# EGGRICULTURE FOODS LTD.
# 永續農業發展有限公司

*(incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8609)**

## ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2021

The board (the "**Board**") of directors ("**Directors**") of Eggriculture Foods Ltd. (the "**Company**") is pleased to announce the audited consolidated results of the Company together with its subsidiaries for the year ended 31 March 2021. This announcement, containing the full text of the 2021 annual report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange in relation to information to accompany preliminary announcements of annual results.

By order of the Board
**Eggriculture Foods Ltd.**
**Ma Chin Chew**
*Chairman, Executive Director and Chief Executive Officer*

Singapore, 22 June 2021

*As at the date of this announcement, the executive Directors are Mr. Ma Chin Chew (Chairman and Chief Executive Officer), Ms. Lim Siok Eng and Mr. Tang Hong Lai; and the independent non-executive Directors are Mr. Sneddon Donald William, Mr. Yuen Ka Lok Ernest and Mr. Tan Jia Kien.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at www.eggriculturefoods.com.*

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the "Directors") of Eggriculture Foods Ltd. (the "Company") and together with its subsidiaries (the "Group") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

# Contents

# Corporate Information

## DIRECTORS

### Executive Directors

Mr. Ma Chin Chew
*(Chairman and Chief Executive Officer)*
Ms. Lim Siok Eng
Mr. Tang Hong Lai

### Independent Non-executive Directors

Mr. Yuen Ka Lok Ernest
Mr. Sneddon Donald William
Mr. Tan Jia Kien

## BOARD COMMITTEES

### Audit Committee

Mr. Sneddon Donald William *(Chairman)*
Mr. Yuen Ka Lok Ernest
Mr. Tan Jia Kien

### Remuneration Committee

Mr. Yuen Ka Lok Ernest *(Chairman)*
Mr. Sneddon Donald William
Mr. Tan Jia Kien

### Nomination Committee

Mr. Yuen Ka Lok Ernest *(Chairman)*
Mr. Sneddon Donald William
Mr. Tan Jia Kien

## COMPANY SECRETARY

Mr. Ching Kim Fung

## AUTHORISED REPRESENTATIVES

Mr. Ma Chin Chew
Mr. Ching Kim Fung

## COMPLIANCE OFFICER

Ms. Lim Siok Eng

## AUDITOR

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
and Recognised PIE Auditor
7 Straits View Marina One
East Tower Level 12, Singapore 018936

## COMPLIANCE ADVISER

Lego Corporate Finance Limited
Room 1601, 16/F, China Building
29 Queen's Road Central, Hong Kong

## REGISTERED OFFICE

Cricket Square, Hutchins Drive, PO Box 2681
Grand Cayman KY1-1111, Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

1 Lim Chu Kang Lane 9A, Singapore 718845

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1104, 11/F, Keybond Commercial Building
38 Ferry Street, Jordan, Kowloon, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, PO Box 2681
Grand Cayman KY1-1111, Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong

## LEGAL ADVISOR

Jun He Law Offices
Suite 3701-10, 37/F, Jardine House
1 Connaught Place, Central, Hong Kong

## PRINCIPAL BANKERS

DBS Bank Limited
12 Marina Boulevard, Level 43
DBS Asia Central @ Marina Bay Financial Centre
Tower 3, Singapore 018982

Maybank Singapore Limited
2 Battery Road, Maybank Tower
Singapore 049907

United Overseas Bank Limited
80 Raffles Place, UOB Plaza, Singapore 048624

## COMPANY WEBSITE

www.eggriculturefoods.com

## GEM STOCK CODE

8609

# Chairman's Statement

Dear shareholders,

On behalf of the Board of Directors (the "Board") of Eggriculture Foods Ltd. (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2021 (the "FY2021").

## BUSINESS REVIEW

The Group continues to focus on its core business of egg production and distribution in Singapore. The Group revenue has increased by approximately 13% from approximately S$46.3 million for the year ended 31 March 2020 (the "FY2020") to approximately S$52.5 million for the FY2021. Additional revenue was mainly due to increase in customer base from the acquisitions of existing egg distributors principally engaged in the distribution of eggs in Singapore.

The impact of Coronavirus Disease 2019 ("COVID-19") has resulted in the government diversifying its egg supply sources to strengthen Singapore food resilience. Accordingly, egg importers have to diversify its supply sources and there have been an influx of eggs for suppliers from countries other than Malaysia. This has resulted in periodic disruptions in the Singapore egg market, leading to price volatility. In the financial year under review, it has depressed our gross margins as we increased our sales. The food and beverage ("F&B") sector was hit hard by COVID-19, with the lockdown measures and dine-in restrictions leading to a decrease in sales to the sector.

The Group's net profit after tax increased by approximately S$2.3 million from approximately S$5.2 million for FY2020 to approximately S$7.5 million for FY2021, primarily due to governmental grant as a result of COVID-19.

## FUTURE OUTLOOK

### Farm expansion

Construction of the farm has been delayed by COVID-19. Baring any unforeseen circumstances, we expect to complete the expansion in two phases by 2025.

During the financial year, after some initial delay by COVID-19, construction for the first phase of the expansion has started. Based on current projections and baring any unforeseen circumstances, the facilities will progressively be completed and production of fresh chicken eggs is expected to start in the second quarter of 2022.

The second phase of the farm expansion includes construction of three additional one-storey layer houses and is planned to start in the end of 2023.

The Group is also expanding its existing egg processing facilities to cater to the increase in egg production as a result of the farm expansion.

### Quail Egg farm

The construction of quail egg farm is currently underway and is expected to be completed in end of 2021. Breeding and hatching process will be carried out by batches and egg production is expected to start by mid 2022.

To fund the expansions as discussed above, the Group's bank borrowings have increased to about S$11.4 million as at FY2021. The Group is currently exploring various options to secure the necessary funding to complete its expansion plans and to reduce its borrowings to a level to commensurate with the business prospects and risks of its expanding business.

The egg market in Singapore will continue to be challenging going forward as demand may be affected by the difficult economic conditions caused by the ongoing pandemic. As part of its plan to diversify its business risks from just production and sale of fresh eggs and processed egg products in Singapore, the Group is exploring other related businesses in different geographical areas.

## APPRECIATION

On behalf of the Board, I would like to express our sincere gratitude to our shareholders, suppliers, customers and business associates for their support and trust placed in us. I would also like to express our sincere gratitude to the management and staff for their commitment and contribution throughout the year.

**Eggriculture Foods Ltd.**
**Ma Chin Chew**
*Chairman, Chief Executive Officer and Executive Director*
Singapore, 22 June 2021

## FINANCIAL REVIEW

### Revenue

The Group's total revenue increased by approximately S$6.2 million, or approximately 13% from approximately S$46.3 million in the FY2020 to approximately S$52.5 million in the FY2021.

***(i) Fresh Eggs***

In the FY2021, approximately 70% (FY2020: 64%) of the revenue was derived from the sales of fresh eggs. Revenue increased by approximately S$7.5 million from approximately S$29.5 million for the FY2020 to approximately S$37.0 million for the FY2021. The increase was primarily driven by expansion of customer base and revenue from supermarket customers.

***(ii) Processed Eggs***

In the FY2021, approximately 30% (FY2020: 36%) of the revenue was derived from the sales of processed eggs. Revenue decreased by approximately S$1.3 million from approximately S$16.8 million for the FY2020 to approximately S$15.5 million for the FY2021. Such decrease was primarily due to the decrease in sales to F&B customers due to COVID-19 restrictions implemented in Singapore since 7 April 2020.

### Cost of Sales

The Group's total cost of sales increased by approximately S$9.4 million, or approximately 22% from S$42.7 million in the FY2020 to S$52.1 million in the FY2021 primarily due to the increase in sales in sourced eggs as a result of increase in the customer base.

### Gross Profit and Gross Profit Margin

The gross profit before agricultural produce fair value adjustments increased by approximately S$0.7 million or from approximately S$13.0 million for the FY2020 to S$13.7 million for the FY2021. The gross profit after agricultural produce fair value adjustments decreased by approximately S$3.2 million or approximately 89%, from approximately S$3.6 million for the FY2020 to approximately S$0.4 million for the FY2021. Separately, gross profit margin after agricultural produce fair value adjustments decreased to approximately 1% for the FY2021 from approximately 8% for the FY2020. The gross profit margin before agricultural produce fair value adjustments decreased to approximately 26% for the FY2021 from approximately 28% for the FY2020 primarily due to higher operating costs such as animal feeds.

### Other (losses)/gains – net – others

The other (losses)/gains – net – others changed by approximately S$408,000 from net gains of approximately S$288,000 in the FY2020 to net losses of approximately S$120,000 in the FY2021 primarily due to the net currency exchange losses in the FY2021.

## FINANCIAL REVIEW *(Continued)*

### Gain arising from initial recognition of agricultural produce at fair value less estimated point-of-sales costs at point of harvest

The gain arising from initial recognition of agricultural produce at fair value less estimated point-of-sales cost at point of harvest increased by approximately S$4.0 million, or approximately 43% from approximately S$9.4 million in the FY2020 to approximately S$13.4 million in the FY2021 primarily due to the increase in price of agricultural produce at the point of harvest in the FY2021.

### Gain arising from changes in fair value of biological assets less estimated point-of-sale costs

The gain arising from changes in fair value of biological assets less estimated point-of-sale costs increased by approximately S$3.0 million from approximately S$72,000 in the FY2020 to approximately S$3.1 million in the FY2021 primarily due to a higher number of growers as at 31 March 2021 as compared to 31 March 2020 and increase in selling price.

### Selling and distribution expenses

Selling and distribution expenses increased by approximately S$1.4 million or approximately 35% from approximately S$4.0 million in the FY2020 to approximately S$5.4 million in the FY2021 primarily due to the increase in headcount and the enlargement of the delivery fleet to cater for the increase in sales.

### Administrative expenses

Administrative expenses increased from approximately S$3.5 million in the FY2020 to approximately S$4.5 million in the FY2021, primarily due to increase in employee benefits in the FY2021.

## LIQUIDITY AND FINANCIAL RESOURCES

During the FY2021, the Group financed its operations by cash flow generated from operating activities and banking facilities.

The current ratio, being the ratio of current assets to current liabilities, was approximately 1.9 times as at 31 March 2021 (31 March 2020: 2.2 times). The gearing ratio, being the ratio of net debt to total capital, was approximately 6% as at 31 March 2021 (31 March 2020: 6%).

As at 31 March 2021 and 2020, the Group had cash and cash equivalents of approximately S$10.9 million and S$9.0 million, respectively.

## LIQUIDITY AND FINANCIAL RESOURCES *(Continued)*

As at 31 March 2021, total borrowings amounted to approximately S$13.0 million (31 March 2020: S$10.7 million). There was no material seasonality in relation to the borrowing requirements of the Group. Below is a breakdown of the total borrowings:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| **Non-current** | | |
| Lease liabilities | **839** | 1,190 |
| Bank borrowings | **8,408** | 4,747 |
| | **9,247** | 5,937 |
| **Current** | | |
| Lease liabilities | **777** | 1,207 |
| Bank borrowings | **3,012** | 3,578 |
| | **3,789** | 4,785 |
| Total borrowings | **13,036** | 10,722 |
| **Maturity of Bank Borrowings** | | |
| Within 1 year | **3,012** | 3,578 |
| Between 1 and 2 years | **2,907** | 1,442 |
| Between 2 and 5 years | **5,320** | 2,881 |
| Over 5 years | **181** | 424 |
| | **11,420** | 8,325 |

As at 31 March 2021, the Group had undrawn borrowing facilities of approximately S$7.7 million which included unutilised loan facilities, trade facilities and non-revolving hire purchase facilities.

The range of interest rates of the Group's term loans as at 31 March 2021 is 1.70% to 3.20% (2020: 2.00% to 4.51%).

## PLEDGE OF ASSETS

Bank borrowings amounting to approximately S$1,453,000 as at 31 March 2021 (31 March 2020: S$1,805,000) are secured by assignment over the investments in insurance contracts with a carrying amount of approximately S$2,211,000 (FY2020: S$2,295,000).

Lease of the Group amounting to approximately S$1,145,000 as at 31 March 2021 (31 March 2020: S$1,868,000) are effectively secured over the leased machinery and motor vehicles with a carrying amount of approximately S$2,365,700 (31 March 2020: S$2,468,000).

## CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during the year. The share capital of the Company only comprises ordinary shares.

## SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material disposal of subsidiaries, associates and joint ventures in the FY2021. As at 31 March 2021, the Group did not invest in any significant investments other than disclosed in Note 29 of Notes to the Consolidated Financial Statements of this report.

## FUTURE PLAN FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

Save as disclosed in this report and the Prospectus, the Group did not have any plans for material investment or acquisition of capital assets as at the date of this report. The Company will make further announcement in accordance with the GEM Listing Rules, where applicable, if any investments and acquisition opportunities materialise.

## CONTINGENT LIABILITIES

As at 31 March 2021, the Group did not have any significant contingent liabilities.

## CAPITAL COMMITMENTS

As at 31 March 2021, the Group did not have material capital commitments other than disclosed in Note 26 of Notes to the Consolidated Financial Statements of this report.

## EMPLOYEES, DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

As at 31 March 2021, the Group had a total of 255 employees (31 March 2020: 225). Staff cost, including Directors' remuneration, of the Group amounted to approximately S$8.4 million in the FY2021 (FY2020: S$7.2 million).

The remuneration package offered by the Group to our employees includes salary, bonus and staff benefits. In general, the Group determines the level of salaries based on each employee's qualification, experience, position, seniority and the prevailing market remuneration rate. The Group reviews its remuneration of employee annually and adjust them as needed to ensure that they are competitive to attract and retain talents and having regards to the Group's profitability.

Details of the employee benefit scheme of the Group and five highest paid individuals are set out in Notes 2.18 and 9 of Notes to the Consolidated Financial Statements of this report.

## GUARANTEE PERFORMANCE IN RELATION TO THE ACQUISITIONS

The Group did not enter into any acquisition, which is required to be disclosed under the GEM Listing Rules, that the party in contract required to commit or guarantee on the financial performance in any kinds for the FY2021.

## FOREIGN CURRENCY EXPOSURE

Currency risk arises when transactions are denominated in a currency that is not the entity's functional currency. The Group's business is mainly exposed to the United States dollar ("USD"), Hong Kong dollar ("HKD") and Euro ("EUR"). The Group monitors exchange rate movements to ensure this risk is kept within an acceptable level. This exposure is not hedged by any financial instruments.

The Group's currency exposure to USD is as follows:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| **Financial assets** | | |
| Cash and bank deposits | **885** | 173 |
| Trade and other receivables | **124** | 164 |
| | **1,009** | 337 |
| **Financial liabilities** | | |
| Borrowings | **(1,453)** | (1,805) |
| Trade and other payables | **(278)** | (368) |
| | **(722)** | (1,836) |
| **Less:** | | |
| Borrowings designated for insurance contracts | **1,453** | 1,805 |
| | **731** | (31) |

The sensitivity analysis of the exposure to USD, after taking into consideration the USD borrowings designated for the investments in insurance contracts are as follows:

As at 31 March 2021, if USD had strengthened/weakened by 5% against Singapore dollar ("SGD") with all other variables including tax rate being held constant, the Group's results would have been S$30,000 higher/lower (FY2020: S$1,000 lower/higher), respectively, as a result of currency translation gains/losses on the USD-denominated financial assets/liabilities and insurance contracts.

## FOREIGN CURRENCY EXPOSURE *(Continued)*

The Group's currency exposure to HKD is as follows:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Cash and bank deposits | **2,205** | 3,174 |
| Trade and other payables | **(16)** | (38) |
| | **2,189** | 3,136 |

As at 31 March 2021, if HKD had strengthened/weakened by 6% against SGD with all other variables including tax rate being held constant, the Group's results would have been S$109,000 (FY2020: S$156,000) higher/lower, respectively, as a result of currency translation gains/losses on the HKD-denominated assets/liabilities.

The Group's currency exposure to EUR is as follows:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Cash and bank deposits | **713** | 478 |

As at 31 March 2021, if EUR had strengthened/weakened by 1% (FY2020: 4%) against SGD with all other variables including tax rate being held constant, the Group's results would have been S$6,000 (FY2020: S$16,000) higher/lower, respectively, as a result of currency translation gains/losses on the EUR-denominated financial assets/liabilities.

## USE OF PROCEEDS AND COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The net proceeds from the Listing (after deducting underwriting fees and related expenses) amounted to approximately HK$34.4 million, which is intended to be applied in the manner consistent with that stated in the Prospectus. Up to 31 March 2021, the Group has applied the net proceeds as follows:

| | Planned use of net proceeds from the Listing Date to 31 March 2021<br>HK$' million | Actual utilised amount up to 31 March 2021<br>HK$' million | Total unused net proceeds as at 31 March 2021<br>HK$' million |
|---|---|---|---|
| Expanding egg laying production capacity in our existing production base | **31.0** | **31.0** | **–** |
| Working capital and other general corporate purposes | **3.4** | **3.4** | **–** |
| | **34.4** | **34.4** | **–** |

## USE OF PROCEEDS AND COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS *(Continued)*

The Group has obtained approval from the governmental authorities to commence construction. The expansion of the chicken egg laying facilities at our current farm is underway after delays caused by changes to the original plans as a result of feedback from professionals engaged to design and construct the egg laying facilities.

Barring any unforeseen circumstances and further disruptions that may result from the COVID-19 pandemic, the expected timeline to complete the first phase of expansion plan is by end of 2021. With current purchase plan for day-old-chicks and hens usually start to lay at around 4 months of age, production of fresh chicken eggs from the first phase of the expanded farm would only start in the second quarter of 2022.

## PRINCIPAL RISK AND UNCERTAINTIES

The Group uses its best efforts to ensure that its risk management practices adequately mitigate the risks present in its operations and financial position as efficiently and effectively as possible. Major risks and uncertainties are set out as follows:

(1) Our business is subject to risks of poultry-related diseases and infection.

(2) We face the risks of food contamination and deterioration and we may be subject to product liability claim on our egg products.

(3) Our business may be affected by any revocation or non-renewal of our licences.

## PRINCIPAL RISK AND UNCERTAINTIES *(Continued)*

(4) A substantial part of our sales revenue was generated in Singapore and a significant decrease of our market share in Singapore may materially and adversely affect our results of operations and business performance.

(5) We may be affected by the prices of eggs imported from Malaysia.

(6) Disruption to our production facilities may adversely affect our business.

(7) Our business may be affected by fluctuations in the costs of raw materials for feeds.

(8) We are dependent on foreign workers.

(9) Our continuing and future success depends on the ability of our senior management and our business may be harmed if we lose their services.

(10) We do not have long term contracts with our major customers and suppliers.

(11) We are exposed to credit risk and defaults in payments by our customers.

(12) Our insurance coverage may be inadequate.

(13) We may encounter difficulty in achieving our specific business strategies.

(14) The fair value of our biological assets may fluctuate significantly from period to period, causing our results of operations to be highly volatile.

(15) Our business may be affected by competition in the industry.

(16) Our business may be affected by any changes in laws and regulations.

(17) Social, political, regulatory, economic and legal developments, as well as any changes in Singaporean government policies, could materially and adversely affect our business and results of operations.

(18) Any loss of or reduction in the government grants offered by the Government of Singapore may adversely affect our Group's financial performance and results of operations.

An analysis of the Group's financial risk management (including foreign currency risk, credit risk and impairment assessment, liquidity risk and interest rate risk) objectives and policies are set out in Note 3 to the Notes to the Consolidated Financial Statements.

The Group's risk management activities are performed by the management on an ongoing basis. The effectiveness of our risk management framework is evaluated at least annually, and periodic management meetings are held to update the progress of risk monitoring efforts. The management is committed to ensuring that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

## PRINCIPAL RISK AND UNCERTAINTIES *(Continued)*

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The Board has reviewed the need for an internal audit function and are of the view that, in light of the size, nature and complexity of the business of the Group, it is more cost effective to appoint external independent professionals to perform the internal audit function for the Group. The Board will continue to reassess this need for an internal audit function and to adapt accordingly to meet its goals.

## IMPACT OF COVID-19

The lingering effects of COVID-19 have disrupted the Group's business operations and management has pivoted its efforts adapting to rapidly changing market conditions. The Group will continue to monitor its operations and the market as the effects COVID-19 create and prolong uncertainties on the Singapore economy. Management will evaluate its impact on the financial position and operating results of the Group. As at the date on which this set of financial statements were authorised for issue, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19.

## EXECUTIVE DIRECTORS

**Mr. Ma Chin Chew (馬琼就)**, aged 53, was appointed as the Executive Director, Chairman and Chief Executive Officer of the Group on 7 March 2018. He joined the Group as a director on 19 July 2006. He is also a director of a number of companies in the Group.

Mr. Ma is an engineering graduate and has more than 20 years of experience in management and food industry. He has been the key driver of the Group's business since 2006 and has grown and expanded the business manifolds after his takeover. He is overall responsible for the day to day operations and the strategic direction of the Group.

Currently, Mr. Ma is the secretary of the Poultry Merchants' Association in Singapore and the deputy secretary general of the Singapore Livestock Farmers' Association.

Save as being the spouse of Ms. Lim, Mr. Ma does not have any relationship with other Directors and senior management.

**Ms. Lim Siok Eng (Lin Shuying) (林淑英)**, aged 49, is an engineering graduate. She joined the Group as administrator on April 2009 and was appointed as the Executive Director on 7 March 2018, responsible for general administration, ensuring the Group's compliance with internal policies and financial control of the Group. She is also a director of a company in the Group.

Save as being the spouse of Mr. Ma, Ms. Lim does not have any relationship with other Directors and senior management.

**Mr. Tang Hong Lai (陳鴻來)**, aged 61, joined the Group as operations manager in 2002. He was appointed as the Executive Director on 7 March 2018, primarily responsible for supervising the Group's production, maintenance of production facilities, feedstocks, waste and inventory management.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Yuen Ka Lok Ernest (袁家樂)**, aged 58, was appointed as an independent non-executive Director on 15 August 2018. He is responsible for providing independent judgment to the Board, ensuring legal compliance, safeguarding the Group's assets and reputation and enhancing shareholders' value. Mr. Yuen has over 30 years of experience in corporate law, civil litigation and conveyancing. He has been a partner in Messrs. Yuen & Partners since August 1997.

Mr. Yuen has been the director of China Metro-Rural Holdings Limited since 1 September 2010, the shares of which was listed on the New York Stock Exchange market and was subsequently delisted on 18 August 2016. He was also the independent non-executive director of Man Sang International Limited (stock code: 938), the shares of which were listed on the Main Board of the Stock Exchange from August 1997 to October 2004 and the director of China Digital Culture (Group) Limited (formerly known as KanHan Technologies Group Limited) (stock code: 8175), the shares of which were listed on GEM of the Stock Exchange from July 2002 to May 2005.

Mr. Yuen graduated from University of Toronto, Canada with a bachelor's degree in Commerce on 21 November 1985. Mr. Yuen was admitted as a Solicitor of the High Court of Hong Kong on 28 March 1992.

## INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

**Mr. Sneddon Donald William (邵廷文)**, aged 58, was appointed as an independent non-executive Director on 15 August 2018. He is responsible for providing independent judgment to the Board, ensuring legal compliance, safeguarding the Group's assets and reputation and enhancing shareholders' value.

Mr. Sneddon has over 34 years of experience in audit, management and compliance. He joined Pricewaterhouse in Calgary in September 1985 and left as a supervisor (assistant manager) in September 1989. He then joined Pricewaterhouse in Hong Kong as an audit supervisor in September 1989 and became an audit manager from July 1990 to November 1991. Thereafter, he joined The Chase Manhattan Bank, N.A. in January 1992 and left as a supervising auditor in July 1995. In September 1995, he joined Citibank, N.A. and left as a business risk and compliance officer within the North Asia compliance office in September 1998. In September 1998, he joined Bankers Trust, which was later acquired by Deutsche Bank in 1999 as a regional compliance manager in the corporate banking division and left Deutsche Bank as the regional compliance product head in Asia in June 2001. He joined the Mandatory Provident Fund Schemes Authority in August 2001 as a senior manager and became a consultant for investment projects from May 2003 to September 2003. He has been a senior consultant in Ho, Sneddon, Chow, C.P.A. Limited since September 2003. Mr. Sneddon joined Super Strong Holdings Limited (stock code: 8262), the shares of which are listed on GEM of the Stock Exchange, as independent non-executive director in April 2017.

Mr. Sneddon graduated from the University of Alberta in Canada, with a bachelor's degree in commerce in June 1985. He was admitted as chartered accountant by the Institute of Chartered Accountants of Alberta in January 1989.

**Mr. Tan Jia Kien (陳奕君)**, aged 58, was appointed as an independent non-executive Director on 4 January 2021. He is responsible for providing independent judgment to the Board, ensuring legal compliance, safeguarding the Group's assets and reputation and enhancing shareholders' value.

Mr. Tan graduated from Kent State University, Ohio (USA) in 1988 with a Bachelor of Science (Computer Science). He has more than over 15 years of experiences in the fields of market entry and business development. Since October 2019, he has been an independent non-executive director of Y Ventures Group Ltd. (stock code: SGX:1F1), the shares of which are listed on the Catalist Board of the Singapore Stock Exchange. He is currently providing mentorship to selected companies in The Finlab Pte. Ltd.'s new online initiative across Singapore, Malaysia and Thailand. From December 2015 to July 2020, he was the Managing Director of The Finlab Pte. Ltd. He was the Business Development Director of Wong Fong Research and Innovation Centre in 2015. From 2011 to 2015, he served Evolusia LLP as Senior Consultant responsible to help its stakeholder to identify and map out holistic strategies to achieve goals. Prior to that, he was active in Performance Leadership Pte. Ltd. and NTU Ventures Private Limited (now known as Nanyang Technological University – Ntuitive Pte. Ltd.) as Associate Director and Mentor, respectively, to entrepreneurs and aspiring in process and business management. From 2007 to 2009, he was the Vice President (Deposits) and Head of finatiQ.com at Oversea-Chinese Banking Corporation Limited ("OCBC"), responsible for strategic and business planning. Before his stint at OCBC, he was one of the founders of SilkRoute Ventures Pte Ltd, one of the pioneering internet companies during the initial dotcom boom.

## SENIOR MANAGEMENT

**Ms. Yeoh Shi Yi (楊詩儀)**, aged 33, joined the Group in May 2018, and is currently the Group's finance manager. She is primarily responsible for overseeing the financial and accounting functions of the Group.

Prior to joining the Group, Ms. Yeoh was an assurance professional in Reliance Audit LLP, a mid-size public accounting practice based in Singapore. She has more than 10 years of professional experience in financial audits of enterprises from diverse industries. Her experience extends to financial consultancy in initial public offerings of companies, financial due diligence and outsourced internal audit assignments.

Ms. Yeoh has been admitted as a member of the Association of Chartered Certified Accountants (ACCA) since August 2015 and Institute of Singapore Chartered Accountants (ISCA) since June 2016.

**Mr. Chen Zebin (陳澤濱)**, aged 42, is the Group's farm manager who assists the CEO, Mr. Ma in the production and daily operations of layer farm. Mr. Chen joined the Group in 2009 as an assistant of general manager and was promoted to his current position in 2014.

**Mr. Wong Heng Cheong (黃慶祥)**, aged 63, is the Sales Manager responsible for the Group's sales and logistics matters. Mr. Wong assists management in marketing and pricing strategies of egg products. He started with the Group as a sales executive in 2010 and was promoted to his current position in 2012.

**Mr. Shan GuangLong (單廣龍)**, aged 33, joined the Group in 2017, and is the Group's Veterinarian. Mr. Shan is primarily responsible and support the veterinary operation in the layer farm. He provides care for hens, monitors their health conditions throughout their lifespan. He holds a Diploma in Animal and Veterinary Medicine from the Shandong Animal Husbandry and Veterinary Vocational College in China.

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its shareholders and to enhance corporate value. To accomplish this, the Company has adopted the principles and the code provisions of the Corporate Governance Code and Corporate Governance Report (the "CG Code") set out in Appendix 15 of the GEM Listing Rules. In particular, the Company regards a pre-eminent board of directors, sound internal controls and accountability to all shareholders as the core elements of its corporate governance principles. The Board will review at least annually the corporate governance practices of the Company to ensure its continuous compliance with the CG Code, and make appropriate changes if considered necessary.

Save for the deviation from code provision A.2.1 of the CG Code as disclosed in the section headed "Chairman and Chief Executive Officer" of this corporate governance report in this annual report, the Company, to the best knowledge of the Board, has complied with all applicable code provisions throughout the FY2021.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Upon specific enquiry, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the FY2021.

## BOARD OF DIRECTORS

The Board oversees the businesses, strategic decisions and performance of the Group and makes decisions objectively in the best interests of the Company and stakeholders.

The Board regularly reviews the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

During the FY2021, the chairman of the Board (the "Chairman"), being the chief executive officer of the Company (the "Chief Executive Officer"), has held an annual meeting with the independent non-executive Directors without the presence of the other executive Directors.

### Board Composition

As at 31 March 2021 and the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors. The composition of the Board during the FY2021 and up to the date of this annual report was as follows:

#### *Executive Directors*

Mr. Ma Chin Chew *(Chairman and Chief Executive Officer)*
Ms. Lim Siok Eng
Mr. Tang Hong Lai

#### *Independent non-executive Directors*

Mr. Teo Beng Fwee *(Chairman of the audit committee (the "Audit Committee") and member of each of the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") of the Company till his resignation on 4 January 2021)*

Mr. Sneddon Donald William *(re-designated as member to the chairman of the Audit Committee on 4 January 2021, and member of each of the Remuneration Committee and the Nomination Committee)*

Mr. Yuen Ka Lok Ernest *(Chairman of each of the Remuneration Committee and the Nomination Committee, and member of the Audit Committee)*

Mr. Tan Jia Kien *(appointed as member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 4 January 2021)*

## BOARD OF DIRECTORS *(Continued)*

### Board Composition *(Continued)*

The biographical information of each of the Directors are set out in the section headed "Biographies of Directors and Senior Management" on pages 15 to 17 of this annual report. To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationship amongst the Directors, except that Ms. Lim Siok Eng is the spouse of Mr. Ma Chin Chew.

### Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company has not had a separate Chairman and Chief Executive Officer during the FY2021, and both are now held by Mr. Ma Chin Chew ("Mr. Ma"). Mr. Ma, the founder and an executive director, has served as the Group's chief executive officer since 2009 and was appointed as Chairman in September 2018. Mr. Ma has been providing leadership to the Board and is responsible for overseeing the daily operations of the Group.

The Board believes that it is in the best interest of the Group to continue to have Mr. Ma acting as the Chairman and the Chief Executive Officer for effective and efficient strategic planning and execution of plans for the Group. The Company has put in place a sound check-and-balance mechanism through the Board and the independent non-executive Directors. In light of the above, the Board considers that the deviation from code provision A.2.1 of the CG Code is appropriate in the circumstances of the Company.

### Independent Non-Executive Directors

During the FY2021, the Company has at all times met the requirements of the Rules 5.05(1), 5.05(2) and 5.05A of the GEM Listing Rules relating to the appointment of three independent non-executive Directors representing more than one-third of the Board and with at least one of whom having appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors of his independence pursuant to the requirements set out in Rule 5.09 of the GEM Listing Rules. The Board is of the view that all independent non-executive Directors are independent in accordance with the independence guidelines set out in the GEM Listing Rules for the FY2021.

### Appointment and Re-Election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial term of two years commencing on the Listing Date with automatic renewal for successive terms of one year unless terminated by either party. Either party has the right to give not less than six months' written notice or six months' payments in lieu of notice to terminate the respective service contract.

Each of the independent non-executive Directors has entered into a service contract with the Company for a specific term of two years pursuant to code provision A.4.1 of the CG Code.

Save as disclosed aforesaid, none of the Directors has a service agreement or letter of appointment with the Company or any of its subsidiaries other than the contracts/letters of appointment expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

In compliance with the code provision A.4.2 of the CG Code, all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 84 of the articles of association of the Company (the "Articles"), at each annual general meeting one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of meeting at which he/she retires and shall be eligible for re-election thereat.

## BOARD OF DIRECTORS *(Continued)*

### Appointment and Re-Election of Directors *(Continued)*

Pursuant to article 83 of the Articles, any director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

By virtue of article 83 of the Articles, Mr. Tan Jia Kien will retire from office at the forthcoming annual general meeting of the Company and being eligible, offer themselves for re-election at such meeting.

By virtue of article 84 of the Articles, Mr. Ma Chin Chew and Mr. Tang Hong Lai will retire from office by rotation at the forthcoming annual general meeting of the Company and being eligible, offer themselves for re-election at such meeting.

### Responsibilities of the Directors

The Board is responsible for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expense, for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board is responsible for decision-making in all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

### Directors' and Officers' Liabilities

The Company has arranged appropriate insurance cover in respect of legal actions against the Directors that may arise out of the corporate activities, which is in compliance with the CG Code. The insurance coverage is reviewed on an annual basis.

## BOARD AND GENERAL MEETINGS

The Board schedules four meetings a year at approximately quarterly intervals and organises additional meetings as and when required. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Articles. Notice of at least fourteen days is given of a regular Board meeting to give all Directors an opportunity to attend. For other Board and committee meetings, reasonable notice time is generally given. Board papers are circulated at least three days (or other agreed period) before the regular Board meetings and/or other Board/ Committees meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. The company secretary of the Company (the "Company Secretary") prepares minutes and/or written resolutions and keeps records of matters discussed and decisions resolved at all Board/Committees meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

## BOARD AND GENERAL MEETINGS *(Continued)*

An annual general meeting of the Company was held on 16 September 2020 (the "2020 AGM"). The Company announced the poll results of the 2020 AGM in the manner prescribed under the GEM Listing Rules. The Chairman and respective chairman of Audit Committee, Remuneration Committee and Nomination Committee have attended the 2020 AGM to ensure effective communication with shareholders.

During the FY2021, four Board meetings and one general meeting were held. The attendance of the respective Directors at the Board meetings and general meeting are set out below:

| Name of Directors | Number of Board meetings attended/held | Number of general meetings attended/held |
|---|---|---|
| ***Executive Directors*** | | |
| Mr. Ma Chin Chew *(Chairman and Chief Executive Officer)* | 4/4 | 1/1 |
| Ms. Lim Siok Eng | 4/4 | 1/1 |
| Mr. Tang Hong Lai | 4/4 | 1/1 |
| ***Independent non-executive Directors*** | | |
| Mr. Teo Beng Fwee *(resigned on 4 January 2021 and three Board meetings were held on or before his resignation)* | 3/3 | 1/1 |
| Mr. Sneddon Donald William | 4/4 | 1/1 |
| Mr. Yuen Ka Lok Ernest | 4/4 | 1/1 |
| Mr. Tan Jia Kien *(appointed on 4 January 2021 and one Board meeting was held on or after his appointment)* | 1/1 | 0/0 |

## BOARD COMMITTEES

The Board has established, with written terms of reference, three board committees, namely audit committee, remuneration committee and nomination committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. All Board committees are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are in line with the GEM Listing Rules and are available on the websites of the Stock Exchange and the Company, respectively.

### Audit Committee

The Audit Committee was established on 15 August 2018 with written terms of reference which are not less exacting than those set out in Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3 of the CG Code. The Audit Committee consists of three independent non-executive Directors. Until the resignation of Mr. Teo Beng Fwee on 4 January 2021, he was the Chairman of the Audit committee. After his resignation, Mr. Sneddon Donald William was appointed Chairman of the Audit committee and the other two members are Mr. Yuen Ka Lok Ernest and Mr. Tan Jia Kien. Mr. Sneddon Donald William has the appropriate accounting and financial related management expertise.

The primary duties of the Audit Committee are (but without limitation) to assist the Board in providing an independent view of the effectiveness of our Company's financial reporting process, risk management and internal control systems, scope of audit and appointment of external auditors, and arrangements to enable employees of the Group to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Group.

## BOARD COMMITTEES *(Continued)*

### Audit Committee *(Continued)*

The Audit Committee held four meetings during the FY2021. The Audit Committee had reviewed the Company's annual financial statements, interim and quarterly reports; reviewed the risk management and internal control systems of the Group and considered these risk and management and internal control systems effective and adequate; met with the independent external auditors and reviewed reports from the independent external auditors regarding their audit on annual financial statements. Details of the attendance of members of the Audit Committee meeting are as follows:

| Name of Members | Number of Attendance/ Number of Meetings |
|---|---|
| Mr. Teo Beng Fwee *(Chairman of the Audit Committee till his resignation on 4 January 2021, three meetings were held on or before his resignation)* | 3/3 |
| Mr. Sneddon Donald William *(re-designated as member to the chairman of the Audit Committee on 4 January 2021)* | 4/4 |
| Mr. Yuen Ka Lok Ernest | 4/4 |
| Mr. Tan Jia Kien *(appointed on 4 January 2021 and one meeting was held on or after his appointment)* | 1/1 |

### Remuneration Committee

The Remuneration Committee was established on 15 August 2018 with written terms of reference which are not less exacting than those set out in Rules 5.34 to 5.36 of the GEM Listing Rules and code provision B.1 of the CG Code. The Remuneration Committee consists of three independent non-executive Directors, namely Mr. Yuen Ka Lok Ernest, who serves as the chairman of the Remuneration Committee, Mr. Tan Jia Kien and Mr. Sneddon Donald William.

The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration package of the Directors and senior management; (iii) reviewing and approving management's remuneration proposals with reference to the Board's corporate goals and objectives.

During the FY2021, one Remuneration Committee meeting was held for, inter alia, reviewing and making recommendations to the Board for considering certain remuneration-related matters of the Directors and senior management. Details of the attendance of members of the Remuneration Committee meeting are as follows:

| Name of Members | Number of Attendance/ Number of Meetings |
|---|---|
| Mr. Yuen Ka Lok Ernest *(Chairman of Remuneration Committee)* | 1/1 |
| Mr. Teo Beng Fwee *(resigned on 4 January 2021 and one meeting was held on or before his resignation)* | 1/1 |
| Mr. Sneddon Donald William | 1/1 |
| Mr. Tan Jia Kien *(appointed on 4 January 2021 and no meeting was held after his appointment)* | 0/0 |

## BOARD COMMITTEES *(Continued)*

### Remuneration Committee *(Continued)*

#### *Remuneration Policy for Directors and Senior Management*

Each of the Directors will receive a fee which is subject to an annual adjustment at a rate to be reviewed and recommended by the Remuneration Committee and be determined at the discretion of the Board. The Company's policy concerning the remuneration of the Directors is that the amount of remuneration is determined by reference to the relevant Director's experience, responsibilities, workload and the time devoted to the Group. The Group has adopted incentive bonus schemes and continues to maintain these schemes, seeking to align the financial well-being of the Group with that of the employees, and to retain the Directors and staff of high caliber.

Particulars of the Directors' remuneration for the FY2021 are set out in Note 9 to the Notes to the Consolidated Financial Statements. Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Biographies of Directors and Senior Management" of this annual report for the FY2021 by band is set out below:

| Remuneration band (in HK$) | Number of individuals |
|---|---|
| Nil to HK$1,000,000 | 4 |

### Nomination Committee

The Nomination Committee was established on 15 August 2018 with written terms of reference which are not less exacting than those set out in code provision A.5 of the CG Code. The Nomination Committee consists of three independent non-executive Directors, namely Mr. Yuen Ka Lok Ernest, who serves as the chairman of the Nomination Committee, Mr. Tan Jia Kien and Mr. Sneddon Donald William.

The primary function of the Nomination Committee includes making recommendations to the Board to fill vacancies on the same, assessing the independence of independent non-executive Directors and reviewing of the diversity, structure, size and composition of the Board.

During the FY2021, one Nomination Committee meeting was held for, inter alia, reviewing the structure, size and composition of the Board and board diversity policy. Details of the attendance of members of the Nomination Committee meeting are as follows:

| Name of Members | Number of Attendance/ Number of Meetings |
|---|---|
| Mr. Yuen Ka Lok Ernest *(Chairman of Nomination Committee)* | 1/1 |
| Mr. Teo Beng Fwee *(resigned on 4 January 2021 and one meeting was held on or before his resignation)* | 1/1 |
| Mr. Sneddon Donald William | 1/1 |
| Mr. Tan Jia Kien *(appointed on 4 January 2021 and no meeting was held after his appointment)* | 0/0 |

## BOARD COMMITTEES *(Continued)*

### Nomination Committee *(Continued)*

#### *Board Diversity Policy*

The Company recognises and embraces the benefits of diversity in the boardroom and has adopted the board diversity policy ("Board Diversity Policy"). The Board Diversity Policy sets out the approach to achieve diversity on the Board.

The Board has set measurable objectives to implement the Board Diversity Policy. The Nomination Committee has primary responsibility for identifying and giving recommendation suitably qualified candidates to become members of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate Board decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Diversity Policy, as appropriate, to ensure its effectiveness.

The Board considers that the current composition of the Board is appropriate for the businesses of the Company. The Board will review its composition from time to time taking into consideration of the specific needs for the overall Company and its subsidiaries' businesses.

#### *Nomination Procedures, Process and Criteria*

The Nomination Committee leads the process and makes recommendations for re-election and appointment to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in light of the challenges and opportunities facing by the Group, as well as the business development and requirements of the Group. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the merit and contribution that the candidate(s) will bring to the Board, having due regard for the election criteria set out in the Nomination Policy including, inter alia, the character and integrity; the accomplishment and experience; the commitment in respect of available time and relevant interest; the cultural and educational background, the gender, qualification, ethnicity, professional experience, skills, knowledge and length of service; the benefits of diversity on the existing Board as well as the independence of the candidates (for independent non-executive director). The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. Suitable candidate(s) shall be appointed by the Board in accordance with the Articles and the GEM Listing Rules.

## CONTINUING PROFESSIONAL DEVELOPMENT

According to the code provision A.6.5 of the CG Code, all directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. During the FY2021, the Group has arranged training in relation to disciplinary matters relating to breach of the Listing Rules and the ESG reporting guidance for the Directors. All existing Director, namely, Mr. Ma Chin Chew, Ms. Lim Siok Eng, Mr. Tang Hong Lai, Mr. Sneddon Donald William, Mr. Yuen Ka Lok Ernest and Mr. Tan Jia Kien have received such training. The Group, together with its compliance adviser, continuously updates the Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

## ACCOUNTABILITY AND AUDIT

### Directors' and Auditor's Responsibilities for the Consolidated Financial Statements

The Directors acknowledge their responsibility for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows for each financial period. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The responsibilities of PricewaterhouseCoopers LLP in Singapore, the external auditor of the Company ("Auditor"), are set out in the Independent Auditor's Report on pages 36 to 40 in this annual report.

## AUDITOR'S REMUNERATION

The remuneration paid or payable to the Auditor in respect of audit services and non-audit services for the Group was as follows:

| | **2021<br>S$'000** | 2020<br>S$'000 |
|---|---|---|
| Statutory audit services | **270** | 235 |
| Non-audit services | | |
| – Reporting of factual findings in connection with HKICPA Practice Note 730 | **1** | 1 |
| | **271** | 236 |

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually.

As a part of the Group's risk management and internal control systems, appropriate policies and controls have been designed and established by the Group to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed.

However, the risk management and internal control systems can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group has adopted a three-tier risk management approach to identify, evaluate and manage significant risks. The operating units of the Group, as the first line of defense, identify, evaluate, mitigate and monitor the risks, and report such risk management activities to the Group's management on a regularly basis. The Group's management, as the second line of defense, provides support to the operating units and ensures that the significant risks are properly managed and within the acceptable range and reports the situation to the Board at each regularly scheduled meeting. The Audit Committee assists the Board, as the final line of defense, conducts an annual review of the overall effectiveness of the Group's risk management and internal control systems.

## RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

During the FY2021, the management had outsourced its internal audit function to an independent internal audit firm ("Internal Auditor"). The Internal Auditor reports directly to the Audit Committee on all internal audit matters. The internal audit plan was submitted to the Audit Committee for approval prior to the commencement of the internal audit work. The Audit Committee reviewed the internal audit report and monitored the implementation of the improvements required on internal control weaknesses identified.

The Board has, through the management and the Audit Committee, conducted a review of the effectiveness of risk management and internal control systems of the Group for the FY2021. Based on the internal controls established and maintained by the Group, work performed by appointed Internal Auditor, the reviews performed by the management and the Audit Committee, the Board, with the concurrence of the Audit Committee, is of the opinion that the risk management and internal control systems were adequate and effective.

## DISCLOSURE OF INSIDE INFORMATION

The Board acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the GEM Listing Rules that any inside information should be announced immediately when it is the subject of a decision. The Group has established appropriate procedures and internal controls for the handling and dissemination of inside information. The Company regulates the handling and dissemination of inside information as set out in the Group's policy, which has covered the related disclosure requirement under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012 to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Board is committed to provide clear, detailed, timely manner and on a regular basis, information of the Group to shareholders through the publication of quarterly, interim and annual reports and/or dispatching circular, notices, and other announcements.

The general meetings of the Company provide a forum for communication between the Board and shareholders. The Chairman and other members of the respective committees are available to answer questions at the general meeting of shareholders. The Company recognises the importance of maintaining on-going communications with shareholders and encourages them to attend general meetings to stay informed of the Group's businesses and convey any concerns they may have to the Directors and senior management.

The Company maintains a website at www.eggriculturefoods.com where extensive information and updates on the Company's financial information, corporate governance practices and other useful information are posted and available for access by the public investors.

## SHAREHOLDERS' RIGHTS

### Procedures for shareholders to convene an extraordinary general meeting and to put forward proposal at general meetings

Pursuant to article 58 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article 85 of the Articles provides that no person other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days. The written notice must state that person's biographical details as required by Rule 17.50(2) of the GEM Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the respective websites of the Stock Exchange and the Company.

### Shareholders' Enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary by mail to the principal office of the Company in Hong Kong. The Company Secretary forwards communications relating to matters within the Board's purview to the Board and communications relating to ordinary business matters, such as suggestions, inquiries and complaints, to the Chief Executive Officer.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

## COMPANY SECRETARY

The Company engages Mr. Ching Kim Fung, a member of The Hong Kong Institute of Certified Public Accountants and an associate member of The Hong Kong Institute of Chartered Secretaries, as Company Secretary who supports the Board by ensuring good information inflow within the Board and that board policy and procedures are followed. All Directors have access to the advice and services of the Company Secretary on corporate governance and board practices and matters.

For the FY2021, Mr. Ching Kim Fung has taken not less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

## MANAGEMENT FUNCTIONS

The management, under the leadership of the Chief Executive Officer, is responsible for implementing the strategies and plans established by the Board and reporting on the Company's operations to the Board on a regular basis to ensure effective performance of the Board's responsibilities.

The management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities.

## CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents of the Company during the FY2021.

# Report of the Directors

The Board of the Company is pleased to present the annual report together with the audited consolidated financial statements for the FY2021.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the production and sale of fresh eggs and processed egg products in Singapore.

## BUSINESS REVIEW

Further discussion and analysis of the activities of the Group in the FY2021, and an indication of likely future developments in the Group's business as required by Schedule 5 to the Companies Ordinance, Chapter 622, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. Those discussions form part of this Report of the Directors.

## RESULT AND DIVIDENDS

The results of the Group for the FY2021 are set out in the consolidated statement of comprehensive income in this annual report. The Board does not recommend the payment of any final dividend to shareholders of the Company for the FY2021.

The Company intends to strike a balance between maintaining sufficient capital to grow the business and rewarding the shareholders of the Company. The Board has adopted a dividend policy pursuant to which in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, the following factors:

- the Group's actual and expected financial results;
- the Group's retained earnings and distributable reserves;
- the Group's results of operation and cash flows;
- the level of debts to equity ratio and return on equity of the Group;
- Shareholders' interests;
- general business conditions and strategies;
- the Group's capital requirements;
- contractual restrictions on the payment of dividends by the Company to Shareholders or by the Group's subsidiaries to the Company;
- taxation considerations;
- possible effects on the Group's creditworthiness;
- general economic conditions;
- other internal and external factors;
- statutory and regulatory restrictions; and
- any other factors the Board may deem relevant.

The above factors are for reference only, and not meant to be exhaustive and decisive. The Board has the discretion to determine, as it considers appropriate.

## CLOSURE OF REGISTER OF MEMBERS

As the forthcoming annual general meeting of the Company ("AGM") will be held on 16 September 2021 (Thursday), the register of members of the Company will be closed from 13 September 2021 to 16 September 2021 (both days inclusive) for the said AGM or any adjournment thereof. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office no later than 4:30 p.m. on 10 September 2021 in order to qualify for the right to attend and vote at the meeting (or any adjournment thereof). The share registrar and transfer office is at:

Address: Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

## GROUP FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five financial years ended 31 March 2021 are set out on page 100 in this annual report.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements of the property, plant and equipment of the Group during the FY2021 are set out in Note 15 to the Notes to the Consolidated Financial Statements.

## ENVIRONMENTAL POLICIES AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to ensuring that the Group's operation is in compliance with applicable laws and regulations. As far as the Directors are aware of, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

## SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2021 are set out in Note 28 to the Notes to the Consolidated Financial Statements.

## SHARE CAPITAL

The Company's total issued share capital as at 31 March 2021 was 500,000,000 ordinary shares of HK$0.01 each. Details of movements of the share capital of the Company during the FY2021 are set out in Note 24 to the consolidated financial statements.

## EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group. The remuneration of the Directors is determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

## RESERVES

Details of movements in the reserves of the Group in the FY2021 are set out in Note 25 to the Notes to the Consolidated Financial Statements.

As at 31 March 2021, the Company's reserves available for distribution to the shareholders were approximately S$12.6 million. Under the Companies Law of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Articles and provided that immediately following the distribution or dividend payment, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Articles, dividends shall be distributed out of the retained earnings, including the share premium, of the Company.

## DIRECTORS

The Directors of the Company during the FY2021 and up to the date of this report were:

### Executive Directors

Mr. Ma Chin Chew *(Chairman and Chief Executive Officer)*
Ms. Lim Siok Eng *(Compliance Officer)*
Mr. Tang Hong Lai

### Independent Non-executive Directors

Mr. Teo Beng Fwee *(resigned on 4 January 2021)*
Mr. Yuen Ka Lok Ernest
Mr. Sneddon Donald William
Mr. Tan Jia Kien *(appointed on 4 January 2021)*

There is no significant change to the information of the Directors of the Company during their tenure required to be disclosed under rule 17.50A(1) of the GEM Listing Rules.

## CONFIRMATION OF INDEPENDENCE

An annual confirmation of independence pursuant to the requirements under Rule 5.09 of the GEM Listing Rules has been received from each of the INEDs.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on in the section headed "Biographies of Directors and Senior Management" in this report.

## DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## PERMITTED INDEMNITY

In the FY2021, the Company has arranged Directors' and officers' liability insurance for all Directors and senior management of the Company. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them.

## EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group during FY2021 or existed at the end of FY2021.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND/OR ITS ASSOCIATED CORPORATION

As at 31 March 2021, the interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong) (the "SFO")) held by the Directors and chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests of short positions which any such Director or chief executive is taken or deemed to have under such provision of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.45 to 5.67 of the GEM Listing Rules, were as follows:

### Long positions in shares of the Company

| Name of the Directors | Capacity/Nature of Interest | Number of Shares Held[1] | Approximate Percentage |
|---|---|---|---|
| Mr. Ma Chin Chew[2] | Interest of controlled corporation | 294,800,000 (L) | 58.96% |
| Ms. Lim Siok Eng[1] | Interest of spouse | 294,800,000 (L) | 58.96% |

*Notes:*

(1) The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in the shares.

(2) Radiant Grand International Limited is held as to 100% by Mr. Ma. Therefore, Mr Ma is deemed to be interested in the shares which Radiant Grand International Limited is interested in by virtue of the SFO. Ms. Lim Siok Eng is the spouse of Mr Ma. Under the SFO, Ms. Lim Siok Eng is deemed to be interested in the shares of the Company held by Mr. Ma through Radiant Grand International Limited.

Save as disclosed above, as at the date of this report, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2021, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### Long positions in shares of the Company

| Name | Capacity/Nature of Interest | Number of Shares Held[(1)] | Approximate Percentage |
|---|---|---|---|
| Radiant Grand International Limited[(2)] | Beneficial owner | 294,800,000 (L) | 58.96% |
| Elite Ocean Ventures Limited[(3)] | Beneficial owner | 80,200,000 (L) | 16.04% |
| Mr. Lim Joo Boon[(3)] | Interest of controlled corporation | 80,200,000 (L) | 16.04% |
| Ms. Tan Bee Hong[(4)] | Interest of spouse | 80,200,000 (L) | 16.04% |

*Notes:*

(1) The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in the shares.

(2) Radiant Grand International Limited is held as to 100% by Mr. Ma. Therefore, Mr. Ma is deemed to be interested in the shares which Radiant Grand International Limited is interested in by virtue of the SFO.

(3) Elite Ocean Ventures Limited is held as to 100% by Mr. Lim Joo Boon. Therefore, Mr. Lim is deemed to be interested in the shares which Elite Ocean Ventures Limited is interested in by virtue of the SFO.

(4) Ms. Tan Bee Hong is the spouse of Mr. Lim Joo Boon. Under the SFO, Ms. Tan Bee Hong is deemed to be interested in the shares of the Company held by Mr. Lim Joo Boon through Elite Ocean Ventures Limited.

Save as disclosed above, as at the date of this report, the Company has not been notified of any other interests or short positions in the shares or underlying shares of the Company which were acquired to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or were recorded in the register to be kept by the Company under section 336 of the SFO.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 25% of the total sales for the year and sales to the largest customer included therein amounted to approximately 10%. Purchases from the Group's five largest suppliers accounted for approximately 40% of the total purchases for the year and purchase from the largest supplier included therein amounted to approximately 11%. None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the FY2021 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the FY2021, the Group had no transactions which need to be disclosed as connected transactions in accordance with the requirements of the GEM Listing Rules.

## COMPETING BUSINESS AND CONFLICT OF INTERESTS

As at the date of report, none of the Directors, substantial shareholders of the Company and any of their respective associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly, or indirectly, with the business of the Group or has any other conflict of interests with the Group.

## DEED OF NON-COMPETITION

As disclosed in the section headed "Relationship with Controlling Shareholders-Non-Competition undertakings" in the Prospectus, the controlling shareholders of the Company have entered into a deed of non-competition dated 15 August 2018, which contains certain non-compete undertakings (the "Non-Compete Undertakings") in favour of the Company (for itself and as trustee for each member of the Group).

Pursuant to these Non-Compete Undertakings, the controlling shareholders of the Company have unconditionally and irrevocably undertaken to the Company (for itself/himself and for the benefits of members of our Group) that it/he would not, and would procure that its/his close associates (other than any members of our Group) would not, directly or indirectly, either on its/his own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, director, partner, agent, employee, or otherwise, and whether for profit, reward or otherwise) any activity or business which is or may be in competition, directly or indirectly, with the business carried on or contemplated to be carried on by any member of our Group from time to time.

The Company has received written confirmation from each of the controlling shareholders of the Company which confirmed that he/it has complied with the Deed of Non-Competition for the FY2021.

## INTERESTS OF COMPLIANCE ADVISER

As at 31 March 2021, as notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego"), except for the compliance adviser agreement dated 19 September 2019 entered into between the Company and Lego, neither Lego nor any of its directors, employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the FY2021.

## CORPORATE GOVERNANCE CODE (THE "CODE")

Details of the corporate governance practice adopted by the Company are set out on pages 18 to 27 of this annual report.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. Based on specific enquiry made with all the Directors, all of them have confirmed that they have fully complied with the required standard of dealings and there is no incident of non-compliance noted by the Company throughout the period from the Listing Date to the date of this report.

## SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the "Scheme") on 15 August 2018, the principal terms of which are set out in the Appendix V to the Prospectus. The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

For the FY2021, no share option was granted, exercised, expired or lapsed or cancelled and there is no outstanding share option under the Scheme.

(1) The purpose of the Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions of the eligible participant (as defined in paragraph (b) below) have had or may have made to our Group.

(2) Eligible participant includes (i) any Directors (including non-executive Director and independent non-executive Directors) and any employee (whether full time or part time) of the Group; (ii) any advisers, consultants, suppliers, customers and agents to our Group; and (iii) any other person, who at the sole discretion of the Board, has contributed to the Group.

(3) The total number of shares in respect of which options may be granted under this Scheme and any other share option schemes shall not in aggregate exceed 50,000,000 shares, being 10% of the total number of shares in issue.

(4) Unless there is prior approval from the Company's shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercise and outstanding options under the Scheme) in any 12-month period shall not exceed 1% of the issued shares. Where any further grant of options to an eligible participant would result in excess of such limit, such further grant must be subject to the approval of the Company's shareholders at general meeting with such eligible participant and his close associates abstaining from voting.

(5) Upon acceptance of an option to subscribe for shares granted pursuant to the Scheme, the eligible participant shall pay HK$1.00 to the Company by way of consideration for the grant. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(6) Options may be exercised at any time during a period commencing on or after the date on which the option is accepted and granted and expiring on a date to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the option is accepted and granted.

(7) The subscription price shall be such price as determined on the date of grant by the Board, and shall be at least the highest of: (a) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the offer date; (b) the average of the closing prices per share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (c) the nominal value of the share.

(8) The Scheme shall be valid and effective for a period of ten years commencing from the date of adoption, after which no further options will be offered or granted but the provisions of the Scheme shall remain in full force and effect in all other aspects with respect to options granted during the life of the Share Option Scheme.

## SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information that is publicly available to the Company, at least 25% of the Company's issued share capital were held by the public as at the date of this report.

## AUDITOR

The consolidated financial statements have been audited by PricewaterhouseCoopers LLP in Singapore, who shall retire and, being eligible, offer themselves for re-appointment at the AGM. A resolution for the re-appointment of PricewaterhouseCoopers LLP in Singapore as auditor of the Company will be proposed at the AGM.

There is no change in auditors since the engagement of the auditors on 29 January 2019.

## AUDIT COMMITTEE

The Audit Committee has discussed and reviewed the annual report for the FY2021, and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures has been made.

On behalf of the Board
**Eggriculture Foods Ltd.**
**Mr. Ma Chin Chew**
*Chairman, Chief Executive Officer and Executive Director*

Singapore, 22 June 2021

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF EGGRICULTURE FOODS LTD.**
*(INCORPORATED IN CAYMAN ISLANDS WITH LIMITED LIABILITY)*

## OPINION

### What we have audited

The consolidated financial statements of Eggriculture Foods Ltd. ("the Company") and its subsidiaries ("the Group") comprise:

- the consolidated statement of financial position as at 31 March 2021;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year ended 31 March 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|---|
| *Valuation of biological assets*<br><br>Refer to Note 14 to the consolidated financial statements.<br><br>As at 31 March 2021, the fair value of the Group's biological assets amounts to S$7.1 million (2020: S$4.3 million), accounting for 12% (2020: 10%) of the Group's total assets.<br><br>The value of biological assets is measured at fair value less point-of-sale costs. The fair value is derived based on the discounted cash flow of the underlying biological assets which requires estimates of market price of the agricultural produce, mortality rate, estimated egg laying period, selling price of mature hens, and expenses incurred to bring these hens to maturity when commercial egg production commences.<br><br>We focused on this area due to the significance of judgement and estimation uncertainties included in the valuation of the biological assets. | Our audit procedures include the following:<br><br>• Assessed the competence and independence of the professional valuer engaged by the Group;<br><br>• Validated, on a sample basis, the accuracy of underlying financial information provided by management to the valuer;<br><br>• Engaged valuation specialist to independently assess the appropriateness of valuation methodologies and selected valuation assumptions adopted for the underlying valuation; and<br><br>• Assessed the appropriateness of the presentation and disclosure in the consolidated financial statements.<br><br>Based on the audit procedures performed above, we found management's judgement in relation to the valuation of biological assets to be appropriately supported and the disclosure in the consolidated financial statements to be appropriate. |

## KEY AUDIT MATTERS *(Continued)*

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|---|
| *Acquisitions of egg distributors*<br><br>Refer to Note 29 of the consolidated financial statements.<br><br>During the year, the Group acquired 100% interest in Khwan Hup Farming Pte Ltd and Yanhong Trading Enterprise for cash consideration of S$275,000 and S$650,000 respectively.<br><br>These acquisitions are assessed to be business combinations, with the purchase consideration being allocated to all identifiable assets, liabilities and goodwill.<br><br>We focused on this area due to the significance of judgement and estimation uncertainties in determining the valuation of the intangible assets acquired and liabilities assumed. | Our audit procedures include the following:<br><br>• Reviewed the contractual agreements to obtain an understanding of the transactions and the key terms and conditions;<br><br>• Evaluated the independence, competency and objectivity of the professional valuers engaged by the Group to perform the purchase price allocation;<br><br>• Involved our valuation specialists in assessing management's process of recognition of the identifiable assets and liabilities and allocation of the fair value to these acquired assets and assumed liabilities;<br><br>• Evaluated the accounting treatment and consideration of the acquisition based on the contractual agreements for the acquisitions;<br><br>• Assessed the adequacy of the Group's disclosures in the financial statements in relation to the business acquisitions.<br><br>Based on the audit procedures performed above, we found management's judgement in relation to the purchase price allocation to be appropriately supported and the disclosure in the consolidated financial statements to be appropriate. |

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are 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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 directors.

- Conclude on the appropriateness of director'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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee 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 Audit Committee 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 Audit Committee, we determine those matters that were of most significance in the audit of the consolidated 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.

The engagement partner on the audit resulting in this independent auditor's report is Maurice Loh Seow Wee.

**PricewaterhouseCoopers LLP**
*Public Accountants and Chartered Accountants*
Singapore, 22 June 2021

# Consolidated Statement of Financial Position

For the year ended 31 March 2021

| | Note | 2021 S$'000 | 2020 S$'000 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Biological assets | 14 | **4,204** | 1,734 |
| Property, plant and equipment | 15 | **21,576** | 17,643 |
| Intangible assets | 17 | **1,429** | 627 |
| Investments in insurance contracts | 18 | **2,211** | 2,295 |
| Other receivables | 20 | **2,994** | – |
| | | **32,414** | 22,299 |
| **Current assets** | | | |
| Biological assets | 14 | **2,896** | 2,536 |
| Inventories | 19 | **3,080** | 1,641 |
| Trade and other receivables | 20 | **9,447** | 8,053 |
| Cash and cash equivalents | 21 | **10,875** | 9,011 |
| | | **26,298** | 21,241 |
| **Total assets** | | **58,712** | 43,540 |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Other payables | 22 | **76** | 157 |
| Lease liabilities | 16 | **839** | 1,190 |
| Bank borrowings | 23 | **8,408** | 4,747 |
| Deferred income tax liabilities | 11 | **1,210** | 870 |
| | | **10,533** | 6,964 |
| **Current liabilities** | | | |
| Trade and other payables | 22 | **4,667** | 3,916 |
| Deferred grant income | | **4,501** | 230 |
| Current income tax liabilities | | **979** | 864 |
| Lease liabilities | 16 | **777** | 1,207 |
| Bank borrowings | 23 | **3,012** | 3,578 |
| | | **13,936** | 9,795 |
| **Total liabilities** | | **24,469** | 16,759 |
| **NET ASSETS** | | **34,243** | 26,781 |

| | Note | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|---|
| **EQUITY** | | | |
| Share capital | *24* | **890** | 890 |
| Share premium | *25* | **8,544** | 8,544 |
| Other reserves | *25* | **9,767** | 9,767 |
| Retained earnings | | **15,042** | 7,580 |
| **Total equity** | | **34,243** | 26,781 |

The consolidated financial statements on pages 41 to 99 were approved for issue by the Board of Directors on 22 June 2021 and were signed on its behalf:

**Ma Chin Chew**
*Director*

**Lim Siok Eng**
*Director*

The notes on pages 47 to 99 are an integral of these consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 March 2021

| | Note | 2021 Results before biological assets and agricultural produce fair value adjustments S$'000 | 2021 Biological assets and agricultural produce fair value adjustments S$'000 | 2021 Total S$'000 | 2020 Results before biological assets and agricultural produce fair value adjustments S$'000 | 2020 Biological assets and agricultural produce fair value adjustments S$'000 | 2020 Total S$'000 |
|---|---|---|---|---|---|---|---|
| Revenue | 5 | **52,453** | **–** | **52,453** | 46,252 | – | 46,252 |
| Cost of sales | 8 | **(38,739)** | **(13,318)** | **(52,057)** | (33,229) | (9,469) | (42,698) |
| Gross profit | | **13,714** | **(13,318)** | **396** | 13,023 | (9,469) | 3,554 |
| Other income | | | | | | | |
| – Interest | 6 | **54** | **–** | **54** | 67 | – | 67 |
| – Others | 6 | **1,961** | **–** | **1,961** | 693 | – | 693 |
| Other (losses)/gains – net | | | | | | | |
| – Impairment loss on financial assets | | **(6)** | **–** | **(6)** | (172) | – | (172) |
| – Others | 7 | **(120)** | **–** | **(120)** | 288 | – | 288 |
| Gain arising from initial recognition of agricultural produce at fair value less estimated point-of-sales costs at point of harvest | | **–** | **13,372** | **13,372** | – | 9,416 | 9,416 |
| Gain arising from changes in fair value of biological assets less estimated point-of-sale costs | 14 | **–** | **3,073** | **3,073** | – | 72 | 72 |
| Selling and distribution expense | 8 | **(5,386)** | **–** | **(5,386)** | (4,009) | – | (4,009) |
| Administrative expenses | 8 | **(4,472)** | **–** | **(4,472)** | (3,500) | – | (3,500) |
| Finance costs | 10 | **(361)** | **–** | **(361)** | (413) | – | (413) |
| Profit before income tax | | **5,384** | **3,127** | **8,511** | 5,977 | 19 | 5,996 |
| Income tax expense | 11 | **(1,049)** | **–** | **(1,049)** | (838) | – | (838) |
| Profit after tax and total comprehensive income for the year attributable to equity holders of the Company | | **4,335** | **3,127** | **7,462** | 5,139 | 19 | 5,158 |
| Earnings per share ("EPS") for profit attributable to equity holders of the Company for the year: | | | | | | | |
| – Basic and diluted (S$ – in cents) | 12 | | | **1.49** | | | 1.03 |

The notes on pages 47 to 99 are an integral of these consolidated financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 March 2021

| | Share capital (Note 24) S$'000 | Share premium (Note 25(a)) S$'000 | Other reserve (Note 25(b)) S$'000 | Retained earnings S$'000 | Total Equity S$'000 |
|---|---|---|---|---|---|
| **At 31 March 2019 and 1 April 2019** | 890 | 8,544 | 9,767 | 2,422 | 21,623 |
| Profit for the year and total comprehensive income for the year | – | – | – | 5,158 | 5,158 |
| **At 31 March 2020 and 1 April 2020** | **890** | **8,544** | **9,767** | **7,580** | **26,781** |
| Profit for the year and total comprehensive income for the year | **–** | **–** | **–** | **7,462** | **7,462** |
| **At 31 March 2021** | **890** | **8,544** | **9,767** | **15,042** | **34,243** |

The notes on pages 47 to 99 are an integral of these consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 March 2021

| | Note | **2021 S$'000** | 2020 S$'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Profit for the year | | **7,462** | 5,158 |
| Adjustments for: | | | |
| – Income tax expense | *11* | **1,049** | 838 |
| – Depreciation of property, plant and equipment | *15* | **2,853** | 2,799 |
| – Amortisation of intangible assets | *17* | **204** | 109 |
| – Loss on disposal of property, plant and equipment | *7* | **18** | 53 |
| – Impairment loss on financial assets | | **6** | 172 |
| – Gain arising from initial recognition of agriculture produce at fair value less estimated point-of-sales costs at point of harvest – unrealised | | **(111)** | (57) |
| – Gain arising from changes in fair value of biological assets less estimated point-of-sale costs | *14* | **(3,073)** | (72) |
| – Interest income | *6* | **(54)** | (67) |
| – Finance expenses | *10* | **361** | 413 |
| – Unrealised currency translation losses/(gains) | | **31** | (20) |
| – Gain on investments in insurance contracts | *18* | **(41)** | (56) |
| | | **8,705** | 9,270 |
| Changes in working capital: | | | |
| – Inventories | | **(1,328)** | 157 |
| – Trade and other receivables | | **732** | (1,093) |
| – Trade and other payables | | **(1,402)** | (755) |
| Cash generated from operations | | **6,707** | 7,579 |
| Income tax paid | | **(673)** | (94) |
| **Net cash provided by operating activities** | | **6,034** | 7,485 |
| **Cash flows from investing activities** | | | |
| Additions to property, plant and equipment | *15* | **(6,780)** | (5,224) |
| Additions to intangible assets | *17* | **(192)** | – |
| Grants refunded | | **–** | (104) |
| Acquisition of businesses | *29* | **(725)** | (879) |
| Grants received relating to purchase of property, plant and equipment and intangible assets | | **–** | 49 |
| Additions to biological assets | *14* | **(341)** | (253) |
| Proceeds from sale of biological assets | *14* | **584** | 541 |
| Proceeds from disposal of property, plant and equipment | *15* | **46** | 10 |
| Grants received relating to assets under construction | | **4,501** | – |
| Prepayment for property, plant and equipment | *20* | **(2,975)** | – |
| Interest received | *6* | **54** | 67 |
| **Net cash used in investing activities** | | **(5,828)** | (5,793) |

The notes on pages 47 to 99 are an integral of these consolidated financial statements.

| | Note | **2021 S$'000** | 2020 S$'000 |
|---|---|---|---|
| **Cash flows from financing activities** | | | |
| Proceeds from bank borrowings | | **7,000** | 6,233 |
| Repayment of bank borrowings | | **(3,811)** | (7,109) |
| Repayment of lease liabilities | | **(1,102)** | (1,264) |
| Interest paid | *10* | **(429)** | (452) |
| **Net cash provided by/(used in) financing activities** | | **1,658** | (2,592) |
| **Net increase/(decrease) in cash and cash equivalents** | | **1,864** | (900) |
| Cash and cash equivalents at beginning of the year | | **9,011** | 9,911 |
| **Cash and cash equivalents at end of the year** | *21* | **10,875** | 9,011 |

The notes on pages 47 to 99 are an integral of these consolidated financial statements.

## 1. GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION

### 1.1 General information

Eggriculture Foods Ltd. (the "Company") was incorporated in the Cayman Islands on 12 February 2018 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is Unit 1104, 11/F., Keybond Commercial Building, 38 Ferry Street, Jordan, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries are principally engaged in the production and sale of fresh eggs and processed egg products in Singapore. The immediate and ultimate holding company of the Company is Radiant Grand International Limited ("Radiant Grand"), a company which was incorporated in the British Virgin Islands. The ultimate controlling party of the Group is Mr. Ma Chin Chew ("Mr. Ma"). The shares of the Company are listed on the GEM ("the Listing") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 September 2018.

The consolidated financial statements are presented in thousands of Singapore Dollars ("S$") and all values are rounded to the nearest thousand except when otherwise indicated.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of biological assets and agricultural produce. The investments in insurance contracts are subsequently stated at the cash surrender value.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.1 Basis of preparation *(Continued)*

#### (a) *New and amended standards adopted by the Group*

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 April 2020:

| | |
|---|---|
| Amendments to IFRS 3 | Definition of a Business |
| Amendments to IAS 1 and IAS 8 | Definition of Material |
| Amendments to IFRS 7, IFRS 9 and IAS 39 | Interest rate benchmark reform |
| Conceptual framework for 2018 Reporting | Amendments to the Conceptual Framework |
| Amendments to IFRS 16 | Covid-19-related Rent Concessions |

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods, except for the early adoption of amendments to IFRS 16 set out below.

#### (b) *New standards and interpretations not yet adopted*

Certain new accounting standards, amendments to existing standards and interpretations have been published that are not mandatory for the Group's accounting periods beginning on 1 April 2021 and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

| | | Effective for accounting period beginning on or after |
|---|---|---|
| Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 | Interest Rate Benchmark Reform – Phase 2 | 1 January 2021 |
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current | 1 January 2022 |
| Amendments to IAS 16 | Property, Plant and Equipment: Proceeds before intended use | 1 January 2022 |
| Amendments to IFRS 3 | Reference to the Conceptual Framework | 1 January 2022 |
| Amendments to IAS 37 | Onerous Contracts – Cost of Fulfilling a Contract | 1 January 2022 |
| IFRS 17 | Insurance Contracts | Originally 1 January 2021, but extended to 1 January 2023 by the IASB in March 2020 |
| Amendments to IFRS 10 and IAS 28 | Sale or contribution of assets between an investor and its associate or joint venture | To be determined |

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.2 Changes in accounting policies

The Group has early adopted Amendments to IFRS 16 COVID-19-related Rent Concessions retrospectively from 1 April 2020. The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID-19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

b) any reduction in lease payments affects only payments due on or before 30 June 2021; and

c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient to all qualifying COVID-19-related rent concessions. Rent concessions totalling S$51,000 have been accounted for as negative variable lease payments and recognised in other income in the consolidated statement of comprehensive income for the year ended 31 March 2021. There is no impact on the opening balance of equity at 1 April 2020.

### 2.3 Subsidiaries

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

#### *(a) Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.3 Subsidiaries *(Continued)*

#### *(a) Business combinations* *(Continued)*

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of 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 fair value of the identifiable net assets acquired is recorded as goodwill. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

#### *(b) Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.4 Revenue recognition

#### *(a) Sales of fresh eggs and other egg-related products*

Revenue from the sales of fresh eggs and other egg-related products represent the invoiced value, net of value-added tax, rebates and discounts. Revenue from sale of goods is recognised at a point in time when control of the goods has transferred to the customer, generally on delivery of the goods to the customer. Delivery occurs when the goods have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contracts, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. No significant element of financing is deemed present as the sales are typically made with a credit term of within 30 days, which is consistent with market practice.

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

#### *(b) Interest income*

Interest income is recognised using the effective interest method.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.5 Government grants

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

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

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

### 2.6 Biological assets

Biological assets represent laying hen stocks held for production of eggs and they include immature and matured hens. A hen is considered mature when it starts producing eggs. Non-current biological assets refer to hens which are expected to produce eggs for more than twelve months from the period end date, while current biological assets refer to hens which are expected to produce eggs for less than twelve months from the period end date.

These assets are stated at fair value less estimated point-of-sale costs such as transportation costs. Gains or losses arising from changes in fair values are recorded in the consolidated statements of comprehensive income for the year in which they arise. The determination of fair value is based on the discounted cash flow of the underlying biological assets.

The expected cash flow from the biological assets is determined based on the expected market price and the estimated yield of the agricultural produce, being fresh eggs, mortality rate, estimated egg laying period, selling price of mature hens, and expenses incurred to bring these hens to maturity when commercial egg production commences. The agricultural produce is measured at its fair value less estimated point-of-sale costs and transferred to inventories at these values when harvested.

Finance charges are not capitalised. All expenses incurred, including vaccines and medicines, in maintaining the immature and matured hens are recognised in the consolidated statements of comprehensive income. Proceeds from the sale of mature hens are recognised as a deduction to the carrying amount of the biological assets.

### 2.7 Property, plant and equipment

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

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. Cost also includes borrowing costs (refer to Note 2.9 on borrowing costs).

Assets under construction represent chicken egg laying facilities and quail egg farm under development which is stated at cost less any accumulated impairments losses, and is not depreciated.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.7 Property, plant and equipment *(Continued)*

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

| | Useful lives |
|---|---|
| Leasehold buildings and improvements | Over the shorter of the lease terms or useful lives |
| Leasehold land | Over the shorter of the lease terms or useful lives |
| Plant and machinery | 10 years |
| Equipment and furniture | 5 to 10 years |
| Motor vehicles | 5 to 10 years |

The estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in the consolidated statements of comprehensive income when the changes arise.

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

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

### 2.8 Intangible assets

#### *(a) Goodwill*

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

#### *(b) Customer relationship*

Customer relationship acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Management assesses that the Group's products are common food and that the nature of this industry is relatively stable. With the Group's ability to ensure stability of products supply, in view of the long-term relationship with its customers and historical attrition rate of the business, the useful lives of the customer relationship is estimated to be 5 years by the management.

Customer relationship recognised as assets are amortised using the straight-line method over the estimated useful lives of 5 years.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.8 Intangible assets *(Continued)*

#### *(c) Acquired computer software*

Acquired computer software are initially capitalised at cost which includes the purchase prices (net of any discounts and rebates) and other directly attributable costs of preparing the asset for its intended use. Direct expenditures including employee costs, which enhance or extend the performance of computer software beyond its specifications and which can be reliably measured, are added to the original cost of the software. Costs associated with maintaining the computer software are expensed off when incurred.

Computer software are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over their estimated useful life of 5 years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

### 2.9 Borrowing costs

General and specific borrowing costs that are directly attributable to the construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction expenditures that are financed by general borrowings.

Other borrowing costs are expensed in the period in which they are incurred.

### 2.10 Impairment of non-financial assets

Goodwill are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Property, plant and equipment and right-of-use assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the consolidated statement of comprehensive income.

An impairment loss for an asset other than goodwill 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 the consolidated statements of comprehensive income.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.11 Financial assets

#### *(a) Classification and measurement*

The Group classifies its financial assets as those to be measured at amortised cost.

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

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

*At initial recognition*

At initial recognition, financial asset at amortised cost are measured at 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.

*At subsequent measurement*

Debt instruments

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

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

#### *(b) Impairment*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost.

For trade receivables, the Group applied the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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

Note 3 details how the Group determines whether there has been a significant increase in credit risk.

#### *(c) Recognition and derecognition*

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

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.12 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or its subsidiaries, or the counterparty.

### 2.13 Borrowings

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

Borrowings are initially recognised at their fair values (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and their redemption values is recognised in the consolidated statements of comprehensive income over the period of the borrowings using the effective interest method.

Borrowings are derecognised when the obligation is discharged, cancelled or expired. The difference between the carrying amount and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the consolidated statements of comprehensive income.

### 2.14 Trade and other payables

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

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

### 2.15 Leases

***When Group is the lessee***

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. For lease of storage buildings for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,

- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.15 Leases *(Continued)*

***When Group is the lessee*** *(Continued)*

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received, and
- any initial direct costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

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

***When Group is the lessor – subleases***

In classifying a sublease, the Group as an intermediate lessor classifies the sublease as a finance or an operating lease with reference to the right-of-use asset arising from the head lease, rather than the underlying asset.

When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sub-lease within "Trade and other receivables". Any differences between the right-of-use asset derecognised and the net investment in sub-lease is recognised in the consolidated statements of comprehensive income. Lease liability relating to the head lease is retained in the consolidated statements of financial position, which represents the lease payments owed to the head lessor.

### 2.16 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Fresh eggs are agricultural produce harvested from the Group's biological assets. Upon harvest, agricultural produce are initially recognised at their fair values less costs to sell at the point of harvest. Any gain or loss arising on initial recognition of such fair values (i.e. the difference between the fair values less costs to sell of the agricultural produce at the point of harvest and the breeding costs incurred to bring such agricultural produce to harvest) is recognised in the consolidated statement of comprehensive income in the period of harvest. Agricultural produce is then transferred to inventories and are carried at the lower of cost and net realisable value. Upon subsequent sales, such amount of the inventories initially recognised is charged to the cost of sales in the consolidated statement of comprehensive income.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.17 Income taxes

Tax expense comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### *(a) Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### *(b) Deferred income tax*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or a liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

#### *(c) Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.18 Employee compensation

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

#### *(a) Defined contribution plans*

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

#### *(b) Employee leave entitlement*

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.18 Employee compensation *(Continued)*

#### *(c) Bonus plan*

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities of bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

### 2.19 Currency translation

#### *(a) Functional and presentation currency*

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

#### *(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 financial year are recognised in the consolidated statements of comprehensive income.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statements of comprehensive income within "finance expenses". All other foreign exchange gains and losses impacting the consolidated statements of comprehensive income are presented within "Other (losses)/gains – net".

#### *(c) Group companies*

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

(i) assets and liabilities for each balance sheet presented are translated at the closing rate as at financial year end

(ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this 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 exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### 2.20 Cash and cash equivalents

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

### 2.21 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from the proceeds.

### 2.22 Dividends

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

### 2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating-decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer of the Company who makes strategic decisions.

### 2.24 Provisions

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

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

### 2.25 Investments in insurance contracts

The Group acquired two key management insurance contracts, which include both investment and insurance elements. The life insurance contracts are initially recognised at the amount of premium paid, and subsequently measured at each financial year end at its cash surrender value. Changes to the cash surrender value at each financial year end will be recognised in profit or loss as a gain/loss on investment. In the event of death of the insured person, the surrender of the policies, or the policies mature, the investment will be de-recognised and any resulting gains/losses will be recognised in profit or loss. Exchange differences arising from the investments will be recognised as part of "gain/loss on investments".

# 3. FINANCIAL RISK MANAGEMENT

## 3.1 Financial risk factors

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

### *(a) Market risk*

*(i) Currency risk*

Currency risk arises when transactions are denominated in a currency that is not the entity's functional currency. The Group's business is mainly exposed to the United States dollar ("USD"), Hong Kong dollar ("HKD") and Euro ("EUR").

The Group's currency exposure to USD is as follows:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| **Financial assets** | | |
| Cash and bank deposits *(Note 21)* | **885** | 173 |
| Trade and other receivables *(Note 20)* | **124** | 164 |
| | **1,009** | 337 |
| **Financial liabilities** | | |
| Borrowings *(Note 23)* | **(1,453)** | (1,805) |
| Trade and other payables *(Note 22)* | **(278)** | (368) |
| | **(722)** | (1,836) |
| **Less:** | | |
| Borrowings designated for insurance contracts | **1,453** | 1,805 |
| Net exposure from financial instruments | **731** | (31) |

The sensitivity analysis of the exposure to USD, after taking into consideration the USD borrowings designated for the investments in insurance contracts are as follows:

As at 31 March 2021, if USD had strengthened/weakened by 5% against Singapore dollar ("SGD") with all other variables including tax rate being held constant, the Group's results would have been S$30,000 higher/lower (2020: S$1,000 lower/higher), respectively, as a result of currency translation gains/losses on the USD-denominated financial assets/liabilities and insurance contracts.

The Group's currency exposure to HKD is as follows:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| **Financial assets** | | |
| Cash and bank deposits *(Note 21)* | **2,205** | 3,174 |
| **Financial liabilities** | | |
| Trade and other payables *(Note 22)* | **(16)** | (38) |
| | **2,189** | 3,136 |

# 3. FINANCIAL RISK MANAGEMENT *(Continued)*

## 3.1 Financial risk factors *(Continued)*

### *(a) Market risk (Continued)*

*(i) Currency risk (Continued)*

As at 31 March 2021, if HKD had strengthened/weakened by 6% against SGD with all other variables including tax rate being held constant, the Group's results would have been S$109,000 (2020: S$156,000) higher/lower, respectively, as a result of currency translation gains/losses on the HKD-denominated financial assets/liabilities.

The Group's currency exposure to EUR is as follows:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| **Financial assets** | | |
| Cash and bank deposits *(Note 21)* | **713** | 478 |

As at 31 March 2021, if EUR had strengthened/weakened by 1%(2020: 4%) against SGD with all other variables including tax rate being held constant, the Group's results would have been S$6,000 (2020: S$16,000) higher/lower, respectively, as a result of currency translation gains/losses on the EUR-denominated financial assets/liabilities.

*(ii) Interest rate risk*

The Group's exposure to the risk of changes in interest rates arises mainly from the Group's borrowings. The Group has no significant interest-bearing assets, hence, the Group's income is substantially independent of changes in market interest rate. The Group does not use derivatives to hedge the interest rate risk on its borrowings.

Certain of the Group's borrowings are at variable rates. For the year ended 31 March 2021, if the interest rates increase/decrease by 1% per annum with all other variables, including tax rate being held constant, the results would have been lower/higher by S$36,000 (2020: S$15,000) respectively, as a result of higher/lower interest expenses of these borrowings.

### *(b) Credit risk*

Credit risk arises from cash and cash equivalents, deposits with banks and trade and other receivables.

*(i) Risk management*

Credit risk is managed on a group basis and is continuously monitored and reported to management and the Chief Executive Officer. Credit exposure to an individual customer is restricted by the credit limit approved by the Chief Executive Officer. Management considers the Group has limited credit risk with its banks which are leading and reputable and are assessed as having low credit risk. Majority of bank balances are deposited with reputable banks. The Group has not incurred significant loss from non-performance by these parties in the past and management does not expect so in the future.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit evaluation procedures. Receivable balances are monitored on an ongoing basis.

## 3. FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### *(b) Credit risk (Continued)*

*(ii) Impairment of financial assets*

The Group has three types of financial assets that are subject to IFRS 9's expected credit loss model:

– Trade receivables

– Cash and cash equivalents

– Deposits and other receivables.

Trade receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

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

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 365 days past due.

Impairment losses on trade receivables are presented as net impairment losses in the consolidated statement of comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item.

The expected credit loss rates are based on the aging profiles of trade receivables over a period of 24 months before the end of the financial year and the corresponding historical credit losses experienced within this period. The historical credit loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The provision for and write-off of trade receivables were taken into consideration of the expected credit loss rates.

## 3. FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### *(b) Credit risk (Continued)*

*(ii) Impairment of financial assets (Continued)*

Trade receivables *(Continued)*

The loss allowance of trade receivables excluding credit impaired balances as at 31 March 2021 was determined as follows:

| | Current | Past due Between 0 to 30 days | Between 31 to 60 days | Between 61 to 90 days | Between 91 to 365 days | More than 365 days | Total |
|---|---|---|---|---|---|---|---|
| **At 31 March 2021** | | | | | | | |
| Expected loss rate | **0.1%** | **0.2%** | **1.7%** | **4.2%** | **8.3%** | **25.7%** | |
| Gross carrying amount (S$'000) | **4,641** | **2,445** | **458** | **71** | **24** | **602** | **8,241** |
| Loss allowance (S$'000) | **(4)** | **(4)** | **(8)** | **(3)** | **(2)** | **(155)** | **(176)** |
| | **4,637** | **2,441** | **450** | **68** | **22** | **447** | **8,065** |

The loss allowance of trade receivables excluding credit impaired balances as at 31 March 2020 was determined as follows:

| | Current | Past due Between 0 to 30 days | Between 31 to 60 days | Between 61 to 90 days | Between 91 to 365 days | More than 365 days | Total |
|---|---|---|---|---|---|---|---|
| **At 31 March 2020** | | | | | | | |
| Expected loss rate | 0.1% | 0.2% | 1.0% | 4.7% | 40.2% | 100.0% | |
| Gross carrying amount (S$'000) | 3,636 | 2,296 | 958 | 233 | 261 | 53 | 7,437 |
| Loss allowance (S$'000) | (5) | (4) | (10) | (11) | (105) | (53) | (188) |
| | 3,631 | 2,292 | 948 | 222 | 156 | – | 7,249 |

The closing loss allowances for trade receivables reconcile to the opening loss allowances as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| At the beginning of the year | **188** | 133 |
| Increase in loss allowance recognised in profit or loss during the year | **6** | 172 |
| Utilisation of loss allowance | **(18)** | (117) |
| **At the end of the year** | **176** | 188 |

# 3. FINANCIAL RISK MANAGEMENT *(Continued)*

## 3.1 Financial risk factors *(Continued)*

### *(b) Credit risk (Continued)*

*(ii) Impairment of financial assets (Continued)*

Cash and cash equivalents, deposits and other receivables

The Group and the Company held cash and cash equivalents with banks which are rated BBB+ and above based on Standard & Poor and are considered to have low credit risk. Impairment on cash and cash equivalents, deposits and other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, impairment is measured as lifetime expected credit loss. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the deposits and other receivables as at the reporting date with the risk of default as at the date of initial recognition.

The maximum exposure to credit risk as of the reporting date was the carrying value of each type of receivables mentioned above. The Group did not hold any collateral as security as of each reporting date.

### *(c) Liquidity risk*

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities (Note 23). At the end of the year, assets held by the Group for managing liquidity risk included cash and cash equivalents as disclosed in Note 21.

The Group has contractual commitments to incur capital expenditure on its property, plant and equipment (Note 26).

The table below analyses the Group's non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period at the date of the consolidated statements of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows and the earliest date the Group can be required to pay. Balances due within twelve months equal their carrying balances, as the impact of discounting is not significant.

Specifically, for the bank borrowings which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

| | On demand<br>S$'000 | Less than 1 year<br>S$'000 | Between 1 to 2 years<br>S$'000 | Between 2 to 5 years<br>S$'000 | More than 5 years<br>S$'000 |
|---|---|---|---|---|---|
| **At 31 March 2021** | | | | | |
| Trade and other payables | **–** | **(4,512)** | **(76)** | **–** | **–** |
| Bank borrowings | **(274)** | **(3,007)** | **(3,082)** | **(5,475)** | **(181)** |
| Lease liabilities | **–** | **(821)** | **(467)** | **(390)** | **(10)** |
| | **(274)** | **(8,340)** | **(3,625)** | **(5,865)** | **(191)** |
| **At 31 March 2020** | | | | | |
| Trade and other payables | – | (3,627) | (77) | (80) | – |
| Bank borrowings | (352) | (3,442) | (1,565) | (3,011) | (434) |
| Lease liabilities | – | (1,274) | (684) | (523) | (34) |
| | (352) | (8,343) | (2,326) | (3,614) | (468) |

## 3. FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### *(c) Liquidity risk (Continued)*

The table below analyses the borrowings with a repayment on demand clause based on agreed repayment schedules set out in the loan agreements. The amounts include interest payments computed using contractual rates.

| | Less than 1 year S$'000 | Between 1 to 2 years S$'000 | Between 2 to 5 years S$'000 | More than 5 years S$'000 |
|---|---|---|---|---|
| **At 31 March 2021** | **(49)** | **(49)** | **(147)** | **(29)** |
| **At 31 March 2020** | (47) | (55) | (164) | (86) |

#### *(d) Capital risk management*

The Group's objectives when managing capital are to ensure that the Group is appropriately capitalised and to maintain an optimal capital structure by issuing or redeeming additional equity and debt instruments where appropriate and necessary.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus lease liabilities less cash and cash equivalents. Total capital is calculated as total equity plus net debt. The gearing ratios are as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Net debt | **2,161** | 1,711 |
| Total equity | **34,243** | 26,781 |
| Total capital | **36,404** | 28,492 |
| Gearing ratio | **6%** | 6% |

The Group also monitors the debt covenants for borrowings and is in compliance with all externally imposed capital requirements for the year end.

## 3. FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### *(e) Financial instruments by category*

The aggregate carrying amounts of financial assets, at amortised cost and financial liabilities, at amortised cost are as follows:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| **Financial assets per consolidated statement of financial position** | | |
| Financial assets measured at amortised cost | | |
| – Cash and bank balances | **10,875** | 9,011 |
| – Trade and other receivables | **8,704** | 7,693 |
| | **19,579** | 16,704 |
| **Financial liabilities per consolidated statement of financial position** | | |
| Financial liabilities measured at amortised cost | | |
| – Trade and other payables | **4,588** | 3,784 |
| – Bank borrowings | **11,420** | 8,325 |
| – Lease liabilities | **1,616** | 2,397 |
| | **17,624** | 14,506 |

#### *(f) Fair value measurements*

The table below presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measurement hierarchy:

(a) Quoted process (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) Inputs other than quoted prices included within Level 1 that are observables for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices) (Level 2); and

(c) Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

See Note 14 for disclosure of biological assets that is measured at fair value.

| | Level 1<br>S$'000 | Level 2<br>S$'000 | Level 3<br>S$'000 | Total<br>S$'000 |
|---|---|---|---|---|
| **At 31 March 2021** | | | | |
| Assets | | | | |
| Biological assets | **–** | **–** | **7,100** | **7,100** |
| **At 31 March 2020** | | | | |
| Assets | | | | |
| Biological assets | – | – | 4,270 | 4,270 |

There were no transfer between levels during the year.

## 4. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimate will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year are addressed below.

### (a) Fair value of biological assets

The fair value of biological assets is determined with reference to the discounted cash flows of the underlying biological assets. The management's key estimates and assumptions used in the discounted cash flows of the underlying biological assets could impact the fair value of the assets and these include selling price of the mature hens and fresh eggs, estimated egg laying period, post-tax discount rate and mortality rate. The carrying value of biological assets as at 31 March 2021 is S$7,100,000 (2020: S$4,270,000).

If the selling price of fresh eggs applied to the discounted cash flows increases or decreases by 5% from the management estimates, the fair value of the biological assets will be higher or lower by S$1,070,000 as at 31 March 2021 (2020: S$792,000).

If the egg laying period applied to the discounted cash flows decreases by 5 weeks from the management estimates, the fair value of the biological assets will be lower by S$1,637,000 as at 31 March 2021 (2020: S$292,000).

### (b) Fair value of agricultural produce

The fair value of agricultural produce is determined with reference to market approach at the point of harvest. Agricultural produce refers to the eggs produced by the laying hens. As at 31 March 2021, the fair value of the agricultural produce (unrealised) is S$111,000 (2020: S$57,000).

### (c) Useful lives of property, plant and equipment and intangible assets

The Group's management determines the estimated useful lives, and related depreciation and amortisation charges for its property, plant and equipment and intangible assets. The estimates are based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions. Management will increase the depreciation and amortisation charges where useful lives are shorter than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or redeployed. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable and amortisable lives and therefore affect the depreciation and amortisation charges in future periods. The useful lives of the property, plant and equipment and intangible assets are disclosed in Note 2.7 and Note 2.8 respectively.

### (d) Business combination

The consolidated financial statements reflect the acquisitions of businesses during the financial year. The Group accounts for the acquired businesses using the acquisition method which requires the use of accounting estimates and assumptions to allocate the purchase price to the fair values of the acquiree's identifiable assets and liabilities at the acquisition date, particularly the fair value of the intangible assets identified from the acquisition. Estimates and assumptions such as revenue growth rate, customer attrition rate, and discount rate used in the valuation methodology have an impact on its fair value. As at 31 March 2021, initial accounting of the business combinations were based on the provisional amounts (Note 29).

## 5. REVENUE AND SEGMENT INFORMATION

The chief operating decision-maker ("CODM") has been identified as the chief executive of the Company. The CODM reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segment based on these reports.

The CODM considers that the Group has two operating and reporting segments which are fresh eggs and processed eggs. CODM assesses the performance of these segments based on revenue, segment results and the incomes/expenses arriving the segment results. Segment result represents the profit earned by each segment without allocation of finance costs, unallocated other income and unallocated corporate expenses are mainly including general administrative expense.

Information relating to segment assets and segment liabilities is not disclosed as such information is not regularly reported to the CODM.

Segment information about these reportable and operating segments is presented below:

### Year ended 31 March 2021

| | Fresh eggs S$'000 | Processed eggs S$'000 | Total S$'000 |
|---|---|---|---|
| Segment revenue | **36,955** | **15,498** | **52,453** |
| Other income | **188** | **–** | **188** |
| Gain arising from initial recognition of agricultural produce at fair values less estimated point-of-sales costs at point of harvest – unrealised | **111** | **–** | **111** |
| Gain arising from changes in fair value of biological asset less estimated point-of-sale costs | **1,598** | **1,475** | **3,073** |
| Purchases of inventories | **(26,852)** | **(6,649)** | **(33,501)** |
| Changes in inventories | **980** | **348** | **1,328** |
| Impairment loss for trade receivables, net | **(5)** | **(1)** | **(6)** |
| Depreciation of property, plant and equipment | **(1,963)** | **(668)** | **(2,631)** |
| Employee benefits | **(4,170)** | **(1,764)** | **(5,934)** |
| Utilities | **(470)** | **(375)** | **(845)** |
| Repairs and maintenance expenses | **(657)** | **(301)** | **(958)** |
| Royalty expense | **–** | **(39)** | **(39)** |
| Chicken shed – medication and vaccination | **(138)** | **(128)** | **(266)** |
| Other expenses | **(920)** | **(681)** | **(1,601)** |
| Segment results | **4,657** | **6,715** | **11,372** |
| Unallocated finance cost | | | **(361)** |
| Unallocated other income | | | **1,828** |
| Unallocated corporate expenses | | | **(4,328)** |
| Profit before tax | | | **8,511** |

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Year ended 31 March 2020

| | Fresh eggs S$'000 | Processed eggs S$'000 | Total S$'000 |
|---|---|---|---|
| Segment revenue | 29,497 | 16,755 | 46,252 |
| Other income | 398 | – | 398 |
| Gain arising from initial recognition of agricultural produce at fair values less estimated point-of-sales costs at point of harvest – unrealised | 57 | – | 57 |
| Gain arising from changes in fair value of biological asset less estimated point-of-sale costs | 31 | 41 | 72 |
| Purchases of inventories | (19,453) | (6,669) | (26,122) |
| Changes in inventories | (234) | 160 | (74) |
| Impairment loss for trade receivables, net | (120) | (52) | (172) |
| Depreciation of property, plant and equipment | (1,614) | (876) | (2,490) |
| Employee benefits* | (3,189) | (2,479) | (5,668) |
| Utilities | (380) | (431) | (811) |
| Repairs and maintenance expenses | (448) | (192) | (640) |
| Royalty expense | – | (54) | (54) |
| Chicken shed – medication and vaccination | (114) | (152) | (266) |
| Other expenses | (870) | (745) | (1,615) |
| Segment results | 3,561 | 5,306 | 8,867 |
| Unallocated finance cost | | | (413) |
| Unallocated other income | | | 418 |
| Unallocated corporate expenses* | | | (2,876) |
| Profit before tax | | | 5,996 |

* The comparative information has been reclassified to provide consistent information based on current year's internal reporting to the CODM. Since the current financial year, employee benefits in relation to selling and distribution of eggs are to the respective segments to reflect the underlying performance of each segment.

### Geographical information

The Group's operations are principally in Singapore and hence no further disclosure is made on the geographical information.

### Information about major customers

Revenues from transactions with external customers accounting for 10% or more of the Group's total revenue are as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Customer A *(Note)* | **5,126** | 2,103 |

*Note:*

The revenue from Customer A for the years ended 31 March 2020 did not exceed 10% of total revenue. The amounts shown above are for the comparative purpose only.

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### Disaggregation of revenue

The Group derives revenue from the transfer of goods at a point in time in the following major product lines:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Fresh eggs | **36,955** | 29,497 |
| Processed eggs | **15,498** | 16,755 |
| | **52,453** | 46,252 |

## 6. OTHER INCOME

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Income from sale of animal feeds | **188** | 398 |
| Government grant: | **1,616** | 70 |
| – Jobs Support Scheme *(Note a)* | **1,110** | – |
| – Foreign Worker Levy Support *(Note a)* | **186** | – |
| – Jobs Growth Initiative *(Note a)* | **104** | – |
| – Wage Credit Scheme *(Note a)* | **91** | 24 |
| – Rental Relief Framework *(Note a)* | **51** | – |
| – Others | **74** | 46 |
| Interest income: | **54** | 67 |
| – Bank deposits | **53** | 67 |
| – Net investment in sub-lease | **1** | – |
| Others | **157** | 225 |
| | **2,015** | 760 |

*Note a:*

The Jobs Support Scheme is a temporary scheme introduced in Singapore Budget 2020 to help enterprises retain local employees. Under the Jobs Support Scheme, employers will receive cash grants in relation to the gross monthly wages of eligible employees for the months of October 2019 to September 2021.

The Foreign Worker Levy Support is a temporary scheme introduced in Singapore Budget 2020 to provide rebate of foreign worker levy in relation to foreign worker levy due for the months of April 2020 to July 2020.

The Jobs Growth Initiative is a scheme introduced in Singapore Budget 2020 and extended in the Singapore Budget 2021 to co-fund the wages of local hires for companies. The Government supports up to 50% of gross monthly wages of local employees that were hired between September 2020 and September 2021 for up to 18 months.

The Wage Credit Scheme is a scheme introduced in Singapore Budget 2013 (extended in Budget 2015 and 2018, enhanced in Budget 2020 and extended in Budget 2021) to help businesses alleviate business costs in a tight labour market. The Wage Credit will be paid to eligible employers for wages increases between 2020 and 2021.

The Rental Relief Framework was announced in Singapore Budget 2020 to provide rental relief to eligible Small and Medium Enterprises and specified Non-Profit Organisations tenant-occupiers.

## 7. OTHER (LOSSES)/GAINS – NET

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Loss on disposal of property, plant and equipment *(Note 15)* | **(18)** | (53) |
| Net currency exchange (losses)/gains | **(143)** | 285 |
| Gain on investments in insurance contracts *(Note 18)* | **41** | 56 |
| | **(120)** | 288 |

## 8. EXPENSES BY NATURE

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Auditor's remuneration | | |
| – Audit services | **270** | 235 |
| – Non-audit services | **1** | 1 |
| Purchases of inventories | **33,501** | 26,122 |
| Changes in inventories | **(1,328)** | 74 |
| Depreciation of property, plant and equipment *(Note 15)* | **2,853** | 2,799 |
| Amortisation of intangible assets *(Note 17)* | **204** | 109 |
| Agricultural produce recorded in cost of sales *(Note a)* | **13,318** | 9,469 |
| Employee compensation *(Note 9)* | **8,430** | 7,166 |
| Utilities | **845** | 811 |
| Repairs and maintenance expenses | **1,114** | 921 |
| Chicken shed – medication and vaccination | **266** | 266 |
| Royalty expenses | **39** | 54 |
| Commission expenses | **286** | 530 |
| Insurance expenses | **137** | 132 |
| Other expenses | **1,979** | 1,518 |
| Total cost of sales, selling and distribution expense and administrative expenses | **61,915** | 50,207 |

*Note a:*

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Cost of agricultural produce sold | **13,261** | 9,359 |
| Inventory as at prior year and realised in cost of sales for the year | **57** | 110 |
| | **13,318** | 9,469 |

## 9. EMPLOYEE COMPENSATION

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Basic salaries, wages and allowances | **7,012** | 5,750 |
| Employer's contribution to defined contribution plans | **519** | 427 |
| Other benefits | **899** | 989 |
| | **8,430** | 7,166 |

As stipulated by rules and regulations in Singapore, the group companies operating in Singapore contribute to the Singapore Central Provident Fund, a statutory pension scheme. Under the scheme, the employees contribute 5% to 20% of their wages, while the group companies contribute 7.5% to 17% of the wages of their employees. The employers' and employees' contributions are subject to a cap of employees' monthly ordinary wages of S$6,000.

### (a) Directors' emoluments

The emoluments of individual directors for the year ended 31 March 2021 is set out below:

| | Fees<br>S$'000 | Salaries<br>S$'000 | Bonus<br>S$'000 | Employer's contribution to defined contribution plans<br>S$'000 | Total<br>S$'000 |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| – Mr. Ma Chin Chew | – | 354 | 60 | 58 | 472 |
| – Ms. Lim Siok Eng | – | 87 | 16 | 17 | 120 |
| – Mr. Tang Hong Lai | – | 93 | 16 | 9 | 118 |
| **Independent non-executive directors** | | | | | |
| – Mr. Teo Beng Fwee (resigned on 04 January 2021) | 20 | – | – | – | 20 |
| – Mr. Yuen Ka Lok | 25 | – | – | – | 25 |
| – Mr. Donald William Sneddon | 25 | – | – | – | 25 |
| – Mr. Tan Jia Kien (appointed on 04 January 2021) | 6 | – | – | – | 6 |
| | 76 | 534 | 92 | 84 | 786 |

## 9. EMPLOYEE COMPENSATION *(Continued)*

### (a) Directors' emoluments *(Continued)*

The emoluments of individual directors for the year ended 31 March 2020 is set out below:

| | Fees S$'000 | Salaries S$'000 | Bonus S$'000 | Employer's contribution to defined contribution plans S$'000 | Total S$'000 |
|---|---|---|---|---|---|
| **Executive directors** | | | | | |
| – Mr. Ma Chin Chew | – | 210 | 40 | 33 | 283 |
| – Ms. Lim Siok Eng | – | 54 | 9 | 11 | 74 |
| – Mr. Tang Hong Lai | – | 85 | 9 | 10 | 104 |
| **Independent non-executive directors** | | | | | |
| – Mr. Teo Beng Fwee | 24 | – | – | – | 24 |
| – Mr. Yuen Ka Lok | 24 | – | – | – | 24 |
| – Mr. Donald William Sneddon | 24 | – | – | – | 24 |
| | 72 | 349 | 58 | 54 | 533 |

During the years ended 31 March 2021 and 2020, there were no arrangements under which a director waived or agreed to waive any remuneration, and no emoluments were paid by the Group to the director as an inducement to join or upon joining the Group, or as compensation for loss of office.

### (b) Director's retirement benefits and termination benefits

None of the directors of the Company received or will receive any retirement benefits or termination benefits in respect of their services to the Group for the years ended 31 March 2021 and 2020.

### (c) Consideration provided to third parties for making available director's services

During the years ended 31 March 2021 and 2020, the Group had not paid any consideration to any third parties for making available director's services to the Group.

### (d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans and other dealings entered into by the Group in favour of the directors of the Company, or body corporate controlled by or entities connected with any of the directors of the Company at the end of the years or at any time during the years ended 31 March 2021 and 2020.

## 9. EMPLOYEE COMPENSATION *(Continued)*

### (e) Director's material interest in transactions, arrangement or contracts

No transactions, arrangements and contracts in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### (f) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include the three directors for year ended 31 March 2021 (2020: two directors). The emoluments payable to the remaining individuals for the years ended 31 March 2021 and 2020 are as follows:

| | **2021<br>S$'000** | 2020<br>S$'000 |
|---|---|---|
| Basic salaries, wages and allowances | **254** | 309 |
| Employer's contribution to defined contribution plans | **22** | 22 |
| | **276** | 331 |

The emoluments fell within the following band:

| | **Number of individuals<br>Year ended 31 March** | |
|---|---|---|
| | **2021** | 2020 |
| Emolument band<br>HK$Nil to HK$1,000,000 (2020: HK$Nil to HK$1,000,000) | **2** | 3 |

## 10. FINANCE COSTS

| | **2021<br>S$'000** | 2020<br>S$'000 |
|---|---|---|
| Interest expense | | |
| – Bank borrowings | **265** | 337 |
| – Lease liabilities | **72** | 100 |
| – Others | **92** | 15 |
| | **429** | 452 |
| Less: Amount capitalised in property, plant and equipment | **(68)** | (39) |
| Amount recognised in profit or loss | **361** | 413 |

## 11. INCOME TAX EXPENSE

The Company is incorporated in the Cayman Islands as an exempted company with limited liabilities under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

Singapore corporate income tax has been provided at the rate of 17% for the year ended 31 March 2021 (2020: 17%) on the estimated assessable profits during the year.

Hong Kong profits tax is calculated at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits for the year, except for the first HK$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the two-tiered tax rate regime with effect from the year of assessment 2018/2019.

The amount of income tax expenses charged to the consolidated statements of comprehensive income represent:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| Current tax on profit for the year | **942** | 623 |
| Deferred income tax expense | **280** | 235 |
| Over provision in respect of prior years | **(173)** | (20) |
| | **1,049** | 838 |

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

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| Profit before income tax | **8,511** | 5,996 |
| Tax calculated at a tax rate of 17%(2020: 17%) | **1,447** | 1,019 |
| Tax effects of: | | |
| – Expenses not deductible for tax purposes | **77** | 46 |
| – Income not subject to tax | **(244)** | (120) |
| – Statutory stepped income tax rate | **(75)** | (56) |
| – Corporate tax rebate | **–** | (32) |
| – Deferred tax assets not recognised | **11** | – |
| – Others | **6** | 1 |
| – Over provision in respect of prior years | **(173)** | (20) |
| | **1,049** | 838 |

## 11. INCOME TAX EXPENSE *(Continued)*

### Deferred income taxes

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| Deferred income tax liabilities | | |
| – To be settled after one year | **1,208** | 870 |

The movements in the deferred income tax account are as follows:

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| Beginning of financial year | **870** | 544 |
| Acquisition of businesses *(Note 29)* | **60** | 91 |
| Charged to profit or loss | **280** | 235 |
| End of financial year | **1,210** | 870 |

The movements in the deferred income tax liabilities are as follows:

### Deferred income tax liabilities

| | Accelerated tax depreciation S$'000 | Provisions S$'000 | Total S$'000 |
|---|---|---|---|
| **2021** | | | |
| Beginning of financial year | **870** | **–** | **870** |
| Acquisition of businesses *(Note 29)* | **60** | **–** | **60** |
| Charged to profit or loss | **291** | **(11)** | **280** |
| End of financial year | **1,221** | **(11)** | **1,210** |
| **2020** | | | |
| Beginning of financial year | 544 | – | 544 |
| Acquisition of businesses *(Note 29)* | 91 | – | 91 |
| Charged to profit or loss | 235 | – | 235 |
| End of financial year | 870 | – | 870 |

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of approximately S$66,000 (2020: Nil) at the balance sheet which can be carried forward and used to offset future taxable income subject to meeting certain statutory requirements. The tax losses have no expiry date.

## 12. EARNINGS PER SHARE

| | 2021 | 2020 |
|---|---|---|
| Profit attributable to equity holders of the Company (S$'000) | **7,462** | 5,158 |
| Weighted average number of ordinary shares in issue (thousands) | **500,000** | 500,000 |
| Basic and diluted earnings per share (S$ – in cents) | **1.49** | 1.03 |

The diluted earnings per share is the same as the basic earnings per share as the Group does not have dilutive potential ordinary shares in issue during the years ended 31 March 2021 and 2020.

## 13. DIVIDENDS

No dividends were declared during the years ended 31 March 2021 and 2020.

## 14. BIOLOGICAL ASSETS

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Beginning of financial year | **4,270** | 4,486 |
| Purchases of immature hens | **341** | 253 |
| Gain arising from changes in fair value less estimated point-of-sale costs | **3,073** | 72 |
| Sales of mature hens | **(584)** | (541) |
| End of financial year | **7,100** | 4,270 |
| Biological assets comprise: *(Note)* | | |
| – Mature hens | **4,632** | 3,736 |
| – Immature hens | **2,468** | 534 |
| | **7,100** | 4,270 |
| Current | **2,896** | 2,536 |
| Non-current | **4,204** | 1,734 |
| | **7,100** | 4,270 |

*Note:*

Biological assets comprise hens reared for the production of eggs. Mature hens represent batches of hens that start to produce eggs.

## 14. BIOLOGICAL ASSETS *(Continued)*

| | **2021** | 2020 |
|---|---|---|
| Number of hens held by the Group as at balance sheet date | | |
| – Mature | **395,895** | 469,088 |
| – Immature | **168,958** | 84,565 |
| Total | **564,853** | 553,653 |
| Number of eggs harvested during the financial year | **131,643,436** | 135,676,029 |
| Fair value less estimated point-of-sales costs of eggs harvested ("S$") | **13,372,000** | 9,416,000 |

The Group's biological assets as at 31 March 2021 and 2020 were valued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the biological assets being valued. These biological assets have been classified as level 3 in the fair value hierarchy. The key assumptions and estimates used in the valuation are as follows:

| | **2021** | 2020 |
|---|---|---|
| Selling price of agriculture produce (fresh eggs) | **S$0.19** | S$0.17 |
| Mortality rate | **17.3%** | 19.7% |
| Discount rate | **10.6%** | 11.3% |
| Estimated egg laying period | **89 weeks** | 89 weeks |
| Selling price of mature hens | **S$2.15** | S$2.56 |

The Group's finance manager reviewed the valuations performed by the independent valuer for financial reporting purposes. The finance manager reports directly to the directors. Discussions of valuation processes and results were held between the directors, the finance manager and the valuer.

The finance manager:

- verified all major inputs to the independent valuation reports;
- assessed valuation movements when compared to the prior year valuation reports; and
- held discussions with the independent valuer on the valuation basis, processes and results.

## 15. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold buildings and improvements S$'000 | Leasehold land S$'000 | Plant and machinery S$'000 | Equipment and furniture S$'000 | Motor vehicles S$'000 | Assets under construction S$'000 | Total S$'000 |
|---|---|---|---|---|---|---|---|
| **Cost** | | | | | | | |
| At 31 March 2019 | 12,657 | 3,436 | 19,037 | 1,432 | 3,104 | 337 | 40,003 |
| Additions | 676 | – | 1,148 | 642 | 318 | 3,014 | 5,798 |
| Acquisition of business | – | – | – | – | 365 | – | 365 |
| Disposals | – | – | – | (579) | (268) | – | (847) |
| Transfer | – | – | – | 336 | – | (336) | – |
| Grants refunded | – | – | 104 | – | – | – | 104 |
| Grants recognised relating to purchase of property, plant equipment* | – | – | – | (49) | – | – | (49) |
| At 31 March 2020 | **13,333** | **3,436** | **20,289** | **1,782** | **3,519** | **3,015** | **45,374** |
| Additions | **196** | **-** | **729** | **284** | **893** | **5,161** | **7,263** |
| Acquisition of businesses *(Note 29)* | **32** | **-** | **-** | **1** | **9** | **-** | **42** |
| Disposals | **(1)** | **-** | **(792)** | **(97)** | **(118)** | **-** | **(1,008)** |
| Reclassification *(Note 17)* | **-** | **-** | **-** | **(276)** | **-** | **-** | **(276)** |
| Grants recognised relating to purchase of property, plant equipment* | **-** | **-** | **(195)** | **(30)** | **-** | **-** | **(225)** |
| At 31 March 2021 | **13,560** | **3,436** | **20,031** | **1,664** | **4,303** | **8,176** | **51,170** |

## 15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

| | Leasehold buildings and improvements S$'000 | Leasehold land S$'000 | Plant and machinery S$'000 | Equipment and furniture S$'000 | Motor vehicles S$'000 | Assets under construction S$'000 | Total S$'000 |
|---|---|---|---|---|---|---|---|
| **Accumulated depreciation** | | | | | | | |
| At 31 March 2019 | 11,463 | 133 | 11,722 | 1,066 | 1,332 | – | 25,716 |
| Depreciation *(Note 8)* | 320 | 172 | 1,463 | 252 | 592 | – | 2,799 |
| Disposals | – | – | – | (530) | (254) | – | (784) |
| At 31 March 2020 | **11,783** | **305** | **13,185** | **788** | **1,670** | **-** | **27,731** |
| Depreciation *(Note 8)* | **330** | **172** | **1,532** | **202** | **617** | **-** | **2,853** |
| Disposals | **(1)** | **-** | **(758)** | **(86)** | **(99)** | **-** | **(944)** |
| Reclassification *(Note 17)* | **-** | **-** | **-** | **(46)** | **-** | **-** | **(46)** |
| At 31 March 2021 | **12,112** | **477** | **13,959** | **858** | **2,188** | **-** | **29,594** |
| **Net book value** | | | | | | | |
| At 31 March 2021 | **1,448** | **2,959** | **6,072** | **806** | **2,115** | **8,176** | **21,576** |
| At 31 March 2020 | 1,550 | 3,131 | 7,104 | 994 | 1,849 | 3,015 | 17,643 |

* This pertains to grants receivable from governmental agencies for purchases of property, plant and equipment. There are no unfulfilled conditions or other contingencies attaching to the grants.

## 15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

In the consolidated statements of cash flows, proceeds from disposal of property, plant and equipment comprise:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Net book amount of property, plant and equipment disposed | **64** | 63 |
| Loss on disposal of property, plant and equipment *(Note 7)* | **(18)** | (53) |
| Proceeds from disposal of property, plant and equipment | **46** | 10 |

In the consolidated statements of cash flows, additions to property, plant and equipment comprise:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Aggregate costs of purchase of property, plant and equipment | **7,263** | 5,798 |
| Addition of right-of-use asset | **–** | (452) |
| Finance cost capitalised in property, plant and equipment | **(68)** | (39) |
| Property, plant and equipment financed by finance lease liabilities | **(258)** | (83) |
| Other payables relating to purchase of property, plant and equipment | **(157)** | – |
| Cash payments during the financial years | **6,780** | 5,224 |

## 16. LEASES

### The Group as a lessee

#### *(i) Right-of-use assets classified within property, plant and equipment*

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| **Right-of-use assets** | | |
| Leasehold land | **2,959** | 3,131 |
| Leasehold premises | **902** | 1,075 |
| | **3,861** | 4,206 |
| **Lease liabilities** | | |
| Current | **777** | 1,207 |
| Non-current | **839** | 1,190 |
| | **1,616** | 2,397 |

Additions to the right-of use assets arising during year ended 31 March 2021 were Nil (2020: S$452,000).

Right-of-use assets arising from acquisition of business during year ended 31 March 2021 were S$31,000 (2020: Nil).

## 16. LEASES *(Continued)*

### The Group as a lessee *(Continued)*

#### *(ii) Amounts recognised in the consolidated statement of comprehensive income*

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| **Depreciation charge of right-of-use assets** | | |
| Leasehold land | **172** | 171 |
| Leasehold premises | **204** | 175 |
| | **376** | 346 |
| Interest expense (included in finance cost) | **72** | 100 |

The total cash outflow for leases in the year ended 31 March 2021 was S$1,174,000 (2020: S$1,364,000).

#### *(iii) The Group's leasing activities and how these are accounted for*

*Leasehold land*

The Group has made an upfront payment for land use rights of the current poultry farm and a quail egg farm. The land lease payments are amortised on a straight-line basis over lease term of 20 years.

There are no externally imposed covenant on these lease arrangements.

*Leasehold premises*

The Group leases premises for the purpose of inventory storage, back office operation and employees' accommodation.

The Group has made an upfront payment to secure the right-of-use of a 30-year leasehold premise, which is used by the Group for inventory storage and back office operations. The Group also makes annual lease payments for this premise.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

#### *(iv) Variable lease payments*

A storage building lease contains variable payment terms that vary on a yearly basis to reflect changes in market rental rates.

#### *(v) Extension and termination option*

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

## 16. LEASES *(Continued)*

### Nature of the Group's leasing activities – Group as an intermediate lessor

***Subleases – classified as finance leases***

During the year, the Group sub-leased its right-of-use of a leasehold premise. It is classified as finance lease because the sub-lease is for the entire remaining lease term of the head lease.

Right-of-use assets relating to the head leases with sub-leases classified as finance lease is derecognised. The net investment in the sub-lease is recognised under "Trade and other receivables" (Note 20).

Finance income on the net investment in sub-lease during the financial year is S$1,000.

The following table shows the maturity analysis of the undiscounted lease payments to be received:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| Less than one year | **34** | – |
| One to two years | **20** | – |
| Total undiscounted lease payments | **54** | – |
| Less: Unearned finance income | **(2)** | – |
| Net investment in finance lease *(Note 20)* | **52** | – |
| Current *(Note 20)* | **33** | – |
| Non-current *(Note 20)* | **19** | – |
| | **52** | – |

## 17. INTANGIBLE ASSETS

| | Goodwill | Customer relationships | Computer Software | Total |
|---|---|---|---|---|
| | *(Note a)* | *(Note b)* | *(Note c)* | |
| | S$'000 | S$'000 | S$'000 | S$'000 |
| **Cost** | | | | |
| At 1 April 2019 | 97 | 137 | – | 234 |
| Acquisition of businesses | – | 523 | – | 523 |
| At 1 April 2020 | 97 | 660 | – | 757 |
| Addition | – | – | 192 | 192 |
| Acquisition of businesses *(Note 29)* | 325 | 355 | – | 680 |
| Reclassification *(Note 15)* | – | – | 276 | 276 |
| Grants recognised relating to purchase of intangible assets | – | – | (96) | (96) |
| At 31 March 2021 | **422** | **1,015** | **372** | **1,809** |
| **Accumulated amortisation** | | | | |
| At 1 April 2019 | – | 21 | – | 21 |
| Amortisation *(Note 8)* | – | 109 | – | 109 |
| At 31 March 2020 | – | 130 | – | 130 |
| Amortisation *(Note 8)* | – | 146 | 58 | 204 |
| Reclassification *(Note 15)* | – | – | 46 | 46 |
| At 31 March 2021 | **–** | **276** | **104** | **380** |
| **Net book value** | | | | |
| At 31 March 2021 | **422** | **739** | **268** | **1,429** |
| At 31 March 2020 | 97 | 530 | – | 627 |

*Note a:*

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets and liabilities acquired.

*Note b:*

The customer relationships were acquired as part of business combinations. They are recognised at their fair value at the date of acquisition and are subsequently amortised on straight-line based on the timing of projected cash flows of the customer relationship over their estimated useful lives. The useful lives of the customer relationships are estimated to be 5 years by the management.

Amortisation expenses of customer relationship have been charged to cost of sales in the consolidated statements of comprehensive income.

*Note c:*

Amortisation expenses of computer software have been charged to administrative expenses in the consolidated statements of comprehensive income.

## 17. INTANGIBLE ASSETS *(Continued)*

### Impairment tests for goodwill

The recoverable amount of the CGU is determined based on value-in-use calculation. Goodwill is monitored by management at the level of an operating segment which is fresh eggs segment. Impairment test of goodwill is performed annually at period end 31 March by management.

The key assumptions used for value-in-use calculations is as follows:

| | **2021** | 2020 |
|---|---|---|
| Revenue growth rate | **7.0%** | 7.0% |
| Gross margin | **7.0%** | 7.0% |
| Terminal growth rate | **1.8%** | 1.8% |
| Discount rate (pre-tax) | **11.3%** | 13.3% |

The management assumptions used in revenue growth rate, estimated gross margin and terminal growth rate are based on historical records and synergy arose from the business combination. The management assumption used in discount rate is based on the industry data and the CGU's debt and equity structure.

### Sensitivity analysis

Management determined the budgeted revenue based on their expectations of market developments with the growth rates being estimated based on management's expectations. The terminal growth rate is based on the expected inflation rate. The discount rate reflects specific risks relating to the relevant operating segment.

As at 31 March 2021 and 2020, the estimated recoverable amount of the CGU exceeded its carrying value and the directors are of the opinion that there was no impairment of goodwill as at 31 March 2021 and 2020. The directors are not aware of any indication of impairment of goodwill as at 31 March 2021 and 2020.

Management believes that the change in the estimated recoverable amount from any reasonably possible change on the key assumptions does not materially cause the recoverable amount to be lower than its carrying amount.

## 18. INVESTMENTS IN INSURANCE CONTRACTS

| | **2021** | 2020 |
|---|---|---|
| | **S$'000** | S$'000 |
| Beginning of the year | **2,295** | 2,128 |
| Gain on investments in insurance contracts *(Note 7)* | **41** | 56 |
| Currency translation differences | **(125)** | 111 |
| | **2,211** | 2,295 |

Investments in insurance contracts pertain to two life insurance policies (the "Policies") purchased by the Group during the year ended 31 March 2017 with Mr. Ma, the director and Chief Executive Officer of the Company as the "Insured Person". The Policies will mature on the dates when the Insured Person reaches the age of 74 and 77, respectively, or death of the Insured Person, whichever is the earlier. In the event of death of the Insured Person, the investments will be de-recognised and any resulting gains or losses will be recognised in profit or loss. The Group is the beneficiary of these insurance contracts.

The investments were pledged as collateral for the Group's bank borrowings as at 31 March 2021 and 2020 (Note 23).

## 19. INVENTORIES

| | **2021** | 2020 |
|---|---|---|
| | **S$'000** | S$'000 |
| Feeds | **942** | 892 |
| Eggs and processed eggs | **1,606** | 415 |
| Packaging materials | **532** | 334 |
| | **3,080** | 1,641 |

The cost of inventories for the years ended 31 March 2021 and 2020 have been included in the consolidated statements of comprehensive income as "Purchases of inventories" and "Changes in inventories".

## 20. TRADE AND OTHER RECEIVABLES

| | **2021 S$'000** | 2020 S$'000 | 1 Apr 2019 S$'000 |
|---|---|---|---|
| Trade receivables | **8,241** | 7,437 | 6,860 |
| Less: | | | |
| Allowance for impairment of receivables | **(176)** | (188) | (133) |
| | **8,065** | 7,249 | 6,727 |
| Other receivables | **555** | 353 | 44 |
| Finance lease receivables *(Note 16)* | **33** | – | – |
| Deposits | **91** | 91 | 74 |
| Prepayments | **703** | 360 | 287 |
| | **9,447** | 8,053 | 7,132 |
| **Non-current** | | | |
| Prepayments | **2,975** | – | – |
| Finance lease receivables *(Note 16)* | **19** | – | – |
| | **2,994** | – | – |

The credit period of trade receivables ranged up to 60 days. No interest was charged on the outstanding balances. The ageing analysis of trade receivables based on invoice date is as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Less than 30 days | **4,539** | 3,608 |
| 31 to 60 days | **2,462** | 2,250 |
| 61 to 90 days | **480** | 1,033 |
| More than 90 days | **760** | 546 |
| | **8,241** | 7,437 |

The Group applies the simplified approach to provide for expected credit losses ("ECL") prescribed by IFRS 9. Except for trade receivables that are determined to be credit-impaired, the Group determines the lifetime expected credit losses based on the payment profiles of sales over a period of the previous 24 months from each year end and the corresponding historical credit losses experienced with this period. The historical loss rates are adjusted to reflect the probability-weighted outcome and reasonable and supportable information that is available at the year end about past events, current conditions and forecasts of future economic conditions.

Note 3.1(b) provides details about the financial risk management in relation to credit risk and the provision matrix.

Trade receivables that are determined to be credit-impaired at the end of the year relate to customers that are in significant financial difficulties or have defaulted on payments. Included within the trade receivables is an amount of S$447,000 that is aged more than 90 days, for which the instalment and settlement arrangement have been taken into considerations for the expected credit loss.

## 20. TRADE AND OTHER RECEIVABLES *(Continued)*

The Group's trade and other receivables (excluding prepayments and goods and services tax) are denominated in the following currencies:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| SGD | **8,580** | 7,529 |
| USD | **124** | 164 |
| | **8,704** | 7,693 |

## 21. CASH AND CASH EQUIVALENTS

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| Cash at bank and on hand | **10,875** | 6,752 |
| Short-term bank deposits | **–** | 2,259 |
| | **10,875** | 9,011 |

Cash and cash equivalents are denominated in the following currencies:

| | **2021**<br>**S$'000** | 2020<br>S$'000 |
|---|---|---|
| SGD | **7,050** | 5,186 |
| HKD | **2,205** | 3,174 |
| USD | **885** | 173 |
| EUR | **713** | 478 |
| Australian dollar | **22** | – |
| | **10,875** | 9,011 |

## 22. TRADE AND OTHER PAYABLES

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| **Current** | | |
| Trade payables | **3,241** | 2,478 |
| Other payables | **181** | 295 |
| Other accruals | **1,043** | 980 |
| Accrued royalty expense | **202** | 163 |
| | **4,667** | 3,916 |
| **Non-current** | | |
| Accrued royalty expense | **76** | 157 |

The credit terms granted by the Group's suppliers were usually ranged up to 60 days. The ageing analysis of trade payables based on invoice date is as follows:

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| Less than 30 days | **2,368** | 1,710 |
| 31 to 60 days | **718** | 456 |
| More than 60 days | **155** | 312 |
| | **3,241** | 2,478 |

The Group's trade and other payables (excluding goods and services tax) are denominated in the following currencies:

| | 2021 S$'000 | 2020 S$'000 |
|---|---|---|
| SGD | **4,287** | 3,372 |
| USD | **278** | 368 |
| HKD | **16** | 38 |
| Malaysian Ringgit | **7** | 6 |
| | **4,588** | 3,784 |

## 23. BANK BORROWINGS

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Long-term bank loans | **11,420** | 6,518 |
| Short-term bank loans | **–** | 1,807 |
| | **11,420** | 8,325 |
| Less: amounts due on demand or within one year shown under current liabilities | **(3,012)** | (3,578) |
| Non-current portion | **8,408** | 4,747 |

The Group's borrowings were repayable as follows:

| | 2021<br>S$'000 | 2020<br>S$'000 |
|---|---|---|
| Within 1 year | **3,012** | 3,578 |
| Between 1 and 2 years | **2,907** | 1,442 |
| Between 2 and 5 years | **5,320** | 2,881 |
| Over 5 years | **181** | 424 |
| | **11,420** | 8,325 |

The above amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

## 23. BANK BORROWINGS *(Continued)*

The exposure of the bank borrowings of the Group to the contractual repricing at the end of each year is as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| 6 months or less | **11,420** | 8,325 |

As at 31 March 2021 and 2020, total bank borrowings are secured by:

(i) S$10,855,000 of the borrowings are guaranteed by the Company (2020: S$7,580,000); and

(ii) S$565,000 of the borrowings are guaranteed by N&N Agriculture Pte Ltd (2020: S$745,000).

Included in the borrowings guaranteed by the Company is an amount of S$1,453,000 (2020: S$1,805,000) secured by the assignment of investments in insurance contracts (Note 18).

Certain of the Group's borrowings are at variable rates. The fair values of bank borrowings approximate their carrying values. As at 31 March 2021, the range of effective interest rates (which also equals to contracted interest rates) on the variable-rate bank borrowings is 1.70% to 3.20% (2020: 2.00% to 4.51%) per annum.

The Group's borrowings are denominated in the following currencies:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| SGD | **9,967** | 6,520 |
| USD | **1,453** | 1,805 |
| | **11,420** | 8,325 |

Undrawn borrowing facilities:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| **Floating rate** | | |
| Bank borrowings | **7,723** | 6,011 |

These undrawn facilities include loan facilities, trade facilities and hire purchase facilities.

## 24. SHARE CAPITAL

The share capital as at 31 March 2021 represented the issued share capital of the Company.

| | Number of shares | Amount HK$'000 | Amount S$'000 |
|---|---|---|---|
| Ordinary shares of HK$0.01 each | | | |
| **Authorised:** | | | |
| At 1 April 2019, 31 March 2020 and 31 March 2021 | **10,000,000,000** | **100,000** | **–** |
| **Issued and fully paid:** | | | |
| At 1 April 2019, 31 March 2020 and 31 March 2021 | **500,000,000** | **5,000** | **890** |

## 25. RESERVES

Details of the movements on the Group's reserves are as set out in the consolidated statement of changes in equity.

### (a) Share premium

Share premium account of the Group represents the excess of the proceeds received over the nominal value of the Company's shares issued.

### (b) Other reserve

Other reserve represents the difference between consideration paid and the acquired share capital of entities under common control.

## 26. COMMITMENTS

### Capital commitments

As at the balance sheet date, capital expenditure to expand the Group's farming operations contracted but not provided for in the financial statements are as follows:

| | **2021 S$'000** | 2020 S$'000 |
|---|---|---|
| Property, plant and equipment | **17,546** | 5,447 |

## 27. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following related party transactions:

### (a) Key management compensation

The emoluments of the director (representing the key management personnel) during the year end are disclosed in Note 9.

## 28. SUBSIDIARIES

The Group's principal subsidiaries as at 31 March 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

| Name of entity | Place of incorporation | Principal activities and place of operation | Particulars of issued share capital and paid-up capital | Ownership interest held by the group | |
|---|---|---|---|---|---|
| | | | | **2021** | 2020 |
| | | | | **%** | % |
| N & N Agriculture Pte. Ltd. | Singapore | Production and distribution of egg products, Singapore | S$10,000,000 | **100** | 100 |
| The Pasteurized Egg Company Pte. Ltd. | Singapore | Provision of administrative services, Singapore | S$2 | **100** | 100 |
| Golden Hoyo Pte. Ltd. | Singapore | Property holding, Singapore | S$500,000 | **100** | 100 |
| Chuan Seng Huat Eggs Pte. Ltd. | Singapore | Import and export, wholesales and distribution of eggs, Singapore | S$2 | **100** | 100 |
| Egg Story Limited* | Hong Kong | Provision of administrative services, Hong Kong | HK$1 | **–** | 100 |
| Alliance Glory Ventures Limited | British Virgin Islands | Investment holding, British Virgin Islands | US$1 | **100** | 100 |
| Qualico Eggs Pte. Ltd. | Singapore | Production and distribution of quail eggs | S$1 | **100** | 100 |
| Khwan Hup Farming Pte Ltd | Singapore | Distribution of egg products, Singapore | S$200,000 | **100** | – |

* Deregistered on 5 February 2021.

## 29. BUSINESS COMBINATIONS

### Acquisition of Khwan Hup Farming Pte Ltd

#### *(a) Summary of acquisition*

On 22 June 2020, the Group acquired 100% of the issued share capital of Khwan Hup Farming Pte Ltd, a limited liability company principally engaged in the distribution of eggs.

Details of the purchase consideration paid, the assets acquired and liabilities assumed, and the effects on the cash flows of the Group, at the acquisition date, are as follows:

| | S$'000 |
|---|---|
| Purchase consideration (refer to (b) below): | |
| Cash paid | 275 |
| Total purchase consideration | 275 |

The assets and liabilities recognised as a result of the acquisition are as follows:

| | **Provisional fair value** S$'000 |
|---|---|
| Cash | 200 |
| Trade receivables | 1,762 |
| Property, plant and equipment *(Note 15)* | 11 |
| Trade payables | (1,679) |
| Income tax liabilities | (19) |
| Net identifiable assets acquired | 275 |
| Add: Goodwill | – |
| **Net assets acquired** | 275 |

*(i) Acquired receivables*

The fair value of acquired trade receivables is S$1,762,000. The gross contractual amount for trade receivables due is S$1,841,000.

*(ii) Revenue and profit contribution*

The acquired business contributed revenue of S$2,742,000 and net profit of S$185,000 to the Group from the period from the date of acquisition to 31 March 2021.

If the acquisition had occurred on 1 April 2020, consolidated revenue and profit for the year ended 31 March 2021 would have been S$53,933,000 and S$7,615,000 respectively.

## 29. BUSINESS COMBINATIONS *(Continued)*

### Acquisition of Khwan Hup Farming Pte Ltd *(Continued)*

#### *(b) Purchase consideration – cash outflow*

| | S$'000 |
|---|---|
| Outflow of cash to acquire subsidiary, net of cash acquired: | |
| Cash consideration | 275 |
| Less: Cash acquired | (200) |
| Net outflow of cash – investing activities | 75 |

*Acquisition-related costs*

Acquisition-related costs of S$9,000 are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

### Acquisition of Yanhong Trading Enterprise

#### *(a) Summary of acquisition*

On 3 November 2020, the Group acquired Yanhong Trading Enterprise, a business principally engaged in the distribution of eggs.

Details of the purchase consideration and the net assets acquired, are as follows:

| | S$'000 |
|---|---|
| Purchase consideration (refer to (b) below): | |
| Cash paid | 650 |
| Total purchase consideration | 650 |

The assets and liabilities recognised as a result of the acquisition are as follows:

| | **Provisional fair value** S$'000 |
|---|---|
| Property, plant and equipment *(Note 15)* | 31 |
| Finance lease receivables | 65 |
| Other receivables | 3 |
| Intangible assets *(Note 17)* | 355 |
| Lease liabilities | (63) |
| Other payables | (6) |
| Deferred income tax liabilities *(Note 11)* | (60) |
| Net identifiable assets acquired | 325 |
| Add: Goodwill *(Note 17)* | 325 |
| **Net assets acquired** | **650** |

The goodwill of $325,000 arising from the acquisition is attributable to the synergies expected to arise from the economies of scale in combining the operations of Yanhong Trading Enterprise with the Group.

*Revenue and profit contribution*

The acquired business contributed revenue of S$5,384,000 and net profit of S$243,000 to the Group from the period from the date of acquisition to 31 March 2021.

## 29. BUSINESS COMBINATIONS *(Continued)*

### Acquisition of Yanhong Trading Enterprise *(Continued)*

#### *(a) Summary of acquisition (Continued)*

If the acquisition had occurred on 1 April 2020, consolidated revenue and profit for the year ended 31 March 2021 would have been S$59,990,000 and S$7,804,000 respectively.

#### *(b) Purchase consideration – cash outflow*

| | S$'000 |
|---|---|
| Outflow of cash to acquire partnership, net of cash acquired: | |
| Cash consideration, representing net outflow of cash – investing activities | 650 |

*Acquisition-related costs*

Acquisition-related costs of S$9,000 are included in "administrative expenses" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

### Acquisition in prior financial year

The Group acquired a sole proprietorship, Tew Seng Cheow Kee in financial year ended 31 March 2020, further information on which is set forth in the annual report of the Group dated 18 June 2020.

## 30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

The following table provides a reconciliation for the movement of liabilities arising from financing activities for the years ended 31 March 2020 and 2021.

### For the year ended 31 March 2021

| | 1 April 2020 S$'000 | Proceeds from borrowings S$'000 | Principal and interest S$'000 | Non-cash changes: Interest expense S$'000 | Non-cash changes: Addition during the year S$'000 | Non-cash changes: Foreign exchange movement S$'000 | 31 March 2021 S$'000 |
|---|---|---|---|---|---|---|---|
| Bank borrowings | **8,325** | **7,000** | **(4,076)** | **265** | **–** | **(94)** | **11,420** |
| Lease liabilities | **2,397** | **–** | **(1,174)** | **72** | **321** | **–** | **1,616** |
| | **10,722** | **7,000** | **(5,250)** | **337** | **321** | **(94)** | **13,036** |

### For the year ended 31 March 2020

| | 1 April 2019 S$'000 | Proceeds from borrowings S$'000 | Principal and interest S$'000 | Non-cash changes: Adoption of IFRS 16 S$'000 | Non-cash changes: Interest expense S$'000 | Non-cash changes: Addition during the year S$'000 | Non-cash changes: Foreign exchange movement S$'000 | 31 March 2020 S$'000 |
|---|---|---|---|---|---|---|---|---|
| Bank borrowings | 9,110 | 6,233 | (7,446) | – | 337 | – | 91 | 8,325 |
| Finance lease liabilities | 2,964 | – | – | (2,964) | – | – | – | – |
| Lease liabilities | – | – | (1,364) | 3,126 | 100 | 535 | – | 2,397 |
| | 12,074 | 6,233 | (8,810) | 162 | 437 | 535 | 91 | 10,722 |

## 31. IMPACT OF COVID-19

The lingering effects of COVID-19 have disrupted the Group's business operations and management has pivoted its efforts adapting to rapidly changing market conditions. The Group will continue to monitor its operations and the market as the effects COVID-19 create and prolong uncertainties on the Singapore economy. Management will evaluate its impact on the financial position and operating results of the Group. As at the date on which this set of financial statements were authorised for issue, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19.

## 32. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

### Balance sheet of the Company

| | Note | As at 31 March<br>2021<br>S$'000 | <br>2020<br>S$'000 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Investments in subsidiaries | | * | * |
| | | * | * |
| **Current assets** | | | |
| Amount due from subsidiaries | | **13,475** | 6,379 |
| Prepayments | | **27** | 28 |
| Cash and cash equivalents | | **62** | 98 |
| **Total assets** | | **13,564** | 6,505 |
| **Equity and liabilities** | | | |
| **Equity attributable to owners of the company** | | | |
| Share capital | | **890** | 890 |
| Share premium | | **8,544** | 8,544 |
| Retained earnings/(accumulated losses) | | **4,087** | (2,977) |
| **Total equity** | | **13,521** | 6,457 |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| Trade and other payables | | **24** | 48 |
| Current income tax liabilities | | **19** | – |
| **Total liabilities** | | **43** | 48 |
| **Total equity and liabilities** | | **13,564** | 6,505 |

* Amount less than S$1,000.

The balance sheet of the Company was approved by the Board of Directors on 22 June 2021 and was signed on its behalf:

| | |
|---|---|
| **Ma Chin Chew** | **Lim Siok Eng** |
| *Director* | *Director* |

## 32. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY *(Continued)*

| | (Accumulated losses)/retained earnings S$'000 |
|---|---|
| At 1 April 2019 | (1,834) |
| Loss for the year | (1,143) |
| **At 31 March 2020** | (2,977) |
| At 1 April 2020 | (2,977) |
| Profit for the year | 7,064 |
| **At 31 March 2021** | **4,087** |

# Financial Summary

## RESULTS

| | **2021 S$'000** | 2020 S$'000 | 2019 S$'000 | 2018 S$'000 | 2017 S$'000 |
|---|---|---|---|---|---|
| Revenue | **52,453** | 46,252 | 33,295 | 25,123 | 19,914 |
| Profit before tax | **8,511** | 5,996 | 1,967 | 936 | 1,941 |
| Income tax expense | **(1,049)** | (838) | (402) | (463) | (193) |
| Profit for the year | **7,462** | 5,158 | 1,565 | 473 | 1,748 |

## ASSETS AND LIABILITIES

| | **2021 S$'000** | 2020 S$'000 | 2019 S$'000 | 2018 S$'000 | 2017 S$'000 |
|---|---|---|---|---|---|
| Total assets | **58,712** | 43,540 | 39,654 | 25,022 | 22,875 |
| Total liabilities | **24,469** | 16,759 | 18,031 | 13,365 | 11,691 |
| Total equity | **34,243** | 26,781 | 21,623 | 11,657 | 11,184 |