



(Incorporated in the Republic of Singapore on 31 December 2013)
(Company Registration Number: 201334844E)

15 Scotts, 15 Scotts Road #04-08, Suite 22, Singapore 228218

Tel: (65) 6716 9780

Fax: (65) 6336 6933

CORPORATE INFORMATION

BOARD OF DIRECTORS

NG FOOK AI VICTOR

Independent Non-Executive Chairman

PENG FEI GEORGE

Executive Director and
Chief Executive Officer

PENG WEILE

Executive Director

LO FUI CHU

Independent Non-Executive Director

GAN FONG JEK

Independent Non-Executive Director

AUDIT COMMITTEE

LO FUI CHU (*Chairman*)
NG FOOK AI VICTOR
GAN FONG JEK

REMUNERATION COMMITTEE

LO FUI CHU (*Chairman*)
NG FOOK AI VICTOR
GAN FONG JEK

NOMINATING COMMITTEE

GAN FONG JEK (*Chairman*)
NG FOOK AI VICTOR
LO FUI CHU

COMPANY SECRETARY

ONG WEI JIN, LL.B. (*Hons*)

SHARE REGISTRAR

IN.CORP CORPORATE SERVICES PTE. LTD.

30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

SPONSOR

SAC CAPITAL PRIVATE LIMITED

1 Robinson Road
#21-00 AIA Tower
Singapore 048542

INDEPENDENT AUDITOR

CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION

80 Robinson Road
#25-00

Singapore 068898

Director-in-charge: Hock Xiu Min, Sandy (Appointed since the financial year ended 31 December 2023)

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

15 Scotts
15 Scotts Road
#04-08, Suite 22
Singapore 228218
Email: healthbank123@gmail.com
Tel: (65) 6716 9780
Fax: (65) 6336 6933

TABLE OF CONTENTS

02 CORPORATE PROFILE	04 CHAIRMAN'S STATEMENT	05 CEO MESSAGE: OPERATIONAL AND FINANCIAL REVIEW
07 BOARD OF DIRECTORS	10 KEY MANAGEMENT	11 FINANCIAL HIGHLIGHTS
12 SUSTAINABILITY REPORT	26 CORPORATE GOVERNANCE REPORT	51 DIRECTORS' STATEMENT
54 AUDITED FINANCIAL STATEMENTS	100 STATISTICS OF SHAREHOLDINGS	102 NOTICE OF ANNUAL GENERAL MEETING
ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION	PROXY FORM	

This annual report has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor").

This annual report has not been examined or approved by Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made, or reports contained in this annual report.

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: +65 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

CORPORATE PROFILE

2023

WORK TOGETHER TO CREATE
A SUSTAINABLE FUTURE AND
LAY THE FOUNDATION FOR
FUTURE GROWTH

HealthBank Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) was listed on the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in 2014. The Group is headquartered in Singapore with its principal activity in the property related investment and management business targeting the People’s Republic of China (“**China**”), Singapore, and Asia Pacific region.

On 30 December 2022, the Company obtained its shareholders approval to diversify its existing business to include (i) renewable energy business which includes clean energy power projects and on-grid and off-grid renewable energy business segments, and (ii) technologies in the renewable energy business which includes new materials, improved materials and new designs for building solar and wind power farms and improving efficiency.

In its attempt to venture into the renewable energy business, the Company entered into the Equity Transfer Agreement dated 4 November 2022 with New Energy Industry Sweden AB (the “**Vendor**”) in relation to the proposed sale of 100% of the shares in the capital of New Energy International Investment Holdings Limited to the Company (the “**Proposed Acquisition**”). However, on 3 April 2023, the Company entered into the Termination Agreement with the Vendor to terminate the Equity Transfer Agreement, after considering the implications of the Notice of Compliance dated 24 February 2023 issued by the SGX-ST on the Proposed Acquisition, specifically from a commercial perspective, the substantial costs and time to be incurred to complete the Proposed Acquisition.

CORPORATE PROFILE



On 18 September 2023, a controlling shareholder of the Company, Mr. Zhang Tian Bao (“**ZTB**”) sold his entire shareholding of 23,361,000 ordinary shares in the issued and paid-up share capital of the Company (the “**Shares**”), representing approximately 24.77% of the entire issued Shares (the “**Shares Sale**”), based on the total number of 94,300,000 issued Shares. Mr. Peng Weile, our Executive Director, acquired an aggregate of 7,000,000 Shares from ZTB, and together with his shareholding before the Shares Sale, he is now holding a total of 27,899,000 Shares, representing approximately 29.59% of the entire issued Shares. Mr. Peng Fei, our Executive Director and Chief Executive Officer, acquired an aggregate of 16,361,000 Shares from ZTB, and representing approximately 17.35% of the entire issued Shares, which resulted in him becoming a controlling shareholder of the Company as of 18 September 2023.

Despite the current economic challenges, our Group will continue to excel in our current business operations, whilst exploring new and exciting business opportunities. We have been actively seeking potential business partners to collaborate with, to expand our revenue stream and enhance our performance. Our management team is constantly monitoring the market for strategic partnerships that will enhance shareholders’ value.

CHAIRMAN'S STATEMENT

On behalf of the Board, I am pleased to present to you the annual report of HealthBank Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") for the financial year ended 31 December 2023 ("**FY2023**").

FY2023 IN REVIEW

The Chinese government has implemented several policies to stimulate the housing market since December 2022. In January 2023, the local government in Beijing established a 21-point plan to alleviate the financial burden of developers grappling with debt issues. This plan dedicates a substantial RMB450 billion in financing and debt extension to developers, indicating the government's strong commitment to reviving the market. Despite the new government policies and the anticipated improvement in economic conditions in China, along with the relaxation of COVID-19-related restrictions by the end of 2022 and early 2023, home buyer confidence continues to remain subdued.¹ We anticipate that the business environment for the Group will remain challenging for the financial year ending 31 December 2024.

The Group reported a net loss of RMB36.08 million in FY2023, compared to a net loss of RMB11.18 million in FY2022. The loss was mainly due to a fair value loss of RMB32.56 million from the financial assets at fair value through profit or loss (FVTPL). Despite this, the Group is comfortable with its financial position, with net assets value attributable to equity holders of the Company of RMB24.47 million and cash and bank balances of RMB1.04 million as at 31 December 2023.

Despite the challenges that our Group has faced, we have remained steadfast in our efforts to manage costs and optimise the Group's profitability. We have been unrelenting in our drive to enhance our existing business while exploring new business opportunities with suitable business partners to broaden our revenue stream. We are confident that we will be able to weather any challenges and adapt quickly to the ever-changing market conditions. We aim to always seize new opportunities and consistently deliver exceptional value to our shareholders.

CHANGES TO THE BOARD OF DIRECTORS

During the past year, Mr. Chai Ming Hui has resigned from the Board to focus on his other work commitments. We appreciate the time and efforts he has dedicated to the Group and wish him all the best in his future endeavours. Additionally, we are pleased to welcome Mr. Gan Fong Jek, who was appointed on 1 July 2023, as an Independent Non-Executive Director and Chairman of the Nominating Committee, to the Board.

APPRECIATION

On behalf of the Board, I want to thank our stakeholders especially customers, business partners, management, and employees as well as professional advisors for their support, commitment, and hard work over the past years.

To the shareholders, we would like to thank you for your loyalty and continued support. I look forward to speaking with all of you at the upcoming Annual General Meeting.

Ng Fook Ai Victor
Independent Non-Executive Chairman

¹ Acuity Knowledge Partners - China property market: Government plays a pivotal role in the real estate market. (<https://www.acuitykp.com/blog/china-property-market/>)

CEO MESSAGE: OPERATIONAL AND FINANCIAL REVIEW

DEAR VALUED SHAREHOLDERS

I am pleased to present the annual report of HealthBank Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) for the financial year ended 31 December (“FY”) 2023.

Financial Performance

Revenue

The Group’s revenue for FY2023 amounted to RMB0.23 million, which was a decrease of RMB0.15 million compared to the RMB0.38 million recorded in FY2022, due to the decreasing activities from the Atlantis Garden Project (“AG Project”). This relates to a facility and landscaping management service contract (the “Contract”) for the AG Project where the Group has an 8% indirect effective equity interest in the AG Project. The Contract has been further extended from 1 September 2023 to 31 December 2024.

Other income

Other income decreased by RMB0.06 million mainly due to a government grant received in FY2022 and one-off compensation from employees who resigned with short notice in FY2022, offset by government paid for maternity leave received in FY2023.

Other losses

The Group recorded other losses of RMB33.60 million in FY2023. The other losses in FY2023 were mainly contributed by foreign exchange loss of RMB0.35 million, waiver of loan interest of RMB0.70 million and fair value loss on FVTPL of RMB32.56 million, partially offset by the government paid maternity leave of RMB0.05 million.

Employee compensation

Employee compensation decreased by RMB0.31 million, from RMB1.45 million in FY2022 to RMB1.14 million in FY2023. The decrease was mainly due to lower staff costs in FY2023 that was attributed to the disposal of a subsidiary corporation, HealthBank Technology Development (Liaoning) Limited on 22 July 2022.

Finance costs

Finance costs significantly decreased by RMB1.29 million in FY2023 mainly due to the full redemption of convertible loans in FY2022.

Other expenses

Other expenses decreased by RMB0.91 million, from RMB2.24 million in FY2022 to RMB1.33 million in FY2023. The decrease was mainly due to the lower operating costs attributed to the disposal of a subsidiary corporation, HealthBank Technology Development (Liaoning) Limited on 22 July 2022.

Financial Position

Current assets

The Group’s current assets decreased by RMB11.21 million from RMB12.28 million as at 31 December 2022 to RMB1.07 million as at 31 December 2023. The decrease was mainly due to the reclassification of a loan to a non-related party from current assets to non-current assets in FY2023 as the maturity date of the loan has been extended to 1 July 2025.

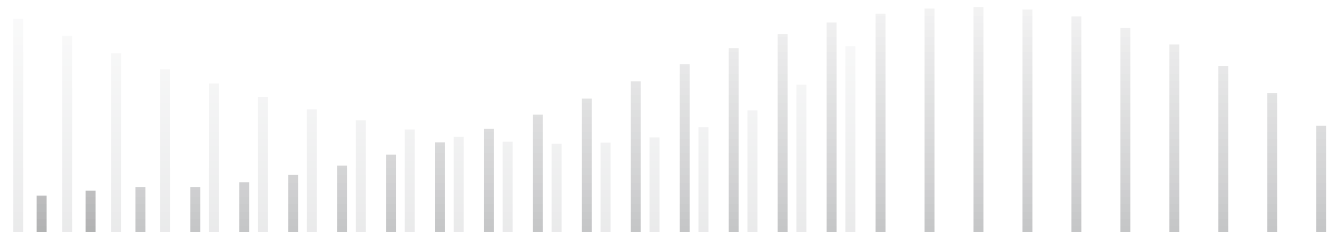
Non-current assets

The Group’s non-current assets decreased by RMB24.79 million, from RMB49.11 million as at 31 December 2022 to RMB24.31 million as at 31 December 2023. The main cause of this decrease was the recognition of fair value loss on FVTPL of RMB32.56 million arising from the lower recoverable amount determined by the management on the AG Project after considering the independent valuation and applying certain discounts for lack of marketability and control on the investment. The decrease was also due to the reclassification of a loan to a non-related party from current assets to non-current assets in FY2023 as the maturity date of the loan has been extended to 1 July 2025.

Current liability

As at 31 December 2023, the balance of other payables decreased by RMB0.31 million, from RMB1.31 million as at 31 December 2022 to RMB1.00 million as at 31 December 2023. The decrease was due to unpaid directors’ fees in FY2022 that have been settled in FY2023.

As a result of the above, the total shareholders’ equity decreased from RMB60.08 million as at 31 December 2022 to RMB24.38 million as at 31 December 2023.



CEO MESSAGE: OPERATIONAL AND FINANCIAL REVIEW

Cash Flows

The Group's cash and bank balances declined by RMB1.70 million to RMB1.04 million as of 31 December 2023, from RMB2.74 million as at 31 December 2022. The decrease in cash and bank balances was primarily caused by the net cash outflow of RMB2.73 million from operating activities, partially offset by the net cash inflow of RMB1.03 million from investing activities. The net cash outflow from operating activities was due to operating cash outflows before movements in working capital of RMB2.43 million and a net cash outflow from movements in working capital of RMB0.30 million. The net cash inflow from investing activities was the result of a partial repayment of a loan from a non-related party.

Outlook

The Group is currently dedicated to streamlining its business operations in order to maximise the use of available resources and capitalise on growth opportunities. In addition to these efforts, the Group is also actively involved in managing its properties investment and management business in China, which is the Group's investment in the AG Project, a residential development project in Hainan Province, China.

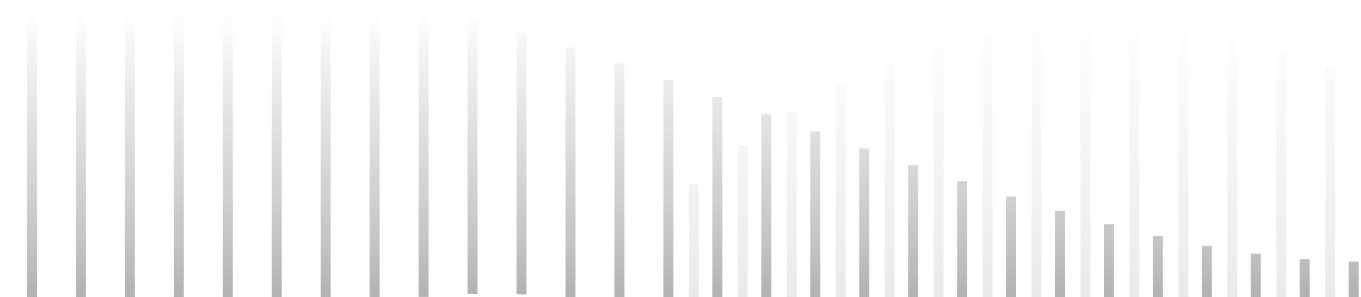
Despite the challenges of an unpredictable market, the Group is determined to overcome those challenges and is actively seeking new business opportunities. To ensure the Group's success, the management will remain vigilant in cost control measures, while exploring strategic partnerships to diversify revenue streams and remain open to potential opportunities for improving business operations. The ultimate goal is to enhance the Group's performance and net asset value.

Appreciation

On behalf of the Board, I would like to take this opportunity to express my sincere appreciation to all our customers, business partners and shareholders for their unwavering support. I would also like to thank our dedicated management team and staff for their hard work and dedication to the Group. Lastly, I would like to acknowledge our fellow directors on the Board for their guidance and advice throughout the year.

Peng Fei George

Executive Director and Chief Executive Officer



BOARD OF DIRECTORS

NG FOOK AI VICTOR

*INDEPENDENT NON-EXECUTIVE
DIRECTOR AND CHAIRMAN*

Mr. Ng was appointed to the Board on 4 May 2018. He is currently a member of each of the Nomination Committee, Audit Committee and Remuneration Committee of the Company.

Mr. Ng has over 39 years of experience in investment management including private equity fund management and seed funding, and has established several ventures and start-ups with exits including initial public offerings ("IPO"), trade sales and merger and acquisition ("M&A").

Mr. Ng has more than 32 years of senior management and asset management experience. Mr. Ng is currently an independent director of SGX Mainboard listed The Place Holdings Limited and Soilbuild Construction Group Ltd., an independent director and chairman of SGX Catalist-listed Quantum Healthcare Limited, and an independent director of HKEX-Main Board-listed Sunshine 100 China Holdings Ltd.

Mr. Ng holds a BSc (Econs) (Hons), and an MSc (Econs) major in Econometrics, from Birkbeck College, University of London. He was awarded The University of London Convocation Book Prize (First) and the Lord Hailsham Scholarship, among other awards. In 1992, he was awarded the PBM (Community Services) by the President of the Republic of Singapore.

PENG FEI GEORGE

*EXECUTIVE DIRECTOR
AND CHIEF EXECUTIVE OFFICER (CEO)*

Mr. Peng was appointed to the Board on 3 October 2016.

Mr. Peng's role as CEO of the Group is to formulate and set strategic directions for the Group, as well as manage the Group's corporate finance investments and the daily operation management, development, and growth of the Group.

Mr. Peng is a highly experienced professional with over 24 years of experience in investment management, corporate and financial restructuring advisory, and strategic planning. He has strong understanding and knowledge of the capital markets, particularly in China, Hong Kong, Singapore, and the United Kingdom. As the former President of Reignwood International Investment Ltd, Mr Peng was responsible for managing the group's overall investment portfolio activities. Mr. Peng also served as a non-executive director of Forise International Limited, an SGX Mainboard listed company.

Mr. Peng holds an MSc in Finance and Investment with Distinction from Durham University, United Kingdom.

BOARD OF DIRECTORS

PENG WEILE

EXECUTIVE DIRECTOR

Mr. Peng was appointed to the Board on 3 October 2016 and is responsible for the Group's corporate finance, investor relations, corporate governance and property related investment.

Mr. Peng has over 22 years of experience in investment banking, direct investment, asset management, corporate advisory, financial restructuring advisory and strategic planning. He has strong knowledge and understanding relating to the capital markets in China, Hong Kong, Singapore and Australia. He has been appointed by several companies as their external financial advisor and has been involved in a number of successful listings, pursuant to which he has successfully assisted various Chinese companies in their listing on the stock exchanges in Singapore, Hong Kong and Australia, and has a very good network and in-depth knowledge of capital markets, both on-shore and off-shore.

He served as an executive director of Forise International Limited, an SGX Mainboard listed company. He was previously with Deutsche Morgan Grenfell Securities Ltd and HL Bank Singapore, in which he assisted companies in their fund raising from the equity capital markets in Singapore.

Mr. Peng holds a Master's degree in Finance from the National University of Ireland, Dublin and a Diploma in Wealth Management from Wealth Management Institute of Singapore. He has also completed the Executive Program on "Blockchain Technologies: Business Innovation and Application" by Massachusetts Institute of Technology Sloan School of Management.

LO FUI CHU

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Lo was appointed to our Board on 1 November 2019. Ms. Lo is currently the Chairman of the Audit Committee and Remuneration Committee and a member of the Nominating Committee.

Ms. Lo has over 24 years of experience in listing exercises, including IPO audit, restructuring, compliance, and pre-IPO fundraising. Ms. Lo begun her career as an auditor with KPMG Singapore before joining the commercial sector, including companies listed on the SGX-ST, Sinotel Technologies Ltd. as finance director cum chief financial officer and Asia Silk Holdings Limited as chief financial officer, where she has accumulated extensive experience in financial and cost management, compliance of regulations and execution of financial strategies in relation to business expansion and fundraising exercises. Ms. Lo is currently a director of Irasaba Sdn Bhd which operates and manages oil palm plantation(s) and the chief financial officer of iOThree Limited which is a leading provider of maritime digital technologies.

Ms. Lo has been a member of the Association of Chartered Certified Accountants since 1998.

BOARD OF DIRECTORS

GAN FONG JEK

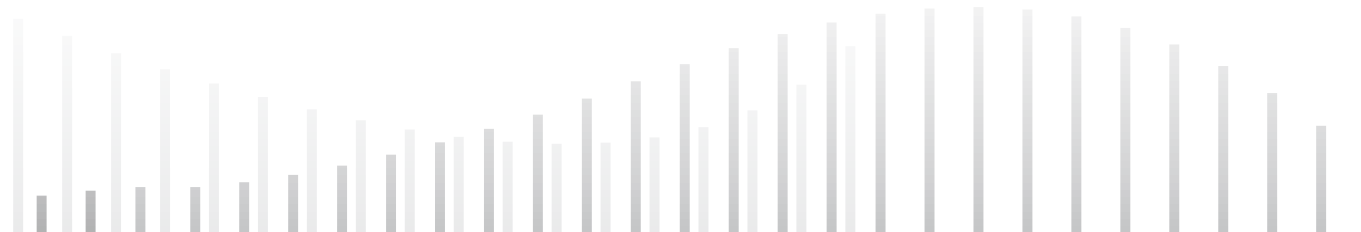
INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Gan was appointed to the board on 1 July 2023. He is currently the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

Mr. Gan has over 25 years of strategic investment, M&A, and venture investment experience in the Asia Pacific region.

Mr. Gan has extensive experience as a director in various companies spanning over several years. He is also the founding CEO, managing director, and chief investment officer of Jubilee Capital Management Pte Ltd, a registered fund management company in Singapore that has been managing venture and blockchain funds since 2015. Currently, he serves as a non-executive independent director of ecoWise Holdings Limited, an SGX Catalist listed company, an integrated environmental solutions provider.

Mr. Gan is a Fellow Chartered Accountant of Singapore, and holds dual Executive Master of Business Administration (“EMBA”) degrees from INSEAD and Tsinghua University. He also has a Master of Business and a Bachelor of Accountancy (Honours) from Nanyang Technological University of Singapore and was a Research Scholar of Nanyang Business School in 1996. In addition to his professional work, Mr. Gan is an active board member of Care Corner Singapore, a pioneer family service charity focused on serving the underprivileged in Singapore since 1981. Additionally, he is also a member of the Tsinghua EMBA Alumni Executive Committee and the president of Tsinghua-INSEAD EMBA Singapore Chapter.

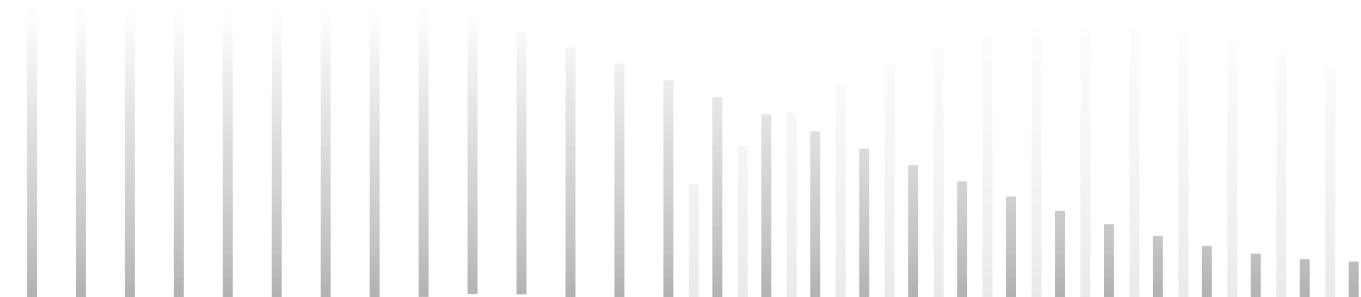


KEY MANAGEMENT

KERK CHIN LEE

FINANCE MANAGER

Ms. Kerk joined our Group as Finance Manager on 1 July 2022. Ms. Kerk is responsible for the overall financial reporting, internal controls, treasury function, corporate secretarial and taxation matters of the Group and ensures our Group's compliance with the Catalist Rules of the SGX-ST and other relevant regulations. She has more than 12 years of experience in the accounting and audit fields. She is also a member of CPA Australia.



FINANCIAL HIGHLIGHTS

FINANCIAL RESULTS	FY2023	FY2022	Change	
	RMB' 000	RMB' 000	RMB' 000	%
Revenue	226	379	(153)	(40)
Other income	49	105	(56)	(53)
Other losses	(33,602)	(6,380)	(27,222)	>100
Total expenses	(2,755)	(5,287)	2,532	(48)
Loss before income tax	(36,082)	(11,183)	(24,899)	>100
Total Loss	(36,082)	(11,183)	(24,899)	>100

FINANCIAL POSITION	31 Dec 2023	31 Dec 2022	Change	
	RMB' 000	RMB' 000	RMB' 000	%
Current assets	1,069	12,280	(11,211)	(91)
Non-current assets	24,312	49,106	(24,794)	(50)
Total Assets	25,381	61,386	(36,005)	(59)
Current liabilities	997	1,310	(313)	(24)
Total Liabilities	997	1,310	(313)	(24)
Net Assets	24,384	60,076	(35,692)	(59)
Share capital	37,507	37,507	-	-
Other reserves	5,022	4,632	390	8
Retained profits	(18,064)	17,958	(36,022)	NM
Attributable to equity holder of the Company	24,465	60,097	(35,632)	(59)
Non-controlling interests	(81)	(21)	(60)	>100
Total Equity	24,384	60,076	(35,692)	(59)

CASH FLOW SUMMARY	FY2023	FY2022	Change	
	RMB' 000	RMB' 000	RMB' 000	%
Net cash used in operating activities	(2,735)	(3,258)	523	(16)
Net cash provided by investing activities	1,034	907	127	14
Net cash used in financing activities	-	(2,821)	2,821	NM
Net decrease in cash and bank balances	(1,701)	(5,172)	3,471	(67)
Cash and bank balances at the end of year	1,036	2,737	(1,701)	(62)

SUSTAINABILITY REPORT

BOARD STATEMENT

Dear stakeholders,

The Board of Directors (the “**Board**”) of HealthBank Holdings Limited (“**HealthBank**” or the “**Company**” and together with its subsidiaries, the “**Group**” or “**we**”) is pleased to present the Sustainability Report (the “**Report**”) for the financial year ended 31 December 2023 (“**FY2023**”), which provides an overview of the Group’s commitment and continued efforts in enhancing sustainability performance.

Our Sustainability Governance Structure

The Group believes that the adoption of sustainable practices is essential for the long-term success and development of its business. To achieve this, the Board holds the responsibility of establishing and supervising the Group’s sustainability management framework. This includes conducting a thorough review of the Group’s performance and targets concerning material economic, environmental, social, and governance (“**EESG**”) factors, evaluating and monitoring the Group’s material EESG risks and opportunities while formulating its strategic direction, objectives, policies, and performance measurements, and approving the information disclosed in the sustainability reports.

Under the Board’s delegations, the Group’s senior management (“**Management**”) is responsible for developing the Group’s sustainability strategy, incorporating stakeholder priorities, determining sustainability goals and targets, and overseeing the collection, verification, monitoring, and reporting of sustainability performance data in relation to the Company’s sustainability reports. It is incumbent upon them to integrate sustainability into the Group’s operations and to devise viable solutions that will enhance the overall EESG performance. The Management is expected to provide an annual report to the Board detailing their findings, decisions,

and recommendations on sustainability initiatives. For details related to the Group’s governance body and composition, please refer to the “Corporate Governance Report” section of the Annual Report.

Our Sustainability Strategy

The Board firmly believes that a focus on sustainability will play a pivotal role in unlocking a multitude of business opportunities. Companies that prioritise sustainability in their operations are expected to offer better products and services, attract top talent, and outperform their competitors over the long term. The Group has thus committed to conducting its business responsibly and sustainably. The Group is making concerted efforts to improve its sustainability reporting practices in the short term and to enhance its EESG performance in the medium to long term.

The Group has made its disclosures of the climate-related risk management approach in the Report with reference to the Taskforce on Climate-related Financial Disclosures (“**TCFD**”) framework. Through the following approach, the Group aims to effectively manage the material EESG factors relevant to the Group.

The Group is committed to adopting appropriate sustainable practices that are relevant in our industry and aims to contribute to the environment and the well-being of our employees, business, and local communities. The Board would like to express its gratitude to our employees, customers, and business partners for their unwavering support. We look forward to their continued support to help us improve our sustainability practices.

For and on behalf of the Board

Mr. Peng Fei George

Executive Director and Chief Executive Officer



SUSTAINABILITY REPORT

ABOUT THIS REPORT

Reporting Framework

The Report has been prepared in compliance with Rules 711A and 711B of the Catalist Rules and the requirements of Practice Note 7F of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and with reference to the Global Reporting Initiative (“**GRI**”) Standards 2021. The GRI Standards were selected as the reporting framework because it is one of the most established international sustainability reporting standards. The standards set out generic sustainability factors, including general principles and indicators for reporting on policies, practices, performance, and targets.

Reporting Scope and Period

The Group issues a sustainability report on an annual basis and published this Report on 11 April 2024 along with the Group’s FY2023 Annual Report. This Report provides an overview of the Group’s policies, practices, and performance on material EESG factors for the 12-month period of its financial year, spanning from 1 January 2023 to 31 December 2023. The Report covers the operations of the entities that contribute significant share of revenue to the Group, as listed below:

- HealthBank Holdings Limited, the headquarters in Singapore
- Hainan Zhongyuan Cultural Tourism Co., Ltd in China

Elite Management (Singapore) Pte. Ltd., Libre Hospitality Limited and Hainan Zhong Zhi Cultural Tourism Limited have been excluded from the reporting scope as their operations have no material impact on the Group’s performance. The Group remains committed to environmental sustainability and intends to strengthen its sustainability framework and practices in the future. As the Group’s sustainability reporting matures, it will expand its scope of disclosures, consistent with these commitments.

Independent Assurance

This Report has undergone the internal review process and was reviewed by the Board. The data and information provided within this Report have not been reviewed by an independent third party. We have relied on internal data monitoring and verification to ensure accuracy. The Group may consider seeking external assurance for future sustainability reports when such external assurance is deemed necessary and/or relevant in the future.

Feedbacks

We welcome feedback from our stakeholders with regards to our sustainability efforts as this enables us to improve our policies, systems and results. Please send your comments and suggestions via email to healthbank123@gmail.com.

Report Accessibility

This Report forms part of the Group’s FY2023 Annual Report and is available on the SGX-ST’s website.

ORGANISATIONAL PROFILE

HealthBank Holdings Limited is listed on the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in 2014 and incorporated and domiciled in Singapore.

On 11 December 2019, the Group completed the acquisition of 90% equity interest in Libre Hospitality Limited (“**LHL**”), a strategic transformation for the Group as the acquisition presents a good opportunity to invest in Atlantis Garden Project, a residential development project in Haikou, Hainan Province, China (“**Hainan**”) and tap into the growth potential in Hainan, which is slated by the Chinese Government for development into an international tourism destination and the largest Free Trade Zone in China.

In 2020, the Group sees potential opportunities in Hainan despite the challenging macroeconomic environment. On 18 September 2020, the Group entered into a joint venture agreement to establish a 51% owned company in Hainan. The objective is to provide property investment and management services in the Hainan International Free Trade Zone. In March 2021, this joint venture company, Zhongyuan Cultural Tourism Co., Ltd, has been awarded a facilities and landscaping management contract for the Atlantis Garden Project.

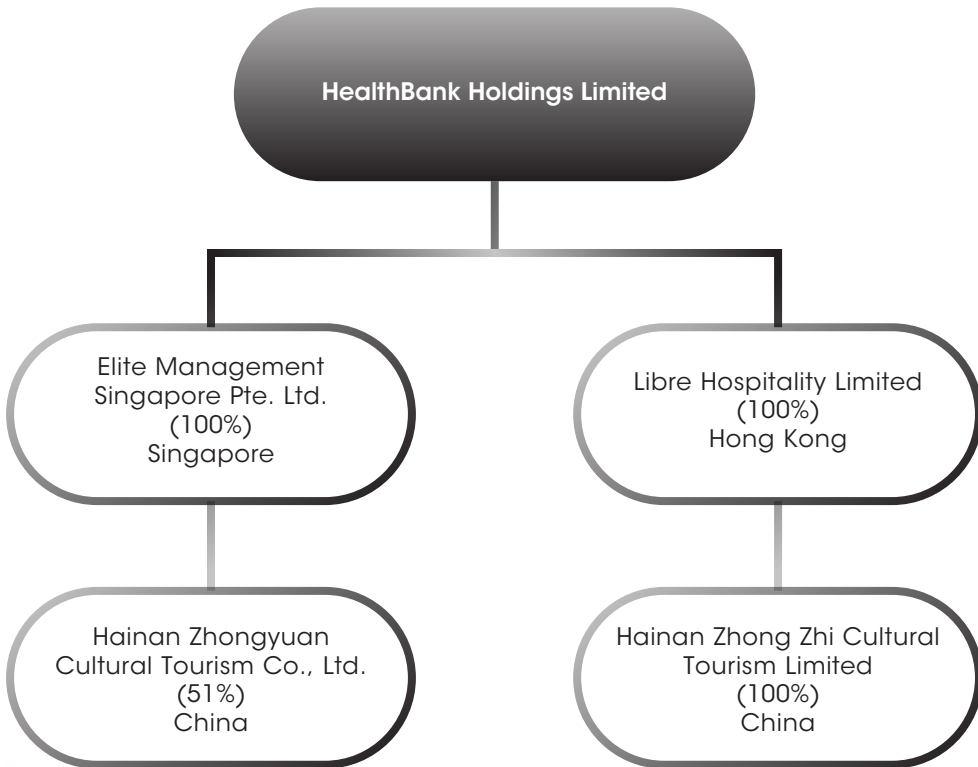
2021 continued to be like the previous year which is filled with economic uncertainties and volatile market conditions. Notwithstanding the impact brought on by the COVID-19 pandemic, the Group continues to believe in the opportunities in Hainan. On 31 December 2021, the Company completed the purchase of the 10% stake in LHL, bringing its total stake to 100%.

SUSTAINABILITY REPORT

On 30 December 2022, the Company obtained its shareholders' approval to diversify its existing business to include (i) renewable energy business which includes clean energy power projects and on-grid and off-grid renewable energy business segments, and (ii) technologies in the renewable energy business which includes new materials, improved materials, and new designs for building solar and wind power farms and improving efficiency. The Group believes the renewable energy industry is expected to grow, supported by a global trend towards sustainability, regulatory incentives in major economic territories such as China, the United States and the European Union, and the current relatively lower cost of renewable energy as compared to traditional sources of energy such as crude oil, natural gas and coal.

The Group is committed to pursuing its strategic objectives, which include continuing efforts to optimise the organisation's financial planning structure and enhance cost efficiency, while concurrently focusing on growth through strategic restructuring and collaborations in new business segments with strong growth potential in China, Singapore, and the broader region. The Group's goal is to expand its operations and improve its performance, as well as enhance the net asset value of the organisation. Notwithstanding the challenges presented by the current environment, the Group is resolved to remain steadfast in its core business and remain open to exploring new business opportunities and strategic partnerships to broaden the revenue stream, improving the Group's performance, and enhancing shareholders' value.

GROUP STRUCTURE



SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT

At the outset of our sustainability journey, it is important to identify our stakeholders and material aspects pertinent to our business. The process involves a detailed examination of the interests and requirements of key stakeholders. We consider a wide range of stakeholders including investors/shareholders, customers, employees, government and regulators, service providers, and media and local communities. Our corporate strategies are formulated to incorporate the needs of these key stakeholders. We make use of both formal and informal channels of communication to understand the needs of key stakeholders. With this in mind, we strive to incorporate their needs into our corporate strategies to achieve mutually beneficial relationships with our stakeholders.

The table below sets out our engagement with our stakeholders:

Stakeholders	Engagement channels	Frequency of engagement	Key concerns raised
Investors/ shareholders	Annual General Meeting	Yearly	Economic performance
	Corporate announcements	Ad-hoc	Corporate governance
	Financial results announcements on SGXNet	Half-yearly/yearly	Timely disclosure of information
Customers	Email queries	Ongoing	Service quality and reliability
			Customer privacy protection
Employees	Staff appraisal	Ongoing	Equal employment opportunity
			Training and education
			Safe and fair working environment
Government and regulators	Occasional physical/virtual meetings	Ongoing	Business ethics and compliance
	E-mails		
Service providers	Physical/virtual meetings	Ongoing	Procurement practices
	Regular assessment		Prompt payment
Media and local communities	Sustainability reports	Yearly	Business ethics and compliance
			Environmental protection
			Supporting local communities

SUSTAINABILITY REPORT

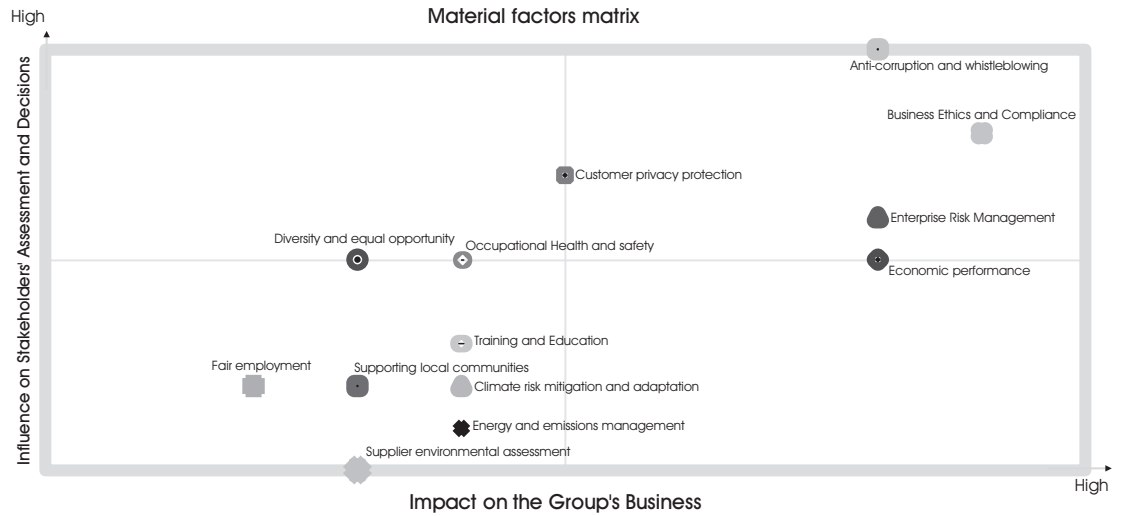
MATERIALITY ASSESSMENT

The Group conducts a thorough materiality assessment on an annual basis to evaluate the potential impact of EESG issues on our business. We take a multi-faceted approach to identify material EESG issues, considering regulatory requirements, international standards such as the Sustainability Accounting Standards Board (SASB) and the Morgan Stanley Capital International (MSCI), global and industry trends, peer benchmarking, and interview with Management. Each EESG issue is assigned a reporting priority based on the level of importance it holds, which determines the necessary actions. In FY2023, the Group has identified the following material factors:

EESG	Material factors
Governance	Business Ethics and Compliance
	Enterprise Risk Management ("ERM")
Economic	Economic Performance
	Anti-corruption and Whistleblowing
Environmental	Climate Risk Mitigation and Adaptation
	Energy and Emissions Management
	Supplier Environmental Assessment
Social	Diversity and Equal Opportunity
	Fair Employment
	Occupational Health and Safety
	Customer Privacy Protection
	Training and Education
	Supporting Local Communities

SUSTAINABILITY REPORT

We regularly review and update the material factors that impact our business operations. We conduct this review on an annual basis, as well as whenever necessary to reflect changes in our organisation, the environment, stakeholders' feedback, and sustainability trends. We aim to ensure that we are always in line with the latest developments and best practices in sustainability, in the short, medium, and long term. For more detailed information on each of the key sustainability factors that we consider, please see the sections below.



SUSTAINABILITY REPORT

GOVERNANCE

Business Ethics and Compliance

The Group holds a strong belief that sustainability should be at the forefront of its operations and recognises the potential for it to offer attractive opportunities. The Group is committed to upholding the highest standards of corporate governance and strives to promote responsible business practices that respect human rights. We also firmly believe that considering the interests of all stakeholders can ensure long-term profitability and shareholder value.

We are committed to:

- Complying with all local laws and regulations where we operate;
- Preventing any possibility of conflict of interest in the workplace, as stipulated in the Employee Code of Conduct Policy;
- Adhering to the principles outlined in internationally recognised codes, including but not limited to the United Nations ("UN") Guiding Principles on Business and Human Rights, the UN Global Compact, the OECD Guidelines for Multinational Enterprises; and
- Maintaining an active dialogue with our stakeholders to understand their expectations.

We target to maintain zero incidents of non-compliance with laws and regulations in socioeconomic and environmental aspects and ensure that all allegations received are promptly addressed. There have been no incidences reported for FY2023 (FY2022: Nil).

ERM

Enterprise Risk Management ("ERM") is an essential component of good corporate governance as well as resource management. A comprehensive and rigorous ERM framework enables HealthBank to identify, communicate, and manage its risks and exposures in a cohesive, methodical, and standardised manner. For a detailed disclosure on our ERM, please refer to the "Corporate Governance Report" section of the Annual Report. We regularly review our ERM policies to ensure that all pertinent risks are identified, communicated, and promptly addressed.

ECONOMIC

Economic Performance

The economic performance of our business is a material factor that we consider to be of significant importance to our stakeholders. For detailed financial results, we kindly direct your attention to the various sections in our Annual Report, including "CEO Message: Operational and Financial Review," "Financial Highlights," and the financial statements.

Our objective is to continuously improve our existing businesses and to explore new opportunities that can expand and enhance the Group's performance and shareholder value. In addition, we aim to integrate sustainability concepts into our investment practices and advisory services by emphasising socially responsible investments and encouraging our clients to follow suit. Our deal teams assess various areas, such as governance, internal controls, environment, human capital, and health and safety, and other areas considered by the Board to be part of the investment decision-making process. If a client requests to invest in a company with undesirable EESG factors, HealthBank may decline the transaction or re-assess the relationship. Furthermore, our Management will seek out best practices in areas such as business conduct, management reporting, financial planning and analysis, cash management, internal controls, and risk management, to achieve sustainable economic and business growth.

SUSTAINABILITY REPORT

Anti-corruption and Whistleblowing

The Group adopts a strict zero-tolerance stance on any form of corruption. Accordingly, we require all our employees to uphold the Group's anti-corruption, anti-bribery, and anti-fraud policy in their dealings with clients. To facilitate the reporting of any misconduct or wrongdoing relating to the Group and its officers, we have implemented a Whistle Blowing Policy that outlines the reporting procedures for whistle-blowers. The Audit Committee is responsible for overseeing and monitoring the whistleblowing process and together with the Group's internal auditors, regularly reviews the anti-corruption and whistleblowing policies to ensure their robustness and comprehensiveness.

The relevant policies and procedures have been communicated to all Board members and employees through internal memos and employment contracts. For more information on the Group's whistle-blowing policy, please refer to the "Corporate Governance Report" section of the Annual Report.

We are proud to report that there were no incidents of corruption, fraud, or other malpractice reported in FY2023 (FY2022: Nil) and we remain committed to maintaining this record for FY2024.

ENVIRONMENTAL

Based on the Group's operating scope, our business operations have a very limited impact on the environment. However, we always strive to avoid unnecessary impact on the environment and to further reduce environmental impact. Our efforts are mainly focused on minimising our energy usage.

Climate Risk Mitigation and Adaptation

Climate risk considerations have stood out as a critical aspect of business continuity that needs to be addressed. The adoption of the recommendations put forth by the TCFD framework is imperative. Through this, we evaluate the impact of significant climate-related risks and opportunities and disclose climate action strategy under four overarching elements, including governance, strategy, risk management, and metrics and targets. This approach allows us to effectively manage and mitigate climate risks while also capitalising on climate-related opportunities. By adhering to these guidelines, we can ensure the sustainability of our operations and contribute towards a more sustainable future.

Core Elements	Our Approach
Governance	We have established a robust governance structure as described in the "Board Statement" section. The Board is responsible for ensuring the Group's sustainability by formulating its strategy and endorsing disclosures on the Group's climate-related risks and opportunities, as well as responsive actions to improve climate resilience. The Management, under the Board's delegations, is responsible for implementing and integrating relevant mitigation and adaptation measures into the Group's operations.
Strategy	We recognise that climate change brings both risks and opportunities to our business. To gain a deeper understanding of climate-related issues, we are committed to enhancing our climate-related disclosures by the recommendations of the TCFD. We aim to provide a more comprehensive evaluation of the financial impacts of climate change on the Group in our future sustainability reports. We believe that this will help us to better navigate the risks and opportunities associated with climate change and contribute to a sustainable future.

SUSTAINABILITY REPORT

Risk Management

Climate-related risks and opportunities were identified and assessed during the ERM exercise. Our ERM framework forms a comprehensive structure for the identification, analysis, and evaluation of risks, as well as the implementation of risk treatment plans. Examples of these plans include Group-wide energy conservation practices, recycling initiatives, and remote working arrangements. Furthermore, we ensure the continuous monitoring of risks to ensure their effectiveness.

Physical risks

The adoption of flexible working arrangements by the Group in its rented offices has ensured that extreme weather events have minimal impact on its routine business operations. For the safety of its employees, the Group will closely monitor the latest weather news and provide guidance on the working arrangement as required, by recommendations from the local authorities.

Transition risks

Local governments have been accelerating the efforts towards a low-carbon economy. However, this shift may potentially pose transition risks to our Group due to the development of international policies and regulations on climate change. Compliance with these regulatory changes may result in increased operating costs to the Group. Failure to meet climate change compliance requirements could expose the Group to the risk of claims and litigation, which may lead to a possible loss of our corporate reputation.

To mitigate any potential risks associated with climate change, our Group is committed to closely monitoring both existing and emerging climate-related trends and remain well-informed of the latest developments to stay ahead of the curve. We understand the importance of seeking guidance from compliance advisors when necessary and will do so to ensure that we always operate sustainably and responsibly. The Group intends to maintain a high level of transparency in our sustainability reporting and related activities. This will enable us to build trust and confidence with our customers and investors, which is a crucial aspect of our overall business strategy.

Metrics and Targets

The Group adheres to best practices for enhancing energy-efficiency while complying with relevant environmental laws and regulations. Further information on climate change targets and energy-saving measures can be found in the "Energy and Emissions Management" section below.

Energy and Emissions Management

We recognise the importance of combating the effects of climate change. Based on our business activities and model, the Group is minimally involved in environmentally impactful activities or activities with high energy consumption. The Group does not consume fuel directly from either renewable or non-renewable sources and, as a result, does not emit any air pollution and direct (Scope 1) Greenhouse Gas ("GHG") emissions. Furthermore, the Group exclusively consumes electricity to facilitate its daily operations. The management fee for the rented share offices includes utility expenses, relevant energy consumption data and energy indirect (Scope 2) GHG emissions are not available.

SUSTAINABILITY REPORT

We place a strong emphasis on promoting socially responsible and sustainable habits among our staff. As part of this initiative, we regularly remind our employees about the importance of adopting eco-friendly work practices. For instance, we encourage them to avoid using paper as much as possible and instead, opt for digital means of communication. We also suggest that they switch off appliances when not in use and enable power saving modes on their devices to reduce energy consumption. By following these practices, we aim to reduce our carbon footprint and contribute towards a greener environment.

Supplier Environmental Assessment

The Group strives to maintain a close watch on its environmental impact and encourages all its stakeholders to meet the same expectations. The Group ensures that new suppliers are thoroughly screened and selected with the consideration of environmental criteria. Additionally, regular assessments of key service providers are conducted to ensure that they comply with anti-child labour laws and the use of eco-friendly materials. When necessary, the Group requests service providers to provide their policies on monitoring and managing EESG issues, including environmental protection, ethics, training, and reporting non-compliance with environmental or safety laws. The Group's sustainability report confirms that none of the key service providers in FY2023 were identified as having any significant negative environmental impacts. This highlights the Group's commitment to fostering a sustainable business environment, and its efforts to promote responsible and ethical business practices.

SOCIAL

Diversity and Equal Opportunity

We embrace diversity, and at the same time expect employees to be aligned with the Group's vision and strategic initiatives. The Group is committed to the goals of diversity and equal opportunity in employment. As at 31 December 2023, the Group has a total of 5 employees (as at 31 December 2022: 5 employees). The Group does not have any part-time or temporary employee as at 31 December 2023 and 31 December 2022. A detailed breakdown is as follows:

Category	Governance body	Employees		Total
	Executive directors	Management	General staff	
By Gender				
Male	2 (100%)	-	1 (50%)	3 (60%)
Female	-	1 (100%)	1 (50%)	2 (40%)
By age group				
< 30 years old	-	-	-	-
30 – 50 years old	1 (50%)	1 (100%)	2 (100%)	4 (80%)
> 50 years old	1 (50%)	-	-	1 (20%)
By geographical region (Place of work)				
Singapore	1 (50%)	1 (100%)	-	2 (40%)
China	1 (50%)	-	2 (100%)	3 (60%)

The Group acknowledges the advantages of a diverse and effective Board, recognising skill diversity as a crucial component in achieving strategic objectives and promoting sustainable development. Considering the scope and nature of the Group's operations, the Board's composition is reviewed annually, and the current composition is deemed diverse in terms of skills, experience, and attributes for effective decision-making.

As of 31 December 2023, the Board of Directors of the organisation had four members, with one female Director. This means that the Board's composition had not changed from its composition as at 31 December 2022. For further details on the Board's composition and diversity policy, please refer to the "Corporate Governance Report" section of the Annual Report.

SUSTAINABILITY REPORT

Fair Employment

The Group endeavours to establish and sustain an inclusive and collaborative workplace culture that fosters growth and development for all employees. Detailed employment practices have been stipulated in the Employee Code of Conduct Policy to ensure its compliance with labour and employment laws.

The Group is committed to maintaining workplaces that are free from discrimination, physical or verbal harassment against any individual based on age, gender, national origin, disability, religion, sexual orientation, marital or maternity status, union membership, or political opinion, among others. Employees are encouraged to report any incidents of discrimination to their immediate superior or Human Resources Department through the whistleblowing system. In FY2023, no incidents of discrimination were reported (FY2022: Nil) and we aim to maintain this record for FY2024.

We acknowledge the importance of human capital in driving the growth of our Group. Therefore, we are committed to conducting regular performance reviews and providing salary revisions based on both company and individual performance. This will facilitate regular feedback opportunities and motivate our employees to continuously improve themselves and their skills. We firmly believe that these benefits are crucial in retaining talent and creating a positive work environment, which, in turn, will strengthen employees' commitment to the Group. The Company has reported no turnover in FY2023 and aims to maintain this record for FY2024.

Occupational Health and Safety

Our Group is dedicated to ensuring the health and safety of our employees in the workplace by identifying and eliminating potential hazards. We have implemented various measures to increase employee awareness of occupational health and safety in areas, including fire safety, hygiene practices, work-life balance, and injury prevention. We strongly believe that providing optimal working conditions not only ensure the safety of our employees but also enhance their morale. It is important to mention that we are fully compliant with the Ministry of Manpower's Workplace Safety and Health Act, which is an essential requirement for us.

There have been no work-related fatalities, high-consequence work-related injuries, and recordable work-related injuries for FY2023 (FY2022: Nil) and we target to maintain the record for FY2024.

Training and Education

The Group acknowledges the importance of upgrading the skills and knowledge of its staff, and the benefits this provide to both staff development and to the Group. We actively encourage our employees to keep themselves updated of the latest rules, regulations, and market investment trends by attending relevant courses and seminars.

In FY2023, our Management team has completed the Climate Reporting Fundamentals for Listed Companies program, which was a 3.5 hours long program organised by the SGX-ST and Business Growth Webinar conducted by CLA Global TS Public Accounting Corporation, which was 1 hour long. Despite not achieving the target of 10 hours set in the FY2023, the Management has taken proactive steps to improve their understanding of sustainability training through internal research and training initiatives. These efforts reflect the Management's commitment to sustainability practices and demonstrate a willingness to learn and adapt, even in the face of challenges. We are committed to expanding more programs in the future, to ensure that our employees are adequately trained to carry out their work responsibilities. Our objective is to increase the average number of training hours per employee to 10 hours per year in FY2024 to ensure the adequate level of training for their scope of work.

The investment in staff training and development is an indispensable component of our growth and success. Our ability to remain a leader in the industry and meet the needs of our clients is predicated upon maintaining the highest standards of education and training. We are committed to upholding these standards and believe that they are integral to our continued success.

SUSTAINABILITY REPORT

Customer Privacy Protection

The Group endeavours to comply with all relevant laws and regulations relating to customer privacy and takes measures to safeguard personal data against unauthorised access, modification, loss, or disclosure. The Employee Code of Conduct Policy includes specific guidelines to ensure that employees who handle customers' personal and complaint data respect the confidentiality of such personal data and privacy, and to handle the data with care.

During FY2023, the Group confirms that there were no substantiated complaints from customers regarding breaches of privacy, and no incidents of data leaks, theft, or loss. Our goal is to maintain this record for FY2024.

Supporting Local Communities

The Group places immense importance on its societal responsibility and strives to give back to the community in a positive and impactful manner. The Group actively considers ways of supporting the communities in which it operates, through various charitable donations and participation in corporate social responsibility ("CSR") activities. These CSR activities include reaching out to the less fortunate and extending a helping hand to them.

As the Group is currently focusing on pursuing its strategic objectives to expand its operations and improve its performance, the Group targets to support various community projects once it can do so, as part of its commitment to contributing to society and the environment. The Group recognises its role in creating a better world and is dedicated to playing its part in improving the lives of people and the environment.

SGX-ST Content Index

Primary Component	Reference/Description
(a) Material environmental, social and governance factors	MATERIALITY ASSESSMENT
(aa) Climate-related disclosures consistent with the recommendations of the TCFD	ENVIRONMENTAL – Climate Change Mitigation and Adaptation
(b) Policies, practices and performance	GOVERNANCE; ECONOMIC; ENVIRONMENTAL; SOCIAL
(c) Targets	GOVERNANCE; ECONOMIC; ENVIRONMENTAL; SOCIAL
(d) Sustainability reporting framework	ABOUT THE REPORT – Reporting Framework
(e) Board statement and associated governance structure for sustainability practices	BOARD STATEMENT

GRI Content Index

GRI Standard	Disclosure	Reference/Description
Statement of use		HealthBank has reported the information cited in this GRI content index for the period from 1 January 2023 to 31 December 2023 with reference to the GRI Standards.
GRI 1 used		GRI 1: Foundation 2021

SUSTAINABILITY REPORT

GENERAL DISCLOSURE			
GRI 2: General Disclosures 2021	2-1	Organisational details	BOARD STATEMENT; ABOUT THE REPORT – Reporting Scope and Period
	2-2	Entities included in the organisation's sustainability reporting	ABOUT THE REPORT – Reporting Scope and Period
	2-3	Reporting period, frequency and contact point	ABOUT THE REPORT – Reporting Scope and Period, Feedbacks
	2-4	Restatements of information	No restatement was made in FY2023.
	2-5	External assurance	ABOUT THE REPORT – Independent Assurance
	2-6	Activities, value chain and other business relationships	ORGANISATIONAL PROFILE
	2-7	Employees	SOCIAL – Diversity and Equal Opportunities
	2-9	Governance structure and composition	BOARD STATEMENT – Our Sustainability Governance Structure
	2-12	Role of the highest governance body in overseeing the management of impacts	BOARD STATEMENT – Our Sustainability Governance Structure
	2-13	Delegation of responsibility for managing impacts	BOARD STATEMENT – Our Sustainability Governance Structure
	2-14	Role of the highest governance body in sustainability reporting	BOARD STATEMENT – Our Sustainability Governance Structure
	2-22	Statement on sustainable development strategy	BOARD STATEMENT – Our Sustainability Strategy
	2-23	Policy commitments	CORPORATE GOVERNANCE – Business Ethics and Compliance
	2-27	Compliance with laws and regulations	CORPORATE GOVERNANCE – Business Ethics and Compliance
	2-28	Membership associations	Member of Singapore Business Federation
2-29	Approach to stakeholder engagement	STAKEHOLDER ENGAGEMENT	
GRI 3: Material Topics 2021	3-1	Process to determine material topics	MATERIALITY ASSESSMENT
	3-2	List of material topics	MATERIALITY ASSESSMENT
	3-3	Management of material topics	GOVERNANCE; ECONOMIC; ENVIRONMENTAL; SOCIAL

SUSTAINABILITY REPORT

MATERIAL TOPICS

GRI 201: Economic Performance 2016	201-2	Financial implications and other risks and opportunities due to climate change	ENVIRONMENTAL – Climate Change Mitigation and Adaptation
GRI 205: Anti-corruption 2016	205-2	Communication and training about anti-corruption policies and procedures	ECONOMIC – Anti-corruption and Whistleblowing
	205-3	Confirmed incidents of corruption and actions taken	ECONOMIC – Anti-corruption and Whistleblowing
GRI 302: Energy 206	302-1	Energy consumption within the organisation	ENVIRONMENTAL – Energy and Emissions Management
GRI 305: Emissions 206	305-1	Direct (Scope 1) GHG emissions	ENVIRONMENTAL – Energy and Emissions Management
	305-2	Energy indirect (Scope 2) GHG emissions	ENVIRONMENTAL – Energy and Emissions Management
	305-7	Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	ENVIRONMENTAL – Energy and Emissions Management
GRI 308: Supplier Environmental Assessment 2016	308-1	New suppliers that were screened using environmental criteria	ENVIRONMENTAL – Supplier Environmental Assessment
	308-2	Negative environmental impacts in the supply chain and actions taken	ENVIRONMENTAL – Supplier Environmental Assessment
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	SOCIAL – Diversity and Equal Opportunities
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	SOCIAL – Fair Employment
GRI 403: Occupational Health and Safety 2018	403-9	Work-related injuries	SOCIAL – Occupational Health and Safety
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	SOCIAL – Training and Education
GRI 405: Diversity and equal opportunity 2016	405-1	Diversity of governance bodies and employees	SOCIAL – Diversity and Equal Opportunities
GRI 406: Non-discrimination 2016	406-1	Incidents of discrimination and corrective actions taken	SOCIAL – Fair Employment
GRI 413: Local communities 2016	413-1	Operations with local community engagement, impact assessments, and development programs	SOCIAL – Supporting Local Communities
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	SOCIAL – Customer Privacy Protection

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**” or “**Directors**”) of HealthBank Holdings Limited (the “**Company**”) is committed to ensuring a high standard of corporate governance within the Company and its subsidiaries (the “**Group**”), as a fundamental part of its responsibilities to protect and enhance shareholders’ value and the financial performance of the Group.

This report outlines the Company’s corporate governance framework and practices with specific reference to the principles of the Code of Corporate Governance 2018 (the “**Code**”) for the financial year ended 31 December 2023 (“**FY2023**”). Pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), a company listed on the SGX-ST must comply with principles of the Code, or explicitly identify and explain variations from the Code. The Company is pleased to report that for FY2023, the Group has adhered closely with the core principles of corporate governance laid down by the Code. Where there are any deviations from the provisions of the Code, the Company has explained in this report on how its practices are consistent with the intent of the relevant principles.

This report is divided into four (4) main sections:

1. Board Matters
2. Remuneration Matters
3. Accountability and Audit
4. Shareholder Rights and Engagement

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the Catalist Rules.

1. BOARD MATTERS

1.1. The Board’s Conduct of Affairs

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

The Board’s primary role is to protect and enhance shareholders’ value. The responsibilities of the Board include:

- (a) providing entrepreneurial leadership, setting strategic direction, determining the Group’s values and standards (including ethical standards) and ensuring the overall corporate policies of the Group and necessary resources are in place for the Group to meet its objectives;
- (b) overseeing the evaluation of the adequacy and effectiveness of financial reporting, internal controls and risk management frameworks;
- (c) monitoring the Board composition, processes and performance;
- (d) setting financial objectives and monitoring the Group’s financial performance and the performance of the Company’s management team (“**Management**”);
- (e) balancing the demands of the business with those of the Company’s stakeholders and ensuring obligations to material stakeholder groups (including shareholders) are met; and
- (f) considering sustainability issues as part of its strategic formulation.

CORPORATE GOVERNANCE REPORT

All Directors exercise due care in discharging their duties and responsibilities and are obliged to act in good faith and consider at all times the interests of the Company. The Company has established terms of reference for the conduct of Board matters. All staff are expected to uphold high standards of integrity that are in compliance with the Company's internal code as well as laws and regulations of the countries in which they operate. The Board extends these standards to operations of the Group's subsidiaries. For example, on 9 January 2021, the Group through its wholly-owned subsidiary, Elite Management (Singapore) Pte. Ltd., established and operated a company known as Hainan Zhongyuan Cultural Tourism Co., Ltd (the "**JV Company**") in China to conduct the business of properties investment and management. The Company has established a code of business ethics that sets the principles of business ethics and covers areas such as business conduct, protection of JV Company's assets, confidentiality of information and conflicts of interest.

Directors must avoid situations in which their own personal or business interests conflict or potentially conflict with the interest of the Group, directly or indirectly. Each Director is required to promptly disclose any actual, potential and perceived conflict of interest in relation to any matter as soon as is practicable after the relevant facts have come to his/her knowledge. On an annual basis, each Director is also required to submit details of his/her associates for the purpose of monitoring interested persons transactions. When an actual, potential or perceived conflict of interest arises, the concerned Director must recuse himself/herself from discussions and decisions involving the matter, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion, and abstain from voting on resolutions regarding the matter.

Directors are involved in the supervision of the management of the Group's operations. The Company has internal guidelines and approval limits for operational, financial and capital expenditure requirements. Under these guidelines, the matters which specifically require the Board's decision or approval are those involving, *inter alia*, the following:

- (a) corporate strategy, business plans and all matters of strategic importance;
- (b) investment and divestment proposals;
- (c) funding decisions of the Group;
- (d) nominations of directors for appointment to the Board and appointment of key management personnel ("**KMP**");
- (e) announcement of half-year and full-year results, the Annual Reports and financial statements;
- (f) material acquisitions and disposal of assets;
- (g) corporate or financial restructuring;
- (h) share issuances;
- (i) dividends and other returns to shareholders; and
- (j) Directors' and KMP's remuneration.

CORPORATE GOVERNANCE REPORT

The Executive Directors are appointed by way of service agreements while the Non-Executive Directors are appointed by way of letters of appointment. The duties and responsibilities of the Directors are clearly set out in these service agreements and letters of appointment. Directors newly appointed to the Board will undergo a comprehensive and tailored orientation program and will be provided with materials to help them familiarise themselves with their duties as a Director, how to discharge those duties, and business and governance practices of the Company.

For newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore, the Company will, pursuant to Rule 406(3)(a) of the Catalist Rules, within one year from their dates of appointment, arrange for such Director to undergo training in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST. Such prescribed training courses are organised by the Singapore Institute of Directors. The newly appointed Directors are also encouraged to attend other courses by various training institutions which cover areas such as management, accounting, legal, compliance and industry-specific knowledge, where appropriate, in connection with the Director's duties.

To enable the Directors to gain a better understanding of the Group's business, they are encouraged to request for further explanations, briefings or informal discussions on the Company's operations or business with the Management. Directors are also given opportunities to visit the Group's operational facilities and meet with the Management.

As part of their continuing education, the Directors may at the Company's expense attend relevant training seminars or informative talks to apprise themselves of legal, financial and other regulatory developments. The Directors are updated, where requested, on the requirements, as well as amendments thereto, of the SGX-ST and other statutory and regulatory bodies from time to time, to enable them to make well-informed decisions and carry out their roles and responsibilities competently.

The Company is responsible for arranging and funding the training of the Directors. The Company may from time to time arrange for the Directors to attend seminars and receive training to improve themselves in the discharge of their duties as Directors. The Company also works closely with professionals to provide its Directors with updates on changes to relevant laws, regulations and accounting standards. All Directors have undergone an average of 4 hours of training on sustainability matters as prescribed by the SGX-ST. Mr. Gan Fong Jek, who was appointed as a Director on 1 July 2023, had prior to joining our Board, undergone the training prescribed by the SGX-ST.

During FY2023, the Directors were provided with updates on changes in laws and regulations which were of relevance to the Group, including amendments to the Companies Act 1967 of Singapore ("**Companies Act**") and the Catalist Rules. The external auditors regularly update the Audit Committee and the Board on the developments in the Singapore Financial Reporting Standards (International) which are applicable to the Group. Changes to regulations and accounting standards are monitored closely by the Management. In addition, the Management regularly updates and familiarises the Directors on the business activities of the Group during Board and Board committee meetings.

The Board meets on a half-yearly basis and ad-hoc meetings may be convened whenever deemed necessary to address any specific issue of significance that may arise. The Board approves resolutions by way of written resolutions, which are circulated to the Board together with all relevant information regarding the proposed matter. The Company's Constitution allows a Board meeting to be conducted by means of telephone conference or other methods of simultaneous communication whether by electronic or other means.

CORPORATE GOVERNANCE REPORT

In carrying out and discharging its duties and responsibilities efficiently and effectively, the Board is assisted by various Board committees, namely the Audit Committee (the "AC"), the Nominating Committee (the "NC") and the Remuneration Committee (the "RC"). Each Board committee has its own terms of reference, setting out its composition, authorities and duties, and these terms have been approved by the Board. All Board committees are chaired by an Independent Director. While these Board committees are delegated with certain responsibilities, the responsibility for decisions relating to matters under the purview of the Board committees ultimately lies with the entire Board.

The attendance of the Directors at meetings of the Board and Board committees during FY2023, as well as the frequency of such meetings, is disclosed below:

Name of Director	Board	AC	RC	NC	Annual General Meeting ("AGM")
Number of meetings held in FY2023	2	3	1	1	1
Attendance					
Mr. Ng Fook Ai Victor	2 [#]	3	1	1 [#]	1 [#]
Mr. Peng Fei George	2	3 [*]	1 [*]	1 [*]	1
Mr. Peng Weile	2	3 [*]	1 [*]	1 [*]	1
Ms. Lo Fui Chu	2	3 [#]	1 [#]	1	1
Mr. Gan Fong Jek ⁽¹⁾	1	2	-	-	-
Mr. Chai Ming Hui ⁽²⁾	1	1	1	1	-

Notes:

* Attendance as invitee

Attendance as chairman

- (1) Mr. Gan Fong Jek was appointed as an Independent Non-Executive Director, the Chairman of the NC and a member of the RC and the AC on 1 July 2023. He attended all Board and Board committee meetings held during his term of service as a Director in FY2023.
- (2) Mr. Chai Ming Hui resigned as a Non-Independent Non-Executive Director, a member of the NC, the RC and the AC on 6 April 2023. He attended all Board and Board committee meetings held during his term of service as a Director in FY2023.

When a Director holds multiple board representations and other principal commitments, the NC considers whether the Director is able to and has adequately carried out his/her duties as a Director of the Company. Having regard to the effectiveness of the Board, the Directors' attendance and deliberations at meetings of the Board and Board committees and the time spent by the Directors on the Company's affairs, the NC is of the opinion that Directors holding multiple board representations and other principal commitments have given sufficient time and attention to the affairs of our Group. Therefore, and until such need arises, the NC and the Board do not propose to set a limit on the number of listed company board representations which the Directors may hold.

CORPORATE GOVERNANCE REPORT

The Management recognises the importance of providing timely information to the Board so that it may discharge its duties effectively. The Management regularly furnishes the Board and where appropriate, each Director, with information about the Group as well as the relevant background information or explanatory information relating to the matters to be discussed at Board meetings for the Board to comprehensively understand the issues to be deliberated and make informed decisions thereon. Prior to the announcement of half-yearly and full year results, the Executive Directors will present the Group's performance together with explanatory details of its operations to the AC, which will review and recommend the same to the Board for approval and authorisation for the announcement of the results.

Any additional materials or information requested by the Directors are promptly furnished. If necessary, management staff able to explain and provide insights to the matters to be discussed are invited to make presentations and answer any queries that the Directors may have.

The Board has separate and independent access to the Management, the Company Secretary and external professionals, including the continuing sponsor, auditors and other advisers where necessary. Each Director has the right to seek independent legal and other professional advice, at the Company's expenses, concerning any aspect of the Group's operations or undertakings in order to fulfil his/her duties and responsibilities as a Director.

The Company Secretary and/or his representatives attend(s) all Board and Board committee meetings. The Company Secretary, together with the Management, is responsible for ensuring that appropriate procedures are followed and the requirements of the Companies Act and the Catalist Rules are complied with. The Company Secretary also assists on governance matters from time to time. Under the direction of the Chairman, the Company Secretary and the Management facilitate the flow of information within and across the Board and its Board committees, and between the Management and Non-Executive Directors. The appointment and the removal of the Company Secretary is decided by the Board as a whole.

1.2. Board Composition and Guidance

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

The Board currently consists of five (5) members, including two (2) Executive Directors and three (3) Independent Non-Executive Directors. As the Chairman of the Board is an Independent Director, this Board composition complies with the Code's requirement for Non-Executive Directors to make up a majority of the Board. As at the date of this Annual Report, the Directors are:

Executive Directors

Mr. Peng Fei George	Executive Director and Chief Executive Officer ("CEO")
Mr. Peng Weile	Executive Director

Independent Non-Executive Directors

Mr. Ng Fook Ai Victor	Independent Non-Executive Chairman
Ms. Lo Fui Chu	Independent Non-Executive Director and Chairman of the AC and the RC
Mr. Gan Fong Jek	Independent Non-Executive Director and Chairman of the NC

CORPORATE GOVERNANCE REPORT

Board independence

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

The requirement of an appropriate level of Board independence being critical in corporate governance, the Catalist Rules strictly stipulate when a Director will not be considered independent. Under Rule 406(3)(d) of the Catalist Rules, a Director will not be considered independent if he: (a) is employed by the issuer or any of its related corporations for the current or any of the past three (3) financial years; (b) has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the current or any of the past three (3) financial years, and whose remuneration is or was determined by the remuneration committee of the issuer; or (c) has been a director of the issuer for an aggregate period of more than nine (9) years (whether before or after the issuer was listed on the SGX-ST. With respect to sub-paragraph (c), such Director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer.

The NC and the Board review the independence of the Independent Directors annually. Each Independent Director is required to complete a checklist annually to confirm his/her independence. The checklist is drawn up based on the Code’s provision and its Practice Guidance as well as the Catalist Rules. The NC and the Board have conducted this review for the current financial year ending 31 December 2024 and based on the Code and its Practice Guidance as well as the Catalist Rules, have ascertained that the Independent Directors, namely Mr. Ng Fook Ai Victor, Ms. Lo Fui Chu and Mr. Gan Fong Jek, are independent.

Having regard to the scope and nature of the Group’s operations, the Board and NC are of the view that the current size and structure of the Board and Board committees are appropriate for effective decision making. Further, the Chairman of the Board being an Independent Director and majority of the Board members being Independent Directors, there exists a strong independent element to ensure that objective judgement is exercised on corporate affairs.

Board diversity

In addition to a review of the degree of independence of the Board, the Board’s composition is also reviewed on an annual basis by the NC to ensure that the Board has an appropriate mix of expertise and experience, and the Directors collectively possess the necessary core competencies for effective functioning and informed decision-making.

The Company maintains a board diversity policy that aims to ensure an appropriate balance of diversity of skills, knowledge, experience, gender and age on the Board, with core competencies in accounting and finance, business and management experience, industry knowledge and strategic planning expertise. As each Director brings valuable insights from different perspectives vital to the strategic interest of the Group, the NC considers that the Directors possess the necessary competencies to provide the Management with a diverse and objective perspective on issues to lead and govern the Group effectively. During FY2023 and as of the date of this Annual Report, there was and is one (1) female Director in the Board of five (5) members.

CORPORATE GOVERNANCE REPORT

The NC is of the view that the current Board composition serves the needs and plans of the issuer. Apart from possessing the core competencies listed above, certain Directors of our Group, including our Executive Directors, have substantial experience in conducting business in China, where our Group carries out a significant portion of its business.

Moving forward, the Company targets to maintain an optimal balance of diversity, beyond gender diversity, on the Board. To that end, the Company may from time to time arrange appropriate training and upskilling courses for the Directors so that they may acquire, hone or refine skillsets and knowledge beneficial to our Group's operations, and will where in the Group's best interests change the composition of the Board by changes in Board appointments. In sourcing for potential Directors, the Company and NC first consider the current composition of the Board and whether there would in addition be particular skills, knowledge, expertise or other attributes that are currently lacking from the Board and/or that could contribute positively to the Group. This allows for a meaningful consideration of diversity requirements of the Board when changes to Board composition are made. Instead of setting a fixed timeline for achieving set Board diversity targets, as diversity is dependent on a host of factors which vary in importance from time to time, our Company aims to maintain, on an overall basis, an optimal level of Board diversity taking into account the competencies and attributes described in this section. The NC is responsible for reviewing the level of Board diversity and whether this target is achieved.

The Independent Directors will constructively review and assist in the development of proposals on strategy, in reviewing the performance of the Management in meeting agreed goals and objectives, and in monitoring the reporting of performance. When necessary, the Independent Directors will hold discussions/meetings amongst themselves without the presence of the Management. The feedback and views expressed by the Independent Directors will be communicated to the Board if appropriate.

1.3. Chairman and CEO

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

The Company adopts a dual leadership structure whereby the positions of Chairman of the Board and CEO are separate and distinct, each having their own areas of responsibilities.

The Independent Non-Executive Chairman of the Board, Mr. Ng Fook Ai Victor, is assisted by the Board committees and the Company Secretary in ensuring compliance with the Group's guidelines on corporate governance. The Chairman is responsible for, among others:

- (a) leading the Board to ensure its effectiveness on all aspects of its role;
- (b) setting the agenda and ensuring that adequate time is available for discussion of all agenda items and strategic issues;
- (c) promoting a culture of openness and debate at the Board;
- (d) ensuring that the Directors receive complete, adequate and timely information;
- (e) ensuring effective communication with shareholders and other stakeholders;
- (f) encouraging constructive relations within the Board and between the Board and the Management;
- (g) facilitating the effective contribution of Non-Executive Directors in particular; and
- (h) promoting high standards of corporate governance.

CORPORATE GOVERNANCE REPORT

The CEO, Mr. Peng Fei George, is responsible for formulating and setting strategic directions for the Group, as well as managing the Group's corporate finance investments, development, growth and daily operations.

The Company believes that a distinctive separation of responsibilities between the Chairman of the Board and the CEO will ensure an appropriate balance of power, increased accountability and greater capacity for the Board to exercise independent decision-making.

The Independent Directors provide unbiased and independent views, advice and judgment to safeguard the interests of not only the Group but also its stakeholders, employees, customers and suppliers. Furthermore, the Board is of the view that given the separate functions and purview of the Board committees, there are adequate safeguards in place to prevent an unbalanced concentration of power, authority and decision making in a single individual.

1.4. Board Membership

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

The NC comprises three (3) Independent Directors. As at the date of this Annual Report, the NC members are:

Mr. Gan Fong Jek	(Chairman)
Ms. Lo Fui Chu	(Member)
Mr. Ng Fook Ai Victor	(Member)

The NC is guided by written terms of reference that describe the responsibilities of its members.

The NC's responsibilities, as set out in its terms of reference, include the following:

- (a) reviewing and making recommendations to the Board on all candidates, including alternate directors, nominated for appointment or re-appointment to the Board (whether nominated by the Board, shareholders or otherwise), taking into account the candidate's track record, age, gender, qualification, experience, capabilities and other relevant factors;
- (b) identifying and making recommendations to the Board as to the Directors who are to retire by rotation and be put forward for re-election at each AGM of the Company, having regard to the Directors' contribution and performance (such as their attendance, preparedness, participation and candour), including, if applicable, as Independent Directors;
- (c) determining annually whether a Director is independent, bearing in mind the circumstances set out in Provision 2.1 of the Code, the Catalist Rules, the SGX-ST's practice guidelines and other salient factors;
- (d) deciding, in relation to a Director holding multiple board representations, whether such Director is able to and has been adequately carrying out his duties as Director of the Company. If the NC considers it necessary, it shall make recommendations to the Board on the guidelines to be implemented to address the competing time commitments faced by Directors serving on multiple boards;

CORPORATE GOVERNANCE REPORT

- (e) ensuring that, in connection with the re-election of Directors at AGMs of the Company, sufficient information is provided to the shareholders so as to enable them to make an informed decision;
- (f) identifying and nominating candidates for the approval of the Board to fill vacancies in the Board as and when they arise;
- (g) reviewing training and professional development programs for the Board and its Directors and ensuring that all Board appointees undergo appropriate induction programs;
- (h) reviewing all candidates nominated for appointment as the Company's chairman, CEO, chief financial officer, chief operating officer, general officer or other executive officer by whatever name called who has responsibilities and functions similar to any of the said officers;
- (i) reviewing any new employment and promotion of a relative of a Director or CEO or substantial shareholder of the Company to a managerial position (as defined under Catalist Rules) in the Company or its principal subsidiaries and the proposed terms of their employment;
- (j) putting in place plans for succession, in particular, of the chairman of the Board, the CEO of the Company and KMP;
- (k) at least once every financial year, reviewing (and thereafter, making recommendations to the Board regarding) the Board's structure, size, composition and core competencies, taking into account the proportion of Executive and Non-Executive Directors, and Independent and Non-Independent Directors, and having regard at all times to the principles of corporate governance, the Code and the Catalist Rules;
- (l) procuring that at least one-third of the Board shall comprise Independent Directors (or such other minimum proportion and criteria as may be specified in the Code and the Catalist Rules from time to time);
- (m) proposing, for approval by the Board, objective performance criteria that allow comparison with the Company's industry peers to evaluate the effectiveness of the Board as a whole, the effectiveness of the respective Board committees, and the contribution by each Director to the effectiveness of the Board. Once approved by the Board, the performance criteria shall not be changed without proper justification from the Board; and
- (n) undertaking such other functions and duties as may be required by the Board, the Code and the Catalist Rules.

The NC conducts an annual review of the balance, diversity and size of the Board to determine whether any changes are required in relation to the Board composition. The Chairman of the Board should act on the results of the performance evaluation, and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors, in consultation with the NC. Further details on the performance evaluation procedures are set out in Section 1.5 below.

CORPORATE GOVERNANCE REPORT

The NC may nominate new members to the Board which retains the final discretion in appointing such new Directors. In the search, nomination and selection process for new Directors, the NC identifies the key attributes that an incoming Director should have, based on the mix of the attributes of the existing Board and the requirements of the Group. Thereafter, the NC taps on the resources of the existing Directors' personal contacts and other professionals' recommendations of potential candidates for the shortlisting process. If candidates shortlisted are not suitable or if deemed appropriate by the NC, executive recruitment agencies are appointed to assist in the search process. Interviews are set up with potential candidates for NC members to assess them, before a decision is reached.

The NC, in considering the re-election of an incumbent Director, evaluates such Director's contributions in terms of experience, business perspective and attendance at meetings of the Board and Board committees and whether such Director participates pro-actively in meetings. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his/her performance or re-nomination as Director.

Under the Company's Constitution, all Directors, including Executive Directors, are required to submit themselves for re-nomination and re-election every three (3) years. Regulation 107 of the Company's Constitution provides that one-third of the Board, or the number nearest to one-third is to retire by rotation at every AGM of the Company. In addition, Regulation 117 of the Company's Constitution provides that new Directors appointed during the year either to fill a casual vacancy or as an addition to the Board are required to submit themselves for re-election at the next AGM of the Company. Accordingly, the following Directors are retiring at the forthcoming AGM:

- (a) Mr. Peng Fei George (per Regulation 107); and
- (b) Mr. Gan Fong Jek (per Regulation 117).

Mr. Peng Fei George and Mr. Gan Fong Jek, being eligible, have offered themselves for re-election and after assessing their past and present contributions, performance, qualifications and working experience, the NC has recommended their re-election to the Board and the Board has approved the same. Mr. Peng Fei George and Mr. Gan Fong Jek (as applicable) have each abstained from the NC's recommendation pertaining to their individual re-election and from voting on the Board resolutions pertaining to their individual re-election. The details of the Directors seeking re-election as required under Rule 720(5) of the Catalist Rules are set out in the "Additional Information on Directors Seeking Re-election" section of this Annual Report.

As described at Section 1.2 of this report, the Company has put in place a process to ensure the continuous monitoring of each Director's independence. Each Independent Director is required annually to complete a checklist to confirm his/her independence. Further, an Independent Director must immediately disclose to the NC any relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of his/her independent business judgement in the best interests of the Company. Having conducted its review, the NC has noted no relationship or circumstance which puts the independence of the Independent Directors in question and is of the view that all Independent Directors have satisfied the criteria for independence.

In respect of FY2023, the NC is satisfied that where Directors held other listed company board representations and/or other principal commitments, the Directors were able to adequately carry out and had adequately carried out their duties as Directors of the Company. In determining the capacity of the Directors, the NC took into account attendance and contribution at Board and Board committee meetings and ad-hoc discussions by each Director.

CORPORATE GOVERNANCE REPORT

As at the date of this Annual Report, the listed company directorships and principal commitments of each Director (aside from appointments held in and commitments to the Group) are set out below:

Name of Director	Position	Present directorships in other listed companies	Present principal commitments
Ng Fook Ai Victor	Independent Non-Executive Chairman	<ol style="list-style-type: none"> Independent Director and Chairman of Quantum Healthcare Limited Independent Director of Soilbuild Construction Group Ltd. Independent Director of The Place Holdings Limited Independent Director of Sunshine 100 China Holdings Ltd 	Nil
Peng Fei George	Executive Director and CEO	Nil	Nil
Peng Weile	Executive Director	Nil	Nil
Lo Fui Chu	Independent Non-Executive Director	Nil	Chief Financial Officer of iOThree Limited
Gan Fong Jek	Independent Non-Executive Director	Independent Director of ecoWise Holdings Limited	Founding Chief Executive Officer, Managing Partner and Chief Investment Officer of Jubilee Capital Management Pte Ltd

The Board does not have any alternate directors.

1.5. Board Performance

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

The Board has implemented a process to be carried out by the NC for assessing the effectiveness of the Board and Board committees and for assessing the contribution from each Director to the effectiveness of the Board.

The NC assesses the overall effectiveness of the Board by having all members of the Board complete an Assessment Checklist, which takes into consideration factors such as understanding of the Group, understanding of the Board's roles and responsibilities, the Board's structure and composition, conduct of Board meetings, strategic leadership and monitoring of the Management's performance.

CORPORATE GOVERNANCE REPORT

Likewise, the NC assesses the effectiveness of the Board committees by having members of each Board committee complete an Assessment Checklist for that respective Board committee, which takes into consideration factors such as committee composition, conduct of Board committee meetings, and understanding and fulfilment of the respective Board committee's roles and responsibilities.

The NC assesses the individual Directors' performance by having each Director complete an Individual Director Self-Assessment Checklist, which takes into consideration factors such as commitment of time to meetings, level of participation and contribution at such meetings, leadership, industry knowledge and sharing of other technical knowledge in specific areas such as strategic planning, finance/accounting, risk management etc. This evaluation aims to assess whether each Director continues to contribute effectively and demonstrate commitment to the role.

The Board reviews the assessment conducted by the NC and where necessary makes changes to further improve the effectiveness of the Board. The performance criteria shall not be changed from year to year without justification. Each member of the NC and the Board shall abstain from the assessment of his/her performance. The Board has completed this review for FY2023 and is of the view that the Board and its committees operated effectively and met their performance objectives, and each Director contributed to the Board's effectiveness in FY2023.

No external facilitator was engaged by the Board for this purpose. The NC has full authority to obtain at the Company's expense any external facilitator service as and when the need arises.

2. REMUNERATION MATTERS

2.1. Procedures for Developing Remuneration Policies

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

The RC comprises three (3) Independent Directors. As at the date of this Annual Report, the RC members are:

Ms. Lo Fui Chu	(Chairman)
Mr. Ng Fook Ai Victor	(Member)
Mr. Gan Fong Jek	(Member)

The RC is guided by written terms of reference that describe the responsibilities of its members.

The RC is responsible for:

- (a) recommending to the Board a framework for the Board's remuneration and determining the specific remuneration package for each Executive Director and the KMP of the Company. The RC's recommendations should cover all aspects of remuneration including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination terms (if applicable);
- (b) reviewing and approving the Management's remuneration and any adjustment proposals;

CORPORATE GOVERNANCE REPORT

- (c) reviewing, on an annual basis, the remuneration and any adjustments thereto of employees who are substantial shareholders of the Company, or who are related to a Director, CEO or substantial shareholder of the Company, to ensure that their remuneration packages are in line with the Group's employee remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. Any bonuses, pay increases and/or promotions for these related employees will also be subject to the review and approval of the RC;
- (d) reviewing the terms of any proposed employment of related employees who are substantial shareholders of the Company, or who are related to a Director, CEO or substantial shareholder of the Company;
- (e) reviewing the remuneration of the Executive Directors and KMP (who are not also Directors or the CEO) of the Company prior to the meeting of the RC for that financial year, to be confirmed for recommendation to the Board at that meeting, which shall take place before the Board's approval of the audited financial statements for the immediately preceding financial year;
- (f) reviewing the service contract of executive Directors or appointment letter of non-executive Directors at their initial appointment and prior to approval for such contract to be renewed;
- (g) ensuring that performance-based elements of remuneration align with the interests of both the Executive Directors and KMP, and the shareholders, and are tied to corporate and individual performance. Performance assessment measures should be appropriate and meaningful;
- (h) implementing other forms of long-term incentive schemes where necessary;
- (i) considering whether Directors or Management should be eligible for benefits under long-term incentive schemes;
- (j) administering the Company's share option scheme (if any), including without limitation:
 - (i) identifying Directors and employees of the Company and its subsidiary companies to whom options should and can be granted;
 - (ii) determining the timing for grant of options;
 - (iii) determining the number of shares over which options are to be granted; and
 - (iv) determining the exercise price at which options are to be granted;
- (k) considering and making recommendations to the Board concerning the disclosure of details of the Company's remuneration policy, level and mix of remuneration, procedure for determining remuneration, and details of the specific remuneration packages of the Directors and top five (5) KMP of the Company, in addition (if appropriate) to those required by law or by the Code; and
- (l) undertaking such other functions and duties as may be required by the Board, the Code and the Catalist Rules.

CORPORATE GOVERNANCE REPORT

The recommendations of the RC are submitted for and subject to endorsement by the entire Board. As indicated above, all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments (if any) shall be within the RC's remit. Each member of the RC shall abstain from voting on any resolutions in respect of his/her remuneration package.

The RC has not engaged any external professional remuneration consultant in considering the remuneration matters of the Directors or KMP for FY2023. The RC has full authority to obtain at the Company's expense any external professional advice on matters relating to remuneration as and when the need arises. The RC will ensure that any relationship between the appointed consultant and any Director or the Company will not affect the independence and objectivity of the remuneration consultant.

2.2. Level and Mix of Remuneration

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

The Company's remuneration policy seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. In deciding remuneration packages, the RC ensures that the Executive Directors and KMP are adequately but not excessively remunerated as compared to industry standards and comparable companies.

The Company's remuneration policy for its Executive Directors and KMP (who are not Directors or the CEO) consists of a fixed component and a variable component. The fixed component takes the form of a base salary and/or fixed bonus, and the variable component takes the form of a variable bonus. The variable bonus takes into account the performance of the Group and the performance of the individual Executive Directors and KMP (who are not Directors or the CEO), as well as the Singapore employment market rates.

The Company does not have any employee share scheme or other long-term employee incentive scheme. The RC may consider other forms of long-term incentive schemes for the Management when necessary.

The Non-Executive Directors do not have service agreements with the Company and do not receive any salary from the Company. The Non-Executive Directors are paid fixed Directors' fees, which are determined by the Board as commensurate to their level of contribution, taking into account factors such as effort, time committed and responsibilities. The Directors' fees are subject to approval by shareholders of the Company at each AGM. The Independent Directors have not been over-compensated to the extent that their independence is compromised.

CORPORATE GOVERNANCE REPORT

Service agreements

The Company has entered into separate service agreements (the “**Service Agreements**”) with the Executive Directors, namely Mr. Peng Fei George on 1 January 2018 and Mr. Peng Weile on 12 September 2017 respectively. Under the terms of the Service Agreements, upon the expiry of an initial period of three (3) years, the employment of the Executive Directors shall be automatically renewed for a period of two (2) years (and thereafter automatically renewed every two (2) years) on such terms and conditions as the parties may agree.

Under the Service Agreements, the current Executive Directors, Mr. Peng Fei George and Mr. Peng Weile, are entitled to an annual fixed bonus of one (1) month of their respective last drawn salary. They are also entitled to receive an annual performance bonus, the amount of which is to be determined in the absolute discretion of the RC. The Group will pay all reasonable travelling, hotel and other expenses incurred by the Executive Directors in connection with its business. In addition, the Group shall reimburse the Executive Directors for all reasonable medical expenses in accordance with its personnel policy. The salary of each Executive Director is subject to review by the RC after the financial statements of the Group for the immediately preceding financial year have been audited. The Executive Directors shall abstain from voting in respect of any resolution or decision to be made by the Board in relation to the terms and renewal of their Service Agreements.

The JV Company entered into a service agreement with Mr. Peng Fei George on 31 December 2020 appointing him as Acting General Manager with effect from 1 January 2021. There is no fixed term for this appointment as this appointment is intended to last until a permanent General Manager is appointed by the JV Company.

Save as disclosed, there are no existing or proposed service agreements between the Company and any of its Directors. There are no existing or proposed service agreements entered or to be entered into by the Directors with the Group which provide for benefits upon termination of employment.

The Company does not have a contractual right to reclaim incentive components of remuneration from the Executive Directors and KMP in exceptional circumstances of misstatement of financial results, or misconduct resulting in financial loss to the Company. As the Executive Directors and the KMP owe a fiduciary duty to the Company, it is expected that in the event of such breach of fiduciary duty, the Company will be able to adequately avail itself of remedies against the Executive Directors and KMP. Nonetheless, the RC will review the need for such contractual provision as and when necessary.

CORPORATE GOVERNANCE REPORT

2.3. Disclosure of Remuneration

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

A breakdown of each Director's remuneration by component in FY2023 is as follows:

Remuneration band and name of Director	Director's fee ⁽¹⁾	Salary, CPF and allowance	Performance related bonus	Total
	%	%	%	%
Below S\$100,000				
Mr. Peng Weile ⁽²⁾	-	100	-	100
Mr. Peng Fei George ⁽²⁾	-	100	-	100
Mr. Ng Fook Ai Victor	100	-	-	100
Ms. Lo Fui Chu	100	-	-	100
Mr. Chai Ming Hui ⁽³⁾	100	-	-	100
Mr. Gan Fong Jek ⁽⁴⁾	100	-	-	100

Notes:

- (1) The Directors' fees for FY2023 were approved at the Company's AGM held on 28 April 2023.
- (2) Mr. Peng Weile and Mr. Peng Fei George are each a substantial shareholder of our Company, and their remuneration is disclosed in a band no wider than S\$100,000 in accordance with Provision 8.2 of the Code.
- (3) Mr. Chai Ming Hui was appointed as a Director on 14 February 2023 and resigned on 6 April 2023. Hence, Directors' fees paid to him for FY2023 were pro-rated based on his length of service during FY2023.
- (4) Mr. Gan Fong Jek was appointed as a Director on 1 July 2023. Hence, Directors' fees paid to him for FY2023 were pro-rated based on his length of service during FY2023.

In FY2023, the Company only had one (1) KMP (who was not a Director or CEO of the Company), being the Finance Manager. A breakdown of the Finance Manager's remuneration in FY2023 by component is as follows:

Remuneration band and name of KMP (who are not Directors or the CEO)	Salary, CPF and allowance	Performance related bonus	Total
	(%)	(%)	(%)
Below S\$250,000			
Ms. Kerk Chin Lee	100	-	100

CORPORATE GOVERNANCE REPORT

Given the general sensitivity and confidentiality of remuneration matters, this report does not disclose the exact remuneration of each Director and KMP (who are not Directors or the CEO) or the aggregate remuneration of such persons. The Board is of the view that full disclosure of the total remuneration paid to each of the above KMP would not be in the interests of the Company as such information may be exploited by competitors. Additionally, such disclosure may undermine the cohesion and team spirit currently prevailing among senior management executives of the Group. However, the Company makes disclosure of remuneration in bands of S\$250,000 for KMP (who are not Directors or the CEO) and in bands of S\$100,000 for Directors and employees who are substantial shareholders of the Company, which provides a good overview and is informative of the remuneration of each such persons. The Company is cognisant of the new Catalist Rule 1204(10D), which was implemented with effect from 11 January 2023 and will disclose the exact amounts of remuneration paid to each individual Director and the CEO, on a named basis and with the requisite breakdown, by the Company and its subsidiaries in its annual report in respect of the financial year ending 31 December 2024 onwards.

Save as disclosed, there is no employee of the Group who is a substantial shareholder of the Company or an immediate family member of any Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeded S\$100,000 during FY2023.

The Board is of the opinion that the information disclosed above is sufficient for shareholders to have an adequate appreciation of the Group's compensation policies and practices and therefore does not intend to issue a separate remuneration report, the contents of which would be largely similar.

3. ACCOUNTABILITY AND AUDIT

3.1. Risk Management and Internal Controls

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

The Board is responsible for the governance of risk, overall risk management and internal controls framework, and places high importance on the need to put in place a system of internal controls within the Group to safeguard shareholders' interest and the Group's assets. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation.

Having assessed the current size of the Group's business operations, the Board does not deem it necessary to establish a board risk committee. Notwithstanding, the Board, with the assistance of the AC, oversees the Management in the design, implementation and monitoring of the risk management and internal controls, and reviews the adequacy and effectiveness of such controls at least annually. The Management regularly reviews the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. In addition, the Management regularly reviews risk management and internal control policies and procedures and highlights significant matters to the Board and the AC. Appropriate measures are put in place to control and mitigate these risks when identified.

The Board and the AC note that all internal controls contain inherent limitations and no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud or other irregularities. The Board maintains an on-going risk assessment process with a view to improve the Group's internal control system.

CORPORATE GOVERNANCE REPORT

The Board and the AC, with the assistance of the internal and external auditors, annually review the adequacy and effectiveness of the Group's risk management and internal controls, including financial, operational, compliance and information technology controls.

The Board, under the AC's recommendation, selected and appointed Wensen Consulting Asia (S) Pte Ltd ("**Wensen Consulting**") as the internal auditor of the Group to review, recommend and carry out subsequent follow-up review of the Group's internal controls in particular, in relation to the sustainability reporting process. Meanwhile, the external auditor, CLA Global TS Public Accounting Corporation ("**CLA Global TS**"), has a keen understanding of the key internal accounting controls assessed to be relevant to their statutory audit. The AC has reviewed the findings of both the internal and external auditors and will ensure that the Company follows up on the auditors' recommendations raised during the audit processes. No material internal control weakness had been raised by the internal and external auditors in the course of their audits for FY2023.

The Board has received assurance from the CEO and the Finance Manager that the Group's financial records have been properly maintained and the financial statements for FY2023 give a true and fair view of the Group's operations and finances.

In addition, the Board has received assurance from the Executive Directors and the Finance Manager that the Group has implemented and will continue to maintain adequate and effective systems of risk management and internal controls.

Based on the internal controls established and maintained by the Group, work performed by the internal auditor and the external auditor, and reviews performed by the Management, the Board, with the concurrence of the AC, is of the opinion that the risk management system and internal controls (including financial, operational, compliance and information technology controls) in place are adequate and effective.

3.2. Audit Committee

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

The AC comprises three (3) Independent Directors. As at the date of this Annual Report, the AC members are:

Ms. Lo Fui Chu	(Chairman)
Mr. Ng Fook Ai Victor	(Member)
Mr. Gan Fong Jek	(Member)

All members of the AC are appropriately qualified and have relevant accounting or financial management expertise and experience. None of them are former partners or directors of, or have any financial interest in, the Company's auditing firm.

The AC assists the Board in discharging its responsibility to safeguard the assets of the Group, maintain adequate accounting records and develop and maintain effective internal controls, with the overall objective of ensuring that the Management creates and maintains an effective system of controls in the Group. The AC also serves as a channel of communication between the Board, the Management and the external auditor on matters relating to audit.

The AC has written terms of reference clearly setting out its authority and duties. The AC is authorized to investigate any matter falling within its written terms of reference and has full access to and co-operation of the Management. The AC has full discretion to invite any Director or KMP to attend its meeting, as well as reasonable resources to enable it to discharge its functions properly. Further, the AC has the authority to obtain independent professional advice.

CORPORATE GOVERNANCE REPORT

The AC shall meet half-yearly and as and when the need arises, to perform, *inter alia*, the following functions as part of its terms of reference:

- (a) review the audit plan of the internal auditor, and the internal auditor's review and evaluation of the Group's system of internal controls;
- (b) review the audit plan of the external auditor, including the annual consolidated financial statements and the external auditor's report on those financial statements, and discuss any significant adjustments, major risk areas, changes in accounting policies, compliance with Financial Reporting Standards in Singapore, concerns and issues arising from such audits including any matters which the external auditor may wish to discuss in the absence of management, where necessary, before submission to the Board for approval;
- (c) review the half-yearly and full-yearly consolidated financial statements comprising the statement of comprehensive income and the balance sheets and such other information required by the Catalist Rules, before submission to the Board for approval;
- (d) review and discuss with the external and internal auditors (if any), any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;
- (e) review the co-operation given by the Management to the external and internal auditors;
- (f) review and ratify any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules;
- (g) review potential conflicts of interests (if any);
- (h) review the procedures by which employees of the Group may, in confidence, report to the Chairman of the AC, possible improprieties in matters of financial reporting or other matters and ensure that there are arrangements in place for independent investigation and appropriate follow-up actions thereto;
- (i) undertake such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- (j) undertake generally such other functions and duties as may be required by the Board, law or the Catalist Rules, and by such amendments made thereto from time to time;
- (k) review at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;
- (l) review the assurance from the CEO and the Finance Manager on the financial records and financial statements;
- (m) make recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors; and
- (n) review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function.

CORPORATE GOVERNANCE REPORT

Internal Audit

The AC is aware of the need to establish a system of internal controls within the Group to manage risks, safeguard the shareholders' interests and the Group's assets, and provide reasonable but not absolute assurance against material misstatements or loss. Such system also aims to ensure the maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislation, regulations and best practices, and the identification and containment of business risks.

The AC approves the engagement, removal, evaluation and compensation of the internal auditor and reviews the activities of the internal auditor on a regular basis. This includes overseeing and monitoring the implementation of the improvements required to tackle any weaknesses in inter controls identified by the auditor.

Having regard to the size of the Group's operations, the AC and Board have assessed that it is not necessary to appoint an in-house internal audit function. The Company has therefore appointed Wensen Consulting, an external risk advisory consultancy firm, to undertake the functions of an internal auditor for the Group. The internal audit function is independent of the activities it audits and carries out its activities in compliance with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. Wensen Consulting comprises of a team of 10 persons, and is headed by Mr. Edward Yap who is assisted by an audit team comprising of an Engagement Director, Managers and Consultants.

Mr. Edward Yap is a member of the Malaysian Institute of Accountants (MIA), a member of Institute of Singapore Chartered Accountants (ISCA), Fellow Member of the Association of Certified Chartered Accountants (FCCA) and Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA). The members of the audit team (including junior executive/fresh graduates) possess at least a degree (BSc Hons) in Accounting and Finance from local or overseas universities, while some possess professional qualification certificates (i.e. ACCA).

The internal auditor reports any audit findings directly to the AC and liaises with the Executive Directors and Management in respect of fact-finding matters arising during the audit process. The internal auditor has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

The internal auditor plans its internal audit schedules in consultation with, but makes a decision on such schedules independent of, the Management. The audit plan is submitted to the AC for approval prior to the commencement of the internal audit work. The AC reviews and endorses the internal audit plan and internal audit reports of the Group. Any material non-compliance or failures in the internal audit function and recommendations for improvements are reported to the AC. In addition, the AC reviews the adequacy and effectiveness of the internal audit function on an annual basis.

During FY2023, the internal auditors completed an internal control review of the Group's Sustainability Reporting Process. A summary of findings and recommendations by the internal auditors were discussed at AC meetings held during FY2023. The related internal audit report, including the Management's responses and implementation status, have been reviewed and approved by the AC. No material weaknesses were identified based on the work done in FY2023.

The AC has reviewed and is satisfied with the independence, adequacy and effectiveness of the Company's internal audit function. The AC is also satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the relevant experience.

CORPORATE GOVERNANCE REPORT

External Audit

It is the Company's practice for the external auditor to present its audit plan to the AC with updates relating to any change in accounting standards impacting the financial statements of the Group. During FY2023, the changes in accounting standards did not have any material impact on the Group's financial statements.

In line with the recommendations of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and the SGX-ST, the AC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on Key Audit Matters ("KAM"). The AC reviewed the KAM and concurred and agreed with CLA Global TS and the Management on their assessment, judgements and estimates on the significant matter reported by CLA Global TS.

The Group is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of CLA Global TS.

The AC is mindful of the need to maintain a balance between the independence and objectivity of the external auditor and the work carried out by the external auditor based on a value for money consideration. During FY2023, the aggregate amount of fees paid or payable to CLA Global TS for audit services amounted to S\$72,500. During FY2023, CLA Global TS did not provide any non-audit services to the Group. The AC has received confirmation at an AC meeting from CLA Global TS on its independence. Having considered the scope and value of the audit services and the confirmation of CLA Global TS, the AC is satisfied that the independence and objectivity of the external auditor is not impaired.

In the AC's opinion, CLA Global TS is suitable for re-appointment as the Group's external auditor and it has accordingly recommended to the Board that CLA Global TS be nominated for re-appointment as external auditor of the Company at the forthcoming AGM.

The AC has met with the internal and external auditors, without the presence of the Management, to review the adequacy of audit arrangement with emphasis on the scope and quality of their audit, and the independence, objectivity and observations of the auditors.

Whistle-blowing Policy

The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud. The Group has a whistle-blowing policy in place which encourages the reporting of fraud, corruption or dishonest and unethical practices and sets out the procedures for a whistleblower to make a report to the Chairman of the Board and the AC on misconduct or wrongdoing relating to the Company and its officers. The whistle-blowing policy has been communicated to all staff.

The Group undertakes to investigate complaints or suspected fraud and unethical behaviour in an objective manner and has put in place, with the AC's endorsement, arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in financial reporting or other matters. The objective of such arrangements is to ensure independent investigation of matters raised and allow appropriate actions to be taken. All such concerns are to be raised in confidentiality directly to the Chairman of the Board and AC, and the AC is responsible for oversight and monitoring of whistle-blowing. The Company will strictly endeavour to protect the whistleblower against detrimental or unfair treatment arising from the making of any whistle-blowing report. The Group did not receive any whistle-blowing reports in FY2023.

CORPORATE GOVERNANCE REPORT

4. SHAREHOLDER RIGHTS AND ENGAGEMENTS

4.1. Shareholder Rights and Conduct of General Meetings

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

The Board is accountable to the shareholders and is mindful of its obligations to furnish timely information and to ensure full disclosure of material information to shareholders in compliance with legislative and statutory requirements and the Catalist Rules.

The Group's corporate governance practices promote fair and equitable treatment of all shareholders. To facilitate shareholders' ownership rights, the Group ensures that all material information is disclosed on a comprehensive, accurate and timely basis via the SGXNet. The Group recognises that the release of timely and relevant information is central to good corporate governance and enables shareholders to make informed decisions in respect of their investments in the Company.

The Company's forthcoming AGM will be convened and held at 181 Orchard Road, #10-01 Singapore 238896. Shareholders may appoint a proxy/proxies to vote on their behalf at the AGM. In this regard, the Constitution of the Company allows a shareholder of the Company, if he/she is unable to attend the meeting, to appoint up to two (2) proxies to attend and vote on his/her behalf at general meetings. Each relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the general meetings. A Shareholder who appoints a proxy but does not identify their appointed proxy will be deemed to have appointed the Chairman as said proxy. The Board and Management will endeavour to address relevant and substantial questions received before and during the AGM, before or at the AGM. Shareholders are strongly encouraged to submit questions relating to the business of the meeting in advance. Please refer to the Notice of AGM and announcement dated 11 April 2024 for further information.

All shareholders of the Company will receive the Annual Report and Notice of AGM via the Company's announcement on the SGXNet and physical despatch. Physical copies of the Annual Report and Notice of AGM will be despatched to the address registered by the shareholder with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd.. The Board regards the AGM as the principal communication channel with shareholders, where shareholders are given the opportunity to communicate their views and are encouraged to raise pertinent questions to the Board members and to vote at shareholders' meetings. The detailed results of the poll voting on each resolution tabled at the AGM, including the total number of votes cast for or against each resolution tabled, are released immediately at the AGM and announced to the SGX-ST and shareholders via the SGXNet on the same day. The Company Secretary prepares minutes of general meetings that include a summary of comments or queries made by shareholders during that meeting, and responses from the Board. Generally, during general meetings, shareholders are invited to raise questions, and this would be recorded in the minutes. Minutes of the upcoming AGM shall be made available via the SGXNet as soon as practicable. This will give shareholders who did not attend the meeting a balanced and understandable assessment of its performance, position and prospects.

All shareholders are entitled to attend and vote at the general meetings and are afforded the opportunity to participate effectively at the general meetings. Each separate issue is tabled as a separate resolution unless they are interdependent and linked. Any inter-conditionality across resolutions will be clearly explained by the Company.

CORPORATE GOVERNANCE REPORT

All Directors, including the chairpersons of various Board committees, and the KMP, attend general meetings to address shareholders' queries and receive feedback from shareholders. The external auditor is also invited to attend general meetings and will assist in addressing queries from the shareholders relating to the conduct of the audit and the preparation and content of the independent auditor's report. The Chairman of the meeting will facilitate constructive dialogue between shareholders and the Board, the Management, the external auditors and other relevant professionals.

The Company adopts voting by poll for all resolutions in the AGM in accordance with the requirement of the Catalist Rules. Announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will also be made on the same day.

The Company has not amended its Constitution to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of shareholders' identities through the internet are not compromised, and would also require legislative amendment to recognise voting by electronic mail.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends payable will be decided by the Board having regard to the Company's earnings, general financial condition, results of operations, capital requirement, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate. No dividend has been declared or recommended in view of the losses incurred for FY2023.

4.2. Engagement with Shareholders

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

The Company applies the following guidelines to its communication and conduct of relations with shareholders:

- (a) information deemed to be trade-sensitive or price-sensitive is disseminated without delay via announcements on the SGXNet;
- (b) the Company endeavours to provide comprehensive information in financial results announcements to help shareholders and potential investors make informed decisions;
- (c) notices for AGM and other general meetings are issued with explanatory memoranda, where relevant;
- (d) shareholders are informed of significant developments having an impact on the Group in a timely, accurate and comprehensive manner via announcement on the SGXNet;
- (e) investors' enquiries are addressed honestly and transparently; and
- (f) the Company does not practise selective disclosure, and results and Annual Reports are announced or issued within the mandatory period.

Additionally, the Company is committed to maintaining and where necessary improving its level of corporate transparency in relation to financial results and other pertinent information.

CORPORATE GOVERNANCE REPORT

In view of the present scale of its operations and limited queries from the public, the Company does not have a dedicated investor relations team. However, the investor relations efforts of the Company are overseen by the Finance Manager, Ms. Kerk Chin Lee, with a dedicated email address (healthbank123@gmail.com) where the emails from the public will be attended to. The Company will assess the need to establish a dedicated investor relations team when the scale, complexity and the demand for such services render it necessary.

5. MANAGING STAKEHOLDER RELATIONSHIPS

5.1. Engagement with Stakeholders

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

The Company takes a pragmatic approach to managing stakeholders' expectations to support its long-term strategy. Stakeholders are identified as those impacted by the Group's business and operations and those able to impact the Group's business and operations. Key stakeholders of the Group include customers, suppliers, employees, investors, business partners, governments and regulators.

The Company has considered the size of the Group's operations, the nature of the Group's business and costs factors, and taken a pragmatic approach in not establishing a corporate website. Notwithstanding, the Company is committed to engaging its stakeholders, and does so through various channels, including through timely and regular announcements through the SGXNet and meeting the shareholders at general meetings, to ensure that the business interests of the Group are balanced against the needs and interest of its stakeholders. Furthermore, the Company welcomes feedback from the stakeholders to be sent (i) via mail to 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218 or; (ii) via email at healthbank123@gmail.com.

The Group's strategy and key areas of focus in managing stakeholder relationships are disclosed in the latest Sustainability Report. Feedback from stakeholders is welcome as it allows continual improvement in the Company's sustainability policies, processes and performance.

ADDITIONAL INFORMATION

6. DEALINGS IN SECURITIES

The Company has devised and adopted policies in line Rule 1204(19) of the Catalist Rules on dealings in the Company's securities.

The Company and its officers are prohibited from dealing in the Company's shares on short-term considerations or at any time when they are in possession of unpublished trade-sensitive or price-sensitive information. They are also prohibited from dealing in shares of the Company during the period commencing one (1) month before the date of announcement of the Company's half year and full year financial results and ending on the date of the announcement of the relevant results.

In addition, the Directors and employees of the Group are expected to observe insider trading laws at all times when dealing in securities within the permitted trading period. Directors are required to report all dealings to the Company Secretary.

CORPORATE GOVERNANCE REPORT

7. INTERESTED PERSON TRANSACTIONS

In line with the Group's internal policy on transactions with interested persons, all such transactions are to be made on normal commercial terms and not prejudicial to the interests of the Company and its shareholders. Additionally, such transactions are to be reviewed by the AC to ensure compliance with the requirements of the Catalist Rules on interested person transactions.

If the Group enters into an interested person transaction and a potential conflict of interest arises, the Director concerned shall abstain from any discussions and refrain from exercising influence over other members of the Board.

The Company did not enter into interested person transactions which are required to be disclosed pursuant to Rule 1204(17) of the Catalist Rules during FY2023.

8. NON-SPONSOR FEES

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees incurred in FY2023 paid/payable to the Company's continuing sponsor, SAC Capital Private Limited, in respect of FY2023.

9. MATERIAL CONTRACTS

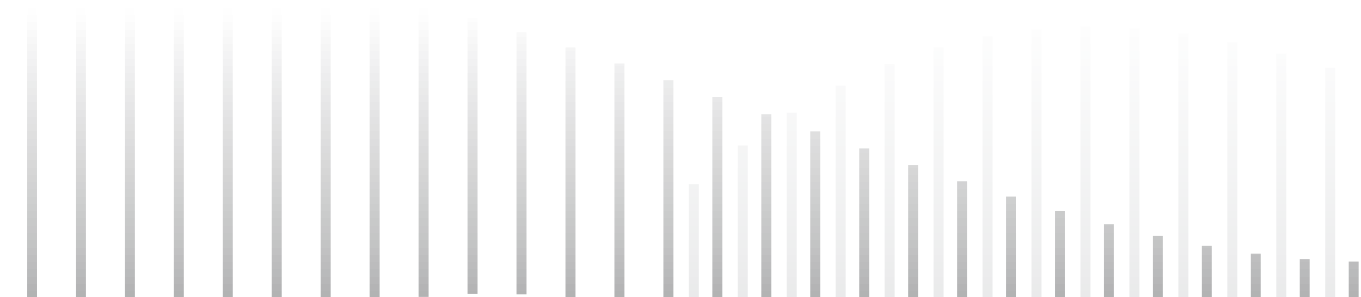
There were no material contracts entered into by the Company and its subsidiary corporations which involved the interests of the CEO or any Director or controlling shareholder of the Company, which are either still subsisting at the end of FY2023 or which were entered into since the end of the financial year ended 31 December 2022.

SUSTAINABILITY REPORT

The Company strives towards a sustainable future for the Group and ensuring that stakeholders enjoy long-term value and sustainable returns. In light of the need to create lasting value for all stakeholders, the Company has adopted a sustainability policy, as set out in its Sustainability Report section of this Annual Report.

The Company's Sustainability Report is prepared in compliance with the requirements of Rules 711A and 711B of the Catalist Rules, and with reference to the Global Reporting Initiative ("GRI") Standards, Core option, as well as the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"). The Company's sustainability reporting process has been reviewed by its internal auditors in FY2023 pursuant to the requirement of the Catalist Rules.

We welcome feedback from our stakeholders with regards to our sustainability efforts as this enables us to improve our policies, systems and results.



DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2023 and the statements of financial position of the Company as at 31 December 2023.

In the opinion of the Directors,

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

Directors

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

Mr. Peng Fei George
 Mr. Peng Weile
 Mr. Ng Fook Ai Victor
 Ms. Lo Fui Chu
 Mr. Gan Fong Jek (Appointed on 1 July 2023)

Arrangements to enable Directors to acquire shares or debentures

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

Directors' interests in shares or debentures

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

	Holdings registered in name of Director		Holdings in which Director is deemed to have an interest	
	At 31.12.2023	At 1.1.2023	At 31.12.2023	At 1.1.2023
The Company				
(No. of ordinary shares)				
Mr. Peng Weile	27,899,000	20,899,000	-	-
Mr. Peng Fei George	16,361,000	-	-	-

The Directors' interests in the ordinary shares of the Company as at 21 January 2024 were the same as those as at 31 December 2023.

By virtue of Section 7 of the Singapore Companies Act 1967 (the "Act"), Mr. Peng Weile and Mr. Peng Fei George are deemed to have an interest in the shares of all the Company's subsidiary corporations at the end of financial year.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Share options

No options were granted during the financial year to subscribe for unissued shares of the Company or its subsidiary corporations.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

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

Audit committee

The members of the Audit Committee ("AC") at the date of this statement are set out as follows:

Ms. Lo Fui Chu	(Chairman)
Mr. Ng Fook Ai Victor	(Member)
Mr. Gan Fong Jek	(Member)

All members of the AC are Independent Directors and all of them are Non-Executive Director of the Company. The AC carried out its functions in accordance with Section 201B (5) the Act. In performing those functions, the AC reviewed:

- (a) the audit plan of the internal auditor, and internal auditor's findings on review and evaluation of the Group's system of internal controls;
- (b) the audit plan of the independent auditor, including the annual consolidated financial statements and the independent auditor's report on those financial statements, and discussed any significant adjustments, major risk areas, changes in accounting policies, compliance with Singapore Financial Reporting Standards (International), concerns and issues arising from its audit including any matters which the independent auditor may wish to discuss in the absence of management, where necessary, before submission to the Board for approval;
- (c) the half-yearly consolidated financial statements comprising the statement of comprehensive income and the statements of financial position and such other information required by the Singapore Exchange Securities Trading Limited ("SGX-ST") Catalist Rules, before submission to the Board for approval;
- (d) whether there is any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the management's response;
- (e) the co-operation given by our management to the independent auditor;
- (f) interested person transactions falling within the scope of Chapter 9 of the SGX-ST Catalist Rules;
- (g) potential conflicts of interests (if any);
- (h) the procedures that allows employees of the Group to report possible improprieties in financial reporting or other matters to the Chairman of the AC in confidence. Additionally, the AC shall ensure that independent investigations are conducted and appropriate follow-up actions are taken;

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Audit committee (Continued)

- (i) new projects as and when requested by the Board of Directors ("the Board"), and the AC shall continue to do so and periodically report to the Board on matters arising that require the AC's attention based on its findings;
- (j) any other functions and duties as may be required by law or the SGX-ST Catalist Rules, and by such amendments made thereto from time to time; and
- (k) re-appointment of the independent auditor.

The AC convened three (3) meetings during the financial year with full attendance from all members. The AC met with the independent auditor and internal auditor once without the presence of the management. The meeting enable the independent auditor and internal auditor to raise issues they had encountered in their course of work directly to the AC.

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

Independent auditor

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

On behalf of the directors,

Peng Fei George
Director

Peng Weile
Director

1 April 2024



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of HealthBank Holdings Limited (the "Company") and its subsidiary corporations (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of material accounting policies.

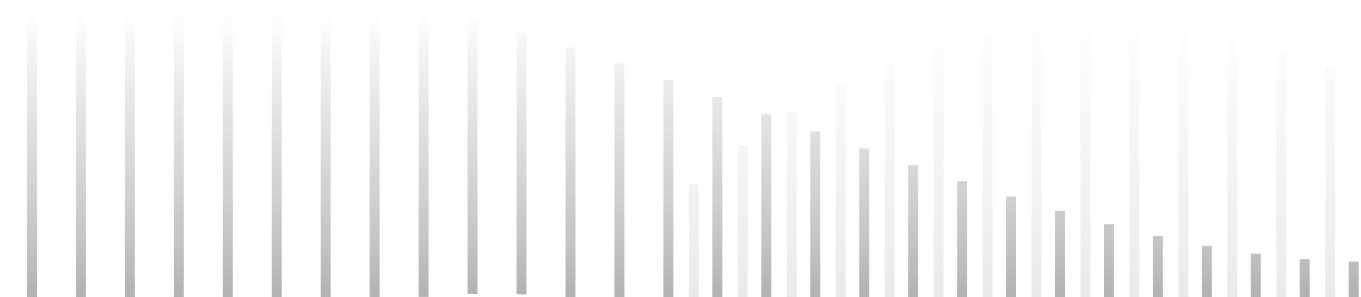
In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s")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

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics Applicable to 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 financial year. 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.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Going concern

[Refer to Notes 2.1(b) to the financial statements]

Area of focus

The Group reported a net loss of RMB36,082,000 for the financial year ended 31 December 2023 and as at that date, total cash and bank balances decreased by RMB1,701,000, mainly resulted from the net cash outflows in operating activities of RMB2,735,000.

We focused on this matter because going concern has been identified as a significant risk in accordance with SSA315 - *Identifying and Assessing the Risks of Material Misstatement* due to significant management's judgements used in the assumptions made in the preparation of financial statements on a going concern basis.

The Board has assessed that the preparation of the financial statements on a going concern basis remains appropriate after having considered the following assumptions:

- The Group and the Company were in net current assets position of RMB72,000 and RMB1,254,000 and net assets position of RMB24,384,000 and RMB25,566,000 respectively as at 31 December 2023. Cash and bank balances of the Group and the Company amounted to RMB1,036,000 and RMB809,000 respectively as at the reporting date;
- Management has prepared the cash flows projection of the Group and the Company based on assumptions consistent with its normal operating activity levels. The Group and the Company would be able to generate sufficient cash flows to support its operations and all related expenses for the next 12 months from the reporting date; and
- As at 31 December 2023, loan receivable from a non-related party amounted to RMB7,766,000 (Note 12) is expected to be due for repayment in July 2025. Subsequent to the financial year end, the Group has received a partial repayment of loan from a non-related party of approximately RMB1,622,000 (equivalent to S\$300,000).

Based on these factors, management has assessed that the Group and the Company will have sufficient cash flows to meet their operating requirements and to pay their debts as and when then they fall due.

How our audit addressed the area of focus

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

- Discussed and evaluated the reasonableness of management's assumptions used in the preparation of the cash flows projection of the Group and the Company over the next 12 months from reporting date;
- Verified to the bank statement for the repayment of loan of approximately RMB1,622,000 (equivalent to S\$300,000) from a non-related party;
- Reviewed minutes of board meetings and relevant committees' meetings for any discussion of financial difficulties and future plans, including those up to the date of this report;
- Reviewed events after the financial year end to identify factors relevant, if any, to the going concern assumption as a base for the presentation of the financial statements; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Financial assets, at fair value through profit or loss ("FVTPL")

[Refer to Notes 2.7, 13 and 20(f) to the financial statements]

Area of focus

During the financial year ended 31 December 2019, the Group acquired a 90% equity interests in Libre Hospitality Limited and its subsidiary corporation ("LHL Group"). Subsequently, during the financial year of 2021, the Group increased its equity interests to 100% in LHL Group. LHL Group holds 8% of equity interests in (i) Hainan Fuda Construction Materials Co., Ltd and (ii) Hainan Fufa Plantations Co., Ltd, (individually refer to as "Fuda and Fufa"), respectively. The 8% equity interests in Fuda and Fufa are classified as financial assets at fair value through profit or loss ("FVTPL") on the Statements of Financial Position of the Group. Fuda and Fufa are set up to undertake the project development of Atlantis Garden Project ("AG" project).

As at 31 December 2023, FVTPL amounted to RMB16,543,000 which has contributed to 65% of the Group's total assets, representing one of the significant components to the financial statements. A fair value loss of RMB32,557,000 has been recognised during the financial year ended 31 December 2023.

With reference to SFRS(I) 9 – *Financial Instruments* and SFRS(I) 13 – *Fair Value Measurement*, equity investments are subsequently measured at their fair values and any movements in the fair values would be recognised in profit or loss. As the fair value of the FVTPL would be dependent on the completion and sale of the developed property units, the management has engaged an independent certified valuer to assist in establishing the fair value of the AG project and derive the fair value of FVTPL using net adjusted assets method.

As these FVTPL do not have observable market price, the valuation of these instruments is considered as a key audit matter because of its nature, financial significance, and significant assumptions and judgements applied in determining the appropriate valuation methodology and fair value as at 31 December 2023.

How our audit addressed the matter

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

- With the assistance of our internal valuation specialists, assessed the reliability of the data and information used by the independent certified valuer in establishing the fair value of the AG project and the unobservable inputs used by management to derive the fair value of FVTPL using net adjusted assets approach. The assessment involved evaluating the source of the data and information and considering the degree of subjectivity involved in interpreting the data and information;
- Reviewed credentials, independence and professionalism of the independent certified valuer;
- Performed sensitivity analysis to determine the impact of changes in key assumptions on the fair value of the FVTPL; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Expected credit loss ("ECL") on other receivables

[Refer to Notes 2.8, 12 and 20(b) to the financial statements]

Area of focus

As at 31 December 2023, other receivables amounted to RMB7,766,000 mainly relate to loan to a non-related party which has contributed to 31% of the Group's total assets.

With reference to SFRS(I) 9 – *Financial Instruments*, the Group has applied the general approach (12 months expected credit losses) in assessing the ECL. In determining the ECL, the Group has assessed the probability of default and estimation of the cash flows from the loans.

We focused on this matter as significant management judgements and assumptions are involved in determining the credit risk of the other receivables.

How our audit addressed the matter

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

- Reviewed the loan agreement with the non-related party;
- Evaluated management's basis and assumptions when assessing the ECL by understanding the purpose of the loan and assessed the financial capability of the non-related party to meet the repayment as and when it falls due; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HEALTHBANK HOLDINGS LIMITED

Report on the Audit of the Financial Statements (Continued)

Report on Other Legal and Regulatory Requirements

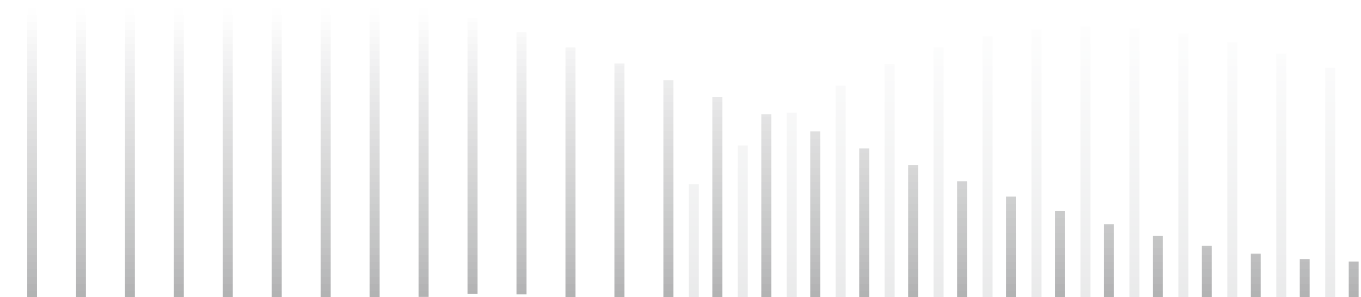
In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement director on the audit resulting in this independent auditor's report is Hock Xiu Min, Sandy.

CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore

1 April 2024



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group	
		2023 RMB' 000	2022 RMB' 000
Revenue	4	226	379
Other income	5	49	105
Other (losses)/gains			
- Gain on disposal of a subsidiary corporation	14	-	598
- Fair value loss on FVTPL	13	(32,557)	(6,127)
- Waiver of loan interest to a non-related party	12	(700)	-
- Currency exchange loss - net		(345)	(851)
		(33,602)	(6,380)
Expenses			
- Depreciation of plant and equipment	15	(3)	(4)
- Directors' fees		(282)	(304)
- Employee compensation	6	(1,140)	(1,453)
- Finance costs	8	(1)	(1,288)
- Other expenses	7	(1,329)	(2,238)
Total expenses		(2,755)	(5,287)
Loss before tax		(36,082)	(11,183)
Tax expense	9	-	-
Net loss after tax		(36,082)	(11,183)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation - Gain	18(a)	390	612
Other comprehensive income, net of tax		390	612
Total comprehensive loss		(35,692)	(10,571)
Loss attributable to:			
Equity holders of the Company		(36,022)	(11,131)
Non-controlling interests		(60)	(52)
		(36,082)	(11,183)
Total comprehensive loss attributable to:			
Equity holders of the Company		(35,632)	(10,519)
Non-controlling interests		(60)	(52)
		(35,692)	(10,571)
Loss per share for attributable to equity holders of the Company (RMB cents per share)			
- Basic loss per share	10(a)	(38.20)	(13.65)
- Diluted loss per share	10(b)	(38.20)	(11.13)

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	Group	
		2023 RMB'000	2022 RMB'000
ASSETS			
Current assets			
Cash and bank balances	11	1,036	2,737
Other receivables	12	33	9,543
		1,069	12,280
Non-current assets			
Financial assets, at FVTPL	13	16,543	49,100
Other receivables	12	7,766	-
Plant and equipment	15	3	6
		24,312	49,106
Total assets		25,381	61,386
LIABILITIES			
Current liability			
Other payables	16	997	1,310
Total liabilities		997	1,310
NET ASSETS		24,384	60,076
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	17	37,507	37,507
Other reserves	18	5,022	4,632
(Accumulated losses)/retained profits		(18,064)	17,958
		24,465	60,097
Non-controlling interests	14	(81)	(21)
Total equity		24,384	60,076

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	Company	
		2023 RMB'000	2022 RMB'000
ASSETS			
Current assets			
Cash and bank balances	11	809	2,370
Other receivables	12	1,154	10,507
		1,963	12,877
Non-current assets			
Other receivables	12	7,766	-
Investments in subsidiary corporations	14	16,543	44,800
Plant and equipment	15	3	6
		24,312	44,806
Total assets		26,275	57,683
LIABILITIES			
Current liability			
Other payables	16	709	942
Total liabilities		709	942
NET ASSETS		25,566	56,741
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	17	37,507	37,507
Other reserves	18	6,041	4,692
(Accumulated losses)/retained profits	19	(17,982)	14,542
Total equity		25,566	56,741

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	← Attributable to equity holders of the Company →						Total equity RMB'000
	Share capital RMB'000	Equity component of convertible loans RMB'000	Currency translation reserve RMB'000	(Accumulated losses)/ retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	
Group							
2023							
Beginning of financial year	37,507	-	4,632	17,958	60,097	(21)	60,076
Loss for the financial year	-	-	-	(36,022)	(36,022)	(60)	(36,082)
Other comprehensive income for the financial year	-	-	390	-	390	-	390
Total comprehensive income/(loss) for the financial year	-	-	390	(36,022)	(35,632)	(60)	(35,692)
End of financial year	37,507	-	5,022	(18,064)	24,465	(81)	24,384
2022							
Beginning of financial year	29,194	1,442	4,020	28,368	63,024	31	63,055
Loss for the financial year	-	-	-	(11,131)	(11,131)	(52)	(11,183)
Other comprehensive income for the financial year	-	-	612	-	612	-	612
Total comprehensive income/(loss) for the financial year	-	-	612	(11,131)	(10,519)	(52)	(10,571)
Issuance of shares	17	8,313	(721)	-	7,592	-	7,592
Redemption of convertible loans	17	-	(721)	-	721	-	-
End of financial year	37,507	-	4,632	17,958	60,097	(21)	60,076

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 RMB' 000	2022 RMB' 000
Cash flows from operating activities			
Net loss		(36,082)	(11,183)
Adjustments for:			
- Depreciation of plant and equipment	15	3	4
- Fair value loss on FVTPL	13	32,557	6,127
- Gain on disposal of a subsidiary corporation	14	-	(598)
- Unwinding of discount on convertible loans	8	-	1,288
- Unrealised currency translation differences		391	626
- Waiver of loan interest to a non-related party	12	700	-
		(2,431)	(3,736)
Change in working capital, net of disposal of subsidiary corporations			
- Other receivables		9	(1)
- Other payables		(313)	479
Net cash used in operating activities		(2,735)	(3,258)
Cash flows from investing activities			
Disposal of a subsidiary corporation, net of cash disposed of	14	-	907
Repayment from non-related party		1,034	-
Net cash provided by investing activities		1,034	907
Cash flows from financing activities			
Issuance of share capital	17	-	1,933
Redemption of convertible loans		-	(4,754)
Net cash used in financing activities		-	(2,821)
Net decrease in cash and bank balances		(1,701)	(5,172)
Cash and bank balances			
Beginning of financial year		2,737	7,909
End of financial year	11	1,036	2,737

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

1 GENERAL INFORMATION

HealthBank Holdings Limited (the "Company") is listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore.

With effect from 21 March 2022, the address of its registered office was changed from 60 Paya Lebar Road, Paya Lebar Square #04-30/31, Singapore 409051 to 15 Scotts, 15 Scotts Road #04-08, Suite 22, Singapore 228218.

The principal activity of the Company is investment holding. The principal activities of its subsidiary corporations are described in Note 14 to the financial statements.

2 MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

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

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

(a) Interpretations and amendments to published standards effective in 2023

On 1 January 2023, the Group adopted the new or amended SFRS(I)s and Interpretations of SFRSs ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

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

The financial statements are presented in Renminbi ("RMB") and all values in the tables are rounded to nearest thousands (RMB'000), except when otherwise indicated.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(b) *Going concern assumption*

The Group reported a net loss of RMB36,082,000 for the financial year ended 31 December 2023 and as at that date, total cash and bank balances decreased by RMB1,701,000, mainly resulted from the net cash outflows in operating activities of RMB2,735,000.

Notwithstanding the above mentioned, management has prepared the financial statements on a going concern basis based on the factors set out below:

- The Group and the Company were in net current assets position of RMB72,000 and RMB1,254,000 and net assets position of RMB24,384,000 and RMB25,566,000 respectively as at 31 December 2023. Cash and bank balances of the Group and the Company amounted to RMB1,036,000 and RMB809,000 respectively as at the reporting date;
- Management has prepared the cash flows projection of the Group and the Company based on assumptions consistent with its normal operating activity levels; and
- As at 31 December 2023, loan receivable from a non-related party amounted to RMB7,766,000 (Note 12) is expected to be due for repayment in July 2025. Subsequent to the financial year end, the Group has received a partial repayment of loan from a non-related party of approximately RMB1,622,000 (equivalent to S\$300,000).

Based on these factors, management has assessed that the Group and the Company will have sufficient cash flows to meet their operating requirements and to pay their debts as and when then they fall due.

The financial statements did not include any adjustments that may result in the event that the Group unable to continue as a going concern. In the event that the Group is unable to continue as a going concern, adjustments may need to be made to reflect the situation where assets may need to be realised other than at their current recorded amounts in the statement of financial position. Additionally, the Group may have to provide for further liabilities that might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 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 ("PO") by transferring promised goods or services to the customer, which is when the customer obtains control of the goods or services. The performance obligation is satisfied overtime or at point-in-time.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised goods or services. The individual standalone selling price of a good or service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to goods and/or services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those performance obligations.

The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Landscape management services

Landscape management services are recognised over time when the Group satisfies performance obligation by delivery of promised service to the customer. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. The output method is used to recognise revenue by reference to the Group's progress towards completing the services rendered. The measure of progress is determined based on actual work performed.

2.3 Government grant

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting

(a) *Subsidiary corporations*

(i) *Consolidation*

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

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

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

(ii) *Acquisitions*

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

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

Acquisition-related costs are expensed as incurred.

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

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

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. Please refer to the paragraph "Intangible assets - Goodwill" for the subsequent accounting policy on goodwill.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting (Continued)

(a) *Subsidiary corporations* (Continued)

(iii) *Disposals*

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

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

Please refer to the paragraph "Investments in subsidiary corporations" for the accounting policy on investments in subsidiary corporations in the separate financial statements of the Company.

(b) *Transactions with non-controlling interests*

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

2.5 Investments in subsidiary corporations

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

2.6 Impairment of non-financial assets

(a) *Plant and equipment*

Investments in subsidiary corporations

Plant and equipment and investments in subsidiary corporations are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Impairment of non-financial assets (Continued)

(a) *Plant and equipment* (Continued)

Investments in subsidiary corporations (Continued)

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

Management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

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

2.7 Financial assets

(a) *Classification and measurement*

The Group classifies and measures its financial assets at amortised cost and fair value through profit or loss ("FVTPL"). The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets.

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

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

At initial recognition

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Financial assets (Continued)

(a) Classification and measurement (Continued)

At subsequent measurement

(i) Debt instruments

Debt instruments of the Group mainly comprise cash and bank balances and other receivables.

The subsequent measurement categories depend on the Group's business model for managing the assets and the cash flow characteristic of the assets. The Group manages these groups of financial assets by collecting the contractual cash flow and these cash flows represent solely payment of principal and interest. Accordingly, these groups of financial assets are measured at amortised cost subsequent to initial recognition. Interest income from these financial assets is included as interest income using the effective interest rate method.

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

(ii) Equity investments

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

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 20(b) to the financial statements details how the Group determines whether there has been a significant increase in credit risk.

For cash and bank balances and other receivables, the Group use the general approach is applied. The loss allowance is measured at an amount equal to 12-month credit loss if there is no significant increase in credit risk since initial recognition of the assets. If there is a significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Financial assets (Continued)

(c) Recognition and derecognition

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

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

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

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

2.8 Other payables

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

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

2.9 Leases

When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

Short-term and low value leases

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have lease term of 12 months or less and leases of low value assets, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Income taxes

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

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

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

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

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

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

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

2.11 Provisions

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.12 Employee compensation

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

(a) *Defined contribution plans*

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

(b) *Defined contribution plans – retirement benefits*

Pursuant to the relevant regulations of the People's Republic of China ("PRC") government, the PRC subsidiary corporations of the Group ("PRC Subsidiary Corporations") have participated in central pension schemes ("the Schemes") operated by local municipal government whereby the PRC Subsidiary Corporations are required to contribute a certain percentage of the basic salaries of their employees to the Schemes to fund its retirement benefits. The local municipal government undertakes to assume the retirement benefit obligations of all existing and future retired employees of the PRC Subsidiary Corporations. The only obligation of the PRC Subsidiary Corporations with respect to the Schemes is to pay the ongoing required contributions under the Schemes mentioned above. Contributions under the Schemes are charged to profit or loss when incurred.

2.13 Currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The Company's functional currency is Singapore Dollar ("S\$"). The financial statements are presented in Chinese Renminbi ("RMB") as the presentation currency of the Group.

(b) *Transactions and balances*

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity instruments) and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

Foreign exchange gains and losses impacting profit or loss are presented in the statement of comprehensive income within "Other (losses)/gains".

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Currency translation (Continued)

(c) Translation of Group entities' financial statements

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

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

2.14 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer and Executive Directors whose members are responsible for allocating resources and assessing performance of the operating segments.

2.15 Cash and bank balances

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and bank deposits which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessments is made on the economic substances of the restriction and whether they meet the definition of cash and bank balances.

2.16 Share capital

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

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

(a) *Financial assets, at FVTPL*

During the financial year ended 31 December 2019, the Group acquired 90% equity interests in Libre Hospitality Limited and its subsidiary corporation ("LHL Group"). Subsequently, during the financial year of 2021, the Group increased its equity interests to 100% in LHL Group. LHL Group holds 8% of equity interests in (i) Hainan Fuda Construction Materials Co., Ltd and (ii) Hainan Fufa Plantations Co., Ltd, (individually refer to as "Fuda and Fufa"), respectively. The 8% equity interests in Fuda and Fufa are classified as financial assets at fair value through profit or loss ("FVTPL") on the Statements of Financial Position of the Group. Fuda and Fufa are set up to undertake the project development of Atlantis Garden Project ("AG project").

As the fair value of the FVTPL would be dependent on the completion and sale of the developed property units, the management has engaged an independent certified valuer to assist in establishing the fair value of AG project and derive the fair value of FVTPL using net adjusted assets method.

A fair value loss of RMB32,557,000 (2022: RMB6,127,000) was recognised during the financial year ended 31 December 2023. The fair value of financial assets, at FVTPL are disclosed in Note 13 to the financial statements and the details of the fair value measurement are disclosed in Note 20(f) to the financial statements.

(b) *Expected credit loss allowance for other receivables*

The Group has applied the general approach (12 months expected credit losses) in assessing the expected credit loss ("ECL") allowance for other receivables. In determining the ECL, the Group has assessed the probability of default and estimation of cash flows recoverable from the outstanding receivables.

As at each reporting date, the Group assesses whether the credit risk of a financial instruments has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, the loss allowance is measured at an amount equal to lifetime ECL.

As at 31 December 2023, other receivables mainly relate to loan receivables from a non-related party. The repayment due date of the loan has been extended from July 2023 to July 2025 during the financial year ended 31 December 2023. Consequently, the loan receivables have been reclassified from current assets to non-current assets as at reporting date.

No allowance has been recognised during the financial years ended 31 December 2023 and 2022. The carrying amounts of other receivables are disclosed in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(c) Impairment of investments in subsidiary corporations

Investments in subsidiary corporations is tested for impairment annually for objective evidence or indication that the Company's investments in subsidiary corporations may be impaired. During the financial year, the Company carried out impairment test for its investments in certain subsidiary corporations due to presence of impairment indicators.

In performing the impairment assessment of the carrying amount of the Company's investment in subsidiary corporations under SFRS (1) 1-36 *Impairment of Assets*, management prepared fair value on financial assets to determine the recoverable amount of the subsidiary corporations with indicators of impairment using the fair value method. The recoverable amounts are determined based on the fair value of financial assets which involves significant estimates.

During the financial year ended 31 December 2023, the Company recognised impairment on investments of subsidiary corporations of RMB28,257,000 (2022: RMBNil). The carrying amount of investments in subsidiary corporations are disclosed in Note 14 to the financial statements.

4. REVENUE

Revenue represents the amount received/receivable from rendering of services, net of sales related taxes. Revenue is predominantly attributable from PRC. Revenue are recognised over time.

	Group	
	2023 RMB'000	2022 RMB'000
Landscape management service	<u>226</u>	<u>379</u>

5. OTHER INCOME

	Group	
	2023 RMB'000	2022 RMB'000
Government grant		
- Job Growth Incentive ⁽¹⁾	-	59
- Others ⁽²⁾	-	12
	-	71
Government paid for maternity leave	46	-
Others	3	34
	<u>49</u>	<u>105</u>

(1) Government grant of RMB59,000 was recognised in prior financial year under Jobs Growth Incentive (the "JGI"). The function of the JGI is to support employers to expand local hiring from September 2020 to March 2023. The duration of JGI support will vary depending on when the local hire was hired and the characteristics of the local hire.

(2) Government grant of RMB12,000 was recognised during the financial year ended 31 December 2022. This relates to the China government to support small business enterprise development for the period from April 2022 to December 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6. EMPLOYEE COMPENSATION

	Group	
	2023 RMB' 000	2022 RMB' 000
Wages and salaries	1,004	1,317
Contribution to defined contribution	136	136
	1,140	1,453

7. OTHER EXPENSES

	Group	
	2023 RMB' 000	2022 RMB' 000
Auditor's remuneration paid/payable		
- Auditor of the Company	388	323
Travel, entertainment and insurance	154	250
Professional fees	404	1,365
Rental on short-term lease	115	47
Printing, stationery and postages	26	30
Others	242	223
	1,329	2,238

8. FINANCE COSTS

	Group	
	2023 RMB' 000	2022 RMB' 000
Unwinding of discount on:		
- existing convertible loans	-	363
- redemption of convertible loans	-	925
Others	1	-
	1	1,288

9. TAX EXPENSE

There are no tax expenses for the financial years ended 31 December 2023 and 2022 as the Group did not derive any taxable profits.

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

	Group	
	2023 RMB' 000	2022 RMB' 000
Loss before tax	(36,082)	(11,183)
Tax calculated at tax rate of 17% (2022: 17%)	(6,134)	(1,901)
Effects of:		
- different tax rates in other countries	(10)	(26)
- expenses not deductible for tax purposes	6,144	1,927
	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. LOSS PER SHARE

- (a) Basic loss per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2023 RMB'000	2022 RMB'000
Net loss attributable to equity holders of the Company	(36,022)	(11,131)
Weighted average number of ordinary shares outstanding for basic loss per share	94,300	81,536
Basic loss per share (RMB cents per share)	(38.20)	(13.65)

- (b) Diluted loss per share

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Company has dilutive potential ordinary shares for convertible loans.

Convertible loans are assumed to have been converted into ordinary shares at issuance and the net profit is adjusted to eliminate the interest expense less the tax effect.

Diluted loss per share for continuing operations and discontinued operations attributable to equity holders of the Company is calculated as follows:

	Group	
	2023 RMB'000	2022 RMB'000
Net loss attributable to equity holders of the Company	(36,022)	(11,131)
Weighted average number of ordinary shares outstanding for basic loss per share	94,300	81,536
Adjustment for convertible loans	-	18,474
	94,300	100,010
Diluted loss per share (RMB cents per share)	(38.20)	(11.13)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. CASH AND BANK BALANCES

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Cash and bank balances	1,036	2,737	809	2,370

Significant restriction

Cash and bank balances of RMB84,152 (2022: RMB149,285) are held in the PRC and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the country, other than through normal dividends.

12. OTHER RECEIVABLES

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
<i>Current assets</i>				
Non-trade receivables				
- Subsidiary corporation ⁽¹⁾	-	-	1,121	964
Deposits	1	1	1	1
Prepayments	32	28	32	28
Loan to a non-related party ⁽²⁾	-	9,514	-	9,514
	33	9,543	1,154	10,507
<i>Non-current assets</i>				
Loan to a non-related party ⁽²⁾	7,766	-	7,766	-
Total	7,799	9,543	8,920	10,507

(1) Non-trade receivables due from subsidiary corporation are unsecured, interest-free and repayable on demand.

(2) Loan to a non-related party is unsecured, interest-bearing and repayable on dates mutually agreed by the contracted parties. Notwithstanding the repayment of debts on the agreed dates, the Company also has the rights to recall the debts before the repayment due date of July 2025.

During the financial year ended 31 December 2022, the loan principal was revised to RMB9,500,000 which includes the outstanding interest receivables of RMB700,000. A revision of the terms of the loan resulted in a revised interest on loan of 3.8% (2021: 4.75%) per annum and is repayable by June and July 2023.

As at 31 December 2023, the loan has been reclassified from current assets to non-current assets due to extension of repayment date from July 2023 to July 2025. The Group has also agreed to grant the waiver of interest of RMB700,000 during the financial year ended 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13. FINANCIAL ASSETS, AT FVTPL

	Group	
	2023 RMB'000	2022 RMB'000
Beginning of financial year	49,100	55,227
Fair value loss	(32,557)	(6,127)
End of financial year	16,543	49,100

The instruments are measured at fair value through profit or loss. The unquoted equity instrument is a private equity and classified as non-current financial assets, at FVTPL.

The fair value measurement is disclosed in Note 20(f) to the financial statements.

14. INVESTMENTS IN SUBSIDIARY CORPORATIONS

	Company	
	2023 RMB'000	2022 RMB'000
<i>At cost</i>		
Beginning of financial year	44,800	44,800
Disposal	-	-*
Allowance for impairment loss	(28,257)	-
End of financial year	16,543	44,800

* Less than RMB1,000

Movements in allowance for impairment loss on investments in subsidiary corporations were as follows:

	Company	
	2023 RMB'000	2022 RMB'000
Beginning of financial year	-	-
Impairment loss during the financial year	28,257	-
End of financial year	28,257	-

During the financial year ended 31 December 2023, impairment loss in investments in subsidiary corporations were recognised to write down the carrying amount of these investments to its recoverable amounts following a review of the subsidiary corporations' businesses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONTINUED)

The Company has the following subsidiary corporations as at 31 December 2023 and 2022:

Name of companies	Principal activities	Country of business/ incorporation	Proportion of ordinary shares directly held by parent*		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
			2023 %	2022 %	2023 %	2022 %	2023 %	2022 %
Subsidiary corporations of the Company								
Elite Management (Singapore) Pte. Ltd. ⁽¹⁾	Investment holdings	Singapore	100	100	100	100	-	-
Libre Hospitality Limited ⁽²⁾⁽³⁾	Investment holdings	Hong Kong	100	100	100	100	-	-
Subsidiary corporation of Libre Hospitality Limited								
Hainan Zhong Zhi Cultural Tourism Limited ⁽²⁾⁽⁴⁾	Property investment	People's Republic of China	-	-	100	100	-	-
Subsidiary corporations of Elite Management (Singapore) Pte. Ltd.								
Hainan Zhongyuan Cultural Tourism Co., Ltd. ⁽²⁾	Property investment and management	People's Republic of China	-	-	51	51	49	49

* Parent referred to the Company

(1) Audited by CLA Global TS Public Accounting Corporation, Singapore.

(2) Audited by CLA Global TS Public Accounting Corporation, for group consolidation purposes.

(3) Audited by SBC CPA Limited.

(4) Owned 8% of equity interests in Hainan Fuda Construction Materials Co., Ltd and Hainan Fufa Plantation Co., Ltd. which are classified as financial assets, FVTPL as disclosed in Note 13 to the financial statements.

In accordance to Rule 716 of the SGX-ST Catalist Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiary corporations would not compromise the standard and effectiveness of the audit of the Group.

Non-controlling interests

	Group	
	2023 RMB'000	2022 RMB'000
Carrying value of non-controlling interests		
Libre Hospitality Limited and its subsidiary corporations ("LHL Group")*	-	-
Hainan Zhongyuan Cultural Tourism Co., Ltd	(81)	(21)
Total	(81)	(21)

* LHL Group became wholly-owned subsidiary corporations to the Company as at 31 December 2021, accordingly, no non-controlling interest presented.

No summarised financial information for the subsidiary corporations that have non-controlling interests are presented as management is of the opinion that the carrying amount of the non-controlling interests are in aggregate and individually not material to the Group as at 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONTINUED)

Disposal of subsidiary corporation

On 20 July 2022, the Group had entered into a Sales and Purchase agreement to dispose its entire equity interest in its 100% owned subsidiary corporation, HealthBank Technology Development (Liaoning) Limited (held via a subsidiary corporation ("HBTD"), Elite Management (Singapore) Pte. Ltd.) to a non-related party for a cash consideration of S\$250,000 (approximately RMB1,215,000). On 22 July 2022, the Company announced the disposal of have been completed. Accordingly, HBTD ceased to be the subsidiary of the Group.

The effect of the cash flows are as follows:

	Healthbank Technology Development (Liaoning) Limited RMB'000
	<hr/>
2022	
<u>Carrying amounts of assets and liabilities as at the date of disposal</u>	
Cash and bank balances	308
Other receivables	306
Plant and equipment	3
Total assets	<hr/> 617
Net assets disposed of	617
Gain on disposal	598
Consideration on disposal	<hr/> 1,215
<i>Less:</i>	
- Cash and bank balances in the subsidiary corporations disposed of	<hr/> (308)
Net cash inflow on disposal	<hr/> 907 <hr/>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. PLANT AND EQUIPMENT

	Office equipment RMB'000
Group	
2023	
<i>Cost</i>	
Beginning and end of financial year	11
<i>Accumulated depreciation</i>	
Beginning of financial year	5
Depreciation charge	3
End of financial year	8
<i>Net carrying amount</i>	
End of financial year	3
2022	
<i>Cost</i>	
Beginning of financial year	17
Disposal	(6)
End of financial year	11
<i>Accumulated depreciation</i>	
Beginning of financial year	2
Depreciation charge	4
Disposal	(1)
End of financial year	5
<i>Net carrying amount</i>	
End of financial year	6
Company	
2023	
<i>Cost</i>	
Beginning and end of financial year	11
<i>Accumulated depreciation</i>	
Beginning of financial year	5
Depreciation charge	3
End of financial year	8
<i>Net carrying amount</i>	
End of financial year	3
2022	
<i>Cost</i>	
Beginning and end of financial year	11
<i>Accumulated depreciation</i>	
Beginning of financial year	1
Depreciation charge	4
End of financial year	5
<i>Net carrying amount</i>	
End of financial year	6

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. OTHER PAYABLES

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
<i>Non-trade payables</i>				
- Non-related parties	5	144	-	134
Accruals for operating expenses	992	1,166	709	808
	997	1,310	709	942

17. SHARE CAPITAL

	Group and Company			
	2023		2022	
	Number of shares '000	Issued and paid-up share capital RMB'000	Number of shares '000	Issued and paid-up share capital RMB'000
Beginning of financial year	94,300	37,507	78,000	29,194
Issuance of shares	-	-	3,800	1,933
Issuance of shares upon conversion of convertible loans	-	-	12,500	6,380
	94,300	37,507	94,300	37,507

Pursuant to a shares subscription exercise based on the subscription agreement entered between the Company and the subscriber on 11 June 2022, the Company issued 3,800,000 ordinary shares at S\$0.105 per share on 30 June 2022 (equivalent to RMB1,933,000), to provide funds for the Group's general working capital purposes but not limited to due diligence expenses in connection with potential investment projects to be undertaken by the Group.

On 15 November 2022, the convertible notes holder, Ms. Feng Li, exercised her conversion rights to convert her convertible notes into 12,500,000 ordinary shares at the conversion price of S\$0.088 (equivalent to RMB5,659,000). Additionally, as part of the conversion, there was a transfer of equity component of convertible notes of RMB721,000 (Note 18(b)).

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

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18. OTHER RESERVES

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Currency translation reserve*	5,022	4,632	6,041	4,692

(a) Movement of currency translation reserve as follows:

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Beginning of financial year	4,632	4,020	4,692	3,971
Net currency translation differences arising from consolidation - gain	390	612	1,349	721
End of financial year	5,022	4,632	6,041	4,692

* Other reserves are non-distributable.

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

(b) Movement in equity component of convertible loans is as follows:

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Beginning of financial year	-	1,442	-	1,442
Issuance of convertible loans	-	-	-	-
Issuance of ordinary shares upon conversion	-	(721)	-	(721)
Redemption of convertible loans	-	(721)	-	(721)
End of financial year	-	-	-	-

19. (ACCUMULATED LOSSES)/RETAINED PROFITS

(a) Retained profits of the Group and the Company are distributable.

(b) Movement in (accumulated losses)/retained profits for the Company is as follows:

	Company	
	2023 RMB'000	2022 RMB'000
Beginning of financial year	14,542	19,193
Net loss	(32,524)	(4,651)
End of financial year	(17,982)	14,542

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk, capital risk and fair value risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the Group's financial performance.

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

(a) *Market risk*

(i) *Currency risk*

The Group operates in PRC and Singapore. Entities in the Group also transact in currencies other than their respective functional currencies ("foreign currencies").

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies other than its functional currency.

The Group's currency exposure based on the information provided to key management is as follows:

	RMB RMB' 000	SGD RMB' 000	USD RMB' 000	Total RMB' 000
Group				
At 31 December 2023				
Financial assets				
Cash and bank balances	84	938	14	1,036
Financial assets, at FVTPL	16,543	-	-	16,543
Other receivables	7,766	-	-	7,766
Intra-group receivables	1,121	-	-	1,121
	25,514	938	14	26,466
Financial liabilities				
Other payables	(250)	(747)	-	(997)
Intra-group payables	(1,121)	-	-	(1,121)
	(1,371)	(747)	-	(2,118)
Net financial assets	24,143	191	14	24,348
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	7,766	-	14	7,780

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(a) *Market risk* (Continued)

(i) *Currency risk* (Continued)

The Group's currency exposure based on the information provided to key management is as follows: (Continued)

	RMB RMB'000	SGD RMB'000	USD RMB'000	Total RMB'000
Group				
At 31 December 2022				
Financial assets				
Cash and bank balances	149	2,567	21	2,737
Financial assets, at FVTPL	49,100	-	-	49,100
Other receivables	9,514	1	-	9,515
Intra-group receivables	-	964	-	964
	58,763	3,532	21	62,316
Financial liabilities				
Other payables	(192)	(1,118)	-	(1,310)
Intra-group payables	-	(964)	-	(964)
	(192)	(2,082)	-	(2,274)
Net financial assets	58,571	1,450	21	60,042
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	9,514	-	21	9,535

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(a) *Market risk* (Continued)

(i) *Currency risk* (Continued)

The Company's currency exposure based on the information provided to key management is as follows:

	RMB RMB'000	SGD RMB'000	USD RMB'000	Total RMB'000
Company				
At 31 December 2023				
Financial assets				
Cash and bank balances	-	809	-	809
Other receivables	7,766	1,122	-	8,888
	7,766	1,931	-	9,697
Financial liabilities				
Other payables	-	(709)	-	(709)
	-	(709)	-	(709)
Net financial assets	7,766	1,222	-	8,988
Net currency exposure	7,766	-	-	7,766
At 31 December 2022				
Financial assets				
Cash and bank balances	-	2,362	8	2,370
Other receivables	9,514	965	-	10,479
	9,514	3,327	8	12,849
Financial liabilities				
Other payables	-	(942)	-	(942)
	-	(942)	-	(942)
Net financial assets	9,514	2,385	8	11,907
Net currency exposure	9,514	-	8	9,522

As at 31 December 2023 and 2022, if the USD change against the RMB with all other variables held constant, the foreign exchange gains/losses on translation of USD-denominated financial assets are not expected to have any significant impact to the net profit of the Group and the Company for the respective financial years.

(ii) *Price risk*

The Group is exposed to equity securities price risk arising from the unquoted equity securities from PRC classified as financial assets, at FVTPL as disclosed on Note 13 to the financial statements. As at reporting date, there is no significant exposure to equity price risk.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(a) *Market risk* (Continued)

(iii) *Cash flow and fair value interest rate risks*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group does not have exposure to interest rate risk as it does not have any bank borrowings.

(b) *Credit risk*

Credit risk refers to the risk that counterparties will default on their contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are cash and bank balances and other receivables. For other financial assets, the Group adopts the policy of dealing only with the high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limits that are set by the management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management and at the Group level by the management.

(i) *Other receivables and deposits*

The Group uses the general approach for assessment of ECL for these financial assets. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, the loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, the loss allowance is measured at an amount equal to 12-month ECL.

As at 31 December 2023 and 2022, the Group performed an assessment of qualitative and quantitative factors which are indicative of the risk of default (including but not limited to press information and applying experienced credit judgement) and an assessment of expected credit loss using the 12-month ECL basis on these financial assets. The Group concluded that no loss allowance is required for other receivables as at 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(b) *Credit risk* (Continued)

(ii) *Non-trade receivables from subsidiary corporation*

Non-trade receivables from subsidiary corporation are provided mainly for short-term funding requirements. The Company uses a similar approach as described in Note 20(b)(i) assessment of ECL for these receivables. Expected credit loss on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposures. The Group concluded that the need to provide the loss allowance for non-trade receivables from subsidiary corporation is insignificant.

(iii) *Credit risk exposure*

Cash and bank balances are placed only with reputable licensed financial institutions with high credit-ratings.

(c) *Liquidity risk*

As at the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and bank balances as disclosed in Note 11 to the financial statements.

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

	Less than 1 year RMB'000	Between 1 and 5 years RMB'000	Total RMB'000
Group			
At 31 December 2023			
Other payables	997	-	997
At 31 December 2022			
Other payables	1,310	-	1,310
Company			
At 31 December 2023			
Other payables	709	-	709
At 31 December 2022			
Other payables	942	-	942

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(d) *Capital risk*

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

Management monitors capital based on gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as other payables less cash and bank balances. Total capital is calculated as total equity plus net debt.

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Net debt	(39)	(1,427)	(100)	(1,428)
Total equity	24,384	60,076	25,566	56,741
Total capital	24,345	58,649	25,466	55,313
Gearing ratio	NM⁽¹⁾	NM⁽¹⁾	NM⁽¹⁾	NM⁽¹⁾

(1) *Not meaningful as the cash position exceeds the net debts.*

(e) *Financial instruments by category*

The carrying amount of the different categories of financial instruments are as follows:

	Group		Company	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Financial assets, at FVTPL	16,543	49,100	-	-
Financial assets, at amortised cost	8,802	12,252	9,697	12,849
Financial liabilities, at amortised cost	997	1,310	709	942

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(f) *Fair value measurements*

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

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (b) input other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Fair value measurement disclosure of other assets that are recognised or measured at fair value are disclosed in Note 13 to the financial statements.

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

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Group				
31 December 2023				
Assets				
Financial assets, at FVTPL	-	-	16,543	16,543
31 December 2022				
Assets				
Financial assets, at FVTPL	-	-	49,100	49,100

As at 31 December 2023 and 2022, the financial assets, at FVTPL represent the investment in unquoted equity. An independent certified valuer has been appointed by the Group to assist in establishing the fair value of FVTPL. Financial assets, at FVTPL is classified to Level 3 as significant unobservable inputs is used. The Group has applied Discounts for Lack of Marketability ("DLOM") and Discounts for Lack of Control ("DLOC") on the unquoted equity. The higher of the discount rate will result in a lower fair value. If the DLOM and DLOC 1% higher than management's estimates, the Group would have recognised a further fair value loss of RMB491,000.

When determining DLOM and DLOC in an unquoted equity there are several factors that can be considered. These factors include the size of the unquoted equity, industry and market conditions, financial performance, ownership structure, level of control, and liquidity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

(f) *Fair value measurements* (Continued)

The fair value of current financial assets carried at amortised cost approximate their carrying amount.

- * DLOM – It is a term used in finance and business valuation to refer to the reduction in the value of the assets due to its lack of marketability or liquidity. This discount is applied to the fair market value of the asset to reflect the difficulty of selling it in the open market.
- * DLOC – It is a term used in finance and business valuation to refer to the reduction in the value of an asset due to the lack of control over its management or decision-making. This discount is applied to the fair market value of the asset to reflect the fact that the owner does not have full control over the assets' operations or strategic direction.

21. RELATED PARTY TRANSACTIONS

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

Key management personnel compensation is as follows:

	Group	
	2023 RMB'000	2022 RMB'000
Directors		
Wages and salaries	687	830
Contribution to defined contribution plans, including Central Provident Fund	92	60
Directors' fees	282	304
	1,061	1,194
Other key management personnel		
Wages and salaries	317	168
Contribution to defined contribution plans, including Central Provident Fund	44	28
	361	196
	1,422	1,390

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

22. SEGMENT INFORMATION

The Group's chief operating decision-maker ("CODM") comprises the Chief Executive Officer and Executive Directors. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources and assess performance.

The Chief Executive Officer and Executive Directors consider the business from both geographical and business segment perspectives.

Property management segment includes landscaping, property and facilities management services.

Other services within Singapore mainly relate to investment holding and are not included within the reportable operations segments as they are not included in the segment reports provided to the Chief Executive Officer and Executive Directors. The result of its operations is included under "HQ and other investing activities".

The CODM assesses the performance of the operating segments based on a measurement of loss before interest, tax and depreciation ("Adjusted LBITDA"). This measure basis excludes the effects of expenditure from the operating segments such as gains from disposal or impairment loss that are not expected to recur regularly in every period which are separately analysed. Interest income and finance expenses are not allocated to segments, as this type of activity is driven by the Group Treasury, which manages the cash position of the Group.

Sales between segments are carried out at market terms. The revenue from external parties reported to the CODM is measured consistent with that in the statement of comprehensive income.

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

	HQ and other investing activities		Property Management		Total	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Segment revenue	-	-	226	379	226	379
Adjusted LBITDA	(35,957)	(9,784)	(122)	(107)	(36,079)	(9,891)
Depreciation of plant and equipment	(3)	(4)	-	-	(3)	(4)
Government grant	-	71	-	-	-	71
Finance costs	(1)	(1,288)	-	-	(1)	(1,228)
Segment assets	25,296	61,237	85	149	25,381	61,386
Segment liabilities	(747)	(1,118)	(250)	(192)	(997)	(1,310)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

22. SEGMENT INFORMATION (CONTINUED)

(a) Reconciliations

(i) Segment assets

The amounts reported to the Board of Directors with respect to the total assets are measured in a manner consistent with that of the financial statements. Hence, no reconciliation is provided.

(ii) Segment liabilities

The amounts reported to the Board of Directors with respect to the total liabilities are measured in a manner consistent with that of the financial statements. Hence, no reconciliation is provided.

(b) Revenue for major services

The Group's core business segment is the property management. The activities of the property management include landscaping, property and facilities management services.

Revenues of RMB178,000 (2022: RMB147,000) are derived from a single external customer. These revenues are attributable to the property management include landscaping, property and facilities and facilities management services.

(c) Geographical information

The Group's business segments operate in two main geographical areas:

- Singapore - the Company is headquartered and has no operations in Singapore.
- People's Republic of China - the operations in these areas are principally providing landscaping related management service.

	HQ and other investing activities		Property Management		Total	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Revenue						
PRC	-	-	226	379	226	379
Non-current assets						
PRC	24,309	49,100	-	-	24,309	49,100
Singapore	3	6	-	-	3	6
	24,312	49,106	-	-	24,312	49,106

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

23. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Company's accounting periods beginning on or after 1 January 2024 and which the Company has not early adopted.

Amendments to SFRS(I) 1-1 *Presentation of Financial Statements*:

(a) Classification of Liabilities as Current or Non-current (effective for annual periods beginning on or after 1 January 2024).

Non-current Liabilities with Covenants (effective for annual periods beginning on or after 1 January 2024).

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

Covenants of loan arrangements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with a covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

The amendments require disclosures if an entity classifies a liability as noncurrent and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosures include:

- the carrying amount of the liability
- information about the covenants, and
- facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instrument can only be ignored for the purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

23. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

Amendments to SFRS(I) 1-7 Statement of Cash Flows and SFRS(I) 7 Financial Statements:

Disclosures: Supplier finance arrangements (effective for annual periods beginning on or after 1 January 2024).

The amendments clarify the characteristics of supplier finance arrangements ("SFA") and introduce new disclosures of such arrangements. The objective of the new disclosures is to provide information about supplier finance arrangements that enables investors to assess the effects on an entity's liabilities, cash flows and the exposure to liquidity risk.

There is a transitional relief of not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances.

The amendments will be effective for annual periods beginning on or after 1 January 2024. Early adoption is permitted.

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

Amendments to SFRS(I) 16 Leases: Lease liability in a Sale and Leaseback (effective for annual periods beginning on or after 1 January 2024).

The narrow-scope amendments to SFRS(I) 16 explain how an entity accounts for a sale and leaseback after the date of the transaction.

The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains. This could particularly impact sale and leaseback transactions where the lease payments include variable payments that do not depend on an index or a rate.

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

24. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors of HealthBank Holdings Limited on 1 April 2024.

STATISTICS OF SHAREHOLDINGS

AS AT 20 MARCH 2024

SHARE CAPITAL

Issue and fully paid capital	-	S\$8,919,100	Class of shares	-	Ordinary shares
Total number of shares in issue	-	94,300,000	Voting rights	-	1 vote per share
Number of treasury shares and subsidiary holdings held	-	Nil			

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on the information provided and to the best knowledge of the Directors, approximately 30.25% of the issued ordinary shares of the Company were held in the hands of the public as at 20 March 2024 and therefore Rule 723 of the Catalist Rules is complied with.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	0	0	0	0.00
100 - 1,000	8	5.23	5,100	0.01
1,001 - 10,000	42	27.45	268,000	0.28
10,001 - 1,000,000	93	60.78	8,862,900	9.40
1,000,001 and above	10	6.54	85,164,000	90.31
TOTAL	153	100.00	94,300,000	100.00

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	PENG WEILE	27,899,000	29.59
2	PENG FEI	16,361,000	17.35
3	FENG LI	12,605,000	13.37
4	LU NING	8,910,000	9.45
5	UOB KAY HIAN PRIVATE LIMITED	8,063,300	8.55
6	PHILLIP SECURITIES PTE LTD	4,481,200	4.75
7	HAFARY HOLDINGS LIMITED	2,344,400	2.49
8	MAYBANK SECURITIES PTE. LTD.	1,857,900	1.97
9	MRS KHOO CHENG ENG NEE LIM CHENG ENG	1,596,700	1.69
10	TAN THIAM CHYE	1,045,500	1.11
11	OCBC SECURITIES PRIVATE LIMITED	715,000	0.76
12	CITIBANK NOMINEES SINGAPORE PTE LTD	654,500	0.69
13	TIGER BROKERS (SINGAPORE) PTE. LTD.	614,000	0.65
14	ZHAO ZIQING DOMINIC	611,500	0.65
15	CHNG LAY GUAT	300,000	0.32
16	OH ENG BIN (HU RONGMING)	239,000	0.25
17	DBS NOMINEES (PRIVATE) LIMITED	234,000	0.25
18	TAN CHAY LONG	230,000	0.24
19	LOKE WEE CHOONG	200,000	0.24
20	MA JOSEPHINE SISON	200,000	0.21
	TOTAL	89,162,000	94.55

STATISTICS OF SHAREHOLDINGS

AS AT 20 MARCH 2024

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
Peng Weile	27,899,000	29.59	-	-
Peng Fei	16,361,000	17.35	-	-
Feng Li	12,605,000	13.37	-	-
Lu Ning	8,910,000	9.45	-	-

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **HealthBank Holdings Limited** (the “Company”) will be held at 181 Orchard Road, #10-01, Singapore 238896 on Friday, 26 April 2024 at 2:30 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$62,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears (2023: S\$62,000). **(Resolution 2)**
3. To re-elect Mr. Peng Fei George, who is retiring pursuant to Regulation 107 of the Company’s Constitution, as a Director. **(Resolution 3)**
(see explanatory note A)
4. To re-elect Mr. Gan Fong Jek, who is retiring pursuant to Regulation 117 of the Company’s Constitution, as a Director. **(Resolution 4)**
(see explanatory note B)
5. To re-appoint CLA Global TS Public Accounting Corporation as independent auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

6. That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors be authorised and empowered to:
(Resolution 6)
 - (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

NOTICE OF ANNUAL GENERAL MEETING

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

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

provided that:

- (1) the aggregate number of Shares (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 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 the exercise of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments for (a) and (b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (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 SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

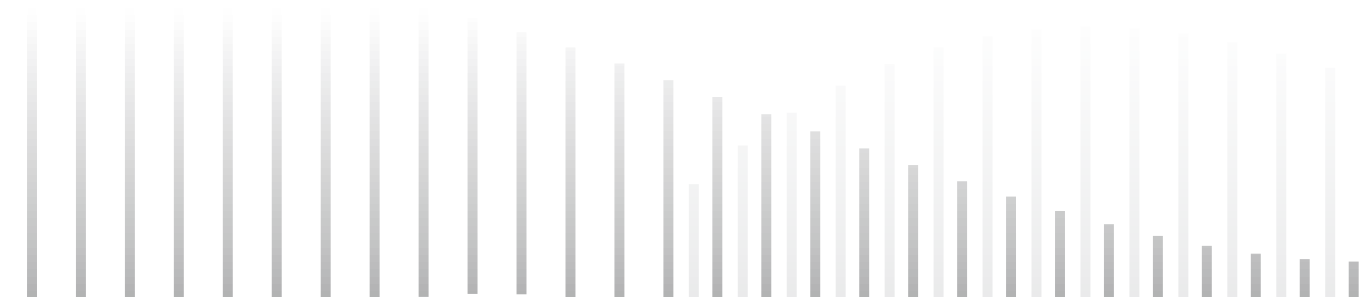
(see explanatory note C)

- 7. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Peng Fei George
Executive Director and CEO

11 April 2024
Singapore



NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- A. Mr. Peng Fei George will, if re-elected as a Director, remain as an Executive Director of the Company. Detailed information on Mr. Peng Fei George can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report for FY2023.
- B. Mr. Gan Fong Jek will, if re-elected as a Director, remain as an Independent Non-Executive Director of the Company, the Chairman of the Nominating Committee of the Company, and a member of each of the Audit Committee and the Remuneration Committee of the Company. Detailed information on Mr. Gan Fong Jek can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report for FY2023.
- C. The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is 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), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

1. Printed copies of this Notice and the accompanying Annual Report for FY2023 and proxy form will be physically despatched to members of the Company ("**Members**"). In addition, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

2. Members may not attend the AGM virtually. Members may only attend the AGM at the physical venue stated above, being 181 Orchard Road, #10-01, Singapore 238896. Members attending the AGM must bring along their NRIC or passport to enable the Company to verify their identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

3. Investors Holding Shares through Relevant Intermediaries

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act and who wish to participate in the AGM must approach their respective agents so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy.

Investors who hold shares under the Supplementary Retirement Scheme ("**SRS Investors**") and who wish to vote but are unable to attend the AGM should note that they must in any event approach their SRS Operators to appoint the **Chairman of the AGM (and not third-party proxy(ies))** to act as their proxy, and to submit their votes **by 5:00 p.m. on 16 April 2024** (being at least seven (7) working days before the date of AGM). SRS Investors who elect to vote by proxy will be precluded from attending the AGM.

SRS Investors may attend and cast their votes at the AGM personally only if they are appointed by their SRS Operator as proxy.

Please refer to Note 5 for more information on the submission of proxy forms.

4. Members' Queries

Members will be able to speak and ask questions during the AGM. To ensure that sufficient time and attention may be accorded to each question, Members are encouraged to submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM. Members are encouraged to submit questions promptly for them to be addressed.

Members submitting their questions for a response by the Company in advance of the AGM must submit their questions **no later than 5:00 p.m. on 18 April 2024 ("Cut-off Time")** to the Company:

(a) **in hard copy by post** to the registered office of the Company at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218; or

(b) **via email to healthbank123@gmail.com.**

For verification purposes, when submitting any questions by post or via email, Members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The responses to substantial and relevant questions from Members in relation to the resolutions to be tabled at the AGM will be posted on the SGXNet as soon as possible and in any case, no later than **2:30 p.m. on 22 April 2024** (being 48 hours before the closing date and time for the lodgement of proxy forms). Any subsequent clarifications sought by Members after the Cut-off Time will be addressed at the AGM, or within another reasonable timeframe. The minutes of the AGM will be published on the SGXNet within one (1) month after the date of the AGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(6) of the Companies Act, including SRS Investors, can also submit their questions in relation to any resolution set out in the Notice of AGM in the above manner.

NOTICE OF ANNUAL GENERAL MEETING

5. Voting at the AGM, including Proxy Voting

A Member (including a relevant intermediary and whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must exercise his/her/its voting rights in one of the following manners:

- (a) a Member entitled to attend and vote at the AGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her/its stead;
- (b) a Member entitled to attend and vote at the AGM and who is a relevant intermediary may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member; or
- (c) by personally attending and voting at the AGM.

Where the Member opts to appoint one or more proxies in the manner as set out at Note 5(a) or 5(b) above, the instrument appointing the proxy must be submitted to the Company in the following manner:

- (i) if **by post**, to the registered office of the Company, at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218; or
- (ii) if sent **by email**, to healthbank123@gmail.com.

in any case, not less than 48 hours before the time for holding the AGM and at any adjournment thereof, i.e., the Member's proxy form must be received by the Company **no later than 2:30 p.m. on 24 April 2024**. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

The instrument appointing the proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

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

The Company shall be entitled to reject any instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (such as in the case where the appointor submits more than one instrument appointing a proxy). In addition, where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.

Personal Data Privacy:

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, *inter alia*, the Member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the AGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.*

The contact person for the Sponsor is Ms Lee Khai Yinn (+65 6232 3210) at 1 Robinson Road #21-00 AIA Tower, Singapore 048542.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr. Peng Fei George and Mr. Gan Fong Jek are the Directors seeking re-election at the forthcoming annual general meeting of the Company (the "AGM") to be convened on 26 April 2024 under Ordinary Resolutions 3 and 4 respectively as set out in the Notice of AGM dated 11 April 2024 (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to Rule 720(5) of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below and to be read in conjunction with their respective biographies under the section entitled "Board of Directors" in the Annual Report for the financial year ended 31 December 2023:

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
Date of appointment	3 October 2016	1 July 2023
Date of last re-appointment	28 April 2021	Not applicable
Age (as of 31 December 2023)	54	51
Country of principal residence	China	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Nominating Committee of the Company (the "NC"), having assessed Mr. Peng's qualifications, experience and present commitments, as well as his contributions and performance since his appointment, is of the view that Mr. Peng is suitable to be re-appointed as an Executive Director of the Company and has recommended to the Board of Directors of the Company (the "Board") that he be so re-appointed.</p> <p>The Board, having considered the above factors and taken into account the NC's recommendation, has approved Mr. Peng's re-appointment as an Executive Director of the Company.</p>	<p>The NC, having assessed Mr. Gan's qualifications, experience and present commitments, as well as his contributions and performance since his appointment, is of the view that Mr. Gan is suitable to be re-appointed as an Independent Non-Executive Director of the Company, as the Chairman of the NC, and as a member of each of the Remuneration Committee (the "RC") and the Audit Committee (the "AC"), and has recommended to the Board that he be so re-appointed.</p> <p>The Board, having considered the above factors and taken into account the NC's recommendation, has approved Mr. Gan's re-appointment as an Independent Non-Executive Director of the Company, as the Chairman of the NC, and as a member of each of the RC and the AC.</p>

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
Whether the appointment is executive, and if so, the area of responsibility	Executive. Mr. Peng will be responsible for formulating and setting strategic directions for the Group, as well as managing the Group's corporate finance investments and managing the daily operations, development and growth of the Group.	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and CEO of the Company	Independent Non-Executive Director, NC Chairman, AC Member, RC Member
Professional qualifications	Master of Science in Finance and Investment with Distinction, Durham University, United Kingdom	<p>Member of Singapore Institute of Directors</p> <p>Fellow Chartered Accountant (FCA), Institute of Singapore Chartered Accountants</p> <p>Executive Master of Business Administration (EMBA), INSEAD, Fontainebleau, France, Abu Dhabi, Singapore</p> <p>EMBA, Tsinghua School of Economics and Management, Tsinghua University, Beijing</p> <p>Master of Business, Nanyang Business School, Nanyang Scholarship, Nanyang Technological University</p> <p>Bachelor of Accountancy (Honours), Nanyang Technological University</p>

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
Working experience and occupation(s) during the past 10 years	<p>Dec 2017 to Sep 2022: Non-Executive Director of Forise International Limited</p> <p>Aug 2017 to Jul 2020: Non-Executive Director of TNT Global Capital Pte Ltd</p> <p>Aug 2015 to Dec 2017: Executive Director of Forise International Limited</p> <p>Jan 2014 to Sep 2015: Executive President of Fuhua Holdings Limited</p>	<p>Sep 2015 to Present: Founding Chief Executive Officer, Managing Partner and Chief Investment Officer of Jubilee Capital Management Pte. Ltd.</p> <p>Mar 2014 to Aug 2015: Senior Vice President of MNC Media Investment Ltd</p> <p>Dec 2012 to Feb 2014: Founder and Managing Director of Millennia Ventures Pte Ltd</p>
Shareholding interest in the listed issuer and its subsidiaries	Yes - Direct interest in 16,361,000 Shares in the Company, being 17.35% of the total number of voting Shares in the Company.	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive director, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H of the Catalist Rules) under Rule 720(1) of the Catalist Rules has been submitted to the listed issuer	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
Other principal commitments including directorships (excluding the working experience and occupation(s) during the past 10 years listed above, except for directorships)		
Past (for the last 5 years from 1 January 2019 to the date of this Annual Report for FY2023)	<u>Directorships</u> <ul style="list-style-type: none"> • TNT Global Capital Pte Ltd • Forise International Limited <u>Other principal commitments</u> Nil	<u>Directorships</u> <ul style="list-style-type: none"> • Care Corner Singapore Ltd • Singapore Venture Capital Association • Alpha Supply Chain Group Pte Ltd • Jubilee Technology Fund SPC • Idea Cable Holdings Private Ltd <u>Other principal commitments</u> <ul style="list-style-type: none"> • 2012 to 2022: Director, Treasurer and Finance Committee Chairman of Care Corner Singapore Ltd
Present	<u>Directorships</u> Nil <u>Other principal commitments</u> Nil	<u>Directorships</u> <ul style="list-style-type: none"> • ecoWise Holdings Limited • Hatten Land Limited • Jubilee Capital Partners Limited • Jubilee Capital Management Pte Ltd • Jubilee Technology Fund Pte Ltd • Bideford Global Holdings Limited • Millennia Ventures Pte Ltd • Latitude Technologies Ltd • Optimatic Pte Ltd • Decentralised Cyberspace Foundation Limited • Isratrade (Asia) Pte Ltd • Care Corner Senior Services Ltd • Care Connexions Ltd • Fortunate Time Global Limited • First Noble Global Limited • Humaster Asia Pte Ltd <u>Other principal commitments</u> Nil

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
Information required pursuant to Rule 704(6) of the Catalist Rules		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, on the business trust, on the ground of insolvency?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: <p data-bbox="189 838 477 1092">(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p data-bbox="189 1123 477 1419">(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	PENG FEI GEORGE	GAN FONG JEK
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
<p>(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?</p>	No	No
<p>Any prior experience as a director of a listed company on the SGX-ST? 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 SGX-ST. Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the director to undergo training as prescribed by the SGX-ST (if applicable).</p>	<p>Yes. Mr. Peng was a Non-Executive Director of Forise International Limited from Dec 2017 to Sep 2022, and an Executive Director of Forise International Limited from Aug 2015 to Dec 2017.</p>	<p>Yes. Mr. Gan was appointed as a Non-Executive Independent Director of ecoWise Holdings Limited in Apr 2022.</p>

This page has been intentionally left blank.

HEALTHBANK HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201334844E)
(the "Company")

PROXY FORM

(Please see the notes overleaf before completing this form)

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend and vote at the AGM (please see Note 2 of this form for the definition of "relevant intermediary").
2. Investors who hold shares under the Supplementary Retirement Scheme ("SRS Investors") may attend and cast their votes at the AGM personally if they are appointed by their SRS Operator as proxy. If they are unable to attend personally but would like to vote, they should inform their SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the SRS Investor shall be precluded from attending the AGM.
3. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or is purported to be used by them.

I/We* _____ (Name) _____ (NRIC/Passport/UEN*)
of _____ (Address)
being a member of the Company (a "Member"), hereby appoint:

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

and/or*:

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

or if no proxy is named, the Chairman of the annual general meeting of the Company ("AGM") as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the AGM to be convened and held at 181 Orchard Road, #10-01, Singapore 238896 on 26 April 2024 at 2:30 p.m. and at any adjournment thereof.

I/We* direct the aforesaid appointed proxy to vote for, or against, or abstain from voting on, the resolutions to be proposed at the AGM as indicated hereunder.

* Delete as appropriate

No.	Ordinary Resolution relating to:	No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
1.	Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor's Report thereon.			
2.	Payment of Directors' fees of up to S\$62,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears.			
3.	Re-election of Mr. Peng Fei George as a Director of the Company.			
4.	Re-election of Mr. Gan Fong Jek as a Director of the Company.			
5.	Re-appointment of CLA Global TS Public Accounting Corporation as independent auditor of the Company and for the Directors to fix their remuneration.			
No.	Special Business:	No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
6.	Authority to Directors to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 of Singapore.			

* If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate so with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. **PLEASE NOTE THAT if no specific direction as to voting is given, the proxy/proxies (except where the Chairman of the AGM is appointed as proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the AGM and at any adjournment thereof. In the absence of specific direction in respect of a resolution, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2024.

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) and, in the case of a Corporate Shareholder, the Common Seal of the Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares in the Company ("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 may personally attend and vote at the AGM, or:
 - a. a Member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such Member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy; and
 - b. a Member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Member. Where such Member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company

("relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore).

3. SRS Investors who wish to appoint a proxy/proxies should approach their respective SRS Operators to submit their votes and appoint a proxy/proxies by **5:00 p.m. on 16 April 2024** (being at least seven (7) working days before the date of the AGM) in order to allow sufficient time for their respective SRS Operator(s) to in turn submit a proxy form to appoint a proxy to vote on their behalf by the cut-off date.
4. A proxy need not be a Member.
5. The duly executed Proxy Form must be submitted to the Company in the following manner:

(a) **by email** to healthbank123@gmail.com; or

(b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218,

in any case, **not less than 48 hours** before the time appointed for holding the AGM (and at any adjournment thereof), i.e. by **2:30 p.m. on 24 April 2024**. **Members are strongly encouraged to submit the completed and signed Proxy Forms by email.**

6. Completion and submission of the instrument appointing one or more proxy(ies) by a Member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. **The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the Member attends the AGM in person**, and in such event, the Company reserves the right to refuse to admit to the AGM any person or persons appointed under the relevant instrument appointing one or more proxy(ies).
7. This instrument of proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notorially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
9. A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
10. The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment), such as in the case where the appointor submits more than one instrument of proxy.
11. In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy. Otherwise, the Company shall be entitled to reject the instrument of proxy.
12. For purposes of the appointment of a proxy(ies) and/or representative(s), the Member(s)' and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport will need to be produced for sighting upon registration at the AGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 April 2024.

This page has been intentionally left blank.

This page has been intentionally left blank.