



Securities Investors Association (Singapore)

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UEN No: S99SS0111B

GST Reg No: M90367530Y

Issuer: Casa Holdings Limited

Stock code: C04

Meeting details:

Date: 16 January 2023

Time: 10.00 a.m.

Venue: 15 Kian Teck Crescent, Singapore 628884



Q1. As noted in the letter to shareholders, the group reported revenue of \$21.7 million for FY2022, an increase of 14% from \$19.0 million in FY2021. Profit after tax decreased by 24.8% to \$1.4 million from \$1.9 million in FY 2021 mainly due to the net currency translation loss suffered by the group as a result of the weakening of the Malaysian Ringgit against the Singapore Dollar.

LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), we present you the annual report of Casa Holdings Limited ("Casa" or the "Group") for the financial year ended 30 September 2022 ("FY 2022").

REVIEW OF OPERATIONS

We saw sales have returned to pre-pandemic levels. Revenue was recorded at \$21.7 million, up by 14.0% from the last financial year ("FY 2021").

(Source: company annual report)

- (i) **Can management help shareholders better understand the key drivers of the group's distribution business? How is the group positioned to benefit from the removal of all/most COVID-19 related safe management measures and the re-opening of the economy?**

In addition, as noted in the letter to shareholders, the group has a newly renovated showroom which makes use of ordinary and salvaged common building materials, such as cement bricks, plywood and cut-off stones that won the Design of the Year 2022 Award by Singapore Institute of Architects.

- (ii) **What is the impact of the new showroom and the award on the group's business?**
- (iii) **Can management elaborate further on the group's efforts in sustainability/energy-efficient appliances? How has the group changed its business model to cater to consumers' focus on sustainability/net-zero?**

Separately, the group has 13,000 sqm of the land area at Teluk Jawa, Mukim of Plentong, Johor, Malaysia for its Seventh Cove residential project which has been put on hold since 2016, after a (discontinued) preview launch in 2015.

- (iv) **Can management (re)state the group's competitive advantage in real estate development in Johor?**

- (v) **Has the board considered the sale of the group's stake in the Seventh Cove project to re-allocate capital back in the core business and/or to return excess capital to shareholders?**

Q2. As disclosed in Note 16 (page 62 – Investments in an associated company), the company holds 14.73% of Fiamma Holdings Berhad as at 30 September 2022. The company continues to have representative on the board of directors of Fiamma and, accordingly, it was assessed that the group has significant influence over Fiamma and Fiamma is accounted for as associated company.

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

Name of entity	Place of business/ country of incorporation	% of equity interest	
		2022	2021
Fiamma Holdings Berhad ^(a)	Malaysia	14.73	15.17

(a) Audited by KPMG, Malaysia.

Fiamma Holdings Berhad (“Fiamma”), which is listed in the Bursa Malaysia, is an investment holding company with subsidiary corporations operating in Malaysia.

There are no contingent liabilities relating to the Group’s interest in the associated company.

(Source: company annual report)

- (i) **What was the reason for the decrease in the company’s interest in Fiamma?**
- (ii) **Are there any operational synergies with Fiamma? What is the strategic value of Fiamma in the company’s long term road map?**

Fiamma has a market capitalisation of approximately RM500-530 million while the company has a market capitalisation of approximately \$17 million.

- (iii) **Are there plans to crystallise the value in Fiamma and to reward shareholders with a special dividend/capital reduction?**

Q3. Mr. Lai Hock Meng was appointed as an independent non-executive director of the company on 28 March 2022 following the cessation of Dr Low Seow Chay who had served on the board from August 1995 to March 2022.

The announcement of appointment of Mr. Lai Hock Meng can be found at:

<https://links.sgx.com/1.0.0/corporate-announcements/ESBOW1C4CDKLXUKR/bff3f97bc70b3cf8c116435b4f2806abcac17e4bae74891462576df35d0bbcb>

CHANGE - ANNOUNCEMENT OF APPOINTMENT::APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

COMPANY SECRETARY

Description (Please provide a detailed description of the event in the box below)

Appointment of Mr. Lai Hock Meng as Independent Non-Executive Director

Additional Details

Date Of Appointment

28/03/2022

Name Of Person

Mr. Lai Hock Meng

Age

66

Country Of Principal Residence

Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)

The appointment of Mr. Lai as an Independent Non-Executive Director was recommended by the Nominating Committee and approved by the Board of Directors of the Company (the "Board"), after taking into consideration his qualifications, knowledge and working experience as well as leadership roles.

The Board is of the view that Mr. Lai's experience in financial management, corporate finance and corporate governance would complement the skill sets and experience of the existing board members and provide further diversity to the core competencies and knowledge of the Board, and thus has approved his appointment. Following his appointment as an Independent Non-Executive Director of the Company, Mr. Lai will also be appointed as Chairman of the Board and Chairman of the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee.

The Board considers Mr. Lai to be independent for the purpose of Rule 704(8) of the Mainboard Listing Manual of the Singapore Exchange Securities Trading Limited.

(Source: company announcement; emphasis added)

- (i) **Can the company help shareholders better understand the chairman’s experience in distribution of electrical and electronic home appliances, kitchen, bathroom fixtures and accessories; and property development in Malaysia?**

In addition, the rationale, selection criteria, and the search and nomination process are required by SGX and have been included in the announcement of appointment template (highlighted above).

- (ii) **Would the company/nominating committee (NC) disclose the selection criteria and the search and nomination process that led to the appointment of Mr Lai Hock Meng as required in the SGX announcement template?**
- (iii) **In particular, was Mr Lai Hock Meng identified from personal contacts of directors/former directors? If so, how does the use of personal contacts help the board to achieve its board diversity policy?**

The profiles of the directors can be found on pages 6 & 7 of the annual report. Additional information on directors seeking their re-election/re-appointment as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST can be found on pages 99 too 108 and in the notice of annual general meeting dated 30 December 2022.

In addition, the director has provided affirmative answers to the following questions in the announcement of appointment/Appendix 7.4.1 in the notice of annual general meeting:

Question	Details
(j)(i)	relating to the director’s involvement/association with any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere
(k)	the director being 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

Details of the two events relating to breaches (under (j)(i)) can be found in Annex A (page 107 of the annual report/page 12 of the notice of annual general meeting). In addition, details of a warning letter from Monetary Authority of Singapore regarding the contravention of Section 133 of the Securities and Futures Act, Chapter 289 of Singapore for failing to notify a listed corporation of a change in his interest in the securities of the corporation can be found on page 108 of the annual report (also page 13 of the notice of annual general meeting).

- (iv) **Can the board/NC help shareholders better understand how they have evaluated the disclosures in Annex A and B? How did the disclosures affect the board/NC's decision to appoint the director as the chairman of the board, chairman of the NC and a member of the audit committee and the remuneration committee?**

In addition, the company also appointed Dr Wee Chow Hou on 28 March 2022.

- (v) **Similarly, what was the search and nomination process that led to the appointment of Dr Wee Chow Hou?**
- (vi) **Has the NC/board considered the benefits of leveraging an executive recruitment agency to cast its net wider for potential candidates?**

^On 1 October 2020, the Accounting and Corporate Regulatory Authority (“ACRA”), the Monetary Authority of Singapore (“MAS”) and Singapore Exchange Regulation (“SGX RegCo”) published an updated checklist to guide listed entities on the conduct of general meetings arising from the latest updates from the Multi-Ministry Taskforce.

Issuers may continue to conduct their general meetings held on or before 30 June 2021 via electronic means, and are encouraged to do so. On 9 April 2021, it was announced that the alternate arrangements for meetings (“Meetings Order”) would be extend beyond 30 June 2021 until it is revoked or amended by the Ministry of Law. Accordingly, until such time, issuers may continue to utilise the Checklist issued by ACRA, MAS and SGX RegCo to guide entities on the conduct of their general meetings.

Issuers who, after due consideration of public health and other risks, wish to provide for physical attendance at their general meetings must ensure that they implement all relevant measures to comply with the safe management measures imposed by the Singapore Government.

Shareholders are welcome to use and/or adapt the questions prepared by SIAS and to forward them to the company.

Can't attend the AGM or view the webcast? Check out the latest questions on the annual reports of listed companies on [SIAS website](#)

Join our mailing list [here](#) to receive latest news and upcoming events.

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[^] Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation (<https://www.sgx.com/media-centre/20201001-guidance-conduct-general-meetings-amid-evolving-covid-19-situation>)



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