VIVIDTHREE HOLDINGS LTD.

CREATING NEW MEDIA ACROSS CHANNELS

2021 ANNUAL REPORT

CONTENTS

This Annual Report has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Limited.

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

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

CREATING NEW MEDIA ACROSS CHANNELS

OUR UNIQUE MODEL GIVES US ACCESS TO THE BEST TALENT THAT BRINGS THE HIGHEST QUALITY DIGITAL EXPERIENCE BEYOND THE ORDINARY.

WE CONNECT, DELIVER AND EXPLORE NEW MEDIA ACROSS CHANNELS TO CREATE THE NEXT GENERATION OF DIGITAL ENTERTAINMENT

CREATING A MULTITUDINAL ENTERTAINMENT EXPERIENCE

AS THE WORLD ADJUSTS TO A NEW DIGITAL NORMAL, DIGITAL SOLUTIONS SUCH AS ONLINE STREAMING, AUGMENTED AND VIRTUAL REALITY TECHNOLOGIES WILL BE USED TO DELIVER COMPELLING, ON-DEMAND CONTENT TO A WIDER AUDIENCE IN A COST-EFFICIENT MANNER.

CORPORATE PROFILE

Vividthree Holdings Ltd. (“**Vividthree**” or together with its subsidiaries, the “**Group**”), founded in 2006, as a creative studio that produce content across different medium and platforms with the principle for entertainment, learn and train. With a culmination of 14 years of work, together with a regional network and a team of digital specialists, we created contents with storytelling, leveraged on cutting-edge technologies, including the genres of virtual reality, augmented reality, and mixed reality to develop bespoke multi-media experiences. Vividthree provides services for brands and trades that require quality content production, for a worldwide audience.

DIGITAL CONTENT

MICE EXPERIENCES

CONSUMER ENTERTAINMENT

FY 2021

REVENUE
2.03 ($'million)

GROSS LOSS
1.63 ($'million)

NET LOSS
4.51 ($'million)

TOTAL ASSETS
29.91 ($'million)

NET ASSETS
20.16 ($'million)

FINANCIAL HIGHLIGHTS

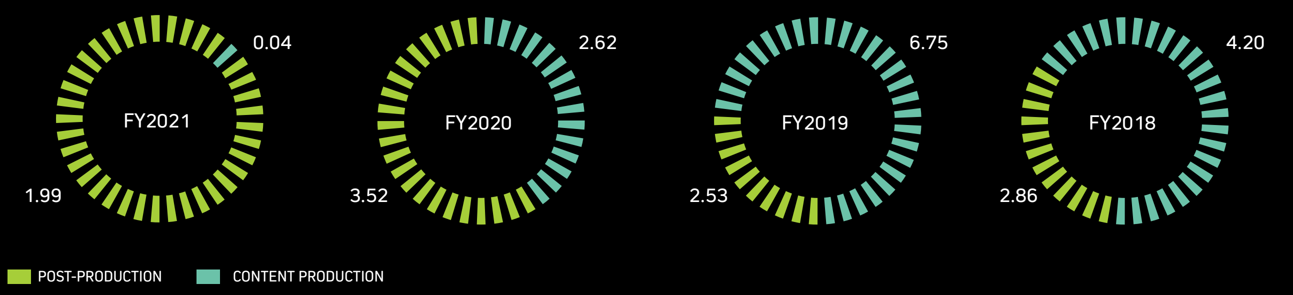
REVENUE ($'million)

GROSS PROFIT/(LOSS) ($'million)

NET PROFIT/(LOSS) ($'million)

NET ASSETS ($'million)

REVENUE BREAKDOWN BY SEGMENTS ($'million)



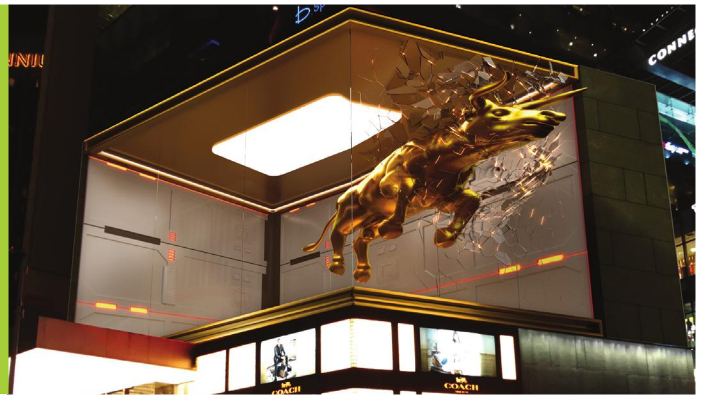
OUR BUSINESS

AS A REGIONAL FORERUNNER OF CONTENT CREATION IN IMMERSIVE MEDIA, VIVIDTHREE SEEKS TO CREATE THE BEST INVIGORATING EXPERIENCE THROUGH ITS CONSTANT INNOVATION AND INTEGRATION OF NEW TECHNOLOGY

MOTION

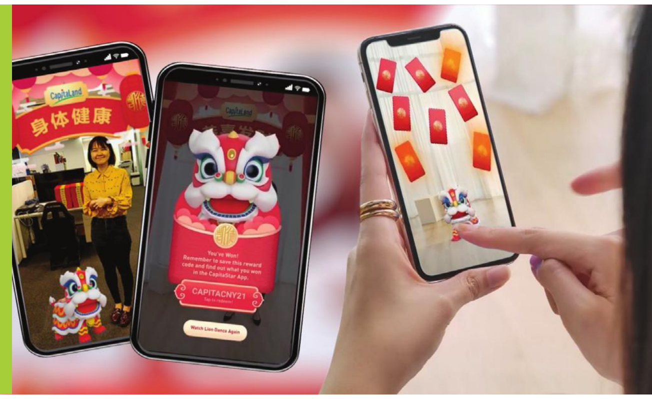
POST-PRODUCTION

PROJECTION



LIVE ACTION

IMMERSIVE AR



OUR BUSINESS

CONTENT PRODUCTION

Vividthree produces stimulating and engaging content production in diverse formats in both the digital and physical spaces.

As a forerunner in content production, Vividthree has invested considerable effort in the creation of an ecosystem of contents that exist both online, and offline in live experiences.

Disney+ Hotstar Launch in Malaysia © 2021 MARVEL

ONLINE DIGITAL PLATFORM

ComicVid is an online Over The Top ("**OTT**") platform that features animated comic created by some of the best talents from the region under the representation of Vividthree.

The platform provides good quality entertainment for consumers, and a nurturing platform for the young comic artists.

Vividthree's network offers an opportunistic possibility for some of the work to be produced as an entertainment series or a live thematic experience.

LIVE THEMATIC EXPERIENCE

With the accessibility to a wide network of IP, Vividthree creates a live thematic experience that is flavoured with impressive multimedia treatment.

The Train to Busan Virtual Reality Thematic Experience, Escape Room and Horror House have kickstarted Vividthree's venture into this expanse of content origination.

Vividthree is working on developing a mix of familiar IP, and original IP in this space, and has tapped on the same expertise to help agencies to relate brand stories commercially.

POST-PRODUCTION

Equipped with state-of-the-art post-production facilities and a professional team of specialists, Vividthree offers a professional environment for directors and producers to realise their creative visual vision.

FINANCIAL REVIEW

REVIEW OF THE GROUP'S FINANCIAL PERFORMANCE

REVENUE

In the financial year ended 31 March 2021 ("**FY2021**"), the Group's revenue declined by $4.11 million or 66.9%, from $6.14 million in the financial year ended 31 March 2020 ("**FY2020**") to $2.03 million in FY2021 mainly due to the adverse impact from the outbreak of the COVID-19 pandemic since the fourth quarter of previous financial year (i.e. January 2020). The circuit breaker and other control measures implemented in the countries which the Group operates in, including Singapore, Malaysia and China, led to the disruption of the Group's business operations continually.

Revenue declined in FY2021 was attributable to both of the Group's business segment.

(i) Revenue from Post-production segment achieved $1.99 million in FY2021 from $3.52 million in FY2020, decreased by $1.53 million or 43.5%. The decrease was due to lesser projects completed as compared to previous financial year. Notwithstanding the COVID-19 pandemic impact on the Group, this segment delivered and completed several projects during FY2021.

(ii) Content Production segment recorded a low revenue of $0.04 million in FY2021 as compared to $2.62 million in FY2020. In FY2021, the continuing travel restrictions and safe social distancing measures across the countries which the Group operates in, have resulted in a number of Meetings, Incentives, Conferences, Exhibitions ("**MICE**") and tour show projects to be postponed and several customers have been taking "wait-and-see" approach to COVID-19. Hence, lower revenue has been recorded in this segment.

COST OF SALES

Cost of sales decreased slightly by approximately $0.42 million or 10.3%, from $4.08 million in FY2020 to $3.66 million in FY2021. The decrease in cost of sales was in line with the decrease in revenue. The Group's direct production cost of sales and direct staff costs decreased approximately by $1.05 million and $0.21 million respectively. This was partially offset by fixed amortisation charges which saw an increase in amortisation by approximately $0.89 million due to additional intangible assets acquired in FY2021.

GROSS (LOSS)/PROFIT

As a result of the above, the Group's revenue from both business segments declined significantly due to the adverse impact of COVID-19 pandemic, with recurring fixed costs (for e.g. depreciation and amortisation charges) and direct staff costs, the Group recorded a gross loss of approximately $1.63 million in FY2021 as compared to a gross profit of $2.05 million in FY2020.

OTHER INCOME

Other income increased by approximately $0.83 million, from $0.12 million in FY2020 to $0.95 million in FY2021 mainly due to the increase in government grants from Jobs Support Scheme (''**JSS**'') of approximately $0.79 million.

OTHER (LOSSES)/GAINS – NET

Other (losses)/gains, recorded net losses of $1.29 million in FY2021 as compared to $0.12 million in FY2020, an increase of approximately $1.17 million arising from:

(i) provision for expected credit losses on financial assets (i.e. trade receivables) of $1.30 million mainly attributable to Content Production segment's trade receivables as affected by COVID-19 pandemic; and

(ii) net fair value loss on investment in financial assets of $0.08 million.

The above losses were partially offset by gains on foreign exchange of $0.09 million."

ADMINISTRATIVE EXPENSES

The Group has implemented cost saving measures in the second quarter of FY2021 which saw administrative expenses reduced by $0.47 million or 16.4%, from approximately $2.86 million in FY2020 to $2.39 million in FY2021. The decrease was largely due to decrease in staff costs of $0.15 million due to group-wide salary reduction and other administrative expenses of $0.36 million. This was partially offset by the increase in other administrative expenses including computer software renewal expenses, depreciation and amortisation charges of approximately $0.05 million.

FINANCE EXPENSES

Finance expenses increased by $0.16 million, from $0.02 million in FY2020 to $0.18 million in FY2021 which was in line with the increase in bank borrowings in FY2021.

LOSS BEFORE INCOME TAX

For the reasons set out above, the Group recorded a loss before tax of approximately $4.55 million in FY2021 as compared to a loss before tax of $0.83 million in FY2020.

REVIEW OF THE GROUP'S FINANCIAL POSITION

CURRENT ASSETS

Current assets decreased by approximately $4.11 million or 26.2%, from $15.66 million as at 31 March 2020 to $11.55 million as at 31 March 2021 mainly due to:

(i) net reduction in trade and other receivables of approximately $2.99 million, from $6.72 million as at 31 March 2020 to $3.73 million as at 31 March 2021. The reduction is in line with the lower revenue in FY2021 and additional provision for expected credit losses on receivables for approximately $1.30 million also contributed to lower trade and other receivables;

(ii) net reduction in deposits and prepayments of approximately $0.41 million;

FINANCIAL REVIEW

(iii) net cash utilisation of approximately $0.76 million as described in the commentary section of "Review of the Group's Cash Flow Statement"; and

these were partially by an increase in:

(iv) other current assets of $0.05 million (i.e. refers to cost incurred in on-going projects) due to production costs incurred for on-going projects.

NON-CURRENT ASSETS

Non-current assets increased by approximately $4.98 million or 37.2%, from $13.39 million as at 31 March 2020 to $18.37 million as at 31 March 2021 mainly due to:

(i) additions to plant and equipment of approximately $0.06 million;

(ii) additions to intangible assets of $6.76 million comprising:

- completed acquisition of new IP, Silent Horror amounted to $0.90 million. Included in this amount, $0.50 million was reclassified from deposit which was incurred in the previous financial year;
- acquired rights of $5.69 million which allow the Group to participate in project's revenue as well as the potential opportunities for the Group in providing content and post-production services to these projects. Included in this amount, $0.80 million was reclassified from deposit which was incurred in the previous financial year;
- development costs on Comic Vid apps and its contents amounted to $0.17 million;

these were partially offset by:

(iii) depreciation charges on plant and equipment of $0.40 million and right-of-use of assets of $0.22 million;

(iv) amortisation charges on intangible assets of $1.12 million; and

(v) recognition of net fair value losses of $0.80 million on investment in financial assets.

CURRENT LIABILITIES

Current liabilities increased by approximately $1.00 million or 25.9%, from $3.86 million as at 31 March 2020 to $4.86 million as at 31 March 2021 mainly due to increases in:

(i) net drawdown of short-term bank borrowing of $0.67 million;

(ii) contract liabilities of $0.54 million due to progress billing for on-going projects; and

these were partially offset by a decrease in:

(iii) trade and other payables of $0.21 million due to reduction in payables and accruals.

NON-CURRENT LIABILITIES

Non-current liabilities increased by approximately $4.36 million or 822.6%, from $0.53 million as at 31 March 2020 to $4.89 million as at 31 March 2021. The increase was mainly due to an increase in:

(i) net drawdown of long-term bank borrowing of $4.56 million; and

these were partially offset by a decrease in:

(ii) net lease liabilities of $0.20 million due to repayment of lease liabilities.

REVIEW OF THE GROUP'S CASH FLOW STATEMENT

OPERATING ACTIVITIES

Net cash outflows from operating activities before changes in working capital amounted to approximately $1.39 million in FY2021 (FY2020: net cash inflow of $0.10 million). The changes in working capital in FY2021 amounted to inflows of approximately $1.30 million which comprises of reductions in trade and other receivables, increase in contract liabilities, tax refund and interest received. The inflows from these working capital were partially offset with increases in deposits and prepayments, other current assets, and reductions in trade and other payables. Accordingly, the Group's net cash outflows used in operating activities amounted to $0.09 million in FY2021 compared to net cash inflows of approximately $1.48 million in FY2020.

INVESTING ACTIVITIES

Net cash used in investing activities amounted to approximately $5.52 million in FY2021 as compared to $5.25 million in FY2020. The net cash used in investing activities in FY2021 was mainly arising from:

(i) intangible assets of $5.46 million comprising:

- newly completed acquisition of IP, Silent Horror amounted to $0.40 million, being the remaining balance purchase price;
- acquired rights of $4.89 million which allow the Group to participate in project's revenue as well as the potential opportunities for the Group in providing content and post-production services to these projects;
- development costs on Comic Vid apps and its contents amounted $0.17 million; and

(ii) additions of plant and equipment of $0.06 million.

FINANCING ACTIVITIES

Net cash inflows generated from financing activities amounted to approximately $4.87 million in FY2021 as compared to $1.49 million in FY2020. This was mainly due to proceeds of $6.00 million from drawdown of bank borrowings which was partially offset by:

(i) payment of interests on bank borrowings of $0.18 million;

(ii) repayment of short-term bank borrowings of $0.77 million; and

(iii) repayment of operating lease liabilities of $0.18 million.

GROUP STRUCTURE

VIVIDTHREE HOLDINGS LTD.

100%
VIVIDTHREE PRODUCTIONS PTE. LTD.
(SINGAPORE)

100%
VIVIDTHREE CO., LTD.
蔚视丰隆文化发展（上海）有限公司
(SHANGHAI)

55%
V&N ENTERTAINMENT PTE. LTD.
(SINGAPORE)

100%
VIVIDTHREE PRODUCTIONS SDN. BHD.
(MALAYSIA)

POSITIONED TO DELIVER EVERY EXTRAORDINARY EXPERIENCE

WE TRANSFORM THE ENTERTAINMENT INDUSTRY WITH DIGITAL TECHNOLOGY. LEVERAGING OUR STRENGTHS IN POST-PRODUCTION SERVICES, WE ENABLE DIGITAL TRANSFORMATION BY INTEGRATING VISUAL EFFECTS, COMPUTER-GENERATED IMAGERY SERVICES AS WELL AS VIRTUAL REALITY ("VR") AND AUGMENTED REALITY ("AR"). WE OFFER OUR CLIENTS THE CREATIVE INPUTS AND TECHNOLOGICAL EXPERTISE NEEDED TO CREATE THE FUTURE OF DIGITAL ENTERTAINMENT.

CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT

DEAR SHAREHOLDERS,

FY2021 has been a profoundly challenging period for many organisations in our industry, as commercial activity grounded to a halt with COVID-19 lockdowns.

Likewise, Vividthree Holdings Ltd. ("**Vividthree**" or "**the Group**") has experienced significant slowdowns in both the Post-production and Content Production segments, with the latter nearing a standstill as most outdoor and large-scale events are prohibited by local authorities. Given current pandemic situation, we expect Post-production to be the Group's main source of income during this period, and we will channel our resources to secure more of such projects around the region to boost our Post-production orderbook. In the meantime, Vividthree has ample liquidity to meet its fiscal responsibilities and operating capital requirements, and will continue to exercise cost-containment measures and prudent cash management.

Prior to the outbreak of COVID-19, the Group has built up our portfolio of IPs for our Content Production segment, and our over-the-top ("**OTT**") online digital platform, ComicVid. Our portfolio of quality IPs include the likes of "Silent Horror", a popular webcomic series with a supernatural horror theme, that has amassed over 92 million views online since February 2015. While the growth of our Content Production segment has been temporarily derailed due to the pandemic, we are cautiously optimistic about the long term outlook for the segment, and believe our portfolio of quality IPs will position the Group for the eventual recovery post-COVID-19.

As we look forward to the new financial year, Vividthree will adapt to the evolving landscape to implement our long-term strategy and build on our strengths to develop new, exciting projects. I would like to thank the management team and staff for their dedicated efforts over the last financial year, as well as shareholders for their continued support in the Group.

DR HO CHOON HOU
INDEPENDENT DIRECTOR
AND CHAIRMAN

CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT

MR CHARLES YEO
Managing Director

DR HO CHOON HOU
Independent Director and Chairman

It has been more than a year since COVID-19 wreaked havoc on the economy, adversely impacting businesses across most industries to different degrees. Vividthree has not been spared. A number of the Group's other projects have also been deferred, as customers adopt a "wait-and-see" approach to resuming business activities. Nonetheless, we are focused on remaining nimble by adapting our strategies to navigate this tough operating environment.

FY2021 FINANCIAL PERFORMANCE

FY2021 revenue declined 66.9% year-on-year ("**YoY**") to $2.03 million on lower Post-production and Content Production revenue. The Group reported a net loss of $4.51 million and a Loss Before Interest, Tax, Depreciation and Amortisation ("**LBITDA**") of $2.63 million. The Group will focus on maintaining strong relationships with its clients and stakeholders in preparation for a post-pandemic recovery.

STRONG MOMENTUM TO BOOST POST-PRODUCTION UNIT

Notwithstanding the impact of the pandemic on the Group, the Post-production segment delivered and completed several projects during FY2021. In February 2021, the Group received very positive feedback for its 3D visual portrayal of the realistic golden bull charge project at Pavilion KL during the Chinese New Year period, which is a tremendous validation of the Group's expertise in creating special effects and computer-generated imagery, and this has helped to generate several new project opportunities. Riding on the positive momentum of the project, the Group will focus on securing more projects around the region, such as the co-production of two local animation projects with Mirage Works – Tiga Adiwira and Silent Horror – which was announced on 12 November 2020. Tiga Adiwira is Malaysia's first-ever travel animated film, where three rivals in silat are transported to a different world in another dimension and must fight off evil forces to rebuild peace in their world. Silent Horror, a popular supernatural horror webcomic series which we hold the IP to, has amassed over 92 million views online.

STRENGTHENING ITS PORTFOLIO OF PROJECTS AND IPS

For the Content Production segment, the Group is ready to participate in various projects where it is permitted by the local authorities. In July 2020, the Group incorporated a 55% owned-subsidiary, V&N Entertainment Pte. Ltd. ("**V&N**"), with Quebec Leisure International Pte. Ltd. ("**Quebec**"), to jointly develop, curate, bid for and produce thematic experiential content and event projects in Singapore, as well as the region. As the events and entertainment arm of NTUC Club, Quebec brings to the partnership an extensive network of members and resources from the numerous brands under the NTUC Club, such as Downtown East, Orchid Country Club, and Marina Bay Golf Course. The incorporation of V&N is an important step in strengthening our portfolio of consumer entertainment and immersive experience projects. We will also tap on the resources of our parent company, mm2 Asia Ltd., to provide complete integrated content for the partnership. V&N's first project was the Masters of Speed Go-Kart Time Attack at The Karting Arena, Singapore's first electric Go-Kart Circuit, held from 1 November to 26 December 2020. On 19 September 2020, the Group inaugurated The Beethoven Experience《真情无界：纪念贝多芬诞辰250周年声音交互艺术体验大展》at the Shanghai Concert Hall in China. This exhibition celebrates the 250th anniversary of Beethoven's birth. The exhibition will tour other Chinese provinces with the appropriate safety measures in place.

During the financial year, the Group also secured the exclusive rights from the IP rights owner of Train to Busan – Contents Panda ("**Contents Panda**") – Next Entertainment World's ("**NEW**") international business division – to develop a immersive experience show for Peninsula, the sequel to the 2016 Korean zombie box office hit. This includes various-concept virtual reality ("**VR**") shows, including immersive experiences, like escape missions and themed-house experiences. Vividthree has successfully executed the first-of-its-kind Train to Busan immersive experiences, bringing the show around China, as well as to Resorts World Genting, Malaysia in November 2019. These initiatives have helped establish a strong pipeline of projects for our Content Production segment, allowing us to remain well-positioned for a robust recovery post-COVID-19.

REMAINING RESILIENT

The COVID-19 situation remains uncertain even as vaccination programs continue apace. The Group is keeping track of the situation and maintaining close communication with its clients, as it looks forward to crystallising its pipeline as swiftly as conditions permit. To remain resilient, the Group has implemented strict operational discipline and other cost-control measures to conserve its cash and strengthen its financial position. On behalf of the Group, I wish to express deep gratitude and appreciation to all our customers, partners, and shareholders for their ongoing trust and support. Together with my team, we will rise to the challenge.

MR CHARLES YEO
MANAGING DIRECTOR

BOARD OF DIRECTORS

DR HO CHOON HOU
Independent Director and Chairman

Dr Ho was appointed to our Board on 23 August 2018. He is currently the Managing Director at Southern Capital Group Private Limited, a private equity firm, where he is responsible for the management of assets as well as the origination and execution of investments for the company's clients. Dr Ho is also currently serving as an independent director of Advanced Holdings Ltd., vice-chairman and non-executive director of Cordlife Group Limited. Both Advanced Holdings Ltd. and Cordlife Group Limited are listed on the SGX-ST. He is also serving as an independent and non-executive director of Mclean Technologies Berhad, which is listed on Bursa Malaysia, and Stemlife Berhad, which used to be listed on Bursa Malaysia. Prior to joining Southern Capital Group Private Limited, from 2004 to 2007, Dr Ho served as a project office head and subsequently deputy director at National Healthcare Group where he was involved in directing special projects and investments and held general management responsibilities.

From 1996 to 2004, Dr Ho was the Registrar, Department of General Surgery, at Tan Tock Seng Hospital where he was responsible for conducting general surgeries. He obtained his Bachelor of Medicine and Bachelor of Surgery from The University of Sheffield in 1996 and his Master of Medicine (Surgery) from the National University of Singapore in 2003. He went on to obtain his Master of Business Administration (Honours) from The University of Chicago (The Graduate School of Business) in 2006.

MR CHARLES YEO
Co-founder and Managing Director

Mr Yeo was appointed to our Board on 7 April 2018. He is responsible for the overall day-to-day management of our Group including business development and strategy, and raising investments for projects. He also provides creative direction and input for our projects.

Mr Yeo has accumulated 14 years of experience in the production and post-production industry, with a special focus on visual effects, since 2003 when he first ventured into the industry with the Group, where he worked together with a production company to produce animated films.

Together with Sky Li and Jay Hong, they grew our Group to more than 40 employees. Mr Yeo graduated from the Nanyang Academy of Fine Arts with an Associate Diploma in Multimedia (Distinction) in 2000, and went on to obtain his Masters of Business Administration from Murdoch University in 2017.

MR JAY HONG
Co-founder and Executive Director
(Visual Effects Director)

Mr Hong was appointed to our Board on 23 August 2018. He is responsible for overseeing our visual effects/3D animation, motion design and other post production departments. He has also accumulated 14 years of experience in the production and post-production industry, with a special focus on visual effects, since 2003 when he first ventured into the industry with the Group, where he worked together with a production company to produce animated films.

Together with Charles Yeo and Sky Li, they grew our Group to more than 40 employees. Mr Hong graduated from the Nanyang Academy of Fine Arts with an Associate Diploma in Multimedia in 2000.

MR ROYSON WONG
Independent Director

Mr Wong was appointed to our Board on 23 August 2018. He is currently serving as the managing director of Global Access Logistics Network Pte. Ltd. since 2012. From 2005 to 2011, Mr Wong was the global director (management systems) and subsequently the chief leadership development officer of Agility Public Warehousing Co KSC (headquartered in Kuwait), where his responsibilities included leadership development, implementation of long-range planning and strategy management systems, business excellence and quality management and overseeing the internal audit function. Prior to that, he was the finance director and subsequently the deputy group managing director of Trans-Link Express Pte Ltd (now known as Agility Logistics Holdings (S) Pte. Ltd.), where he was responsible for overseeing the overall business operations, including the finance and corporate matters as well as human resource and information technology.

Mr Wong obtained his Bachelor of Accountancy from the University of Singapore (now known as the National University of Singapore) in 1979, and his Master of Science (Management of Technology) from the National University of Singapore in 2002. He is a Certified Public Accountant with CPA Australia since 2004, and a Chartered Accountant with the Institute of Singapore Chartered Accountants since 2005.

MR CHANG LONG JONG
Non-Executive Director

Mr Chang was appointed to our Board on 23 August 2018. He is the CEO of mm2 Asia since April 2017, where he is responsible for overseeing and managing the group's business operations as well as sourcing new business opportunities for the mm2 Asia group. From 2005 to 2011, Mr Chang was the deputy CEO, TV Cluster of the Mediacorp group where he was overseeing its television and production business.

From 2011 to 2017, Mr Chang was the deputy CEO, and also became the chief customer officer of the Mediacorp group in 2015, where he was overseeing its media businesses including the television, radio, newspaper, digital and live events segments. Mr Chang is also a Board Director and Chairman of the HR Committees of Thye Hua Kwan Moral Charities and Thye Hua Kwan Nursing Home Ltd. He graduated from the National University of Singapore in 1985 with a Bachelor of Engineering (Civil).

MR FREDDY ER
Non-Executive Director

Mr Er was appointed to our Board on 23 August 2018. He served as a counsellor (investment and corporate finance advisory) with Apex Capital Group Pte. Ltd. from 2015 till 2020, where he was responsible for identifying and providing investment strategies and advising on corporate finance, and mergers and acquisitions, and overseeing the group's investment portfolios. From 2011 to 2017, Mr Er was the director for strategic investments and projects of Transocean Oil Pte. Ltd., where his responsibilities included identifying investment opportunities and managing the group's investment portfolio. Prior to that, from 2009 to 2011, Mr Er was a director with Bank of Singapore where he managed clients' investment portfolios and ensured compliance with regulatory guidelines.

From 2007 to 2009, he was the senior vice-president and head (high net-worth business development Singapore insurance business) with The Great Eastern Life Assurance Company Limited, where his responsibilities included overseeing and managing the business unit team to ensure efficient and effective transaction processing and delivery of services, as well as ensuring compliance with risk management guidelines.

Mr Er obtained a Diploma in Life Insurance from the Singapore Insurance Institute in 1994, and successfully passed The Institute of Banking and Finance's Capital Markets and Financial Advisory Services, Rules and Regulations for Dealings in Securities (Module 1B) in 2009.

MANAGEMENT

MR JED MOK
Chief Executive Officer

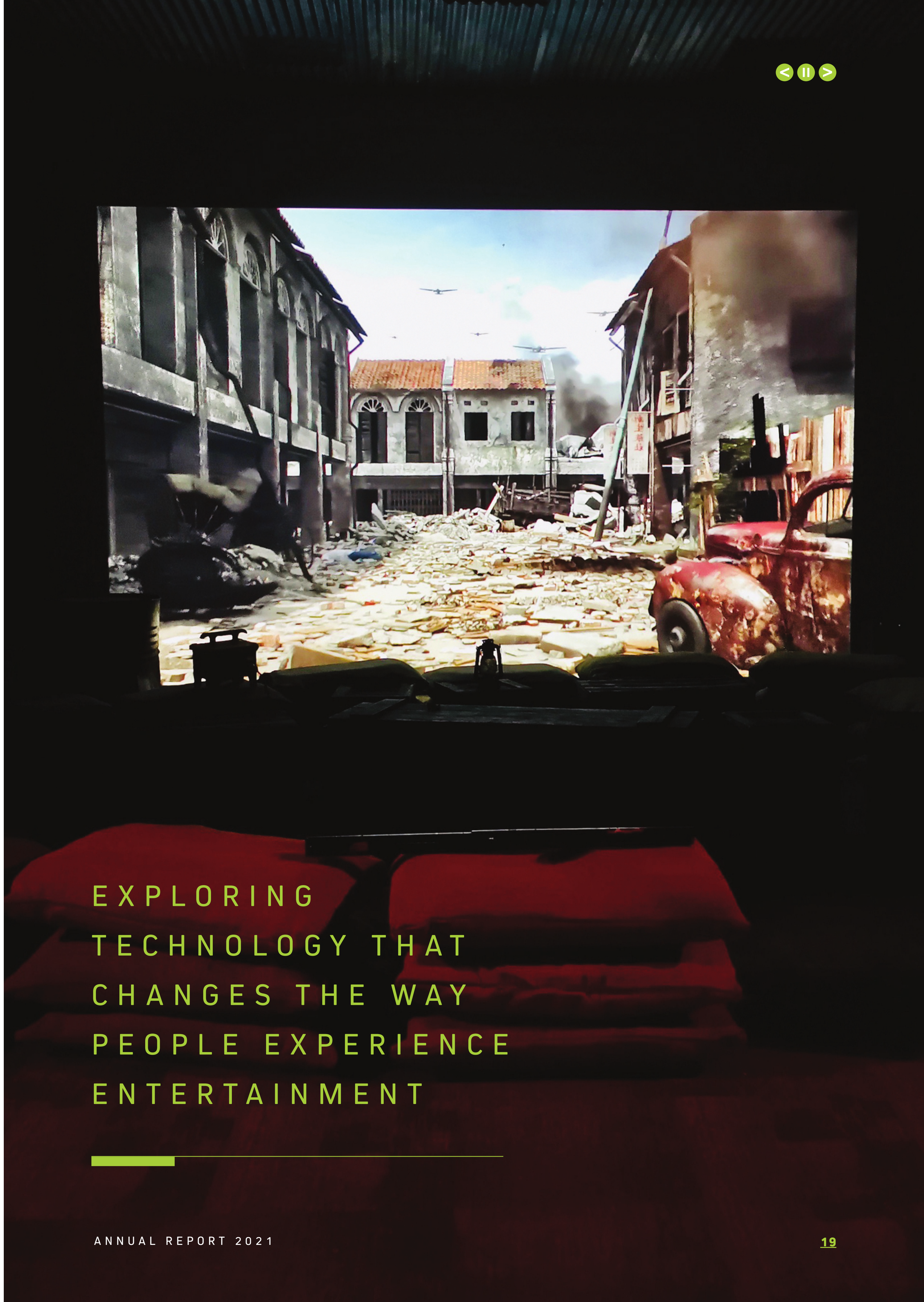
Mr Mok is responsible for overall day-to-day management of our Group. He has over 20 years of experience in the media industry, with his most recent experience being concurrently appointed as the head of integrated experience of mm2 Asia and the CEO of Dick Lee Asia Pte. Ltd. in March 2018 before joining our Group in May 2018. Prior to that, from 2013 to March 2018, Mr Mok was the general manager for creative and strategy with Pico Art International Pte. Ltd. where he oversaw the development of business strategies and creative solutions for clients.

MR SKY LI
Co-founder and Chief Operating Officer

Mr Li is responsible for overseeing our overall operation, sales and project management responsibilities. He has over 16 years of experience in the production and post-production industry, with a special focus on visual effects since 2003 when he first ventured into the industry with the Group, where he worked together with clients to produce motion animated videos and visual effects films. He is also a committee member of the Curriculum Development Advisory Committee of Nanyang Academy of Fine Arts' School of Art and Design – Design and Media Programme and as well as a member of the Bukit Batok Secondary School Advisory Committee.

MR KOK POOI WAI
Financial Controller

Mr Kok is responsible for overseeing the accounting and finance function of our Group. He has over 12 years of accumulated experience in the Big Four audit firm as well as commercial experiences in various industries. Prior to joining the Group, he was a group senior finance manager of a listed property developer company and a city developer company in Malaysia. He is a member of the ACCA and is a Chartered Accountant of the Malaysia Institute of Accountants.



CORPORATE INFORMATION

BOARD OF DIRECTORS
Ho Choon Hou
(Independent Director and Chairman)
Yeo Eng Pu, Charles
(Managing Director)
Hong Wei Chien
(Executive Director)
Wong Kim Soon Royson
(Independent Director)
Chang Long Jong
(Non-Executive Director)
Er Song Ngueng
(Non-Executive Director)

AUDIT COMMITTEE
Wong Kim Soon Royson (Chairman)
Ho Choon Hou
Er Song Ngueng

REMUNERATION COMMITTEE
Ho Choon Hou (Chairman)
Wong Kim Soon Royson
Chang Long Jong

NOMINATING COMMITTEE
Wong Kim Soon Royson (Chairman)
Ho Choon Hou
Yeo Eng Pu, Charles

SECRETARY
Yap Peck Khim (ACS, ACIS)

RREGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS
1093 Lower Delta Road
#05-10 Singapore 169204

Tel: 65 6270 0818
Fax: 65 6270 0838

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No.8, Jalan PJU 8/8A,
Bandar Damansara Perdana,
47820 Petaling Jaya Selangor, Malaysia

SHARE REGISTRAR
B.A.C.S. Private Limited
8 Robinson Road #08-00
ASO Building Singapore 048544

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

Director-in-charge:
Chin Chee Choon
(Appointment with effect from financial year ended 31 March 2019)

CONTINUING SPONSOR
Hong Leong Finance Limited
16 Raffles Quay, #01-05
Hong Long Finance Building
Singapore 048581

PRINCIPAL BANKERS
United Overseas Bank Limited
80 Raffles Place
UOB Plaza
Singapore 048624

Hongkong and Shanghai Banking Corporation
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CORPORATE GOVERNANCE REPORT

The Board of Directors (the "**Board**") of Vividthree Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") are firmly committed to set in place corporate governance practices to provide the structure through which the objectives of protection of shareholders' interests and enhancement of long-term sustainability of the Group's business and performance are met.

This report outlines the Group's main corporate governance structures and practices that were in place throughout and/or during the financial year ended 31 March 2021 ("**FY2021**") or which will be implemented and where appropriate, with specific reference made to the Code of Corporate Governance 2018 (the "**Code**"). The Company has provided explanations for deviation from the Code.

BOARD MATTERS

The Board's Conduct of Affairs

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

The Board's primary role is to protect and enhance long-term shareholder value. It sets the overall strategy for the Group and supervises management ("**Management**"). To fulfil this role, the Board sets the Group's strategic direction, establishes goals for the Management and monitors the achievement of these goals, thereby taking responsibility for the overall corporate governance of the Group.

The principal functions of the Board, apart from its statutory responsibilities, include:

– providing entrepreneurial leadership and setting the overall strategy and direction of the Group, consider sustainability issues, e.g. environmental and social factors as part of its strategic formulation;

– reviewing and overseeing the management of the Group's business affairs, financial controls, performance and resource allocation;

– approving the Group's strategic plans, key business initiatives, acquisition and disposal of assets, significant investments and funding decisions and major corporate policies;

– overseeing the processes of risk management, financial reporting and compliance and evaluating the adequacy of internal controls and safeguarding the shareholders' interests and the Group's assets;

– approving the release of the Group's half-year and full-year financial results, related party transactions of material nature;

– appointing Directors and key management personnel ("**Key Management Personnel**"), including the review of performance and remuneration packages; and

– assuming the responsibilities for corporate governance.

All Directors are obliged to objectively discharge their duties and responsibilities at all times and make objective decisions in the interests of the Company.

To assist in the execution of its responsibilities, the Board is supported by three Board Committees, namely, the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively the "**Board Committees**"). These Board Committees operate within clearly defined terms of reference and they play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the Board Committees are reviewed on a regular basis to ensure their continued relevance.

The Board holds regular scheduled meetings to review the Group's key activities, business strategies, funding decisions, financial performance and to approve the release of the results of the Group. Ad-hoc meetings are convened when circumstances require. The Board also approves transactions through circular resolutions which are circulated to the Board together with all relevant information to the proposed transaction. Meetings via telephone or video conference are permitted by the Company's Constitution.

Directors are provided with board papers and related materials, background or explanatory information relating to matters to be brought before the Board, prior to each Board and Board Committee meetings to enable the Board to make informed decisions. The Board also has separate and independent access to Management, the Company Secretary and external advisors (if necessary). Directors are entitled to request additional information from Management as and when required.

The number of meetings held and the attendance of each member at the Board's meetings and Board Committees' meetings for FY2021 are as follows:

Name of Directors	Board		AC		NC		RC	
	No. of meetings		No. of meetings		No. of meetings		No. of meetings	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Ho Choon Hou	3	3	3	3	1	1	1	1
Yeo Eng Pu Charles ("**Charles Yeo**")	3	3	NA	NA	1	1	NA	NA
Hong Wei Chien ("**Jay Hong**")	3	3	NA	NA	NA	NA	NA	NA
Wong Kim Soon Royson ("**Royson Wong**")	3	3	3	3	1	1	1	1
Chang Long Jong	3	3	NA	NA	NA	NA	1	1
Er Song Ngueng ("**Freddy Er**")	3	3	3	3	NA	NA	NA	NA

Notes:
NA – Not applicable

The Group has adopted a set of internal guidelines setting forth the financial authorisation and approval limits for investments, acquisitions and disposals. Transactions falling outside the ordinary course of business and where the value of a transaction exceeds these limits have to be approved by the Board.

Matters requiring the Board's decision and approval include the following:

(1) Approval of the Group's major investments/divestments and funding decisions;

(2) Approval of the Group's financial updates, half-year and full-year financial result announcements for release via the SGXNet;

(3) Approval of any agreement which is not in the ordinary course of business;

(4) Approval of any major borrowings or corporate guarantees in relation to borrowings;

(5) Entering into any profit-sharing arrangement;

(6) Incorporation or dissolution of any subsidiary;

(7) Issuance of shares or declaration of dividends;

(8) Approval of the annual report and audited financial statements;

(9) Convening of general meetings;

(10) Approval of corporate strategies;

(11) Approval of material acquisitions and disposal of assets; and

(12) Approval of announcements or press releases concerning the Group for release via the SGXNet.

The Directors are also updated regularly with changes to the SGX-ST Catalist Rules, risk management, corporate governance, insider trading and the key changes in the relevant regulatory requirements and financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as Board or members of the Board Committees.

New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are circulated to the Board. The Company Secretary informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the independent auditor update the AC and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

The Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of their Directors' duties and responsibilities. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with such regulatory changes, the Company provides opportunities for ongoing education and training on Board processes and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from the SGX-ST Catalist Rules that affect the Company and/or the Directors in discharging their duties.

The Company had arranged for training and provided updates to the Directors and its Management during FY2021, which included the following matters:

(1) Senior Manager Accountability (Global);

(2) Market Conduct (Global);

(3) Conflicts of Interest (Global); and

(4) Information Security and Cyber Risk Awareness (Global).

Newly-appointed Directors would receive appropriate training, if required. The Group provides background information about its history, mission and values to its Directors. In addition, the Management regularly updates and familiarises the Directors on the business activities of the Company during Board meetings. Directors would also be given opportunities to visit the Group's operational facilities and meet with the Management so as to gain a better understanding of the Group's business.

Formal letters of appointment were furnished to every newly-appointed Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as a member of the Board.

Conflict of interest

Every Director of the Company is required to disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group, including any interested persons transactions with the Group, as soon as practicable after the relevant facts have come to his/her knowledge. When there is an actual or potential conflict of interest, the concerned Directors shall, abstain from voting, and recuse themselves from discussion or decision making, on the conflict related matters.

Board Composition and Guidance

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

Currently, the Board comprises six Directors, of whom two are Executive Directors, two Non-Executive Directors and two Independent Directors, as follows:

Name of Directors	Date of first Appointment	Date of Last Re-election	Board	AC	NC	RC
Ho Choon Hou	23 August 2018	27 July 2020	Independent Director and Chairman	Member	Member	Chairman
Charles Yeo	7 April 2018	27 July 2020	Managing Director	–	Member	–
Jay Hong	23 August 2018	29 July 2019	Executive Director	–	–	–
Royson Wong	23 August 2018	29 July 2019	Independent Director	Chairman	Chairman	Member
Chang Long Jong	23 August 2018	29 July 2019	Non-Executive Director	–	–	Member
Freddy Er	23 August 2018	29 July 2019	Non-Executive Director	Member	–	–

As a majority of the Board is made up of Non-Executive Directors, the Company is in compliance with provision 2.3 of the Code. The Chairman is independent and the Independent Directors make up one-third of the Board. Hence, the Board and the NC are satisfied that the Board has substantial independent elements to exercise objective judgment on corporate affairs independently.

Independent Directors

The NC considers an "independent" Director as one who has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company.

The NC has reviewed the independence of each Independent Director annually and is of the view that these Directors are independent.

There is no Independent Director who has served on the Board beyond nine years from the date of his first appointment.

The NC has reviewed the size and composition of the Board. The NC is satisfied that the current size and composition of the Board is appropriate and provides it with adequate ability to meet the existing scope of needs and the nature of operations of the Company, which facilitates effective decision-making. From time to time, the NC will review the appropriateness of the current Board size, taking into consideration the changes in the nature and scope of operations as well as the regulatory environment.

The Board is made up of Directors who are qualified and experienced in various fields including business administration, strategic planning, business management, accounting and finance. Accordingly, the current Board comprises persons who as a group, have core competencies necessary to lead and manage the Group's businesses and operations.

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

The Non-Executive Directors and Independent Directors exercise no management functions in the Group. Although all the Directors have equal responsibility for the performance of the Group, the role of the Non-Executive Directors and Independent Directors is particularly important in ensuring that the strategies proposed by Management are fully discussed, rigorously examined and take into account the long-term interests of not only the shareholders, but also of the employees, customers, suppliers and the communities in which the Group conducts its business. They also review the performance of Management in meeting their goals and objectives and monitor the reporting of their performance. The NC considers its Non-Executive Director and Independent Directors to be of sufficient calibre and size, and their views to be of sufficient weight such that no individual or small group of individuals dominates the Board's decision-making process.

The Company co-ordinates informal meeting sessions for the Non-Executive Directors and Independent Directors to meet as needed without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, Board processes, succession planning as well as leadership development and the remuneration of the Executive Directors.

The profile of each Director is set out on pages 16 and 17 of this Annual Report.

Chairman and Chief Executive Officer

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

The Company practices a clear division of responsibilities between the Chairman and Chief Executive Officer ("**CEO**") to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making. The roles of the Chairman and CEO are separate.

Ho Choon Hou is the Chairman of the Board.

Jed Mok is the CEO of the Company. The Chairman and the CEO are not related.

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The Chairman ensures effective and comprehensive Board discussion on matters brought to the Board including strategic issues. The Chairman supervises the overall business operations and management of the Group as well as business planning and provides executive leadership and supervision to the Key Management Personnel of the Company and the Group.

The responsibilities of the Chairman include:

- scheduling of meetings to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;
- ensuring that Directors receive accurate, timely and clear information, and ensuring effective communication with shareholders;
- ensuring the Group's compliance with the Code; and
- acting in the best interest of the Group and of the shareholders.

The Company Secretary may be called to assist the Chairman in any of the above.

The role of the CEO includes overseeing and managing the business operations especially the production division as well as sourcing new business opportunities for the Group. The CEO would report to the Managing Director.

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

The Board has not appointed any Independent Director to assume the role of a lead independent director as the Chairman is independent and the Independent Directors make up one-third of the Board. Hence, the Board and the NC are satisfied that the Board has substantial independent elements to exercise objective judgment on corporate affairs independently.

Board Membership

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

The NC currently comprises one Executive Director and two Independent Directors, a majority of whom are independent, including the NC Chairman.

Nominating Committee

Royson Wong (Chairman)
Ho Choon Hou
Charles Yeo

The NC has its terms of reference which sets out the duties and responsibilities. It includes the following:

- to make recommendations to the Board on all board appointments, including re-nominations, having regarded the Director's contribution and performance (for example, attendance, preparedness, participation and candour) including, if applicable, as an Independent Director. All Directors should be required to submit themselves for re-nomination and re-election at regular intervals and at least once every three years;

– to determine annually whether or not a Director is independent;

– in respect of a Director who has multiple board representations on various companies, to decide whether or not such a director is able to and has been adequately carrying out his/her duties as director, with regards to the competing time commitments that are faced when serving on multiple boards;

– to review and approve any new employment of related persons and the proposed terms of their employment; and

– to decide how the Board's performance is to be evaluated and to propose objective performance criteria, subject to the approval of the Board, which addresses how the Board has enhanced long-term shareholder value. The Board will also implement a process to be proposed by the NC for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual Director to the effectiveness of the Board (if applicable).

The NC will review the Board's succession plan for Directors. The NC will identify and recommend new Directors to the Board, after considering the necessary and desirable competencies. In selecting potential new Directors, the NC will seek to identify the competencies required as well as evaluate the profession, knowledge and experience of the candidate to enable the Board to fulfil its responsibilities.

The NC may engage consultants to undertake research on, or assess, candidates applying for new positions on the Board, or to engage other independent experts, as it considers necessary to carry out its duties and responsibilities. Recommendations for new Directors are put to the Board for its consideration and/or approval.

The NC makes recommendations to the Board on re-appointment of Directors based on, among others, the Director's attendance record at meetings of the Board and Board Committees, participation at meetings and contributions to the Group's business and affairs.

The NC will also review and where appropriate, the Company will arrange and fund regular trainings for all Directors to ensure that Directors are updated on the latest governance and listing rules. Relevant courses include seminars conducted by the Singapore Institute of Directors or other training institutes.

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

Regulation 117 of the Company's Constitution requires one-third of the Board to retire by rotation at every Annual General Meeting ("**AGM**"). Pursuant to Regulation 122 of the Company's Constitution, Directors of the Company who were newly-appointed by the Board since the last AGM will have to retire at the forthcoming AGM. A retiring Director shall be eligible for re-election at the meeting at which he retires. Each of the retiring Directors had abstained from all discussions and recommendations in respect of their own re-election.

The NC has recommended to the Board that Royson Wong and Chang Long Jong, be nominated for re-election under Regulation 117 at the forthcoming AGM. The Board has accepted the NC's recommendation. Information regarding the Directors nominated for re-election/re-appointment, including the information required under Appendix 7F of the Catalist Rules is given in the "Board of Directors" section, pages 43 to 48 of this Annual Report.

For the financial year under review, the NC is of the view that the Independent Directors of the Company are independent (as defined in the Code) and able to exercise judgment on the corporate affairs of the Group independent from the Management.

Despite some Directors having other Board representations, the NC is satisfied that these Directors are able to and have adequately carried out their duties as Directors of the Company. Currently, the Board has not determined the maximum number of listed Board representations which any Director may hold. The NC and the Board will review the requirement to determine the maximum number of listed Board representations as and when it deems fit.

There are no alternate directors being appointed to the Board.

The key information regarding Directors, such as academic and professional qualifications, Board Committees served, directorships, chairmanships or as a member both present and past held over the preceding three years in other listed companies and other major appointments or its related corporations, whether the appointment is executive or non-executive are set out in pages 41 and 42 of the Annual Report.

Board Performance

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

A formal assessment process is in place to assess the effectiveness of the Board as a whole and its board committees and for assessing the contribution by the Chairman and each individual Director to the effectiveness of the Board.

The NC has adopted the performance evaluation forms recommended by the Singapore Institute of Directors. The evaluations are conducted annually. As part of the process, the Directors will complete the evaluation forms which are collated by the Company Secretary, who will then summarise the results of the evaluation and present it to the NC. Recommendations for improvement are then submitted to the Board for discussion and for implementation in areas where the performance and effectiveness could be enhanced. The appointment and removal of the Company Secretary is a decision of the Board as a whole.

The performance criteria for the board evaluation are in respect of board size and composition, board independence, board's decision making processes, strategic planning, board information and accountability, board performance in relation to discharging its principal functions and financial targets.

The evaluation of the Board is to be performed annually by having all members to complete the Board and Directors' evaluation questionnaires individually, based on the above assessment parameters.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

The RC currently comprises one Non-Executive Director and two Independent Directors, majority of whom are independent, including the RC Chairman.

Remuneration Committee

Ho Choon Hou (Chairman)
Royson Wong
Chang Long Jong

The RC has its terms of reference, setting out their duties and responsibilities, which include the following:

– to recommend the Board a framework of remuneration packages for the Directors and Executive Officers, and to determine specific remuneration packages for each Executive Director and any CEO (or executive of equivalent rank) and Key Management Personnel if such CEO and Key Management Personnel is not an Executive Director, such recommendations are to be submitted for endorsement by the entire Board and should cover all aspects of remuneration, including but not limited to Director's fees, salaries, allowances, bonuses, options and benefits in kind;

– in the case of service contracts (if any) for any Director or Executive Officer, to consider what compensation commitments the Directors' or Executive Officers' contracts of service, if any, would entail in the event of early termination with a view to be fair and avoid rewarding poor performance; and

– in respect of any long-term incentive schemes, including share schemes, as may be implemented, to consider whether any Director should be eligible for benefits under such long-term incentive schemes.

No Director will be involved in determining his own remuneration. The RC has full authority to engage any external professional advice on matters relating to remuneration as and when the need arises. The expense of such services shall be borne by the Company.

The RC recommended, and the Board had approved, the Directors Fees of an aggregate amount of $100,000 for FY2021 for Non-Executive and Independent Directors subject to the approval from shareholders.

There were no remuneration consultants engaged by the Company in FY2021.

In reviewing the service agreements of the Company's Executive Directors and Key Management Personnel, the RC will review the Company's obligations in the event of termination of these service agreements, to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

Level and Mix of Remuneration

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

The RC will take into account the industry norms, the Group's performance as well as the contribution and performance of each Director when determining remuneration packages.

The remuneration for the Executive Directors and certain Key Management Personnel comprise a fixed and variable component. The variable component is performance related and is linked to the Group's performance as well as the performance of each individual Executive Director and Key Management Personnel.

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The Company has adopted the Vividthree Performance Share Plan ("**VV3 PSP**"). The Group's Executive Directors and Non-Executive Directors (including Independent Directors), controlling shareholders or associates of a controlling shareholder are eligible to participate in the VV3 PSP in accordance with the rules of the VV3 PSP except for Chang Long Jong, who is participating in mm2 Asia Ltd.'s existing performance share plan.

The Independent Directors and Non-Executive Directors receive Directors' fees in accordance with their contributions, taking into account factors such as effort and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate the Directors. The Independent Directors and Non-Executive Director shall not be overcompensated to the extent that their independence may be compromised. There are no share-based compensation schemes in place for Independent Directors and Non-Executive Directors.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and Key Management Personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company and the Company should be able to avail itself to remedies against the Executive Directors in the event of a breach of fiduciary duties.

Disclosure on Remuneration

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

The details of the level and mix of remuneration of the Directors of the Group for the services rendered during FY2021 are as follows:

Remuneration Band and Name of Directors	Salary (%)	Bonus (%)	Other Benefits[(1)] (%)	Share Options (%)	Directors' Fees[(2)] (%)	Total (%)
$200,001 to $400,000						
Charles Yeo	73	–	27	–	–	100
$50,001 to $200,000						
Jay Hong	96	–	4	–	–	100
Below $50,000						
Ho Choon Hou	–	–	–	–	100	100
Royson Wong	–	–	–	–	100	100
Freddy Er	–	–	–	–	100	100
Chang Long Jong	–	–	–	–	100	100

Note:
(1) Other benefits refers to employer's contribution to the Central Provident Fund and other allowances
(2) The Directors' fees are subject to approval by the shareholders of the Company at the forthcoming AGM

In view of confidentiality of remuneration matters, the Board is of the opinion that it is in the best interests of the Group not to disclose the exact details of the remuneration of each Directors and Key Management Personnel in the Annual Report and that the disclosure based on the above remuneration bands is appropriate.

(a) For FY2021, there were no terminations, retirement or post-employment benefits granted to Directors and relevant Key Management Personnel other than the standard contractual notice period termination payment in lieu of service.

(b) There were no employees who are substantial shareholders of the Company, or are immediate family members of a Director, CEO or Substantial Shareholder whose remuneration amounts exceed $100,000 per annum during the financial year under review.

The Group has 3 Key Management Personnel (who are not Directors). The remuneration bands of the Key Management Personnel for FY2021 are as follows:

Name of Key Management Personnel	Salary (%)	Bonus (%)	Other Benefits[1] (%)	Share Options (%)	Total (%)
$150,001 to $250,000					
Jed Mok	91	–	9	–	100
Below $150,000					
Sky Li	86	–	14	_	100
Kok Pooi Wai	100	–	–	–	100

Note:
(1) Other benefits refers to employer's contribution to the Central Provident Fund and other allowances

The aggregate remuneration of key management personnel (who are not directors) amounted to $362,388 for FY2021.

The Company is of the view that disclosure of the remuneration of Key Management Personnel who are not directors, will be detrimental to the Group's interest because of sensitivity of remuneration matters and competitive reasons. The non-disclosure of each of the Key Management Personnel's remuneration does not compromise the ability of the Company to meet the Code on good corporate governance as the RC which has a majority of independent directors review the remuneration packages of such Key Management Personnel to ensure that they are fairly remunerated.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

The Board acknowledges its responsibility for the governance of risk and ensures that the Management maintains a sound system of internal controls and effective risk management policies to safeguard the shareholders' investment and the Company's assets. However, the Board also acknowledges that no cost-effective internal control system will preclude all errors and irregularities. The system is designed to manage rather than eliminate risks of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. The internal controls in place will address the financial,

operational, compliance and information technology risks and the objectives of these controls are to provide reasonable assurance that there are no material financial misstatements or material loss, there are maintenance of proper accounting records, financial information is reliable, and assets are safeguarded.

The Management is responsible for designing, implementing and monitoring the risk management and internal control systems within the Group. The Management regularly reviews the Group's business and operational activities to identify areas of significant risks as well as appropriate measures to control and mitigate these risks. Any significant matters are highlighted to the Board and the AC for their deliberation. To further review the adequacy and effectiveness of internal controls, the AC is assisted by various independent professional service providers. The assistance of the internal auditor enabled the AC to carry out assessments of the effectiveness of key internal controls during the year. Material non-compliance or weaknesses in internal controls or recommendations from the internal auditor and independent auditor to further improve the internal controls were reported to the AC, including the Management action plans to be undertaken to address the recommendations.

The AC also follows up on the actions taken by the Management on the recommendations made by the internal auditor and independent auditor arising from their work performed. Based on the reports submitted by the internal and independent auditor received by the AC and the Board, nothing material has come to the attention of the AC and the Board to cause the AC and the Board to believe that the internal controls are not satisfactory, based on the current size and nature of the Company's business.

To further enhance the risk management procedures in place, the Group has engaged its internal auditor, BDO LLP, to establish a structured Enterprise Risk Management ("**ERM**") framework which provides documented guidance on the process for identifying and assessing risks, the adequacy of countermeasures and the manner in which risks are reported to the Board and the AC.

The pilot ERM programme covers the following areas:

(1) ERM policies and procedures

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

(2) Risk Appetite of the Group

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

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

(3) Risk assessment and monitoring

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

The Directors have received and considered the representation letters from the Managing Director and Financial Controller ("**FC**") in relation to the financial information for the year. Associates and joint ventures which the Company does not control are not dealt with for the purposes of this statement. The Managing Director and the FC have assured the Board that:

a. The financial records have been properly maintained and the financial statements for the FY2021 give a true and fair view in all material aspects, of the Group's operations and finances; and

b. The Group's risk management and internal control systems are operating effectively in all material aspects given its current business environment.

Based on the internal controls and risk management systems established and maintained by the Group, work performed by the internal auditor and independent auditor, reviews performed by the Management and the controls and processes which are currently in place, the Board with the concurrence of the AC, is of the opinion that the Group's internal controls and risk management systems are adequate and effective in addressing the financial, operational, compliance and information technology risks of the Group for FY2021.

Audit Committee

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

The AC currently comprises one Non-Executive Director and two Independent Director, majority of whom are independent, including the AC Chairman.

Audit Committee

Royson Wong (Chairman)
Ho Choon Hou
Freddy Er

The Board is of the view that the AC members possess experience in finance and business management which are appropriately qualified, having the relevant accounting or related financial management expertise to discharge their responsibilities. None of the AC members are a former partner or director of the Company's existing auditing firm.

The role of the AC is to assist the Board with discharging its responsibility to safeguard the Company's assets, maintain adequate accounting records, and develop and maintain effective systems of internal control. The AC has full access to the co-operation of Management and the full discretion to invite any Director or Executive Officer to attend its meetings, and has reasonable resources to enable it to discharge its functions properly. The independent auditor has unrestricted access to the AC.

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The AC has its terms of reference, setting out their duties and responsibilities, which include the following:

– consider the appointment or re-appointment of the independent auditor, the level of their remuneration and matters relating to resignation or dismissal of the independent auditor, and review the audit plans of the independent auditor, audit reports, management letter and management's response before submission of the results of such review to our Board for approval;

– consider the appointment or re-appointment of the internal auditor, the level of their remuneration and matters relating to resignation or dismissal of the internal auditor, and review with the internal auditor the internal audit plans and their evaluation of the adequacy of our system of internal accounting controls and accounting system before submission of the results of such review to our Board for approval prior to the incorporation of such results in our annual report (where necessary);

– monitor and review the implementation of the auditors' recommendations on internal controls;

– review the system of internal accounting controls and procedures established by management and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of our management where necessary);

– review the assistance and co-operation given by our Company's officers to the internal auditor and independent auditor;

– review the half-yearly and annual, and quarterly if applicable, financial statements and results announcements before submission to our Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;

– review and discuss with the independent auditor any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on our Group's operating results or financial position, and consider the adequacy of our management's response;

– review the assurances from the Managing Director and FC on the financial records and financial statements;

– review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

– review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;

– review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

– review our key financial risk areas, with a view to providing an independent oversight on our Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNet;

– undertake such other reviews and projects as may be requested by our Board and report to our Board its findings from time to time on matters arising and requiring the attention of our Audit Committee;

– generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;

– review arrangements by which our staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and

– review our Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

Apart from the duties listed above, the AC is given the task of commissioning investigations into matters where there is suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Company's operating results or financial position, and to review its findings.

Independent audit

The AC recommends to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the independent auditor and approving the remuneration of the independent auditor. The AC has recommended to the Board the nomination of Nexia TS Public Accounting Corporation for re-appointment as independent auditor of the Company at the forthcoming AGM. The Company confirms that Rule 712, Rule 715 and Rule 716 of the Catalist Rules have been complied with.

Annually, the AC conducts a review of all non-audit services provided by the independent auditor and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the independent auditor. The AC received an audit report from the independent auditor setting out the non-audit services provided and the fees charged for FY2021. The aggregate amount paid to the independent auditor for audit and non-audit services for FY2021 are as follows:

	$'000
Audit Fees	67
Non-audit Fees	10

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

The AC will meet with the independent auditor and internal auditor without the presence of the Management, as and when necessary and at least once annually, to review the adequacy of audit arrangements, with emphasis on the scope and quality of their audit, the independence, objectivity and observations of the independent auditor.

On the basis of the above, the AC is satisfied with the standard and quality of work performed by Nexia TS Public Accounting Corporation.

For FY2021, the AC agreed with independent auditor that revenue recognition, goodwill impairment assessment, expected credit loss on trade and other receivables and deposits and valuation of financial assets, at fair value through profit and loss were the key audit matters and is pleased to report that AC is satisfied with audit process undertaken by the independent auditor and their findings therefrom.

CORPORATE
GOVERNANCE REPORT

Internal audit

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

The AC approves the hiring, removal, evaluation and compensation of the internal audit function. The internal auditor has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

The annual internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit work. In accordance with the internal audit plan, the internal auditor conducts internal audit reviews over the effectiveness of internal controls over the key business processes in the Group including those that address applicable financial, operational, compliance and information technology controls risks. Findings and recommendations arising from the internal audits are agreed with the Management and presented to the AC. The internal auditor also assists the AC in overseeing and monitoring the subsequent implementation of recommendations on internal controls weaknesses identified.

The AC reviews the scope and results of the internal audit and ensures that the internal audit function is adequately resourced. The AC is satisfied that the outsourced internal audit function is independent, staffed by suitably qualified and experienced professionals with the relevant experience to perform its function effectively based on the internal audits conducted for FY2021.

The AC would annually review the adequacy and effectiveness of the internal audit function of the Group.

Fraud and whistle blowing policy

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

– independent investigations are carried out in an appropriate and timely manner;

– appropriate action is taken to correct the weakness in internal controls and policies which allowed the perpetration of fraud and/or misconduct and to prevent a recurrence; and

– administrative, disciplinary, civil and/or criminal actions that are initiated following the completion of investigations are appropriate, balanced and fair, while providing reassurance that employees will be protected from reprisals or victimisation for whistle-blowing in good faith and without malice.

To date, there were no reports received through the whistle blowing mechanism.

The AC is updated annually or from time to time on any changes to the accounting and financial reporting standards by the independent auditor. No former partner or director of the Company's existing auditing firm has acted as a member of the AC.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

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

The Board is accountable to the shareholders and is mindful of its obligation to provide timely and fair disclosure of material information to shareholders, investors and public. The Board treats all shareholders fairly and equitably and seeks to protect and facilitate exercise of shareholder's rights.

The Company announces financial information, major developments and other price sensitive information on the SGXNet in a timely manner to ensure investors are kept abreast of the Group's developments. The annual report, circulars and notices of all shareholders' meetings will be posted on the Company's website and SGXNet.

For the upcoming 2021 Annual General Meeting, due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the Annual General Meeting in person. Shareholders are encouraged to register themselves for the live webcast. Shareholders (whether individual or corporate) must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the Annual General Meeting if they wish to exercise their voting rights at the Annual General Meeting.

The Chairman of the Board and the various Committees are normally present and available to address questions at Annual General Meetings. The independent auditor is present to assist the Board in addressing any relevant queries from our shareholders.

All shareholders are encouraged to attend the Company's general meetings to ensure a high level of accountability and to be updated on the Group's strategies and goals. All shareholders are entitled to participate in and vote at the general meetings. If any shareholder is unable to attend, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the general meeting through a proxy form sent in advance. The Company's Constitution does not include the nominee or custodial services to appoint more than two proxies.

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

Minutes of general meetings of shareholders will be published on the Company's website and announced via SGXNet as soon as practicable. The minutes will record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting and responses from the Directors and Management.

The Company ensures that there are separate resolutions at general meetings on each substantially separate issue. For greater transparency, the Company will put all resolutions to vote by poll and make an announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will be presented and announced on the same day.

The Company does not have a fixed dividend policy. The Board will take into account various factors, including but not limited to, earnings, cash flow requirements, plans for expansion, availability of distributable reserves, in determining the form, frequency and amount of dividends to recommend or declare in each particular year or period.

For the FY2021, no final dividend has been declared or recommended by the Directors as the Group wishes to reserve its cash resources for business growth.

CORPORATE GOVERNANCE REPORT

Engagement with Shareholders

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

The Company firmly believes in high standards of transparent corporate disclosure by disclosing to its stakeholders, including its communication with shareholders as much relevant information as is possible, in a timely, fair and transparent manner as well as to hearing its shareholders' views and addressing their concerns. This includes half-yearly financial results announcements, public announcements on major developments and price-sensitive information and annual reports made via SGXNet. Some of these documents are also made available on the Company's website at the URL https://www.vividthreeholdings.com.

The Company's business developments and operations, financial reports, announcements, news releases and other information are posted on its corporate website. Both current information and archives of previously released information including presentation slides and announcements can be found under the "**Investor Relations**" section of the corporate website at the URL https://www. vividthree.com.

The Company has engaged Gem Comm Pte. Ltd. to assist the Company in handling the investor relations matters who focus on facilitating the communications with all stakeholders on a regular basis and attend to their queries or concerns as well as to keep the investors public apprised of the Group's corporate developments and financial performance. The Company maintains an investor relations website and the contact details of the investor relations can be found on the Company's website.

Under the Company's investor communication policy, the Company will meet with investors, the media and analysts at appropriate times and participates in investor roadshows, and sector conferences throughout the year. Upon the release of half-year and full-year financial results, the Company will hold media and analysts' briefings.

Engagement with Stakeholders

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

The Board regularly engaged the stakeholders through various means and communication channels. The relationships with material stakeholders have an impact on the company's long-term sustainability, service and products standards. By considering and balancing the needs and interests of material stakeholders, it would ensure the interests of the company are best served. The material stakeholders of the Company include investors, employees, customers, investors, government and regulators as well as the community.

The Company's website provides a platform to allow communication and engagement with stakeholders.

OTHER CORPORATE GOVERNANCE MATTERS

RISK MANAGEMENT

The Company is continually reviewing and improving the business and operational activities to take risk management into account. This includes reviewing management and manpower resources, updating work flows, processes and procedures to meet the current and future market conditions. All the significant controls, policies and procedures and all significant matters are highlighted to the AC and the Board. The significant risk management policies are disclosed in the audited financial statements of this Annual Report.

MATERIAL CONTRACTS

There were no material contracts of the Company or its subsidiaries involving the interest of any director or controlling shareholder subsisting at the end of the financial year 2021.

INTERESTED PERSON TRANSACTIONS

The Company has established guidelines and review procedures for the ongoing and future interested person transactions ("**IPTs**"). The IPTs are subject to review by the AC to ensure that they are on normal commercial terms and on an arm's length basis, that is, the transactions are transacted in terms and prices not more favourable to the interested persons than if they were transacted with a third party and are not prejudicial to the interests of the Group or our minority shareholders in any way. Currently, there is no shareholders' mandate for interested person transaction pursuant to Rule 920 of the Listing Manual of SGX-ST.

There were no IPTs of $100,000 and above between the Company and any of its interested persons (namely, Directors, executive officers or controlling shareholders of the Group or the associates of such Directors, executive officers or controlling shareholders) subsisting for FY2021.

DEALINGS IN SECURITIES

The Company has adopted its own internal Code of Best Practices to provide guidance to all officers and employees of the Company and its subsidiaries with regard to dealings in the Company's securities in compliance with Rule 1204 (19) of the Catalist Rules of the SGX-ST. The Company and its officers are prohibited from dealing in the Company's securities during the periods commencing one-month immediately preceding the announcement of the Company's half-year and full year results and ending on the date of the announcement of such results respectively on the SGXNet.

Directors and executives are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period or while they are in possession of unpublished price-sensitive information of the Group. They are not to deal in the Company's securities on short-term considerations.

CATALIST SPONSOR

The Company is currently under the SGX-ST Catalist sponsor-supervised regime and the continuing sponsor of the Company is Hong Leong Finance Limited. (the "**Sponsor**"). In compliance with Rule 1204(21) of the Catalist Rules, there was no non-sponsor fee paid to the Sponsor for FY2021.

CORPORATE
GOVERNANCE REPORT

PARTICULARS OF DIRECTORS PURSUANT TO THE CODE OF CORPORATE GOVERNANCE 2021

Name of Director	Academic/Professional Qualifications	Board Appointment Executive/ Non-executive	Board Committees as Chairman or Member as at the date of this Annual Report	Directorship Date First Appointed	Date of Last Re-election	Directorships in other listed companies	Past directorships in other listed companies over the preceding 3 years	Other Principal Commitments
Ho Choon Hou	• Bachelor of Medicine and Bachelor of Surgery from The University of Sheffield • Master of Medicine (Surgery) from the National University of Singapore • Masters of Business Administration (Honours) from The University of Chicago (The Graduate School of Business)	Independent Director	• Board Chairman • Chairman of RC • Member of NC and AC	23 August 2018	27 July 2020	• Advanced Holdings Ltd. • Cordlife Group Limited • Mclean Technologies Berhad	–	• Managing Director of Southern Capital Group Private Limited
Charles Yeo	• Associate Diploma in Multimedia (Distinction) from Nanyang Academy of Fine Arts • Masters of Business Administration from Murdoch University	Managing Director	• Board Member • Member of NC	7 April 2018	27 July 2020	–	–	–
Jay Hong	• Associate Diploma in Multimedia from Nanyang Academy of Fine Arts	Executive Director	• Board Member	23 August 2018	29 July 2019	–	–	• Visual Effects Director of the Group

Name of Director	Academic/Professional Qualifications	Board Appointment Executive/ Non-executive	Board Committees as Chairman or Member as at the date of this Annual Report	Directorship Date First Appointed	Date of Last Re-election	Directorships in other listed companies	Past directorships in other listed companies over the preceding 3 years	Other Principal Commitments
Royson Wong	• Bachelor of Accountancy from the National University of Singapore • Master of Science (Management of Technology) from the National University of Singapore • Certified Public Accountant with CPA Australia • Chartered Accountant with the Institute of Singapore Chartered Accountants	Independent Director	• Board Member • Chairman of AC and NC • Member of RC	23 August 2018	29 July 2019	–	–	• Managing Director of Global Access Logistic Network Pte. Ltd.
Chang Long Jong	• Bachelor of Engineering (Civil) from the National University of Singapore	Non-Executive Director	• Board Member • Member of RC	23 August 2018	29 July 2019	–	–	• Chief Executive Officer of mm2 Asia Ltd. • Board Director of Thye Hua Kwan Moral Charities • Board Director of Thye Hua Kwan Nursing Home Ltd.
Freddy Er	• Diploma in Life Insurance from the Singapore Insurance Institute • Successfully passed The Institute of Banking and Finance's Capital Markets and Financial Advisory Services, Rules and Regulations for Dealing in Securities (Module 1B)	Non-Executive Director	• Board Member • Member of AC	23 August 2018	29 July 2019	–	–	• Counsellor (Investment and Corporate Finance Advisory) of Apex Capital Group Pte. Ltd.

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the information as set out in Appendix 7F to the Catalist Rules of the SGX-ST relating to Mr Chang Long Jong and Mr Wong Kim Soon Royson, being the Directors who are retiring in accordance with the Company's Constitution at the forthcoming AGM, is set out below:

Name of Director	**Mr Chang Long Jong**	**Mr Wong Kim Soon Royson**
Date of Appointment	23 August 2018	23 August 2018
Date of last re-appointment (if applicable)	29 July 2019	29 July 2019
Age	60	65
Country of principal Residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the NC and assessed the qualifications, experience and suitability of Mr Chang Long Jong ("Mr Chang") for re-election as Non-Executive Director, and a member of the Remuneration Committee of the Company. The Board has reviewed and concluded that Mr Chang possesses the requisite experience, knowledge and capabilities to assume the duties and responsibilities as a Non-Independent Non-Executive Director of the Company.	The Board of Directors of the Company has considered, among others, the recommendation of the NC and assessed the qualifications, experience and suitability of Mr Wong Kim Soon Royson ("Mr Wong") for re-election as Independent Director, Chairman of Audit and Nominating Committees, and a member of the Remuneration Committee of the Company. The Board has reviewed and concluded that Mr Wong possesses the requisite experience, knowledge and capabilities to assume the duties and responsibilities as an Independent Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive Director	Independent Director
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Member of Remuneration Committee	• Chairman of Audit and Nominating Committees • Member of Remuneration Committee
Professional Qualifications	Bachelor of Engineering (Civil) from the National University of Singapore	• Bachelor of Accountancy from the National University of Singapore • Master of Science (Management of Technology) from the National University of Singapore • Certified Public Accountant with CPA Australia • Chartered Accountant with the Institute of Singapore Chartered Accountants

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Name of Director	Mr Chang Long Jong	Mr Wong Kim Soon Royson
Working experience and occupation(s) during the past 10 years	• April 2017 – Present Chief Executive Officer of mm2 Asia Ltd. • October 2017 – Present Director and Chairman of HR Committee of Thye Hua Kwan Moral Charities • September 2019 – Present Director and Chairman of HR Committee of Thye Hua Kwan Nursing Home Ltd • 2011 – 2017 Deputy Chief Executive Officer of Mediacorp Group • 2015 – 2017 Chief Customer Officer of Mediacorp Group	• 2012 – Present Managing Director of Global Access Logistics Network Pte. Ltd. • April 2017 – October 2019 Director and Chief Executive Officer of A.S. Shipping Agencies (Singapore) Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	**Vividthree Holdings Ltd.** 200,000 ordinary shares	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries)	Mr Chang Long Jong is the Chief Executive Officer of mm2 Asia Ltd. (a substantial shareholder of the Company).	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships	Chief Executive Officer of mm2 Asia Ltd.	Managing Director of Global Access Logistic Network Pte. Ltd.
Past Directorships (for the last 5 years)	• Caldecott Productions International Pte Ltd • Mediacorp Investments Pte. Ltd. • MVI Media Pte. Ltd. • Mediacorp TV Singapore Pte Ltd • 1-Net Singapore Pte Ltd • Mediacorp Raintree Pictures Pte. Ltd. • Mediacorp Technologies Pte Ltd • 1-Net North Pte. Ltd. • Mediacorp Studios Pte Ltd • TVMobile Pte Ltd • Mediacorp Press Pte. Ltd. • Mediacorp TV Holdings Pte. Ltd. • Singapore Media Academy Private Limited • Academie of Stars Pte. Ltd.	A.S Shipping Agencies (Singapore) Pte. Ltd.

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Name of Director	Mr Chang Long Jong	Mr Wong Kim Soon Royson
Present Directorships	• Cathay Cineplexes Pte Ltd • mm2 Entertainment Pte. Ltd. • Thye Hua Kwan Moral Charities • Thye Hua Kwan Nursing Home Ltd • AsiaOne Online Pte. Ltd. • DD2 Media Pte. Ltd. • V&N Entertainment Pte. Ltd. • mm2 Entertainment Sdn Bhd • mm2 Entertainment Hong Kong Limited	Nil
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given. The general statutory disclosures of the Directors retiring are as follows:		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No

Name of Director	Mr Chang Long Jong	Mr Wong Kim Soon Royson
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Name of Director	Mr Chang Long Jong	Mr Wong Kim Soon Royson
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION

Name of Director	Mr Chang Long Jong	Mr Wong Kim Soon Royson
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of a listed Company?	Not applicable. This is a re-election of directors.	
If yes, please provide details of prior experience.		
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).		

FINANCIAL STATEMENTS

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

In the opinion of the directors,

(i) the statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 63 to 120 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 March 2021 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Ho Choon Hou
Yeo Eng Pu, Charles
Hong Wei Chien
Wong Kim Soon Royson
Er Song Ngueng
Chang Long Jong

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

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

	Shareholdings registered in the name of directors		*Shareholdings in which director is deemed to have an interest*	
Company	**At 31.03.2021**	**At 01.04.2020**	**At 31.03.2021**	**At 01.04.2020**
(No. of ordinary shares)				
Yeo Eng Pu, Charles	43,987,840	43,987,840	–	–
Hong Wei Chien	28,082,400	28,082,400	–	–
Chang Long Jong	200,000	200,000	–	–
Ho Choon Hou[(1)]	–	–	11,090,400	–

(1) Ho Choon Hou is deemed to have interest in the Company's ordinary shares by virtue of his shareholdings in Lionsgate Ltd.

The directors' interests in the ordinary shares of the Company as at 21 April 2021 were the same as those as at 31 March 2021.

SHARE OPTIONS

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

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

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

PERFORMANCE SHARE PLAN

The Company has implemented a performance share plan known as Vividthree Performance Share Plan ("**VV3 PSP**") which was approved and adopted by the shareholders on 28 August 2018 which contemplates for the award of fully paid-up ordinary shares in the share capital of the Company free-of-charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.

Full-time Group Executives who have attained the age of 18 years as of the award date and hold such rank as may be designated by the Committee from time to time are eligible to participate in the VV3 PSP. Group Executive Directors and Group Non-Executive Directors (including Independent Directors) of the Group are eligible to participate in the VV3 PSP, except for Chang Long Jong, who is participating in mm2 Asia Ltd.'s existing performance share plan. The participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditors.

Persons who are controlling shareholders or associates of a controlling shareholder who meet the criteria above are also eligible to participate in the VV3 PSP provided that the participation of and the terms of each grant and the actual number of awards granted under the VV3 PSP to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in separate resolutions for each person subject to the following:

(a) the aggregate number of shares comprised in awards granted to controlling shareholders or associates of a controlling shareholder under VV3 PSP shall not exceed 25% of the aggregate number of shares (comprised in awards) which may be granted under VV3 PSP; and

(b) the number of shares available to each controlling shareholder or associate of a controlling shareholder shall not exceed 10% of the shares available under the VV3 PSP.

VV3 PSP is a share incentive scheme which will allow the Company, *inter alia*, to target specific performance objectives and to provide an incentive for participants to achieve these targets. The directors believe that the VV3 PSP will help to achieve the following positive objectives:

(a) foster an ownership culture with the Group which aligns the interests of Group Executives with the interests of shareholders;

(b) motivate participants to achieve key financial and operational goals of the Company and/or their respective business units and encourage greater dedication and loyalty to the Group; and

(c) make total employee remuneration sufficiently competitive to recruit new participants and/or retain existing participants whose contributions are important to the long term growth and profitability of the Group.

PERFORMANCE SHARE PLAN (CONTINUED)

VV3 PSP is administered by the Remuneration Committee (the "**RC**") which comprises three (3) directors, namely Ho Choon Hou, Wong Kim Soon Royson and Chang Long Jong.

The Company may deliver shares pursuant to awards granted under the VV3 PSP by way of either:

(i) issuance of new shares;

(ii) delivery of existing shares purchased from the market or shares held in treasury; and/or

(iii) cash in lieu of shares, based on the aggregate market value of such shares.

The total number of new shares which may be issued pursuant to awards granted under the VV3 PSP when added to (i) the number of new shares issued and issuable in respect of all awards granted thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed 15% of the issued share capital of the Company's post-placement as well as on the day preceding the relevant date of award. The aggregate number of shares available under the VV3 PSP shall not exceed 15% of the total issued share capital of the Company post-placement and from time to time.

There are no performance shares awarded pursuant to VV3 PSP as at the date of this statement.

AUDIT COMMITTEE

The members of the Audit Committee (the "**AC**") at the end of the financial year were as follows:

Wong Kim Soon Royson (Chairman of AC, Independent director)
Ho Choon Hou (Independent director)
Er Song Ngueng (Non-executive director)

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

– consider the appointment or re-appointment of the independent auditor, the level of their remuneration and matters relating to resignation or dismissal of the independent auditor, and review the audit plans of the independent auditor, audit reports, management letter and management's response before submission of the results of such review to our Board for approval;

– consider the appointment or re-appointment of the internal auditors, the level of their remuneration and matters relating to resignation or dismissal of the internal auditors, and review with the internal auditors the internal audit plans and their evaluation of the adequacy of our system of internal accounting controls and accounting system before submission of the results of such review to our Board for approval prior to the incorporation of such results in our annual report (where necessary);

– monitor and review the implementation of the auditors' recommendations on internal controls;

– review the system of internal accounting controls and procedures established by management and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of our management where necessary);

AUDIT COMMITTEE (CONTINUED)

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

– review the assistance and co-operation given by our Company's officers to the internal and independent auditors;

– review the half-yearly and annual, and quarterly if applicable, financial statements and results announcements before submission to our Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;

– review if there is any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on our Group's operating results or financial position, and consider the adequacy of our management's response;

– review the assurances from the Managing Director and FC on the financial records and financial statements;

– review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

– review potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;

– review the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;

– review our key financial risk areas, with a view to providing an independent oversight on our Group's financial reporting, the outcome of such review to be disclosed in the annual reports or the findings are material, immediately announced via SGXNet;

– undertake such other reviews and projects as may be requested by our Board and report to our Board its findings from time to time on matters arising and requiring the attention of our Audit Committee;

– generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;

– review arrangements by which our staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and

– review our Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

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

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

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

INDEPENDENT AUDITOR

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

On behalf of the Board of Directors

....
Yeo Eng Pu, Charles
Director

....
Hong Wei Chien
Director

1 July 2021

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Vividthree Holdings Ltd. (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 63 to 120.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matters (continued)

Revenue recognition
(Refer to Notes 2.3 and 4 to the financial statements)

Area of focus

The Group has generated a total revenue of $2,027,213 for the financial year ended 31 March 2021 which contributed by post-production services of $1,985,573 and content production services of $41,640.

Under SFRS(I) 15 *Revenue from Contracts with Customers*, revenue is recognised at an amount that reflects the consideration in the contracts to which the Group expects to be entitled in exchange for promised goods or services to the customers as and when the Group satisfied its performance obligation (which is when the customers obtain control of the goods or services) at the point in time or over time.

We focused on this area as a key audit matter as this is significant risk and material to the Group's financial statements as it has direct impact on the operating results.

How our audit addressed the area of focus

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

- Discussed with management on the processes involved in the revenue cycles and performed walkthroughs to confirm our understanding;
- Reviewed and evaluated the Group's revenue recognition policy is in accordance with SFRS(I) 15 *Revenue from Contracts with Customers*;
- Reviewed significant agreements during the financial year to assess whether revenue is recognised in accordance with the Group's accounting policies as disclosed in Note 2.3 to the financial statements;
- Performed test of details, including cut-off procedures, to verify the recognition of revenue was accounted in the correct financial year; and
- Assessed the adequacy of revenue related disclosures in the consolidated financial statements.

Key Audit Matters (continued)

Goodwill impairment assessment
(Refer to Notes 2.8, 2.12(a), 3(a) and 21 to the financial statements)

Area of focus

The Group had recognised goodwill amounting to $2,851,917 as at 31 March 2021. The goodwill is assessed for impairment on annual basis and whenever there is indication that the goodwill may be impaired. In assessing whether impairment is required, the carrying amount of the cash-generating units ("**CGU**") is compared with its recoverable amount. In this respect, the recoverable amount of the CGU was determined based on fair value less cost to disposal ("**FVLCD**") method.

In deriving the recoverable amount, significant judgements are used which are highly dependent on management's forecasts and estimates, this includes, but not limited to, discount rate, growth rate, cost of disposal, future projected cash flows and assumptions that are affected by future market and economic conditions, i.e., the impact caused by on-going and evolving of coronavirus disease ("**COVID-19**") pandemic. With all the factors considered, management has concluded that no impairment of goodwill is required as the recoverable amount is higher than the carrying value as at reporting date.

We focused on this area due to the level of the subjectivity associated with the judgement and assumptions involved in the preparation of future projected cash flows for goodwill impairment assessment.

How our audit addressed the area of focus

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

- With the assistance of our valuation specialist, critically evaluated whether the model and methodology used to determine the recoverable amount of goodwill is complied with SFRS(I)1-36 *Impairment of Assets* and assessed the reasonableness of the growth rate and discount rate used;
- Analysed the future projected cash flows used in the model to determine whether they are reasonable and supportable given the current economic climate and expected future performance of the CGU (including the impact arising from COVID-19);
- Evaluated the reasonableness and challenged the appropriateness of the key assumptions used by management, by comparing them against historical forecasts and performance, as well as publicly available market data;
- Performed sensitivity analysis over the recoverable amounts based on reasonably possible changes in the key assumptions used; and
- Assessed the adequacy and appropriateness of the disclosures in the financial statements.

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

Key Audit Matters (continued)

Expected credit loss on trade and other receivables and deposits
(Refer to Notes 2.13, 3(b), 13 and 14 to the financial statements)

Area of focus

As of 31 March 2021, trade and other receivables contributed 12% and deposits contributed 19% of the Group's total assets which is amounted to $3,731,001 and $5,587,946 respectively.

With reference to SFRS(I) 9 *Financial Instruments*, the Group applies simplified approach (lifetime expected credit loss allowance) for its trade receivables and general approach (12 months expected credit losses) for its other receivables and deposits.

In determining the expected credit loss ("**ECL**"), the Group has considered the historical observed default rates, customer ability to repay, and adjusted with available forward-looking information. Additionally, given the on-going and evolving COVID-19 pandemic and uncertainty over its economic impact, the management had also considered the negative economic outlook and factored the probability of cash flow difficulties that could be experienced by certain customers on the impairment assessment.

We focused on this area due to the significant judgement involved in estimating the ECL and the significance balances to the Group's financial statements.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, we have performed the following procedures:

- Reviewed and assessed management's basis and assumptions used in the assessment of the ECL of trade and other receivables and deposits;

- Reviewed the reasonableness of management estimation of ECL rates which is based on the probability of default of the trade receivables by taking into consideration the historical observed default rates, customer's ability to repay and other relevant forward-looking information (including the potential effect from COVID-19);

- Reviewed the recoverability of long outstanding trade and other receivables and deposits to the subsequent receipts and to any other alternative supporting evidence; and

- Assessed the adequacy and appropriateness of the disclosures in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

Key Audit Matters (continued)

Valuation of financial assets, at fair value through profit or loss
(Refer to Notes 2.13, 3(c) and 17 to the financial statements)

Area of focus

The financial assets, at fair value through profit or loss ("**FVPL**") arising from investment in convertible bond and unquoted securities has contributed 10% of the Group's total asset which is amounted to $2,863,292 as at 31 March 2021.

With reference to SFRS(I) 9 *Financial Instruments* and SFRS(I) 13 *Fair Value Measurement*, these instruments are subsequently measured at fair values and any movements in the fair values would be recognised in the profit or loss. Given the on-going and evolving COVID-19 pandemic and uncertainties which have arisen, it is imperative for the Group to provide adequate and reasonable assumption in measuring the fair value of the financial assets.

We focused on this area due to the degree of complexity and involvement of significant judgement over the assumption applied in the valuation process.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, we have performed the following procedures:

- Reviewed management's assessment on whether these financial assets are appropriately accounted in accordance with SFRS(I) 9 *Financial Instruments*;

- With the assistance of our valuation specialists, reviewed and assessed the reasonableness of the key assumptions and methodology applied in deriving the fair value of these financial assets under SFRS(I) 13 *Fair Value Measurement*;

- Evaluated the reasonableness and challenged the key assumptions and data used by management; and

- Assessed the adequacy and appropriateness of the disclosures in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIVIDTHREE HOLDINGS LTD.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement director on the audit resulting in this independent auditor's report is Mr Chin Chee Choon.

Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
1 July 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

		Group	
		2021	**2020**
	Note	**$**	**$**
Revenue	4	2,027,213	6,136,474
Cost of sales		(3,657,155)	(4,081,854)
Gross (loss)/profit		(1,629,942)	2,054,620
Other income			
– Interest income	5	31,225	46,521
– Others	5	915,976	74,146
Other (losses)/gains – net			
– Expected credit losses on financial assets	6	(1,304,718)	(95,000)
– Others	6	12,678	(28,727)
Expenses			
– Administrative		(2,390,913)	(2,855,903)
– Finance	9	(185,520)	(23,214)
Loss before income tax		(4,551,214)	(827,557)
Income tax credit	10	45,423	67,488
Net loss for the financial year		(4,505,791)	(760,069)
Other comprehensive loss, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
– Currency translation differences arising from consolidation – gains/(losses)	30(b)	13,927	(2,154)
Total comprehensive loss for the financial year		(4,491,864)	(762,223)
Loss attributable to:			
Equity holders of the Company		(4,502,429)	(760,069)
Non-controlling interest		(3,362)	–
		(4,505,791)	(760,069)
Total comprehensive loss attributable to:			
Equity holders of the Company		(4,488,502)	(762,223)
Non-controlling interest		(3,362)	–
		(4,491,864)	(762,223)
Loss per share for loss attributable to equity holders of the Company			
Basic and diluted (cents)	11	(1.35)	(0.23)

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2021

	Note	Group 2021 $	Group 2020 $ Restated	Company 2021 $	Company 2020 $
ASSETS					
Current assets					
Cash and cash equivalents	12	1,367,394	2,122,618	204,760	279,392
Trade and other receivables	13	3,731,001	6,722,095	9,677,388	10,009,213
Deposits and prepayments	14	2,616,067	3,029,914	478,750	511,500
Inventories	15	1,600,000	1,600,000	–	–
Other current assets	16	2,232,913	2,183,725	–	–
		11,547,375	15,658,352	10,360,898	10,800,105
Non-current assets					
Deposits and prepayments	14	3,500,000	3,500,000	–	–
Financial assets, at fair value through profit or loss	17	2,863,292	2,982,572	2,095,596	2,201,146
Investments in subsidiaries	18	–	–	451,900	446,400
Plant and equipment	19	533,676	882,382	–	–
Right-of-use assets	20	409,656	630,563	–	–
Goodwill arising on consolidation	21	2,851,917	2,851,917	–	–
Intangible assets	22	8,208,389	2,537,878	–	–
		18,366,930	13,385,312	2,547,496	2,647,546
Total assets		29,914,305	29,043,664	12,908,394	13,447,651
LIABILITIES					
Current liabilities					
Trade and other payables	23	1,266,041	1,473,826	692,938	653,005
Contract liabilities	24	850,248	308,679	–	–
Borrowings	25	2,375,000	1,700,000	–	–
Lease liabilities	26	200,705	205,436	–	–
Current income tax liabilities		166,865	169,328	–	–
		4,858,859	3,857,269	692,938	653,005
Non-current liabilities					
Borrowings	25	4,555,556	–	–	–
Lease liabilities	26	191,599	393,109	–	–
Provision	27	53,071	50,702	–	–
Deferred income tax liabilities	28	91,743	91,743	–	–
		4,891,969	535,554	–	–
Total liabilities		9,750,828	4,392,823	692,938	653,005
NET ASSETS		20,163,477	24,650,841	12,215,456	12,794,646
EQUITY					
Equity attributable to equity holders of the Company					
Share capital	29	13,772,231	13,772,231	13,772,231	13,772,231
Reserves	30	2,940,903	2,926,976	–	–
Retained profits/(Accumulated losses)	31	3,449,205	7,951,634	(1,556,775)	(977,585)
		20,162,339	24,650,841	12,215,456	12,794,646
Non-controlling interests		1,138	–	–	–
Total equity		20,163,477	24,650,841	12,215,456	12,794,646

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

	Attributable to equity holders of the Company					
	Share capital $	Reserves $	Retained profits $	Total $	Non-controlling interests $	Total $
Group						
2021						
Beginning of financial year	13,772,231	2,926,976	7,951,634	24,650,841	–	24,650,841
Net loss for the financial year	–	–	(4,502,429)	(4,502,429)	(3,362)	(4,505,791)
Other comprehensive loss for the financial year	–	13,927	–	13,927	–	13,927
Total comprehensive loss for the financial year	–	13,927	(4,502,429)	(4,488,502)	(3,362)	(4,491,864)
Non-controlling interests arising from incorporation of a subsidiary	–	–	–	–	4,500	4,500
End of financial year	13,772,231	2,940,903	3,449,205	20,162,339	1,138	20,163,477
2020						
Beginning of financial year	13,772,231	2,929,130	8,711,703	25,413,064	–	25,413,064
Net loss for the financial year	–	–	(760,069)	(760,069)	–	(760,069)
Other comprehensive loss for the financial year	–	(2,154)	–	(2,154)	–	(2,154)
Total comprehensive loss for the financial year	–	(2,154)	(760,069)	(762,223)	–	(762,223)
End of financial year	13,772,231	2,926,976	7,951,634	24,650,841	–	24,650,841

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

	Note	Group 2021 $	Group 2020 $ *Restated*
Cash flows from operating activities			
Net loss		(4,505,791)	(760,069)
Adjustments for:			
– Income tax credit	10	(45,423)	(67,488)
– COVID-19 related rental concession income	5	(25,576)	–
– Interest income	5	(31,225)	(46,521)
– Interest expense	9	185,520	23,214
– Loss/(gain) on disposal of plant and equipment	6	437	(800)
– Expected credit losses on financial assets	6	1,304,718	95,000
– Loss on fair value changes in financial assets, at FVPL – net	6	80,550	62,350
– Depreciation of plant and equipment	7	403,937	454,685
– Depreciation of right-of-use assets	7	219,734	208,216
– Amortisation of intangible assets	7	1,115,897	196,380
– Unrealised foreign currency exchange gains		(92,368)	(69,544)
Operating (loss)/profit before working capital changes		(1,389,590)	95,423
Change in working capital:			
– Trade and other receivables		1,744,130	264,970
– Other current assets		(56,283)	88,360
– Inventories		–	(1,600,000)
– Deposits and prepayments		(886,316)	3,538,141
– Trade and other payables		(93,049)	804,558
– Contract liabilities		542,123	(1,186,497)
Cash (used in)/generated from operations		(138,985)	2,004,955
Interest received		6,111	14,656
Income tax refund/(paid) – net		39,424	(540,103)
Net cash (used in)/generated from operating activities		**(93,450)**	**1,479,508**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

	Note	Group 2021 $	Group 2020 $ *Restated*
Cash flows from investing activities			
Additions to plant and equipment		(56,470)	(336,862)
Additions to intangible assets		(5,459,768)	(2,691,416)
Additions to financial assets, at FVPL		–	(2,225,000)
Proceeds from disposal of plant and equipment		397	800
Net cash used in investing activities		**(5,515,841)**	**(5,252,478)**
Cash flows from financing activities			
Proceeds from borrowings		6,000,000	1,700,000
Repayment of borrowings		(769,444)	–
Interest paid		(183,151)	(20,739)
Principal payment of lease liabilities		(179,089)	(192,070)
Net cash provided by financing activities		**4,868,316**	**1,487,191**
Net changes in cash and cash equivalents		**(740,975)**	**(2,285,779)**
Cash and cash equivalents			
Beginning of financial year		2,122,618	4,380,750
Effects of currency translation on cash and cash equivalents		(14,249)	27,647
Cash and cash equivalents at end of financial year	12	**1,367,394**	**2,122,618**

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

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

		Cash flows		Non-cash changes					
	Beginning of financial year $	Proceeds from borrowings $	Principal and interest payments $	COVID-19 related rental concession income $	Adoption of SFRS(I) 16 $	Addition during the year $	Interest expense $	Currency translation differences $	End of financial year $
Group									
2021									
Borrowings									
Bank borrowings	1,700,000	6,000,000	(937,490)	–	–	–	168,046	–	6,930,556
Lease liabilities	598,545	–	(194,194)	(25,576)	–	–	15,105	(1,576)	392,304
	2,298,545	6,000,000	(1,131,684)	(25,576)	–	–	183,151	(1,576)	7,322,860
2020									
Borrowings									
Bank borrowings	–	1,700,000	(9,832)	–	–	–	9,832	–	1,700,000
Lease liabilities	–	–	(202,977)	–	694,845	95,767	10,907	3	598,545
	–	1,700,000	(212,809)	–	694,845	95,767	20,739	3	2,298,545

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

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

1 GENERAL INFORMATION

1.1 The Company

Vividthree Holdings Ltd. (the "**Company**") is listed on Catalist, the sponsor-supervised listing platform in Singapore Exchange Securities Trading Limited ("**SGX-ST**") and incorporated and domiciled in Singapore. The address of the Company's registered and principal place of business is located at Block 1093 Lower Delta Road #05-10 Singapore 169204.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are described in Note 18 to the financial statements.

The holding company of the Company is mm2 Asia Ltd.. The holding company is incorporated and domiciled in Singapore and listed on Main Board of Singapore Exchange Securities Trading Limited.

Coronavirus Disease 2019 (COVID-19) Impact

The COVID-19 outbreak has developed rapidly throughout the financial year ended 31 March 2020 and 2021. The resulting impact of the virus on the operations and measures such as movement control and safe-distancing measures taken by various governments to contain the virus in the countries which the Group operates in, including Singapore, Malaysia and China, has led to disruption of the Group's operation continually and negatively affected the Group's results for the current financial year.

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

(a) The Group has assessed that the going concern basis of preparation for this set of financial statements remains appropriate.

(b) A decline in revenue by $4,109,261 mainly caused by a numbers of Meetings, Incentives, Conferences, Exhibitions ("**MICE**") and tour show projects from content production segment have been postponed and several customers have been taking "wait-and-see" approach throughout this pandemic period.

(c) The Group has considered the market conditions (including the impact of COVID-19) as at the reporting date, in making estimates and judgements on the recoverability of assets as at 31 March 2021. The Group has recognised expected credit losses on trade and other receivables of $1,304,718. The significant estimates and judgement applied on expected credit losses of trade and other receivables are disclosed in Note 33(b)(ii) to the financial statements.

(d) During the financial year ended 31 March 2021, the Group has received rental rebates for its leased office spaces. The effects of such rental concessions received are disclosed in Note 5 to the financial statements.

As the global COVID-19 situation remains very fluid as at the date these financial statements were authorised for issuance, the Group cannot reasonable ascertain the full extent of the probable impact of the COVID-19 disruptions on its operating and financial performance for the financial year ending 31 March 2022. If the situation persists beyond management's current expectations, the Group's assets may be subject to further write downs in the subsequent financial periods.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with the SFRS(I) under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("**$**") except otherwise indicated.

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

2.2 Adoption of new and amended standards and interpretations

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

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

Early adoption of amendment to SFRS(I) 16 *Leases*

When the Group is the lessee

The Group has elected to early adopt the amendments to SFRS(I) 16 which introduced a practical expedient for a lessee to elect not to assess whether a rent concession is a lease modification, if all 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 originally due on or before 30 June 2022; and

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

The Group has elected to apply this practical expedient to all rental property leases. As a result of applying the practical expedient, the rental concessions (i.e. reduction in the rental expenses) recognised in profit or loss during the financial year, are disclosed as follows:

	Group
	$
COVID-19 related rent concession income (Note 5)	25,576

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer.

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

(a) Post-production

Post-production are services rendered to third parties for visual effects, computer-generated imagery services and immersive media works. Revenue is recognised at point in time or over time depending on the variation of respective contract terms and performance obligation attached. Performance obligation are satisfied over time, if services is transferred upon the Group (i) provide all of the benefits received and consumed simultaneously by the customer; (ii) creates or enhances an asset that the customer controls as the Group performs; or (iii) does not create an asset with an alternative use to the Group and the Group has enforceable right to payment for performance completed to date. Services that are transferred over time, revenue are recognised over the period of revenue contract by reference to progress towards completion satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the relevant services rendered and have been accepted by the customer.

(b) Content Production

(i) Production services

Production services are services rendered to third parties for the development and production of immersive entertainment location-based thematic show. Revenue is recognised at point in time or over time depending on the variation of respective contract and performance obligation attached.

(ii) Revenue from the exploitation of copyrights*

Revenue is recognised at the point of time when a fixed fee on non-refundable guarantee under a non-cancellable contract has been entered, which permits the customer the rights to use freely and the Group has no remaining obligations to perform.

* Copyrights refer to copyrights and all other rights attached therein.

(iii) Others

Revenue from co-management of events is recognised at point in time upon completion of the events.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Other income

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 Company 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.

Interest income is recognised using the effective interest method.

2.5 Group accounting

(a) Subsidiaries

(i) Consolidation

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Group accounting (continued)

(a) Subsidiaries (continued)

(ii) Acquisitions

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

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

Acquisition-related costs are expensed as incurred.

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

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

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair values of the net identifiable assets acquired net of the fair values of the liabilities and any contingent liabilities assumed, is recorded as goodwill. The subsequent accounting policy on goodwill is disclosed in Note 2.8 to the financial statements.

(iii) Disposals

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

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

The "Investment in subsidiaries" for the accounting policy on investment in subsidiaries in the separate financial statements of the Company is disclosed in Note 2.9 to the financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Group accounting (continued)

(b) Transactions with non-controlling interests

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

2.6 Plant and equipment

(a) Measurement

(i) Plant and equipment

All items of plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

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

(b) Depreciation

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

	Useful lives
Office equipment and computers	3 – 5 years
Furniture and fittings	10 years
Renovation	5 years
Tools and equipment	3 – 5 years

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

Fully depreciated plant and equipment still in use are retained in the financial statements until they are no longer in use.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Plant and equipment (continued)

(c) Subsequent expenditure

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

(d) Disposal

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

2.7 Leases

When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in SFRS(I) 16. Reassessment is only required when the terms and conditions of the contract are changed.

(i) Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

This right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term as follows:

	Useful lives
Office spaces	2 – 4 years

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Leases (continued)

When the Group is the lessee: (continued)

(ii) Lease liabilities

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

Lease payments include the following:

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

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

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

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(iii) Short term and low value leases

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(iv) Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

There is no variable lease payment during the financial year.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Goodwill

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum 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 (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as goodwill and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold.

2.9 Investments in subsidiaries

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

2.10 Intangible assets

(a) Content development costs

Content development costs directly attributable to the development of content production projects are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the content and the costs can be measured reliably. Such costs include purchases of materials, services and payroll-related costs of employees directly involved in the project.

(b) Acquired rights

Acquired rights comprised of film and merchandise rights and participation rights which entitle the Group to share certain percentage of income generated from these rights based on the Group's purchase agreement over the definitive period. Acquired rights is stated at cost less accumulated amortisation and accumulated impairment losses. Acquired rights, less estimated residual value and accumulated impairment losses, are amortised over the useful lives.

(c) Customer relationship

Customer relationship is the identifiable intangible asset recognised on acquisition of subsidiaries which are not recognised as an asset by the subsidiaries because it developed them internally and charged the related costs to profit or loss. Customer relationship is initially recognised at fair value at the acquisition date and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Customer relationship is amortised over the relationship life of four (4) years. Additional amortisation and/or impairment loss is made if future estimated relationship life is different from the previous estimation.

(d) Licenses

Licenses refer to the acquired licenses by the Group that grant the right to use, display, store and reproduce into electronic format and immersive entertainment from the original content owned by the licensor. Licenses are stated at cost less accumulated amortisation and accumulated impairment losses. Licenses, less estimated residual value and accumulated impairment losses, are amortised on straight line over the license period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Intangible assets (continued)

(e) Software under development

Research costs are recognised as an expense when incurred. Costs directly attributable to the development of software are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the software and the costs can be measured reliably. Such costs include purchases of materials and services, and payroll-related costs of employees directly involved in the project.

Software under development will not be amortised and will be transferred to software when it is developed and available for intended use.

(f) Software

Software are stated at cost less accumulated amortisation and accumulated impairment losses. Software, less estimated residual value and accumulated impairment losses, are amortised on straight line method over the estimated useful lives of five (5) years. It will be subject to impairment assessment whenever there is an indication that it may be impaired.

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

2.11 Borrowing costs

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

2.12 Impairment of non-financial assets

(a) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating units ("**CGU**") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Impairment of non-financial assets (continued)

(b) *Plant and equipment*
Right-of-use assets
Intangible assets
Investment in subsidiaries

Plant and equipment, right-of-use assets, intangible assets and investment in subsidiaries 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 CGU to which the asset belongs.

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

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

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2.13 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:
– Amortised cost;
– Fair value through other comprehensive income ("**FVOCI**"); and
– Fair value through profit or loss ("**FVPL**")

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Financial assets (continued)

(a) Classification and measurement (continued)

At initial recognition

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

At subsequent measurement

(i) Debt instruments

Debt instruments of the Group mainly comprise of cash and cash equivalents, trade and other receivables and unlisted debt securities.

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- *Amortised cost:*

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

- *Fair value through other comprehensive income:*

  Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income ("**OCI**") and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other (losses)/gains – net". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".

- *Fair value through profit or loss:*

  Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other (losses)/gains – net".

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Financial assets (continued)

(a) Classification and measurement (continued)

At subsequent measurement (continued)

(ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other (losses)/gains – net", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains/losses" in OCI. Dividends from equity investments are recognised in profit or loss as "dividend income".

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33(b) details how the Group determines whether there has been a significant increase in credit risk.

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

For other receivables and deposits, 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 recognition of the assets. If there is significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognised.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Financial assets (continued)

(c) Recognition and derecognition

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

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in OCI relating to that asset is reclassified to profit or loss.

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

2.14 Offsetting 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.

2.15 Financial guarantees

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

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

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Borrowings

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

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

2.17 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. 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.

2.18 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost include all costs of purchase and other costs incurred in developing the concept and content. Net realisable value is the estimated selling price in the ordinary course of business less selling expenses.

2.19 Other current assets

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

The assets recognised are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. An impairment loss is recognised in the profit or loss to the extent that the carrying amount of these other current assets exceeds the expected remaining consideration less any directly related costs not yet recognised as expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Income taxes

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

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

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

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

Deferred income tax is measured:

(a) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and

(b) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income and expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Provisions

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

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

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

2.22 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 in Singapore and Employee Provident Fund in Malaysia on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Profit-sharing and bonus plans

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

2.23 Currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Currency translation (continued)

(b) Transactions and balances (continued)

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

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

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

(c) Translation of Group entities' financial statements

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

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

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

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

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

2.24 Segment reporting

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

2.25 Cash and cash equivalents

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Share capital

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

2.27 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised in equity in the period in which they are declared.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

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

Given the pervasiveness of COVID-19, management has considered and estimated the impact of COVID-19 in the Group's assessment on impairment of goodwill, expected credit losses of trade and other receivables and deposits and valuation of financial assets, at FVPL based on their best estimates, market conditions and information available at the end of the reporting period. Details on these areas which involve significant judgement and estimation uncertainty are further disclosed below.

(a) Impairment of goodwill

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired. This requires an estimation of the recoverable amount of the CGU to which the goodwill are allocated, through the valuation method of fair value less cost to disposal or value-in-use. The method and assumptions used in this estimation of recoverable amount and the carrying amount of goodwill are disclosed in Note 21 to the financial statements.

(b) Expected credit losses of trade and other receivables and deposits

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

With reference to SFRS(I) 9 *Financial Instruments*, the Group applies simplified approach (lifetime ECL allowance) for its trade receivables and general approach (12-month ECL) for its other receivables and deposits.

In determining the ECL, the Group has considered the historical observed default rates, customer ability to repay, and adjusted with available forward-looking information. Additionally, given the on-going and evolving COVID-19 pandemic and uncertainty over its economic impact, the management had also considered the negative economic outlook and factored the probability of cash flow difficulties that could be experienced by certain customers on the impairment assessment.

The carrying amount of the trade and other receivables and deposits at the reporting date are disclosed in Notes 13 and 14 to the financial statements.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(c) Valuation of financial assets, at FVPL

The Group carries its financial assets at fair value, with changes in fair value being recognised in profit or loss. Where available, fair value measurements are derived from prices quoted in active markets for identical assets. In the absence of such information, other observable inputs are used to estimate fair value. Inputs derived from external sources are corroborated or otherwise verified, as appropriate.

The carrying amount of financial assets, at FVPL at the reporting date are disclosed in Note 17 to the financial statements.

4 REVENUE

The Group derives revenue from the transfer of services at a point in time and over time in the following types of services and geographical regions.

	Group	
	2021	2020
	$	$
At a point in time		
Post-production services	1,985,573	3,294,986
Content production services	41,640	2,616,488
	2,027,213	5,911,474
Over time		
Post-production services	–	225,000
	2,027,213	6,136,474
Geographical regions based on location of customers		
Singapore	1,706,469	2,664,874
Malaysia	48,916	2,198,738
China	34,828	1,019,362
Japan	227,000	41,500
Taiwan	–	212,000
Others	10,000	–
	2,027,213	6,136,474

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

5 OTHER INCOME

	Group	
	2021	2020
	$	$
Government grants – Jobs Support Scheme ("**JSS**") (Note 5(a))	786,579	–
Government grants – others (Note 5(b))	61,507	59,154
COVID-19 related rental concession income (Note 5(c))	25,576	–
Equipment rental income	29,600	13,927
Others	12,714	1,065
	915,976	74,146
Interest income	31,225	46,521
	947,201	120,667

(a) JSS is a temporary scheme introduced in the Singapore Budget 2020 to help enterprises retain local employees. Under the JSS, employers will receive cash grants in relation to the gross monthly wages of eligible employees.

(b) Government grants – others include wages credit scheme, temporary employment credit, special government credit and government-paid maternity/paternity leave.

(c) Included in the COVID-19 related rental concession income comprised of property tax rebates of $4,556 received by the Group from its landlords. In the COVID-19 (Temporary Measures) Act 2020, owner of qualifying non-residential properties ("**qualifying properties**") are granted a property tax rebate of up to 100% on their property tax payable from 1 January 2020 to 31 December 2020. Owners of qualifying properties are required to unconditionally and fully pass on their tenants on property tax rebate that is attributable to the rented property based on the period it was rented out.

6 OTHER LOSSES – NET

	Group	
	2021	2020
	$	$
(Loss)/gain on disposal of plant and equipment	(437)	800
Loss on fair value changes in financial assets, at FVPL – net (Note 17)	(80,550)	(62,350)
Foreign currency exchange gains – net	93,665	32,823
	12,678	(28,727)
Expected credit losses on financial assets	(1,304,718)	(95,000)
	(1,292,040)	(123,727)

7 EXPENSES BY NATURE

The Group's loss before tax is arrived at after charging the following:

		Group	
	Note	2021 $	2020 $
Employees compensation	8	2,557,942	2,926,617
Directors' fees		100,000	100,000
Depreciation of plant and equipment	19	403,937	454,685
Depreciation of right-of-use assets	20	219,734	208,216
Amortisation of intangible assets	22	1,115,897	196,380
Purchases of direct production-related expenses		1,044,380	2,093,492
IT and software related expenses		107,800	97,379
Professional fees		308,029	414,739

8 EMPLOYEES COMPENSATION

	Group	
	2021 $	2020 $
Wages and salaries	2,171,249	2,479,215
Employer's contribution to defined contribution plans	218,473	273,536
Other short-term benefits	168,220	173,866
	2,557,942	2,926,617

9 FINANCE EXPENSES

	Group	
	2021 $	2020 $
Interest expense on:		
– Bank borrowings	168,046	9,832
– Lease liabilities	15,105	10,907
	183,151	20,739
Unwinding of discount on provision for restoration costs (Note 27)	2,369	2,475
	185,520	23,214

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FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

10 INCOME TAXES

	Group	
	2021 $	2020 $
Tax credit attributable to loss is made up of:		
Profit for the financial year:		
Current income tax		
– Singapore	–	7,979
– Foreign	–	–
	–	7,979
Deferred income tax (Note 28)	–	46,867
	–	54,846
Over provision in prior financial years:		
– Current income tax – Singapore	(45,423)	(115,584)
– Deferred income tax (Note 28)	–	(6,750)
	(45,423)	(122,334)
	(45,423)	(67,488)

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:

	Group	
	2021 $	2020 $
Loss before tax	(4,551,214)	(827,557)
Tax calculated at tax rate of 17% (2020: 17%)	(773,706)	(140,685)
Effects of:		
– Differential of tax rates in foreign countries	–	4,614
– Income not subject to tax	(138,936)	(47,608)
– Expenses not deductible for tax purposes	486,611	251,099
– Tax exemption and rebates	(1,830)	(12,574)
– Deferred tax assets not recognised	427,861	–
– Over provision of income tax in prior financial years	(45,423)	(115,584)
– Over provision of deferred income tax in prior financial years	–	(6,750)
Tax credit	(45,423)	(67,488)

11 LOSS PER SHARE

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

	Group	
	2021	2020
Net loss attributable to equity holders of the Company ($)	(4,502,429)	(760,069)
Weighted average number of ordinary shares outstanding for basic and diluted loss per share	334,011,764	334,011,764
Basic and diluted loss per share (cents)	(1.35)	(0.23)

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

12 CASH AND CASH EQUIVALENTS

	Group		Company	
	2021	2020	2021	2020
	$	$	$	$
Cash at banks	1,367,394	1,756,768	204,760	279,392
Short-term bank deposits	–	365,850	–	–
	1,367,394	2,122,618	204,760	279,392

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

13 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2021	2020	2021	2020
	$	$	$	$
Trade receivables				
– Non-related parties	4,355,189	5,065,353	–	–
– Related parties	262,791	256,090	–	–
– Unbilled receivables	–	717,781	–	–
	4,617,980	6,039,224	–	–
Less: Expected credit loss allowance				
– Non-related parties (Note 33(b))	(1,385,502)	(95,000)	–	–
Trade receivables – net	3,232,478	5,944,224	–	–
Other receivables				
– Non-related parties	261,945	526,450	19,280	19,280
– Subsidiaries	–	–	9,673,108	9,989,933
– Related parties	251,578	251,421	–	–
	513,523	777,871	9,692,388	10,009,213
Less: Expected credit loss allowance				
– Non-related parties (Note 33(b))	(15,000)	–	(15,000)	–
	498,523	777,871	9,677,388	10,009,213
	3,731,001	6,722,095	9,677,388	10,009,213

Related parties are entities controlled and be able to exercise significant influence by the holding company.

Unbilled receivables relate to customers that the Group has performed its obligation of contracts with but are not billed as at financial year end. There is no loss allowance provided for unbilled receivables as at 31 March 2021 and 2020.

The non-trade amounts due from subsidiaries and related parties are unsecured, interest-free and are repayable on demand.

14 DEPOSITS AND PREPAYMENTS

	Group		Company	
	2021 $	2020 $	2021 $	2020 $
Current				
Deposits (Note 14(a))	2,087,946	2,972,216	–	500,000
Prepayments	528,121	57,698	478,750	11,500
	2,616,067	3,029,914	478,750	511,500
Non-current				
Deposit (Note 14(b))	3,500,000	3,500,000	–	–

(a) The deposits and prepayments (current) of the Group were paid for securing projects amounted to $1,984,780 (2020: $2,400,000).

(b) The deposit (non-current) was paid to secure a potential investment.

The fair value of non-current deposit amounted to $3,001,938 (2020: $2,852,198) was determined from the discounted market borrowing rates of 5.25% (2020: 5.25%). The fair value is within level 3 of the fair value hierarchy.

15 INVENTORIES

	Group	
	2021 $	2020 $ ***Restated***
Inventories		
Developed concept with immersive content	1,600,000	1,600,000

The developed concept with immersive content includes in-game structure, script and creative concept.

16 OTHER CURRENT ASSETS

	Group	
	2021 $	2020 $ ***Restated***
Other current assets		
Assets recognised from costs incurred to fulfill revenue contracts	2,232,913	2,183,725

Costs incurred to fulfill revenue contracts related to direct costs incurred for revenue contracts in progress as at 31 March 2021 and 2020. The Group expects the capitalised costs to be completely recovered, hence no impairment loss has been recognised.

17 FINANCIAL ASSETS, AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVPL")

	Group		Company	
	2021 $	2020 $	2021 $	2020 $
Financial assets designated at FVPL:				
Unquoted securities				
– Singapore	2,085,596	1,700,000	2,085,596	1,700,000
– United States	10,000	–	10,000	–
	2,095,596	1,700,000	2,095,596	1,700,000
Unquoted convertible loans				
– Singapore	–	501,146	–	501,146
– Malaysia	767,696	781,426	–	–
	767,696	1,282,572	–	501,146
	2,863,292	2,982,572	2,095,596	2,201,146

The movement of the financial assets, FVPL is as follows:

	Group		Company	
	2021 $	2020 $	2021 $	2020 $
Beginning of financial year	2,982,572	–	2,201,146	–
Additions	50,000	3,045,056	50,000	2,200,000
Changes arising from variation of terms	(75,000)	–	(75,000)	–
(Losses)/gains on fair value changes – net (Note 6)	(80,550)	(62,350)	(80,550)	1,146
Currency translation differences	(13,730)	(134)	–	–
End of financial year	2,863,292	2,982,572	2,095,596	2,201,146

17 FINANCIAL ASSETS, AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVPL") (CONTINUED)

(a) Unquoted securities

Unquoted securities investments comprise of equity and debt instruments. These investments are measured at FVPL, as they represent an identified portfolio of investments which the Group manages together with an intention to realise the investments when the opportunity arises.

The fair value of unquoted securities investments are determined based on recent price quoted from active/most advantageous market for the investee company's equity and incorporated internal and/or external changes in the business and market environment that the investee operates in (if any).

In the absence of publicly available market data and information where the range of reasonable fair value estimates is significant and the probabilities of the various estimates cannot be reasonable assessed, certain unquoted securities have been measured at costs.

(b) Unquoted convertible loans

As at 31 March 2021, unquoted convertible loans comprise of one (2020: two) debt instrument at interest rate of 3% (2020: 3% to 7%) per annum with maturity date of 3 years (2020: 2 to 3 years) from the contracted date, and an option to extend for additional 1 year (2020: 1 year) at interest rate of 4% (2020: 4% to 8%) per annum.

The fair value of unquoted convertible loans in both Singapore and Malaysia are determined based on discounted cash flow method with a discount rate of 5.25% (2020: 5.25%).

The fair value of unquoted securities and convertible loans are classified in Level 3 of the fair value hierarchy.

18 INVESTMENTS IN SUBSIDIARIES

	Company	
	2021	**2020**
	$	**$**
Equity investments at cost		
Beginning of financial year	446,400	446,400
Additions	5,500	–
End of financial year	451,900	446,400

On 8 July 2020, the Company incorporated a 55%-owned subsidiary, V&N Entertainment Pte. Ltd.. The subsidiary has an initial issued and paid-up share capital of $10,000.

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Group has the following subsidiaries:

Name of subsidiaries	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Group		Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by non-controlling interests	
			2021 %	**2020 %**	**2021 %**	**2020 %**	**2021 %**	**2020 %**
Held by the Company:								
Vividthree Productions Pte. Ltd.[a]	Motion picture, video and television programme post-production and content production activities	Singapore	100	100	100	100	–	–
Vividthree Co., Ltd. (蔚视丰隆文化发展(上海)有限公司)[b][d][e]	Motion picture, video and television programme post-production activities	China	100	100	100	100	–	–
V&N Entertainment Pte. Ltd.[a][f]	Providing event management	Singapore	55	–	55	–	45	–
Held by Vividthree Productions Pte. Ltd.:								
Vividthree Productions Sdn. Bhd.[b][c][d]	Motion picture, video and television programme post-production activities	Malaysia	100	100	–	–	–	–

(a) Audited by Nexia TS Public Accounting Corporation.

(b) For the purpose of preparing the consolidated financial statements, these financial statements have been reviewed by Nexia TS Public Accounting Corporation.

(c) Audited by C. C. Lee & Associates, Chartered Accountants, Malaysia for local statutory purposes.

(d) In accordance to Rule 716 of the SGX-ST Listing Rules, the Audit Committee and Board of Directors of the Company are of the opinion that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Group and of the Company.

(e) The financial statements of the subsidiary is not subject to audit under local law of country.

(f) The subsidiary, V&N Entertainment Pte. Ltd. was incorporated in 8 July 2020.

19 PLANT AND EQUIPMENT

Group	Office equipment and computers $	Furniture and fittings $	Renovation $	Tools and equipment $	Total $
2021					
Cost					
Beginning of financial year	1,059,470	71,722	300,798	844,571	2,276,561
Additions	50,725	1,529	4,216	–	56,470
Disposals	–	(1,165)	–	–	(1,165)
Write-off	–	–	(5,116)	–	(5,116)
Currency translation differences	(532)	(120)	(91)	–	(743)
End of financial year	1,109,663	71,966	299,807	844,571	2,326,007
Accumulated depreciation					
Beginning of financial year	884,928	13,102	109,559	386,590	1,394,179
Depreciation charge for the year (Note 7)	105,527	7,936	54,983	235,491	403,937
Disposals	–	(331)	–	–	(331)
Write-off	–	–	(5,116)	–	(5,116)
Currency translation differences	(208)	(27)	(103)	–	(338)
End of financial year	990,247	20,680	159,323	622,081	1,792,331
Carrying amount					
End of financial year	119,416	51,286	140,484	222,490	533,676
2020					
Cost					
Beginning of financial year	969,798	17,174	135,175	823,750	1,945,897
Additions	96,834	54,577	165,655	19,796	336,862
Reclassifications	(1,025)	–	–	1,025	–
Disposals	(6,100)	–	–	–	(6,100)
Currency translation differences	(37)	(29)	(32)	-	(98)
End of financial year	1,059,470	71,722	300,798	844,571	2,276,561
Accumulated depreciation					
Beginning of financial year	781,612	6,663	63,221	94,162	945,658
Depreciation charge for the year (Note 7)	109,447	6,441	46,369	292,428	454,685
Disposals	(6,100)	–	–	–	(6,100)
Currency translation differences	(31)	(2)	(31)	–	(64)
End of financial year	884,928	13,102	109,559	386,590	1,394,179
Carrying amount					
End of financial year	174,542	58,620	191,239	457,981	882,382

20 RIGHT-OF-USE ASSETS

The Group lease various office premises for fixed lease term with extension options.

Set out below are carrying amounts of right-of-use assets recognised and the movement during the financial year.

	Group 2021 $	Group 2020 $
Cost		
Beginning of financial year	838,839	–
Adoption of SFRS(I) 16	–	694,845
Additions	–	143,994
Write-off	(19,041)	–
Currency translation differences	(2,023)	–
End of financial year	817,775	838,839
Accumulated depreciation		
Beginning of financial year	208,276	-
Depreciation charge for the year (Note 7)	219,734	208,216
Write-off	(19,041)	-
Currency translation differences	(850)	60
End of financial year	408,119	208,276
Carrying amount		
End of financial year	409,656	630,563
The following are amounts recognised in profit and loss:		
Depreciation of right-of-use assets (Note 7)	219,734	208,216
Interest expense on lease liabilities (Note 9)	15,105	10,907
Total cash outflow for all the leases recognised in consolidated statement of cash flows	194,194	202,977

21 GOODWILL ARISING ON CONSOLIDATION

	Group	
	2021	**2020**
	$	**$**
Cost and carrying amount		
Beginning and end of financial year	2,851,917	2,851,917

Impairment test for goodwill

In assessing whether impairment is required, the carrying amount of the CGU is compared with its recoverable amount. The recoverable amount of the CGU was determined based on fair value less costs to disposal ("**FVLCD**") method via discounted cash flow approach ("**DCF**"). The key assumptions on which the Group has applied in the DCF in determining FVLCD were that projected future performance was based on past performance and expectations that are affected by future market and economic conditions, i.e. the impact caused by on-going and evolving of COVID-19 pandemic.

The FVLCD is determined based on financial budgets covering a five-year period and beyond five-year period were extrapolated using terminal growth rate as disclosed in the table below. These cash flows were discounted using a pre-tax discount rate that reflected current market assessment of the time value of money and the risks specific to the CGU. The Group considers the inputs and the valuation approach to be consistent with the approach taken by market participants.

Under the fair value hierarchy, level 3 inputs were used.

Key assumptions used for FVLCD calculations:

	2021	**2020**
Average growth rate[(a)]	5.0%	5.0%
Terminal growth rate[(b)]	2.0%	Nil
Discount rate[(c)]	11.6%	10.0%

(a) Weighted average growth rates used to project operating expenses for the five-year period
(b) Terminal growth rates used to extrapolate cash flows beyond the five-year period
(c) Pre-tax discount rates applied to the pre-tax cash flow projections

Sensitivity to changes in assumptions

The Group believes that any reasonably possible change in the above key assumptions are not likely to cause any of the recoverable amount of the CGU to be materially lower than the related carrying amount.

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22 INTANGIBLE ASSETS

Group	**Content development $**	**Acquired rights $**	**Customer relationship $**	**Licenses $**	**Software $**	**Software under development $**	**Total $**
2021							
Cost							
Beginning of financial year	565,907	2,092,530	163,000	76,554	–	120,000	3,017,991
Additions	93,716	6,586,052	–	–	–	80,000	6,759,768
Reclassifications	–	–	–	–	200,000	(200,000)	–
Currency translation differences	–	43,443	–	–	–	–	43,443
End of financial year	659,623	8,722,025	163,000	76,554	200,000	–	9,821,202
Accumulated amortisation							
Beginning of financial year	140,658	176,455	163,000	–	–	–	480,113
Amortisation charge for the year(Note 7)	131,925	943,972	–	–	40,000	–	1,115,897
Currency translation differences	–	16,803	–	–	–	–	16,803
End of financial year	272,583	1,137,230	163,000	–	40,000	–	1,612,813
Carrying amount							
End of financial year	387,040	7,584,795	–	76,554	160,000	–	8,208,389
2020							
Cost							
Beginning of financial year	553,627	109,948	163,000	–	–	–	826,575
Additions	12,280	1,982,582	–	76,554	–	120,000	2,191,416
End of financial year	565,907	2,092,530	163,000	76,554	–	120,000	3,017,991
Accumulated amortisation							
Beginning of financial year	27,681	91,448	163,000	–	–	–	282,129
Amortisation charge for the year(Note 7)	112,977	83,403	–	–	–	–	196,380
Currency translation differences	–	1,604	–	–	–	–	1,604
End of financial year	140,658	176,455	163,000	–	–	–	480,113
Carrying amount							
End of financial year	425,249	1,916,075	–	76,554	–	120,000	2,537,878

23 TRADE AND OTHER PAYABLES

	Group		Company	
	2021	2020	2021	2020
	$	$	$	$
Trade payables				
– Non-related parties	589,456	553,486	–	–
– Related parties	5,189	5,282	–	–
	594,645	558,768	–	–
Other payables				
– Non-related parties	185,010	418,720	72,350	81,721
– Holding company	116,321	96,321	33,275	13,275
– Subsidiaries	-	-	410,400	401,600
– Related parties	43,070	37,114	1,288	1,059
	344,401	552,155	517,313	497,655
Accruals	326,995	362,903	175,625	155,350
	1,266,041	1,473,826	692,938	653,005

Related parties are entities controlled and be able to exercise significant influence by the holding company.

Non-trade amounts due to holding company, subsidiaries and related parties are unsecured, interest-free and repayable on demand.

24 CONTRACT LIABILITIES

	Group	
	2021	2020
	$	$
Contract liabilities	850,248	308,679

Contract liabilities related to payments received in advance from customers. The related amounts are recognised as revenue when the Group fulfills its performance obligation under the contract with the customers which generally does not exceed one year.

Revenue recognised in the financial year ended 31 March 2021 and 31 March 2020 amounting to $170,396 and $1,456,625 respectively were included in contract liabilities at the beginning of the respective financial year.

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25 BORROWINGS

	Group	
	2021	2020
	$	$
Bank borrowings:		
– Current	2,375,000	1,700,000
– Non-current	4,555,556	–
	6,930,556	1,700,000

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

	Group	
	2021	2020
	$	$
Less than 12 months	1,000,000	1,700,000

(a) The Group's bank borrowings were secured by corporate guarantees from the Company.

(b) The fair values of non-current fixed rate instruments are $4,420,790 (2020: Nil) and are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the reporting date which the directors expect to be available to the Group as follows:

	Group	
	2021	2020
	%	%
Bank borrowings	5.25	5.25

26 LEASE LIABILITIES

	Group	
	2021	2020
	$	$
Undiscounted lease payments due:		
– Not later than one year	213,464	220,498
– Between one and five years	195,848	410,148
	409,312	630,646
Less: Future interest costs	(17,008)	(32,101)
Lease liabilities	392,304	598,545
Lease liabilities are presented in the consolidated statement of financial position as follows:		
– Current	200,705	205,436
– Non-current	191,599	393,109
	392,304	598,545

27 PROVISION

Provision was provided based on the estimated cost to reinstate the Group's leased premises recognised as ROU assets to the original condition upon termination/maturity of the leases:

	Group	
	2021	2020
	$	$
Beginning of financial year	50,702	–
Addition provided during the year	–	48,227
Unwinding of discount (Note 9)	2,369	2,475
End of financial year	53,071	50,702

28 DEFERRED INCOME TAXES

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

	Group	
	2021	2020
	$	$
Deferred income tax liabilities	91,743	91,743

Movement in deferred income tax account is as follows:

	Group	
	2021	2020
	$	$
Beginning of financial year	91,743	51,626
Charged to profit or loss (Note 10)	–	40,117
End of financial year	91,743	91,743

The movement in deferred income tax liabilities is as follows:

	Accelerated tax depreciation
Group	$
2021	
Beginning and end of financial year	91,743
2020	
Beginning of financial year	51,626
Credited to profit or loss	40,117
End of financial year	91,743

Deferred income taxes are recognised for tax losses carried forward to the extent that the realisation of related tax benefits through future taxable profits is probable. As at reporting date, the Group has recognised tax losses of $2,516,832 (2020: Nil) which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by the subsidiaries with unrecognised tax losses in their country of incorporation. The unutilised tax losses does not have expiry date under current tax legislation except for the unutilised losses of $113,996 (2020: Nil) arising from the subsidiary in Malaysia which is available for carry up to 7 years from the year of loss and will expire in 2028.

29 SHARE CAPITAL

	Group and Company	
	No. of ordinary shares	Amount $
2021		
Beginning and end of financial year	334,011,764	13,772,231
2020		
Beginning and end of financial year	334,011,764	13,772,231

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

30 RESERVES

	Group	
	2021 $	2020 $
Composition:		
Merger reserve (Note 30(a))	2,921,000	2,921,000
Currency translation reserve (Note 30(b))	19,903	5,976
	2,940,903	2,926,976

Reserves are non-distributable.

The movement of reserves are as follows:

(a) Merger reserve

	Group	
	2021 $	2020 $
Beginning and end of financial year	2,921,000	2,921,000

The merger reserve represents the difference between the consideration paid and the share capital of the subsidiaries acquired under common control.

30 RESERVES (CONTINUED)

(b) Currency translation reserve

	Group	
	2021 $	2020 $
Beginning of financial year	5,976	8,130
Net currency translation differences of financial statements of foreign subsidiaries	13,927	(2,154)
End of financial year	19,903	5,976

31 RETAINED PROFITS/(ACCUMULATED LOSSES)

(a) Retained profits of the Group are distributable.

(b) Movement in accumulated losses of the Company is as follows:

	2021 $	2020 $
Beginning of financial year	(977,585)	(499,540)
Net loss during the year	(579,190)	(478,045)
End of financial year	(1,556,775)	(977,585)

32 CONTINGENT LIABILITIES

(a) Performance guarantees

Contingent liabilities, of which the probability of settlement is remote at the reporting date, are as follows:

	Group	
	2021 $	2020 $
Performance guarantees	39,619	–

(b) Corporate guarantees

During the financial year, the Company has issued corporate guarantees amounting up to $7,000,000 (2020: $2,000,000) to banks for borrowings of its subsidiary. These bank borrowings of the subsidiary amounted to $6,930,556 (2020: $1,700,000) as at the reporting date.

The Company has evaluated the fair values of the corporate guarantees and the consequential liabilities derived from its guarantees to the bank with regards to the subsidiary are minimal. The subsidiary for which the guarantees were provided is in favourable equity position and is profitable, with no default in the payment of borrowings and credit facilities.

33 FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk, and cash flow and fair value interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group do not use financial instruments such as currency forwards, interest rate swaps and foreign currency borrowings to hedge certain financial risk exposure.

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

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

(a) Market risk

(i) Currency risk

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

Currency risk arises within entities in the Group when transactions are mainly denominated in foreign currencies such as the Renminbi ("**RMB**") and Malaysian Ringgit ("**MYR**").

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

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

In the previous financial year, the Group's currency exposure based on the information provided to key management is as follows:

	SGD $	RMB $	MYR $	Total $
2020				
Financial assets				
Cash and cash equivalents	1,559,171	355,592	207,855	2,122,618
Trade and other receivables	4,916,120	1,692,579	113,396	6,722,095
Deposits	6,452,178	–	20,038	6,472,216
Financial assets, at FVPL	2,201,146	–	781,426	2,982,572
Intra-group receivables	11,649,965	401,600	–	12,051,565
	26,778,580	2,449,771	1,122,715	30,351,066
Financial liabilities				
Trade and other payables	(712,294)	(224,736)	(536,796)	(1,473,826)
Borrowings	(1,700,000)	–	–	(1,700,000)
Lease liabilities	(510,821)	–	(87,724)	(598,545)
Intra-group payables	(11,649,965)	(401,600)	–	(12,051,565)
	(14,573,080)	(626,336)	(624,520)	(15,823,936)
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	–	–	(383,310)	(383,310)

If the MYR change against the SGD by 0.3% with all other variables including tax rate being held constant, the effects arising from the net financial assets/liabilities position will be as follows:

	Increase/ (Decrease) in net profit 2020 $
Group	
MYR against SGD	
– Strengthened	954
– Weakened	(954)

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

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

(ii) Price risk

The Group is exposed to equity securities price risk arising from the unquoted equity securities from Singapore classified as financial assets, at FVPL as disclosed in Note 17 to the financial statements. As at reporting date, there is no significant exposure to equity price risk.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group does not have any significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from borrowings at floating interest rate. The Group manages its interest rate risk by keeping bank loans to the minimum required to sustain the operations of the Group.

The interest rate risk exposure for borrowings has been determined by the management as not material to the Group's profit for the financial year ended 31 March 2021 and 31 March 2020.

(b) Credit risk

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

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33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(i) Risk management

The Group adopts the following policy to mitigate the credit risk.

For banks and financial institutions, the Group mitigates its credit risks by transacting only with counterparties with good ratings.

For customers, the Group performs credit reviews on new customers before acceptance and an annual review for existing customers. Credit reviews take into account customers' financial strength, the Group's past experiences with the customers and other relevant factors.

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

The trade receivables of the Group comprise 3 debtors (2020: 4 debtors), which represented 21% – 27% (2020: 15% – 29%) of the trade receivables.

The credit risk for trade receivables based on the information provided to key management are as follows:

	Group	
	2021	**2020**
	$	**$**
By geographical areas		
Singapore	2,115,246	1,752,120
China	1,779,760	3,192,579
Taiwan	212,000	212,000
Malaysia	510,974	882,525
	4,617,980	6,039,224
Less: Expected credit losses allowance	(1,385,502)	(95,000)
	3,232,478	5,944,224
By types of customers		
Non-related parties	4,355,189	5,783,134
Related parties	262,791	256,090
	4,617,980	6,039,224
Less: Expected credit losses allowance	(1,385,502)	(95,000)
	3,232,478	5,944,224

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(i) Risk management (continued)

Non-trade amounts due from subsidiaries and related parties

The Company held non-trade receivables from its subsidiaries of $9,673,108 (2020: $9,989,933). These balances are amounts funded to subsidiaries as working capital. The Company used general approach for assessment of ECLs for these receivables. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement), these exposures are considered to have low credit risk. Therefore impairment on these balances has been measured on the 12 months expected credit loss basis and the amount of the allowance is insignificant.

(ii) Impairment of financial assets

The Group and the Company have applied the simplified approach by using the provision matrix to measure the lifetime expected credit losses for all trade receivables and the general approach for other financial assets at amortised cost, i.e., other receivables and deposits.

To measure the ECL, these receivables have been grouped based on individual characteristics of its customers and days past due. In calculating the expected credit loss rates, the Group and the Company considered historical loss rates for each category of customers.

Receivables are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group considers a receivable for write off when a debtor fails to make contractual payment greater than 365 days past due based on historical loss rates for each category of customers and adjust to reflect current and forward looking information. Where receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

The Group has recognised a loss allowance of $1,400,502 (2020: $95,000) against trade and other receivables over 365 days past due, because historical experience and forward looking information (including the impact from COVID-19) has indicated that these group of receivables generally has a greater potential risk on the recoverability. No other loss allowance are recognised as the management believes that the amounts that are past due are collectible, based on historical payment behaviour and credit-worthiness of the customers.

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33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

For deposits, the general 3-stage approach is applied. ECL allowance is based on 12-month expected credit loss if there is no significant increase in credit risk since recognition of the deposits. If there is significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognised. As at the reporting date, no ECL has been provided for deposits as the management believes that the deposits remain low risk and no recoverability issue.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The movement of ECL on trade and other receivables are as follows:

	Group	
	2021	**2020**
Group	**$**	**$**
Beginning of financial year	95,000	–
Currency translation differences	784	–
Loss allowance recognised in profit and loss during the financial year	1,304,718	95,000
End of financial year (Note 13)	1,400,502	95,000

(c) Liquidity risk

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

Management monitors rolling forecasts of the liquidity reserve (comprises undrawn borrowing facility) and cash and cash equivalents of the Group and the Company on the basis of expected cash flow. This is generally carried out in accordance with the practice and limits set by the directors. These limits vary by location to take into account the liquidity of the market in which the entity operates.

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk (continued)

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

	Less than 1 year $	Between 1 and 2 years $	Between 2 and 5 years $
Group			
At 31 March 2021			
Trade and other payables	1,266,041	–	–
Borrowings	2,375,000	1,927,370	2,628,722
Lease liabilities	213,464	186,986	8,862
	3,854,505	2,114,356	2,637,584
At 31 March 2020			
Trade and other payables	1,473,826	–	–
Borrowings	1,700,000	–	–
Lease liabilities	220,498	214,121	196,027
	3,394,324	214,121	196,027

(d) Capital risk

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

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Capital risk (continued)

Management monitors capital based on the gearing ratio which the Board of Directors monitors on a periodic basis. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings less cash and cash equivalents. Total capital is calculated as total equity plus net debt.

	Group		Company	
	2021 $	2020 $	2021 $	2020 $
Borrowings	6,930,556	1,700,000	–	–
Less: cash and cash equivalents	(1,367,394)	(2,122,618)	(204,760)	(279,392)
Net debt/(cash)	5,563,162	(422,618)	(204,760)	(279,392)
Total equity	20,163,477	24,650,841	12,215,456	12,794,646
Total capital	25,726,639	24,228,223	12,010,696	12,515,254
Gearing ratio (times)	0.22	*	*	*

* Not meaningful

The Group and the Company were in compliance with all externally imposed capital requirements for the financial years ended 31 March 2021 and 2020.

(e) Fair value measurements

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

(i) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(ii) inputs other than quoted prices included within level 1 that are observable or the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

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

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. Where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

The carrying amount of financial assets and financial liabilities recorded in the consolidated financial statements approximates their fair values, except for non-current deposits and financial assets, at FVPL. The fair value measurement disclosure, can be found at Notes 14 and 17 to the financial statements respectively.

33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the statements of financial position, except for the following:

	Group		Company	
	2021	2020	2021	2020
	$	$	$	$
Financial assets at amortised cost	10,686,341	15,316,929	9,882,148	10,788,605
Financial assets, at FVPL	2,863,292	2,982,572	2,095,596	2,201,146
Financial liabilities at amortised cost	8,588,901	3,772,371	692,938	653,005

34 RELATED PARTY TRANSACTIONS

Related parties comprise mainly companies which are controlled by the holding company.

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

(a) Sales and purchases of services

	Group	
	2021	2020
	$	$
Holding company		
Purchase of services	20,000	12,100
Related parties		
Sales of services	9,200	360,208
Purchase of services	268,026	39,482
Rental expenses paid	34,815	–
Purchase of concert tickets	–	23,551

Outstanding balances as at 31 March 2021 and 2020 arising from sales/purchase of services, are unsecured and receivable/payable within 12 months from reporting date and are disclosed in Notes 13 and 23 to the financial statements respectively.

34 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2021	2020
	$	$
Directors		
Wages and salaries	326,280	367,200
Directors' fees	100,000	100,000
Employer's contribution to defined contribution plans	12,274	15,157
Other benefits	75,100	62,150
	513,654	544,507
Key management personnel (excluding directors)		
Wages and salaries	329,340	389,600
Bonus	–	3,000
Employer's contribution to defined contribution plans	24,548	24,548
Other benefits	8,500	4,000
	362,388	421,148
Total key management personnel compensation	876,042	965,655

35 SEGMENTAL INFORMATION

The Group's CODM comprises the Managing Director and Chief Executive Officer. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources, and assess performance.

The Group was organised into 2 operating segments, which is relating to post-production and content production. This is based on the Group's internal organisation and management structure and the primary way in which the CODM is provided with the financial information.

The two operating segments are mainly:

(a) Post-production

Post-production refers to the services in visual effects, computer-generated imagery services and immersive media works for feature films, commercials, projection mapping and other post-production services. The services are mainly related to motion picture, video and television programme post-production services.

(b) Content Production

Content production refers to the production of immersive experiential content for location-based entertainment by developing the Group's digital intellectual property assets ("**IP**") or acquired IP from third parties, and license the IP to third parties such as venue owners and show promoters to use these for commercial, marketing and/or promotion purposes.

35 SEGMENTAL INFORMATION (CONTINUED)

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

	Content Production		Post-production		Total	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
	$	**$**	**$**	**$**	**$**	**$**
Revenue						
– External parties	41,640	2,616,488	1,985,573	3,519,986	2,027,213	6,136,474
Other material non-cash expenses						
– Expected credit losses on financial assets	1,169,500	80,500	135,218	14,500	1,304,718	95,000
Unallocated expenses						
– Loss on fair value changes in financial assets, at FVPL – net					80,550	62,350
(Loss)/earnings before interest, tax, depreciation and amortisation					**(2,626,126)**	**54,938**
Depreciation of plant and equipment and right-of-use assets					(623,671)	(662,901)
Amortisation of intangible assets					(1,115,897)	(196,380)
Interest expense					(185,520)	(23,214)
Loss before income tax					**(4,551,214)**	**(827,557)**
Income tax credit					45,423	67,488
Net loss for the financial year					**(4,505,791)**	**(760,069)**

There are no revenue transactions between the inter-segment. Disclosure on the measures of total assets and total liabilities for each reportable segments was not presented as the CODM is of the opinion that it is not meaningful and impracticable as they do not use them for decision-making on allocation of resources and performance assessment.

Segmental revenue by geographical is disclosed in Note 4 to the financial statements.

Information of major customers

Revenue of approximately $1,277,430 (2020: $3,166,427) is derived from 3 (2020: 2) external customers for the financial year ended 31 March 2021.

36 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

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

Amendments to SFRS(I) 1-1 *Presentation of Financial Statements:* *Classification of Liabilities as Current or Non-current* (effective for annual periods beginning on or after 1 April 2023)

The narrow-scope amendments to SFRS(I) 1-1 *Presentation of Financial Statements* clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waver or a breach of covenant). The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability.

The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

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

Amendments to SFRS(I) 1-16 *Property, Plant and Equipment:* *Proceeds before Intended Use* (effective for annual periods beginning on or after 1 April 2022)

The amendment to SFRS(I) 1-16 *Property, Plant and Equipment* ("**PPE**") prohibits an entity from deducting from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment.

Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

Amendments to SFRS(I) 37 *Provisions, Contingent Liabilities and Contingent Asset:* *Onerous Contracts – Cost of Fulfilling a Contract* (effective for annual periods beginning on or after 1 April 2022)

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

These amendments are applied to business combinations and asset acquisitions with acquisition date on or after 1 April 2021. Early application is permitted. The Group does not expect any significant impact arising from applying these amendments.

37 SIGNIFICANT EVENTS SUBSEQUENT TO THE REPORTING DATE

The Group entered the following agreements and non-binding term sheet to dispose two (2) investments in financial assets, at FVPL during the current financial year:

(a) On 23 February 2021, the Group entered a Security Purchase Agreement to sell an unquoted security investment for a cash consideration of $1,899,700. The transaction is in progress as at the date of this report. As the Group has recognised the fair value changes in the current financial year, there is no financial impact to profit of loss for financial year ending 31 March 2022.

(b) On 30 April 2021, the Group entered into a Share Sale and Purchase Agreement to sell an unquoted security investment for a cash consideration of $678,283 pursuant to a non-binding term sheet entered on 19 March 2021. The Group completed the transaction on 1 June 2021. As the Group has recognised the fair value changes in the current financial year, there is no financial impact to profit of loss for financial year ending 31 March 2022.

38 COMPARATIVE FIGURES

Certain comparative figures have been reclassified for the financial year ended 31 March 2020 to conform to current year's presentation. These are presented as below:

	As previously reported $	Reclassifications $	As reclassified $
Group			
31 March 2020			
Consolidated Statement of Financial Position			
Current assets			
Other current assets	3,783,725	(1,600,000)	2,183,725
Inventories	–	1,600,000	1,600,000
Consolidated Statement of Cash Flows			
Cash flows from operating activities			
Changes in working capital:			
– Other current assets	(1,511,640)	1,600,000	88,360
– Inventories	–	(1,600,000)	(1,600,000)

39 AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Vividthree Holdings Ltd. on 1 July 2021.

AS AT 21 JUNE 2021

SHARE CAPITAL

Number of shares	:	334,011,764
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share
No. of treasury shares and percentage	:	Nil
No. of subsidiary holdings held and percentage	:	Nil

SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 21 June 2021, approximately 30.46% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual issued by SGX-ST is complied with.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

Size of shareholdings	No. of shareholders	%	No. of Shares	%
1 – 99	2	0.46	50	0.00
100 – 1,000	24	5.53	15,700	0.01
1,001 – 10,000	95	21.89	634,554	0.19
10,001 – 1,000,000	289	66.59	45,472,700	13.61
1,000,001 and above	24	5.53	287,888,760	86.19
Total	**434**	**100.00**	**334,011,764**	**100.00**

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of shares	%
1	mm2 Asia Ltd	138,720,000	41.53
2	Yeo Eng Pu, Charles	43,987,840	13.17
3	Hong Wei Chien	28,082,400	8.41
4	United Overseas Bank Nominees Pte Ltd	11,130,400	3.33
5	Lee Hoon Hwee	9,321,920	2.79
6	Phillip Securities Pte Ltd	7,060,600	2.11
7	Lim Lena (Lin Lena)	6,700,000	2.01
8	Maybank Kim Eng Securities Pte. Ltd.	5,014,000	1.50
9	Yeo Khee Seng Benny	4,838,300	1.45
10	DBS Nominees Pte Ltd	4,684,800	1.40
11	Yeo Khee Yeow Anthony	4,000,000	1.20
12	CGS-CIMB Securities (Singapore) Pte Ltd	3,975,700	1.19
13	Raffles Nominees (Pte) Limited	3,320,100	0.99
14	Citibank Nominees Singapore Pte Ltd	3,073,700	0.92
15	Ng Cheong Kiat	2,500,000	0.75
16	OCBC Securities Private Ltd	2,260,000	0.68
17	Henry Quek Peng Hock	1,400,000	0.42
18	Sim Teck Huat	1,300,000	0.39
19	Soh Chun Bin	1,250,000	0.37
20	Yeo Eng Bao Vincent	1,080,000	0.32
	Total:	283,699,760	84.93

STATISTICS OF SHAREHOLDINGS

AS AT 21 JUNE 2021

SUBSTANTIAL SHAREHOLDERS

No	Name of shareholder	Direct interest	%	Indirect/Deemed interest	%
1.	Yeo Eng Pu, Charles	43,987,840	13.17	–	–
2.	Hong Wei Chien	28,082,400	8.41	–	–
3.	mm2 Asia Ltd.	138,720,000	41.53	–	–
4.	Melvin Ang[1]	–	–	138,720,000	41.53

Note:

1. Mr Melvin Ang currently holds 38.11% of the shares in mm2 Asia Ltd.; and is deemed interested in the 138,720,000 ordinary shares in the Company held by mm2 Asia Ltd..

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the Company will be convened and held by way of electronic means on Thursday, 29 July 2021 at 10.00 a.m. to transact the following business:–

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Independent Auditor's Report thereon. **Resolution 1**

2. To re-elect Mr Chang Long Jong, who is retiring in accordance with Regulation 117 of the Company's Constitution, as a Director of the Company. **Resolution 2**

   Mr Chang Long Jong shall, upon re-election as a Director of the Company, remain as a member of the Remuneration Committee and shall be considered non-independent.

3. To re-elect Mr Wong Kim Soon Royson, who is retiring in accordance with Regulation 117 of the Company's Constitution, as a Director of the Company. **Resolution 3**

   Mr Wong Kim Soon Royson shall, upon re-election as a Director of the Company, remain as Chairman of the Audit and Nominating Committee, and as a member of the Remuneration Committee. Mr Wong Kim Soon Royson shall be considered independent for the purpose of Rule 704(7) of Catalist Rules.

4. To approve the payment of Directors' fees of $100,000 for the year ended 31 March 2021. **Resolution 4**

5. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

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

6. **Authority to allot and issue shares** **Resolution 6**

   "That pursuant to Section 161 of the Companies Act, Cap. 50. ("**Companies Act**") and the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:–

   (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:–

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from exercising Share Options (the "**Options**") or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the Options or Awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or sub-division of Shares

(iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (i)]

7. **Authority to grant Awards and to allot and issue Shares under the Vividthree Performance Share Plan** **Resolution 7**

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:–

(a) grant Awards in accordance with the provisions of the Vividthree Performance Share Plan (the "**Vividthree PSP**"); and

(b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the Vividthree PSP provided that the aggregate number of Shares to be allotted and issued pursuant to the Vividthree PSP shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time."

[See Explanatory Note (ii)]

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

NOTICE OF
ANNUAL GENERAL MEETING

Explanatory Notes:

(i) The Ordinary Resolution proposed in item 6, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting, or by the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.

(ii) The Ordinary Resolution proposed in item 7, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the Vividthree PSP. The grant of Awards under the Vividthree PSP will be made in accordance with the provisions of the Vividthree PSP. The aggregate number of Shares which may be issued pursuant to the Vividthree PSP shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time.

BY ORDER OF THE BOARD

YAP PECK KHIM
Company Secretary

Date: 14 July 2021

NOTES:

1. PARTICIPATION IN THE AGM VIA "LIVE" WEBCAST OR "LIVE" AUDIO FEED

(a) In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will conduct its AGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and members will NOT be able to attend the AGM in person. Printed copies of this notice of AGM ("**Notice**"), the proxy form and the FY2021 Annual Report will NOT be sent to members of the Company. Instead, the documents including this Notice will be made available to members via publication on the Company's website at the URL https://www.vividthreeholdings.com and on SGX website at the URL https://www.sgx.com/securities/company-announcements.

(b) Alternative arrangements relating to, among others, attendance at the AGM by way of electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only feed), submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and/or voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out below.

(c) A member will be able to follow the proceedings of the AGM through a "live" webcast or listen to these proceedings through a "live" audio feed (collectively, "**Live Webcast**").

In order to do so, a member must pre-register by 10.00 a.m. on 26 July 2021 ("**Registration Deadline**"), at the URL https://conveneagm.com/sg/vividthree for authentication of their status as members.

(d) Following authentication of your status as members, authenticated members will receive email instructions on how to access the Live Webcast of the proceedings of the AGM by 10.00 a.m. on 28 July 2021. Members who have registered by the Registration Deadline but did not receive email instructions by 10.00 a.m. on 28 July 2021 may contact support@conveneagm.com for assistance. Members must not forward the abovementioned email instructions to other persons who are not members and who are not eligible to attend the AGM. This is to avoid any potential technical disruptions to the Live Webcast.

(e) Investors holding shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors who wish to participate in the AGM should approach his/her relevant intermediary as soon as possible so that the necessary arrangements can be made for their participation in the AGM.

2. SUBMISSION OF QUESTIONS

(a) A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval at the Annual General Meeting.

To do so, all questions must be submitted by 10.00 a.m. on 26 July 2021:

(i) via the pre-registration website at the URL https://conveneagm.com/sg/vividthree

(ii) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544; or

(iii) by email to B.A.C.S. Private Limited at main@zicoholdings.com

(b) The Company will endeavor to address the substantial queries from members prior to, or at the AGM and upload the Company's responses on the SGX website. The minutes of the AGM, which include responses to substantial queries from the members which are addressed during the AGM, will be posted on the SGX website and the Company's website within one month from the date of the AGM.

3. SUBMISSION OF PROXY FORMS

(a) A member (whether individual or corporate) will NOT be able to attend the AGM in person. A member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the AGM as proxy has been uploaded together with this Notice of AGM on SGX website on the same day.

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

(c) The Chairman of the Meeting, as proxy, need not be a member of the Company.

(d) The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

(i) if by post, to the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544; or

(ii) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

in either case, by 10.00 a.m on 26 July 2021 or not less than **72 hours** before the time for holding the AGM or at any adjournment thereof.

(e) A member who wishes to submit an instrument of proxy by (i) and (ii) must first download the proxy form, which is available on SGX website at the URL https://www.sgx.com/securities/company-announcements, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit competed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

(f) Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to appoint the Chairman of the Meeting as proxy, should approach their respective agents, including CPF Agent Banks and SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 20 July 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

NOTICE OF
ANNUAL GENERAL MEETING

(g) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).

(h) In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the Meeting as proxy.

IMPORTANT NOTICE:

Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGX website. Shareholders are advised to check the SGX website regularly for updates on the AGM.

The Annual Report for the financial year ended 31 March 2021 ("**2021 Annual Report**") may be accessed at the Company's website at the URL https://www.vividthreeholdings.com

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via Live Webcast, or (c) submitting any question prior to the AGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast to observe the proceedings of the AGM and providing them with any technical assistance where necessary;

(iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;

(iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

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VIVIDTHREE HOLDINGS LTD.
Registration No. 201811828R
(Incorporated in Singapore)

ANNUAL GENERAL MEETING
PROXY FORM

IMPORTANT

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting are set out in the Notice of Annual General Meeting dated 14 July 2021 and may be accessed on the SGX website and the Company's website at https://www.vividthreeholdings.com
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.
3. For investors who have used their CPF monies and/or SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. CPF and/or SRS investors who wish to vote should contact their CPF and/or SRS Approved Nominees to submit their voting instructions by 10.00 a.m. on 20 July 2021.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms as set out in the Proxy Form and Notice of Annual General Meeting dated 14 July 2021.

I/We ____________________ NRIC/Passport number/Co. Reg. No. ____________

of ____________________

being a *member/members of Vividthree Holdings Ltd. (the "**Company**") hereby appoint the Chairman of the Meeting, as *my/our proxy to attend, speak and to vote for *me/us on *my/our behalf, at the Annual General Meeting ("**AGM**") to be held by way of electronic means on Thursday, 29 July 2021 at 10.00 a.m. and at any adjournment thereof.

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

Voting will be conducted by poll. If you wish to abstain or exercise all your votes "For", "Against" or "Abstain", please tick (√) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate.

No.	Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' Statement, Audited Financial Statements and Independent Auditor's Report			
2.	To re-elect Mr Chang Long Jong as Director			
3.	To re-elect Mr Wong Kim Soon Royson as Director			
4.	To approve the Directors' fees payable by the Company			
5.	To re-appoint Nexia TS Public Accounting Corporation as Auditors			
SPECIAL BUSINESS				
6.	To authorise the Directors to allot and issue new shares			
7.	To authorise the Directors to grant awards and allot and issue Shares under the Vividthree Performance Share Plan			

Dated this ________ day of ________________ 2021

Total number of Shares held

____
Signature(s) of member(s) or common seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.

2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. This proxy form is available on the SGX website.**

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

3. A member who is a relevant intermediary entitled to vote at the AGM must appoint the Chairman of the Meeting to attend, speak and vote at the Meeting instead of the member.

   "**Relevant intermediary**" means:

   (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.

5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

   (a) if by post, to the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

   in either case, by 10.00 a.m. on 26 July 2021 or not less than **72 hours** before the time for holding the AGM or at adjournment thereof.

   A member who wishes to submit an instrument of proxy by (a) and (b) must first download the proxy form, which is available on SGX website at the URL https://www.sgx.com/securities/company-announcements, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit competed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.

7. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

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

9. For investors who have used their CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) to buy Shares, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF Investors and/or SRS Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 20 July 2021).

10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman as the proxy. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman as the proxy lodged if such members are not shown to have shares entered against their names in the Depository Register at least **72 hours** before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 July 2021.

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VIVIDTHREE
(Company Registration No. 201811828R)
(Incorporated in Singapore on 7 April 2018)
1093 Lower Delta Road, #05-10 Singapore 169204
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