

# ASIAN MICRO HOLDINGS LIMITED



ANNUAL  
REPORT  
**2024**

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The Group continually explores innovative methods of introducing industrial consumers to the use of natural gas and energy saving methods.

*This annual report has been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “Exchange”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the sponsor is Mr. Leong Weng Tuck at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).*





# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### EXECUTIVE

Lim Kee Liew @ Victor Lim  
*Chief Executive Officer and  
Group Managing Director*

Ng Chee Wee  
*Executive Director and  
Chief Financial Officer*

### NON-EXECUTIVE

Cheah Wee Teong  
*Independent Non-Executive Chairman*

Chue Wai Tat  
*Lead Independent Director*

Lee Teck Meng Stanley  
*Independent Director*

Tan Wei Lee  
*Independent Director*

### AUDIT COMMITTEE

Cheah Wee Teong  
*Chairman*

Chue Wai Tat  
Lee Teck Meng Stanley  
Tan Wei Lee

## NOMINATING COMMITTEE

Lee Teck Meng Stanley  
*Chairman*

Cheah Wee Teong  
Chue Wai Tat  
Tan Wei Lee

## REMUNERATION COMMITTEE

Lee Teck Meng Stanley  
*Chairman*

Cheah Wee Teong  
Chue Wai Tat  
Tan Wei Lee

## COMPANY SECRETARIES

Abdul Jabbar Bin Karam Din  
Toh Li Ping, Angela

## REGISTERED OFFICE

63 Hillview Avenue  
#08-01 Lam Soon Industrial Building  
Singapore 669569  
Tel: 6862 7777 / Fax: 6862 6277  
Website:  
<http://asianmicro.listedcompany.com/>

## BANKERS

United Overseas Bank Limited  
Maybank Singapore Limited  
DBS Bank Limited  
Malayan Banking Berhad  
Public Bank Berhad

## SHARE REGISTRAR

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

## CONTINUING SPONSOR

RHT Capital Pte. Ltd.  
36 Robinson Road  
#10-06, City House  
Singapore 068877

## AUDITOR

Ernst & Young LLP  
One Raffles Quay  
North Tower  
Level 18  
Singapore 048583  
Partner-in-charge:  
Philip Ling Soon Hwa  
(Since financial year ended  
30 June 2021)

# CORPORATE PROFILE

## Asian Micro Holdings Limited

(listed on the SGX-SESDAQ, now known as SGX-ST Catalist Board; since September 1999), is engaged in the provision of Compressed Natural Gas (“**CNG**”) supply and related products & services, providing clean room grade plastic packaging bags and materials for packaging cleaned finished products in the hard disk drive and semiconductor industries, leasing of commercial properties and property development.

# CORPORATE PROFILE

The Group supplies CNG skids which are used for storing and transporting CNG to local industries for gas cutting, heat treatment and power generation. It can also be used for powering of natural gas engines and off-the-road vehicles. The Group continually explores innovative methods of introducing industrial consumers to the use of natural gas and energy saving methods. Our customers are from the oil and gas, marine and offshore, aviation, shipyard and manufacturing industries.

The Group has diversified its existing core business to include the investment in, trading of, and development of residential, commercial, retail and industrial properties within Singapore and overseas as and when the opportunities arise.





# CHAIRMAN'S MESSAGE

**“On behalf of the Board of Directors (“Board”), I am presenting the Annual Report and the Audited Financial Statements of Asian Micro Holdings Limited and its subsidiaries for the financial year ended 30 June 2024 (“FY2024”).”**



## Overview

The Group faced a challenging business environment in FY2024, amidst rising interest rates and inflationary pressures, coupled with disruptions to global economic condition.

During the year, the Company had entered into a conditional novation and debt capitalisation agreement (“**Debt Capitalisation Agreement**”) with the Company’s subsidiaries and the participating creditors for the (i) novation; and (ii) proposed capitalisation and conversion of the participating debts into new ordinary shares (“**Conversion Shares**”). Separately, the Company had paid bonus to certain employees of the Group by way of issuance of new ordinary shares (“**Employee Bonus Shares**”), and had allotted and issued an aggregate of 100,517,630 Conversion Shares pursuant to the terms of the Debt Capitalisation Agreement and 7,578,946 Employee Bonus Shares.

# CHAIRMAN'S MESSAGE

The Group's consolidated revenue increased by \$1.54 million from \$3.21 million for the financial year ended 30 June 2023 ("FY2023") to \$4.75 million in FY2024. The increase in revenue was mainly due to higher revenue generated from the natural gas vehicle business, partially offset by the lower revenue generated from the manufacturing and trading business by its Singapore subsidiaries.

A net loss of \$0.73 million was recorded by the Group in FY2024 as compared to a net loss of \$0.81 million in FY2023. This was mainly due to higher revenue and gross profit generated from natural gas vehicle business, partially offset by an increase in administrative expenses.

As at 30 June 2024, the Group's net tangible assets was \$1.29 million, compared to \$1.67 million as at 30 June 2023.

## Looking Ahead

The Group's businesses are expected to remain challenging for the financial year ending 30 June 2025 ("FY2025") mainly due to global economic uncertainties. Despite the challenging market condition in which the businesses operate, the Group continues to focus on its operational efficiency, cost control, cash conservation and ensuring sustainability of its existing businesses.

## Corporate Governance

The Group remains committed to maintain its regime of high standards of corporate governance. It pledges to provide timely and accurate information through announcements and investor relations activities for the benefits of all stakeholders. Please refer to the Report

on Corporate Governance set out on pages 13 to 39 for detailed disclosure on the Company's corporate governance practices.

## Appreciation

On behalf of the Board, I would like to thank all shareholders for their continued loyalty and support to the Company.

We also acknowledge the strong support of our customers, bankers and business associates of our Company in FY2024 and we are looking forward to your strong support to help us to achieve a better FY2025 and beyond.

We are delighted to extend a warm welcome to our esteemed new Independent Director, Mr. Tan Wei Lee on the Board.

We also would like to express our heartfelt gratitude to Mr. Chue Wai Tat, who will be retiring as the Lead Independent Director of the Company and members of the Audit Committee, the Nominating Committee and the Remuneration Committee at the conclusion of the Company's forthcoming annual general meeting, for his contributions and efforts driving the growth of the Group over the years.

Last, but not least, I would like to thank all staff and management for their dedicated services and support to the Group as we work together to overcome the unprecedented challenges.

## Mr. Cheah Wee Teong

**Independent Non-Executive Chairman**

*30 September 2024*

# BOARD OF DIRECTORS





# BOARD OF DIRECTORS

## 1 Mr. Lim Kee Liew @ Victor Lim

Mr. Lim Kee Liew @ Victor Lim was appointed as a Director of the Company on 18 February 1997. He is the Chief Executive Officer (“CEO”) since 15 August 2003 and Group Managing Director since 16 December 1999. He was appointed as the Executive Chairman since 24 October 2012 till 31 December 2021. He is the key founder of the Group and provides overall strategic direction and policy decisions of the Group. Prior to setting up the Group, Victor Lim was the Engineering Support Manager responsible for setting up several MNCs’ Hard Disk Drive companies, namely Tandon (S) Pte Ltd, Computer Memories (Far East) Ltd and Micropolis Ltd from 1983 to 1989.

He has obtained several patents in the field of electronic energy saving ballasts and fluorescent lamps and has more than 30 years’ experience in the electronic and hard disk drive industries and real estate investment.

Victor Lim holds a Diploma in Production Engineering from Singapore Polytechnic, City and Guild Full Technological Certificate (Mechanical Engineering), Master of Business Administration (“MBA”) from Singapore Management University (“SMU”), Master of Science (Real Estate) from National University of Singapore (“NUS”) and Graduate Certificate in International Arbitration from NUS. Victor Lim will be taking the Doctor of Business Administration (DBA) at Universiti Sains Malaysia from October 2024.

## 2 Mr. Ng Chee Wee

Mr. Ng Chee Wee joined the Group in August 2010 as Group Financial Controller and re-designated as Chief Financial Officer (“CFO”) on 8 February 2017. He was also appointed as an Executive Director of the Company on 6 May 2011 and oversees the Group’s finance, accounting, treasury, legal, tax, corporate secretarial, regulatory compliance and human resources functions.

Mr. Ng has more than 25 years’ experience in the accounting and finance fields for various industries. He holds a Diploma with Merit in Accountancy from Ngee Ann Polytechnic in Singapore, Association of Chartered Certified Accountants (“ACCA”) professional qualification and Executive Diploma in Directorship from SID-SMU Directorship Programme. He is a Fellow member of the ACCA and a member of the Institute of Singapore Chartered Accountants (“ISCA”) and Singapore Institute of Directors (“SID”).

## 3 Mr. Cheah Wee Teong

Mr. Cheah Wee Teong was appointed as an Independent Director of the Company on 1 December 2015 and subsequently appointed as Independent Non-Executive Chairman of the Board on 1 January 2022. He is currently the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. Mr. Cheah has more than 28 years of professional and commercial experience with globally recognised international public accounting and consulting firms, as well as multinational corporations based in the United States, Hong Kong and Singapore.

Mr. Cheah holds both Bachelor of Business Administration and Master of Professional Accounting degrees from the University of Texas at Austin, USA. He is a member of the American Institute of Certified Public Accountants (AICPA) and SID.

# BOARD OF DIRECTORS

## 4 Mr. Chue Wai Tat

Mr. Chue Wai Tat was appointed as an Independent Director of the Company on 6 July 2011 and subsequently appointed as the Lead Independent Director of the Company on 24 October 2012. He is currently a member of the Audit, Nominating and Remuneration Committees. He started his career with the Inland Revenue Department (now known as Inland Revenue Authority of Singapore) for 10 years before joining the private sector. He has accumulated more than 20 years of experience, mainly in senior finance position in MNC and GLC such as Group/Regional/Controller of MNC (Universal Furniture, Seagate Technology, Asia Pacific Resources International Ltd) and VP Group Finance of Media Corporation of Singapore Pte Ltd, before retiring on 31 December 2009. Since March 2011, he has taken up retirement positions and is currently a Finance Manager with Venus Beauty Pte Ltd.

Mr. Chue holds a Bachelor of Social Science (Economics & Political Science) (Hons) from the University of Singapore and is a Fellow member of the ACCA and a member of the ISCA.

## 5 Mr. Lee Teck Meng Stanley

Mr. Lee Teck Meng Stanley was appointed as a Non-Executive and Non-Independent Director of the Company on 24 August 2016 and re-designated as an Independent Director on 21 August 2018. He is currently the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee. Mr. Lee is currently the Managing Director of Royal Oaks Investment Pte Ltd. Previously, he held the position of the Deputy Director in the Development Office of Nanyang Technological University (“NTU”). Prior to joining NTU, he was a Director of RHT Strategic Advisory Pte Ltd and led the firm in the areas of mergers and acquisitions, deal and funding advisory. He was formerly the co-founder and Executive Director for a leading air-cargo supply chain services company and a trading representative with Maybank Kim Eng Securities and possesses more than 10 years of business management experience, in the areas of finance, operations, business development and strategic planning.

He holds a 1st Class Honours degree in Business Administration from the Plymouth University, UK and is aptly certified in the areas of securities dealing and analysis, corporate finance and financial advisory.

## 6 Mr. Tan Wei Lee

Mr. Tan Wei Lee was appointed as an Independent Director of the Company on 1 November 2023. He is a member of the Audit, Nominating and Remuneration Committees. Mr. Tan began his career in the motor trade industry in 2000 before joining his family business, Eastern Navigation Pte Ltd, in 2005. Mr. Tan is currently the Group Managing Director, overseeing operations with nearly S\$400 million in net assets, encompassing sectors such as offshore support vessels, shipyards, and property investments. Mr Tan also has a stellar track record in Strategy and Business Development.

He holds a Bachelor of Business in Marketing from Queensland University of Technology and a MBA from SMU. He is also a member of the SID.

# KEY MANAGEMENT



## **Mdm. Leong Lai Heng**

Mdm. Leong Lai Heng is currently an advisor of the Company and is a Director of the subsidiaries of the Company. She is the spouse of Mr. Lim Kee Liew @ Victor Lim (CEO and Group Managing Director).



## **Mr. Koh Lye Seng Eric**

Mr. Koh Lye Seng Eric is the Chief Operating Officer of the Group and is responsible for the operation, and the development of Compressed Natural Gas and Liquefied Natural Gas related projects and services. In addition, he was responsible for the operation of the clean room plastic packaging bags and materials for the hard disk drive industries. He has more than 5 years of experience in operations management. He holds a Diploma in Visual Communication from Nanyang Academy of Fine Arts and Master of Business Administration with Merit from University of Roehampton.



## **Mdm. Koh Leng Leng Yvonne**

Mdm. Koh Leng Leng Yvonne is the Finance Manager of the Group and is responsible for overseeing the Group's accounting, financial and taxation functions. Mdm. Koh has more than 20 years of experience in the accounting profession and is a Fellow member of the Association of Chartered Certified Accountants (ACCA) and a member of the Institute of Singapore Chartered Accountants (ISCA).

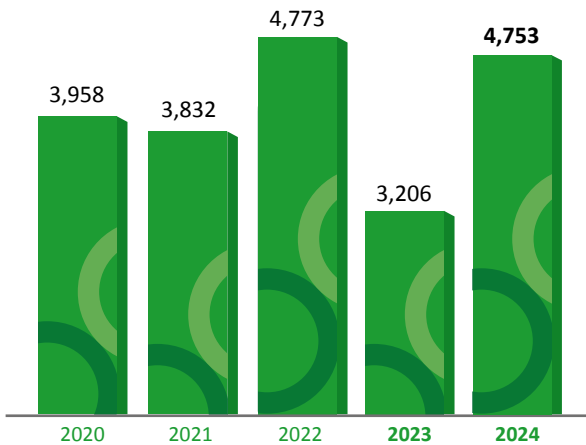


# FINANCIAL HIGHLIGHTS

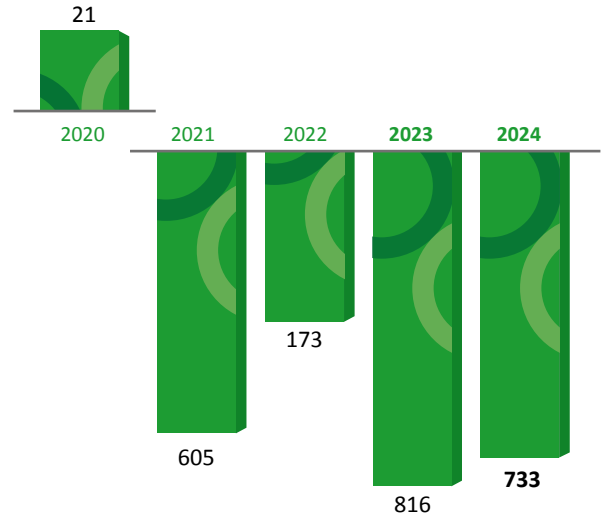
	2020	2021	2022	2023	2024
	\$'000	\$'000	\$'000	\$'000	\$'000
<b>RESULTS</b>					
Revenue	3,958	3,832	4,773	3,206	<b>4,753</b>
Profit/(loss) from operations before taxation and non-controlling interests ("NCI")	355	(606)	(162)	(809)	<b>(728)</b>
Taxation	(4)	(4)	(5)	(3)	<b>(3)</b>
Net profit/(loss) from operations after taxation and NCI	351	(610)	(167)	(812)	<b>(731)</b>
Attributable to :					
Owners of the Company	21	(605)	(173)	(816)	<b>(733)</b>
Non-controlling interests	330	(5)	6	4	<b>2</b>
<b>FINANCIAL POSITION</b>					
Non-current assets	763	593	502	408	<b>394</b>
Current assets	3,035	3,450	3,447	2,654	<b>3,237</b>
Current liabilities	(1,978)	(1,452)	(1,554)	(1,262)	<b>(2,246)</b>
Net current assets	1,057	1,998	1,893	1,392	<b>991</b>
Non-current liabilities	(87)	(104)	(70)	(135)	<b>(91)</b>
<b>REPRESENTING</b>					
Equity attributable to owners of the Company	1,588	2,326	2,156	1,523	<b>1,363</b>
Non-controlling interests	145	161	169	142	<b>(69)</b>
EPS/(LPS) after Taxation & NCI (Singapore Cents)	0.002	(0.043)	(0.011)	(0.051)	<b>(0.044)</b>
NTA per Share (Singapore Cents)	0.16	0.16	0.15	0.10	<b>0.08</b>

# FINANCIAL HIGHLIGHTS

## REVENUE (\$'000)



## NET PROFIT/(LOSS) FROM OPERATION ATTRIBUTABLE TO OWNERS OF THE COMPANY (\$'000)



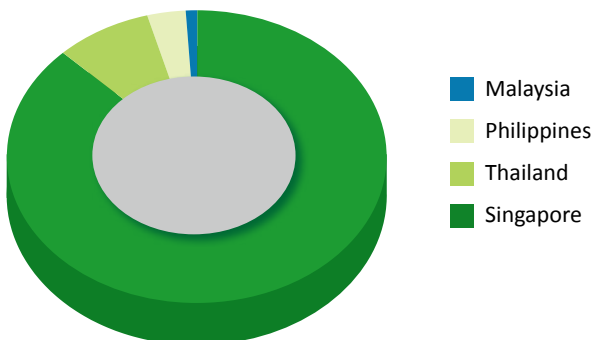
## REVENUE BY REGION IN FY2024 (\$'000)

Singapore	4,120
Thailand	490
Philippines	128
Malaysia	15
<b>Total</b>	<b>4,753</b>

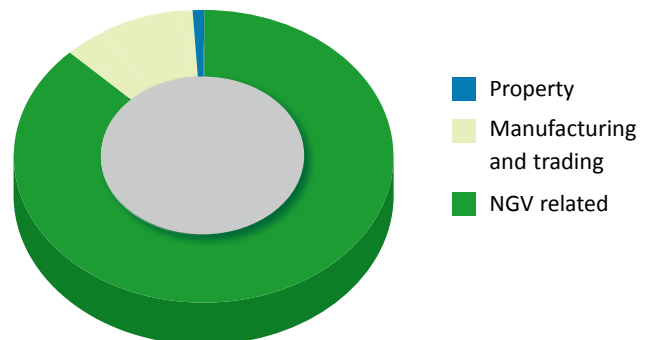
## REVENUE BY BUSINESS ACTIVITIES IN FY2024 (\$'000)

NGV related	4,104
Manufacturing and trading	634
Property	15
<b>Total</b>	<b>4,753</b>

## REVENUE BY REGION IN FY2024



## REVENUE BY BUSINESS ACTIVITIES IN FY2024



The background features a close-up of a green leaf with prominent veins. Overlaid on this are several semi-transparent circular shapes in various shades of green, creating a layered, organic effect.

# **Achieve A Better Beyond**



# REPORT ON CORPORATE GOVERNANCE

Asian Micro Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) recognises the importance of corporate governance and is committed to upholding high standards of corporate governance, and putting in place effective self-regulatory corporate practices to preserve and enhance long term shareholders’ value.

This report outlines the Company’s corporate governance practices with specific reference to the Code of Corporate Governance 2018 (the “**Code**”), and where applicable, the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”), the Companies Act 1967 of Singapore (“**Companies Act**”) and the Audit Committee (“**AC**”) Guidance Committee Guidebook, focusing on areas such as internal controls, risk management, financial reporting, internal and external audits. The Company has complied in all material respects with the principles and provisions in the Code. Where there is any deviation from any provisions of the Code, an explanation has been provided in this report for the variation and how the practices adopted by the Group are consistent with the intent of the relevant principle. This report should be read in totality, rather than read separately under each principle of the Code.

## BOARD MATTERS

### *Principle 1 Board’s Conduct of its Affairs*

The principal functions of the Board of Directors (the “**Board**”), apart from its statutory responsibilities include:

- (a) approving the Group’s corporate policies, financial objectives and direction of the Group and monitoring performance of Management;
- (b) approving annual budgets, key operational issues, major funding and investment proposals;
- (c) setting overall strategies and supervision of the Group’s businesses and affairs and considering sustainability issues as part of its strategic formulation;
- (d) setting the Company’s ethical values and standards in which it conducts businesses, and ensuring that these are adhered to and the obligations to shareholders and other stakeholders are understood and met;
- (e) reviewing the financial performance of the Group;
- (f) approving nominations of Directors and appointment to the various Board committees and key management personnel (as defined in the Code), taking into consideration the recommendations of the Nominating Committee (“**NC**”);
- (g) approving the remuneration packages and/or service agreements for the Directors who have an executive role in the Company and other key management personnel, taking into consideration the recommendations of the Remuneration Committee (“**RC**”); and
- (h) assuming responsibility for corporate governance.

#### Provision 1.1 – Director’s conflict of interest

All Directors of the Board exercise due diligence and independent judgement in discharging their duties and responsibilities at all times as fiduciaries and act objectively in the interests of the Company.

All Directors are required to exercise due care and maintain the confidentiality of information entrusted to them by the Company and carry out their responsibilities in compliance with applicable laws, rules and regulations.

The Company has in place an internal Code of Best Practices on Securities Transactions (“**Securities Transactions Code**”) that the Company’s Directors and its officers must not trade in its securities within the “closed” window period or deal with its securities on short-term considerations as well as while they are in possession of non-public materially price-sensitive or trade-sensitive information.

# REPORT ON CORPORATE GOVERNANCE

Directors facing conflicts of interest are required to recuse themselves from discussions and decisions involving the issues of conflict. They are also required to avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Group. Where a Director has a conflict of interest, or it appears that he might have a conflict of interest, in relation to any matter, he is required to declare such interest at a meeting of the Directors (or in written resolutions to be passed), and recuse himself from participating in any discussion and making any decision on the matter. Where relevant, the Directors have complied with such requirement, and such compliance is duly recorded in the minutes of meeting and/or Directors' Resolutions in writing.

## Provision 1.2 – Induction and training of Directors

A formal letter of appointment is provided to all new Directors. The letter indicates the amount of time commitment required and the scope of duties. The Company welcomes the Directors to request for further explanations, briefings or informal discussions on any aspect of the Company's operations or businesses from Management. Newly appointed Directors, if any, will receive appropriate training and orientation programmes to familiarise themselves with the operations of the Company and its major business processes. The Company will also make the necessary arrangements for any director to attend additional appropriate training courses so as to familiarise themselves with the roles and responsibilities as a director of a listed company in Singapore, if required.

Mr. Tan Wei Lee was appointed as a Director of the Company with effect from 1 November 2023 and did not have any prior experience as a director of a listed company in Singapore. Notwithstanding the above, Mr. Tan had attended LED1: Listed Entity Director Essentials course and had undertaken to attend the remaining mandatory training courses and the modules relevant to his appointment conducted by Singapore Institute of Directors ("**Listed Entity Directors Programme**"), as specified under Schedule 1 of Practice Note 4D of the Catalist Rules. Accordingly, consequent to his appointment, he had attended all the core modules and an elective module (LED5: Audit Committee Essentials) of the Listed Entity Directors Programme, and will complete the remaining elective modules relevant to his appointment (particularly, LED7: Nominating Committee Essentials and LED8: Remuneration Committee Essentials) of the Listed Entity Directors Programme by 15 October 2024.

All Directors have attended the mandatory training on sustainability as prescribed by Singapore Exchange Securities Trading Limited ("**SGX-ST**") in accordance with Rule 720(6) of the Catalist Rules.

Management monitors changes to regulations and accounting standards closely. To keep pace with accounting, legal, industry specific knowledge and regulatory changes, where these changes have an important bearing on the Company or Directors' disclosure obligations, Directors are briefed either during Board meetings or at specially convened sessions. All existing and new Directors are also encouraged to attend relevant courses, conferences and seminars at the Company's expense.

## Provision 1.3 – Matters requiring Board's approval

The types of material transactions that require board approval include, but are not limited to, the following:

- (a) Approval of financial statements' announcements and audited financial statements;
- (b) Approval of interested person transactions;
- (c) Convening of shareholders' meetings;
- (d) Declaration of interim dividends and proposal of final dividends;
- (e) Approval of corporate strategy;
- (f) Authorisation of merger and acquisition transactions;
- (g) Authorisation of major transactions; and
- (h) Establishment of the various Board Committees (including its composition and terms of reference).

# REPORT ON CORPORATE GOVERNANCE

In addition, the matters set out in item 9 of Appendix 7A of the Catalist Rules (as may be amended from time to time) shall also be reserved for the Board's decision.

## Provision 1.4 – Delegation by the Board

The Board discharges its responsibilities either directly or indirectly through the various Board committees established by the Board, namely the AC, the NC and the RC. The Board delegates the formulation of business policies and day-to-day management to the Chief Executive Officer (“**CEO**”).

Each Board Committee reports to the Board and has its own written terms of reference and whose actions are reported to and monitored by the Board. The written terms of reference of each Board Committee set out the relevant authority delegated by the Board for such committee to make decisions. These terms of reference also set out the conduct of meetings including quorum, voting requirements and qualifications for Board Committees' membership. Each Board Committee will review its term of reference from time to time to ensure relevance. Board approval is required for any changes to the terms of reference for any Board Committee.

The Board acknowledges that while each Board Committee is authorised to decide or provide its recommendations on particular issues, the ultimate responsibility for the decisions on all matters lies with the Board.

The composition of the Directors in the Board and the Board Committees is as follows:

Name of Director	Position	Date of Appointment	Date of last re-election	Board Committee Membership		
				AC	NC	RC
Cheah Wee Teong	Independent Non-Executive Chairman and Independent Director	1 December 2015	20 October 2023	Chairman	Member	Member
Lim Kee Liew @ Victor Lim	CEO and Group Managing Director	18 February 1997	20 October 2023	–	–	–
Ng Chee Wee	Executive Director and Chief Financial Officer (“ <b>CFO</b> ”)	6 May 2011	25 October 2022	–	–	–
Chue Wai Tat	Lead Independent Director	6 July 2011	22 October 2021	Member	Member	Member
Lee Teck Meng Stanley	Independent Director	24 August 2016	25 October 2022	Member	Chairman	Chairman
Tan Wei Lee	Independent Director	1 November 2023	–	Member	Member	Member

No alternate Director was appointed to the Board during FY2024.

## Provision 1.5 – Board processes, including Directors' attendance at meetings

The Board meets regularly, both formally and informally, and as frequent as warranted by particular circumstances. Ad-hoc meetings are convened as and when required. The Company's Constitution and/or written terms of reference allows Board and Board Committee meetings to be conducted by way of telephone or video conference and other similar means of communication whereby all persons participating in the meeting are able to communicate as a group, without requiring the Directors' physical presence at the meeting. The Board and Board Committees may also make decisions through circulating resolutions.



# REPORT ON CORPORATE GOVERNANCE

The number of Board and Board Committee meetings and general meetings, i.e. annual general meeting (“**AGM**”) and extraordinary general meeting (“**EGM**”), held from 1 July 2023 to 30 June 2024, as well as the attendance of every Board member at these meetings are disclosed in the table below:

	<b>AGM</b>	<b>EGM</b>	<b>Board Meeting</b>	<b>AC</b>	<b>NC</b>	<b>RC</b>
<b>No. of meetings held:</b>	1	1	2	2	1	1
<b>Name of Directors:</b>						
Cheah Wee Teong	1/1	1/1	2/2	2/2	1/1	1/1
Lim Kee Liew @ Victor Lim	1/1	1/1	2/2	–	–	–
Ng Chee Wee	1/1	1/1	2/2	–	–	–
Chue Wai Tat	1/1	1/1	2/2	2/2	1/1	1/1
Lee Teck Meng Stanley	1/1	1/1	2/2	2/2	1/1	1/1
Tan Wei Lee <sup>(1)</sup>	–	–	1/1	1/1	–	–

(1) *Mr. Tan Wei Lee was appointed as an Independent Director of the Company, and a member of the AC, the NC and the RC on 1 November 2023. He attended the AGM and the EGM of the Company held on 20 October 2023 by invitation. There were no NC and RC meetings held between the date of his appointment to 30 June 2024. His attendance at the AC and the Board meetings held during the aforementioned period was recorded from the date of his appointment thereof.*

## Provision 1.6 – Complete, adequate and timely information

Board members are provided with adequate and timely information prior to Board meetings, and on an ongoing basis to enable them to make informed decisions to discharge their duties and responsibilities.

The Executive Directors and Management keep the Board informed of the Group’s business and performance through regular updates and reports as well as through informal discussions. In order to ensure that the Board is able to discharge its responsibilities effectively, detailed Board Committee and Board papers are prepared for each Board Committee and Board meeting and are distributed to the relevant Directors at least three working days prior to the meeting, save in the case of any ad-hoc or urgent meeting. The Board papers include sufficient information on financial, business and corporate issues from Management to enable Directors to be properly informed on issues to be considered at Board Meetings. The Executive Directors and Management are present at Board and Board Committee meetings to address any queries that the Board may have.

Any additional material or information requested by the Directors is promptly furnished. The Board has separate and independent access to the Company’s senior management and the Joint Company Secretaries to address any enquiries at all times.

## Provision 1.7 – Company Secretaries and independent professional advice

Directors have separate and independent access to the Joint Company Secretaries. The Joint Company Secretaries or their representative(s) attend and prepare minutes for all Board meetings and are responsible for ensuring that Board procedures are followed. The Joint Company Secretaries ensure that the Company complies with the requirements of the Companies Act. Together with the Management of the Company, the Joint Company Secretaries are responsible for compliance with all other SGX-ST rules and regulations, which are applicable to the Company.

Under the Constitution of the Company, the appointment or the removal of the Company Secretary are subject to the Board’s approval.

In addition, the Board, whether as a group or individually, may seek independent professional advice as and when necessary in furtherance to discharge its duties and responsibilities effectively. The costs of such professional advice will be borne by the Company.

# REPORT ON CORPORATE GOVERNANCE

## ***Principle 2 Board Composition and Guidance***

The composition of the Directors in the Board and the Board Committees is set out in Provision 1.4 above. Key information on the Directors is set out below and from pages 6 to 8 of this Annual Report.

### Provisions 2.1 and 4.4 – Directors’ independence review

An “independent” Director is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement in the best interests of the Company.

The Board, with the concurrence of the NC, had adopted a declaration of independence pursuant to provision 2.1 of the Code and Rule 406(3)(d) of the Catalist Rules (“**Confirmation of Independence**”).

Based on the Confirmation of Independence submitted by the Independent Directors and the results of the NC’s review, the NC was of the view that each Independent Director is independent in accordance with both Catalist Rules and the Code. Further details on the review of Directors’ independence by the NC are set out in Provision 4.4 below.

### Provisions 2.2 and 2.3 – Composition of (i) Independent Director and (ii) Non-Executive Directors on the Board

The Board comprises two Executive Directors and four Non-Executive Directors, all of whom are independent.

No individual or select group of individuals dominates the Board’s decision-making process as a majority of the Board (66.67%) is made up of Independent Directors. Accordingly, there is a strong and independent element on the Board and the Company complies with provisions 2.2 and 2.3 of the Code.

### Provision 2.4 - Composition of the Board and Board Committees, and Board Diversity Policy

The Company is committed to building a diverse, inclusive and collaborative culture. It recognises that a diverse Board of an appropriate size is an important element which will better pave the way for the Company to achieve its strategic objectives for sustainable development, avoid groupthink and foster constructive debate. A diverse Board also enhances decision-making process through the perspectives derived from differentiating skillsets, business experience, industry discipline, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service and other distinguishing qualities of the Directors.

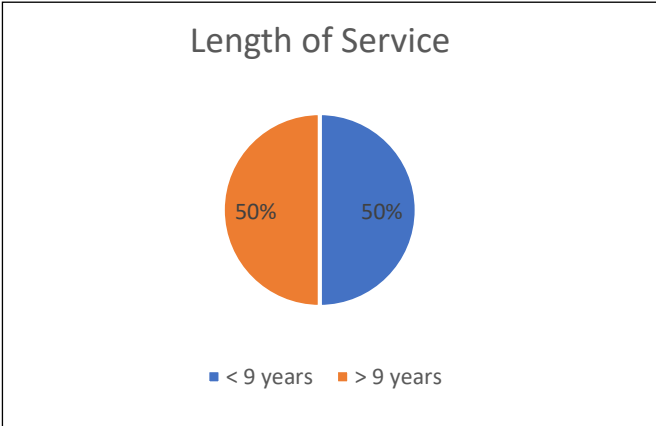
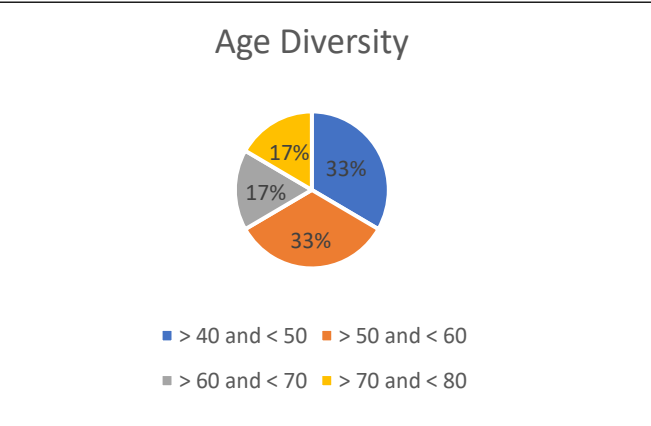
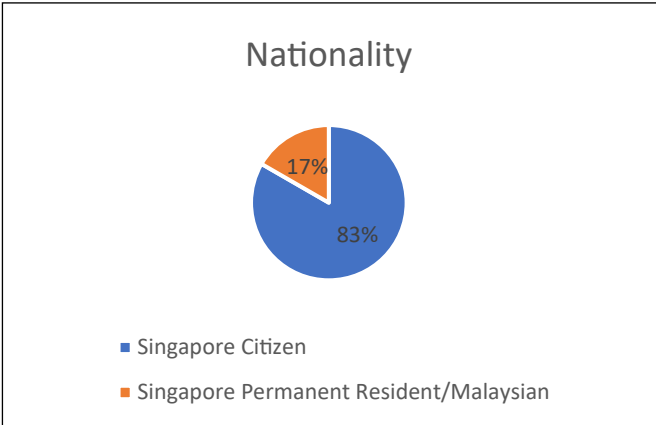
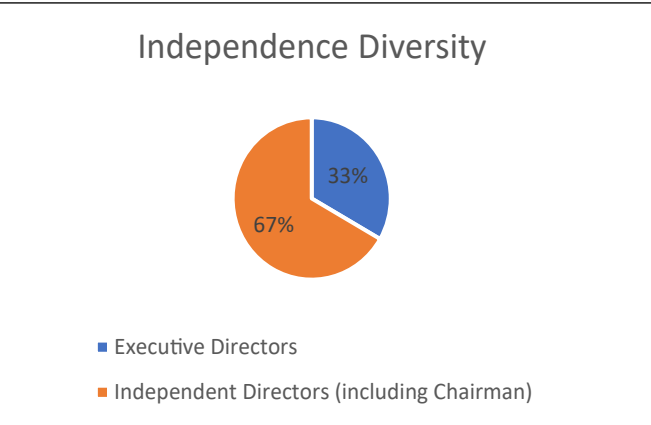
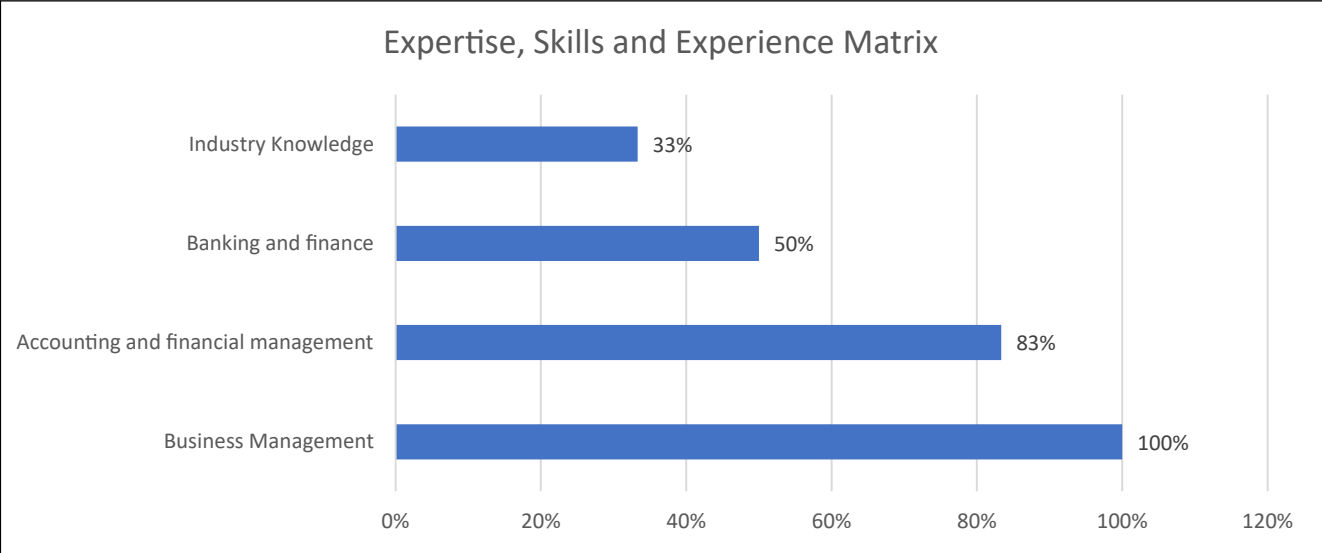
Each year, the NC reviews the size and composition of the Board and Board Committees and the skills and core competencies of its members to ensure an appropriate balance and mix of skills, knowledge, experience and gender, with a strong element of independence.

Pursuant to provision 2.4 of the Code, the Board has adopted a Board Diversity Policy (“**Policy**”). Having regard to the guidelines in the Policy, the NC will, in reviewing the Board’s composition, rotation and retirement of Directors and succession planning, take into account, including but not limited to gender, age, nationality, ethnicity, cultural background, educational background, experience, skillset, knowledge, independence and length of service. These differentiating factors will be considered in determining the optimum composition of the Board and when possible, will be balanced appropriately.

The Board, through the NC, reviews its composition of Directors annually. The Board concurred with the NC that its current structure and size consisting of six Directors is appropriate and facilitates effective decision-making, taking into account the nature and scope of the Group’s operations and current financial positions, the requirements of the business. The current Board and its committees comprise Directors who, have the appropriate mix of diversity, expertise and experience, and collectively possess the necessary core competencies for effective functioning and informed decision-making. The Board will constantly examine its size, with the view to determine its impact upon its effectiveness and without causing undue disruptions from changes to the composition of the Board and board committees. The Board should not be so large as to be unwieldy. Members of the Board are also constantly in touch with the Management to provide advice and guidance on strategic issues and on matters for which their expertise will be constructive to the Group.

# REPORT ON CORPORATE GOVERNANCE

In evaluating the diversity of the Board, the following Board Skills Matrix and diversity criteria were noted:





# REPORT ON CORPORATE GOVERNANCE

Information on the individual Directors' academic, professional qualifications, background and other appointment are set out in the "Board of Directors" section of this Annual Report.

Accordingly, the combination of skills, talents and experience of the Directors are sufficiently diversified to serve the needs and plans of the Group, and to ensure the effective oversight of the Group's affairs. To ensure that the composition of the Board remains diverse, the Board aims to maintain a majority of its Board members to be made up of Independent Directors at all times and aims for at least one female Director on the Board.

Based on the current Board composition, the Company has met its independence target and is working towards achieving gender diversity when it progressively refreshes its Board. Mr. Chue Wai Tat, who was first appointed on 6 July 2011, will deem to be non-independent if he continues to serve as a Director of the Company following the conclusion of the Company's AGM for FY2024 to be held in October 2024. As such, Mr. Chue Wai Tat will be retiring pursuant to Article 94 of the Company's Constitution and not seek re-election as a Director of the Company at the forthcoming AGM. Mr. Cheah Wee Teong, the Independent Non-Executive Chairman of the Company, was first appointed on 1 December 2015 and will continue to be Independent until the conclusion of the Company's AGM for the financial year ending on or after 30 June 2025 ("FY2025").

As part of the progressive renewal and succession planning of the Board, the NC and the Board are in the midst of reviewing its Board composition by the Company's FY2025 AGM to be held in October 2025, taking into account its independence and gender diversity targets.

Should there be any proposed new appointment(s) of member(s) to the Board, new Director(s), if any, will continue to be selected based on the Policy as part of the process for appointment of new Director(s). The NC will evaluate the suitability of the nominee or candidate based on his/her qualification, business and related experience, commitment, ability to contribute to the Board process and such other qualities and attributes that may be required by the Board before making its recommendations to the Board.

The NC will review the Policy from time to time as appropriate, to ensure the effectiveness of this Policy. The NC will also discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Any external search consultants, if required, engaged to assist the Board or the NC to search for candidates for appointment to the Board will be specifically directed to include diverse candidates from diverse background and female candidates. The decision on the selection of Director(s) to be appointed on the Board will ultimately be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity balanced with the needs of the Board.

## Provision 2.5 – Role of the Non-Executive Directors

The Non-Executive Directors of the Company (including, for avoidance of doubt, the Independent Directors) constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of the Group's business and financial performance. When challenging Management's proposals or decisions, they bring independent judgement to bear on business activities and transactions involving conflicts of interest and/or other complexities.

All the Independent Directors, led by the Lead Independent Director, meet frequently without the presence of the Executive Directors and other Non-Independent Directors to discuss matters of significance which findings, if any, are then reported to the Chairman of the Board accordingly.

The Independent Directors are also in frequent contact with one another outside the Board and Board Committees' meetings and hold constant informal discussions amongst themselves. Any feedback would be provided to the Board and/or Chairman of the Board as appropriate.

# REPORT ON CORPORATE GOVERNANCE

## ***Principle 3 Chairman and Chief Executive Officer***

### Provisions 3.1 and 3.2 – Chairman and CEO

Mr. Lim Kee Liew @ Victor Lim currently assumes the role of the CEO. Mr. Cheah Wee Teong was appointed as the Independent Non-Executive Chairman in place of Mr. Lim Kee Liew @ Victor Lim who resigned as the Executive Chairman with effect from 1 January 2022, to keep the roles of the Chairman and the CEO separate to ensure a clear division of responsibilities, balance of power and authority, increased accountability and greater capacity for independent decision making at the Board and Management levels.

As the Chairman, Mr. Cheah Wee Teong bears responsibility for the conduct of the Board. The responsibilities of the Chairman include:

- (a) leading the Board to ensure its effectiveness on all aspects of its role and promoting a culture of openness and debate at the Board;
- (b) setting agenda and scheduling meetings with adequate time that enable the Board to perform its duties responsibly while not interfering with the flow of the Company's operations;
- (c) exercising control over quality, quantity and timeliness of the flow of information between Management and the Board;
- (d) assisting to ensure compliance with the Company's guidelines on corporate governance;
- (e) encouraging effective communication with shareholders;
- (f) facilitating the effective contribution of Independent Directors; and
- (g) encouraging constructive relations within the Board and between the Board and Management.

As the CEO, Mr. Lim Kee Liew @ Victor Lim is responsible for the day-to-day operations of the Group. He plays an instrumental role in charting the direction and strategic development of the Group and formulates business strategies, merger and acquisition initiatives and promoting high standards of corporate governance with Mr. Ng Chee Wee, an Executive Director of the Company.

Mr. Cheah Wee Teong and Mr. Lim Kee Liew @ Victor Lim do not have any familial relationship.

### Provision 3.3 – Lead Independent Director

Mr. Chue Wai Tat was appointed as the Lead Independent Director of the Company on 24 October 2012. The Lead Independent Director will lead and coordinate the activities of the Independent Directors and serve as a principal liaison on Board issues between the Independent Directors and the Chairman of the Board and aids the Independent Directors: (i) on constructive discussion with Management; (ii) to assist Management in developing goals and objectives; and (iii) to review and monitor Management performance.

Led by the Lead Independent Director, the Independent Directors meet periodically without the presence of other Directors. The Lead Independent Director is available to shareholders who have concerns when contact through the normal channels of the Chairman and CEO, Executive Directors or CFO, has failed to resolve or for which such contact is inappropriate.

# REPORT ON CORPORATE GOVERNANCE

## **Principle 4 Board Membership**

### Provisions 4.1 and 4.2 – NC’s duties and composition

The NC comprises four Directors, all of whom, including the Chairman, are Independent Directors. The members are:

Mr. Lee Teck Meng Stanley <sup>(1)</sup>	–	NC Chairman
Mr. Cheah Wee Teong <sup>(2)</sup>	–	NC Member
Mr. Chue Wai Tat	–	NC Member
Mr. Tan Wei Lee <sup>(3)</sup>	–	NC Member

(1) *Mr. Lee Teck Meng Stanley was appointed as the Chairman of the NC of the Company in place of Mr. Cheah Wee Teong who stepped down as the Chairman of the NC of the Company with effect from 1 November 2023.*

(2) *Mr. Cheah Wee Teong stepped down as the Chairman of the NC of the Company but remains as a member of the NC of the Company with effect from 1 November 2023.*

(3) *Mr. Tan Wei Lee was appointed as a NC member of the Company with effect from 1 November 2023.*

The Lead Independent Director, Mr. Chue Wai Tat, is a member of the NC.

The principal functions of the NC and the activities it has undertaken for FY2024 are:

- (a) to view Board succession plans for Directors, in particular, the appointment and/or replacement of the Chairman of the Board, the CEO and key management personnel;
- (b) to identify candidates, review nominations for both appointment and re-appointment/re-election of the Directors to the Board for its approval;
- (c) to review the Board structure and size including the composition of the Board generally and the balance between Executive and Non-Executive Directors (including Independent Directors) appointed to the Board, and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- (d) to review the independence of each Director annually;
- (e) to assess the effectiveness of the Board Committees and the Board as a whole, and the contribution by each Director to the effectiveness of the Board;
- (f) to review training and professional development programmes for the Board;
- (g) to decide how the performance of the Board may be evaluated and to propose objective performance criteria;
- (h) to report to the Board its findings from time to time on matters arising and requiring the attention of the NC; and
- (i) to undertake such other reviews, projects, functions, duties and responsibilities as may be requested by the Board.

The NC regards succession planning as an important part of corporate governance and places strong emphasis on its recommendations to the Board on relevant matters relating to succession plans for the Board, key management personnel and other senior members of Management. In reviewing succession plans, the NC considers the Company’s strategic priorities and the factors affecting the long-term success of the Company.

In relation to succession plans for Directors, the NC aims to maintain an optimal Board composition by considering the trends affecting the Company, reviewing the skills needed, and identifying gaps (including considering whether there is an appropriate level of diversity of thought). In relation to succession plans for key management personnel, the NC takes an active interest in how key talent is managed within the Group and reviews the mechanisms for identifying strong candidates and developing them to take on senior positions in the future.

# REPORT ON CORPORATE GOVERNANCE

The NC also considers different time horizons for succession planning as follows: (1) long-term planning, to identify competencies needed for the Company's strategy and objectives, (2) medium-term planning, for the orderly replacement of Board members and key management personnel, and (3) contingency planning, for preparedness against sudden and unforeseen changes.

## Provision 4.3 – Process for selection and appointment of new Directors

In the event the Board decides to appoint a new Director, the process for the selection and appointment are as follows:

- (a) the Management search and nominate candidates/nominees for appointment;
- (b) the NC review Management's nomination for appointment of new Director by taking into consideration of the candidates'/nominees' background, experience, other board memberships and whether he/she is independent; and
- (c) the NC makes appropriate recommendations to the Board for approval.

In its search and nomination process for new Directors, the Management/NC has, at its disposal, search companies, personal contacts and recommendations, to cast its net as wide as possible for the right candidates, taking into consideration, the criteria set out in (b) above. The Board will review the recommendations and approve the appointment(s) as appropriate. Any appointment(s) to Board Committees would be reviewed and approved at the same time. Such appointment(s) would be formalised by circular resolutions and the requisite announcement and notification to the relevant authorities. Where and when required, the Company may also appoint professional search firms and recruitment consultants to assist in the selection and evaluation process if the appointment involves specific skill sets or industry specialisation.

No external search consultant was engaged during FY2024.

## Provision 4.3 - Process for re-election/re-appointment of Directors

In accordance with Articles 94 and 100 of the Company's Constitution, one-third (and not less than one-third) of the Directors must retire by rotation at every AGM and new Directors must submit themselves for re-election at the next AGM of the Company following their appointments respectively. The Directors of the Company submit themselves for re-nomination and re-election at the regular intervals at least once every 3 years.

During FY2024, Mr. Chue Wai Tat had served as Independent Director of the Company for a period exceeding nine years from the date of his appointment. Mr. Cheah Wee Teong will serve on the Board for a period exceeding nine years from the date of his first appointment, after 1 December 2024. In view of the above, the Board had conducted a rigorous review of the independence of Mr. Chue Wai Tat and Mr. Cheah Wee Teong to determine if they remain independent and carry out their duties objectively, taking into consideration the need for progressive refreshing of the Board. The Board noted that both Mr. Chue Wai Tat and Mr. Cheah Wee Teong are not a member of the Management and are free of relationship with the Company, its related companies, officers or its substantial shareholders of the Company that could interfere with their independent judgement or ability to act in the interest of the Company.

The Board had also observed the performance of Mr. Chue Wai Tat and Mr. Cheah Wee Teong at Board meetings and other occasions and has no reasons to doubt their independence in the course of discharging their duties as a director. Hence, the Board concurred with the NC's view that both Mr. Chue Wai Tat and Mr. Cheah Wee Teong are independent in character and judgement despite having been on the Board for more than nine years and close to nine years respectively. Mr. Chue Wai Tat and Mr. Cheah Wee Teong regularly expressed their individual viewpoints, debated issues and objectively scrutinised and challenged the Management. They have also on various occasions, taken the initiative to seek clarification and amplification as they deemed required.

Rule 406(3)(d)(iii) of the Catalist Rules which was effective 1 January 2022 and prior to the deletion of this sub-rule with effect from 11 January 2023, provides that a director will not be independent if he has been a director for an aggregate period of more than nine years (whether before or after listing) and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the issuer, and associates of such directors and chief executive officer ("**Two-Tiered Voting**").



# REPORT ON CORPORATE GOVERNANCE

Pursuant to Transitional Practice Note 2 Transitional Arrangements Regarding Code of Corporate Governance 2018 of the Catalist Rules which is effective from 1 January 2022 (“**Transitional Practice Note 2**”) and prior to the deletion of Rule 406(3)(d)(iii) of the Catalist Rules with effect from 11 January 2023, to ensure that the independence designation of a Director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company had sought and obtained approvals from shareholders under the Two-Tiered Voting at the AGM of the Company for the financial year ended 30 June 2021 which was held on 22 October 2021, for the continued appointment of Mr. Chue Wai Tat. Such approvals will remain valid until the conclusion of the third AGM (i.e. in this case, by the AGM for FY2024 of the Company). Accordingly, in conjunction with the progressive renewal and succession planning of the Board, Mr. Chue Wai Tat will be retiring and will not seek re-election as a Director of the Company at the forthcoming AGM pursuant to Article 94 of the Company’s Constitution.

When considering the Directors to be nominated for re-election, the NC will evaluate the performance of the Director by considering amongst other things, his or her attendance record at meetings of the Board and Board Committees, level of preparedness, intensity of participation and candour at these meetings and the quality of his or her contributions.

The NC had recommended to the Board the re-election of the following Directors pursuant to Article 94 and 100 of the Constitution at the forthcoming AGM:

- (i) Mr. Ng Chee Wee; and
- (ii) Mr. Tan Wei Lee

In recommending the re-election of the incumbent Directors, the Board, with the concurrence of the NC, had considered the attendance and participation by (i) Mr. Ng Chee Wee and (ii) Mr. Tan Wei Lee at Board and Board Committees’ meetings as well as Board processes, in particular, Mr. Ng Chee Wee’s contributions to the business and operations of the Company and taken into account Mr. Tan Wei Lee’s track record, experience and capabilities to, amongst others, provide insight and guidance to the Group’s business and strategies.

All the retiring Directors have consented to continue in office and the Board had accepted the recommendation of the NC and accordingly, the above Directors will be offering themselves for re-election. Mr. Ng Chee Wee and Mr. Tan Wei Lee had abstained from making recommendations on their own nominations.

The information relating to Mr. Ng Chee Wee and Mr. Tan Wei Lee as required under Rule 720(5) of the Catalist Rules is set out from pages 37 to 39 of this Annual Report.

## Provision 4.4 of the Code - Review of Directors’ independence

The NC determines the independence of each Director annually. Each Independent Director is required to complete a Confirmation of Independence form annually to confirm his independence, which is deliberated upon by the NC and the Board. The NC will then review the form completed by each Independent Director to determine whether the Director is independent.

The Board reviews and determines whether each Director is independent, taking into account the views of the NC and any existence of relationship or circumstances, including those identified in the Code and the Catalist Rules, that are relevant in its determination as to whether a Director is independent.

The NC had considered the Confirmation of Independence forms submitted by Mr. Cheah Wee Teong, Mr. Chue Wai Tat, Mr. Lee Teck Meng Stanley and Mr. Tan Wei Lee and concluded that they are independent and free from any relationships outlined in the Code.

Mr. Lee Teck Meng Stanley is the nephew of Mr. Lim Kee Liew @ Victor Lim (the CEO and Group Managing Director) and his spouse, Mdm. Leong Lai Heng (a Controlling Shareholder and a Director of the subsidiaries of the Company). In the current or immediate past financial year, he has not been engaged by the Company for any provision of strategic advisory services and is free from any relationship with the Company, its related corporations, its substantial shareholders and its officers that could interfere or be reasonably perceived to interfere, with his exercise of independent business judgement with a view to the best interests of the Company. The NC undertakes a rigorous review of the independence of Mr. Lee Teck Meng Stanley, taking into account, his contributions and objective judgements without vested interest or conflict of interest at the Board and Board Committees’ meetings, circumstances and the substance of his independence. For good corporate governance, Mr. Lim Kee Liew @ Victor Lim had also abstained and recused himself from participating from all discussions on the review of independence of Mr. Lee Teck Meng Stanley.

# REPORT ON CORPORATE GOVERNANCE

Mr. Chue Wai Tat has served on the Board for a period exceeding nine years from the date of his first appointment. The NC had conducted a rigorous review of his independence and contributions to the Board to determine if he still remains independent and carries out his duties objectively, taking into account the need for progressive refreshing of the Board. The review included but was not limited to the completion of a detailed questionnaire of his independence with a mixture of close-ended and open-ended questions in respect of whether there are any conflicts of interest or relationship that is/are likely to affect his independence; whether he continues to express his views objectively and seek clarification and amplification when deemed necessary; whether he continues to debate issues objectively; whether he continues to scrutinise and challenge Management on important issues raised at meetings and whether he is able to bring judgement to bear in the discharge of his duties as a Board member and committee member. The questionnaire was completed by Mr. Chue Wai Tat.

The Board had observed the performance of Mr. Chue Wai Tat at Board meetings and other occasions and has no reasons to doubt his independence in the course of discharging his duties. Hence, the Board concurred with the NC's view that he is independent in character and judgement despite having been on the Board for more than 9 years. The Board acknowledges his combined strength of characters, objectivity and wealth of useful and relevant experience bring himself to continue effectively as an Independent Director of the Company. The Board also acknowledges and recognises the benefits of the experience and stability brought by the long-serving Independent Director and wishes to retain him for his strength of character, objectivity and wealth of extensive business experience, and his knowledge on the Group's business which would enable him to be an effective Independent Director, notwithstanding his long tenure.

Mr. Cheah Wee Teong will serves on the Board for a period exceeding nine years from the date of his first appointment, after 1 December 2024. The NC had conducted a rigorous review of his independence and contributions to the Board to determine if he still remains independent and carries out his duties objectively, taking into account the need for progressive refreshing of the Board. The review included but was not limited to the completion of a detailed questionnaire of his independence with a mixture of close-ended and open-ended questions in respect of whether there are any conflicts of interest or relationship that is/are likely to affect his independence; whether he continues to express his views objectively and seek clarification and amplification when deemed necessary; whether he continues to debate issues objectively; whether he continues to scrutinise and challenge Management on important issues raised at meetings and whether he is able to bring judgement to bear in the discharge of his duties as a Board member and committee member. The questionnaire was completed by Mr. Cheah Wee Teong.

The Board had observed the performance of Mr. Cheah Wee Teong at Board meetings and other occasions and has no reasons to doubt his independence in the course of discharging his duties. Hence, the Board concurred with the NC's view that he is independent in character and judgement despite having been on the Board for more than 9 years, after 1 December 2024. The Board acknowledges his combined strength of characters, objectivity and wealth of useful and relevant experience bring himself to continue effectively as an Independent Director of the Company. The Board also acknowledges and recognises the benefits of the experience and stability brought by the long-serving Independent Director and wishes to retain him for his strength of character, objectivity and wealth of extensive business experience, and his knowledge on the Group's business which would enable him to be an effective Independent Director, notwithstanding his long tenure. Pursuant to Rule 406(3)(d)(iv), Mr. Cheah Wee Teong may continue to be considered independent until the conclusion of the Company's FY2025 AGM to be held in October 2025.

As set out in Provisions 2.4 and 4.3 above, in conjunction with the progressive renewal and succession planning of the Board, the NC and the Board are in the midst of reviewing its Board composition with an intent to bring in an additional new Independent Director in place of Mr. Cheah Wee Teong by the Company's FY2025 AGM to be held in October 2025.

Each of the Independent Director had recused themselves from the NC's and Board's deliberations on their own independence.

#### Provision 4.5 - Directors' time commitments and multiple Directorships

The NC determines if a Director is able to and has been adequately carrying out his duties as Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments.

# REPORT ON CORPORATE GOVERNANCE

None of the Directors of the Company has any other listed company board representation for FY2024. The principal commitment of the Directors, if any, is set out in the “Board of Directors” section in this Annual Report. When concern arises that Directors have multiple board representations and other principal commitments which may compromise the sufficiency of time and attention to be given to the affairs of the Company, the Board will deliberate and decide the maximum number of listed company board representing which any Director may hold, and disclose the same in the Company’s annual report.

## **Principle 5 Board Performance**

### Provisions 5.1 and 5.2 – Assessments of the Board, Board Committees and individual Directors

The Board has implemented a process carried out by the NC, for assessing the effectiveness of the Board as a whole and individual Directors on an annual basis. In evaluating the performance of the Board and Board Committees, and self-assessment of each individual Director, the NC considers a comprehensive set of quantitative and qualitative performance criteria that has been approved by the Board.

For FY2024, the performance evaluation on the effectiveness of the Board as a whole was carried out to assess and evaluate amongst other things, the (A) Board’s Composition, (B) Board Information, (C) Board Process, Internal Control & Risk Management, (D) Board Accountability, (E) CEO / Top Management, and (F) Standards of Conduct.

The NC has also conducted an assessment on the self-assessment of each individual Director where each Director is required to complete his self-evaluation based on the (1) understanding of Company’s mission, vision and values; (2) Corporate governance knowledge; (3) Business development efforts; (4) Training attendance; (5) Met targets set by Board (for Executive Director only) or maintenance of independence (for Independent Director only) and/or devotion of sufficient time (for Non-Executive Director only) as well as his contributions and focus areas.

The Chairman of the respective Board Committees are also required to complete a questionnaire on the effectiveness of these Board Committees.

The completed assessments/questions are submitted to the Company Secretary for collation and the consolidated responses and findings are analysed and discussed at the NC meeting before submitting to the Board for further discussion with a view to implementing certain recommendations to further enhance the effectiveness of the Board and the Board Committees.

The NC was generally satisfied with the results of the evaluation for the performance of the (i) Board, (ii) individual Directors and (iii) respective Board Committees, for FY2024 which indicated areas of strengths and those that could be improved further. No significant problems were identified. The NC had discussed the results with Board members and/or the respective Board Committees, who agreed to work on those areas that could be improved further. The NC would continue to evaluate the process for such review and its effectiveness from time to time.

To improve the Board’s performance, the NC encourages all Directors to attend relevant courses, the expense of which will be borne by the Company. These include courses conducted by the SGX-ST and other relevant courses in Singapore. The NC is also supportive of any Directors who wishes to attend any diploma or certified courses such as those organised by the Singapore Institute of Directors.

To-date, no external facilitator has been used.

# REPORT ON CORPORATE GOVERNANCE

## REMUNERATION MATTERS

### *Principle 6 Procedures for Developing Remuneration Policies*

#### Provisions 6.1 and 6.2 – RC's duties and composition

The RC comprises four Directors, all of whom, including the Chairman, are Independent Directors. The members are:

Mr. Lee Teck Meng Stanley <sup>(1)</sup>	–	RC Chairman
Mr. Cheah Wee Teong <sup>(2)</sup>	–	RC Member
Mr. Chue Wai Tat	–	RC Member
Mr. Tan Wei Lee <sup>(3)</sup>	–	RC Member

- (1) *Mr. Lee Teck Meng Stanley was appointed as the Chairman of the RC of the Company in place of Mr. Cheah Wee Teong who stepped down as the Chairman of the RC of the Company with effect from 1 November 2023.*
- (2) *Mr. Cheah Wee Teong stepped down as the Chairman of the RC of the Company but remains as a member of the RC of the Company with effect from 1 November 2023.*
- (3) *Mr. Tan Wei Lee was appointed as a RC member of the Company with effect from 1 November 2023.*

The RC is of the view that its current size is appropriate, taking into account the nature and scope of the operations and current financial positions of the Group.

The principal responsibilities of the RC and the activities it has undertaken for FY2024 are:

- (a) to review and recommend to the Board an appropriate and competitive framework of remuneration for the Board and key management personnel of the Group to attract, retain and motivate employees of the required caliber to manage the Company successfully;
- (b) to determine and recommend to the Board specific remuneration packages for each Executive Director, taking into account factors including remuneration packages of Executive Directors in comparable industries as well as the performance of the Company and that of the Executive Directors;
- (c) to review Management's proposal of the fees for Non-Executive Directors (including Independent Directors); and
- (d) to ensure that the remuneration policies and systems of the Group supports the Group's objectives and strategies.

#### Provisions 6.3 and 6.4 – Remuneration framework and engagement of remuneration consultants, if any

The recommendation of the RC for the remuneration of Directors would be submitted for endorsement by the Board and should cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind. The RC's recommendations were made in consultation with the Chairman of the Board and none of the members of the RC or any Director is involved in deliberations in respect of any remuneration, compensation, share-based incentives or any form of benefits to be granted to him/her.

The RC also reviews what compensation commitments the Executive Directors' service contracts would entail in event of early termination and aims to be fair and avoid rewarding inadequate performance. The service contract may be terminated by either the Company or Executive Directors giving to the other at least 6 months prior written notice. The RC is of view that the Executive Directors' service contracts are not excessively long or with onerous removal clauses.

The Company does not have any contractual provision which allows the Company to reclaim incentive components of remuneration from Executive Directors and/or key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company as such provisions will stifle the Company's ability to effectively attract and retain the right individuals.

For FY2024, there were no termination, retirement and post-employment benefits granted to Directors and the top three key management personnel (who are not Directors or the CEO).



# REPORT ON CORPORATE GOVERNANCE

The Company did not appoint any remuneration consultant. If required, the RC will seek expert's advice inside and/or outside the Company on remuneration of all Directors and key management personnel.

**Principle 7 Level and Mix of Remuneration**

**Principle 8 Disclosure on Remuneration**

Provisions 7.1 to 7.3 and Provision 8.3 – Level and mix of remuneration

The level and structure of remuneration of the Board and key management personnel is designed to be appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group.

Framework for remuneration of Executive Directors and other key management personnel

The Group has adopted such remuneration package for the Executive Directors in accordance with the service contract entered into between the respective Executive Director and the Company. The NC, together with the RC, decide on the specific remuneration package for an Executive Director upon recruitment. Thereafter, the RC reviews subsequent increments, bonuses and allowances where these payments are discretionary.

The Executive Directors' remuneration packages are set such that they are adequately but not excessively remunerated compared to other comparable companies in the industry in view of present market conditions and taking into account the individual's and the Company's performance. The remuneration packages of the Executive Directors and key management personnel are also in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

To ensure that the level and structure of remuneration is proportionate to the sustained performance and value creation of the Group, the Company has put in place a framework of remuneration for its Executive Directors and key management personnel. The key areas of focus of the remuneration framework and details of the implementation within the Group are set out below:

Key Areas of Focus	Details
Pay for performance	<ul style="list-style-type: none"> <li>• Instil and drive a pay-for-performance culture</li> <li>• Ensure that remuneration is closely linked to annual and long-term business objectives</li> <li>• Set, communicate and monitor key performance targets and indicators</li> <li>• Adjust the proportion of fixed and variable remuneration to emphasise sustainable performance that is aligned with the Group's strategic objectives, considering qualitative and quantitative factors</li> </ul>
Competitive remuneration	<ul style="list-style-type: none"> <li>• Benchmark total remuneration against other organisations of similar size and standing in the Group's industry</li> </ul>
Accountability and Risk-taking	<ul style="list-style-type: none"> <li>• Focus on achieving risk-adjusted returns that are consistent with prudent risk taking and capital management as well as emphasis on long-term sustainable outcomes</li> </ul>

Remuneration of Non-Executive Directors

Independent Directors do not enter into any service contracts with the Company. Save for Directors' fees, Independent Directors do not receive any remuneration from the Company.

Directors' fees are set in accordance with a remuneration framework comprising basic fees, attendance fees and additional fees for serving on any of the Board Committees. The RC, with the concurrence of the Board, is of the view that the current remuneration of the Independent Directors is appropriate to the level of contribution, taking into account factors such as efforts and time spent, and responsibilities of the Directors. The payments of Directors' fees are approved by the shareholders of the Company as a lump sum payment at the AGM of the Company.

# REPORT ON CORPORATE GOVERNANCE

## Provision 8.1(a) – Directors’ remuneration/fees and remuneration of the Group CEO

Provision 8.1(a) of the Code recommends that companies fully disclose the name and remuneration of each individual Director and the CEO. The Company has not complied with this provision as the Board is of the opinion that due to the confidentiality and commercial sensitivity attached to remuneration matters, given the highly competitive environment the Group operates in, the Company does not fully disclose the remuneration of the Directors. As such, the Board has deviated from complying in full with Provision 8.1 and has instead provided below a breakdown of the fees and remuneration of Directors (in percentage terms) for FY2024:

Remuneration band and name of Directors	Fee	Salary	Bonus	Other Benefits	Total
	%	%	%	%	%
<b>S\$250,000 to S\$500,000</b>					
Lim Kee Liew @ Victor Lim	–	98	–	2	100
Ng Chee Wee	–	88	6	6	100
<b>Below S\$250,000</b>					
Cheah Wee Teong	100	–	–	–	100
Chue Wai Tat	100	–	–	–	100
Lee Teck Meng Stanley	100	–	–	–	100
Tan Wei Lee	100	–	–	–	100

Despite having varied from provision 8.1(a) of the Code, the Board believes that consistent with the intent of principle 8 of the Code, sufficient information has been disclosed for shareholders’ understanding with respect to the Group’s remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

## Provision 8.1(b) - Remuneration of top five key management personnel

As the Company has only three key management personnel (excluding the CEO), the breakdown showing the level and mix of remuneration was in respect of each of these top three key management personnel (who are not Directors or the CEO) in bands of S\$250,000 for FY2024 (in percentage terms), as set out below:

Key management personnel	Salary	Bonus	Other Benefits	Total
	%	%	%	%
<b>S\$250,000 to S\$500,000</b>				
Leong Lai Heng	95	–	5	100
<b>Below S\$250,000</b>				
Koh Lye Seng Eric	92	7	1	100
Koh Leng Leng Yvonne	92	7	1	100

As the Group has only three key management personnel during the financial year under review, disclosure was only made in respect of the remuneration of these three key management personnel. The aggregate remuneration paid to these key management personnel was S\$511,598 (FY2023: S\$514,171).

# REPORT ON CORPORATE GOVERNANCE

## Provision 8.2 – Remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company

Mdm. Leong Lai Heng, spouse of Mr. Lim Kee Liew @ Victor Lim, CEO and Group Managing Director is employed as Director of the subsidiaries of the Company and has received remuneration at that capacity which exceeded S\$300,000 but was less than S\$350,000 during FY2024. Save as disclosed, none of the employees who are immediate family members of a Director or the CEO received more than S\$100,000 in remuneration for FY2024.

## ACCOUNTABILITY AND AUDIT

### **Principle 9 Risk Management and Internal Controls**

#### Provision 9.1 – Maintenance of a sound risk management system and internal controls

The Board recognises its responsibility for the Group's system of risk management and internal controls and the need to review its adequacy and integrity regularly in order to safeguard the Group's assets and therefore shareholders' investments in the Group.

The Company does not have a Risk Management Committee. However, Management reviews the Group's business and operational activities regularly to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. Management reviews all significant control policies and procedures and highlights all significant matters to the Board and the AC.

Management has put in place reasonably adequate internal control systems to provide the Board with reasonable assurance against material misstatement or loss. The Board, with the concurrence of the AC, had approved the adoption of the Policy on Risk Management and Internal Control in August 2017.

To strengthen its internal audit function, the Company has appointed NLA Risk Consulting Pte. Ltd. ("**NLA Risk**" or "**Internal Auditors**") to provide internal audit services. On an annual basis, the Group's internal audit function prepares an audit plan taking into consideration risks identified and assessed from the risk management system. This risk-based audit plan is approved by the AC and audits are conducted to assess the adequacy and effectiveness of the Group's system of internal controls in addressing financial, operational, compliance and information technology risks. In addition, material control weaknesses over financial reporting, if any, are highlighted by the Company's external auditors, Ernst & Young LLP ("**External Auditors**") in the course of the statutory audit. All audit findings and recommendations made by the Internal and External Auditors are reported to the AC and significant findings are discussed at the AC meetings. The Group's internal audit function follows up on all recommendations to ensure timely remedy of audit issues and reports the status to the AC once a year.

#### Provision 9.2 - Written assurance regarding (i) financial records and financial statements and (ii) adequacy and effectiveness of the Group's risk management and internal control systems

The Board has received written assurance from the Group CEO and the CFO that as at 30 June 2024:-

- (a) nothing has come to their attention which would render the financial statements to be false or misleading in any material aspects;
- (b) the financial records of the Group have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances;
- (c) the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems ("**Internal Control and Risk Management Systems**") are adequate and effective in addressing the material risks in the Group's current business environment; and
- (d) there are no known significant deficiencies or lapses in the Internal Control and Risk Management Systems which could adversely affect the Group's ability to record, process, summarise or report financial data, or any fraud that involves Management or other employees who have a significant role in the Internal Control and Risk Management Systems.

# REPORT ON CORPORATE GOVERNANCE

The Board has also received written assurance from other key management personnel having authority and responsibility for planning, directing and controlling the activities of the Group that:

- (a) the Internal Control and Risk Management Systems in place are adequate and effective in addressing its material risks in the Group's current business environment; and
- (b) there are no known significant deficiencies or lapses in the Internal Control and Risk Management Systems which could adversely affect its ability to record, process, summarise or report financial data, or any fraud that involves Management or other employees who have a significant role in the Internal Control and Risk Management Systems.

## Rule 1204(10) of the Catalist Rules

Based on the risk management and internal controls established and maintained by the Group, work done by the Internal Auditors and External Auditors, and the assurance from Management, the Board, with the concurrence of the AC, is of the opinion that the Group's risk management and internal control systems, addressing financial, operational, compliance and information technology controls risks were adequate and effective as at 30 June 2024.

The Board notes that the Internal Control and Risk Management Systems established by the Group provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen. Furthermore, the Board also acknowledges that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human errors, losses, fraud or other irregularities.

## **Principle 10 Audit Committee**

### Provisions 10.1 to 10.3 and 10.5 – Duties and composition of the AC

The AC comprises the following members, all of whom including the Chairman are Independent Directors and they are appropriately qualified to discharge their responsibilities:

Mr. Cheah Wee Teong <sup>(1)</sup>	–	AC Chairman
Mr. Chue Wait Tat <sup>(2)</sup>	–	AC Member
Mr. Lee Teck Meng Stanley	–	AC Member
Mr. Tan Wei Lee <sup>(3)</sup>	–	AC Member

- (1) *Mr. Cheah Wee Teong was appointed as the Chairman of the AC of the Company with effect from 1 November 2023.*
- (2) *Mr. Chue Wai Tat stepped down as the Chairman of the AC of the Company but remains as a member of the AC of the Company with effect from 1 November 2023.*
- (3) *Mr. Tan Wei Lee was appointed as a AC member of the Company with effect from 1 November 2023.*

The AC members collectively have had many years of experience in accounting, business, financial management and corporate advisory. The Board considers that the members of the AC as having sufficient financial knowledge and experience to appropriately discharge their duties and responsibilities in the AC. None of the members nor the AC Chairman are former partners or Directors of the Group's existing auditing firm nor does any of them have any financial interests in the auditing firm or auditing corporation.

The principal functions of the AC and the activities it has undertaken for FY2024 are as follows:

- (a) to recommend to the Board of Directors the External Auditors to be nominated;
- (b) to review the scope, audit plans, results, effectiveness and independence of the External Auditors;
- (c) to review any related significant findings and recommendations of the External Auditors, together with Management's responses thereto;
- (d) to review the adequacy of the Group's system of risk management and internal controls, financial and management reporting systems;



# REPORT ON CORPORATE GOVERNANCE

- (e) to review with Management on significant risks or exposures that exist and assesses the steps that Management has taken to minimise such risks to the Group;
- (f) to review with Management the announcement of the interim and full-year results of the Group and its financial statements;
- (g) to review interested person transactions as may be required by the regulatory authorities or the provisions of the Companies Act;
- (h) to review legal and regulatory matters that may have a material impact on the financial statements and reports action and minutes of the AC to the Board of Directors with such recommendations as the AC considers appropriate; and
- (i) to review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

The primary reporting line of the Internal Auditors is to the AC and the Internal Auditors have unfettered access to all the Group's documents, records, properties and personnel. The AC has explicit authority to investigate any matter within its terms of reference and is authorised to obtain independent professional advice. It has full access to and co-operation of Management and reasonable resources to enable it to discharge its duties properly. It also has full discretion to invite any Director or executive officer or any other person to attend its meetings.

#### Summary of the AC's activities in FY2024

The AC has full access to and receives co-operation from Management, and has full discretion to invite members of Management to attend its meetings. Reasonable resources have been given to enable the AC to discharge its functions. Minutes of the AC meetings are circulated to the Board for its information.

The AC meets with the Group's Internal Auditors, External Auditors and Management to review accounting, auditing and financial reporting matters so as to ensure that an effective system of controls is maintained in the Group. In performing its functions for FY2024, the AC had:

- (a) held two meetings in the financial year with Management, the Internal Auditors and the External Auditors, and met once with the Internal Auditors and the External Auditors without the presence of Management;
- (b) reviewed the audit plan and audit report for FY2024 presented by the Internal Auditors and the External Auditors;
- (c) conducted an annual review of the audit and non-audit services provided by the External Auditors, to satisfy itself that the nature and extent of such non-audit services will not prejudice the independence and objectivity of the External Auditors. In compliance with Rule 1204(6)(b) of the Catalist Rules, it is the opinion of the AC that the nature and extent of non-audit services provided by the External Auditors do not affect the independence and objectivity of the External Auditors. The fees incurred for FY2024 are as follows:

	<b>FY2024 S\$'000</b>
<b>Fees on audit services paid/payable to</b>	
- Auditors of the Company	93
- Other auditors	2
<b>Fees on non-audit services paid/payable to</b>	
- Auditors of the Company	20
- Other auditors	1

The External Auditors had also confirmed their independence in this respect;

# REPORT ON CORPORATE GOVERNANCE

- (d) confirmed that the Company had complied with Rule 712 of the Catalist Rules and having considered the Audit Quality Indicators Disclosure Framework published by the Accounting Corporate Regulatory Authority, had recommended to the Board the re-appointment of Ernst & Young LLP as the External Auditors of the Company. Ernst & Young LLP is registered with the Accounting and Corporate Regulatory Authority; and
- (e) confirmed that the Company had complied with Rule 715 of the Catalist Rules in relation to the appointment of the same auditing firm, Ernst & Young LLP, to audit its Singapore-incorporated subsidiaries. The foreign-incorporated subsidiaries are audited by other suitable auditing firms. The Board and the AC are satisfied that the appointment of the other auditing firms for its foreign-incorporated subsidiaries would not compromise the standards and the effectiveness of the audit of the Company.

The AC meets with the External Auditors to discuss with Management pertaining to changes in accounting standards and issues that have direct impact on the financial statements, as and when required. These matters would be brought up by Management to update the AC on such regulatory updates and to allow the AC to stay abreast of the latest developments, if any.

## Whistle blowing

The Company has adopted a Whistle Blowing Policy which provides a channel for staff and other parties to report in good faith and in confidence their concerns about fraud and other possible improprieties in matters of financial reporting or other matters. All reports, including anonymous reports, reports that are lacking in detail and verbal reports, will be thoroughly investigated. All complaints will be treated as confidential and will be brought to the attention of the AC.

In addition, the Company is committed to ensure protection of the whistleblower against detrimental or unfair treatment. While the policy is meant to protect the whistleblower from any detrimental or unfair treatment as a result of their report or disclosure, it strictly prohibits frivolous and untrue reports or disclosures. No adverse action will be taken against any Director, officer, employee or other individual for making a report or disclosing information in good faith under this policy. The Company will not tolerate the harassment or victimisation of anyone reporting a genuine concern. Where a report or disclosure has been made, the Company will take all reasonable steps to ensure that no other person harasses or victimises the whistleblower.

The Company has designated an independent function to investigate whistleblowing reports made in good faith and the AC is responsible for oversight and monitoring of the whistle blowing. Assessment, investigation and evaluation of complaints are conducted by or, at the direction of the AC if it deems appropriate, independent advisors engaged at the Group's expense. Following the investigation and evaluation of a complaint, the AC will then decide on recommended disciplinary or remedial actions, if any. Appropriate actions that are determined by the AC shall then be brought to the Board or to the appropriate senior management of the Group for authorisation or implementation respectively.

In the event that the report is about a Director, that Director will not be involved in the review and any decision making with respect to that report. The policy aims to encourage reporting of such matters in good faith, with the confidence that any employees and any other persons making such reports will be treated fairly and be protected from reprisals. Details of the whistle-blowing policy have been made available to all employees.

## Provision 10.4 – Internal Audit and Rule 1204(10C) of the Catalist Rules

The Company recognises the importance of establishing an internal audit function that is independent of the activities it audits. The internal audit function is currently being outsourced to NLA Risk which reports directly to the AC Chairman.

The team leader in-charge is a Certified Internal Auditor and the audit work is carried out in accordance with the International Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The hiring, removal, evaluation and compensation of the Internal Auditors or corporation to which internal audit function is outsourced was approved by the AC. The Internal Auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC. The AC approves the engagement, evaluation and fees of the Internal Auditors and provides a communication channel between the Board, the Management and External Auditors on matters relating to audit.

# REPORT ON CORPORATE GOVERNANCE

The role of the Internal Auditors is to support the AC in ensuring that the Group maintains a sound system of risk management and internal controls by monitoring and assessing the adequacy and effectiveness of key controls and procedures, conducting in-depth audits of high risk areas and undertaking investigations as directed by the AC.

The AC will review the findings of the Internal Auditors and will ensure that the Group follows up on the Internal Auditors' recommendations. The AC will review the adequacy of the internal audit function annually to ensure that the internal audit function is adequately resourced and able to perform its function effectively and objectively.

For FY2024, the AC had reviewed and is satisfied that the internal audit function is independent with appropriate standing and adequate resources to perform its functions effectively and objectively as required under Rule 1204(10C) of the Catalist Rules.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### *Principle 11 Shareholder Rights and Conduct of General Meetings*

The Board ensures that all the Company's shareholders are treated equitably for them to exercise their 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.

#### Provisions 11.1 to 11.5 – Participation and voting at general meetings of shareholders

General meetings are the principal forum for dialogue with shareholders. At the general meetings, shareholders are given the opportunity to share their views and ask questions regarding the Company and the Group. Shareholders are also informed of the rules, including voting procedures, which regulate the general meetings of shareholders. The Board believes that general meetings serve as an opportune forum for shareholders to meet the Board and key management personnel and to interact with them as well as for the Company to solicit and understand the views of shareholders.

Every matter requiring shareholders' approval will be proposed as a separate resolution. Each item of special business included in the meeting notice will be accompanied by, where appropriate, an explanation for the proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting. Where the resolutions are "bundled", the Company will explain the reasons and material implications.

The Chairman of the Board and the respective chairman of the AC, the NC and the RC are usually present and available at general meetings to address shareholders' queries. Appropriate key management personnel are also present at such meetings to address operational questions from shareholders. In addition, in the case of AGM, the External Auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. The Directors' attendance at the general meetings of the Company held from 1 July 2023 to 30 June 2024 is disclosed under provision 1.5 above.

#### Voting by poll

Pursuant to the Catalist Rules, the Company will put all resolutions to vote by poll at its general meetings. An announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages will be released via the SGXNET on the same day after the meeting. The Company currently employs paper polling as it is more cost-effective and practical compared to electronic polling.

The Company's Constitution does not permit voting in absentia by mail, facsimile or e-mail as such voting methods would need to be cautiously evaluated to ensure that the authenticity of the vote and the shareholder's identity is not compromised. Instead, the Company's Constitution allows shareholders to appoint one or two proxies to attend and vote in their stead at the AGM. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act 1967) is entitled to appoint more than two proxies to attend, speak and vote at the general meetings, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Following the adoption of new constitution of the Company with effect from 4 July 2024, the proxy form must be deposited at the Company's registered office not less than 72 hours of the general meeting.

# REPORT ON CORPORATE GOVERNANCE

The Joint Company Secretaries prepare minutes of general meetings, which record substantial comments and queries from shareholders relating to the agenda of such meetings (“**Minutes of General Meeting**”). The Minutes of General Meeting will be published on the SGXNET and its corporate website within one month after such general meeting.

## Provision 11.6 - Dividend policy

The Company currently does not have a formal dividend policy. The Board considers factors such as the Group’s earnings, financial position, operations results, capital requirements, cash flows, development plans, and other factors before determining any dividends to be declared. No dividends were declared for FY2024 as the Company does not have retained earnings and the Group is conserving cash for its business operations and future developments so as to ensure sufficiency of funds for its daily business and operational needs.

## **Principle 12 Engagement with Shareholders**

The Company does not have an Investor Relations Policy in place and there is no dedicated investor relations team in place as the Board was of the view that the current communication channels are sufficient and cost-effective. However, in line with the continuous disclosure obligations of the Company and pursuant to the Catalist Rules and the Companies Act, shareholders shall be informed of all major developments that impact the Group, in a timely manner. The Company strives to ensure regular, effective and fair communication with its shareholders, and be as descriptive, detailed and forthcoming as possible in disclosing the information and to inform shareholders of changes in the Company or its business which would likely to materially affect the price or value of the Company’s shares.

The Company does not practise selective disclosure. All material and price sensitive information as well as information on the Company’s new initiatives are publicly released via SGXNET. In addition, the Company also responds to enquiries from shareholders, investors, analysts, fund managers and the press.

The Group values dialogue sessions with its shareholders. During general meetings of the Company, the Board devotes time and attention to address questions from and concerns raised by shareholders and the Directors are generally present for the entire duration of the meetings. The Chairman of the meeting will also endeavour to facilitate constructive dialogue between shareholders and the Board. In addition, members of the Board and key management personnel make themselves available to interact with shareholders both before and after general meetings. The Group believes in regular, effective and fair communication with shareholders and is committed to hearing shareholders’ views and addressing their concerns.

Although the Company does not have a dedicated investor relations team or an investor relations policy, other than communicating with Directors and Management at general meetings, shareholders or investors may contact the Company on any investor relations matters at [ir@asianmicro.com.sg](mailto:ir@asianmicro.com.sg).

## **MANAGING STAKEHOLDERS RELATIONSHIPS**

### **Principle 13 Engagement with Stakeholders**

#### Provisions 13.1 and 13.2 – Identification and engagement with material stakeholder groups, including managing relationships with such groups

The Group believes that forging good relationships with stakeholders is crucial for the sustainable growth of its business and identified its key stakeholders which include shareholders, suppliers, customers, employees, regulatory authorities (Governments, SGX-ST, Ministry of Manpower, Inland Revenue Authority of Singapore), shareholders and investors.

The Company’s strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period can be found in the Sustainability Report, together with this Annual Report.

#### Provision 13.3 – Corporate website

The Company currently maintains a corporate website at <http://asianmicro.listedcompany.com/> which hosts relevant investor-related information, including the Company’s corporate information and announcements that have been released via SGXNET.



# REPORT ON CORPORATE GOVERNANCE

## DEALINGS IN SECURITIES

The Company has a clear policy on the trading of its shares by Directors, executives and employees within the Group. The Company has adopted the Securities Transactions Code. The Securities Transactions Code provides guidance to the Directors and executives of the Group with regard to dealing in the Company's securities. It emphasises that the law on insider trading is applicable at all times, notwithstanding the prohibited dealing periods. The Securities Transactions Code also enables the Company to monitor such share transactions by requiring employees to report to the Company whenever they deal in the Company's securities.

The Group issues circulars to its Directors, executives and employees informing them that they must not trade in the listed securities of the Company one month before the announcement of the Group's half-yearly and full year results and ending on the date of the announcement of such results. They are also encouraged not to deal in the Company's securities on short-term considerations.

The Directors are required to notify the Company of any dealings in the Company's securities (during the open window period) within two business days of the transactions.

The Board is satisfied with the Group's commitment in compliance with the Securities Transactions Code, and on the adequacy of internal controls within the Group. The Group has complied with its Best Practices on Securities Transactions.

## MATERIAL CONTRACTS

Save for the service contracts between the Executive Directors and the Company and the interested person transactions described below, there are no other material contracts of the Company or its subsidiaries involving the interest of the CEO or any Director or Controlling Shareholders which are either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

## INTERESTED PERSON TRANSACTIONS

The Company has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that such transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

When a potential conflict of interest arises, the Director concerned will not participate in the discussion and will refrain from exercising any influence over other members of the Board.

During FY2024, the Company has entered into the following interested person transaction, as follows:-

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions conducted under shareholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000) S\$'000
ACI Technology (S) Pte Ltd	Associate of Mr. Lim Kee Liew @ Victor Lim, the CEO who is also a controlling shareholder of the Company	59	-

The Group does not have a general mandate from shareholders pursuant to Rule 920 of the Catalist Rules.

# REPORT ON CORPORATE GOVERNANCE

## **NON-SPONSOR FEES**

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The Continuing Sponsor of the Company is RHT Capital Pte. Ltd.

In compliance with Rule 1204(21) of the Catalist Rules, there was no non-sponsor fee paid by the Company to the sponsor for FY2024.

# REPORT ON CORPORATE GOVERNANCE

## Additional Information required pursuant to Rule 720(5) of the Listing Manual: Rules of Catalist on Directors seeking for re-election

The following additional information on Mr. Ng Chee Wee and Mr. Tan Wei Lee, all of whom are seeking re-election as Directors at this Annual General Meeting, is to be read in conjunction with their respective biographies from pages 6 to 8 of this Annual Report.

	Ng Chee Wee	Tan Wei Lee
Date of Appointment	6 May 2011	1 November 2023
Date of last re-appointment (if applicable)	25 October 2022	Nil
Age	51	48
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (In the Company's case, the Board's comments on this re-election)	<p>The Nominating Committee (“<b>NC</b>”), having considered the attendance and participation of the Director at Board and Board Committees’ meetings, in particular, Mr. Ng Chee Wee’s contribution to the business and operations of the Company as well as Board processes, had recommended to the Board the re-election of Mr. Ng Chee Wee who will be retiring by rotation pursuant to Article 94 of the Company’s Constitution at the forthcoming AGM.</p> <p>The Board supported the NC’s recommendation.</p> <p>Mr. Ng Chee Wee had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re-election.</p>	<p>The NC, having considered the attendance and participation of the Director at Board and Board Committees’ meetings, and taking into account Mr. Tan Wei Lee’s track record, experience and capabilities to, amongst others, provide insight and guidance to the Group’s business and strategies, had recommended to the Board the re-election of Mr. Tan Wei Lee who will be retiring pursuant to Article 100 of the Company’s Constitution at the forthcoming AGM.</p> <p>The Board supported the NC’s recommendation.</p> <p>Mr. Tan Wei Lee had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re-election.</p>
Whether appointment is executive, and if so, the area of responsibility	<p>Executive</p> <p>Overseeing the Group’s finance, accounting, treasury, legal, tax, corporate secretarial, regulatory compliance and human resources functions.</p>	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Financial Officer (“ <b>CFO</b> ”) of the Company and its subsidiaries (“ <b>Group</b> ”)	Independent Director and members of the Audit Committee, the Nominating Committee and the Remuneration Committee
Professional qualifications	Please refer to the Directors’ respective biographies from pages 6 to 8 of this Annual Report.	
Working experience and occupation(s) during the past 10 years	<p>2011 to Present: Executive Director of the Company</p> <p>2017 to Present: CFO of the Group</p> <p>2010 to 2017: Financial Controller of the Group</p>	<p>2023 to Present: Managing Director of Eastern Navigation Pte. Ltd.</p> <p>2011 to 2022: General Manager of Eastern Navigation Pte. Ltd.</p>

# REPORT ON CORPORATE GOVERNANCE

	Ng Chee Wee	Tan Wei Lee
Shareholding interest in the listed issuer and its subsidiaries	Direct interest of 49,472,408 ordinary shares in the Company	Nil
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	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer – Yes / No	Yes	Yes
Other Principal Commitments*	Please refer to the Directors' respective biographies from pages 6 to 8 of this Annual Report.	
Other Directorships for the past 5 years	Nil	Nil
Other Present Directorships	<ul style="list-style-type: none"> <li>(i) Asian Micro Sdn. Bhd.</li> <li>(ii) Leverage Income Sdn. Bhd.</li> <li>(iii) Asian Micro Capital Sdn. Bhd.</li> </ul>	<ul style="list-style-type: none"> <li>(i) Eastern Navigation Pty Ltd</li> <li>(ii) Eastern Navigation (Labuan) Ltd</li> <li>(iii) Eastern Navigation (Thailand) Co., Ltd</li> <li>(iv) PT Pandan Bahari Shipyard</li> <li>(v) Eastern Navigation Pte. Ltd.</li> <li>(vi) Eastern Carriers Pte Ltd</li> <li>(vii) Pandan Shipyard Pte. Ltd.</li> <li>(viii) Airblast (Singapore) Pte Ltd</li> <li>(ix) Eastern Lighterage Company Private Limited</li> <li>(x) Eastern Towage Pte Ltd</li> <li>(xi) Merlinbird (S) Pte. Ltd.</li> </ul>
Any prior experience as a director of an issuer listed on the Exchange? 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).	Not applicable	Not applicable

The Company confirms that the response to the declaration for the items (a) to (k) of Appendix 7F of the Listing Manual: Rules of Catalist concerning Mr. Ng Chee Wee is a “no”.

# REPORT ON CORPORATE GOVERNANCE

Save for the response to items (j)(ii) and (k) of Appendix 7F of the Listing Manual: Rules of Catalist which is a “yes”, the declaration for remaining items (a) to (k) of Appendix 7F of the Listing Manual: Rules of Catalist concerning Mr. Tan Wei Lee is a “no”. Items (j)(ii) and (k) and the full details (as extracted from the Company’s announcement dated 1 November 2023, Announcement reference: SG231101OTHRYE4L) are reproduced below:

Item (j)(ii): Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of 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.

## Details

The Commercial Affairs Department requested Mr Tan to provide a statement and evidences with regards to his Keppel Club membership. This is in relation to the Keppel Club membership fraud case where Mr Tan was sold a Phantom membership. Details of this case are widely available in the media.

Item (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?

## Details

- (a) In March 2009, Mr Tan received a writ of Summons regarding a motor vehicle accident involving a vehicle owned but not driven by him. The insurers of the vehicle settled the case with the Plaintiff.
- (b) In November 2010, Mr Tan put up a claim against a third-party vehicle that reversed into his car. However the third party issued a writ of summons claiming Mr Tan was the one that hit him. The insurers settled the case.

\* *The term “principal commitments” shall include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.*



# SUSTAINABILITY REPORT

## STATEMENT FROM BOARD

Asian Micro Holdings Limited (“**AMH**” or “**Company**”, and together with its subsidiaries “**Group**”) remains committed to long-term value creation for our stakeholders, through conducting our business responsibly and sustainably.

The Group is pleased to present the seventh sustainability report, to disclose on its management of Environment, Social and Governance (“**ESG**”) topics, recognising that sustainable considerations across its business will ensure the long-term resilience of its business while contributing positively to the environment and society. This year, its review of the five material ESG matters identified in the materiality assessment in prior financial year ended 30 June 2023 (“**FY2023**”) shows that they remain significant and relevant to its business.

The board of directors (“**Board**”) has considered sustainability issues as part of the Company’s strategic formulation. The Board also commits to introduce and implement the best ESG policies and practices in the industry by determining ESG factors as well as overseeing the management and monitoring of the material ESG factors.

The Group’s businesses are expected to remain challenging for the financial year ending 30 June 2025 (“**FY2025**”) mainly due to global economic uncertainties. Despite the challenging market condition in which the businesses operate, the Group continues to focus on its operational efficiency, cost control, cash conservation and ensuring sustainability of its existing businesses.

We welcome feedback with regards to the Group’s sustainability to improve economic, social, and environmental performance as we continue to create sustainable value for our stakeholders.

# SUSTAINABILITY REPORT

## INTRODUCTION

### ABOUT THE REPORT

This is our seventh Sustainability Report. The report is prepared in accordance with Singapore Exchange Securities Trading (“**SGX-ST**”) Catalist Listing Rule 711(B) and referenced to Global Reporting Initiatives (“**GRI**”) Standards: Core. The GRI standards were selected as it provides an internationally recognised framework that supports a standardised approach for businesses to report on critical sustainability issues. In line with SGX’s guidance for companies to account ESG factors in their operations, our Group aims to integrate sustainability within our business.

This report consists of our non-financial performance and sustainability practices implemented in our Singapore operations in the supply of Compressed Natural Gas (“**CNG**”) and provision of clean room grade plastic packaging bags and material, from 1 July 2023 to 30 June 2024 (“**FY2024**”) with three years of comparison data made available, where relevant. There were no significant changes to our operations during the reporting year.

To strengthen its internal audit function, the Company has appointed NLA Risk Consulting Pte. Ltd. (“**NLA Risk**” or “**Internal Auditors**”) to provide internal audit services. On an annual basis, the Group’s internal audit function prepares an audit plan taking into consideration risks identified and assessed from the risk management system. The Group’s internal audit function follows up on all recommendations to ensure timely remedy of audit issues and reports the status to the AC once a year. Our sustainability reporting processes have been subject to internal review by our Internal Auditors and no independent external assurance has been sought for this report.

We welcome any feedback for this report and for matters related to our sustainability performance to meet stakeholders’ expectations. Please send your feedback to our Finance Manager, Ms. Yvonne Koh at [IR@asianmicro.com.sg](mailto:IR@asianmicro.com.sg) or 6862 7777.

### ABOUT ASIAN MICRO HOLDINGS LIMITED

Established in 1997, Asian Micro Holdings Limited was listed on the SGX-ST Catalist Board in 1999 and is headquartered in Singapore and are engaged in the provision of CNG supply and related products & services, providing clean room grade plastic packaging bags and materials for packaging cleaned finished products in the hard disk drive and semiconductor industries, leasing of commercial properties and property development.






The Group supplies CNG skids which are used for storing and transporting CNG to local industries for gas cutting, heat treatment and power generation. It can also be used for powering of natural gas engines and off-the-road vehicles. The Group continually explores innovative methods of introducing industrial consumers to the use of natural gas and energy saving methods. Our customers are from the oil and gas, marine and offshore, aviation, shipyard and manufacturing industries.

The Group has diversified its existing core business to include the investment in, trading of, and development of residential, commercial, retail and industrial properties within Singapore and overseas as and when the opportunities arise.

# SUSTAINABILITY REPORT

## STAKEHOLDER ENGAGEMENT

To achieve long-term sustainability, we take steps to engage with our stakeholders to hear their expectations and key concerns. Our stakeholders include those with an interest or concern in our business and who is directly impacted by our business. Stakeholder engagement has become a pertinent topic, as the business landscape continues to evolve. The table below summaries AMH's stakeholder engagement approach.




Stakeholder	Objective	Mode of Engagement	Frequency of Engagement	Key Concerns	Our Response
 Shareholders	<ul style="list-style-type: none"> <li>❖ Enhance shareholder value</li> </ul>	<ul style="list-style-type: none"> <li>❖ Half-yearly results updates</li> <li>❖ Annual general meetings, Extraordinary general meeting, if any</li> <li>❖ Announcements, annual report, and circulars if any</li> </ul>	<ul style="list-style-type: none"> <li>❖ Half year</li> <li>❖ Annually and as appropriate</li> <li>❖ As appropriate</li> </ul>	<ul style="list-style-type: none"> <li>❖ Growth strategy to enhance shareholder value</li> <li>❖ Corporate governance</li> </ul>	<ul style="list-style-type: none"> <li>❖ Update potential investors and shareholders regularly via SGXNet</li> <li>❖ To maintain company's financial and governance performance</li> <li>❖ Reporting of sustainability policies and practices through the sustainability report</li> <li>❖ AGM and EGM</li> </ul>
 Employees	<ul style="list-style-type: none"> <li>❖ Employees' satisfaction and retention</li> </ul>	<ul style="list-style-type: none"> <li>❖ Staff recreational activities</li> <li>❖ Regular meetings</li> </ul>	<ul style="list-style-type: none"> <li>❖ Ongoing</li> <li>❖ Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>❖ Fulfilling career</li> <li>❖ Competitive wages</li> <li>❖ Safe working environment</li> </ul>	<ul style="list-style-type: none"> <li>❖ Annual training programme</li> <li>❖ Yearly performance review</li> <li>❖ HR policies</li> </ul>
 Customers	<ul style="list-style-type: none"> <li>❖ Customers' satisfaction of products/ services</li> </ul>	<ul style="list-style-type: none"> <li>❖ Regular engagement by operation team</li> </ul>	<ul style="list-style-type: none"> <li>❖ Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>❖ Quality Products/ services</li> </ul>	<ul style="list-style-type: none"> <li>❖ Review feedback</li> <li>❖ Frequent communications</li> </ul>
 Suppliers	<ul style="list-style-type: none"> <li>❖ Good relations</li> <li>❖ Timely payment</li> </ul>	<ul style="list-style-type: none"> <li>❖ Review meetings with suppliers</li> </ul>	<ul style="list-style-type: none"> <li>❖ Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>❖ Timely payment</li> </ul>	<ul style="list-style-type: none"> <li>❖ Provide clear expectations</li> <li>❖ Frequent communications</li> </ul>
 Government/ Regulators, (e.g. SGX, SCDF, MOM, NEA etc.)	<ul style="list-style-type: none"> <li>❖ Compliance with laws and regulations</li> </ul>	<ul style="list-style-type: none"> <li>❖ Response to regulators' queries</li> <li>❖ Participation in consultation sessions</li> </ul>	<ul style="list-style-type: none"> <li>❖ As appropriate</li> <li>❖ As appropriate</li> </ul>	<ul style="list-style-type: none"> <li>❖ Complying with laws and regulations</li> </ul>	<ul style="list-style-type: none"> <li>❖ Regular revision of policies to ensure compliance with laws and regulations</li> <li>❖ Internal controls to maintain high standards</li> <li>❖ Ensure compliance of safe management measures at the workplace</li> </ul>

# SUSTAINABILITY REPORT

## MATERIALITY ASSESSMENT

By focusing resources on the most critical matters of our business, AMH can ensure that it adequately addresses the sustainability concerns of our stakeholders. AMH conducted its first materiality assessment in FY2018 and identified five material matters. These material matters were determined by their potential impacts on external stakeholders and internal stakeholders. In FY2024, AMH re-examined these material matters and the impacts on EESG, including people and human rights, and found that they were still relevant to AMH. Moving forward, AMH will continue to monitor these material matters to ensure that they remain relevant and material.

### FY2018 Material Assessment Process

Step 1: Identification 	Step 2: Prioritisation 	Step 3: Validation 
<ul style="list-style-type: none"> <li>▪ Desktop analysis of Sustainability Reports established by other peers</li> <li>▪ Interviews with relevant personnel across different departments</li> <li>▪ Selection of a list of Economic, Environment, Social and Governance (EESG) matters</li> </ul>	<ul style="list-style-type: none"> <li>▪ Discussion of EESG matters with relevant personnel</li> <li>▪ Relevant personnel rates and prioritises EESG matters</li> <li>▪ Both internal and external stakeholders' perspectives are taken into consideration</li> </ul>	<ul style="list-style-type: none"> <li>▪ Board validates and approves material matters that are previously identified in Step Two</li> </ul>

### FY2019 - FY2021 Review

- FY2019 – The review of material matters was conducted, and all five matters were still essential to AMH.
- FY2020 – FY2021 - The review of the material topics was in the context of Covid 19. It was concluded that all five material matters were still essential to AMH and our stakeholders.

### FY2022 Review

- FY2022 – The review of the material topics was conducted in the context of the endemic phase of Covid-19. It was concluded that there was no change to the five material matters and remained critical to AMH and relevant to our stakeholders.

### FY2023 Review

- There is no change to the five material matters and it has remained critical and relevant to AMH and our shareholders.

### FY2024 Review

- There is no change to the five material matters and it has remained critical and relevant to AMH and our shareholders. Please refer to figure 1 on page 44 for the identified material matters.

# SUSTAINABILITY REPORT

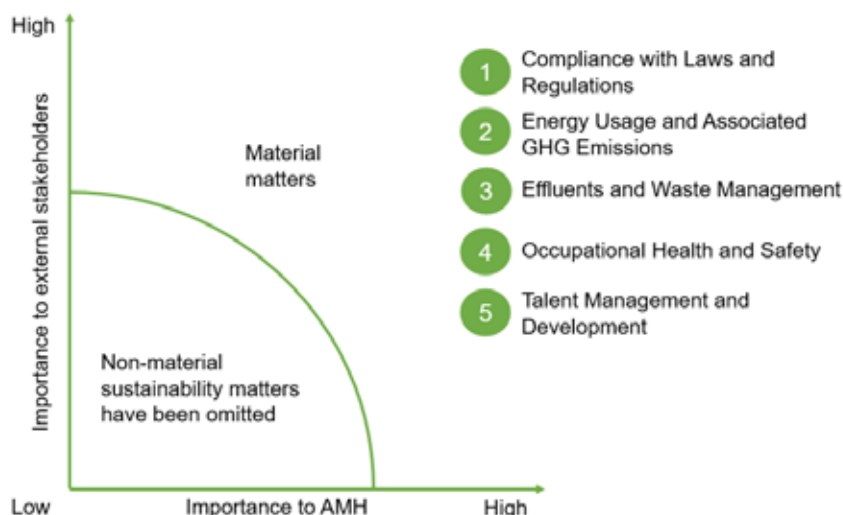


Figure 1. Materiality Assessment Matrix (matters presented in no particular order)

	Material Matters	Corresponding GRI Standard Disclosures
1	Compliance with Laws and Regulations	GRI 2-27: Compliance with laws and regulations
2	Energy Usage and Associated GHG Emissions	GRI 302-1: Energy consumption within the organisation GRI 302-3: Energy intensity GRI 302-4: Reduction of energy consumption GRI 305-1: Direct (Scope 1) Greenhouse Gas (“GHG”) emissions GRI 305-2: Energy indirect (Scope 2) GHG emissions GRI 305-4: GHG emissions intensity
3	Effluents and Waste Management	GRI 306-2: Management of significant waste-related impacts GRI 306-3: Waste generated
4	Occupational Health and Safety	GRI 403-1: Occupational health and safety management system GRI 403-2: Hazard identification, risk assessment, and incident investigation GRI 403-4: Worker participation, consultation, and communication on occupational health and safety GRI 403-5: Worker training on occupational health and safety GRI 403-6: Promotion of worker health GRI 403-7: Prevention and mitigation of occupational health and safety impacts directly linked by business relationships GRI 403-8: Workers covered by and occupational health and safety management system GRI 403-9: Work-related injuries GRI 403-10: Work-related ill health
5	Talent Management and Development	GRI 404-1: Average hours of training per year per employee



# SUSTAINABILITY REPORT

## SUSTAINABILITY APPROACH

Management supports the Board in implementing, executing, and monitoring the integration of sustainability across the Group.

With a strong commitment to sustainability, the Management reviews the Group's business and operational activities regularly to identify areas of significant business risks including sustainability risks, as well as appropriate measures to control and mitigate these risks. For the full statement on our risk management practices, please refer to our Corporate Governance Report found in pages 13 to 39 of this Annual Report.

## CORPORATE GOVERNANCE

### COMPLIANCE WITH LAWS AND REGULATIONS

AMH believes that effective corporate governance practices are essential to safeguard and enhance shareholders' value. AMH has put in place corporate policies to ensure high standards of corporate governance and ensures that it operates in line with all applicable laws and regulations. The relevant laws and regulations include those from SGX-ST, Ministry of Manpower ("**MOM**"), Central Provident Fund ("**CPF**") Board and National Environment Agency ("**NEA**"). All employees are expected to abide by them and uphold professionalism and integrity when performing their duties at work.

AMH has an internal whistle-blowing policy which provides a channel for employees to report any concerns and incidents on any possible improprieties, misconduct, and malpractices by sending an email directly to our independent director. This policy is communicated to all employees. There is also a grievance mechanism in place where employees can raise any complaints to their supervisor and superiors. In response to any reported incidents or grievances, AMH will conduct a thorough investigation and take appropriate follow-up action. This is key to maintaining high standards of integrity and accountability.

All Directors of the Board exercise due diligence and independent judgement in discharging their duties and responsibilities at all times as fiduciaries and act objectively in the interests of the Company.

All Directors are required to exercise due care and maintain the confidentiality of information entrusted to them by the Company and carry out their responsibilities in compliance with applicable laws, rules and regulations.

The Company has in place an internal Code of Best Practices on Securities Transactions ("**Securities Transactions Code**") that the Company's Directors and its officers must not trade in its securities within the "closed" window period or deal with its securities on short-term considerations as well as while they are in possession of non-public materially price-sensitive or trade-sensitive information.

Directors facing conflicts of interest are required to recuse themselves from discussions and decisions involving the issues of conflict. They are also required to avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Group. Where a Director has a conflict of interest, or it appears that he might have a conflict of interest, in relation to any matter, he is required to declare such interest at a meeting of the Directors (or in written resolutions to be passed), and recuse himself from participating in any discussion and making any decision on the matter. Where relevant, the Directors have complied with such requirement, and such compliance is duly recorded in the minutes of meeting and/or Directors' Resolutions in writing.

# SUSTAINABILITY REPORT

## COMPLIANCE WITH LAWS AND REGULATIONS (CONTINUED)

A formal letter of appointment is provided to all new Directors. The letter indicates the amount of time commitment required and the scope of duties. The Company welcomes the Directors to request for further explanations, briefings or informal discussions on any aspect of the Company's operations or businesses from Management. Newly appointed Directors, if any, will receive appropriate training and orientation programmes to familiarise themselves with the operations of the Company and its major business processes. The Company will also make the necessary arrangements for any director to attend additional appropriate training courses so as to familiarise themselves with the roles and responsibilities as a director of a listed company in Singapore, if required.

Mr. Tan Wei Lee was appointed as a Director of the Company with effect from 1 November 2023 and did not have any prior experience as a director of a listed company in Singapore. Notwithstanding the above, Mr. Tan had attended LED1: Listed Entity Director Essentials course and had undertaken to attend the remaining mandatory training courses and the modules relevant to his appointment conducted by Singapore Institute of Directors ("**Listed Entity Directors Programme**"), as specified under Schedule 1 of Practice Note 4D of the Catalist Rules. Accordingly, consequent to his appointment, he had attended all the core modules and an elective module (LED5: Audit Committee Essentials) of the Listed Entity Directors Programme, and will complete the remaining elective modules relevant to his appointment (particularly, LED7: Nominating Committee Essentials and LED8: Remuneration Committee Essentials) of the Listed Entity Directors Programme by 15 October 2024.

All Directors have attended the mandatory training on sustainability as prescribed by Singapore Exchange Securities Trading Limited ("**SGX-ST**") in accordance with Rule 720(6) of the Catalist Rules.

Management monitors changes to regulations and accounting standards closely. To keep pace with accounting, legal, industry specific knowledge and regulatory changes, where these changes have an important bearing on the Company or Directors' disclosure obligations, Directors are briefed either during Board meetings or at specially convened sessions. All existing and new Directors are also encouraged to attend relevant courses, conferences and seminars at the Company's expense.

As CNG is regarded as a flammable hazardous material, AMH conforms strictly to the Singapore Civil Defence Force ("**SCDF**")'s regulations on the transport of hazardous materials. This includes transport licensing, vehicle tracking, yearly vehicle inspections, and permitted timings and routes for the transport of CNG.

In FY2024, there were zero cases of non-compliance with all laws and regulations across the economic, social and environmental spheres. We will continue to achieve this performance in the subsequent years.

Perpetual Target	Performance in FY2024
Zero cases of non-compliance with all laws and regulations (socio-economic, environmental)	Achieved

## ENVIRONMENTAL SUSTAINABILITY

AMH strives to minimise the environmental impact of its operations wherever possible while promoting cleaner forms of energy through our involvement in the CNG industry. This helps improve business and operational efficiency and aligns with national priorities. Environmental issues (namely energy and emissions, waste and effluents) are overseen and managed by our Chief Operating Officer ("**COO**").

# SUSTAINABILITY REPORT

## CLIMATE-RELATED DISCLOSURES

The Group acknowledges that the Task Force on Climate-related Financial Disclosures (“TCFD”) provides recommendations regarding the disclosure of climate-related financial information. TCFD has four elements, including governance, strategy, risk management and metrics and targets, to assess the impact of key climate-related risks and opportunities. The summary of the recommended disclosures of TCFD and the Group’s responding actions to the relevant recommendations is as follows: -

### Governance

The Board guides the Group’s sustainability strategy, including overseeing climate-related risks and opportunities. It takes part in the determination of material ESG factors, including factors relating to climate change, and regularly reviewing sustainability risks, including climate change considerations. The management assists the Group in reducing its exposure to climate-related risks and seize any opportunities presented by the climate change.

### Strategy

The Group acknowledge that climate change brings risks and opportunities to the business. In terms of physical risks, the increased frequency and severity of extreme weather, such as extreme heat and rainfall, could disrupt the supply chains, increase operating costs and extra repair and maintenance expenses. Severe weather conditions may also cause injuries and casualties and the Group may need to bear the corresponding legal and financial responsibilities.

In terms of transition risks, the Group also anticipates that the laws and regulations related to climate change will become more stringent and demanding. Such stricter laws and regulations may also expose the Group to legal risks and compliance requirements, which in turn may lead to higher operating costs. The Group has identified climate-related opportunities and is seeking to expand the use of cleaner form of energy including Liquefied Natural Gas (“LNG”).

The Group will continually explore ways to improve its physical and transition risks by considering climate scenarios and reinforcing its resilience to the impact of climate change to the Group.

### Strategy: Climate scenarios analysis

AMH has identified and defined a range of scenarios analysis of the identified physical and transition risks as well as opportunities that offer a range of possible future climate scenarios and have the potential to influence our strategy and operations. The scenarios are developed by the International Energy Agency (IEA) and Intergovernmental Panel on Climate Change (IPCC), which have been long utilised by scientists and policy analysts to evaluate future susceptibility to climate change. Below is a summary of the climate-related risks and opportunities based on TCFD recommendations.

Risks	Classification	Major Risks	Time frame
Physical Risk	Acute	<ul style="list-style-type: none"> <li>Extreme rainfall may result in operational delays, increased costs, customer dissatisfaction and revenue losses, thereby affecting profitability.</li> <li>Extreme heat could become more common and/or severe, which could result in cooling demand and higher electricity costs.</li> </ul>	Medium to Long Term
	Chronic	<ul style="list-style-type: none"> <li>Rising sea levels and extreme weather may result in floods, causing the supply chain to be disrupted</li> </ul>	
Transition Risks	Policy and legal risks	<ul style="list-style-type: none"> <li>Increased demand from governments and regulators for sustainability-related information disclosure, requiring greater transparency and detailed data, to meet new reporting requirements, resulting in increase in compliance costs.</li> <li>Increase in carbon tax resulting in increase in electricity tariffs and overall operating costs.</li> </ul>	Short to Medium Term

# SUSTAINABILITY REPORT

## ENVIRONMENTAL SUSTAINABILITY (continued)

### CLIMATE-RELATED DISCLOSURES (continued)

#### Risk Management

To mitigate the identified risks, the Group regularly monitors existing and emerging trends, policies and regulations related to climate change, reviews the plan against extreme weather and reminds the management to avoid violations or reputation risks. The Board understands that the extreme changes of the weather has created challenges to meet the targets set by the Group. However, the Board urges the Group to continue the good practice of using fans during cold weather and only using the air-conditioner on warmer days.

Besides the extreme weather change, the Board also meet regularly to discuss on ways to reduce pollution at work site and in the office. The Board will approve purchase that will reduce such pollution, for instance, installing an air filter in the office, reduce the consumption of electricity and regular servicing of air-conditioners.

The Group will continue to monitor and review developments of relevant standards and fine-tune its management framework.

#### Metrics and Targets

The Group measured Scope 1 and Scope 2 Emissions (tonnes of CO<sub>2</sub>) and also diesel and electricity consumption. Please refer to Page 49 of this annual report for details of the metrics.

The Group has set short and medium to long term target for Scope 1 and Scope 2 Emissions and will explore opportunities to achieve the targets.

## ENERGY USAGE AND ASSOCIATED GHG EMISSIONS

In comparison with other fuels (such as gasoline and diesel), CNG is considered the cleanest form of fossil fuel energy source with significantly less greenhouse gas emissions per unit of energy. In promoting environmental sustainability, AMH seeks to expand the use of such cleaner forms of energy in Singapore including LNG business which is even cleaner and safer than CNG.

AMH has continued with its energy saving initiative by using more energy-efficient Light-Emitting Diode (“LED”) lighting in its office and production facility and constantly reminded its employees to turn off all the lights when not in use. We also use only two out of the three air-conditioners in our office at any one time and make sure to set an energy-saving room temperature of 25 degree Celsius. We service our air-conditioners every six months or when needed to ensure that they are operating efficiently.

In FY2024, the energy intensity has decreased to 0.024 GJ / \$million revenue. This includes the energy derived from diesel and electricity used for both production and corporate office site.

In supplying CNG skids, emissions are produced from diesel used for transport as well as the electricity from the grid used for operations at our office and production facility. In addition to our energy saving drive, to reduce emissions from diesel use, we have continued to optimise travelling routes and parking for our vehicles in our customers’ places, helping to reduce the previous daily travel required from our office to customers’ places. To reduce heavy diesel consumption, we service our vehicles on a regular basis. Diesel figures reported include diesel consumed by the vehicle fleet and diesel consumed while vehicle is under maintenance. In FY2024, overall diesel oil consumption decreased due to shorter distance for CNG delivery.

# SUSTAINABILITY REPORT

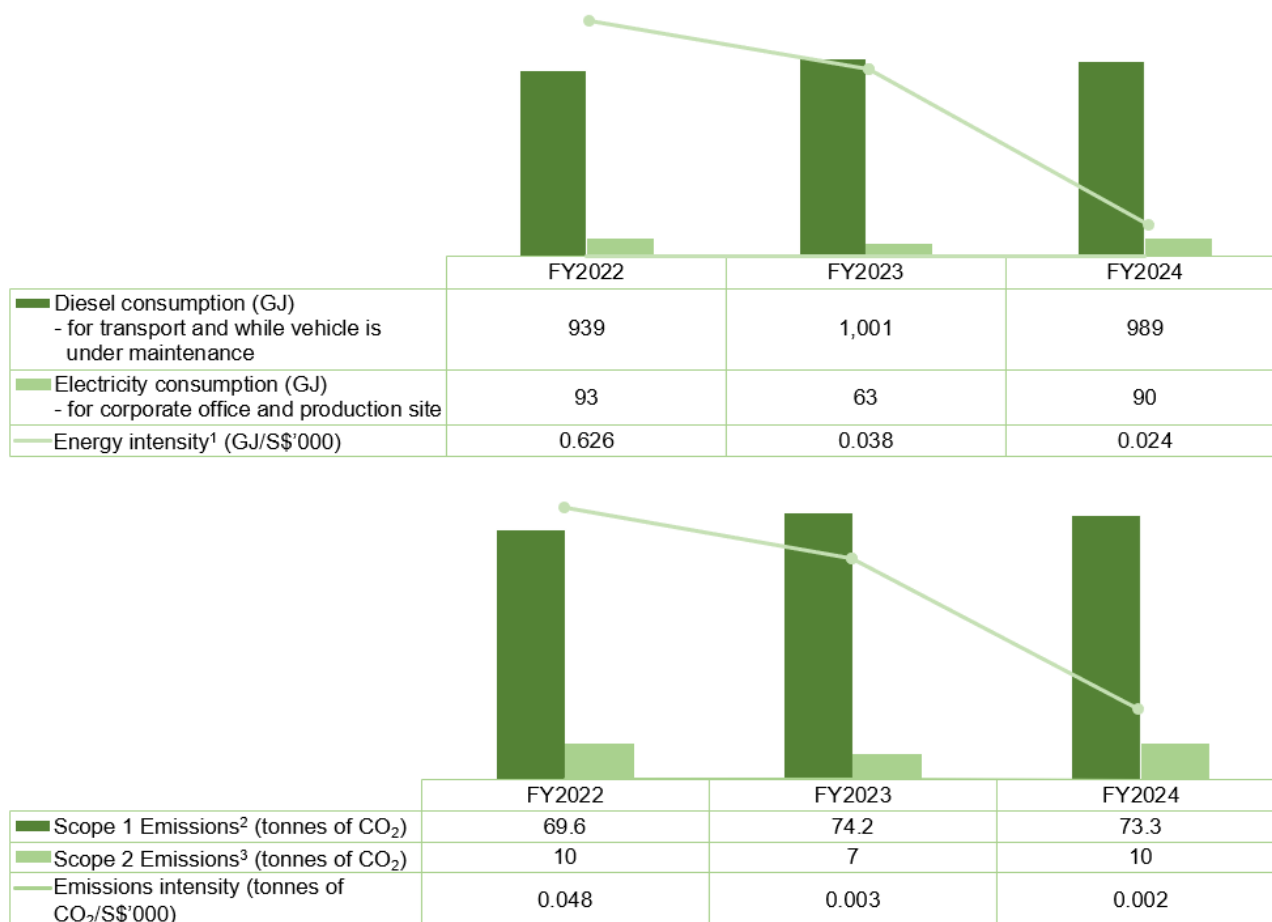


Figure 2. Energy consumption and emissions produced from FY2022 - FY2024<sup>1</sup>

2025 targets	Performance in FY2024
Reduce electricity consumption by 1% by 2025 and by 5% by 2030.  Continue to use one air-conditioner or to use fans during wet weather and to set the temperature of air-conditioner to 25 degree celsius	There was a 40% increase in electricity consumption during the year.  We strive to adhere to the measures to be taken to achieve the target set for FY2025.
Reduce diesel consumption by 5% by 2025 and by 10% by 2030.  To perform regular maintenance to reduce consumption.	Achieved. A decrease in diesel consumption was noted during the year.

<sup>1</sup> Energy intensity is calculated by total energy (GJ) per S\$'000 in terms of value of work performed in Singapore. Emissions intensity is calculated by total Scope 1 and 2 emissions per S\$'000 in terms of value of work performed in Singapore.

<sup>2</sup> Emission factor taken from GHG Protocol, Emission Factors from Cross Sector Tools, March 2024.

<sup>3</sup> Singapore's grid emission factor used, obtained from Singapore's Energy Statistics 2023.



# SUSTAINABILITY REPORT

## EFFLUENTS AND WASTE MANAGEMENT

AMH believes it must be accountable for the waste it generates. AMH is proud to report that all its waste, which consists of plastics and diesel oil, continues to be 100% disposed of by recycling. AMH does not produce any hazardous waste from its operations and there were no significant spills experienced in FY2024. With its continuous efforts, AMH is able to reduce the amount of plastics usage for its operations, which results to an overall decrease in the total amount of waste produced from FY2022 to FY2024.

Weight (kg)

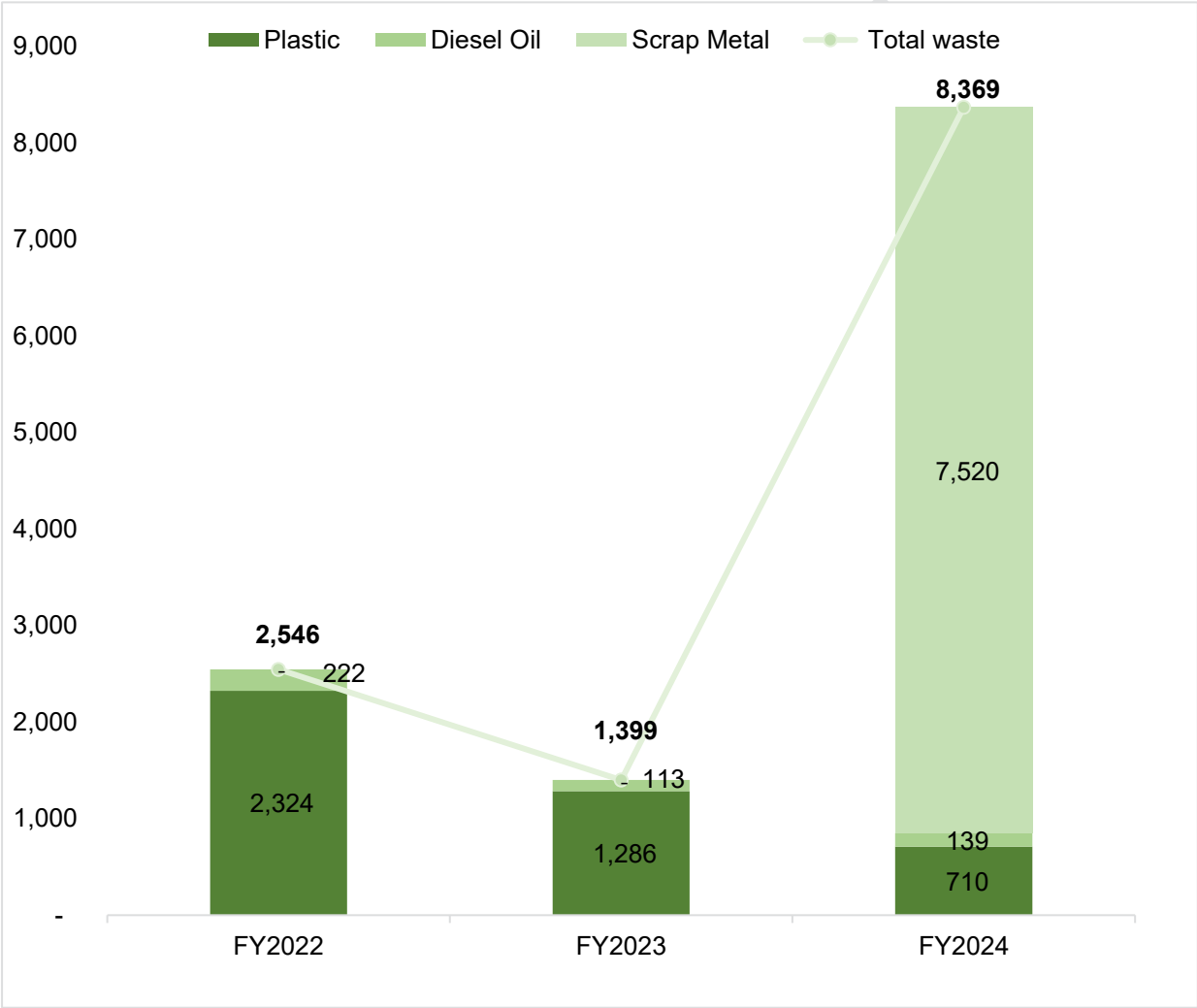


Figure 3. Amount of plastic, diesel oil and metal disposed of, by recycling

Plastic waste is generated as a by-product of our plastic packaging production and is subsequently sold to external vendors for recycling purposes. Diesel waste oil as a by-product of our operations is reused as a lubricant for vehicles or passed on to our repair and maintenance workshop to use and disposed of in a considered manner. There was an increase in metal disposed in FY2024. This is due to a one-time disposal of seamless steel in November 2023 from the expired CNG cylinders tanks used to transport CNG to our customers. We will continue to monitor our waste production closely and ensure our waste produced is recycled as far as possible.

# SUSTAINABILITY REPORT

## EFFLUENTS AND WASTE MANAGEMENT (continued)

2025 targets	Performance in FY2024
<p>Reduce plastic disposal by 5% by 2025 and by 10% by 2030.</p> <p>To continue disposing plastic through sales to external vendors for recycling purposes.</p>	Achieved. There was a 40% decrease in plastic disposal during the year.
<p>Reduce diesel oil disposal by 5% by 2025 and by 10% by 2030.</p> <p>To perform regular maintenance to reduce consumption.</p>	<p>There was a slight increase in diesel oil disposal during the year.</p> <p>We strive to adhere to the measures to be taken to achieve the target set for FY2025.</p>

## OUR EMPLOYEES

### PROFILE OF OUR WORKFORCE

AMH is supported by 11 permanent employees who work full-time, consisting of 6 male and 5 female employees (Figure 4). There is no change in our workforce strength from FY2023 to FY2024. Our employees can further be broken down into different age brackets and 3 employee categories: Management, Office staff and Production staff in FY2024.

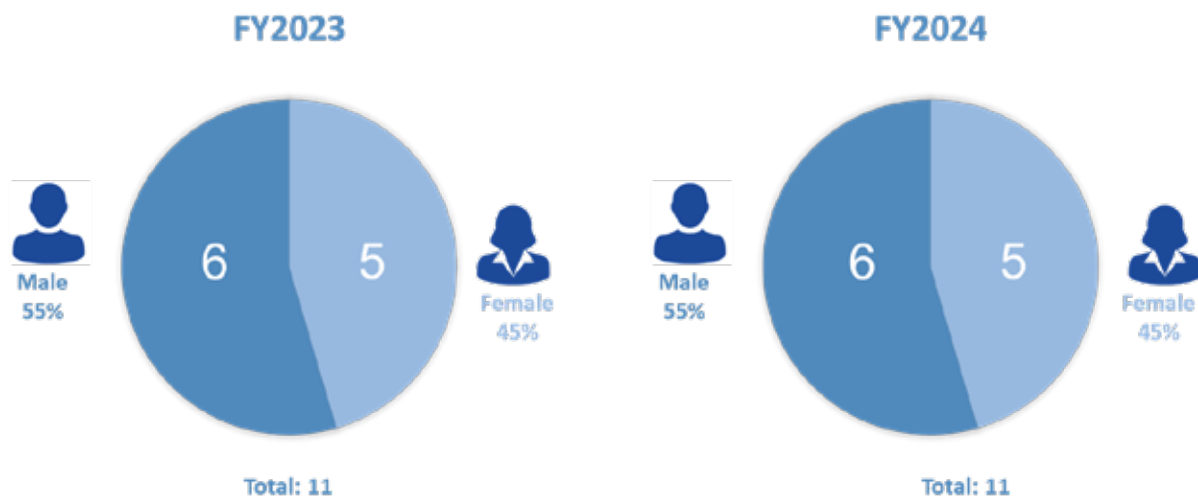


Figure 4. AMH employees, breakdown by gender from FY2023 – FY2024

# SUSTAINABILITY REPORT

## PROFILE OF OUR WORKFORCE (continued)

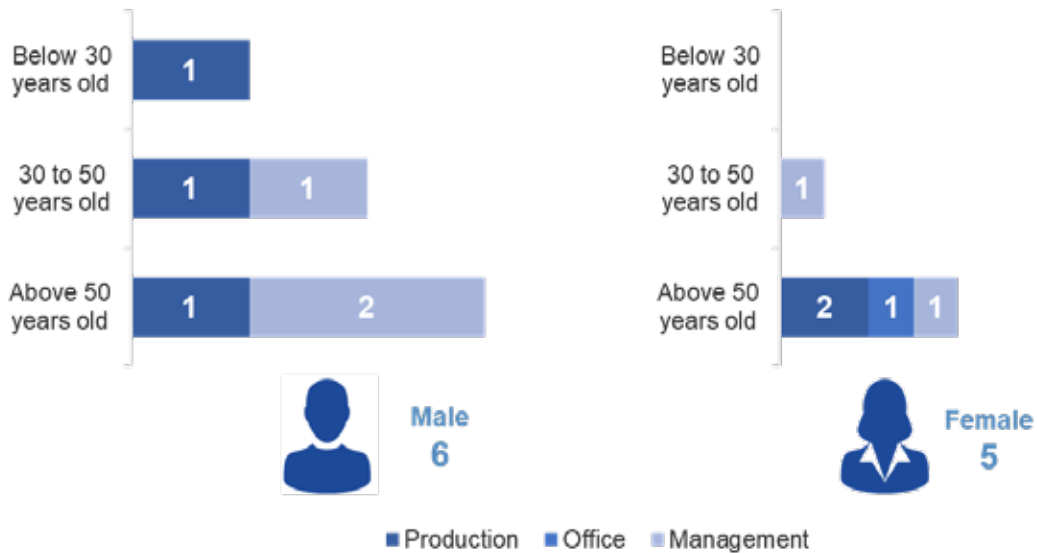


Figure 5. AMH employees, breakdown by age, gender, and employee category in FY2024

## OCCUPATIONAL HEALTH AND SAFETY

A business is only as good as its people. Hence, ensuring employee health and safety is extremely important to us. Our Health and Safety Policy guides our operations, with a systematic and continuous focus on hazard recognition and mitigation. To demonstrate the highest level of commitment, this Policy is signed off by our CEO. It recognises the crucial role both employer and employees must play in protecting the health and safety of our workforce.

AMH’s main occupational safety risks occur during the transport and delivery of CNG. We carefully maintain CNG facilities at customers’ sites. We have implemented safety operating procedures and use built-in safety features such as a safety hook for the connecting and disconnecting of CNG trailers. Regular spot checks are conducted by our COO to ensure these safety procedures are always adhered to by workers. These safety procedures are reviewed annually to ensure they remain updated and relevant.

AMH also has a checklist for workers to check all items for every trip. This has helped raise safety awareness among our workers and made it easier for all appropriate checks to be conducted. This is in addition to the monthly/bi-monthly site inspections conducted by our safety consultant. A report is issued after each visit on possible improvements. AMH continues to engage a third-party consultant to review the safety procedures.

A technician also performs weekly checks for leakages in joints. No leakage in joints were detected from these checks.

In case of any unexpected fires, our production sites are equipped with fire safety equipment comprising a fire hose, hydrant, and extinguisher. Employees are also required to always wear safety shoes in production facilities.

# SUSTAINABILITY REPORT

## OCCUPATIONAL HEALTH AND SAFETY (continued)

Our safety prevention measures begin from the start of hiring of drivers. AMH is careful to employ only experienced drivers with zero demerit points on their driving record and assesses their attitude towards safety during the interview process. As our CNG delivery drivers work alone, they are required to report on their delivery status periodically, via a messaging system to account for their safety in any instance of an unfortunate event.

We recognise that driver speeding to complete more deliveries could be a major issue. To circumvent this, our salary package for drivers is based on a fixed monthly salary that is not dependent on the number of trips they make. There is also a 60km/h speed lock on our delivery vehicles, which are inspected at least once a year.

AMH is proud to report that we have achieved zero fatalities and incidents of injuries and occupational diseases in the past three years. We have also maintained a relatively low employee absentee rate<sup>4</sup>.

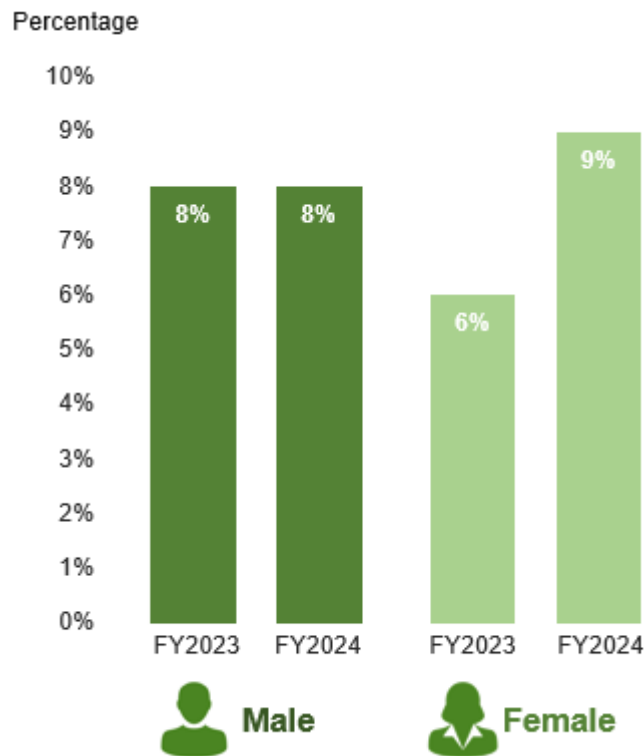


Figure 6. Absentee rate by gender from FY2023 - FY2024

2 Singapore subsidiaries of AMH have obtained ISO 9001 certification in year 2015, and a Singapore subsidiary of AMH has obtained ISO 45001 certification in year 2020. Both certifications were re-certified in year 2023 and surveillance audit in year 2024, which is a demonstration of our excellence in delivering Workplace Safety and Health. We are committed to improving our occupational health and safety initiatives and conduct regular reviews of our programmes, processes, risk assessments and controls.

<sup>4</sup> Absentee rate is calculated by: Total days of absence/Total scheduled working days, reported in percentage.

# SUSTAINABILITY REPORT

## OCCUPATIONAL HEALTH AND SAFETY (continued)

2025 targets	Performance in FY2024
Maintain a 90% attendance rate To provide incentives for staff as an encouragement for good attendance.	Achieved
Zero incidents of fatalities and work injury incidents To provide a better and safer working environment.	Achieved

## TALENT MANAGEMENT AND DEVELOPMENT

AMH has continued to place significant emphasis on developing and managing our talent. We believe that a competent workforce would be able to better seize new opportunities as the economy charts its path towards recovery. AMH is committed to provide opportunities for employees to increase their capabilities and perform to their fullest potential. Given our relatively small workforce strength, building our human capital is essential. We believe that looking after our employees' wellbeing contributes to higher levels of productivity and is an important aspect of retaining valuable talent. AMH recognises the need for work-life balance and thus has a flexible working hours scheme for our office staff, giving them greater autonomy over their working schedules.

AMH learning and development policy places emphasis on employees' skills upgrading. We send our employees for relevant external training workshops and certifications that are related to their job scope as well as provide them with in-house training conducted by our HR department. An in-house certificate may be issued to these employees who have completed the in-house training. In line with government regulations, our drivers also receive training and attend the Hazmat Transport Driver Permit (HTDP) course once every two years to remain qualified to transport hazardous materials.

AMH is committed to the welfare and development of our employees and will continue to strive towards achieving greater employee satisfaction. We aim to send all our employees to attend at least one training programme a year. There was a decrease in the training hours for the production employees in FY2024 as compared to FY2023, due to a newly recruited driver is required to attend the Hazardous Material Transportation Driver Permit (HTDP). The increase in training hours for office employees in FY2024 is mainly training required for an employee due to work requirement and productivity.



# SUSTAINABILITY REPORT

## TALENT MANAGEMENT AND DEVELOPMENT

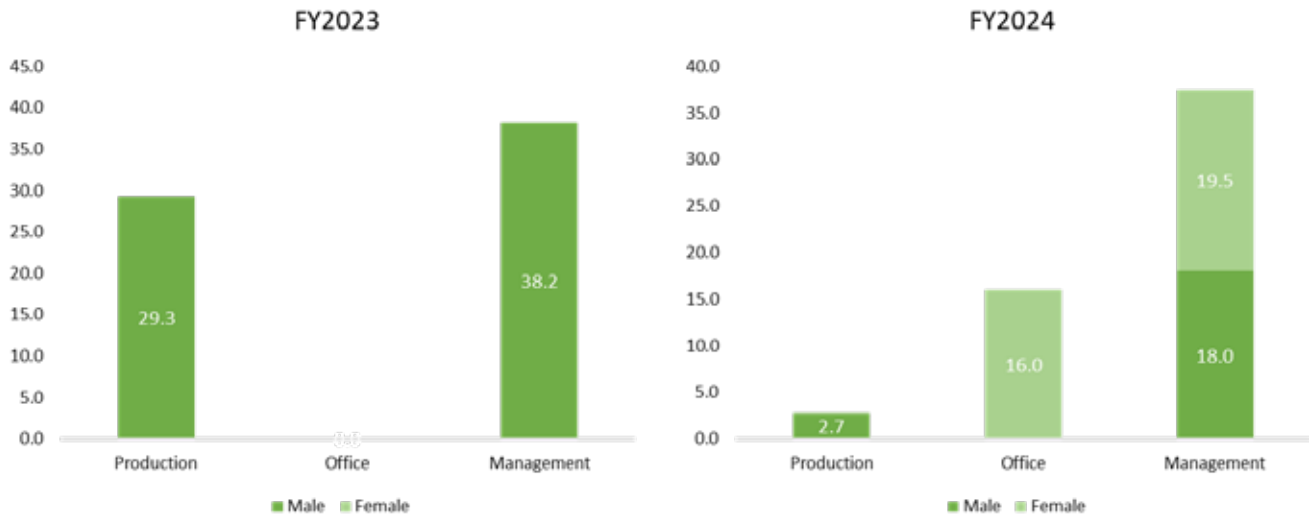


Figure 7. Average Training Hours received by our employees in FY2023 - FY2024

2025 targets	Performance in FY2024
Provide at least one training for each staff annually <ul style="list-style-type: none"> <li>To send staff for training session relating to their work scope or personal well-being</li> <li>To have a group sharing session during meetings or in group chat.</li> </ul>	Achieved

# SUSTAINABILITY REPORT

## GRI CONTENT INDEX

General disclosures	
<b>Statement of use</b>	AMH has reported the information cited in this GRI content index for the period 01 July 2023 to 30 June 2024 with reference to the GRI Standards.
<b>GRI 1 used</b>	GRI 1: Foundation 2021

GRI Standard Disclosure	Description	Section of Report	Page Ref.
<b>GRI 2: General Disclosures 2021</b>			
<b>Organisational details</b>			
2-1	Organisational details	About Asian Micro Holdings Limited	41
2-2	Entities included in the organisation's sustainability reporting	Please refer to this Annual Report	
2-3	Reporting period, frequency and contact point	About the Report	41
2-4	Restatements of information	Not applicable	
2-5	External assurance	About the Report	41
<b>Activities and workers</b>			
2-6	Activities, value chain and other business relationships	About Asian Micro Holdings Limited	41
2-7	Employees	Our Employees: Profile of our Workforce	51-52
2-8	Workers who are not employees	Not applicable	
<b>Governance</b>			
2-9	Governance structure and composition	Compliance with Laws and Regulations	45-46
2-10	Nomination and selection of the highest governance body	Please refer to this Annual Report	
2-11	Chair of the highest governance body	Please refer to this Annual Report	
2-12	Role of the highest governance body in overseeing the management of impacts	Please refer to this Annual Report	
2-13	Delegation of responsibility for managing impacts	Please refer to this Annual Report	
2-14	Role of the highest governance body in sustainability reporting	Please refer to this Annual Report	
2-15	Conflicts of interest	Compliance with Laws and Regulations	45-46
2-16	Communication of critical concerns	Please refer to this Annual Report	
2-17	Collective knowledge of the highest governance body	Compliance with Laws and Regulations	45-46
2-18	Evaluation of the performance of the highest governance body	Please refer to this Annual Report	
2-19	Remuneration policies	Please refer to this Annual Report	
2-20	Process to determine remuneration	Please refer to this Annual Report	
2-21	Annual total compensation ratio	Please refer to this Annual Report	

# SUSTAINABILITY REPORT

GRI Standard Disclosure	Description	Section of Report	Page Ref.
<b>Strategy, policies and practices</b>			
2-22	Statement on sustainable development strategy	Statement from Board	40
2-23	Policy commitments	Sustainability Approach	45
2-24	Embedding policy commitments	Sustainability Approach	45
2-25	Processes to remediate negative impacts	Sustainability Approach	45
2-26	Mechanisms for seeking advice and raising concerns	Not applicable	
2-27	Compliance with laws and regulations	Please refer to this Annual Report	
2-28	Membership associations	None	N.A.
2-29	Approach to stakeholder engagement	Stakeholder Engagement	42
2-30	Collective bargaining agreements	None of our employees are covered by collective bargaining governance	N.A.
<b>GRI 3: Material Topics 2021 Disclosures on material topics</b>			
3-1	Process to determine material topics	Materiality Assessment	43-44
3-2	List of material topics	Materiality Assessment	43-44
<b>Topic-specific GRI Standard Disclosures</b>			
<b>GRI 3: Material Topics 2021 GRI 302: Energy 2016</b>			
3-3	Management of material topics	Energy Usage and Associated GHG emissions	48-49
302-1	Energy consumption within the organisation	Energy Usage and Associated GHG emissions	48-49
302-3	Energy intensity	Energy Usage and Associated GHG emissions	48-49
302-4	Reduction of energy consumption	Energy Usage and Associated GHG emissions	48-49
<b>GRI 3: Material Topics 2016 GRI 305: Emissions 2016</b>			
3-3	Management of material topics	Energy Usage and Associated GHG Emissions	49-50
305-1	Direct (Scope 1) GHG emissions	Energy Usage and Associated GHG Emissions	49-50
305-2	Energy indirect (Scope 2) GHG emissions	Energy Usage and Associated GHG Emissions	49-50
305-4	GHG emissions intensity	Energy Usage and Associated GHG Emissions	49-50
<b>GRI 3: Material Topics 2016 GRI 306: Waste 2020</b>			
3-3	Management of material topics	Effluents and Waste Management	50-51
306-2	Management of significant waste-related impacts	Effluents and Waste Management	50-51
306-3	Waste generated	Effluents and Waste Management	50-51

# SUSTAINABILITY REPORT

GRI Standard Disclosure	Description	Section of Report	Page Ref.
<b>GRI 3: Material Topics 2016</b>			
<b>GRI 403: Occupational Health and Safety 2018</b>			
3-3	Management of material topics	Occupational Health and Safety	52-54
403-1	Occupational health and safety management system	Occupational Health and Safety	52-54
403-2	Hazard identification, risk assessment, and incident investigation	Occupational Health and Safety	52-54
403-4	Worker participation, consultation, and communication on occupational health and safety	Occupational Health and Safety	52-54
403-5	Worker training on occupational health and safety	Occupational Health and Safety	52-54
403-6	Promotion of worker health	Occupational Health and Safety	52-54
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Occupational Health and Safety	52-54
403-8	Workers covered by an occupational health and safety management system	Occupational Health and Safety	52-54
403-9	Work-related injuries	Occupational Health and Safety	52-54
403-10	Work-related ill health	Occupational Health and Safety	52-54
<b>GRI 3: Material Topics 2016</b>			
<b>GRI 403: Occupational Health and Safety 2018</b>			
3-3	Management of material topics	Talent Management and Development	54-55
404-1	Average hours of training per year per employee	Talent Management and Development	54-55

# DIRECTORS' STATEMENT

The Directors present their statement to Board members together with the audited consolidated financial statements of Asian Micro Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 June 2024.

## Opinion of the Directors

In the opinion of the Directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2024 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date, 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 as,
  - (a) The Group and the Company will be able to generate adequate cash flows to maintain a positive cash and cash equivalents position; and
  - (b) Two of the Company’s existing major shareholders (one of whom is also a Director of the Company) have agreed to provide continuing financial support to the Group and the Company to enable the Group and the Company to meet their obligations as and when the need arises.

## Directors

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

Cheah Wee Teong  
Lim Kee Liew @ Victor Lim  
Ng Chee Wee  
Chue Wai Tat  
Lee Teck Meng Stanley  
Tan Wei Lee (appointed on 1 November 2023)

## 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 objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate other than as disclosed in this statement.



# DIRECTORS' STATEMENT

## Directors' interests in shares and debentures

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

	Direct interest			Deemed interest		
	At 1 July 2023/date of appointment, if later	At 30 June 2024	At 21 July 2024	At 1 July 2023/date of appointment, if later	At 30 June 2024	At 21 July 2024
<b>The Company</b>						
<b>Asian Micro Holdings Limited</b>						
(Ordinary shares)						
Lim Kee Liew @ Victor Lim	576,451,068	580,451,068	580,451,068	319,387,755	320,887,755	320,887,755
Ng Chee Wee	34,051,356	49,472,408	49,472,408	–	–	–
Lee Teck Meng Stanley	–	–	–	300,000	300,000	300,000

By virtue of Section 7 of the Companies Act 1967, Lim Kee Liew @ Victor Lim is deemed to have an interest in shares of the subsidiaries of the Company.

Except as disclosed in this report, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations either at the beginning of the financial year or date of appointment, if later, end of the financial year or 21 July 2024.

## Share options

There were no share options and/or share awards granted by the Company and its subsidiaries during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company and its subsidiaries.

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

## Audit Committee

The members of the Audit Committee (the "AC") at the date of this report are as follow:

Mr. Cheah Wee Teong (AC Chairman, Independent Non-Executive Chairman and Independent Director)  
 Mr. Chue Wai Tat (Lead Independent Director)  
 Mr. Lee Teck Meng Stanley (Independent Director)  
 Mr. Tan Wei Lee (Independent Director)

# DIRECTORS' STATEMENT

## **Audit Committee (cont'd)**

The AC carried out its functions in accordance with Section 201B(5) of the Companies Act 1967. Among other functions, it performed the following:

- reviewed the audit plan of the external auditors and any recommendation on internal accounting controls arising from the statutory audit;
- reviewed the half-year and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
- reviewed the nature and extent of non-audit services provided by the external auditors;
- the co-operation and assistance given by management to the Group's external auditors and internal auditors;
- the scope and results of the internal audit procedures;
- approved the compensation of the external auditor and reviewed the scope and results of the audit; and
- reviewed the interested person transactions as defined in Chapter 9 of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited.

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

The AC has recommended to the Board the nomination of Ernst & Young LLP for re-appointment as external auditor of the Company at the forthcoming Annual General Meeting of the Company.

## **Auditor**

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Lim Kee Liew @ Victor Lim  
Director

Ng Chee Wee  
Director

Singapore  
30 September 2024

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 30 June 2024

## Independent Auditor's Report to the Members of Asian Micro Holdings Limited

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Asian Micro Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), which comprise the balance sheets of the Group and the Company as at 30 June 2024, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

#### Basis for opinion

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

#### Key audit matters

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

We have fulfilled our responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 30 June 2024

## Key audit matters (cont'd)

### *Expected credit losses on receivables*

As at 30 June 2024, the Group's net trade receivable balances were significant as they represented 26% of the total current assets and 24% of the total assets in the consolidated balance sheet and the total net trade receivables and related allowance for expected credit losses amounted to \$853,892 and \$4,533 respectively.

The Group estimated the expected credit losses ("**ECL**") on trade receivables by establishing an ECL model in which the probability of default is estimated based on historical observed default rates and payment patterns for each individual debtor. The Group's ECL model also incorporated forward-looking information such as forecast economic conditions. As significant management judgement and estimates are required in assessing the probability of default and forward-looking information, we have identified the Group's ECL assessment on trade receivables as a key audit matter.

In responding to this area of focus, our audit procedures include, amongst others, the following:

- (i) Requested confirmations from major trade debtor balances as at year end.
- (ii) Updated our understanding of the Group's controls and processes in determining impairment under SFRS(I) 9 and performed a walkthrough of the process which entails the following:
  - Defining default and due dates;
  - Determination of credit-impaired financial assets; and
  - Determination of the credit risk characteristics of its customers.
- (iii) Assessed the adequacy of the allowance for expected credit losses made by management as at year end by assessing the appropriateness of the Group's ECL model, contractual terms, discount rates, use of historical credit loss experience, use of forward-looking information and evaluated and tested assumptions and judgements made by management (including the appropriateness of the method used) in the determination of impairment;
- (iv) Reviewed the trade receivables aging for any long and outstanding receivables;
- (v) Reviewed and assessed the adequacy of the Group's disclosures on the trade receivables and the related risks such as credit risk and liquidity risk in Notes 8 and 26 to the consolidated financial statements.

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 30 June 2024

## Key audit matters (cont'd)

### *Valuation of investment properties*

As at 30 June 2024, the carrying amount of investment properties was \$321,930, which represented 82% of total non-current assets and 9% of total assets. These investment properties are stated at their fair value, which is determined using the direct comparison method by independent external valuation expert engaged by management. The valuation process requires both management and the independent external valuation expert to exercise judgement and the value derived is dependent on key inputs and adjustments for comparability. For these reasons, we have determined this to be a key audit matter.

In responding to this area of focus, our audit procedures include, amongst others, the following:

- (i) Reviewed management's assessment of fair value and assessed the reasonableness of the inputs, assumptions and valuation model used;
- (ii) Evaluated the objectivity, independence and professional competency of the independent external valuation expert;
- (iii) Discussed with the independent external valuation expert and management to obtain an understanding of the valuation methodologies, key assumptions and estimates adopted, including key valuation adjustments made by the independent external valuation expert in response to the changes in market and economic conditions;
- (iv) Assessed the reasonableness of the fair value changes in investment properties; and
- (v) Assessed the appropriateness of the disclosures on the investment properties in Note 4 and the adequacy of the disclosures in Note 27(a) relating to the valuation of the investment properties.

## Other information

Management is responsible for 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 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.

# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 30 June 2024

## Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with SSAs, we exercise professional 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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



# INDEPENDENT AUDITOR'S REPORT

For the financial year ended 30 June 2024

## **Report on other legal and regulatory requirements**

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

The engagement partner on the audit resulting in this independent auditor's report is Philip Ling Soon Hwa.

Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore

30 September 2024

# BALANCE SHEETS

As at 30 June 2024

	Note	Group		Company	
		2024	2023	2024	2023
		\$	\$	\$	\$
<b>Non-current assets</b>					
Plant and equipment	3	42,954	64,030	12,315	9,829
Investment properties	4	321,930	314,374	–	–
Investments in subsidiaries	5	–	–	2,083,212	2,092,571
Other receivables	8	29,333	29,569	–	–
		<u>394,217</u>	<u>407,973</u>	<u>2,095,527</u>	<u>2,102,400</u>
<b>Current assets</b>					
Development properties	6	1,879,263	1,508,645	–	–
Inventories	7	58,520	49,116	–	–
Trade and other receivables	8	869,945	590,608	9,637	7,106
Prepayments		26,932	21,891	17,889	10,714
Due from subsidiaries (non-trade), net	9	–	–	1,989	–
Income tax recoverable		631	–	–	–
Fixed deposits	10	–	202,545	–	–
Cash and bank balances	10	401,363	281,774	31,353	47,226
		<u>3,236,654</u>	<u>2,654,579</u>	<u>60,868</u>	<u>65,046</u>
<b>Total assets</b>		<u>3,630,871</u>	<u>3,062,552</u>	<u>2,156,395</u>	<u>2,167,446</u>
<b>Current liabilities</b>					
Trade and other payables	11	1,207,764	458,846	41,701	2,280
Accrued expenses	12	994,546	721,298	344,355	289,319
Due to subsidiaries (non-trade), net	9	–	–	98,791	98,789
Lease liability	13	43,511	40,466	31,646	29,399
Income tax payable		–	41,538	–	–
		<u>2,245,821</u>	<u>1,262,148</u>	<u>516,493</u>	<u>419,787</u>
<b>Net current assets/(liabilities)</b>		<u>990,833</u>	<u>1,392,431</u>	<u>(455,625)</u>	<u>(354,741)</u>

# BALANCE SHEETS

As at 30 June 2024

	Note	Group		Company	
		2024	2023	2024	2023
		\$	\$	\$	\$
<b>Non-current liabilities</b>					
Lease liability	13	90,822	134,333	83,524	115,170
Deferred tax liabilities	22	585	585	585	585
		<u>91,407</u>	<u>134,918</u>	<u>84,109</u>	<u>115,755</u>
<b>Total liabilities</b>		<u>2,337,228</u>	<u>1,397,066</u>	<u>600,602</u>	<u>535,542</u>
<b>Net assets</b>		<u>1,293,643</u>	<u>1,665,486</u>	<u>1,555,793</u>	<u>1,631,904</u>
<b>Equity attributable to owners of the Company</b>					
Share capital	14	47,682,830	47,384,041	47,682,830	47,384,041
Share option reserve	15	–	–	–	–
Foreign currency translation reserve	15	(565,136)	(753,051)	–	–
Other reserves	15	(1,441,018)	(1,527,495)	(1,441,018)	(1,527,495)
Accumulated losses		(44,313,501)	(43,580,271)	(44,686,019)	(44,224,642)
		<u>1,363,175</u>	<u>1,523,224</u>	<u>1,555,793</u>	<u>1,631,904</u>
Non-controlling interests		(69,532)	142,262	–	–
<b>Total equity</b>		<u>1,293,643</u>	<u>1,665,486</u>	<u>1,555,793</u>	<u>1,631,904</u>
<b>Total equity and liabilities</b>		<u>3,630,871</u>	<u>3,062,552</u>	<u>2,156,395</u>	<u>2,167,446</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2024

	Note	2024 \$	2023 \$
<b>Revenue</b>	16	4,753,289	3,206,219
Cost of sales		(3,741,730)	(2,360,210)
<b>Gross profit</b>		1,011,559	846,009
<b>Other items of income</b>			
Finance income	17	206	165
Other income	18	101,044	108,019
<b>Other items of expense</b>			
Administrative expenses		(1,761,892)	(1,647,445)
Distribution and selling expenses		(56,200)	(52,778)
Finance expenses	17	(16,074)	(13,769)
Other expenses	19	(6,992)	(49,073)
<b>Loss before tax</b>	20	(728,349)	(808,872)
Income tax expense	22	(3,288)	(3,534)
<b>Loss for the year</b>		(731,637)	(812,406)
<b>Other comprehensive income</b>			
<b>Items that may be reclassified subsequently to profit or loss</b>			
Foreign currency translation		184,082	(121,323)
<b>Other comprehensive income for the year, net of tax</b>		184,082	(121,323)
<b>Total comprehensive income for the year</b>		(547,555)	(933,729)
<b>(Loss)/profit for the year attributable to:</b>			
Owners of the Company		(733,230)	(816,464)
Non-controlling interests		1,593	4,058
		(731,637)	(812,406)
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		(545,315)	(907,007)
Non-controlling interests		(2,240)	(26,722)
		(547,555)	(933,729)
<b>Loss per share attributable to owners of the Company (cents per share)</b>			
Basic	23	(0.044)	(0.051)
Diluted	23	(0.044)	(0.051)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# STATEMENTS OF CHANGES IN EQUITY

For the year ended 30 June 2024

2024 Group	Attributable to owners of the Company							
	Total equity \$	Equity attributable to owners of the Company \$	Share capital (Note 14) \$	Accumulated losses \$	Other reserves (Note 15) \$	Foreign currency translation reserve (Note 15) \$	Share option reserve (Note 15) \$	Non- controlling interests \$
<b>Balance at 1 July 2023</b>	1,665,486	1,523,224	47,384,041	(43,580,271)	(1,527,495)	(753,051)	-	142,262
Net (loss)/profit for the year	(731,637)	(733,230)	-	(733,230)	-	-	-	1,593
Other comprehensive income for the year, net of tax								
Foreign currency translation differences for foreign operations	184,082	187,915	-	-	-	187,915	-	(3,833)
Other comprehensive income for the year	184,082	187,915	-	(733,230)	-	187,915	-	(3,833)
Total comprehensive income for the year	(547,555)	(545,315)	-	(733,230)	-	187,915	-	(2,240)
Contribution by and distribution to owners								
Issuance of ordinary shares	385,266	385,266	298,789	-	86,477	-	-	-
Subsidiaries struck off	(209,554)	-	-	-	-	-	-	(209,554)
<b>Closing balance at 30 June 2024</b>	<b>1,293,643</b>	<b>1,363,175</b>	<b>47,682,830</b>	<b>(44,313,501)</b>	<b>(1,441,018)</b>	<b>(565,136)</b>	<b>-</b>	<b>(69,532)</b>

# STATEMENTS OF CHANGES IN EQUITY

For the year ended 30 June 2024

2023 Group	Attributable to owners of the Company							
	Total Equity \$	Equity attributable to owners of the Company \$	Share capital (Note 14) \$	Accumulated losses \$	Other reserves (Note 15) \$	Foreign currency translation reserve (Note 15) \$	Share option reserve (Note 15) \$	Non- controlling interests \$
<b>Balance at 1 July 2022</b>	2,324,892	2,155,908	47,109,718	(42,803,858)	(1,527,495)	(662,508)	40,051	168,984
Net loss for the year	(812,406)	(816,464)	-	(816,464)	-	-	-	4,058
<u>Other comprehensive income for the year, net of tax</u>								
Foreign currency translation differences for foreign operations	(121,323)	(90,543)	-	-	-	(90,543)	-	(30,780)
Other comprehensive income for the year	(121,323)	(90,543)	-	-	-	(90,543)	-	(30,780)
Total comprehensive income for the year	(93,729)	(907,007)	-	(816,464)	-	(90,543)	-	(26,722)
<u>Contribution by and distribution to owners</u>								
Issuance of ordinary shares	274,323	274,323	274,323	-	-	-	-	-
Expiry of share options	-	-	-	40,051	-	-	(40,051)	-
<b>Closing balance at 30 June 2023</b>	<b>1,665,486</b>	<b>1,523,224</b>	<b>47,384,041</b>	<b>(43,580,271)</b>	<b>(1,527,495)</b>	<b>(753,051)</b>	<b>-</b>	<b>142,262</b>



# STATEMENTS OF CHANGES IN EQUITY

For the year ended 30 June 2024

Company	Total equity \$	Share capital (Note 14) \$	Accumulated losses \$	Other reserves (Note 15) \$	Share option reserve (Note 15) \$
<b>Balance as at 1 July 2023</b>	1,631,904	47,384,041	(44,224,642)	(1,527,495)	–
Net loss for the year, representing total comprehensive income for the year	(461,377)	–	(461,377)	–	–
Issuance of ordinary shares	385,266	298,789	–	86,477	–
<b>Balance as at 30 June 2024</b>	<u>1,555,793</u>	<u>47,682,830</u>	<u>(44,686,019)</u>	<u>(1,441,018)</u>	<u>–</u>
<b>Balance as at 1 July 2022</b>	1,859,722	47,109,718	(43,762,552)	(1,527,495)	40,051
Net loss for the year, representing total comprehensive income for the year	(502,141)	–	(502,141)	–	–
Issuance of ordinary shares	274,323	274,323	–	–	–
Expiry of share options	–	–	40,051	–	(40,051)
<b>Balance as at 30 June 2023</b>	<u>1,631,904</u>	<u>47,384,041</u>	<u>(44,224,642)</u>	<u>(1,527,495)</u>	<u>–</u>

*The accompanying accounting policies and explanatory notes form an integral part of the financial statements.*

# CONSOLIDATED CASH FLOW STATEMENT

For the year ended 30 June 2024

	Note	2024 \$	2023 \$
<b>Cash flow from operating activities</b>			
Loss before tax		(728,349)	(808,872)
Adjustments:			
Depreciation of plant and equipment	20	26,329	65,240
Interest expense	17	11,458	11,310
Interest income	17	(206)	(165)
Bad debts written off	19	699	–
Allowance for expected credit losses of trade receivables	19	2,563	–
Loss on disposal of plant and equipment	19	1,593	–
Gain on subsidiaries struck off	18	(70,489)	–
Write-back of payables that have expired	18	(566)	(77,540)
Write-off of plant and equipment	19	–	1,399
Fair value gain on investment properties	18	(10,058)	–
Waiver of prior year's directors' remuneration	18	–	(7,844)
Write-off of obsolete inventories	19	2,137	–
Unrealised exchange (gain)/loss		(14,158)	34,091
<b>Operating cash flows before changes in working capital</b>		(779,047)	(782,381)
(Increase)/decrease in inventories		(11,541)	4,188
(Increase)/decrease in trade and other receivables		(283,542)	212,264
(Increase)/decrease in prepayments		(5,041)	7,341
Increase in trade and other payables		1,464,864	83,175
Increase in development properties		(382,635)	(59,420)
<b>Cash generated from/(used in) operations</b>		3,058	(534,833)
Interest income received		206	165
Income taxes refund		1,882	–
Income taxes paid		(4,049)	(2,062)
<b>Net cash generated from/(used in) operating activities</b>		1,097	(536,730)
<b>Cash flow from investing activities</b>			
Withdrawal/(placement) of pledged fixed deposit		202,545	(164)
Proceeds from disposal of plant and equipment		1,500	–
Purchase of plant and equipment	3	(8,346)	(3,601)
<b>Net cash generated from/(used in) investing activities</b>		195,699	(3,765)
<b>Cash flow from financing activities</b>			
Proceeds from refinancing of motor vehicle		–	163,000
Repayment of principal portion of lease liability		(40,466)	(91,992)
Interest paid		(11,458)	(11,310)
Share issuance expense		(25,501)	(20,400)
<b>Net cash (used in)/generated from financing activities</b>		(77,425)	39,298
Net increase/(decrease) in cash and cash equivalents		119,371	(501,197)
Effect of exchange rate changes in cash and cash equivalents		218	(678)
Cash and cash equivalents at beginning of year		281,774	783,649
<b>Cash and cash equivalents at end of year</b>	10	401,363	281,774

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 1. Corporate information

The Company is a limited liability company incorporated in Singapore and is listed on the Stock Exchange of Singapore Catalist Sponsor-Supervised regime (“**Catalist**”).

The registered office and principal place of business of the Company is located at 63 Hillview Avenue, #08-01, Lam Soon Industrial Building, Singapore 669569.

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries are those of provision of Compressed Natural Gas (“**CNG**”) supply and related products and services, manufacturing and trading of clean room supplies, leasing of commercial properties and property development. Details of these subsidiaries are disclosed in Note 5 to the financial statements.

## 2. Material accounting policy information

### 2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)).

The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Singapore Dollars (SGD or \$).

At the end of the reporting year, the Company’s current liabilities exceeded its current assets by \$455,625 (2023: \$354,741). The directors are of the view that it is appropriate to prepare the Group’s and the Company’s financial statements on a going concern basis due to the following:

- (i) The Group and the Company will be able to generate adequate cash flows to maintain a positive cash and cash equivalent position; and
- (ii) Two of the Company’s existing major shareholders (one of whom is also a director of the Company) have agreed to provide continuing financial support to the Group and the Company to enable the Group and the Company to meet their obligations as and when the need arises.

### 2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 July 2023. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.3 Standards issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements: Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 16 <i>Leases: Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements: Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 7 and SFRS(I) 107: <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to SFRS(I) 1-21 and SFRS(I) 1: <i>Lack of Exchangeability</i>	1 January 2025
Amendments to SFRS(I) 10 <i>Consolidated Financial Statements</i> and SFRS(I) 1-28 <i>Investments in Associates and Joint Ventures: Sale or Contribution of Assets between Investor and its Associate or Joint Venture</i>	Date to be determined

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

### 2.4 Significant accounting judgements and estimates

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

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.4 Significant accounting judgements and estimates (cont'd)

#### Key sources of estimation uncertainty

(i) *Expected credit losses on trade receivables*

The Group computes expected credit loss for trade receivables using the simplified approach. In calculating the expected credit loss for each debtor, the Group adjusts for forward-looking macroeconomic data such as GDP growth and central bank base rates.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 8 and Note 26.

The carrying amount of trade receivables as at 30 June 2024 is \$853,892 (2023: \$560,096).

(ii) *Valuation of investment properties*

The Group carries its investment properties at fair value, with changes in fair value being recognised in profit or loss. The fair values are determined by independent external valuation expert using recognised valuation techniques such as the direct comparison method.

The direct comparison method involves the comparison of recent sales transactions of similar properties and making adjustments for comparability. Management is of the view that the valuation methods and estimates are reflective of the current market condition. The valuation of properties is described in more detail in Note 27(a).

### 2.5 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.5 Basis of consolidation (cont'd)

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when controls is lost;
- De-recognises the carrying amount of any non-controlling interest;
- De-recognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

Certain of the above-mentioned requirements were applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

- Losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further losses were attributed to the Group, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 January 2010 were not reallocated between non-controlling interest and the owners of the Company.

### 2.6 Transactions with non-controlling interests

Non-controlling interests represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.7 Foreign currency

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

#### (a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

#### (b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into Singapore Dollars at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

### 2.8 Plant and equipment

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment loss.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

	<u>Years</u>
Furniture and fittings	3 - 5
Air conditioners	3 - 5
Machinery, equipment and motor vehicles	3 - 8
Office equipment and computers	3 - 5
Renovations and electrical installations	5

Fully depreciated assets are retained in the financial statements until they are no longer in use.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in the profit or loss in the year the asset is de-recognised.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.9 *Investment properties*

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

### 2.10 *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss 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. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the profit or loss.

### 2.11 *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.12 Financial instruments

#### (a) Financial assets

##### Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

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

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

##### Subsequent measurement

###### Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The measurement category for classification of debt instruments is:

#### (i) Amortised cost

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

##### De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.12 *Financial instruments (cont'd)*

#### (b) Financial liabilities

##### Initial recognition and measurement

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

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

##### Subsequent measurement

After initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

##### De-recognition

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

### 2.13 *Impairment of financial assets*

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL at each reporting date. This loss allowance is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.14 *Cash and cash equivalents*

Cash and cash equivalents comprise cash on hand and at bank, demand deposits and fixed deposits that are short-term, highly liquid and readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

### 2.15 *Development properties*

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

Net realisable value of development properties is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development properties recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

### 2.16 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Finished goods – costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

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

### 2.17 *Borrowing costs*

Borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connections with the borrowing of funds.

### 2.18 *Employee benefits*

#### (a) **Defined contribution plan**

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.18 *Employee benefits (cont'd)*

#### (b) Employee share option plan

Employees and directors of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share based payment transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market condition or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. In the case where the option does not vest as the result of a failure to meet a non-vesting condition that is within the control of the Group or the employee, it is accounted for as a cancellation. In such case, the amount of the compensation cost that otherwise would be recognised over the remainder of the vesting period is recognised immediately in profit or loss upon cancellation. The employee share option reserve is transferred to retained earnings upon expiry of the share options.

#### (c) Equity-settled share-based payment transactions

Equity-settled share-based payment transactions are measured at the fair value of the goods obtained or services received, with a corresponding increase in equity. If an entity cannot reliably estimate the fair value of the goods obtained or services received, it must measure their value indirectly using the fair value of the equity instruments at grant date.

### 2.19 *Leases*

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### (a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### (i) *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.10. The Group's right-of-use assets are presented within plant and equipment in Note 3.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.19 Leases (cont'd)

#### (a) As lessee (cont'd)

##### (ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### (iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### (b) As lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.20(d).

### 2.20 Revenue recognition

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, excluding amounts collected on behalf of third parties.

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. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

#### (a) Sale of goods

Revenue from sale of goods is recognised upon satisfaction of performance obligation to the customer, usually on delivery of goods. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.20 Revenue recognition (cont'd)

#### (b) Compressed natural gas supply products and services

Revenue on compressed natural gas supply products is recognised upon the completion of installation and commissioning of the equipment, and satisfaction of performance obligation through the delivery of the compressed natural gas to the customer. Revenue on services is recognised when services are rendered.

#### (c) Interest income

Interest income is recognised using the effective interest method.

#### (d) Rental income

Rental income is accounted for on a straight-line basis over the lease term.

### 2.21 Taxes

#### (a) Current income tax

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

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

#### (b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 2. Material accounting policy information (cont'd)

### 2.21 Taxes (cont'd)

#### (b) Deferred tax (cont'd)

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

#### (c) Sales tax

Revenue, expenses and assets are recognised net of the amount of sales tax except:

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

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### 2.22 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective managers responsible for the performance of the respective segments under their charge. The respective managers report directly to the Executive Directors of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 29, including the factors used to identify the reportable segments and the measurement basis of segment information.

### 2.23 Share capital and share issue expenses

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 3. Plant and equipment

Group	Furniture and fittings \$	Air conditioners \$	Machinery, equipment and motor vehicles \$	Office equipment and computers \$	Renovations and electrical installations \$	Total \$
<b>Cost</b>						
At 1 July 2022	43,037	7,088	919,900	21,876	5,642	997,543
Additions	-	-	-	3,601	-	3,601
Disposals	-	-	(116,284)	-	-	(116,284)
Write-off	-	-	-	(5,508)	-	(5,508)
Reclassification	-	-	(215)	215	-	-
Translation difference	-	-	(4,898)	-	-	(4,898)
At 30 June 2023 and 1 July 2023	43,037	7,088	798,503	20,184	5,642	874,454
Additions	5,269	-	-	3,077	-	8,346
Disposals	-	-	(5,800)	-	-	(5,800)
At 30 June 2024	48,306	7,088	792,703	23,261	5,642	877,000
<b>Accumulated depreciation</b>						
At 1 July 2022	43,037	4,865	806,963	13,194	2,416	870,475
Charge for the year	-	524	58,679	5,045	992	65,240
Disposals	-	-	(116,284)	-	-	(116,284)
Write-off	-	-	-	(4,109)	-	(4,109)
Translation difference	-	-	(4,898)	-	-	(4,898)
At 30 June 2023 and 1 July 2023	43,037	5,389	744,460	14,130	3,408	810,424
Charge for the year	-	523	20,548	4,266	992	26,329
Disposals	-	-	(2,707)	-	-	(2,707)
At 30 June 2024	43,037	5,912	762,301	18,396	4,400	834,046
<b>Net book value</b>						
At 30 June 2023	-	1,699	54,043	6,054	2,234	64,030
At 30 June 2024	5,269	1,176	30,402	4,865	1,242	42,954

As at 30 June 2024, the Group has right-of-use assets amounting to \$20,000 (2023: \$32,000), classified within machinery, equipment and motor vehicles. Details of right-of-use assets are disclosed in Note 13.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 3. Plant and equipment (cont'd)

Company	Motor vehicles \$	Furniture and fittings \$	Office equipment and computers \$	Total \$
<b>Cost</b>				
At 1 July 2022	299,690	43,036	5,854	348,580
Additions	–	–	3,601	3,601
At 1 July 2023 and 30 June 2023	299,690	43,036	9,455	352,181
Additions	–	5,269	3,077	8,346
At 30 June 2024	299,690	48,305	12,532	360,527
<b>Accumulated depreciation</b>				
At 1 July 2022	254,258	43,036	1,464	298,758
Depreciation charge for the year	40,042	–	3,552	43,594
At 1 July 2023 and 30 June 2023	294,300	43,036	5,016	342,352
Depreciation charge for the year	2,395	1,073	2,392	5,860
At 30 June 2024	296,695	44,109	7,408	348,212
<b>Net book value</b>				
At 30 June 2023	5,390	–	4,439	9,829
At 30 June 2024	2,995	4,196	5,124	12,315

## 4. Investment properties

	Group	
	2024 \$	2023 \$
<b>Balance sheet:</b>		
At 1 July	314,374	342,318
Fair value gain recognised in profit or loss	10,058	–
Translation difference	(2,502)	(27,944)
At 30 June	321,930	314,374
<b>Income statement:</b>		
Rental income from investment properties	14,561	15,591
Direct operating expenses from investment properties	(1,952)	(5,285)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 4. Investment properties (cont'd)

### *Valuation of investment properties*

Investment properties are stated at fair value, which has been determined by independent external valuation expert engaged by management, based on comparison with similar transacted properties close to year end. Details of valuation technique and inputs used are disclosed in Note 27.

The investment properties held by the Group as at 30 June 2024 are as follows:

Description and location	Existing use	Tenure	Area (square metres)
Three commercial units in Gurney Tower, Penang, Malaysia	Office	Freehold	164

## 5. Investments in subsidiaries

	Company	
	2024	2023
	\$	\$
Unquoted equity investments, at cost	3,564,354	5,324,455
Loans to subsidiaries	2,206,475	2,206,475
	5,770,829	7,530,930
Less: Impairment loss	(3,687,617)	(5,438,359)
Carrying amount of investments	2,083,212	2,092,571

The loans to subsidiaries amounting to \$2,206,475 (2023: \$2,206,475) are non-interest bearing, unsecured and form part of the Company's net investment in subsidiary companies. Settlements are neither planned nor likely to occur in the foreseeable future.

	Company	
	2024	2023
	\$	\$
<i>Movement in allowance for impairment:</i>		
At 1 July	5,438,359	5,398,249
Charge for the year	9,359	86,964
Write back	–	(46,854)
Written-off	(1,760,101)	–
As at 30 June	3,687,617	5,438,359

During the financial year ended 30 June 2024, the Company has re-assessed the carrying amounts of investment in subsidiaries and has recognised net impairment loss of \$9,359 (2023: \$40,110).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 5. Investments in subsidiaries (cont'd)

### a. Composition of the Group

Details of the subsidiaries held by the Company at the end of the financial year are as follows:

Name of company	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest		Cost of investment by the Company	
			2024 %	2023 %	2024 \$	2023 \$
<u>Held by the Company</u>						
Asian Micro (Thailand) Co., Ltd. ("AMT") <sup>(3)</sup>	Thailand	Dissolved during the year	-	100	-	1,510,101
AM NGV (S) Pte. Ltd. ("AM NGV (S)") <sup>(1)</sup>	Singapore	Trading in compressed natural gas ("CNG") supplies	100	100	600,000	600,000
ACI Industries Pte. Ltd. ("ACI") <sup>(1)</sup>	Singapore	Trading in clean room supplies	100	100	168,387	168,387
Asian Micro Sdn. Bhd. ("AMM") <sup>(2)</sup>	Malaysia	Currently inactive	100	100	3,895,857	3,895,857



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 5. Investments in subsidiaries (cont'd)

### a. Composition of the Group (cont'd)

Details of the subsidiaries held by the Company at the end of the financial year are as follows (cont'd):

Name of company	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest		Cost of investment by the Company	
			2024	2023	2024	2023
			%	%	\$	\$
AM NGV (T) Co., Ltd. ("AM NGV (T)") <sup>(3)</sup>	Thailand	Dissolved during the year	-	74	-	250,000
Leverage Income Sdn. Bhd. ("Leverage Income") <sup>(2)</sup> Note (a)	Malaysia	Property development	49	49	522,808	522,808
Asian Micro Capital Sdn. Bhd. ("AMC") <sup>(2)</sup> Note (a)	Malaysia	Investment properties	49	49	583,777	583,777
					<u>5,770,829</u>	<u>7,530,930</u>

<sup>(1)</sup> Audited by Ernst & Young LLP, Singapore

<sup>(2)</sup> Audited by Tee & Partners, Malaysia

<sup>(3)</sup> Not required to be audited by the laws of its country of incorporation

Note (a): While the Group holds 49% of the issued share capital in Leverage Income and AMC each, it has control over the financial and operational policies via the majority representation on the board of directors of both Leverage Income and AMC. Accordingly, Leverage Income and AMC are accounted for as subsidiaries of the Group.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 5. Investments in subsidiaries (cont'd)

### b. Interest in subsidiaries with material non-controlling interest (NCI)

The Group has the following subsidiaries that has NCI that is material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest	Profit/(loss) allocated to NCI during the reporting year	Accumulated NCI at the end of reporting year	Dividend paid to NCI
<b>30 June 2024:</b>					
Leverage Income Sdn. Bhd. (" <b>Leverage Income</b> ")	Malaysia	51	(4,884)	(21,122)	Nil
Asian Micro Capital Sdn. Bhd. (" <b>AMC</b> ")	Malaysia	51	6,477	(48,410)	Nil
<b>30 June 2023:</b>					
AM NGV (T) Co., Ltd. (" <b>AM NGV (T)</b> ")	Thailand	26	–	208,986	Nil
Leverage Income Sdn. Bhd. (" <b>Leverage Income</b> ")	Malaysia	51	(2,619)	(14,553)	Nil
Asian Micro Capital Sdn. Bhd. (" <b>AMC</b> ")	Malaysia	51	6,677	(52,171)	Nil

#### Significant restriction:

There is no significant restriction on the Group's ability to use or access assets and settle liabilities of subsidiary with material non-controlling interests.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 5. Investments in subsidiaries (cont'd)

### c. Summarised financial information about subsidiaries with material NCI

Summarised financial information including consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

#### Summarised balance sheets

	Leverage Income		AMC		AM NGV (T)	
	2024	2023	2024	2023	2024	2023
	\$	\$	\$	\$	\$	\$
<b>Non-current:</b>						
Assets	-	-	321,930	314,374	-	-
<b>Current:</b>						
Assets	1,895,098	1,509,444	174,800	172,654	-	-
Liabilities	(1,444,650)	(1,045,725)	(7,902)	(7,081)	-	(1,122,823)
Net current assets/(liabilities)	450,448	463,719	166,898	165,573	-	(1,122,823)
Net assets/(liabilities)	450,448	463,719	488,828	479,947	-	(1,122,823)

#### Summarised statement of comprehensive income

(Loss)/profit before income tax	(9,577)	(5,135)	15,765	16,626	-	-
(Loss)/profit after tax	(9,577)	(5,135)	12,701	13,092	-	-
Total comprehensive income	(5,882)	36,299	16,521	57,321	-	(36,742)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 6. Development properties

	Group	
	2024	2023
	\$	\$
Freehold land	1,405,670	1,416,956
Development costs	473,593	91,689
	<u>1,879,263</u>	<u>1,508,645</u>

### Summary of development properties

<u>Description and location</u>	Effective group interest	Area (square metres)	Stage of completion (Expected date of completion) 2024
Development of 6 units of 3-storey shop offices on two plots of land located in Mukim 11 Daerah Barat Daya Penang, Malaysia	49%	2,649	9.8% (September 2025)

## 7. Inventories

	Group	
	2024	2023
	\$	\$
<b>Balance sheet:</b>		
Finished goods (at lower of cost and net realisable value)	58,520	49,116
<b>Statement of comprehensive income:</b>		
Inventories recognised as an expense in cost of sales	3,465,676	2,057,540
Inclusive of the following debit:		
- Write-off of obsolete inventories	2,137	-

During the financial year, there is write-off of obsolete inventory of \$2,137 (2023: \$Nil).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 8. Trade and other receivables

	Group		Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
<b>Other receivables (non-current):</b>				
Loan to non-controlling interest of a subsidiary	29,333	29,569	–	–
<b>Total other receivables (non-current)</b>	<b>29,333</b>	<b>29,569</b>	<b>–</b>	<b>–</b>
<b>Trade and other receivables (current):</b>				
Trade receivables	853,892	560,096	–	–
Other debtors	6,322	22,835	4,005	3,650
Deposits	9,731	7,677	5,632	3,456
<b>Total trade and other receivables (current)</b>	<b>869,945</b>	<b>590,608</b>	<b>9,637</b>	<b>7,106</b>
Total trade and other receivables	899,278	620,177	9,637	7,106
Add: Cash and bank balances and fixed deposits (Note 10)	401,363	484,319	31,353	47,226
Add: Amount due from subsidiaries (non-trade), net (Note 9)	–	–	1,989	–
Less: Goods and services tax (“GST”) receivable	(6,065)	(18,416)	(4,005)	(2,784)
<b>Total financial assets carried at amortised cost</b>	<b>1,294,576</b>	<b>1,086,080</b>	<b>38,974</b>	<b>51,548</b>

### *Trade and other receivables*

Trade receivables are non-interest bearing and are generally on 30 to 125 days terms (2023: 30 to 120 days terms). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Non-current loan to non-controlling interest of a subsidiary is unsecured, interest-free and repayable on demand. The Group does not expect any repayment in the next 12 months.

As at 30 June 2024, trade receivables of the Group denominated in foreign currency are as follows:

	Group	
	2024	2023
	\$	\$
United States dollars	254,408	184,587

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 8. Trade and other receivables (cont'd)

### Expected credit loss

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$	\$
Movement in trade receivables allowance accounts:		
At 1 July	9,348	9,622
Addition during the year	2,563	–
Exchange differences	–	(274)
Amount written-off	(7,378)	–
At 30 June	4,533	9,348

## 9. Due from/(to) subsidiaries (non-trade), net

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	\$	\$
Gross amounts due from subsidiaries (non-trade)	6,548,794	7,163,231
Less: Allowance for expected credit losses	(6,546,805)	(7,163,231)
	1,989	–
Due to subsidiaries (non-trade), net	(98,791)	(98,789)

These amounts are unsecured, interest-free, repayable on demand and are to be settled in cash.

Amounts due from subsidiaries (non-trade), net are stated after deducting the following allowance for expected credit losses:

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	\$	\$
<u>Movement of allowance for expected credit losses</u>		
Balance at 1 July	7,163,231	6,637,529
Charge for the year	548,917	525,702
Written-off	(1,165,343)	–
Balance at 30 June	6,546,805	7,163,231

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 10. Fixed deposits Cash and bank balances

Cash and cash equivalents as at 30 June were as follows:

	Group		Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
Cash and bank balances	401,363	281,774	31,353	47,226
Fixed deposits	–	202,545	–	–
	401,363	484,319	31,353	47,226
Less: Fixed deposits pledged	–	(202,545)	–	–
Cash and cash equivalents	401,363	281,774	31,353	47,226

Cash at bank earns interest at rates based on daily bank deposit rates is 0.004% (2023: 0.004%) per annum.

Fixed deposits are placed with financial institutions for varying periods of between 3 months to 6 months depending on the immediate cash requirements of the Group. The fixed deposits earn interest at fixed deposit rates of 0.10% to 0.30% (2023: 0.05% to 0.10%) per annum for SGD fixed deposit.

In 2023, fixed deposits of \$202,545 are pledged to the banks to obtain credit trade facilities.

The credit trade facilities are also secured by:

- (i) corporate guarantee of \$440,000 from the Company; and
- (ii) joint and several guarantee of \$440,000 from two major shareholders of the Company (one of whom is also a director of the Company).

In 2023, there were no outstanding balances for the credit trade facilities. These credit trade facilities were subsequently withdrawn during the financial year 2024.

As at 30 June 2024, cash and bank balances of the Group denominated in foreign currency are as follows:

	Group	
	2024	2023
	\$	\$
United States dollars	13,353	80,676

Cash and cash equivalents of the Company were denominated in its functional currency.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 11. Trade and other payables

	Group		Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
<b>Trade and other payables:</b>				
Trade payables	1,077,426	425,421	–	–
Other payables	130,338	33,425	41,701	2,280
<b>Total trade and other payables</b>	<b>1,207,764</b>	<b>458,846</b>	<b>41,701</b>	<b>2,280</b>
Add:				
Accrued expenses (Note 12)	994,546	721,298	344,355	289,319
Due to subsidiaries (non-trade), net (Note 9)	–	–	98,791	98,789
Less: GST payable	(13,706)	(23,629)	–	–
<b>Total financial liabilities carried at amortised cost</b>	<b>2,188,604</b>	<b>1,156,515</b>	<b>484,847</b>	<b>390,388</b>

### Trade payables

Trade payables are non-interest bearing and are normally settled on 30 to 90 days terms.

### Other payables

Other payables are non-interest bearing and are normally settled on 30 to 90 days terms.

As at 30 June, other payables of the Group denominated in foreign currency are as follows:

	Group	
	2024	2023
	\$	\$
United States dollars	–	29

Other payables of the Company were denominated in its functional currency.

## 12. Accrued expenses

	Group		Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
Accrued operating expenses	392,467	206,594	118,219	134,913
Accrued personnel expenses	602,079	514,704	226,136	154,406
	<b>994,546</b>	<b>721,298</b>	<b>344,355</b>	<b>289,319</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 13. Leases

### *As a lessee*

The Group has lease contract for two motor vehicles. The average discount rate implicit in the leases is 4.331% to 6.981% (2023: 4.331% to 6.981%) per annum.

The Group also has certain leases for factory and office space with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

The Group and the Company's lease liabilities of \$134,333 and \$115,170 respectively (2023: \$174,799 and \$144,569 respectively) relate to the motor vehicles held by key management personnel and prime mover.

The lease liabilities are secured by a charge over the right-of-use assets.

Set out below were the carrying amounts of right-of-use assets recognised and the movements during the year:

<b>Group</b>	<b>Machinery, equipment and motor vehicles</b>
	\$
As at 1 July 2022	81,648
Depreciation	(49,648)
As at 30 June 2023 and 1 July 2023	<u>32,000</u>
Depreciation	(12,000)
As at 30 June 2024	<u><u>20,000</u></u>
<b>Company</b>	<b>Motor vehicles</b>
	\$
As at 1 July 2022	37,648
Depreciation	(37,648)
As at 30 June 2023 and 1 July 2023	<u>-</u>
Depreciation	-
As at 30 June 2024	<u><u>-</u></u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 13. Leases (cont'd)

### *As a lessee (cont'd)*

Set out below were the carrying amounts of lease liabilities and the movements during the year:

<b>Group</b>	<b>2024</b>	<b>2023</b>
	\$	\$
As at 1 July	174,799	103,791
Addition	–	163,000
Accretion of interest	11,458	11,310
Payments	(51,924)	(103,302)
As at 30 June	<u>134,333</u>	<u>174,799</u>
Current	43,511	40,466
Non-current	<u>90,822</u>	<u>134,333</u>
<b>Company</b>		
As at 1 July	144,569	63,238
Addition	–	163,000
Accretion of interest	9,697	8,805
Payments	(39,096)	(90,474)
As at 30 June	<u>115,170</u>	<u>144,569</u>
Current	31,646	29,399
Non-current	<u>83,524</u>	<u>115,170</u>

The maturity analysis of lease liabilities is disclosed in Note 26.

Amounts recognised in profit or loss:

<b>Group</b>	<b>2024</b>	<b>2023</b>
	\$	\$
Depreciation expense of right-of-use assets	12,000	49,648
Interest expense on lease liabilities	11,458	11,310
Expenses relating to short term lease	60,027	56,756
Total amount recognised in profit or loss	<u>83,485</u>	<u>117,714</u>

Total cash outflow of the Group for leases during the year was \$111,951 (2023: \$160,058).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 13. Leases (cont'd)

### As a lessee (cont'd)

A reconciliation of liabilities arising from financing activities is as follows:

	Cash flow			Non-cash changes		2024
	2023	Proceeds from finance lease/ (repayment of principal)	Repayment of interest	Accretion of interests	Others <sup>(1)</sup>	
	\$	\$	\$	\$	\$	\$
Lease liabilities						
- current	40,466	(40,466)	(11,458)	11,458	43,511	43,511
- non-current	134,333	-	-	-	(43,511)	90,822
<b>Total</b>	<b>174,799</b>	<b>(40,466)</b>	<b>(11,458)</b>	<b>11,458</b>	<b>-</b>	<b>134,333</b>

	Cash flow			Non-cash changes		2023
	2022	Proceeds from finance lease/ (repayment of principal)	Repayment of interest	Accretion of interests	Others <sup>(1)</sup>	
	\$	\$	\$	\$	\$	\$
Lease liability						
- current	34,802	(34,802)	(11,310)	11,310	40,466	40,466
- non-current	68,989	105,810	-	-	(40,466)	134,333
<b>Total</b>	<b>103,791</b>	<b>71,008</b>	<b>(11,310)</b>	<b>11,310</b>	<b>-</b>	<b>174,799</b>

<sup>(1)</sup> Refers to classification of lease liability from non-current to current.

## 14. Share capital

	Group and Company			
	2024		2023	
	Number of shares	\$	Number of shares	\$
Issued and fully paid ordinary shares:				
At 1 July	1,606,560,021	47,384,041	1,558,244,795	47,109,718
Debt conversion	108,096,576	324,290	48,315,226	294,723
Share issuance expense	-	(25,501)	-	(20,400)
<b>At 30 June</b>	<b>1,714,656,597</b>	<b>47,682,830</b>	<b>1,606,560,021</b>	<b>47,384,041</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 14. Share capital (cont'd)

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

The Company has an employee share option plan under which options to subscribe for the Company's ordinary shares have been granted to employees of the Group. The options expired in July 2022 and the outstanding balance of 2,000,000 share options lapsed on the date of expiry.

During the year, the Company had issued 108,096,576 (2023: 48,315,226) new ordinary shares by way of conversion of payables due to directors and employees.

## 15. Other reserves

### (a) Share option reserve

Share option reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry of the share options to retained earnings.

	Group and Company	
	2024	2023
	\$	\$
At 1 July	-	40,051
Expiry of share options	-	(40,051)
At 30 June	-	-

### (b) Foreign currency translation reserve

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

### (c) Other reserves

Other reserves mainly relate to fair value differences arising from debt conversion shares amounting to \$1,130,622, \$493,062 and \$86,477 in the financial year ended 30 June 2019, 30 June 2021 and 30 June 2024 respectively.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 16. Revenue

### Disaggregation of revenue

	Manufacturing and trading		Natural Gas Vehicle (“NGV”) related business		Property business		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>Segment revenue</b>								
Sales to external customers	634	711	4,104	2,479	15	16	4,753	3,206
Total revenue	634	711	4,104	2,479	15	16	4,753	3,206
<b>Primary geographical markets</b>								
Singapore	16	118	4,104	2,479	-	-	4,120	2,597
Malaysia	-	2	-	-	15	16	15	18
Thailand	490	467	-	-	-	-	490	467
Philippines	128	124	-	-	-	-	128	124
Total revenue	634	711	4,104	2,479	15	16	4,753	3,206
<b>Time of transfer of goods and services</b>								
At a point in time	634	711	3,843	2,286	-	-	4,477	2,997
Over time	-	-	261	193	15	16	276	209
	634	711	4,104	2,479	15	16	4,753	3,206

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 17. Finance income/(expenses)

	Group	
	2024	2023
	\$	\$
<b>Finance income</b>		
Interest income from fixed deposits, bank balances and others	206	165
	<u>206</u>	<u>165</u>
<b>Finance expenses</b>		
Interest expense on lease liability	(11,458)	(11,310)
Bank charges	(4,616)	(2,459)
	<u>(16,074)</u>	<u>(13,769)</u>

## 18. Other income

Other income comprises the following:

	Group	
	2024	2023
	\$	\$
Fair value gain on investment properties	10,058	–
Write-back of payables that have expired	566	77,540
Sales of scrap	1,765	478
Waiver of prior year's directors' remuneration	–	7,844
Government schemes (wages credit, senior employment, etc)	2,792	4,450
Enterprise SG grant - internal audit	–	11,340
Foreign exchange gain, net	11,905	–
Gain on subsidiaries struck off	70,489	–
Others	3,469	6,367
	<u>101,044</u>	<u>108,019</u>

## 19. Other expenses

Other expenses comprise the following:

	Group	
	2024	2023
	\$	\$
Foreign exchange loss, net	–	47,674
Write-off of plant and equipment	–	1,399
Write-off of obsolete inventories	2,137	–
Bad debts written off	699	–
Allowance for expected credit losses of trade receivables	2,563	–
Loss on disposal of plant and equipment	1,593	–
	<u>6,992</u>	<u>49,073</u>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 20. Loss before tax

The following items have been included in arriving at loss before tax:

	Group	
	2024	2023
	\$	\$
Audit fees:		
- Auditor of the Company	93,000	91,700
- Other auditors	1,839	1,918
Non-audit fees:		
- Auditor of the Company	19,891	20,120
Inventories recognised as an expense in cost of sales	3,465,676	2,057,540
Depreciation of plant and equipment	26,329	65,240
Expenses relating to short-term leases	60,027	56,756
Staff costs:		
- Salaries and bonuses	1,323,122	1,167,714
- Central Provident Fund contributions	71,340	77,354
- Training and course fees	9,415	23,342
- Other personnel expenses	27,575	27,626

Included in the above is compensation of key management personnel as disclosed in Note 25(b).

## 21. Directors' remuneration

The number of directors of the Company whose emoluments fall within the following bands:

	2024	2023
\$250,000 to \$500,000	2	1
Below \$250,000	4	4
	<u>6</u>	<u>5</u>

## 22. Income tax expense

### Major components of income tax expense

Major components of income tax expense for the years ended 30 June were:

	Group	
	2024	2023
	\$	\$
Consolidated statement of comprehensive income:		
Current income tax:		
- Current income taxation	5,484	3,117
- (Over)/under provision in prior year	(2,196)	417
	<u>3,288</u>	<u>3,534</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 22. Income tax expense (cont'd)

### Relationship between tax expense and accounting loss

A reconciliation of the tax expense and the product of accounting loss multiplied by the applicable tax rate is as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$	\$
Loss before tax	(728,349)	(808,872)
Tax at the domestic rates applicable to profits in the countries	(123,819)	(136,659)
Expenses not deductible for tax purposes	12,429	36,195
Income not subject to tax	(28,816)	(5,736)
Deferred tax asset not recognised	145,690	109,317
(Over)/Under provision in prior year	(2,196)	417
Tax expense	<u>3,288</u>	<u>3,534</u>

Deferred taxation at 30 June relate to the following:

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	\$	\$	\$	\$
Deferred tax liabilities				
- Differences in depreciation for tax purposes	<u>585</u>	<u>585</u>	<u>585</u>	<u>585</u>

As at 30 June 2024, the Group has unrecognised tax losses and unutilised capital allowances of approximately \$10,163,000 (2023: \$9,306,000) and \$382,000 (2023: \$382,000), which are available for offset against future taxable profits, subject to agreement by the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the Group operates. No deferred tax is recognised on these losses and unutilised capital allowances in accordance with the accounting policy as set out in Note 2.21(b).

At the end of the reporting year, there were no undistributed earnings (2023: \$Nil) recorded by the Group's subsidiaries.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 23. Loss per share

Basic loss per share is calculated by dividing the loss for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted loss per share is calculated by dividing the loss for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus weighted average number of ordinary shares that would be issued on the conversion of all the dilution potential shares into ordinary shares.

The following table reflects the loss and share data used in the computation of basic and diluted loss per share for the years ended 30 June:

	Group	
	2024	2023
	\$	\$
Loss from operations attributable to owners of the Company	<u>(733,230)</u>	<u>(816,464)</u>
	No. of shares	No. of shares
Weighted average number of ordinary shares for basic/ diluted loss per share	<u>1,680,691,826</u>	<u>1,590,278,452</u>

## 24. Commitments and contingencies

### Continuing financial support

As at 30 June 2024, the Company had given undertakings to certain subsidiaries to provide financial support to enable them to operate as going concerns and to meet their obligations for at least 12 months from the respective date of the directors' statements.

## 25. Related party disclosures

The following are the significant intercompany transactions entered into by the Group with its related parties:

### (a) Sales and purchases of goods and services

	Group	
	2024	2023
	\$	\$
Rental expense paid to related parties *	<u>59,427</u>	<u>56,756</u>

\* The Group has entered into contracts with ACI Technology (S) Pte Ltd, which are owned by two major shareholders of the Company (one of whom is also a director of the Company), for the lease of factory space and office premises.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 25. Related party disclosures (cont'd)

### (b) Compensation of key management personnel

	Group	
	2024	2023
	\$	\$
Short-term employee benefits and bonus	1,202,847	951,495
Central Provident Fund contributions	66,988	64,080
Total compensation paid to key management personnel	1,269,835	1,015,575
Comprise amounts for:		
- Directors of the Company	760,842	554,262
- Other key management personnel	508,993	461,313
	1,269,835	1,015,575

During the financial year ended 30 June 2024, the total waiver of director's remuneration was \$Nil (2023: \$174,744).

## 26. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The board of directors reviews and agrees policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There has been no change to the Group's exposure to these financial risks or the manner to which it manages and measures the risks during the year.

### (a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. Trade and other receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 26. Financial risk management objectives and policies (cont'd)

### (a) Credit risk (cont'd)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments past due, taking into account any collateral held.

The Group compute expected credit losses for this group of financial assets using the simplified approach. In calculating the expected credit loss rates, the Group adjusts for forward-looking macroeconomic data such as GDP growth and central bank base rates.

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for trade receivables is as follows:

Category	Definition of category	Basis for recognition of expected credit loss provision	Range
Grade I	Customers have a low risk of default and a strong capacity to meet contractual cash flows.	Lifetime expected credit losses	0.1% to 1.0%

#### Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using internal grading. The provision rates are determined based on historical observed default rates and payment patterns analysed for each debtor. The loss allowance provision as at 30 June 2024 and 30 June 2023 are as follows, the expected credit losses below also incorporate forward-looking information such as forecast economic conditions where the gross domestic product will improve over the next year.

Summarised below is the information about the credit risk exposure on the Group's trade receivables:

	2024	2023
	\$	\$
Gross carrying amount	858,425	569,444
Loss allowance provision	4,533	9,348

Information regarding loss allowance movement of trade receivables is disclosed in Note 8.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 26. Financial risk management objectives and policies (cont'd)

### (a) Credit risk (cont'd)

#### Exposure to credit risk

At the balance sheet date, the Group's and the Company's maximum exposure to credit risk is represented by:

- the carrying amount of each class of financial assets recognised in the balance sheets; and
- a nominal amount of \$Nil (2023: \$440,000) relating to a corporate guarantee provided by the Company to a bank on a subsidiary's banking facility.

#### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the balance sheet date is as follows:

	Group			
	2024		2023	
	\$	% of total	\$	% of total
<b>By country:</b>				
Singapore	600,498	70	372,276	66
Philippines	44,193	5	39,161	7
Thailand	208,252	25	145,023	26
People's Republic of China	-	-	403	-*
Malaysia	949	-*	3,233	1
	853,892	100	560,096	100

\* Less than 1%

At the balance sheet date, approximately 99% (2023: 95%) of the Group's trade receivables were due from three major customers.

### (b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 26. Financial risk management objectives and policies (cont'd)

### (b) Liquidity risk (cont'd)

Group 2024	1 year or less \$	1 to 5 years \$	Total \$
<b>Financial assets</b>			
Trade and other receivables, excluding statutory tax recoverable (Note 8)	863,880	29,333	893,213
Cash and bank balances	401,363	–	401,363
Total undiscounted financial assets	<u>1,265,243</u>	<u>29,333</u>	<u>1,294,576</u>
<b>Financial liabilities</b>			
Trade and other payables, excluding GST payable (Note 11)	(1,194,058)	–	(1,194,058)
Accrued expenses	(994,546)	–	(994,546)
Lease liability	(51,924)	(98,649)	(150,573)
Total undiscounted financial liabilities	<u>(2,240,528)</u>	<u>(98,649)</u>	<u>(2,339,177)</u>
Total net undiscounted financial liabilities	<u>(975,285)</u>	<u>(69,316)</u>	<u>(1,044,601)</u>
<b>Group 2023</b>			
<b>Financial assets</b>			
Trade and other receivables, excluding statutory tax recoverable (Note 8)	572,192	29,569	601,761
Fixed deposits	202,545	–	202,545
Cash and bank balances	281,774	–	281,774
Total undiscounted financial assets	<u>1,056,511</u>	<u>29,569</u>	<u>1,086,080</u>
<b>Financial liabilities</b>			
Trade and other payables, excluding GST payable (Note 11)	(435,217)	–	(435,217)
Accrued expenses	(721,298)	–	(721,298)
Lease liability	(51,924)	(150,573)	(202,497)
Total undiscounted financial liabilities	<u>(1,208,439)</u>	<u>(150,573)</u>	<u>(1,359,012)</u>
Total net undiscounted financial liabilities	<u>(151,928)</u>	<u>(121,004)</u>	<u>(272,932)</u>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 26. Financial risk management objectives and policies (cont'd)

### (b) Liquidity risk (cont'd)

Company 2024	1 year or less \$	1 to 5 years \$	Total \$
<b>Financial assets</b>			
Other receivables, excluding statutory tax recoverable (Note 8)	5,632	–	5,632
Due from subsidiaries (non-trade), net (Note 9)	1,989	–	1,989
Cash and bank balances	31,353	–	31,353
Total undiscounted financial assets	<u>38,974</u>	<u>–</u>	<u>38,974</u>
<b>Financial liabilities</b>			
Trade and other payables (Note 11)	(41,701)	–	(41,701)
Accrued expenses	(344,355)	–	(344,355)
Due to subsidiaries (non-trade), net (Note 9)	(98,791)	–	(98,791)
Lease liability	(39,096)	(91,181)	(130,277)
Total undiscounted financial liabilities	<u>(523,943)</u>	<u>(91,181)</u>	<u>(615,124)</u>
Total net undiscounted financial liabilities	<u>(484,969)</u>	<u>(91,181)</u>	<u>(576,150)</u>
<b>Company 2023</b>			
<b>Financial assets</b>			
Other receivables, excluding statutory tax recoverable (Note 8)	4,322	–	4,322
Cash and bank balances	47,226	–	47,226
Total undiscounted financial assets	<u>51,548</u>	<u>–</u>	<u>51,548</u>
<b>Financial liabilities</b>			
Trade and other payables (Note 11)	(2,280)	–	(2,280)
Accrued expenses	(289,319)	–	(289,319)
Due to subsidiaries (non-trade), net (Note 9)	(98,789)	–	(98,789)
Lease liability	(39,096)	(130,277)	(169,373)
Total undiscounted financial liabilities	<u>(429,484)</u>	<u>(130,277)</u>	<u>(559,761)</u>
Total net undiscounted financial liabilities	<u>(377,936)</u>	<u>(130,277)</u>	<u>(508,213)</u>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 26. Financial risk management objectives and policies (cont'd)

### (c) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities, primarily in SGD, Thai Baht (Baht) and Malaysian Ringgit (MYR). The foreign currencies in which these transactions are denominated are mainly United States Dollars (USD). Approximately 13% (2023: 18%) of the Group's sales are denominated in foreign currencies whilst 100% (2023: 100%) of purchases are denominated in the respective functional currencies of the Group entities. The Group has trade receivables and trade payables denominated in foreign currency. At the balance sheet date, trade receivables and trade payables denominated in foreign currency balances (mainly in USD) amounted to \$254,408 and \$Nil (2023: \$184,587 and \$Nil) respectively.

The Group also holds cash denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are mainly in USD and amounted to \$13,353 (2023: \$80,676).

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Malaysia and Thailand. The Group's net investments in Malaysia and Thailand are not hedged.

#### Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's loss before tax to a reasonably possible change in the SGD and USD exchange rate against the respective functional currencies of the Group entities, with all other variables held constant.

	Group	
	Increase/(decrease) Loss before tax	
	2024	2023
	\$	\$
<i>USD/SGD</i>		
Strengthened by 3% (2023: 3%)	8,033	(7,958)
Weakened by 3% (2023: 3%)	(8,033)	7,958

## 27. Fair value of assets and liabilities

### (a) Fair value hierarchy

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

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 27. Fair value of assets and liabilities (cont'd)

### (a) Fair value hierarchy (cont'd)

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

The following table shows the information about fair value measurement for investment properties using significant unobservable inputs (Level 3):

	Fair value \$	Valuation technique	Unobservable inputs	Range \$
2024	321,930	Direct comparison method	Price per square foot	188 to 199
2023	314,374	Direct comparison method	Price per square foot	161 to 183

A significant increase or decrease in the price per square foot would result in a significantly higher or lower fair value of the investment properties.

#### Valuation policies and procedures

The Directors oversee the Group's financial reporting valuation process and are responsible for setting and documenting the Group's valuation policies and procedures.

The fair value of the Group's investment properties is either valued by an independent property valuer periodically or internally by management based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller. The Directors are responsible for selecting and engaging property valuers that possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance to perform the valuation.

For valuations performed by independent property valuers or by management, the Directors review the appropriateness of the valuation methodology and assumptions adopted. The Directors also evaluate the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

### (b) Fair value of assets and liabilities by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

*Fixed deposits (Note 10), cash and bank balances (Note 10), trade and other receivables (Note 8), due from/ (to) subsidiaries (Note 9), trade and other payables (Note 11), accrued expenses (Note 12) and lease liability (Note 13).*

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature, or that the applicable market rate of return at the reporting date is close to the effective interest rate of the balance.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 28. Capital management

The primary objective of the Group's capital management is to ensure that it maintains adequate funds to support its business activities and to continue as a going concern. The capital base that is managed relates to the Group's and Company's equity attributable to owners of the Company as presented in the balance sheets.

The Group adopts an appropriate capital base so as to maintain investor, creditor and market confidence, and to continue the future development and growth of the business. To maintain or adjust the capital structure, the Group may issue new shares.

The Group actively and regularly reviews and manages its capital structure to ensure optimal shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investing opportunities.

There were no changes in the Group's approach to capital management during the year.

The Group and Company are not subject to externally imposed capital requirements.

## 29. Segment information

For management purposes, the Group is organised into business units based on their product and services, and has four reportable operating segments as follows:

### Manufacturing and trading

Manufacturing and trading is in the business of providing clean room grade plastic packaging bags and materials for packaging cleaned finished products in the hard disk drive and semi-conductor customers.

### Natural Gas Vehicle ("NGV") related business

NGV related business segment refers to the trading of NGV related products such as bi-fuel conversion kits and cylinders, transportation of CNG refilling service, maintenance and servicing of CNG related equipment.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Group financing (including finance costs) and income taxes are managed on a group basis and are not allocated to operating segments.

### Property business

Property business refers to leasing of commercial properties and property development.

### Corporate

The corporate segment is involved in Group-level corporate services.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 29. Segment information (cont'd)

### *Geographical information*

The Group's geographical information are based on the location of the Group's assets. Sales to external customers disclosed in geographical segments are based on the geographical location of its customers.

### **Information about major customers**

Revenue from one major customer in the NGV related business segment amounted to \$4,104,494 (2023: \$2,479,590).

Revenue from two major customers in the manufacturing and trading segment amounted to \$618,444 (2023: \$574,677).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 29. Segment information (cont'd)

### Segments

The following tables presents revenue and results information regarding the Group's reportable operating segments for the financial years ended 30 June 2024 and 2023 (in \$'000).

	Manufacturing and trading		Natural Gas Vehicle ("NGV") related business		Property business		Corporate and others		Elimination <sup>(1)</sup>		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
<b>Segment revenue</b>	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Sales to external customers	634	711	4,104	2,479	15	16	–	–	–	–	4,753	3,206
Inter-segment sales	–	–	–	–	–	–	1,300	1,070	(1,300)	(1,070)	–	–
Total revenue	634	711	4,104	2,479	15	16	1,300	1,070	(1,300)	(1,070)	4,753	3,206
<b>Segment results</b>												
Segment profit/(loss)	(536)	(781)	(553)	(583)	8	13	(451)	(492)	820	1,048	(712)	(795)
Finance expenses											(16)	(14)
Finance income											–	–*
Loss before taxation											(728)	(809)
Tax expense											(3)	(3)
Loss for the year											(731)	(812)

\* Less than \$1,000

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 29. Segment information (cont'd)

### Segments (cont'd)

Included in this segment results are the following material items of income/(expense):

	Manufacturing and trading		Natural Gas Vehicle ("NGV") related business		Property business		Corporate and others		Elimination <sup>(1)</sup>		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Segment results</b>												
Write-off of obsolete inventories	(2)	-	-	-	-	-	-	-	-	-	(2)	-
Bad debt written off	-	-	-	-	*	-	-	-	-	-	*	-
Allowance for expected credit losses of trade receivables	-	-	-	-	(3)	-	-	-	-	-	(3)	-
Write-back of payables that have expired	-	-	-	*	78	-	-	-	-	-	*	78
Fair value gain on investment properties	-	-	-	-	10	-	-	-	-	-	10	-
Foreign exchange (loss)/gain	(9)	3	-	-	1	6	-	1	20	(58)	12	(48)
Inventories recognised as an expense in cost of sales	(407)	(425)	(3,059)	(1,632)	-	-	-	-	-	-	(3,466)	(2,057)
Operating lease expenses	(25)	(27)	-	-	-	-	(35)	(30)	-	-	(60)	(57)
Staff costs	(197)	(254)	(435)	(439)	-	-	(799)	(603)	-	-	(1,431)	(1,296)

\* Less than \$1,000

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 29. Segment information (cont'd)

### Segments (cont'd)

	Manufacturing and trading		Natural Gas Vehicle ("NGV") related business		Property business		Corporate and others		Elimination <sup>(1)</sup>		Consolidated	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Segment results</b>												
Segment assets	5,808	5,846	1,785	1,672	2,392	1,996	9,285	8,748	(15,639)	(15,199)	3,631	3,063
Total assets											3,631	3,063
Segment liabilities	(9,119)	(8,671)	(7,697)	(8,153)	(1,453)	(1,054)	(6,752)	(6,130)	22,684	22,611	(2,337)	(1,397)
Total liabilities											(2,337)	(1,397)
Capital expenditure	-	-	-	-	-	-	(8)	(4)	-	-	(8)	(4)
Depreciation	(19)	(20)	(1)	(1)	-	-	(6)	(44)	-	-	(26)	(65)

<sup>(1)</sup> Inter-segment balances and transactions are eliminated on consolidation. In addition, adjustments were made to account for non-controlling interests.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2024

## 29. Segment information (cont'd)

The following table presents revenue and assets information based on the geographical location of customers and assets, respectively, for the years ended 30 June 2024 and 2023 (in \$'000).

	Singapore		Malaysia		Thailand		Philippines		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue	4,120	2,597	15	18	490	467	128	124	4,753	3,206
Assets	1,376	1,192	2,255	1,867	-	4	-	-	3,631	3,063

## 30. Authorisation of financial statements for issue

The financial statements for the year ended 30 June 2024 were authorised for issue in accordance with a resolution of the directors on 30 September 2024.



# SHAREHOLDERS' INFORMATION

As at 27 September 2024

No. of Shares issued	:	1,714,656,597
Class of Shares	:	Ordinary Shares
Voting rights	:	1 vote per share

The Company does not have any treasury shares and subsidiary holdings as at 27 September 2024.

## STATISTICS OF SHAREHOLDINGS

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 - 99	7	0.19	281	0.00
100 - 1,000	1,040	28.17	1,027,719	0.06
1,001 - 10,000	1,318	35.70	7,138,700	0.42
10,001 - 1,000,000	1,222	33.10	193,575,250	11.29
1,000,001 and above	105	2.84	1,512,914,647	88.23
<b>Total</b>	<b>3,692</b>	<b>100.00</b>	<b>1,714,656,597</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS AS AT 27 SEPTEMBER 2024

No.	Name of Shareholders	Number of Shares	%
1	Lim Kee Liew @ Victor Lim	580,451,068	33.85
2	Leong Lai Heng	320,887,674	18.72
3	Lin Meiyi Sophie	80,029,000	4.67
4	Ng Chee Wee	49,472,408	2.89
5	Lin Meiyu Dina	48,986,000	2.86
6	Lin Xianglong Winchester	44,440,214	2.59
7	Tay Kim Chai Johnson	27,000,000	1.57
8	Phillip Securities Pte Ltd	23,847,000	1.39
9	Dbn Nominees Pte Ltd	20,982,500	1.22
10	Maybank Securities Pte. Ltd.	15,236,500	0.89
11	Koh Lye Seng Eric (Xu Laicheng)	14,840,708	0.87
12	Toh Lee Heok	14,500,000	0.85
13	Raffles Nominees (Pte) Limited	14,212,600	0.83
14	Ocbc Nominees Singapore Pte Ltd	12,590,400	0.73
15	Lim Choon Thye	9,000,000	0.52
16	Lee Eng Yew	7,350,000	0.43
17	Tan Lye Seng	7,190,700	0.42
18	Chua Teong Chung	7,000,000	0.41
19	United Overseas Bank Nominees Pte Ltd	6,389,000	0.37
20	Wang Kai Yuen	6,226,000	0.36
		<b>1,310,631,772</b>	<b>76.44</b>

34.41% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual – Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited.

# SHAREHOLDERS' INFORMATION

As at 27 September 2024

## SUBSTANTIAL SHAREHOLDERS AS AT 27 SEPTEMBER 2024

(As recorded in the Register of Substantial Shareholders)

Name of Shareholder		Direct Interest		Deemed Interest	
Lim Kee Liew @ Victor Lim	(a)	580,451,068	33.85%	320,887,755	18.72%
Leong Lai Heng	(b)	320,887,674	18.72%	580,451,149	33.85%

Notes:

- (a) Mr. Lim Kee Liew @ Victor Lim's deemed interest arose through 5 shares held by Ultraline Technology (S) Pte Ltd and 76 shares held by American Converters Industries Pte Ltd. He is also deemed to have an interest in the 320,887,674 shares held by his spouse, Mdm. Leong Lai Heng.
- (b) Mdm. Leong Lai Heng's deemed interest arose through 5 shares held by Ultraline Technology (S) Pte Ltd and 76 shares held by American Converters Industries Pte Ltd. She is also deemed to have an interest in the 580,451,068 shares held by her spouse, Mr. Lim Kee Liew @ Victor Lim.

Mr. Lim Kee Liew @ Victor Lim and Mdm. Leong Lai Heng each own 50% of the entire issued and paid-up share capital of Ultraline Technology (S) Pte Ltd and American Converters Industries Pte Ltd.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM” or “Meeting”) of Asian Micro Holdings Limited (the “Company”) will be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 on Wednesday, 30 October 2024 at 10.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company:  
  
Mr. Ng Chee Wee (retiring pursuant to Article 94) **(Resolution 2)**  
Mr. Tan Wei Lee (retiring pursuant to Article 100) **(Resolution 3)**  
  
*Mr. Tan Wei Lee will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, members of the Audit Committee (“AC”), Nominating Committee (“NC”) and Remuneration Committee (“RC”) and will be considered independent for the purpose of Rule 704(7) of the Listing Manual – Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“Catalist Rules”).*  
[See Explanatory Note (i)]
3. To note the retirement of Mr. Chue Wai Tat as a Director of the Company pursuant to Article 94 of the Constitution of the Company at the conclusion of the AGM.  
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of S\$38,000 for the financial year ended 30 June 2024. (FY2023: S\$30,000)  
[See Explanatory Note (iii)] **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other routine business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

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

### 7. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

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

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

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

# NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules;
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

**(Resolution 6)**

By Order of the Board

Toh Li Ping, Angela  
Joint Company Secretary

14 October 2024

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) The information relating to Mr. Ng Chee Wee and Mr. Tan Wei Lee as required under Rule 720(5) of the Catalist Rules is set out on pages 37 to 39 of the Annual Report for the financial year ended 30 June 2024 (“**Annual Report 2024**”).
- (ii) Item 3 above is to note the retirement of Mr. Chue Wai Tat as a Director of the Company pursuant to Article 94 of the Constitution of the Company. Mr. Chue Wai Tat has served as an Independent Director of the Company for more than nine years from the date of his first appointment. In the spirit of good corporate governance, Mr. Chue Wai Tat is not seeking re-election. Accordingly, Mr. Chue Wai Tat shall retire as the Lead Independent Director and members of the AC, the NC and the RC at the conclusion of the AGM.
- (iii) The Ordinary Resolution 4 in item 4 above, if passed, is to approve the Directors’ fees of S\$38,000 for the financial year ended 30 June 2024 (“**FY2024**”). The increase in the proposed Directors’ fees for FY2024 compared to FY2023 is due to additional allowance for attending the Company’s meetings held from 1 July 2023 to 30 June 2024.
- (iv) The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and any subsequent bonus issue, consolidation or subdivision of shares.

## Notes:

### General

1. The AGM of the Company will be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 (“**Physical Meeting**”). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
2. Printed copies of the Annual Report 2024 will not be despatched to shareholders, unless otherwise requested. Printed copies of this Notice of AGM and the Proxy Form will be sent to shareholders, and the electronic copies of which, together with the request form (to request for a printed copy of the Annual Report 2024) (“**Request Form**”) and the Annual Report 2024, will be posted on the Company’s corporate website at the following URL: <http://asianmicro.listedcompany.com/> and on the Singapore Exchange Securities Trading Limited’s website at the following URL: <https://www.sgx.com/securities/company-announcements> on 14 October 2024. Shareholders will need an internet browser and PDF reader to access and view the Annual Report 2024.

To receive a physical copy of the Annual Report 2024, please **download, complete and return** the Request Form to the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569 no later than 22 October 2024. Alternatively, you may email the completed Request Form to the Company at [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg) no later than **22 October 2024**. A printed copy of the Annual Report 2024 will then be sent to the address specified by the shareholders at his/her/its own risk.

3. Authenticated shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to Notes 13 and 14 below for further details.
4. Live voting by poll will be conducted during the AGM for shareholders and proxy(ies) attending the Physical Meeting.

### Voting by proxy

5. A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the AGM. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
6. A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

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

7. A proxy need not be a member of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

8. The **completed and signed** Proxy Form must be submitted to the Company in the following manner:
- (a) by post or by depositing a physical copy at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569; or
  - (b) by sending a scanned PDF copy by email to [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg),
- in either case, no later than **10.00 a.m. on 27 October 2024** (“**Proxy Deadline**”), being not less than seventy-two (72) hours before the time appointed for the AGM.
9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. A member who holds the Company’s shares through a relevant intermediary, including Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) Investment Account Holders, should not use the Proxy Form and should instead approach their respective relevant intermediary at least seven (7) working days before the AGM (i.e. 18 October 2024 at 5.00 p.m.) to specify voting instructions, submit questions ahead of the AGM and/or participate in the AGM.
12. In the case of a member whose shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible (such as in the case where the appointor submits more than one Proxy Form).

## Submission of Questions prior to the AGM

13. A member may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company’s businesses and operations ahead of the AGM. To do so, all questions must be submitted by **10.00 a.m. on 22 October 2024** through any of the following means:
- (a) by email to the Company at [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg); or
  - (b) by post or depositing a physical copy at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569.
- If the questions are submitted by post, be deposited at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member’s full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
14. The Company endeavours to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM by publishing its responses to such questions, if any, on the Company’s corporate website at the following URL: <http://asianmicro.listedcompany.com/> and on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the deadline for submission of Proxy Forms, or otherwise at the AGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on SGXNET, or at the AGM.

## **Personal data privacy:**

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

# ASIAN MICRO HOLDINGS LIMITED

(Company Registration No.199701052K)  
(Incorporated In The Republic of Singapore)

## PROXY FORM

This form of proxy has also been made available on SGXNet at the following URL:  
<https://www.sgx.com/securities/company-announcements>  
and the Company's website at the following URL:  
<http://asianmicro.listedcompany.com/>

### IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting ("AGM" or "Meeting") and vote (please see note 4 for the definition of "Relevant Intermediary").
2. For investors who have used their Central Provident Fund ("CPF") monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. An investor who holds shares under the CPF Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") and wishes to vote should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, at least seven (7) working days before the AGM (i.e. 18 October 2024 at 5.00 p.m.)
4. **This Proxy Form is not valid for use by CPF investors and SRS Investor and shall be ineffective for all intents and purposes if used or purported to be used by them.**

I/We\*, \_\_\_\_\_ (Name), \_\_\_\_\_ (NRIC/Passport No./Co. Reg No.)\*  
of \_\_\_\_\_ (Address)

being a member/members\* of Asian Micro Holdings Limited (the "Company") hereby appoint:

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

and/or (delete as appropriate)

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

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM of the Company to be held at Orchid Country Club, Emerald Suite, 1 Orchid Club Road, Singapore 769162 on Wednesday, 30 October 2024 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

No.	Ordinary Resolutions relating to:	Number of Votes For <sup>(1)</sup>	Number of Votes Against <sup>(1)</sup>	Abstain <sup>(1)</sup>
<b>ORDINARY BUSINESS</b>				
1	Directors' Statement and Audited Financial Statements for the year ended 30 June 2024 together with Auditors' Report thereon			
2	Re-election of Mr. Ng Chee Wee as a Director pursuant to Article 94 of the Company's Constitution			
3	Re-election of Mr. Tan Wei Lee as a Director pursuant to Article 100 of the Company's Constitution			
4	Approval of Directors' fees amounting to S\$38,000			
5	Re-appointment of Messrs Ernst & Young LLP as Auditors			
<b>SPECIAL BUSINESS</b>				
6	Authority to issue new shares			

<sup>(1)</sup> If you wish to abstain or exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of October 2024

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

\_\_\_\_\_  
Signature of Shareholder(s)  
or, Common Seal of Corporate Shareholder

\*Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM**



**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 81SF of the Securities and Futures Act 2001 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, this proxy form shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“Relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.
5. The **completed and signed** Proxy Form must be submitted to the Company in the following manner:
- (a) by depositing (whether in person or by post) a physical copy at the registered office of the Company at 63 Hillview Avenue #08-01 Lam Soon Industrial Building Singapore 669569; or
  - (b) by sending a scanned PDF copy by email to [agm\\_egm@asianmicro.com.sg](mailto:agm_egm@asianmicro.com.sg),

in either case, no later than **10.00 a.m. on 27 October 2024**, being not less than seventy-two (72) hours before the time appointed for the AGM **and failing which, this Proxy Form will not be treated as valid.**

6. Completion and return of this instrument of proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the Meeting.
7. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.

**Personal Data Privacy:**

By submitting a Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 October 2024.

**General:**

The Company shall be entitled to reject the Proxy Form 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 Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.





**ASIAN MICRO HOLDINGS LIMITED**

63 Hillview Avenue #08-01  
Lam Soon Industrial Building  
Singapore 669569  
Tel: 65 6862 7777  
Fax: 65 6862 6277

Company Registration No. 199701052K