note 39 to the financial statements.</p> <p>During the current financial year, an amount of \$194,631 (2022: \$70,848) of impairment loss has been recognized in profit or loss.</p> <p>We considered this to be a key audit matter as the impairment allowance as well as ECL computation is highly judgmental and involves significant estimation by management.</p>	<p>Our audit procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated management’s assessment of recoverability of the trade receivables by reviewing the debtors’ aging, checking for subsequent receipts and analyzing the payment history of debtors with long outstanding receivables; • Reviewed management’s ECL assessment on trade receivables using historical loss rate adjusted for forward-looking information; and • Considered the adequacy of the Group’s disclosures on the trade receivables and the related risks in Note 39 to the financial statements.

Information Other than the Financial Statements and Auditor’s Report Thereon

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

- Corporate Information;
- Chairman’s Statement;
- Group Financial Highlights;
- Group Structure;
- Corporate Governance;
- Profile of Directors and Key Executives;
- Disclosure of Information on Directors Seeking Re-Election;
- Directors’ Statement;
- Analysis of Shareholdings;
- Notice of Annual General Meeting; and
- Form of Proxy

Independent Auditor's Report to the members of Khong Guan Limited for the financial year ended 31 July 2023

Report on the Audit of the Financial Statements – cont'd

Information Other than the Financial Statements and Auditor's Report Thereon – cont'd

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SSAs, we exercise professional judgment 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.

Independent Auditor's Report to the members of Khong Guan Limited for the financial year ended 31 July 2023

Report on the Audit of the Financial Statements – *cont'd*

Auditor's Responsibilities for the Audit of the Financial Statements – *cont'd*

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

RT LLP

Public Accountants and
Chartered Accountants

Singapore, 31 October 2023

Statements of Financial Position as at 31 July 2023

	Note	GROUP		COMPANY	
		2023 \$	2022 \$	2023 \$	2022 \$
ASSETS AND LIABILITIES					
Non-Current Assets					
Property, plant and equipment	3	3,850,826	4,156,108	624,661	586,032
Right-of-use assets	4	1,967,667	2,057,255	-	-
Investment property	5	12,998,052	13,199,939	12,998,052	13,199,939
Investments in subsidiaries	6	-	-	18,287,368	18,287,368
Investments in associates	7	20,066,609	21,407,524	1,500,000	1,500,000
Financial assets at fair value through other comprehensive income	8	245,882	259,621	-	-
Deferred tax assets	21	28,529	-	-	-
		39,157,565	41,080,447	33,410,081	33,573,339
Current Assets					
Inventories	9	7,891,924	8,971,059	-	-
Short-term investments	10	1,787,158	1,737,300	-	-
Trade receivables	11	11,299,054	12,369,762	450,525	419,308
Other receivables	12	262,534	226,290	101,743	104,072
Tax recoverable		135,557	5,230	-	-
Amounts owing by a subsidiary	13	-	-	147,800	265,400
Amounts owing by an associate	14	750,000	315,000	750,000	315,000
Fixed deposits	15	1,772,968	2,183,900	1,772,968	2,183,900
Cash and bank balances	16	3,742,735	4,137,304	1,356,407	1,212,536
		27,641,930	29,945,845	4,579,443	4,500,216
Less: Current Liabilities					
Trade payables	17	7,132,926	8,321,660	346,804	253,672
Other payables	18	1,322,894	1,510,322	399,670	406,434
Amounts owing to a subsidiary	13	-	-	400,000	-
Lease liabilities	19	57,478	37,563	-	-
Current income tax liabilities		-	108,607	-	-
		8,513,298	9,978,152	1,146,474	660,106
Net Current Assets		19,128,632	19,967,693	3,432,969	3,840,110
Less: Non-Current Liabilities					
Lease liabilities	19	88,514	16,927	-	-
Provision for retirement benefits	20	230,203	211,487	230,203	211,487
Deferred tax liabilities	21	70,434	85,928	-	-
		389,151	314,342	230,203	211,487
Net Assets		57,897,046	60,733,798	36,612,847	37,201,962
EQUITY					
Share capital	22	33,278,673	33,278,673	33,278,673	33,278,673
Capital reserve	23	282,397	284,344	-	-
Foreign currency translation reserve	24	(2,933,834)	(970,913)	-	-
Retained profits		24,790,882	25,593,201	3,334,174	3,923,289
Attributable to equity holders of the Company		55,418,118	58,185,305	36,612,847	37,201,962
Non-controlling interests		2,478,928	2,548,493	-	-
Total Equity		57,897,046	60,733,798	36,612,847	37,201,962

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

Consolidated Statement Of Profit Or Loss And Other Comprehensive Income for the financial year ended 31 July 2023

	Note	2023 \$	2022 \$
Revenue	26	71,915,839	69,686,258
Dividend income	27	41,697	36,994
Other net changes in fair value on financial assets at fair value through profit or loss	10	57,471	(172,258)
Other income	28	867,139	709,308
Changes in inventories		(620,651)	2,109,069
Purchases of inventories		(64,299,460)	(64,094,434)
Employee benefits expense	29a	(3,935,793)	(3,857,405)
Depreciation and amortisation expenses			
- property, plant and equipment	3	(511,403)	(516,179)
- right-of-use assets	4	(136,544)	(144,362)
- investment property	5	(201,887)	(201,887)
Share of results of associates, net of tax	7	73,942	420,448
Finance costs		(7,134)	(6,907)
Other expenses		(2,757,406)	(2,547,753)
Profit before tax	29	485,810	1,420,892
Income tax expense	30	(541,891)	(769,690)
(Loss)/Profit for the financial year		<u>(56,081)</u>	<u>651,202</u>
(Loss)/Profit for the financial year attributable to:			
Equity holders of the Company		(286,069)	371,267
Non-controlling interests		229,988	279,935
		<u>(56,081)</u>	<u>651,202</u>
(Loss)/Earnings per share attributable to equity holders of the Company [in cents]			
Basic and diluted	31	<u>(1.11)</u>	<u>1.44</u>

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

Consolidated Statement Of Profit Or Loss And Other Comprehensive Income for the financial year ended 31 July 2023

	Note	2023 \$	2022 \$
(Loss)/Profit for the financial year		(56,081)	651,202
Other comprehensive loss:			
Items that will not be reclassified to profit or loss:			
Share of associate's capital reserve on financial assets at fair value through other comprehensive income	23	(1,947)	(23,231)
		<u>(1,947)</u>	<u>(23,231)</u>
Items that may be reclassified subsequently to profit or loss:			
Translation differences relating to financial statements of foreign operations		(2,099,546)	(1,348,584)
		<u>(2,099,546)</u>	<u>(1,348,584)</u>
Other comprehensive loss, net of tax		<u>(2,101,493)</u>	<u>(1,371,815)</u>
Total comprehensive loss for the financial year		<u><u>(2,157,574)</u></u>	<u><u>(720,613)</u></u>
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(2,250,937)	(913,377)
Non-controlling interests		93,363	192,764
		<u><u>(2,157,574)</u></u>	<u><u>(720,613)</u></u>

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

Consolidated Statement Of Changes In Equity for the financial year ended 31 July 2023

	Share capital \$	Capital reserve \$	Foreign currency translation reserve \$	Retained profits \$	Total attributable to equity holders of the Company \$	Non- controlling interests \$	Total equity \$
At 1 August 2022	33,278,673	284,344	(970,913)	25,593,201	58,185,305	2,548,493	60,733,798
(Loss)/Profit for the financial year	-	-	-	(286,069)	(286,069)	229,988	(56,081)
Other comprehensive loss for the financial year	-	(1,947)	(1,962,921)	-	(1,964,868)	(136,625)	(2,101,493)
Total comprehensive (loss)/income for the financial year	-	(1,947)	(1,962,921)	(286,069)	(2,250,937)	93,363	(2,157,574)
Dividends paid by - the Company	-	-	-	(516,250)	(516,250)	-	(516,250)
- subsidiaries to non-controlling interests	-	-	-	-	-	(162,928)	(162,928)
At 31 July 2023	33,278,673	282,397	(2,933,834)	24,790,882	55,418,118	2,478,928	57,897,046

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

Consolidated Statement Of Changes In Equity for the financial year ended 31 July 2023

	Note	Share capital \$	Capital reserve \$	Foreign currency translation reserve \$	Retained profits \$	Total attributable to equity holders of the Company \$	Non- controlling interests \$	Total equity \$
At 1 August 2021		33,278,673	307,575	290,500	25,738,184	59,614,932	2,541,711	62,156,643
Profit for the financial year		-	-	-	371,267	371,267	279,935	651,202
Other comprehensive loss for the financial year		-	(23,231)	(1,261,413)	-	(1,284,644)	(87,171)	(1,371,815)
Total comprehensive (loss)/income for the financial year		-	(23,231)	(1,261,413)	371,267	(913,377)	192,764	(720,613)
Dividends paid by								
- the Company	32	-	-	-	(516,250)	(516,250)	-	(516,250)
- subsidiaries to non-controlling interests		-	-	-	-	-	(185,982)	(185,982)
At 31 July 2022		33,278,673	284,344	(970,913)	25,593,201	58,185,305	2,548,493	60,733,798

Consolidated Statement of Cash Flows for the financial year ended 31 July 2023

	Note	2023 \$	2022 \$
Cash flows from operating activities:			
Profit before tax		485,810	1,420,892
Adjustments for non-cash and other items:			
Allowance on impairment of trade receivables	29	194,631	70,848
Depreciation and amortisation expenses	29	849,834	862,428
Fair value (gain)/loss on short-term investments	29	(56,630)	172,313
Gain on disposal of property, plant and equipment		(31,230)	(16,666)
Inventory written off	9	68,143	110,207
Interest expense		7,134	6,907
Interest income	28	(108,592)	(36,709)
Property, plant and equipment written off	3	243	61
Provision for retirement benefits	29a	18,716	21,459
Reversal of allowance on impairment of trade receivables	28	(36,179)	(60,048)
Share of results of associates, net of tax	7	(73,942)	(420,448)
		832,128	710,352
Operating profit before working capital changes		1,317,938	2,131,244
Decrease/(Increase) in short-term investments		6,772	(118,383)
Decrease/(Increase) in inventories		552,508	(2,219,276)
Decrease/(Increase) in trade and other receivables		114,868	(3,233,739)
(Decrease)/Increase in trade and other payables		(919,088)	4,250,243
		(244,940)	(1,321,155)
Cash generated from operations		1,072,998	810,089
Income tax paid		(688,057)	(694,436)
Interest received		108,592	36,709
Payment of retirement benefits		-	(100,339)
		(579,465)	(758,066)
Net cash generated from operating activities		493,533	52,023
Cash flows from investing activities:			
Purchases of property, plant and equipment	3	(417,455)	(261,820)
Proceeds from disposal of property, plant and equipment		70,466	16,666
Loan to an associate		(435,000)	(315,000)
Dividend received from an associate	7	333,436	347,903
Net cash used in investing activities		(448,553)	(212,251)

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

Consolidated Statement of Cash Flows for the financial year ended 31 July 2023

	Note	2023 \$	2022 \$
Cash flows from financing activities:			
Dividend paid by the Company		(516,250)	(516,250)
Dividends paid by subsidiaries to non-controlling interests		(162,928)	(185,982)
Repayments of lease liabilities		(59,421)	(62,353)
Lease liabilities interest paid		(7,134)	(6,907)
Net cash used in financing activities		<u>(745,733)</u>	<u>(771,492)</u>
Net decrease in cash and cash equivalents		(700,753)	(931,720)
Cash and cash equivalents at beginning of the financial year		6,321,204	7,315,874
Effects of currency translations on cash and cash equivalents		(104,748)	(62,950)
Cash and cash equivalents at end of the financial year	33	<u>5,515,703</u>	<u>6,321,204</u>
		2023	2022
		\$	\$
Represented by:			
Fixed deposits (Note 15)		1,772,968	2,183,900
Cash and bank balances (Note 16)		3,742,735	4,137,304
		<u>5,515,703</u>	<u>6,321,204</u>
Cash outflows for leases as a lessee			
		2023	2022
		\$	\$
Included in net cash generated from operating activities:			
Payment relating to short-term leases		43,892	39,308
Included in net cash used in financing activities:			
Lease liabilities interest paid		7,134	6,907
Repayment of lease liabilities		59,421	62,353
		<u>110,447</u>	<u>108,568</u>

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

Notes to the Financial Statements for the financial year ended 31 July 2023

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

1 GENERAL INFORMATION

Khong Guan Limited is a limited liability company listed on the Singapore Exchange Securities Trading Limited. It is incorporated and domiciled in Singapore with the registered office and principal place of business at 2 MacTaggart Road, #03-01 Khong Guan Building, Singapore 368078.

The principal activities of the Company are the trading of wheat flour and other edible products and investment holding. The principal activities of the subsidiaries are set out in Note 6.

The consolidated financial statements of the Group and the statement of financial position of the Company were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

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

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise 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 2.4.

The financial statements are presented in Singapore Dollars ("SGD" or "\$") except when otherwise indicated.

2.2 ADOPTION OF NEW AND AMENDED STANDARDS AND INTERPRETATIONS

On 1 August 2022, the Group and the Company adopted all the new and revised SFRS(I) pronouncements that are relevant to its operations. The adoption of these new/revised SFRS(I) pronouncements does not result in changes to the Group's and the Company's accounting policies and has no material effect on the amounts reported for the current or prior years.

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 and SFRS(I) <i>Practice Statement 2 Disclosure of Accounting Policies</i>	1 January 2023
Amendments to SFRS(I) 1-8: <i>Definition of Accounting Estimates</i>	1 January 2023

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE – *cont'd*

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements – Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 16 <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 10 <i>Consolidated Financial Statements</i> and SFRS(I) 1-28 <i>Investments in Associates and Joint Venture – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of the above amendments to standards will have no material impact on the financial statements in the year of initial application.

2.4 SIGNIFICANT ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

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

(a) Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described in Note 2.5 to 2.26 to the financial statements, management had made the following judgements, apart from those involving estimates, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Determination of functional currency

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

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.4 SIGNIFICANT ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS – *cont'd*

(a) Critical judgements in applying the Group's accounting policies – *cont'd*

- (ii) Classification of land and building as investment property or property, plant and equipment

Management's initial intention to purchase the land and building is for investment purpose. The redevelopment of land and building had a total of 8 storeys. Out of the 8 storeys, 2 storeys were occupied by the owner which is the Company, and the remaining 6 storeys were leased out to tenants. Management has assessed that there is significant portion (75%) held to earn rentals or for capital appreciation or both. Consequently, management decided to classify the whole land and building under investment property based on their judgement above. The carrying amounts of the Group's and Company's investment property as at the end of the financial year are disclosed in Note 5.

(b) Critical accounting estimates and assumptions

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

- (i) Valuation of unquoted equity investment at fair value through other comprehensive income

The Group has investments in unquoted equity instruments, measured at fair value through other comprehensive income, amounting to \$245,882 as at 31 July 2023 (2022: \$259,621). The fair value of the instrument is estimated at Level 3 by using unobservable inputs for the investment in unquoted equity investment. The non-observable input has been disclosed in Note 40(d) and the carrying amounts of the Group's unquoted equity investment as at the end of the financial year are disclosed in Note 8.

- (ii) Depreciation of property, plant and equipment and investment property

The cost, less the residual values, of property, plant and equipment and investment property are depreciated on the straight-line method over their estimated economic useful lives. Management estimates the economic useful lives of property, plant and equipment and investment property are to be within 5 to 50 years and 50 years respectively. As changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, future depreciation charges could be revised. The carrying amounts of the Group's property, plant and equipment and investment property as at the end of the financial year are disclosed in Note 3 and Note 5 respectively.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.4 SIGNIFICANT ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS – *cont'd*

(b) Critical accounting estimates and assumptions – *cont'd*

(iii) Allowance for inventory obsolescence

At the end of the financial year, the Group assesses whether any allowance for inventory obsolescence is required based on the best available facts and circumstances, including but not limited to, the inventories' physical conditions, age of inventories, their market selling prices, and estimated costs to be incurred for their sales. An amount of estimation is required to determine the inventory obsolescence. The allowances are re-evaluated and adjusted when additional information are received which affects the amount estimated.

As at the end of financial year, no allowance for inventory obsolescence is made.

(iv) Allowance on impairment of trade receivables

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

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

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 39.

The carrying amounts of trade receivables and the allowance on impairment of trade receivables as at 31 July 2023 are disclosed in Note 11.

(v) Income tax

The Group has exposure to income taxes in various jurisdictions. Significant judgement is involved in determining the Group's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax 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 current income tax and deferred income tax provision in the financial year in which such determination is made.

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

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.5 GROUP ACCOUNTING

(a) Subsidiaries

(i) Consolidation

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

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

Non-controlling interests comprise the portion of a subsidiary'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 profit or loss and other comprehensive income, consolidated statement of changes in equity and statements of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisition of subsidiaries and businesses

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 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 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.

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

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.5 GROUP ACCOUNTING – *cont'd*

(a) Subsidiaries – *cont'd*

(iii) Disposals of subsidiaries or businesses

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits 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 Note 2.8 for the accounting policy on investments in subsidiaries and associates in the separate financial statements of the Company.

(b) Transactions with non-controlling interests

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

(c) Associates

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies. Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

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

In applying the equity method of accounting, the Group's share of its associates' post-acquisition profits or losses are recognised in profit or loss and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. These post-acquisition movements and distributions received from the associates are adjusted against the carrying amount of the investment. Dividends received from associates are recognised as a reduction of the carrying amount of the investment. When the Group's share of losses in an associate equals to or exceeds its interest in the associate, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations to make, or has made, payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its shares of the profits equals the share of losses not recognised.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – cont'd

2.5 GROUP ACCOUNTING – cont'd

(c) Associates – cont'd

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Gains and losses arising from partial disposals or dilutions in investments in associates are recognised in profit or loss.

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

Please refer to Note 2.8 for the accounting policy on investments in subsidiaries and associates in the separate financial statements of the Company.

2.6 PROPERTY, PLANT AND EQUIPMENT

(a) Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses if any.

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

(b) Depreciation

Depreciation is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives. The estimated useful lives are as follows:

	Years
Buildings	25 to 50
Motor vehicles	5 to 10
Office equipment and fittings	5 to 10

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each financial year. 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 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – cont'd

2.6 PROPERTY, PLANT AND EQUIPMENT – cont'd

(b) Depreciation – cont'd

Assets under work-in-progress which are related to replacing a component of an item of property, plant and equipment are not depreciated as these assets are not yet available for use.

Fully depreciated assets still in use are retained in the financial statements.

(c) Subsequent expenditure

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item (such as the cost for work-in-progress) if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is recognised in profit or loss.

2.7 INVESTMENT PROPERTY

An investment property is a property held either to earn rental income and/or for capital appreciation rather than for use in production or supply of goods or services or for administrative purposes.

An investment property is initially recognised at cost and subsequently carried at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated using the straight-line method to allocate the depreciable amounts of the investment property over the estimated useful life as follows:

	Years
Building	50

No depreciation is provided on freehold land.

The residual value, useful life and depreciation method of investment property are reviewed, and adjusted as appropriate, at the end of each financial year. The effects of any revision are recognised in profit or loss when the changes arise.

Investment property is subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

Investment property is professionally appraised every five years or when necessary.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – cont'd

2.8 INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

Investments in subsidiaries and associates are carried at cost less any accumulated impairment losses in the Company's statement of financial position. On disposal of such investments in subsidiaries and associates, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.9 FINANCIAL INSTRUMENTS

(a) Financial assets

Classification and measurement

Financial assets are classified into the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); and
- Fair value through profit or loss ("FVPL").

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.

Initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

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.

Subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise of trade and other receivables (excluding prepayments), amounts owing by a subsidiary, amounts owing by an associate, fixed deposits and cash and bank balances.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, FVOCI and FVPL.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.9 FINANCIAL INSTRUMENTS – *cont'd*

(a) Financial assets – *cont'd*

Subsequent measurement – *cont'd*

(i) Debt instruments – *cont'd*

a) Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

b) FVOCI

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

c) FVPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

(ii) Equity investments

The Group subsequently measures all its equity investments at their fair values. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the statement of profit or loss and other comprehensive income within "other net changes in fair value on financial assets at fair value through profit or loss" in the period in which they arise, except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains/losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "dividend income".

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.9 FINANCIAL INSTRUMENTS – *cont'd*

(a) Financial assets – *cont'd*

Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 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.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets 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.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.9 FINANCIAL INSTRUMENTS – *cont'd*

(b) Financial liabilities – *cont'd*

Derecognition

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

2.10 IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises an allowance for ECLs for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Group determines whether there has been a significant increase in credit risk.

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

2.11 IMPAIRMENT OF NON-FINANCIAL ASSETS

Property, plant and equipment, right-of-use assets, investment property, investments in subsidiaries and associates 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 of disposal 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.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.11 IMPAIRMENT OF NON-FINANCIAL ASSETS – *cont'd*

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

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

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

2.12 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 end of the financial year. 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.

The fair values of financial instruments that are not traded in active market (such as unquoted equity investments) are determined by using valuation techniques such as asset-based approach.

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

2.13 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 Dollar, which is the functional and presentation 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 end of the financial year are recognised in profit or loss. Monetary items include primarily financial assets (other than equity investments) and financial liabilities. Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.13 CURRENCY TRANSLATION – *cont'd*

(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 of the Company are translated into the presentation currency as follows:

- (i) Assets and liabilities are translated at the closing exchange rate at the end of the financial year;
- (ii) Income and expenses are translated at average exchange rates (unless this 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 at the dates of the transactions); and
- (iii) All resulting currency translation differences are recognised in the foreign currency translation reserve.

2.14 INVENTORIES

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. Costs include all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. A write down on cost is made when the cost is not recoverable or if their selling prices have declined. Allowance is made for deteriorated, damaged, obsolete and slow-moving stocks.

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

2.15 CASH AND CASH EQUIVALENTS

Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value. Cash on hand and in banks and short-term deposits which are held to maturity are carried at cost.

For the purposes 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.

2.16 SHARE CAPITAL

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

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.17 TAXES

(a) Current income tax

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

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

(b) Deferred tax

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

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

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

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the financial year; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the financial year, 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 other comprehensive income. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.17 TAXES – *cont'd*

(c) Goods and Services Tax (“GST”)

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

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

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

2.18 CORPORATE GUARANTEES

Corporate guarantees are initially recognised at their fair values plus transaction costs in the Company’s statement of financial position.

Corporate guarantees are subsequently amortised to profit or loss over the period of the subsidiaries’ borrowings, unless it is probable that the Company will reimburse the bank for an amount higher than the unamortised amount. In this case, the corporate guarantees shall be carried at the expected amount payable to the bank in the Company’s statement of financial position.

2.19 DIVIDENDS TO COMPANY’S SHAREHOLDERS

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

2.20 REVENUE RECOGNITION

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

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

(a) Sale of goods – Trading income

Revenue from sale of goods is recognised upon transfer of control of the goods to the customer when the performance obligation is completed. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return goods.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.20 REVENUE RECOGNITION – *cont'd*

(b) Dividend income

Dividend income is recognised when the right to receive payment is established.

(c) Rental Income

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

2.21 INTEREST INCOME

Interest income, including income arising from financial instruments, is recognised using the effective interest method.

2.22 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.

2.23 EMPLOYEE BENEFITS

(a) Contributions to provident funds

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Singapore companies in the Group make contributions to the Central Provident Fund Scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the same year as the employment that gives rise to the contributions.

(b) Provision for retirement benefits

Defined benefit plans are post-employment benefit pension plans other than defined contribution plans. Defined benefit plans typically define the amount of benefit that an employee will receive on or after retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of a defined benefit pension plan is the present value of the defined benefit obligation at the end of the financial year less the fair value of plan assets, if any, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields of high-quality government bonds that are denominated in the currency in which the benefits will be paid and have tenures approximating to that of the related post-employment benefit obligations.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.23 EMPLOYEE BENEFITS – *cont'd*

(b) Provision for retirement benefits – *cont'd*

Actuarial gains and losses are recognised in profit or loss in the year when they arise.

Past service costs are recognised immediately in profit or loss, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period.

(c) Employee leave entitlements

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

2.24 LEASES

(a) When the Group is the lessee:

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

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

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

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

The lease liability is presented as a separate line in the statement of financial position.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.24 LEASES – *cont'd*

(a) When the Group is the lessee: – *cont'd*

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

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

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

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

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

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

The right-of-use assets are presented as a separate line in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2.11.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – *cont'd*

2.24 LEASES – *cont'd*

- (b) When the Group is the lessor:

The Group enters into lease agreements as a lessor with respect to its investment property.

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

When a contract includes lease and non-lease components, the Group applies SFRS(I) 15 to allocate the consideration under the contract to each component.

2.25 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief decision maker who is responsible for allocating resources and assessing performance of the operating segments.

2.26 RELATED PARTIES

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Company if that person:
- (i) Has control or joint control over the Company;
 - (ii) Has significant influence over the Company; or
 - (iii) Is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Company if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.

Notes to the Financial Statements for the financial year ended 31 July 2023

2 SIGNIFICANT ACCOUNTING POLICIES – cont'd

2.26 RELATED PARTIES – cont'd

- (b) An entity is related to the Company if any of the following conditions applies: – cont'd
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

3 PROPERTY, PLANT AND EQUIPMENT

GROUP	Buildings \$	Motor vehicles \$	Office equipment and fittings \$	Total \$
Cost				
At 1 August 2021	3,195,618	3,451,290	2,350,209	8,997,117
Additions	-	151,024	110,796	261,820
Disposals	-	(79,374)	-	(79,374)
Written off	-	-	(40,282)	(40,282)
Currency translation difference	(105,690)	(71,341)	(49,338)	(226,369)
At 31 July 2022	3,089,928	3,451,599	2,371,385	8,912,912
Additions	-	263,547	153,908	417,455
Disposals	-	(409,395)	(14,500)	(423,895)
Written off	-	-	(1,124)	(1,124)
Currency translation difference	(163,520)	(110,063)	(79,963)	(353,546)
At 31 July 2023	2,926,408	3,195,688	2,429,706	8,551,802
Accumulated Depreciation				
At 1 August 2021	614,793	2,753,919	1,105,418	4,474,130
Charge for the year	66,510	226,021	223,648	516,179
Disposals	-	(79,374)	-	(79,374)
Written off	-	-	(40,221)	(40,221)
Currency translation difference	(22,533)	(62,155)	(29,222)	(113,910)
At 31 July 2022	658,770	2,838,411	1,259,623	4,756,804
Charge for the year	65,515	213,849	232,039	511,403
Disposals	-	(370,159)	(14,500)	(384,659)
Written off	-	-	(881)	(881)
Currency translation difference	(36,580)	(96,251)	(48,860)	(181,691)
At 31 July 2023	687,705	2,585,850	1,427,421	4,700,976
Net Carrying Amount				
At 31 July 2022	2,431,158	613,188	1,111,762	4,156,108
At 31 July 2023	2,238,703	609,838	1,002,285	3,850,826

Notes to the Financial Statements for the financial year ended 31 July 2023

3 PROPERTY, PLANT AND EQUIPMENT – cont'd

COMPANY	Motor vehicles \$	Office equipment and fittings \$	Total \$
Cost			
At 1 August 2021	460,208	929,039	1,389,247
Additions	-	7,825	7,825
Written off	-	(11,232)	(11,232)
At 31 July 2022	460,208	925,632	1,385,840
Additions	180,000	14,300	194,300
Disposal	(313,888)	(14,500)	(328,388)
At 31 July 2023	326,320	925,432	1,251,752
Accumulated Depreciation			
At 1 August 2021	359,987	323,699	683,686
Charge for the year	37,847	89,507	127,354
Written off	-	(11,232)	(11,232)
At 31 July 2022	397,834	401,974	799,808
Charge for the year	24,458	91,977	116,435
Disposal	(274,652)	(14,500)	(289,152)
At 31 July 2023	147,640	479,451	627,091
Net Carrying Amount			
At 31 July 2022	62,374	523,658	586,032
At 31 July 2023	178,680	445,981	624,661

Buildings of the Group with a total net carrying amount of \$2,157,653 (2022: \$2,340,254) have been mortgaged to secure banking facilities granted to a subsidiary (Note 25).

Details of properties used for office and warehouse purposes are as follows:

Location	Site area (sq. m)
Lot 3, Km 8, Jalan Tuaran, Kota Kinabalu, Sabah	8,025
Lot 8, Block C, Saguking Warehouse, Federal Territory of Labuan	280
MDLD 1434, Lot 4B, Hopeley Ind Shophouse, Lahad Datu, Sabah	168
Lot 118, SEDCO Industrial Estate, Phase II B, Mile 3, North Road, Sandakan, Sabah	464
TTB 2195, Lot 10, Ming Huat Commercial Warehouse, Tawau, Sabah	410
TD 2205, Lot 20, Ming Huat Commercial Warehouse, Tawau, Sabah	377

Notes to the Financial Statements for the financial year ended 31 July 2023

4 RIGHT-OF-USE ASSETS

GROUP	Leasehold land \$	Buildings \$	Total \$
Cost			
At 1 August 2021	1,938,336	1,218,720	3,157,056
Additions	-	48,127	48,127
Retired	-	(105,747)	(105,747)
Currency translation difference	(64,107)	(38,401)	(102,508)
At 31 July 2022	1,874,229	1,122,699	2,996,928
Additions	-	156,346	156,346
Retired	-	(92,433)	(92,433)
Currency translation difference	(99,185)	(61,089)	(160,274)
At 31 July 2023	1,775,044	1,125,523	2,900,567
Accumulated Depreciation			
At 1 August 2021	580,728	352,471	933,199
Charge for the year	49,581	94,781	144,362
Retired	-	(105,747)	(105,747)
Currency translation difference	(20,847)	(11,294)	(32,141)
At 31 July 2022	609,462	330,211	939,673
Charge for the year	46,626	89,918	136,544
Retired	-	(92,433)	(92,433)
Currency translation difference	(33,475)	(17,409)	(50,884)
At 31 July 2023	622,613	310,287	932,900
Net Carrying Amount			
At 31 July 2022	1,264,767	792,488	2,057,255
At 31 July 2023	1,152,431	815,236	1,967,667

The Group leases several assets including office, warehouse and leasehold land. The lease term for office and warehouse ranges from 24 months to 60 months.

Leasehold land of the Group with a total net carrying amount of \$316,094 (2022: \$339,985) have been mortgaged to secure banking facilities granted to a subsidiary (Note 25).

Details of leasehold land used for office and warehouse purposes are as follows:

Location	Site area (sq. m)	Tenure
Lot 3, Km 8, Jalan Tuaran, Kota Kinabalu, Sabah	8,025	85 years from 1989
Lot 8, Block C, Saguking Warehouse, Federal Territory of Labuan	280	90 years from 1992
MDLD 1434, Lot 4B, Hopeley Ind Shophouse, Lahad Datu, Sabah	168	46 years from 1988
Lot 118, SEDCO Industrial Estate, Phase II B, Mile 3, North Road, Sandakan, Sabah	464	25 years from 2013
Lot PT 1542, Mukim 1, Daerah Seberang Perai Tengah, Pulau Pinang	7,918	31 years from 2014
TTB 2195, Lot 10, Ming Huat Commercial Warehouse, Tawau, Sabah	410	927 years from 1978
TD 2205, Lot 20, Ming Huat Commercial Warehouse, Tawau, Sabah	377	922 years from 1983

Notes to the Financial Statements for the financial year ended 31 July 2023

5 INVESTMENT PROPERTY

GROUP AND COMPANY	Freehold land \$	Building \$	Total \$
Cost			
At 31 July 2022 and 31 July 2023	3,879,481	10,094,359	13,973,840
Accumulated Depreciation			
At 1 August 2021	-	572,014	572,014
Charge for the year	-	201,887	201,887
At 31 July 2022	-	773,901	773,901
Charge for the year	-	201,887	201,887
At 31 July 2023	-	975,788	975,788
Carrying Amount			
At 31 July 2022	3,879,481	9,320,458	13,199,939
At 31 July 2023	3,879,481	9,118,571	12,998,052
Fair Value			
At 31 July 2022			21,000,000
At 31 July 2023			23,000,000

The following amounts are recognised in profit or loss:

	GROUP AND COMPANY 2023 \$	2022 \$
Rental income from investment property (Note 28)	530,866	492,017
Direct operating expenses arising from:		
- Investment property that generated rental income	157,554	153,752

The investment property of the Group and Company is leased to non-related parties tenants under operating leases (Note 38).

The Company's investment property was appraised as at 31 July 2023 by an independent valuer, Edmund Tie & Company (SEA) Pte Ltd, at a fair value of \$23,000,000 [Level 3 fair value hierarchy] (Note 2.7).

In accordance with the valuation report dated 31 July 2023, the valuation methodology used in determining the fair value of the investment property is the "Market Value Approach". Under this approach, the valuation is based on the highest value at which the sale interest in property might reasonably be expected at the date of valuation.

Notes to the Financial Statements for the financial year ended 31 July 2023

5 INVESTMENT PROPERTY – cont'd

Key Assumptions used in the Valuation Report

The following describes the key assumptions used in deriving at the fair value of the investment property: a) a willing seller; b) prior to the date of valuation, there had been a reasonable period (having regard to the natures of the property and the state of the market) for the proper marketing of the interest, for the agreement of price and terms for the completion of the sale; c) no account is taken of any additional bid by a prospective purchaser with a special interest; and d) both parties to the transaction had acted knowledgeably, prudently and without compulsion.

Details of the investment property are as follows:

Location	Land area (sq. m)	Tenure
2 MacTaggart Road, Khong Guan Building	832	Freehold

6 INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2023 \$	2022 \$
Unquoted equity investments, at cost	20,649,874	20,649,874
Less: Impairment losses	(2,362,506)	(2,362,506)
	<u>18,287,368</u>	<u>18,287,368</u>

The Group has the following subsidiaries as at 31 July 2023 and 31 July 2022:

Name of subsidiary	Principal activities	Place of incorporation/ business	Percentage of equity held %
<u>Held by the Company</u>			
Khong Guan Food Products Pte Ltd [^]	Trading in quoted investments	Singapore	100.00
Victus Marketing Pte. Ltd. [^]	Trading in quoted investments	Singapore	100.00
Tau Meng Investments Pte Ltd [^]	Investment holding	Singapore	100.00
Swee Hin Chan Company Sdn. Berhad [#]	Wholesaler of wheat flour, general goods and related products	Malaysia	89.82
Tong Guan Food Products Sdn. Bhd. [@]	Wholesaler of wheat flour, biscuits and other consumer goods	Malaysia	84.31

Notes to the Financial Statements for the financial year ended 31 July 2023

6 INVESTMENTS IN SUBSIDIARIES – cont'd

^ Audited by RT LLP

Audited by Ernst & Young PLT

@ Audited by Deloitte PLT

In accordance with Rule 716 of The Singapore Exchange Securities Trading Limited, the AC and Board of Directors of the Company confirm that they are satisfied that the appointment of different auditors for its subsidiaries and significant associates (Note 7) would not compromise the standard and effectiveness of the audit of the Group and Company.

Carrying value of non-controlling interests

	GROUP	
	2023	2022
	\$	\$
Swee Hin Chan Company Sdn. Berhad ("SHC")	762,311	827,394
Tong Guan Food Products Sdn. Bhd. ("TGFP")	1,716,617	1,721,099
	2,478,928	2,548,493

Summarised financial of subsidiaries with material non-controlling interests

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

There were no transactions with non-controlling interests for the financial year ended 31 July 2023 and 31 July 2022.

Summarised statement of financial position

As at 31 July 2023

	SHC	TGFP
	\$	\$
Current		
Assets	8,389,249	12,655,550
Liabilities	(2,958,632)	(4,770,598)
Total current net assets	5,430,617	7,884,952
Non-current		
Assets	2,061,086	3,215,459
Liabilities	-	(158,948)
Total non-current assets	2,061,086	3,056,511
Net assets	7,491,703	10,941,463

Notes to the Financial Statements for the financial year ended 31 July 2023

6 INVESTMENTS IN SUBSIDIARIES – cont'd

Summarised statement of comprehensive income

For the year ended 31 July 2023

	SHC \$	TGFP \$
Revenue	28,782,909	41,209,921
Profit before tax	461,632	1,659,445
Income tax expense	(134,051)	(405,996)
Post-tax profit from continuing operation	327,581	1,253,449
Other comprehensive income	(424,678)	(595,394)
Total comprehensive income	(97,097)	658,055
Total comprehensive income allocated to non-controlling interests	(9,880)	103,243
Dividends paid to non-controlling interests	55,203	107,725

Summarised cash flows

For the year ended 31 July 2023

Cash flows from operating activities:

Cash generated from operations	797,575	1,647,044
Interest income	29	18,396
Income tax paid	(271,231)	(414,982)
Net cash generated from operating activities	526,373	1,250,458
Net cash used in investing activities	(152,365)	(48,124)
Net cash used in financing activities	(542,520)	(753,180)
Net (decrease)/increase in cash and cash equivalents	(168,512)	449,154
Cash and cash equivalents at beginning of the year	512,055	1,328,323
Exchange loss on cash and cash equivalents	(22,680)	(82,068)
Cash and cash equivalents at end of the year	320,863	1,695,409

Summarised statement of financial position

As at 31 July 2022

Current		
Assets	10,545,730	12,335,711
Liabilities	(4,566,312)	(4,678,044)
Total current net assets	5,979,418	7,657,667

Notes to the Financial Statements for the financial year ended 31 July 2023

6 INVESTMENTS IN SUBSIDIARIES – cont'd

Summarised statement of financial position – cont'd

As at 31 July 2022 – cont'd	SHC	TGFP
	\$	\$
Non-current		
Assets	2,154,220	3,450,466
Liabilities	(2,318)	(138,100)
Total non-current assets	<u>2,151,902</u>	<u>3,312,366</u>
Net assets	<u>8,131,320</u>	<u>10,970,033</u>

Summarised statement of comprehensive income

For the year ended 31 July 2022

Revenue	<u>28,128,854</u>	<u>40,061,729</u>
Profit before tax	1,720,353	1,280,070
Income tax expense	(444,365)	(323,368)
Post-tax profit from continuing operation	1,275,988	956,702
Other comprehensive income	(278,127)	(375,227)
Total comprehensive income	<u>997,861</u>	<u>581,475</u>
Total comprehensive income allocated to non-controlling interests	<u>101,536</u>	<u>91,228</u>
Dividends paid to non-controlling interests	<u>58,702</u>	<u>127,280</u>

Summarised cash flows

For the year ended 31 July 2022

Cash flows from operating activities:

Cash generated from operations	1,151,564	1,331,017
Interest income	69	4,111
Income tax paid	(379,088)	(313,391)
Net cash generated from operating activities	772,545	1,021,737
Net cash used in investing activities	(107,014)	(130,315)
Net cash used in financing activities	(576,900)	(880,523)
Net increase in cash and cash equivalents	88,631	10,899
Cash and cash equivalents at beginning of the year	440,939	1,362,859
Exchange loss on cash and cash equivalents	(17,515)	(45,435)
Cash and cash equivalents at end of the year	<u>512,055</u>	<u>1,328,323</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

7 INVESTMENTS IN ASSOCIATES

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Unquoted equity investments, at cost	13,535,540	13,535,540	1,500,000	1,500,000
Share of post-acquisition reserves	14,365,643	14,625,137	-	-
Share of capital reserve	52,605	54,552	-	-
Foreign currency translation reserve	(7,887,179)	(6,807,705)	-	-
	<u>20,066,609</u>	<u>21,407,524</u>	<u>1,500,000</u>	<u>1,500,000</u>

Movements for share of post-acquisition reserves:

	GROUP	
	2023 \$	2022 \$
Balance at beginning of the financial year	14,625,137	14,552,592
Share of results	73,942	420,448
Dividend received	(333,436)	(347,903)
Balance at end of the financial year	<u>14,365,643</u>	<u>14,625,137</u>

Summarised financial information for associates

Summarised statement of financial position

	2023 \$	2022 \$
<u>United Malayan Flour (1996) Sdn Bhd.* ("UMF")</u>		
Current assets	51,040,413	52,333,351
Current liabilities	(16,032,541)	(17,357,272)
Non-current assets	49,004,850	53,763,322
Non-current liabilities	(6,439,013)	(8,669,343)
Net assets	<u>77,573,709</u>	<u>80,070,058</u>

* The entity is a group of companies that includes Federal Oats Mills Sendirian Berhad and its subsidiaries, Leong Hong Oil Mill Sdn. Bhd. and United Commercial Trading (Malaysia) Sendirian Berhad.

Notes to the Financial Statements for the financial year ended 31 July 2023

7 INVESTMENTS IN ASSOCIATES – cont'd

Summarised statement of financial position – cont'd

	2023	2022
	\$	\$
<u>SGProtein Pte. Ltd. ("SGP")</u>		
Current assets	3,115,967	707,147
Current liabilities	(2,758,115)	(1,834,247)
Non-current assets	4,856,701	5,365,886
Non-current liabilities	(1,377,346)	(1,838,434)
Net assets	3,837,207	2,400,352

Summarised statement of comprehensive income

	2023	2022
	\$	\$
<u>UMF</u>		
Revenue	102,351,234	84,987,078
Profit before tax	3,231,354	3,562,623
Income tax expense	(333,468)	(1,273,562)
Post-tax profit from continuing operations	2,897,886	2,289,061
Other comprehensive income	(23,879)	(56,447)
Total comprehensive income	2,874,007	2,232,614
Dividend received from associate	333,436	347,903
<u>SGP</u>		
Revenue	91,180	33,806
Loss before tax	(2,013,145)	(1,324,621)
Income tax expense	-	-
Post-tax loss from continuing operations	(2,013,145)	(1,324,621)
Other comprehensive income	-	-
Total comprehensive income	(2,013,145)	(1,324,621)
Dividend received from associate	-	-

Notes to the Financial Statements for the financial year ended 31 July 2023

7 INVESTMENTS IN ASSOCIATES – cont'd

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

Reconciliation of Summarised Financial Information

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

	2023 \$	2022 \$
UMF		
Net assets		
At beginning of the financial year	80,070,058	81,742,489
Profit for the financial year	2,897,886	2,289,061
Dividends paid		
- Company	(1,085,040)	(1,153,800)
- Subsidiary company	-	(1,683)
Other comprehensive income	(23,879)	(56,447)
Effects of changes in shareholding	-	(10,632)
Reclassification of investment disposed	(1,125)	-
Foreign exchange differences	(4,284,191)	(2,738,930)
At end of the financial year	77,573,709	80,070,058
Associate's non-controlling interests	(12,125,945)	(12,145,995)
Net assets attributable to the equity holders	65,447,764	67,924,063
SGP		
Net assets		
At beginning of the financial year	2,400,352	3,724,973
Loss for the financial year	(2,013,145)	(1,324,621)
Additional paid up capital	3,450,000	-
At end of the financial year	3,837,207	2,400,352
Net assets attributable to SAFE notes holder ^(a)	(3,450,000)	-
Net assets attributable to the equity holders	387,207	2,400,352
Nets assets attributable to the equity holders		
UMF	65,447,764	67,924,063
SGP	387,207	2,400,352
	65,834,971	70,324,415
Net assets attributable to the Group	19,751,609	21,092,524
Goodwill	315,000	315,000
Carrying value of Group's interest in associates	20,066,609	21,407,524

^(a) The associate has issued Simple Agreement for Future Equity ("SAFE") notes, with aggregate proceeds amounting \$3,450,000 during the financial year from SAFE notes holders.

Notes to the Financial Statements for the financial year ended 31 July 2023

7 INVESTMENTS IN ASSOCIATES – cont'd

Details of the associates as at 31 July 2023 and 31 July 2022 are as follows:

Name of company	Principal activities	Place of incorporation/ business	Percentage of equity held %
<u>Held by the Company</u>			
SGProtein Pte. Ltd.^	Manufacturing of plant-based protein products and research and experimental development on food science	Singapore	30.00
<u>Held by Tau Meng Investments Pte Ltd</u>			
United Malayan Flour (1996) Sdn. Bhd.+	Milling and trading of wheat flour and related products	Malaysia	30.00

^ Audited by RT LLP
+ Audited by Ernst & Young PLT

8 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	GROUP	
	2023 \$	2022 \$
Financial assets at FVOCI		
Balance at beginning of the financial year	21,073	21,794
Currency translation difference	(1,115)	(721)
	19,958	21,073
Add: Fair value changes		
Balance at beginning of the financial year	238,548	246,707
Currency translation difference	(12,624)	(8,159)
Balance at end of the financial year	225,924	238,548
	245,882	259,621
Non-current assets		
Unquoted equity investments:		
- Malaysia	245,882	259,621

Notes to the Financial Statements for the financial year ended 31 July 2023

9 INVENTORIES

	GROUP	
	2023	2022
	\$	\$
Trading inventories, at cost	6,797,950	6,634,599
Goods-in-transit, at cost	1,093,974	2,336,460
	7,891,924	8,971,059

The cost of inventories recognised as an expense is included in the consolidated statement of profit or loss and other comprehensive income amounting to \$64,920,110 (2022: \$61,985,365).

During the financial year, the inventory written off amounted to \$68,143 (2022: \$110,207) is recognised to profit and loss.

10 SHORT-TERM INVESTMENTS

Short-term investments are classified as financial assets at fair value through profit or loss as follows:

	GROUP	
	2023	2022
	\$	\$
<u>Held for trading</u>		
Equity investments quoted in:		
- Singapore	430,819	357,537
- Malaysia	1,356,339	1,379,763
	1,787,158	1,737,300
Financial assets at FVPL:		
Balance at the beginning of the financial year	1,737,300	1,791,230
Purchases	3,428	119,199
Disposals	(10,200)	(816)
Net movements in short-term investments	(6,772)	118,383
Net unrealised gain/(loss) in fair value on short-term investments (Note 29)	56,630	(172,313)
Balance at end of the financial year	1,787,158	1,737,300
Other net changes in fair value on financial assets at FVPL:		
- Realised	841	55
- Unrealised	56,630	(172,313)
Total gain/(loss)	57,471	(172,258)

Short-term investments are denominated in the following currencies:

	GROUP	
	2023	2022
	\$	\$
Singapore Dollar	430,819	357,537
Ringgit Malaysia	1,356,339	1,379,763
	1,787,158	1,737,300

Notes to the Financial Statements for the financial year ended 31 July 2023

11 TRADE RECEIVABLES

	GROUP		COMPANY	
	2023	2022	2023	2022
	\$	\$	\$	\$
Trade receivables:				
- Third parties	11,483,920	12,434,022	450,525	419,308
- Related parties	180,491	163,973	-	-
	<u>11,664,411</u>	<u>12,597,995</u>	<u>450,525</u>	<u>419,308</u>
Less:				
Allowance on impairment of trade receivables	(365,357)	(228,233)	-	-
	<u>11,299,054</u>	<u>12,369,762</u>	<u>450,525</u>	<u>419,308</u>

Trade receivables are denominated in the following currencies:

	GROUP		COMPANY	
	2023	2022	2023	2022
	\$	\$	\$	\$
Singapore Dollar	450,525	419,308	450,525	419,308
Ringgit Malaysia	10,848,529	11,950,454	-	-
	<u>11,299,054</u>	<u>12,369,762</u>	<u>450,525</u>	<u>419,308</u>

Trade receivables are non-interest bearing and are generally on 30 to 90 days (2022: 30 to 90 days) term. Trade receivables are not secured by any collateral.

	GROUP	
	2023	2022
	\$	\$
Movement in allowance accounts:		
Balance at the beginning of the financial year	(228,233)	(689,717)
Allowance made	(194,631)	(70,848)
Allowance written back	36,179	60,048
Bad debts written off	5,235	464,477
Currency translation difference	16,093	7,807
Balance at the end of the financial year	<u>(365,357)</u>	<u>(228,233)</u>

12 OTHER RECEIVABLES

	GROUP		COMPANY	
	2023	2022	2023	2022
	\$	\$	\$	\$
Sundry receivables	52,483	72,401	6,114	18,575
Interest receivable	14,319	1,580	14,319	1,580
Deposits	91,738	44,937	2,640	2,280
Prepayments	103,994	107,372	78,670	81,637
	<u>262,534</u>	<u>226,290</u>	<u>101,743</u>	<u>104,072</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

12 OTHER RECEIVABLES – cont'd

Sundry receivables relate to advance payments and goods returned to suppliers. The outstanding amounts due from these suppliers arising from these advance payments and returned goods will be used to offset against future purchases.

Other receivables are denominated in the following currencies:

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Singapore Dollar	104,719	110,390	96,445	102,492
Ringgit Malaysia	157,815	115,900	5,298	1,580
	<u>262,534</u>	<u>226,290</u>	<u>101,743</u>	<u>104,072</u>

13 AMOUNTS OWING BY/TO A SUBSIDIARY

	COMPANY	
	2023 \$	2022 \$
Amounts owing by a subsidiary, non-trade	600,000	700,000
Less: Allowance on impairment of receivable		
Balance at beginning of the financial year	(434,600)	(425,000)
Allowance made for the year	(17,600)	(9,600)
Balance at end of the financial year	<u>(452,200)</u>	<u>(434,600)</u>
	<u>147,800</u>	<u>265,400</u>
Amounts owing to a subsidiary, non-trade	<u>400,000</u>	<u>-</u>

The amounts owing by/to a subsidiary is unsecured, repayable on demand and interest-free.

Amounts owing by/to a subsidiary is denominated in Singapore Dollar.

14 AMOUNTS OWING BY AN ASSOCIATE

The amounts owing by an associate are unsecured and bear interest at 4.811% (2022: 4.811%) per annum.

15 FIXED DEPOSITS

Fixed deposits of the Group and Company are placed with licensed financial institutions and mature within one month (2022: one month) from the end of the financial year. The effective interest rate as at 31 July 2023 is 3.70% (2022: 1.65%).

Fixed deposits are denominated in Ringgit Malaysia.

Notes to the Financial Statements for the financial year ended 31 July 2023

16 CASH AND BANK BALANCES

Cash and bank balances are denominated in the following currencies:

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Singapore Dollar	1,696,575	2,281,899	1,326,519	1,208,466
Ringgit Malaysia	2,046,160	1,855,405	29,888	4,070
	<u>3,742,735</u>	<u>4,137,304</u>	<u>1,356,407</u>	<u>1,212,536</u>

17 TRADE PAYABLES

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Third parties	3,956,157	5,118,996	7,770	7,076
Related parties (Note 34)	3,176,769	3,202,664	339,034	246,596
	<u>7,132,926</u>	<u>8,321,660</u>	<u>346,804</u>	<u>253,672</u>

Trade payables are denominated in the following currencies:

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Singapore Dollar	346,804	253,672	346,804	253,672
Ringgit Malaysia	6,354,227	6,487,036	-	-
United States Dollar	431,895	1,580,952	-	-
	<u>7,132,926</u>	<u>8,321,660</u>	<u>346,804</u>	<u>253,672</u>

Trade payables are non interest-bearing and are normally settled within 30 to 90 days (2022: 30 to 90 days).

Included in trade payables is an aggregate amount of \$1,102,698 [equivalent to RM3,558,239] (2022: \$1,184,923 [equivalent to RM3,823,565]) which is secured by corporate guarantees provided by the Company to certain suppliers of a subsidiary [Note 37(b)].

18 OTHER PAYABLES

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Sundry payables	263,471	397,942	-	4,356
Dividend payables	12,114	11,223	12,114	11,223
Rental received in advance	8,640	-	8,640	-
Rental deposit received	102,053	97,580	102,053	97,580
Accrued expenses	936,616	1,003,577	276,863	293,275
	<u>1,322,894</u>	<u>1,510,322</u>	<u>399,670</u>	<u>406,434</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

18 OTHER PAYABLES – cont'd

Non-trade payables are non-interest bearing and are normally settled within 90 days (2022: 90 days) or on demand.

Included in sundry payables is an amount of \$NIL (2022: \$4,356) relating to amounts owing to contractors for the construction of the investment property which was completed in the prior financial year.

Dividend payables relate to accumulated approved dividends from prior periods that have yet to be claimed by shareholders.

The payables are denominated in the following currencies:

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Singapore Dollar	437,264	442,561	399,670	406,434
Ringgit Malaysia	885,630	1,067,761	-	-
	<u>1,322,894</u>	<u>1,510,322</u>	<u>399,670</u>	<u>406,434</u>

19 LEASE LIABILITIES

	GROUP	
	2023 \$	2022 \$
Maturity analysis:		
Year 1	55,057	38,618
Year 2	47,380	8,897
Year 3	27,949	8,845
Year 4	13,168	-
Year 5	5,770	-
	<u>149,324</u>	<u>56,360</u>
Less: Unearned interest	<u>(3,332)</u>	<u>(1,870)</u>
	<u>145,992</u>	<u>54,490</u>
Analysed as:		
Current	57,478	37,563
Non-current	88,514	16,927
	<u>145,992</u>	<u>54,490</u>

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Group's statement of cash flows as cash flows from financing activities.

Notes to the Financial Statements for the financial year ended 31 July 2023

19 LEASE LIABILITIES – cont'd

	GROUP	
	2023	2022
	\$	\$
Balance at the beginning of the financial year	54,490	70,580
Net financing cash flows	(66,555)	(69,260)
New lease arrangement	156,346	48,127
Lease interest charge	7,134	6,907
Currency translation difference	(5,423)	(1,864)
Balance at the end of the financial year	145,992	54,490

20 PROVISION FOR RETIREMENT BENEFITS

	GROUP AND COMPANY	
	2023	2022
	\$	\$
Balance at beginning of the financial year	211,487	290,367
Provision made	18,716	21,459
Payment made	-	(100,339)
Balance at end of the financial year	230,203	211,487

The Company has a defined benefit plan for qualifying employees of the Company. Under the plan, the employees are entitled to receive a benefit of 10/26 days of their final monthly salary for each year of service up to the retirement age of 62 years.

	GROUP AND COMPANY	
	2023	2022
	\$	\$
Obligations recognised in the statements of financial position for:		
Pension benefits	230,203	211,487
Expenses charged to profit or loss:		
Pension benefits (Note 29a)	18,716	21,459
The amount recognised in the statements of financial position is determined as follows:		
Present value of unfunded obligations and liability recognised in the statements of financial position	230,203	211,487

Notes to the Financial Statements for the financial year ended 31 July 2023

20 PROVISION FOR RETIREMENT BENEFITS – cont'd

	GROUP AND COMPANY	
	2023	2022
	\$	\$
The amounts recognised in profit or loss are as follows:		
Current service cost	16,532	19,223
Interest cost	187	178
Remeasurement – loss from change in financial assumptions	1,997	2,058
	18,716	21,459

Movements in the defined benefit obligation are as follows:

	GROUP AND COMPANY	
	2023	2022
	\$	\$
Balance at beginning of the financial year	211,487	290,367
Payment made	-	(100,339)
Current service cost	16,532	19,223
Interest cost	187	178
Actuarial loss	1,997	2,058
Balance at end of the financial year	230,203	211,487

The significant actuarial assumptions used were as follows:

	GROUP AND COMPANY	
	2023	2022
Discount rate	1.0%	1.0%
Salary increment rate	6.0%	6.0%

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	GROUP AND COMPANY		
	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.5%	Decrease by 5.2%	Increase by 5.6%
Salary increment rate	2.0%	Increase by 1.8%	Decrease by 1.8%

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous financial year.

Notes to the Financial Statements for the financial year ended 31 July 2023

21 DEFERRED TAX ASSETS/LIABILITIES

Recognised deferred tax assets and liabilities, determined after appropriate offsetting, are attributable to the following:

	2023 \$	GROUP	2022 \$
Deferred tax assets			
Allowance on impairment of trade receivables and others	28,529		-
	<u>28,529</u>		<u>-</u>
	2023 \$	GROUP	2022 \$
Deferred tax liabilities			
Excess of carrying amount over tax written down value of property, plant and equipment and others	70,434		85,928
	<u>70,434</u>		<u>85,928</u>

Deferred tax assets and liabilities are netted off when related to the same tax authority.

Movements in deferred tax assets and liabilities of the Group are analysed as follows:

	2023 \$	GROUP	2022 \$
Deferred tax assets			
Balance at beginning of the financial year	-		15,828
(Charged)/Credited to profit or loss			
- Current	25,824		(15,828)
- Prior years	3,473		-
Currency translation difference	(768)		-
Balance at end of the financial year	<u>28,529</u>		<u>-</u>
Net deferred taxation credited/(charged) to profit or loss (Note 30)	<u>29,297</u>		<u>(15,828)</u>
	2023 \$	GROUP	2022 \$
Deferred tax liabilities			
Balance at beginning of the financial year	85,928		76,494
Charged/(Credited) to profit or loss			
- Current	(10,558)		8,106
- Prior years	(683)		4,265
Currency translation difference	(4,253)		(2,937)
Balance at end of the financial year	<u>70,434</u>		<u>85,928</u>
Net deferred taxation (credited)/charged to profit or loss (Note 30)	<u>(11,241)</u>		<u>12,371</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

22 SHARE CAPITAL

	GROUP AND COMPANY	
	2023	2022
	\$	\$
Issued and fully paid:		
25,812,520 (2022: 25,812,520) ordinary shares	33,278,673	33,278,673

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

23 CAPITAL RESERVE

	GROUP	
	2023	2022
	\$	\$
NON-DISTRIBUTABLE		
Balance at beginning of the financial year	284,344	307,575
Share of associate's capital reserve on:		
- Financial assets at FVOCI	(1,947)	(23,231)
Balance at end of the financial year	282,397	284,344

Capital reserve represents fair value reserve.

24 FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

25 BANK FACILITIES

The subsidiaries have unused banking facilities which are secured by:

- (a) mortgages over buildings with a total net carrying amount of \$2,157,653 (2022: \$2,340,254) (Note 3) of the Group;
- (b) mortgages over leasehold land with a total net carrying amount of \$316,094 (2022: \$339,985) (Note 4) of the Group;
- (c) corporate guarantees from the Company [see Note 37(a)]; and
- (d) a negative pledge by a subsidiary.

Notes to the Financial Statements for the financial year ended 31 July 2023

26 REVENUE

	2023 \$	GROUP	2022 \$
Type of good or services:			
Sale of goods to:			
- Third parties	71,113,433		69,127,565
- Related parties	802,406		558,693
	<u>71,915,839</u>		<u>69,686,258</u>
Timing of transfer of good or services:			
At a point in time	<u>71,915,839</u>		<u>69,686,258</u>

27 DIVIDEND INCOME

	2023 \$	GROUP	2022 \$
Gross dividends from:			
- Financial assets at FVOCI	-		2,957
- Short-term investments	41,697		34,037
	<u>41,697</u>		<u>36,994</u>

28 OTHER INCOME

	2023 \$	GROUP	2022 \$
Reversal of allowance on impairment of trade receivables (Note 11)	36,179		60,048
Rental income	537,195		498,700
Government grants	4,636		4,441
Interest income	108,592		36,709
Gain on disposal of property, plant and equipment	31,230		16,666
Sundry income	149,307		92,744
	<u>867,139</u>		<u>709,308</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

29 PROFIT BEFORE TAX

This is stated after (crediting)/charging the following items which have not been otherwise disclosed elsewhere in the financial statements:

	GROUP	
	2023	2022
	\$	\$
The aggregate amount of:		
Audit fees paid to the Company auditors	65,000	60,910
Audit fees paid to subsidiaries auditors	18,385	19,551
Allowance on impairment of trade receivables	194,631	70,848
Depreciation and amortisation		
- Property, plant and equipment (Note 3)	511,403	516,179
- Right-of-use assets (Note 4)	136,544	144,362
- Investment property (Note 5)	201,887	201,887
Foreign exchange loss, net	123,641	90,788
Net unrealised (gain)/loss in fair value on short term investments (Note 10)	(56,630)	172,313
	(56,630)	172,313

29a EMPLOYEE BENEFITS EXPENSE

	GROUP	
	2023	2022
	\$	\$
Employee benefits:		
Salaries and bonus	2,314,605	2,278,646
Contributions to provident funds	314,680	301,351
Provision for retirement benefits (Note 20)	18,716	21,459
Other	54,047	44,734
	2,702,048	2,646,190
Directors' remuneration:		
Salaries and bonus		
- Directors of the Company	970,360	942,544
- Directors of subsidiaries	201,118	207,031
Contributions to provident funds		
- Directors	62,267	61,640
	1,233,745	1,211,215
	3,935,793	3,857,405

Key management personnel comprise directors of the Group and their remuneration is disclosed in the above note.

Notes to the Financial Statements for the financial year ended 31 July 2023

30 INCOME TAX EXPENSE

	GROUP	
	2023	2022
	\$	\$
Current taxation:		
Malaysian tax	583,963	744,507
Tax deducted at source	1,844	1,957
	585,807	746,464
Prior year's taxation	(3,378)	(4,973)
	582,429	741,491
Deferred taxation:		
Current	(36,382)	23,934
Prior year's taxation	(4,156)	4,265
	(40,538)	28,199
	541,891	769,690

A numerical reconciliation between the accounting profit and tax expense is as follows:

	GROUP	
	2023	2022
	\$	\$
Profit before tax	485,810	1,420,892
Tax at the applicable rate of 17% (2022: 17%)	82,588	241,551
Tax effects of:		
Expenses not deductible for tax purposes	142,908	133,082
Income not subject to tax	(18,487)	(14,221)
Share of results of associates	(12,570)	(71,476)
Difference in tax rate of other countries	148,473	210,038
Deferred tax benefits not recognised	204,669	269,467
	547,581	768,441
Tax deducted at source	1,844	1,957
Prior year's taxation	(7,534)	(708)
Tax expense	541,891	769,690

At the end of the financial year, the Group has estimated unabsorbed tax losses totaling \$38,186,000 (2022: \$36,984,000) available for offsetting against future taxable profit earned by respective entities of the Group incorporated in Singapore subject to the agreement of the Singapore tax authority.

Deferred tax benefits arising from such unabsorbed tax losses amounting to approximately \$6,492,000 (2022: \$6,287,000) for the Group have not been recognised as it is not currently probable that sufficient future taxable profits will be available against which they can be utilised.

Notes to the Financial Statements for the financial year ended 31 July 2023

31 (LOSS)/EARNINGS PER SHARE

Basic and diluted (loss)/earnings per share amounts are calculated by dividing the (loss)/profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following reflects the income and share data used in the basic and diluted (loss)/earnings per share computations for the financial year:

	GROUP	
	2023	2022
Net (loss)/profit attributable to ordinary equity holders on issue applicable to basic and diluted (loss)/earnings per share [\$]	<u>(286,069)</u>	<u>371,267</u>
Weighted average number of ordinary shares on issue applicable to basic and diluted (loss)/earnings per share	<u>25,812,520</u>	<u>25,812,520</u>
Basic and diluted [in cents]	<u>(1.11)</u>	<u>1.44</u>

Diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share as there are no dilutive ordinary shares.

32 DIVIDENDS

The final tax exempt one-tier dividend of \$0.02 per ordinary share amounting to \$516,250 declared for the financial year ended 31 July 2022 was paid during the financial year ended 31 July 2023. (The final tax exempt one-tier dividend of \$0.02 per ordinary share amounting to \$516,250 declared for the financial year ended 31 July 2021 was paid during the financial year ended 31 July 2022.)

The directors propose a final tax exempt one-tier dividend of \$0.01 per ordinary share amounting to \$258,125 in respect of the financial year ended 31 July 2023. This dividend has not been recognised as a liability at the end of the financial year as this is subject to approval at the Annual General Meeting of the Company.

33 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the consolidated statement of cash flows comprise the following items:

	GROUP	
	2023	2022
	\$	\$
Fixed deposits (Note 15)	1,772,968	2,183,900
Cash and bank balances (Note 16)	3,742,735	4,137,304
Representing cash and cash equivalents in the statement of cash flows	<u>5,515,703</u>	<u>6,321,204</u>

Notes to the Financial Statements for the financial year ended 31 July 2023

34 SIGNIFICANT RELATED PARTY TRANSACTIONS

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party is subject to common control, or the party is a member of key management personnel of the Group, or the party is a close family member of any individual of the key management personnel or controlling party.

Related parties include key management personnel such as directors who have the authority and responsibility for planning, directing and controlling the activities of the Group. Directors' remuneration is disclosed in Notes 29a and 35 to the financial statements.

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

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Purchases from				
- Associate	13,856,357	11,310,770	1,817,392	1,319,926
- Related parties	7,653,142	7,400,762	9,835	12,600
- Subsidiary	-	-	54,380	19,224
Dividends received from subsidiaries	-	-	1,369,300	1,511,402
Management fees received from subsidiaries	-	-	36,111	38,562

35 DIRECTORS' REMUNERATION

The number of directors of the Company whose remuneration falls within the following remuneration bands is:

	GROUP	
	2023 Number of directors	2022 Number of directors
Below \$100,000	4	4
\$100,001 to \$250,000	1	1
\$250,001 to \$500,000	2	2

36 SEGMENT INFORMATION

For management purposes, the Group is organised into strategic business units based on their products and geography. The Group has three reportable operating segments as follows:

- Trading of wheat flour and consumer goods – trading of wheat flour and consumer goods in Singapore and Malaysia;
- Investment trading – trading of shares listed in mainly Singapore and Malaysia; and
- Investment holding – holding of shares in Singapore and Malaysia for dividend income.

Notes to the Financial Statements for the financial year ended 31 July 2023

36 SEGMENT INFORMATION – *cont'd*

Management monitors the results of each of the above operating segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is measured based on segment earnings before interest, taxation, depreciation and amortisation (“EBITDA”). EBITDA is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Group financing (including finance costs) and income taxes are managed on a Group basis and are not allocated to operating segments. Segment assets and liabilities are presented net of inter-segment balances. Inter-segment pricing is determined on arm’s length basis.

Geographically, management reviews the performance of the businesses in Singapore and Malaysia. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Non-current assets and total assets are based on the geographical location of the assets.

Information regarding the Group’s reportable segments is presented below.

Notes to the Financial Statements for the financial year ended 31 July 2023

36 SEGMENT INFORMATION – cont'd

BUSINESS SEGMENTS

	Trading of wheat flour and consumer goods \$	Investment trading \$	Investment holding \$	Group \$
2023				
Revenue				
Total revenue	71,970,219	-	-	71,970,219
Intercompany revenue	(54,380)	-	-	(54,380)
External revenue	71,915,839	-	-	71,915,839
Results				
Profit/(Loss) before interest, taxation, depreciation and amortisation	1,339,970	(204,244)	24,518	1,160,244
Depreciation and amortisation	(805,854)	(43,980)	-	(849,834)
Operating profit/(loss)	534,116	(248,224)	24,518	310,410
Interest expense				(7,134)
Interest income				108,592
Share of results of associates, net of tax				73,942
Taxation				(541,891)
Loss after tax				(56,081)
Assets and Liabilities				
Segment assets	43,984,343	2,198,122	319,533	46,501,998
Associates				20,066,609
Unallocated assets				230,888
				66,799,495
Segments liabilities	8,518,836	30,549	7,045	8,556,430
Unallocated liabilities				346,019
				8,902,449

Notes to the Financial Statements for the financial year ended 31 July 2023

36 SEGMENT INFORMATION – cont'd

BUSINESS SEGMENTS – cont'd

2023 – cont'd

Other segments information

Expenditure for non-current assets					
Other non-cash items:					
Inventory written off	417,455	-	-	-	417,455
Allowance on impairment of trade receivables	68,143	-	-	-	68,143
Reversal of allowance on impairment of trade receivables	194,631	-	-	-	194,631
Foreign exchange loss/(gain), net	(36,179)	-	(284)	-	(36,179)
	123,925	(284)	-	-	123,641

2022

Revenue

Total revenue	69,705,209	-	-	-	69,705,209
Intercompany revenue	(18,951)	-	-	-	(18,951)
External revenue	69,686,258	-	-	-	69,686,258

Results

Profit/(Loss) before interest, taxation, depreciation and amortisation	2,270,155	(457,678)	20,593	1,833,070
Depreciation and amortisation	(818,448)	(43,980)	-	(862,428)
Operating profit/(loss)	1,451,707	(501,658)	20,593	970,642
Interest expense				(6,907)
Interest income				36,709
Share of results of associates, net of tax				420,448
Taxation				(769,690)
Profit after tax				651,202

Notes to the Financial Statements for the financial year ended 31 July 2023

36 SEGMENT INFORMATION – *cont'd*

BUSINESS SEGMENTS – *cont'd*

2022 – *cont'd*

Assets and Liabilities

	Trading of wheat flour and consumer goods \$	Investment trading \$	Investment holding \$	Group \$
Segment assets	46,300,083	2,905,628	333,846	49,539,557
Associates				21,407,524
Unallocated assets				79,211
				71,026,292
Segments liabilities	9,652,667	31,528	4,599	9,688,794
Unallocated liabilities				603,700
				10,292,494
Other segments information				
Expenditure for non-current assets	261,820	-	-	261,820
Other non-cash items:				
Inventory written off	110,207	-	-	110,207
Allowance on impairment of trade receivables	70,848	-	-	70,848
Reversal of allowance on impairment of trade receivables	(60,048)	-	-	(60,048)
Foreign exchange loss, net	90,774	14	-	90,788

Notes to the Financial Statements for the financial year ended 31 July 2023

36 SEGMENT INFORMATION – cont'd

GEOGRAPHICAL SEGMENTS

	Singapore \$	Malaysia \$	Group \$
2023			
Revenue			
Total revenue	1,977,389	69,992,830	71,970,219
Intercompany revenue	-	(54,380)	(54,380)
External revenue	<u>1,977,389</u>	<u>69,938,450</u>	<u>71,915,839</u>
Assets			
Segment assets	20,391,109	26,110,889	46,501,998
Associates	432,280	19,634,329	20,066,609
Unallocated assets			230,888
			<u>66,799,495</u>
	Singapore \$	Malaysia \$	Group \$
2022			
Revenue			
Total revenue	1,514,626	68,190,583	69,705,209
Intercompany revenue	-	(18,951)	(18,951)
External revenue	<u>1,514,626</u>	<u>68,171,632</u>	<u>69,686,258</u>
Assets			
Segment assets	21,112,486	28,427,071	49,539,557
Associates	1,030,305	20,377,219	21,407,524
Unallocated assets			79,211
			<u>71,026,292</u>

There is no revenue from transactions with a single external customer amounting to 10% or more of the Group's revenue.

37 CONTINGENT LIABILITIES – unsecured

- (a) The Company has issued corporate guarantee amounting to \$293,500 [equivalent to RM1,000,000] (2022: \$309,900 [equivalent to RM1,000,000]) to a bank for facilities granted to a subsidiary. The aggregate amount of facilities utilised as at 31 July 2023 and 31 July 2022 was \$NIL.
- (b) The Company has issued corporate guarantees amounting to \$2,309,845 [equivalent to RM7,870,000] (2022: \$2,438,913 [equivalent to RM7,870,000]) to two suppliers of another subsidiary for credit purchases made from the suppliers.
- (c) The directors are of the view that the fair values of corporate guarantees provided by the Company are not material.

Notes to the Financial Statements for the financial year ended 31 July 2023

38 COMMITMENTS

Operating lease commitments where the Group and Company are lessors.

The Group has leased out their owned investment property to third parties for monthly lease payments. This lease is classified as operating leases under SFRS(I) 16 because the risk and reward incidental to ownership of the assets are not substantially transferred.

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

	GROUP AND COMPANY	
	2023	2022
	\$	\$
Not later than one year	581,940	496,541
Between one and five years	423,550	211,021
	<u>1,005,490</u>	<u>707,562</u>

39 FINANCIAL RISK MANAGEMENT

Financial risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's financial risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's activities expose it to market risk, credit risk and liquidity risk.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and market prices, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's interest rate exposure relates primarily from its fixed deposits (see Note 15).

The Group places surplus funds with major financial institutions as fixed deposits to generate interest income. Interest rates on fixed deposits are determined based on market rates. Interest rate risk is managed by placing such surplus funds on varying maturities and interest rate terms. The Group does not use derivative financial instruments to hedge against interest rate risk. There have been no changes to this policy during the financial year.

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Market risk – cont'd

(i) Interest rate risk – cont'd

Sensitivity analysis for interest rate risk

At the end of the financial year, if interest rates had been 100 (2022: 100) basis points higher/lower with all other variables held constant, the effect on the Group's profit before tax would have been \$17,730 (2022: \$21,839) higher/lower, arising mainly as a result of higher/lower interest income on fixed deposits. The methods and assumptions used are consistent with previous financial year.

(ii) Foreign exchange rate risk

Foreign currency risk arises from change in foreign exchange rates that may have an adverse effect on the Group's result in the current financial year and in the future years. The Group monitors its foreign currency risk exposure regularly and maintains natural hedge whenever possible by receiving and paying in the same foreign currency to minimise foreign currency risk. There have been no changes to this policy during the financial year.

The Group's exposure to foreign exchange risk relates to transactions denominated in currencies other than the respective functional currencies of Group entities, arising from normal trading and investment activities which are disclosed in the respective notes to the financial statements. The Group does not use foreign currency forward contracts for trading purposes.

Entities within the Group, including the Group's associates maintain their books in their respective functional currencies. Profits and net assets of overseas entities are translated into Singapore Dollar, the Group's reporting currency for consolidation purposes. Fluctuations in the exchange rate between the functional currencies and Singapore Dollar will have an impact on the Group. As these investments are held on long term basis, hedging of exchange risk is inappropriate.

GROUP	Ringgit Malaysia ("RM") \$	United States Dollar ("USD") \$	Singapore Dollar ("SGD") \$	Total \$
31 July 2023				
Assets				
Financial assets at FVOCI	245,882	-	-	245,882
Short-term investments	1,356,339	-	430,819	1,787,158
Trade and other receivables ^(a)	10,989,294	-	468,300	11,457,594
Amounts owing to associate	-	-	750,000	750,000
Fixed deposits	1,772,968	-	-	1,772,968
Cash and bank balances	2,046,160	-	1,696,575	3,742,735
	16,410,643	-	3,345,694	19,756,337

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Market risk – cont'd

(ii) Foreign exchange rate risk – cont'd

GROUP	RM \$	USD \$	SGD \$	Total \$
31 July 2023 – cont'd				
Liabilities				
Trade and other payables ^(b)	7,239,857	431,895	775,428	8,447,180
Lease liabilities	145,992	-	-	145,992
	<u>7,385,849</u>	<u>431,895</u>	<u>775,428</u>	<u>8,593,172</u>
Net financial assets/(liabilities)	9,024,794	(431,895)	2,570,266	11,163,165
Less: Net financial assets denominated in the respective entities' functional currencies	5,860,301	-	2,570,266	8,430,567
Currency exposure of financial assets/(liabilities)	<u>3,164,493</u>	<u>(431,895)</u>	<u>-</u>	<u>2,732,598</u>
31 July 2022				
Assets				
Financial assets at FVOCI	259,621	-	-	259,621
Short-term investments	1,379,763	-	357,537	1,737,300
Trade and other receivables ^(a)	12,048,517	-	440,163	12,488,680
Amounts owing to an associate	-	-	315,000	315,000
Fixed deposits	2,183,900	-	-	2,183,900
Cash and bank balances	1,855,405	-	2,281,899	4,137,304
	<u>17,727,206</u>	<u>-</u>	<u>3,394,599</u>	<u>21,121,805</u>
Liabilities				
Trade and other payables	7,554,797	1,580,952	696,233	9,831,982
Lease liabilities	54,490	-	-	54,490
	<u>7,609,287</u>	<u>1,580,952</u>	<u>696,233</u>	<u>9,886,472</u>
Net financial assets/(liabilities)	10,117,919	(1,580,952)	2,698,366	11,235,333
Less: Net financial assets denominated in the respective entities' functional currencies	6,537,649	-	2,698,366	9,236,015
Currency exposure of financial assets/(liabilities)	<u>3,580,270</u>	<u>(1,580,952)</u>	<u>-</u>	<u>1,999,318</u>

^(a) Other receivables exclude prepayments.

^(b) Other payables exclude rental received in advance.

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Market risk – cont'd

(ii) Foreign exchange rate risk – cont'd

COMPANY	RM \$	SGD \$	Total \$
31 July 2023			
Assets			
Trade and other receivables ^(a)	5,298	468,300	473,598
Amounts owing by a subsidiary	-	147,800	147,800
Amounts owing by an associate	-	750,000	750,000
Fixed deposits	1,772,968	-	1,772,968
Cash and bank balances	29,888	1,326,519	1,356,407
	<u>1,808,154</u>	<u>2,692,619</u>	<u>4,500,773</u>
Liabilities			
Trade and other payables ^(b)	-	737,834	737,834
Amounts owing to a subsidiary	-	400,000	400,000
	<u>-</u>	<u>1,137,834</u>	<u>1,137,834</u>
Net financial assets	1,808,154	1,554,785	3,362,939
Less: Net financial assets denominated in the Company's functional currency	-	1,554,785	1,554,785
Currency exposure of financial assets	<u>1,808,154</u>	<u>-</u>	<u>1,808,154</u>
31 July 2022			
Assets			
Trade and other receivables ^(a)	1,580	440,163	441,743
Amounts owing by a subsidiary	-	265,400	265,400
Amounts owing by an associate	-	315,000	315,000
Fixed deposits	2,183,900	-	2,183,900
Cash and bank balances	4,070	1,208,466	1,212,536
	<u>2,189,550</u>	<u>2,229,029</u>	<u>4,418,579</u>
Liabilities			
Trade and other payables	-	660,106	660,106
	<u>-</u>	<u>660,106</u>	<u>660,106</u>
Net financial assets	2,189,550	1,568,923	3,758,473
Less: Net financial assets denominated in the Company's functional currency	-	1,568,923	1,568,923
Currency exposure of financial assets	<u>2,189,550</u>	<u>-</u>	<u>2,189,550</u>

^(a) Other receivables exclude prepayments.

^(b) Other payables exclude rental received in advance.

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Market risk – cont'd

(ii) Foreign exchange rate risk – cont'd

If the above currencies change against the SGD by 1% (2022: 1%) with all other variables including tax rate being held constant, the effects arising from the net financial assets/liabilities position will be as follows:

	2023 Increase/ (Decrease) Profit before tax \$	2022 Increase/ (Decrease) Profit before tax \$
<u>GROUP</u>		
RM against SGD		
- Strengthened	31,645	35,803
- Weakened	(31,645)	(35,803)
USD against SGD		
- Strengthened	(4,319)	(15,810)
- Weakened	4,319	15,810
	<u> </u>	<u> </u>
	2023 (Increase)/ Decrease Loss before tax \$	2022 Increase/ (Decrease) Profit before tax \$
<u>COMPANY</u>		
RM against SGD		
- Strengthened	18,082	21,896
- Weakened	(18,082)	(21,896)
	<u> </u>	<u> </u>

(iii) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity instruments (short-term investments). These instruments are listed mainly in Singapore and Malaysia and they are classified as fair value through profit or loss.

The Group's policy is to manage investments returns and equity price risk using a mix of investment grade shares with steady dividend yield and non-investment grade shares with high volatility. There have been no changes to this policy during the financial year.

Sensitivity analysis for equity risk

At the end of the financial year, if prices for equity securities listed in Singapore and Malaysia changed by 10% (2022: 10%) and 5% (2022: 5%) respectively, with all other variables including tax rate being held constant, the effects on profit) before tax would have been:

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Market risk – cont'd

(iii) Market price risk – cont'd

GROUP	2023 Increase/ (Decrease) Profit before tax \$	2022 Increase/ (Decrease) Profit before tax \$
Listed in Singapore		
- Increased by	43,082	35,754
- Decreased by	(43,082)	(35,754)
Listed in Malaysia		
- Increased by	67,817	68,988
- Decreased by	(67,817)	(68,988)

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligation resulting in a loss to the Group. The Group's exposure to credit risk mainly relates to long-term and short-term investments, fixed deposits, cash and bank balances, amounts owing by a subsidiary, amounts owing by an associate, trade and other receivables.

The Group limits its credit risk exposures in respect of investments by only investing in liquid securities and placing it with diverse creditworthy financial institutions. Cash and fixed deposits are placed with major banks and financial institutions.

For trade and other receivables, the management has a credit policy in place and the exposure of credit risk is monitored on an ongoing basis to minimise credit risk. Monies due from customers are followed up, reviewed on a regular basis to understand the reasons, if any, of non-payment or delay in payment so that appropriate action can be implemented promptly. Credit risks of individual counterparties are restricted by credit limits that are approved based on ongoing credit evaluations.

In relation to the corporate guarantees issued by the Company on behalf of its subsidiaries, the credit risk, being the principal risk to which the Company is exposed, represents the loss that would be recognised upon a default by the subsidiaries.

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

Where applicable, the Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 60 days when they fall due, which are derived based on the Group's historical information.

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Credit risk – cont'd

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtor
- Significant increases in credit risk on other financial instruments of the same debtor
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtor in the Group and changes in the operating results of the debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

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

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognising expected credit loss (ECL)
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >60 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	Amount is >120 days past due or there is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written off

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Credit risk – cont'd

The table below details the credit quality of the Group's and Company's financial assets, as well as maximum exposure to credit risk by credit risk rating categories:

GROUP			12 month or lifetime ECL	Gross carrying amount \$	Loss allowance \$	Net carrying amount \$
31 July 2023	Note	Category				
Trade receivables	11	Note B	Lifetime ECL (simplified)	11,664,411	(365,357)	11,299,054
Other receivables	12	Note A	12-month ECL	158,540	-	158,540
Amount owing by associate	14	Note A	12-month ECL	750,000	-	750,000
Fixed deposits	15	Note A	12-month ECL	1,772,968	-	1,772,968
Cash and bank balances	16	Note A	12-month ECL	3,742,735	-	3,742,735
					(365,357)	
31 July 2022						
Trade receivables	11	Note B	Lifetime ECL (simplified)	12,597,995	(228,233)	12,369,762
Other receivables	12	Note A	12-month ECL	118,918	-	118,918
Amount owing by an associate	14	Note A	12-month ECL	315,000	-	315,000
Fixed deposits	15	Note A	12-month ECL	2,183,900	-	2,183,900
Cash and bank balances	16	Note A	12-month ECL	4,137,304	-	4,137,304
					(228,233)	

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Credit risk – cont'd

<u>COMPANY</u>			12 month or lifetime ECL	Gross carrying amount \$	Loss allowance \$	Net carrying amount \$
	Note	Category				
31 July 2023						
Trade receivables	11	Note C	Lifetime ECL (simplified)	450,525	-	450,525
Other receivables	12	Note A	12-month ECL	23,073	-	23,073
Amounts owing by a subsidiary	13	Note A	12-month ECL	600,000	(452,200)	147,800
Amounts owing by an associate	14	Note A	12-month ECL	750,000	-	750,000
Fixed deposits	15	Note A	12-month ECL	1,772,968	-	1,772,968
Cash and bank balances	16	Note A	12-month ECL	1,356,407	-	1,356,407
					(452,200)	
31 July 2022						
Trade receivables	11	Note C	Lifetime ECL (simplified)	419,308	-	419,308
Other receivables	12	Note A	12-month ECL	22,435	-	22,435
Amounts owing by a subsidiary	13	Note A	12-month ECL	700,000	(434,600)	265,400
Amounts owing by an associate	14	Note A	12-month ECL	315,000	-	315,000
Fixed deposits	15	Note A	12-month ECL	2,183,900	-	2,183,900
Cash and bank balances	16	Note A	12-month ECL	1,212,536	-	1,212,536
					(434,600)	

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Credit risk – cont'd

Other receivables, amounts owing by a subsidiary, amounts owing by an associate, fixed deposits, cash and bank balances (Note A)

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Fixed deposits and cash and bank balances that are neither past due nor impaired are placed with or entered into with reputable financial institutions with high credit ratings and no history of default. Accordingly, the Group measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

Trade receivables of the Group (Note B)

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.

The Group determines the expected credit losses by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

During the current financial year, an amount of \$194,631 (2022: \$70,848) of impairment loss has been recognised in profit or loss.

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

	Trade receivables				Total \$
	Current \$	More than 30 days past due \$	More than 60 days past due \$	More than 90 days past due \$	
31 July 2023					
Total gross carrying amount	8,077,363	1,946,720	360,481	1,279,847	11,664,411
ECL	(16,105)	(3,040)	(10,466)	(335,746)	(365,357)
					<u>11,299,054</u>
31 July 2022					
Total gross carrying amount	9,375,491	2,025,805	483,744	712,955	12,597,995
ECL	(11,051)	(3,522)	(4,519)	(209,141)	(228,233)
					<u>12,369,762</u>

Information regarding loss allowance movement of trade receivables is disclosed in Note 11.

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Credit risk – cont'd

Trade receivables of the Company (Note C)

For trade receivables, the Company has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Company determines the ECL by using an individual debtor-by-debtor basis since the trade receivables of the Company consisted of only four third parties. ECL is estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

The Company measured the impairment loss allowance using lifetime ECL (simplified) and determined that the ECL is insignificant. Hence, no adjustment is required for ECL.

Exposure to credit risk and credit risk concentration profile

At the end of the reporting period, the Group's maximum exposure to credit risk towards corporate guarantee contracts provided by the Company to a bank for facilities granted to a subsidiary is disclosed in Note 37(a).

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables are represented by the carrying amount in statement of financial position. The Group does not hold any collateral on the balance outstanding.

The Group does not have any significant concentration of credit risks with any individual or group of customers as none of this individual or group of customers collectively owned more than 1 % of the total Group's trade receivables.

Information regarding credit enhancements for trade receivables is disclosed in Note 11.

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

By Country	2023		2022	
	\$	% of total	\$	% of total
Singapore	450,525	4	419,308	3
Malaysia	10,848,529	96	11,950,454	97
	<u>11,299,054</u>	<u>100</u>	<u>12,369,762</u>	<u>100</u>

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of financial assets and financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash to meet normal operating commitments. There have been no changes to this policy during the financial year.

The table below analyses the Group's financial liabilities exposure into relevant maturity groupings based on contractual undiscounted cash flows.

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Liquidity risk – cont'd

Analysis of financial instruments by remaining contractual maturities

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

	2023			
	Carrying amount \$	Contractual cash flow \$	One year or less \$	Over one year \$
GROUP:				
<u>Financial assets</u>				
Financial assets at FVOCI	245,882	245,882	245,882	-
Short-term investments	1,787,158	1,787,158	1,787,158	-
Trade receivables	11,299,054	11,299,054	11,299,054	-
Other receivables	158,540	158,540	158,540	-
Amounts owing by an associate	750,000	750,000	750,000	-
Fixed deposits	1,772,968	1,772,968	1,772,968	-
Cash and bank balances	3,742,735	3,742,735	3,742,735	-
Total undiscounted financial assets	19,756,337	19,756,337	19,756,337	-
<u>Financial liabilities</u>				
Trade payables	7,132,926	7,132,926	7,132,926	-
Other payables	1,314,254	1,314,254	1,314,254	-
Lease liabilities	145,992	149,324	55,057	94,267
Total undiscounted financial liabilities	8,593,172	8,596,504	8,502,237	94,267
Total net undiscounted financial assets/(liabilities)	11,163,165	11,159,833	11,254,100	(94,267)
	2022			
	Carrying amount \$	Contractual cash flow \$	One year or less \$	Over one year \$
<u>Financial assets</u>				
Financial assets at FVOCI	259,621	259,621	259,621	-
Short-term investments	1,737,300	1,737,300	1,737,300	-
Trade receivables	12,369,762	12,369,762	12,369,762	-
Other receivables	118,918	118,918	118,918	-
Amounts owing by an associate	315,000	315,000	315,000	-
Fixed deposits	2,183,900	2,183,900	2,183,900	-
Cash and bank balances	4,137,304	4,137,304	4,137,304	-
Total undiscounted financial assets	21,121,805	21,121,805	21,121,805	-
<u>Financial liabilities</u>				
Trade payables	8,321,660	8,321,660	8,321,660	-
Other payables	1,510,322	1,510,322	1,510,322	-
Lease liabilities	54,490	56,360	17,742	38,618
Total undiscounted financial liabilities	9,886,472	9,888,342	9,849,724	38,618
Total net undiscounted financial assets/(liabilities)	11,235,333	11,233,463	11,272,081	(38,618)

Notes to the Financial Statements for the financial year ended 31 July 2023

39 FINANCIAL RISK MANAGEMENT – cont'd

Liquidity risk – cont'd

Analysis of financial instruments by remaining contractual maturities – cont'd.

	Carrying amount \$	2023 Contractual cash flow \$	One year or less \$
COMPANY:			
<u>Financial assets</u>			
Trade receivables	450,525	450,525	450,525
Other receivables	23,073	23,073	23,073
Amounts owing by a subsidiary	147,800	147,800	147,800
Amounts owing by an associate	750,000	750,000	750,000
Fixed deposits	1,772,968	1,772,968	1,772,968
Cash and bank balances	1,356,407	1,356,407	1,356,407
Total undiscounted financial assets	4,500,773	4,500,773	4,500,773
<u>Financial liabilities</u>			
Trade payables	346,804	346,804	346,804
Other payables	391,030	391,030	391,030
Amounts owing to a subsidiary	400,000	400,000	400,000
Total undiscounted financial liabilities	1,137,834	1,137,834	1,137,834
Total net undiscounted financial assets	3,362,939	3,362,939	3,362,939
	Carrying amount \$	2022 Contractual cash flow \$	One year or less \$
<u>Financial assets</u>			
Trade receivables	419,308	419,308	419,308
Other receivables	22,435	22,435	22,435
Amounts owing by a subsidiary	265,400	265,400	265,400
Amounts owing by an associate	315,000	315,000	315,000
Fixed deposits	2,183,900	2,183,900	2,183,900
Cash and bank balances	1,212,536	1,212,536	1,212,536
Total undiscounted financial assets	4,418,579	4,418,579	4,418,579
<u>Financial liabilities</u>			
Trade payables	253,672	253,672	253,672
Other payables	406,434	406,434	406,434
Total undiscounted financial liabilities	660,106	660,106	660,106
Total net undiscounted financial assets	3,758,473	3,758,473	3,758,473

Notes to the Financial Statements for the financial year ended 31 July 2023

40 FAIR VALUE MEASUREMENT

(a) Fair value hierarchy

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

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

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

(b) Assets measured at fair value

The following table shows an analysis of each class of assets measured at fair value at the reporting date:

	Fair value measurements at the reporting date using			
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant observable inputs other than quoted prices (Level 2) \$	Significant unobservable inputs (Level 3) \$	Total \$
GROUP:				
<u>Financial assets</u>				
2023				
At FVOCI – unquoted equity investments (Note 8)	-	-	245,882	245,882
At FVPL – quoted equity investments (Note 10)	1,787,158	-	-	1,787,158
Financial assets as at 31 July 2023	1,787,158	-	245,882	2,033,040
2022				
At FVOCI – unquoted equity investments (Note 8)	-	-	259,621	259,621
At FVPL – quoted equity investments (Note 10)	1,737,300	-	-	1,737,300
Financial assets as at 31 July 2022	1,737,300	-	259,621	1,996,921

Notes to the Financial Statements for the financial year ended 31 July 2023

40 FAIR VALUE MEASUREMENT – cont'd

(c) Assets not carried at fair value but which fair value are disclosed

	Fair value measurements at the reporting date using			
	Carrying amount \$	Quoted prices in active markets for identical instruments (Level 1) \$	Significant observable inputs other than quoted prices (Level 2) \$	Significant unobservable inputs (Level 3) \$
GROUP AND COMPANY:				
<u>Non-financial assets</u>				
2023				
Investment property	12,998,052	-	-	23,000,000
2022				
Investment property	13,199,939	-	-	21,000,000

(d) Level 3 fair value measurement

Information about significant unobservable inputs used in Level 3 fair value measurements

The following table show the information about fair value measurements using significant unobservable inputs (Level 3):

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
GROUP: At FVOCI – unquoted equity investments	Asset-based approach	Adjusted net tangible assets value	The estimated fair value would increase (decrease) if net tangible asset value was higher (lower).

Determination of fair values

Financial assets at FVOCI

The total cost of investments which amounted to RM68,000 as at 1 August 2022 is equivalent to approximately \$21,073 as disclosed in Note 8, comprising one company, UCT.

United Commercial Trading (Malaysia) Sendirian Berhad (“UCT”) – Malaysia

The fair value of the unquoted equity investment at FVOCI as at the end of the reporting period is determined by a valuation technique using the asset-based approach, which takes into consideration the fair value of the adjusted net tangible assets of UCT, which is one of the related parties of the Group, to which is multiplied by the Group’s percentage shareholdings in UCT.

Notes to the Financial Statements for the financial year ended 31 July 2023

40 FAIR VALUE MEASUREMENT – cont'd

(d) Level 3 fair value measurement – cont'd

Determination of fair values – cont'd

Financial assets at FVOCI – cont'd

Included in UCT's net tangible assets value of RM3,121,107 is an investment property with cost amounting to RM866,016. The fair value of this investment property is RM3,800,000 which is based on the highest and best use basis determined by an independent professionally qualified valuer. Based on this asset-based approach valuation technique, management has determined that the adjusted net tangible asset value which amounted to RM6,055,091, represents the fair value of the unquoted equity investment as at 31 July 2023. Accordingly, the Group's 13.18% share of the fair value of UCT is RM798,061 resulting in a fair value loss of RM39,696 (approximately \$11,964 which is immaterial to be adjusted), as compared with its fair value of RM837,757 as at 1 August 2019.

(e) Movements in Level 3 assets measured at fair value

GROUP	Fair value measurements using significant unobservable inputs (Level 3) Unquoted equity investments	
	2023	2022
	\$	\$
Financial assets at FVOCI		
Balance at beginning of the financial year	21,073	21,794
Currency translation difference	(1,115)	(721)
	<u>19,958</u>	<u>21,073</u>
Add: Fair value changes		
Balance at beginning of the financial year	238,548	246,707
Currency translation difference	(12,624)	(8,159)
Balance at end of the financial year	<u>225,924</u>	<u>238,548</u>
	<u>245,882</u>	<u>259,621</u>

(f) Assets and liabilities not measured at fair value

The carrying amounts of cash and bank balances, fixed deposits, amounts owing by an associate, amounts owing by a subsidiary, trade and other receivables, trade and other payables, amounts owing to a subsidiary and lease liabilities are assumed to approximate their fair value as these instruments are relatively short-term in nature.

Notes to the Financial Statements for the financial year ended 31 July 2023

41 FINANCIAL INSTRUMENT BY CATEGORY

At the reporting date, the aggregate carrying amount of financial assets at amortised cost and financial liabilities at amortised cost are as follows:

	GROUP		COMPANY	
	2023 \$	2022 \$	2023 \$	2022 \$
Financial assets measured at amortised cost				
Trade receivables (Note 11)	11,299,054	12,369,762	450,525	419,308
Other receivables (Note 12)	158,540	118,918	23,073	22,435
Amounts owing by a subsidiary (Note 13)	-	-	147,800	265,400
Amounts owing by an associate (Note 14)	750,000	315,000	750,000	315,000
Fixed deposits (Note 15)	1,772,968	2,183,900	1,772,968	2,183,900
Cash and bank balances (Note 16)	3,742,735	4,137,304	1,356,407	1,212,536
Total financial assets measured at amortised cost	17,723,297	19,124,884	4,500,773	4,418,579
Financial liabilities measured at amortised cost				
Trade payables (Note 17)	7,132,926	8,321,660	346,804	253,672
Other payables (Note 18)	1,314,254	1,510,322	391,030	406,434
Amounts owing to a subsidiary (Note 13)	-	-	400,000	-
Total financial liabilities measured at amortised cost	8,447,180	9,831,982	1,137,834	660,106

42 CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to maintain a good credit rating and healthy capital ratios in order to support its business and enhance shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 July 2023 and 31 July 2022.

The capital structure of the Group consists of equity attributable to equity holders of the Company.

The Group and the Company are not subject to externally imposed capital requirements for the financial years ended 31 July 2023 and 31 July 2022.

ANALYSIS OF SHAREHOLDINGS AS AT 18 OCTOBER 2023

ISSUED AND FULLY PAID-UP CAPITAL	:S\$
NUMBER OF SHARES ISSUED	:25,812,520
CLASS OF SHARES	:ORDINARY SHARES
VOTING RIGHTS	:1 VOTE PER SHARE
NO. OF TREASURY SHARES AND SUBSIDIARY HOLDINGS	:NIL

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHARES
1 - 99	11	1.46	280	0.00
100 - 1,000	251	33.20	128,575	0.50
1,001 - 10,000	379	50.13	1,461,874	5.66
10,001 - 1,000,000	110	14.55	6,264,066	24.27
1,000,001 & ABOVE	5	0.66	17,957,725	69.57
TOTAL	756	100.00	25,812,520	100.00

SHAREHOLDINGS IN THE HANDS OF THE PUBLIC AS AT 18 OCTOBER 2023

The percentage of shareholdings in the hands of the public was approximately 33.36% and hence the company has complied with Rule 723 of the New SGX-ST Listing Manual which states that an issuer must ensure that at least 10% of its listed securities is at all time held by the public.

TOP TWENTY SHAREHOLDERS AS AT 18 OCTOBER 2023

NAME OF SHAREHOLDERS	NO. OF SHARES	% OF SHARES
KAH HONG PTE LTD	4,670,830	18.10
CEPHEUS CORPORATION PTE LTD	4,302,430	16.67
KHONG GUAN GROUP PTE LTD	3,698,465	14.33
KHONG GUAN DEVELOPMENT PTE LTD	2,899,600	11.23
GTK HOLDING PTE LTD	2,386,400	9.24
UNITED OVERSEAS BANK NOMINEES PTE LTD	923,500	3.58
GOH TEE KIA	668,000	2.59
GOH LAY ENG OR NG QIAN HUI	337,200	1.31
PHILLIP SECURITIES PTE LTD	335,900	1.30
DBS NOMINEES PTE LTD	267,040	1.03
CHUA PANG	229,000	0.89
NG SOO GIAP OR CHEW SOOI GUAT	210,700	0.82
CHEW SOO ENG	201,666	0.78
CITIBANK NOMINEES SINGAPORE PTE LTD	199,100	0.77
WANG TONG PENG @WANG TONG PANG	141,000	0.54
YAP MUI CHENG, ANGELA	108,000	0.42
THIA CHENG SONG	105,000	0.41
NG POH CHENG	96,000	0.37
CHEW SOO AIK	92,000	0.36
NG TONG HUAT	81,000	0.31
TOTAL	21,952,831	85.05

ANALYSIS OF SHAREHOLDINGS as at 18 OCTOBER 2023

SUBSTANTIAL SHAREHOLDERS

NAME OF SHAREHOLDERS	DIRECT INTEREST		DEEMED INTEREST	
	NO. OF SHARES	%	NO. OF SHARES	%
CEPHEUS CORPORATION PTE LTD	5,152,430	19.96	3,694,465	*1 14.31
KAH HONG PTE LTD	4,670,830	18.10	3,694,465	*2 14.31
KHONG GUAN GROUP PTE LTD	3,694,465	14.31	-	-
KHONG GUAN DEVELOPMENT PTE LTD	2,899,600	11.23	-	-
GOH TEE KIA	668,000	2.59	2,615,400	*3 10.13
GTK HOLDING PTE LTD	2,386,400	9.25	-	-
JIA FENG LIMITED	-	-	3,694,465	*4 14.31

Notes:

- *1 Cepheus Corporation Pte Ltd is deemed to be interested in the 3,694,465 shares held by Khong Guan Group Pte Ltd by virtue of the provisions of Section 7 of Companies Act, Cap. 50.
- *2 Kah Hong Pte Ltd is deemed to be interested in the 3,694,465 shares held by Khong Guan Group Pte Ltd by virtue of the provisions of Section 7 of Companies Act, Cap. 50.
- *3 Mr Goh Tee Kia is deemed to be interested in the 2,386,400 shares held by GTK Holding Pte Ltd and 229,000 shares held by Madam Chua Pang (wife) by virtue of the provisions of Section 7 of Companies Act, Cap. 50.
- *4 Jia Feng Limited is deemed to be interested in the 3,694,465 shares held by Khong Guan Group Pte Ltd by virtue of the provisions of Section 7 of Companies Act, Cap. 50.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of KHONG GUAN LIMITED (“the **Company**”) will be held at its office at 2 MacTaggart Road #04-01, Khong Guan Building, Singapore 368078 on Thursday, 30 November 2023 at 11.00 a.m. to transact the following business:

Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 July 2023 together with the Statement by Directors and the Independent Auditors Report thereon. **(Resolution 1)**
2. To approve a tax exempt (one-tier) first and final dividend of S\$0.01 per ordinary share for the financial year ended 31 July 2023. **(Resolution 2)**
3. To approve the payment of Directors’ fees of S\$102,208 (2022: S\$95,500) for the financial year ended 31 July 2023. **(Resolution 3)**
4. To re-elect Mr Yeo Jih-Shian, a Director who is retiring pursuant to Article 105(B) of the Company’s Constitution. *[See Explanatory Note (i)]* **(Resolution 4)**
5. To re-elect Mr Hew Moh Yung, a Director who is retiring pursuant to Article 105(B) of the Company’s Constitution. *[See Explanatory Note (ii)]* **(Resolution 5)**
6. To re-elect Ms Tan Khiaw Ngoh, a Director who is retiring pursuant to Article 110(A) of the Company’s Constitution. *[See Explanatory Note (iii)]* **(Resolution 6)**
7. To note the retirement of RT LLP as external auditors of the Company. *[See Explanatory Note (iv)]*
8. To transact any other ordinary business.

Special Business

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

9. **Renewal of shareholders’ mandate for interested person transactions** **(Resolution 7)**
“That:
 - (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), for the renewal of the mandate (the “**Shareholders’ Mandate**”) which has been amended to incorporate certain changes including the revised Individual and Aggregate Thresholds, particulars of which are set out in the Appendix to this Notice of AGM for the Company and its subsidiaries or any of them to enter into any of the transactions falling within the types of the interested person transactions described in the said Appendix;
 - (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; and
 - (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.”
[See Explanatory Note (v)]
10. **Share Issue Mandate** **(Resolution 8)**
“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”), and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

Notice of Annual General Meeting

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), does not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary shareholdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the passing of this Resolution after adjusting for:
 - (a) new shares arising from the conversion of convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance to sub-paragraph 2(a) and 2(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.” [See *Explanatory Note (vi)*]

By Order of the Board

Nor Hafiza Alwi
Company Secretary

Singapore, 15 November 2023

Notice of Annual General Meeting

Explanatory Notes:

- (i) Ordinary Resolution 4 - Mr Yeo Jih-Shian will, upon re-election as a Director, remain as an Independent Director, Chairman of Nominating Committee and a member of the Audit Committee. Mr Yeo Jih-Shian is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Yeo Jih-Shian does not have any relationship (including immediate family relationship) with the other Directors of the Company, the Company, or the substantial shareholders, which may affect his independence. Detailed information on Mr Yeo Jih-Shian can be found in the Annual Report 2023.
- (ii) Ordinary Resolution 5 - Mr Hew Moh Yung will, upon re-election as a Director, remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. Mr Hew Moh Yung is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Mr Hew Moh Yung does not have any relationship (including immediate family relationship) with the other Directors of the Company, the Company, or the substantial shareholders, which may affect his independence. Detailed information on Mr Hew Moh Yung can be found in the Annual Report 2023.
- (iii) Ordinary Resolution 6 - Ms Tan Khiaw Ngoh will, upon re-election as a Director, remain as an Independent Director, and a member of Audit and Remuneration Committees. Ms Tan Khiaw Ngoh is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Ms Tan Khiaw Ngoh does not have any relationship (including immediate family relationship) with the other Directors of the Company, the Company, or the substantial shareholders, which may affect her independence. Detailed information on Ms Tan Khiaw Ngoh can be found in the Annual Report 2023.
- (iv) Item 7 - RT LLP will not be seeking re-appointment as the Company's external auditors at the forthcoming AGM. The Audit Committee, in consultation with Board of Directors of the Company, is taking necessary steps to appoint another firm of auditors to act as the external auditors of the Company, in place of RT LLP. The Company will also seek shareholders' approval for the appointment of the incoming external auditors of the Company at an Extraordinary General Meeting ("EGM") to be held in due course, in accordance with the relevant provisions of the Listing Manual of the SGX-ST and the Companies Act 1967 of Singapore, and in any event, no later than 3 months after the cessation of RT LLP as the Company's external auditors at the conclusion of the forthcoming AGM. The Company will make necessary announcements as and when there are any material developments in respect of the foregoing.
- (v) Ordinary Resolution 7 - if passed, will renew the IPT Mandate to enable the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions between the Group and the classes of Interested Persons as described in the Appendix to the Notice of the AGM dated 15 November 2023. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or the date by which the next AGM is required by law to be held, whichever is the earlier.
- (vi) Ordinary Resolution 8 - if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (50%) of the issued share capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty percent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.

IMPORTANT INFORMATION:

1. The AGM will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.
2. Printed copies of the Annual Report 2023 will be sent by post to members. These documents will also be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
4. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

Notice of Annual General Meeting

5. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“**CPF Investors**”) and/or Supplementary Retirement Scheme (“**SRS Investors**”) should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM (ie. by 11.00 am on 20 November 2023). CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy or proxies must be submitted either:
 - (a) by post and deposited at the Company’s Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
 - (b) via email to main@zicoholdings.com not less than 48 hours before the time appointed for the AGM.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM (i.e. by 11.00 a.m. on 27 November 2023), as certified by The Central Depository (Pte) Limited to the Company.
9. Members may submit their questions in relation to the resolutions of the AGM by email to:
 - (a) email to: main@zicoholdings.com; or
 - (b) in hard copy by sending personally or by post to the Company’s Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896

Members submitting questions are required to provide their particulars as follows:

- (a) Full name (for individuals)/company name (for corporates) as per CDP/SRS account records;
- (b) NRIC/FIN/Passport No./Company Registration No.;
- (c) Number of shares in the capital of the Company held;
- (d) Contact Number; and
- (e) Email Address.

All questions must be submitted within 7 calendar days from the date of this Notice of AGM, i.e. by 11.00 a.m. on 22 November 2023 (“**Cut-Off Time**”).

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members. The Company’s responses to members’ questions will be posted on the SGXNet at <https://www.sgx.com/securities/company-announcements> not later than 48 hours before the closing date and time for the lodgement of the Proxy Forms, i.e. by 11.00 a.m. on 26 November 2023.

Verified members and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the minutes will include the responses to the questions referred to above.

Members are strongly encouraged to submit questions and Proxy Forms electronically via email.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

NOTICE OF RECORD DATE

NOTICE IS ALSO HEREBY GIVEN THAT the Company’s Register of Members and the Share Transfer Books will be closed at 5.00 p.m. on 7 December 2023 (“**Record Date**”). Duly completed registrable transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. on 7 December 2023 will be registered to determine the Shareholders’ entitlement to the proposed Dividend. Shareholders whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on Record Date will be entitled to such proposed Dividend. The proposed Dividend if approved at the AGM of the Company will be paid on 15 December 2023.

This page is intentionally left blank.

PROXY FORM
(Please read notes overleaf before
completing this Form)

Important

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") who wishes to vote at the Annual General Meeting ("AGM") should approach their respective agent banks to submit their votes at least seven working days before the date of the AGM (i.e. by 11.00 a.m. on 20 November 2023). CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regards to appointment as to the appointment of the Chairman of the AGM as proxy for the AGM.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Please read the notes to this Proxy Form.

PERSONAL DATA PRIVACY

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Company's Notice of AGM dated 15 November 2023.

*I/We _____ (Name) _____ (NRIC/Passport/Company Reg. No.)

of _____

being a *member/members of Khong Guan Limited (the "Company"), hereby appoint(s):

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing him/her/them, the Chairman of the Annual General Meeting ("AGM") of the Company as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the AGM to be held at the Company's office at 2 MacTaggart Road #04-01, Khong Guan Building, Singapore 368078 on Thursday, 30 November 2023 at 11.00 a.m. and at any adjournment thereof.

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

All Resolutions put to the vote at the AGM shall be decided by way of poll. If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution.

No.	Resolutions	For	Against	Abstain
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 July 2023			
2.	To approve first and final Dividend			
3.	To approve Directors' Fees			
4.	To re-elect Mr Yeo Jih-Shian			
5.	To re-elect Mr Hew Moh Yung			
6.	To re-elect Ms Tan Khiaw Ngoh			
7.	To renew the shareholders' mandate for interested person transactions			
8.	To approve the Share Issue Mandate			

Dated this _____ day of _____ 2023.

Signature(s) of Member(s)/
Common Seal of Corporate Shareholder

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

*delete as appropriate



IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by CDP), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy(ies) and/or representative(s) shall be deemed to relate to all the Shares held by you (in both the Depository Register and the Register of Members).
2. A proxy need not be a member of the Company.
3. A member (whether individual or corporate including a Relevant Intermediary*) appointing proxy(ies) through the instrument appointing proxy(ies) (the "Proxy Form") must give specific instructions as to his/her/its manner of voting, or abstentions from voting, failing which the appointment will be treated as invalid.
4. CPF Investors and SRS Investors who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 11.00 a.m. on 20 November 2023). CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote.
5. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative to attend the AGM, in accordance with Section 179 of the Companies Act 1967 ("Companies Act").
 7. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) and/or representative(s) is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy(ies) and/or representative(s) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged at the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896.
 8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com

in any case, not later than 11.00 a.m. on 28 November 2023 (being 48 hours before the time fixed for the AGM) and in default the Proxy Form for the AGM shall not be treated as valid.

General:

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

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 15 November 2023.

This page is intentionally left blank.



KHONG GUAN
LIMITED

Company Registration No. 196000096G