



LINCOTRADE & ASSOCIATES
HOLDINGS LIMITED

TRANSFORMING VISIONS,
CREATING REALITIES



ANNUAL REPORT
2024



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This Annual Report has been reviewed by the Company's sponsor, RHB Bank Berhad (the "**Sponsor**") in accordance with Rule 226(2)(b) of the Catalist Rules. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Alvin Soh, Head, Corporate Finance, RHB Bank Berhad at 90 Cecil Street, #03-00 RHB Bank Building Singapore 069531, Telephone: +65 6320 0627.

Established in 1991 and based in Singapore, Lincotrade has over 30 years of experience in the interior fitting-out industry and have established a proven business track record since our inception. Engaged in the provision of interior fitting-out services, additions and alterations ("**A&A**") works and other building construction services, Lincotrade has completed more than 200 projects and have consistently and successfully delivered projects to our customers' satisfaction. Our customers include major private property developers and construction companies in Singapore.

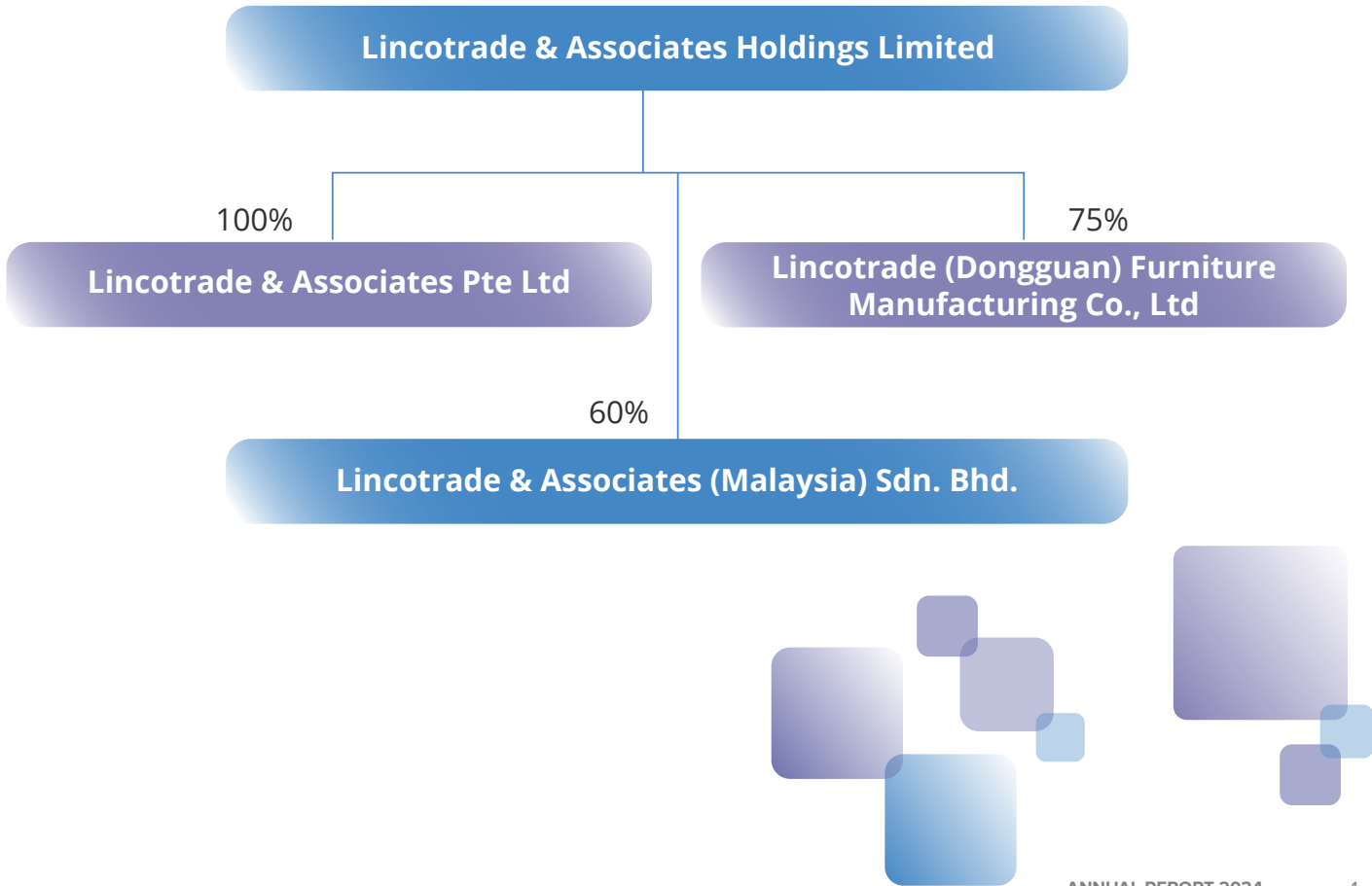
Lincotrade is registered with the BCA under the CR06 Workhead with a L6 grade, which permits us to tender for government jobs with no tender limits. Since 2006, Lincotrade has had our own in-house processing facility to process, assemble and manufacture carpentry products to support and complement our interior fitting-out services.

To strengthen the Group's manufacturing capacity and to enhance the quality of our carpentry products, we set up a new subsidiary in the People's Republic of China during January 2024.

In addition, the Group has set up a subsidiary in Malaysia in August 2023 to expand our business presence related to interior fitting-out works, so as to harness new business opportunities beyond Singapore.

Lincotrade's interior fitting-out projects encompass space planning and lay-out, interior construction and finishing works on floorings, ceilings, partitions, doors, fixtures and fittings, mechanical, electrical and plumbing works such as air-conditioning installation, water and sewage fit-outs, lighting, power and other works. Lincotrade also provide A&A works that include minor alterations, extension, conversion and upgrading of buildings as well as minor repair and improvement works. In addition, Lincotrade provide building construction services which mainly consist of the construction of showflats and sales galleries.

In addition to our commitment in the reduction of onsite energy consumption and construction waste, the Group has been using environmentally friendly materials, such as laminate and veneer made from reconstructed or recycled material, in our projects to reduce lumbering of forests. The Group was awarded the Singapore Green Label by the Singapore Environmental Council for our wooden panel doors which are made from renewable and sustainable materials.



LETTER TO SHAREHOLDERS

DEAR SHAREHOLDERS,

Another twelve months has quickly gone past since our previous annual report that marks the first year of our full year financial performance as a specialist of interior fitting-out services.

On behalf of the Board of Lincotrade & Associates Holdings Limited ("**Lincotrade**" or the "**Company**" and together with its subsidiaries, the "**Group**"), we are pleased to present Lincotrade's Annual Report for the financial year ended 30 June 2024 ("**FY2024**").

Reflecting over the past year, it has been a fast-paced journey for Lincotrade, where our listing on 8 August 2022 has provided a platform for the Group to power ahead in new directions, particularly in overseas markets.

As an interior-fitting out specialist, our fundamental strength lies in continuously creating welcoming and accessible environments that meet future needs of our customers and their visitors with more eco-friendly methods.

Through our in-depth knowledge and experience in executing and managing interior fitting-out works for large projects, the Group has secured new contracts over the past year, which reaffirms our core competencies and strengths of our business model that are categorised under commercial, residential and showflats segments.

As at 30 June 2024, the Group's order book stood at approximately S\$39.5 million which generally will be fulfilled during the next two years.

Singapore continues to be our primary market, presenting both opportunities and challenges.

With BCA projecting a steady demand of construction of between S\$31 billion to S\$38 billion from 2025 to 2028 annually⁽¹⁾, there is strong optimism for the outlook of our operating environment, where our Group continues to proactively tender for new projects in Singapore, particularly those that are larger in terms of scale and contract value.

To support our growth ambitions in Singapore, the Group made a successful tender to JTC Corporation ("**JTC**") for a 20-year leasehold factory located at 5 Tuas Avenue 12 Singapore 639025 ("**Tuas Factory**").

With a land area of approximately 6,498.50 square metres and a gross floor area of approximately 5,490.41 square metres, the Tuas Factory is larger than our current premises at Sungei Kadut Loop. Additions and alterations works are currently being undertaken at the Tuas Factory to cater for the Group's business activities and future plans, and we intend to relocate our operations and dormitories to Tuas

Factory during the first half of 2025, subject to approvals from the relevant authorities.

While there are promising opportunities in Singapore, we recognise the current challenges facing the industry, including rising construction costs, stricter foreign worker policies, and increased operating expenses driven by inflation, among other factors.

Diversifying our business portfolio to mitigate risk and harness new business opportunities, the Group has set up new subsidiaries in Malaysia and the People's Republic of China ("**PRC**") to support our growth plans and business activities.

In Malaysia, the Group intends to expand our business presence related to interior fitting-out works. And in the PRC, the Group's subsidiary aims to strengthen our manufacturing capacity and enhance the quality of our carpentry products.

With an exciting course for future growth being charted, we remain firmly committed to the principle that we undertake our projects in the most sustainable way, and that our unique model for success is based on how we deliver, not only on what we deliver.

Sustainability will remain a core element of Lincotrade's overall business agenda, and we are dedicated to growing our business responsibly, with careful consideration of our economic, social, and environmental footprint.

As part of our sustainability strategy, we will also continue to train and upskill our workforce to enhance productivity, embrace digital advancements, and adopt techniques that has proven effective in reducing material waste and minimising environmental impact.

Together with our core competences, we will continue to enhance business efficiencies and develop new value propositions for our customers so as to position our Group for future growth.

A YEAR OF CONSISTENCY WITH NET PROFIT OF S\$2.3 MILLION IN FY2024

The Group recognised revenue of S\$67.9 million in FY2024 with revenue growth from our commercial and residential business segments.

Gross profit increased marginally to approximately S\$7.9 million in FY2024 with the Group's gross profit margin increasing to 11.6% in FY2024 (FY2023: 10.4%), mainly due to higher proportion of revenue generated from commercial segment, which generally yield higher margins for the Group.

⁽¹⁾ <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2023/01/12/singapore-s-construction-demand-to-remainstrong-in-2023>

LETTER TO SHAREHOLDERS

Notably, the Group generated net cash from operating activities of approximately S\$5.5 million during FY2024 (FY2023: S\$4.7 million).

More details can be found in the financial review section in the next few pages of this Annual Report.

PROPOSED DIVIDEND OF 0.32 SINGAPORE CENTS PER SHARE, BRINGING TOTAL DIVIDEND TO 0.70 SINGAPORE CENTS PER SHARE FOR FY2024

Demonstrating our commitment to reward shareholders, the Group announced the adoption of a dividend policy, in February 2024, to distribute at least 20% of the consolidated net profit attributable to shareholders of the Company, excluding non-recurring, one-off and exceptional income in respect of any financial year to our shareholders.

Combined with the interim dividend of 0.38 Singapore cents announced for the first half of FY2024, the proposed final dividend of 0.32 Singapore cents will bring total dividends to 0.70 Singapore cents for FY2024, which translate to a dividend payout of 52.6% of the Group's consolidated net profit attributable to shareholders of the Company.

We believe that this dividend policy reflects our continued confidence in our strategies to generate profitability, while investing for future growth.

ACKNOWLEDGEMENTS

With our distinctive capabilities, financial strength and values, we see Lincotrade as the partner of choice in the interior fitting-out industry.

Looking ahead, there are still challenges to overcome and our focus must remain on delivering safe and successful performance on all our projects and in bringing value to our customers.

As always, a key part of our success has been our people.

On this note, on behalf our Board, we would like to express our gratitude to all our staff and our management team for the professionalism and tenacity that they brought into the business, working behind the scenes to help each other and support our customers.

We also want to acknowledge the support and commitment of the Board in guiding our strategic initiatives towards our corporate objectives.

To our customers, business partners, bankers and other stakeholders, we would like to extend our heartfelt thanks for their continued support and confidence in us.

Finally, we would like to express our sincere appreciation to all our shareholders, for their steadfast trust and support to Lincotrade's growth plans.

Building on our current momentum and our specialist capabilities, we have confidence going into the future to become a more agile and efficient organisation.

From a position of strength, we look forward to another fruitful year ahead, finding new ways to better response to customers' needs and harness emerging opportunities within Singapore and beyond.

Thank you!

Dr Tan Kok Heng

Independent Non-Executive Chairman

Mr Tan Jit Meng (Jimmy)

Managing Director



FINANCIAL REVIEW

REVENUE

The Group's revenue that is recognised in a particular financial year would depend mainly on the value of the projects secured and percentage of works completed from projects in the following three segments:

- (a) commercial premises, such as offices, hotels, food and beverage establishments and shopping malls;
- (b) residential premises such as condominium developments; and
- (c) showflats.

The Group posted revenue of S\$67.9 million in FY2024 with our commercial business segment continuing to be the key revenue contributor. In FY2024, revenue from this business segment increased 16.3% or approximately S\$7.9 million, to approximately S\$56.3 million from S\$48.4 million in FY2023, mainly due to revenue contribution from some of the Group's larger commercial projects.

In FY2024, revenue contribution from the Group's residential business segment increased 27.5% or approximately S\$936,000, to approximately S\$4.3 million from S\$3.4 million in FY2023, mainly due to a higher percentage of completion from the Group's residential projects.

However, revenue contribution from the Group's showflats business segment declined 60.1% or approximately S\$10.8 million, to approximately S\$7.2 million in FY2024 from S\$18.0 million in FY2023, as the larger showflat projects were substantially completed in FY2023.

GROSS PROFIT

The Group's gross profit increased marginally to S\$7.9 million in FY2024 (FY2023: S\$7.3 million), which was mainly due to higher profit margin of 11.6% recognised in FY2024 (FY2023: 10.4%) with more revenue contribution from the commercial segment that generally yield higher margins for the Group.

OTHER INCOME AND GAINS

The Group's other income and gains relate mainly to rental income and government grants received in FY2024. Other income and gains decreased by approximately S\$194,000 or 53.6% mainly due to lower government grants received, which was partially offset by the increase in rental income of approximately S\$60,000 in FY2024 that is generated from the rental of excess factory and dormitory space to unrelated third party.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses increased slightly by approximately S\$149,000 or 4.8% from approximately S\$3.1 million during FY2023 to approximately S\$3.3 million during FY2024. The increment was mainly due to the Group's two newly incorporated subsidiaries, Lincotrade & Associates (Malaysia) Sdn. Bhd. ("**Lincotrade Malaysia**") and Lincotrade (Dongguan) Furniture Manufacturing Co., Ltd. ("**Lincotrade Dongguan**") during FY2024.

OTHER EXPENSES

The Group's other expenses increased by approximately S\$563,000 or 38.5% to approximately S\$2.0 million in FY2024, mainly due to higher dormitory and utility expenses as more of our foreign workers were residing at our in-house dormitory during FY2024. The increment was also due to the Group's two newly incorporated subsidiaries, Lincotrade Malaysia and Lincotrade Dongguan during FY2024.

The Group has obtained approval from the relevant authorities to increase our in-house dormitory capacity from 15 workers to 90 workers with effect from October 2023.

Depreciation of property, plant and equipment increased by approximately S\$241,000 or 40.8% mainly due to additions of property, plant and equipment during FY2024. Depreciation of right-of-use assets remained at S\$61,000 during the current year under review.

PROFIT BEFORE TAX

Overall, the Group registered a profit before tax of approximately S\$2.8 million for FY2024 as compared to a loss before tax of approximately S\$8.0 million for FY2023 due to the one-off non-cash RTO expenses of approximately S\$10.8 million. Excluding the one-off non-cash RTO expenses, the Group would have registered an adjusted profit before tax of approximately S\$2.8 million for FY2023.

KEY BALANCE SHEET HIGHLIGHTS

Total Assets

The Group's total assets increased 13.5% to approximately S\$39.8 million as at 30 June 2024, as compared to S\$35.1 million as at 30 June 2023.

The Group's total assets comprise non-current assets of approximately S\$15.5 million (S\$4.4 million as at 30 June 2023) and current assets of approximately S\$24.3 million (S\$30.6 million as at 30 June 2023) as at 30 June 2024.

Non-Current Assets

The key components of non-current assets are property, plant and equipment and trade receivables (non-current) of approximately S\$10.9 million and S\$4.6 million respectively.

The increase in property, plant and equipment was mainly due to the acquisition of the Tuas Factory for approximately S\$10.1 million, of which approximately S\$7.7 million were financed by a term loan. The increase was partially offset by depreciation expenses of approximately S\$832,000.

Trade and other receivables (non-current) comprise retention receivables that are receivable after 12 months from the reporting date. The increase of approximately S\$1.6 million in retention receivables was attributable to higher billings for newly completed works during FY2024.

Current Assets

The key components of current assets are cash and cash equivalents of approximately S\$11.5 million, current portion of trade and other receivables of approximately S\$9.3 million, contract assets of approximately S\$2.4 million and other non-financial assets of approximately S\$915,000.

The decrease in current assets, as at 30 June 2024, was mainly due to (i) decrease in cash and bank equivalents of S\$1.2 million mainly due to acquisition of the Tuas Factory, repayment of term loans and decrease in bills payable, partially offset by the positive cashflows from operations, (ii) decrease in trade and other receivables of S\$1.9 million due to lesser projects' retentions sums due within the next 12 months, (iii) decrease in other non-financial assets of approximately S\$474,000 mainly due to lower advances paid to suppliers, and (iv) decrease in contract assets of approximately S\$3.0 million mainly due to higher billing to customers for certified completed jobs.



Total Liabilities

The Group's total liabilities increased 11.3% to approximately S\$29.3 million as at 30 June 2024, as compared to S\$26.3 million as at 30 June 2023.

The Group's total liabilities comprise non-current liabilities of approximately S\$7.1 million (S\$1.7 million as at 30 June 2023) and current liabilities of approximately S\$22.2 million (S\$24.6 million as at 30 June 2023) as at 30 June 2024.

Non-Current Liabilities

Non-current liabilities mainly comprise other financial liabilities of approximately S\$7.0 million.

The increase in non-current liabilities, as at 30 June 2024, was mainly due to the additional bank loan obtained to finance the Tuas Factory of approximately S\$7.7 million, partially offset by the repayment of bank loans during FY2024.

Current Liabilities

The key components of current liabilities are trade and other payables of approximately S\$11.1 million, current portion of other financial liabilities of approximately S\$10.3 million, and income tax provision of approximately S\$696,000.

The decrease in current liabilities, as at 30 June 2024, was mainly due to a decrease in trade and other payables of approximately S\$628,000, decrease in current portion of other financial liabilities of approximately S\$1.2 million due to repayment of loans and the absence of contract liabilities as at 30 June 2024.



FINANCIAL REVIEW

Total Equity

As at 30 June 2024, the Group's total equity increased to approximately S\$10.5 million.

CASH FLOW HIGHLIGHTS

During FY2024, our Group recorded operating cash flows before working capital changes of approximately S\$4.3 million.

Net cash from working capital amounted to approximately S\$2.4 million, mainly due to (i) increase in inventories from Lincotrade Dongguan, (ii) decrease in contract assets of approximately S\$3.0 million due to higher billing to customers for certified completed jobs; (iii) decrease in trade and other receivables due to lower current portion of retention receivables; (iv) decrease in other non-financial assets of approximately S\$474,000; (v) partially offset by a decrease in contract liabilities of approximately S\$469,000 and trade and other payables of approximately S\$628,000 due to faster payments to creditors for one of the bigger projects undertaken by the Group. The Group also paid interest expenses on operating activities and income tax of approximately S\$618,000 and S\$567,000, respectively.

As a result, net cash generated from operating activities amounted to approximately S\$5.5 million during FY2024.

Net cash used in investing activities amounted to approximately S\$10.1 million during FY2024, mainly relates to purchase of property, plant and equipment of approximately S\$10.3 million, partially offset by the proceeds from disposal of property, plant and equipment of approximately S\$2,000 and the interest received of approximately S\$189,000.

Net cash flows from financing activities amounted to approximately S\$3.2 million during FY2024 mainly due to increase in new loans and borrowings of approximately S\$7.7 million, partially offset by the repayment of term loans and shareholder's loan of approximately S\$1.6 million and S\$800,000 respectively, decrease in bills payable of approximately S\$1.1 million, increase in cash restricted in use of approximately S\$228,000, payment for lease liabilities of approximately S\$111,000 and payment of interim dividend to shareholders of approximately S\$654,000.

As a result of the above, there was a net decrease of approximately S\$1.4 million in cash and cash equivalents from approximately S\$9.1 million as at 1 July 2023 to approximately S\$7.7 million as at 30 June 2024.



FINANCIAL HIGHLIGHTS

FINANCIAL YEAR ENDED 30 JUNE	FY2024	FY2023
	S\$'000	S\$'000
REVENUE BY PRODUCT SEGMENTS		
Commercial	56,331	48,442
Residential	4,339	3,403
Showflats	7,192	18,030
OPERATING RESULTS		
Revenue	67,862	69,875
Gross Profit	7,876	7,252
Profit / (Loss) before tax	2,829	(7,971)
Profit / (Loss) attributable to shareholders	2,293	(8,744)
Profit after tax before one-off non-cash RTO expenses ⁽¹⁾	2,293	2,035
EBITDA ⁽²⁾	4,266	3,890
BALANCE SHEET		
Non-Current Assets	15,504	4,443
Current Assets	24,301	30,636
Current Liabilities	22,212	24,581
Non-Current Liabilities	7,076	1,731
CASHFLOW		
Operating Activities	5,514	4,663
Investing Activities	(10,141)	(294)
Financing Activities	3,220	(569)

⁽¹⁾ One-off non-cash RTO expenses amounted to approximately S\$10.8 million for FY2023.

⁽²⁾ Earnings Before Interest, Tax, Depreciation, Amortisation and one-off non-cash RTO expenses.

BOARD OF DIRECTORS



DR TAN KOK HENG
Independent Non-Executive Chairman



MR TAN JIT MENG (JIMMY)
Managing Director

Dr Tan is the Independent Non-Executive Chairman of our Company and he is currently the Executive Director and CEO of Sunway RE Capital Pte Ltd ("**Sunway**"), the real estate investment management arm of Sunway Berhad. At Sunway, Dr Tan oversees the real estate fund management business. His responsibilities include deal origination and fund raising, with an emphasis on setting up listed and unlisted funds, with the objective of building Sunway's overseas property business as well as growing its recurring income. Prior to joining Sunway, Dr Tan was CEO of Fund Management Business and Head of Property Investment of Sime Darby Property Berhad ("**SDPB**") from April 2011 to October 2018. He was instrumental in setting up several private real estate and development funds for SDPB, as well as being involved in numerous joint ventures. Dr Tan also sits on the board of other listed and non-profit organisations.

Dr Tan graduated from the National University of Singapore with a Bachelor of Science (Hons) in Estate Management. He also holds a Graduate Diploma in Financial Management from the Singapore Institute of Management, Master of International Business from the Curtin University of Technology, Australia and Doctorate (Transdisciplinary Studies) from Central Queensland University, Australia. He is also a member of the Singapore Institute of Directors.

Mr Jimmy Tan is the Managing Director of our Company and he is the co-founder and Managing Director of Lincotrade & Associates Pte Ltd. Prior to co-founding Lincotrade & Associates Pte Ltd in November 1991, he worked as a Foreman for Linco (Private) Limited, which is engaged in the business of providing partition and ceiling works, from July 1987 to September 1991. He co-founded Lincotrade & Associates Pte Ltd in November 1991. Mr Jimmy Tan was later promoted to Deputy Managing Director in January 1998 and Managing Director in July 2000.

Mr Jimmy Tan is responsible for overseeing our operations, including business development, project and financial management.



KWONG CHOONG KUEN
Independent Non-Executive Director



MR WEE SHUO SIONG MILTON
Non-Independent Non-Executive Director

Mr. Kwong is an Independent Non-Executive Director of our Company. He is also the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.

Mr. Kwong has over 20 years of experience in finance and accounting. From March 2024, he is the Head of Finance for Fast Track Events Pte Ltd, a global events management and marketing company. He was the chief financial officer of RMH Holdings Limited for the period from October 2016 to December 2018. He has been appointed as an independent non-executive director of C&N Holdings Limited from October 2017 to August 2021. He has also been appointed as an Independent Non-Executive director of BHCC Holding Limited and Solis Holdings Limited since March 2020 and June 2021 respectively. In July 2024, he is also appointed as an Independent Non-Executive Director of Orangecloud Technology Inc, a company listed on Nasdaq.

Mr. Kwong is a Chartered Accountant of Singapore and has been a member of the Institute of Certified Public Accountants of Singapore since September 1999 and a member of the Institute of Singapore Chartered Accountants since July 2013. Mr Kwong graduated from Nanyang Technological University with a Bachelor of Accountancy (Hons) in June 1996.

Mr Wee is the Non-Independent Non-Executive Director of our Company and he is the founder and director of Zennez Pte. Ltd. which specialises in organising wellness events. Before this, he was the Head of Marketing at Nature's Farm Retail Pte Ltd ("**Nature's Farm**"), a health food and supplement distribution Company with a retail presence in Singapore. At Nature's Farm, he oversees the development and execution of marketing strategies, campaigns and events, as well as identification of new market segments and opportunities. Prior to joining Nature's Farm in March 2022, he spent close to 5 years as a Business Development Manager in Imperium Crown Limited from June 2017 to February 2022, a property investment and development Company listed on the Catalist board of the SGX-ST, where he was responsible primarily for the sourcing and evaluation of potential deals as well as studying of industry and market trends. From January 2015 to May 2017, Mr Wee worked in event management companies where he was involved in project management as well as event planning and execution. He graduated from the University of Queensland with a Masters in Business and from the University of Adelaide with a Bachelor of Innovation & Entrepreneurship. He also holds an Advanced Diploma in Business Administration from Macquarie University and is an associate member of the Singapore Institute of Directors.

KEY MANAGEMENT

MR SOH LOONG CHOW JACKIE

Business Development Director

Mr Soh is the Business Development Director of our Company and the co-founder of Lincotrade & Associates Pte Ltd. Prior to co-founding Lincotrade & Associates Pte Ltd in November 1991, he worked as a Foreman for Linco (Private) Limited from October 1987 to September 1991. Mr Soh is responsible for all our Company's marketing and business development matters. Mr Soh obtained his Singapore-Cambridge General Certificate of Education (Ordinary Level) in 1984.

MR TAN CHEE KHOON

Operations Director

Mr Tan is the Operations Director of our Company and he joined Lincotrade & Associates Pte Ltd in March 1999 as a Junior Site Supervisor and was subsequently promoted to Site Supervisor in August 1999, Site Coordinator in January 2000, Project Manager in September 2005, General Manager in January 2008 and became a shareholder and a director in July 2015. Mr Tan is responsible for all our Company's tendering and project management matters. Mr Tan obtained his Diploma in Civil Engineering from the Federal Institute of Technology (Malaysia) in 1997.

MR KWEK WEI LEE

Chief Financial Officer

Mr Kwek is the Chief Financial Officer of our Company. He was previously the Finance Manager (Group Accounts) of Fabchem China Limited and is responsible for the financial, accounting, budgeting and taxation matters of the Group. Prior to joining Fabchem China Limited in April 2005, he was an Audit Senior with Ernst & Young, Singapore, an international audit firm, from January 2003 to March 2005, where he was involved in initial public offerings projects, audit of public listed companies and multinational companies. From December 2000 to December 2002, he was a Senior Audit Assistant with BDO LLP Singapore, an international audit firm. Mr Kwek obtained a Diploma with Merit in Accountancy from Ngee Ann Polytechnic in June 1998. He is a Chartered Accountant of Singapore and fellow member of the Association of Chartered Certified Accountants in UK.

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CORPORATE GOVERNANCE REPORT

The board of directors (the “**Board**” or the “**Directors**”) and management (the “**Management**”) of Lincotrade & Associates Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) are committed to ensuring that high standards of corporate governance are practiced through 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 Group’s corporate governance practices that were in place during the financial year ended 30 June 2024 (“**FY2024**”) with specific reference made to the Principles of Code of Corporate Governance 2018 (“**Code**”) and the disclosure guide developed by SGX-ST in January 2015 (the “**Guide**”). The Group has complied with the principles and provisions set out in Code save for Provision 8.1 – Disclosure on Remuneration where the deviations and explanations are provided.

The Group also ensures that all applicable laws, rules and regulations including the Securities and Futures Act 2001 of Singapore (“**Securities and Futures Act**”) and the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) are duly complied with.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

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

The primary role of the Board is to protect and enhance long-term shareholders’ value. While the Board is collectively responsible for the success of the Company, the Board works hand in hand with the Management of the Company towards achieving this end. The Board reviews Management’s performance and Management remains accountable to the Board. Key roles of the Board include providing entrepreneurial leadership, approving the Company’s objectives, major strategic directions and corporate policies, monitoring and reviewing financial and operating performance, approving annual budgets, major funding and investment proposals, risks assessment and management and appointing any new member to the Board and key personnel. Matters which require Board’s decision include interested person transactions, material acquisitions and disposal of assets, corporate and financial restructuring, issuances of shares, dividends and other returns to shareholders. The Board manages the Group in the best interests of shareholders as well as the interest of other stakeholders and pursues the continual enhancement of the long-term shareholder value.

All Directors exercise due diligence and independent judgment, and are obliged to act in good faith and consider at all times the best interests of the Company.

To assist the Board in the execution of its responsibilities, various Board Committees, namely the Audit Committee (“**AC**”), Remuneration Committee (“**RC**”) and Nominating Committee (“**NC**”) have been constituted with clearly defined terms of reference. Minutes of the Board Committees meetings are available to all Board members.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company and within the Group.

CORPORATE GOVERNANCE REPORT

Please refer to Table 1 – Board and Board Committees.

The Board conducts regular scheduled meetings. Additional meetings may be convened as and when circumstances require. The Company's Constitution provides for meetings to be held via telephone and video conferencing. The Board and Board Committees may also make decisions through circulating resolutions.

Please refer to Table 2 – Attendance at Board and Board Committees meetings.

The Board's approval is required for the following matters that are likely to have a material impact on the Group's operations as well as matters other than in the ordinary course of business:

1. Major investment and funding
2. Interested Person Transactions
3. Material acquisition and disposal of assets
4. Corporate strategic direction and strategic action plans
5. Issuance of policies and key business initiatives
6. Issuance of shares
7. Declaration of interim dividends and proposal of final dividends
8. Announcement of the Group's half year and full year results and the release of the Annual Reports

The Board has adopted a set of internal controls which sets out authorization and approval limits governing operating and capital expenditure and investments and divestments.

A formal letter will be sent to newly-appointed Directors upon their appointment explaining their duties and obligations as Director. New Directors, upon appointment, will be briefed on the business and organisation structure of the Group, key areas of the Company's operations and on their duties and obligations as Directors.

Directors of the Company will also be updated from time to time of any news or changes to companies and securities legislation, rules and regulations. The Directors also received updates on the business of the Group through regular scheduled meetings and ad-hoc Board meetings.

The Directors are encouraged to attend other trainings, conferences and seminars which may have a bearing on their duties and contributions to the Board, organised by the professional bodies, regulatory institutions and corporations at the Company's expense.

CORPORATE GOVERNANCE REPORT

During FY2024, the Directors have received briefing and updates which include:

- Developments in the Singapore Financial Reporting Standards briefed by the external auditors, RSM SG Assurance LLP;
- Updates on the business and strategic developments of the Group's businesses briefed by the Management; and
- Update on regulatory changes of the Companies Act and Catalist Rules by the Company Sponsor and the Company Secretary.

As at the date of this Report, all Directors have attended the mandatory sustainability training as prescribed by the SGX-ST.

The Company has an on-going budget for all Directors to attend appropriate courses, seminars and conferences for them to stay abreast of the relevant business developments. These include programmes organized by the Singapore Institute of Directors or other training institutions.

All Directors have unrestricted access to the Company's records and information. From time to time, they are furnished with accurate and detailed information in a timely manner concerning the Group to enable them to be fully cognisant of the decisions and actions of the Group's executive Management.

As a general rule, detailed Board papers prepared for each meeting are normally circulated in advance of each meeting. This is to give Directors sufficient time to review and consider the matters to be discussed so that discussion can be more meaningful and productive. However, sensitive matters may be tabled at the meeting itself or discussed without papers being distributed. The Board papers include sufficient background explanatory information from the Management on financial, business and corporate issues to enable the Directors to be properly briefed on issues to be considered at Board and Board Committees meetings. Such explanatory information may also be in the form of briefings to provide additional insights to the Directors or formal presentations made by senior management staff in attendance at the meetings, or by external consultants engaged on specific projects.

The Board has separate and independent access to the Company Secretary and to other senior management executives of the Group at all times in carrying out their duties.

The Management provides to the Board members with the management accounts on a quarterly basis, as well as adequate information prior to Board meetings and updates on initiatives and developments of the Group's business whenever possible, on an on-going basis.

The Board members have separate and independent access to the Company's senior management. The Board members (whether individually or as a group) have, in the furtherance of their duties, access to independent professional advice, if necessary, at the Company's expense.

The Company Secretary or her nominee administers and attends all Board and Board Committee meetings of the Company and prepares minutes of meetings. She is responsible for, among other things, ensuring that Board procedures are observed and that applicable rules and regulations are complied with. The Company Secretary also assists the Chairman of the Board ("**Chairman**") and the Board in implementing and strengthening corporate governance practices and processes.

The appointment and the removal of the Company Secretary are subject to the Board's approval.

CORPORATE GOVERNANCE REPORT

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.

Please refer to Table 1 – Board and Board Committees.

The NC reviews the size and composition of the Board and ensures that the Board has an appropriate balance of Independent Directors and that the size of the Board is conducive to effective discussions and decision-making. The Board currently comprises four Directors which one Executive Director, one Non-Executive Non-Independent Director and two Independent and Non-Executive Directors. The Chairman is an Independent and Non-Executive Director and is not part of the Management team. All directors are also not related to each other.

The NC and the Board assess the independence of each Director in accordance with the guidance provided in Code as well as Rule 406(3)(d) of the Catalist Rules. An Independent Director is 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 his independent business judgement in the best interests of the Company.

On an annual basis, each Independent Director is required to complete and submit a “Confirmation of Independence” form to confirm his independence. The said form was drawn up based on the definitions and guidelines set forth in the Code. In addition, the Directors are required to disclose to the NC and the Board any such relationship that could interfere or be reasonably perceived to interfere with the exercise of his independent business judgement in the best interests of the Company as and when it arises and the Board will state the reasons if it determines that a director is independent notwithstanding the existence of a relationship or circumstances which may appear relevant to the Board’s determination.

The NC has examined the different relationships identified by the Code that might impair each Independent Director’s independence and objectivity and concluded that all the Independent Directors are able to exercise independent business judgement in the best interests of the Company and its shareholders. The Independent Directors have confirmed their independence and the Board has determined, taking into account the views of the NC, that all Independent Directors are independent. There is no Director who is deemed to be independent by the Board notwithstanding the existence of a relationship set out in the Code, that would otherwise deem him not to be independent.

The NC is of the view that the Independent Directors, as a whole, represent a strong and independent element on the Board which is able to exercise objective judgement on corporate affairs independently from the non-independent and executive director(s).

All Directors have equal responsibility for the Group’s operations. The role of the two Independent Directors (Dr Tan Kok Heng and Mr Kwong Choong Kuen) are particularly important in ensuring that all the strategies and objectives proposed by the Management are fully discussed and examined, and that they take into account the long-term interests of the Group and the shareholders.

Provision 2.2 of the Code recommends that independent directors make up a majority of the Board where the Chairman is not independent and Provision 2.3 of the Code recommends that non-executive directors make up a majority of the Board. In the case of the Company, the Chairman is independent and he is not part of the Management team. The Independent Directors make up half of the Board and two out of three members of the Board Committees, thus providing a strong independent element on the Board, and there are adequate safeguards and checks in place to ensure that decision making process by the Board is independent.

CORPORATE GOVERNANCE REPORT

The NC conducts review of the Board's composition annually and as and when there is a need for Board renewal. The Board has reviewed the present Board size and is satisfied that the current size facilitates effective decision making and is appropriate for the nature and scope of the Group's operations. The NC is of the view that the current Board and Board committees comprise high caliber individuals who are qualified with the appropriate mix of expertise, knowledge, skills and experience in areas relating to finance, accounting, relevant business experience, sustainability, corporate governance and business strategy which provide for the effective functioning of the Board. The NC is of the view that no individual or small group of individuals dominate the Board's decision-making. Key information regarding the Directors is set out in "Board of Directors and Key Management".

As at the date of this Report, the Company has formalised and adopted a Board Diversity Policy ("**Policy**") that addresses diversity in terms of experience, skills, gender, age, tenure, and qualities, as well as any other relevant aspects of diversity. The Policy also sets out the approach which the Company takes towards diversity on its Board. The Company believes in diversity and values the benefits diversity can bring to the Board in its deliberations and the Board's effectiveness – in particular, it believes that a balance and mix of skills, experiences and individual attributes of Board members which shape the composition and promote the effectiveness of the Board as a whole and that of the Board committees, will support the Company's achievement of strategic objectives and long-term sustainable development and success.

The Board observes and applies the Policy to ensure that the Board will have an appropriate level of diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company. In this regard, the Board, supported by the NC, encourages the emergence of diverse candidates by ensuring that the Board is made up of a diversity of candidates (including consideration of a diversity of skills, knowledge, experience, gender, ethnicity and age). The Company continues to be receptive to achieving greater gender diversity and representation on the Board to complement the core competencies of the Board as a whole.

The Board is of the opinion that its current board size of four Directors is appropriate and provides sufficient diversity of expertise and knowledge, to lead and govern the Company effectively considering the scope and nature of its operations. The NC, having conducted its reviews, was satisfied that members of the Board possess the relevant core competencies in areas accounting, finance, strategic planning, business management, risk management and industry knowledge. In particular, the Managing Director of the Company, possess good industry knowledge while the Independent Directors, who are mostly professionals in their own fields, are able to take a broader view of the Group's activities, contribute their valuable experiences and provide independent judgment during Board deliberations.

Notwithstanding the above, the Board notes that it does not currently have a female representation on the Board. Accordingly, the Board targets of achieving at least one (1) female representative on the Board with the right skill sets, experience and/or industry knowledge, while maintaining an appropriate mix of Board members. The Company will tap the Directors' contacts, social networks for professionals and if necessary, engage external search firms, among others, in identifying suitable candidates when the need arises. The Board will seek to incorporate diversity aspects during the NC's annual review and as and when the opportunity arises, instead of adhering to a fixed timeline for diversity targets. The Board will ensure that it has the flexibility to improve its diversity without compromising board efficiency. The NC will deliberate and determine, from time to time, the results of its review and in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors, taking into account the need for progressive renewal of the Board composition and bearing in mind the salient factors set out under the Code and all other relevant provisions.

CORPORATE GOVERNANCE REPORT

The Independent Directors communicate regularly to discuss matters such as the Group's financial performance, corporate governance initiatives, board processes, succession planning as well as leadership development.

None of the Independent Directors have served for an aggregate period of nine years or more from the date of his first appointment.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The Board had adopted the recommendation of the Code to have separate persons who are not related to each other in any manner, appointed as Chairman and the Chief Executive Officer ("CEO"). This is to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

There is a clear division of the roles and responsibilities of the Chairman and the Managing Director ("MD") (equivalent to the position of a CEO). Different individuals assume the Chairman and the MD functions and the posts are, and will remain, separate. Dr Tan Kok Heng is the Chairman of the Board and Mr Tan Jit Meng is the MD, they are not related to each other and do not have any business relationship with each other.

Dr Tan Kok Heng assumes responsibility among others, in leading the Board to ensure its effectiveness and promoting high standards of corporate governance. The MD, Mr Tan Jit Meng assumes the executive responsibilities of the day-to-day management of the Company. This division of responsibilities has been agreed among the Board members.

The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual exercising any considerable power or influence. Further, the AC, RC and NC are chaired by Independent Director.

Dr Tan Kok Heng will be available to shareholders where they have concerns for which contact through the normal channels of the MD has failed to resolve or is inappropriate. In addition, the Chairman will coordinate and lead the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. Where necessary, the Chairman will chair meeting with Independent Directors without Executive Director being present so as to facilitate well-balanced viewpoints to the Board.

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.

Please refer to Table 1 – Board and Board Committees – on the composition of the NC.

The NC will be responsible for (a) the selection and appointment of any new Directors and re-nomination of the Directors having regard to the Director's contribution and performance, (b) determining annually whether or not a Director is independent and (c) deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director.

CORPORATE GOVERNANCE REPORT

In recommending new Directors to the Board, the NC takes into consideration the skills, experience required and the current composition of the Board, and strives to ensure that the Board has an appropriate balance of Independent Directors as well as Directors with the right profile of expertise, skills, attributes and ability. Further, the NC takes into consideration a variety of factors such as attendance, preparedness, participation and candor in evaluating a Director's contribution and performance for the purpose of re-nomination.

The principal functions of the NC are to establish a formal and transparent process for:

- (a) making recommendations to the Board on all board appointments (including alternate directors, if any), including re-nominations, having regard, to the Director's competencies, commitment, contribution and performance;
- (b) reviewing the structure, size and composition (balance of skills, knowledge, experience, independence, and diversity) of the Board and the Board Committees;
- (c) making recommendations to the Board in respect of its review of Board succession plans for Directors training and professional development programmes for the Board and the Directors, and the process and criteria for evaluation of the performance of the Board, the Board Committees and the Directors;
- (d) determining on an annual basis, whether or not a Director is independent and providing its views to the Board for the Board's consideration;
- (e) reviewing the performance of Directors having multiple board representations on various listed companies and other principal commitments, deciding whether or not such Director is able to and/or has been adequately carrying out his or her duties as Director;
- (f) assessing the performance and effectiveness of the Board as a whole, and of each Board Committee separately, as well as the contribution by the Chairman of the Board and each individual Director to the Board, including the proposal of the objective performance criteria; and
- (g) generally undertaking such other functions and duties as may be required by statute, the SGX-ST Catalist Rules and/or the Code as may be amended, varied or supplemented from time to time.

We believe that Board renewal must be an ongoing process, to ensure good governance and to maintain relevance to the business and changing needs of the Company. The Company's Constitution requires at least one-third of the Directors to retire and subject themselves to re-election by shareholders at every Annual General Meeting ("**AGM**"). In other words, no Director stays in office for more than three years without being re-elected by shareholders.

Pursuant to Rule 720(4) of the Catalist Rules, all Directors must submit themselves for re-nomination and re-appointment at least once every three (3) years. Pursuant to Article 117 of the Company's Constitution, at each AGM, at least one-third of the Directors for the time being are required to retire by rotation and submit themselves for re-election at each annual general meeting of the Company at regular intervals and at least once every three (3) years. In addition, pursuant to Article 122 of the Company's Constitution, new Directors appointed during the financial year, either to fill a casual vacancy or as an additional Director, are required to submit themselves for re-election at the next AGM.

On the nomination of re-election of retiring Directors, the NC would assess the performance and contribution of the Director and subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Directors to the Board for its consideration and approval.

CORPORATE GOVERNANCE REPORT

The NC has reviewed and recommended to the Board that Mr Tan Jit Meng and Mr Kwong Choong Kuen be nominated for retirement and re-election at the forthcoming AGM.

Mr Tan Jit Meng and Mr Kwong Choong Kuen have both consented to stand for re-election as Directors of the Company. The Board had accepted the NC's recommendation for Mr Tan Jit Meng and Mr Kwong Choong Kuen to be nominated and their re-election is tabled for the shareholders' approval at the forthcoming AGM. Please refer to the Notice of AGM for the respective resolutions put forth in relation to the proposed re-election of Mr Tan Jit Meng and Mr Kwong Choong Kuen. Details of Mr Tan Jit Meng and Mr Kwong Choong Kuen including the information required under Appendix 7F of the Catalist Rules are disclosed in this Annual Report.

Upon re-election as a Director of the Company, Mr Tan Jit Meng will remain as the Managing Director of the Company and Mr Kwong Choong Kuen will remain as an Independent and Non-Executive Director of the Company, as well as the Chairman of AC and a member of the NC & RC.

Mr Kwong Choong Kuen being a member of the NC, has abstained from making any recommendation and/or participating in any deliberation of the NC in respect of the assessment of his own contributions and/or re-election as a Director.

New Directors are appointed by way of Board Resolution, after the NC has approved their nomination. In its search and selection process for new Directors, other than through formal search, the NC taps on the resources of Directors' personal contacts and recommendations of potential candidates and appraises the nominees to ensure that the candidates possess relevant experience and have the calibre to contribute to the Group and its businesses, having regard to the attributes of the existing Board and the requirements of the Group.

All Directors are required to declare their board representations and other principal commitments. Although some of the Directors hold directorships in other companies, the NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company and each Director is able to and has been adequately carrying out his duties as a Director of the Company. Other than as disclosed under Table 2, there was full attendance and participation of the Directors at the Board and Board Committees meetings held in FY2024. Each of the Directors has also confirmed that he can allocate sufficient time and attention to the affairs of the Company.

The NC and the Board are of the standpoint that setting a maximum number of listed company board representations would not be meaningful as the contributions of the Directors would depend on many other factors such as whether they are in full time employment and their other responsibilities or principal commitments. In addition, the board representations presently held by its Directors do not impede the performance of their duties to the Company.

The NC will continue to review from time to time the board representations of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

Currently, the Company does not have alternate Directors.

The profile of all Board members is set out in the section entitled 'Board of Directors'.

Please refer to Table 3 – Date of Directors' initial appointment and last re-election and their directorships.

CORPORATE GOVERNANCE REPORT

BOARD PERFORMANCE

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

The Board, through the NC, has used its best efforts to ensure that Directors appointed to the Board, whether individually or collectively, possess the background, experience, knowledge in the business, competencies in finance and management skills critical to the Group's business. It has also ensured that each Director, with his special contributions, brings to the Board an independent and objective perspective to enable sound, balanced and well-considered decisions to be made.

The NC is responsible for assessing the effectiveness of the Board as a whole and the Board committees, and for assessing the contribution of the Chairman and each individual Director to the effectiveness of the Board. The NC has established a review process and proposed objective performance criteria set out in assessment checklists which are approved by the Board. The NC assesses the Board's effectiveness as a whole, which takes into consideration factors such as the Board's structure, conduct of meetings, access to information, risk management and internal control, and the Board's relationship with the Management. The NC also assesses the Board's performance based on a set of quantitative criteria and financial performance indicators as well as share price performance. The NC assesses the individual Directors' performance, which takes into consideration factors such as commitment of time for meetings, level of participation and contribution at such meetings and the technical knowledge of the Directors. In view of the new Board, where circumstances deem it necessary for any of the performance criteria to be changed, the Board will justify such changes.

The Board and the NC have endeavoured to ensure that Directors appointed to the Board possess the background, experience, business knowledge, finance and management skills critical to the Group's business. They have also ensured that each Director, with his special contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

Annually, the Directors will complete a board assessment checklist individually to facilitate the NC in its assessment of the performance and effectiveness of the Board as a whole as well as its Board Committees in its monitoring role and the attainment of the strategic objectives set by the Board. The performance is assessed based on criteria including the size, composition, processes of the Board, Board's access to information, strategic planning and accountability.

Each Director will also complete a self-assessment checklist individually to facilitate the NC in its assessment of the performance of the individual Directors based on factors which include their attendance, preparation and participation in the Board or Board Committees meetings, the quality of their intervention as well as their industry and business knowledge.

Each member of the NC has abstained from discussions and voting on any resolutions in respect of the assessment of his performance or re-nomination as a Director. Evaluations of individual Directors aim to assess whether that individual has contributed effectively and demonstrated commitment to the role (including commitment of time for the meetings of Board and Board Committees, and any other duties).

The Chairman of the NC evaluates the assessment and shares the results with the rest of the Board members. Areas where the performance and effectiveness of the Board could be enhanced and recommendations for improvement are then submitted to the Board for discussion and implementation.

The Chairman of the NC, in consultation with its members, also acts on the results of the performance evaluation, and where appropriate, propose new members to be appointed to the Board or seek the resignation of existing Directors.

CORPORATE GOVERNANCE REPORT

The NC has performed the assessment for FY2024 and is of the view that the performance and effectiveness of the individual Directors, the Board Committees and the Board as a whole were satisfactory and the Board has met its performance objectives.

No external facilitator was used in the evaluation process.

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

Please refer to Table 1 – Board and Board Committees – on the composition of the RC.

According to the terms of reference of the RC, the role of the RC is to assist the Board with the following key terms:

- (a) review and recommend to the Board for approval a framework of remuneration for the Directors and Executive Officers as well as the specific remuneration packages for each Executive Director and Executive Officer, ensuring that a significant and appropriate proportion of the remuneration is structured so as to link rewards to corporate and individual performance. 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 shall be covered, with the aim to be fair and avoid rewarding poor performance;
- (b) review annually the remuneration, bonuses, pay increments and/or promotions of employees who are related to the Directors or substantial shareholders to ensure that their remuneration packages are in line with staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities, and review and approve any new employment of related employees and the proposed terms of their employment, and review and recommend to the Board, for endorsement, the specific remuneration packages for each of the Directors and the Executive Officers;
- (c) review the terms of performance-related remuneration or incentive schemes (if any) and determine the eligibility criteria of the employees who can participate in such schemes;
- (d) review the Group's obligations arising in the event of termination of service contracts entered into between the Group and the Directors or Executive Officers, as the case may be, to ensure that the service contracts contain fair and reasonable termination clauses which are not overly generous;
- (e) if necessary, seek expert advice within and/or outside the Group on remuneration matters, ensuring that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants;
- (f) propose, for adoption by the Board, measurable, appropriate and meaningful performance targets for assessing the performance of our key management personnel, individual Directors and of the Board as a whole;

CORPORATE GOVERNANCE REPORT

- (g) perform an annual review of the remuneration packages in order to maintain their attractiveness to retain and motivate the Directors and the Executive Officers, and to align the interests of the Directors and the Executive Officers with the interests of the Shareholders and other stakeholders and promote the long-term success of the Group;
- (h) ensure that the remuneration of non-Executive Directors is appropriate in light of their level of contribution, taking into account factors such as effort, time spent, and responsibilities;
- (i) ensure the remuneration policies and systems of the Group, as approved by the Board, support the Group's objectives and strategies and are consistently being administered and adhered to within the Group;
- (j) reviewing the remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation and the statements in the annual report with a view to achieving clear disclosure of the same; and
- (k) generally undertake such other function and duties as may be required by statute or the Catalist Rules and by such amendments made thereto from time to time. The RC meets at least once in every financial year.

Each member of the RC shall abstain from reviewing, deliberating and voting on any resolution in respect of his remuneration package or that of any employees who are related to him. In the event that any member of the RC has an interest in a matter being deliberated upon by the RC, such member will abstain from participating in the review and approval process relating to that matter.

No independent consultant is engaged to conduct a review on the remuneration packages of the Company's Directors and key management personnel for FY2024. The Company will seek external expert advice should such a need arises. The Company has no termination benefits.

LEVEL AND MIX OF REMUNERATION

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

In its deliberations, the RC will take into consideration industry practices and norms in compensation in addition to the Company's relative performance to the industry and the performance of the individual Directors. No Director will be involved in deciding his own remuneration.

The level of remuneration is structured such that consideration is given to each Director's corporate and individual performance. The RC ensures that the level of remuneration is appropriate to attract, retain and motivate the Directors to run the Company successfully. The performance related elements of remuneration are designed so as to align the interests of Executive Director with those of shareholders. These elements include (1) fixed component (i.e. basic salary); (2) variable component (i.e. performance bonus); (3) benefits provided are consistent with market practices including medical benefits, car allowance, club benefits and housing subsidy.

CORPORATE GOVERNANCE REPORT

The Company has entered into a service contract with the Executive Director for an initial period of 3 years. The RC reviews the compensation commitments for early termination under the service contracts.

Executive Directors do not receive directors' fees.

The Company does not have long-term incentive scheme.

In setting remuneration packages, the Company takes into consideration the remuneration and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of the individuals.

DISCLOSURE ON REMUNERATION

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

Level and mix of remuneration of directors and key management personnel (who are not also directors or the CEO) for FY2024. Please refer to Table 4 – Remuneration Table.

The MD's remuneration comprises mainly his salary, allowances and bonuses.

The Company does not have employee share scheme.

The remuneration of the Directors (save for the MD) is in the form of a fixed fee. The Directors' fees are based on a scale of fees divided into basic retainer fees as a Director and additional fees for serving on Board Committees and their roles in the various Committees. Directors' fees are subject to the approval of shareholders at the annual general meeting.

Except as disclosed in Table 4 of this report, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest.

No employee of the Company and its subsidiaries is an immediate family member of a Director and whose remuneration was paid more than S\$50,000 during FY2024.

Provision 8.1 of the Code recommends that the Company disclose in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of: (a) each individual Director and the CEO; and (b) at least the top five (5) key management personnel (who are not Directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel, while Provision 8.2 of the Code recommends that the Company disclose the names and remuneration of employees who are substantial shareholders, or are immediate family members of a Director, the CEO or a substantial shareholder, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report, and such disclosure to state clearly the employee's relationship with the relevant Director or the CEO or substantial shareholder.

The Company has not fully adhered to the aforesaid Provisions 8.1 of the Code with respect to the disclosure of remuneration of the Directors (including the MD (equivalent to the position of a CEO)), the key management personnel (who are not Directors or the MD) and related employees. The Board has reviewed the disclosure of the remuneration of the Directors (including the MD), the key management personnel (who are not Directors or the MD) and related employees, and has decided not to disclose (i) the amount and breakdown of the remuneration of each individual Directors (including the MD); and (ii) the amount and breakdown of the remuneration of the key management personnel (who are not Directors or the MD).

CORPORATE GOVERNANCE REPORT

The Board believes that such disclosure may be prejudicial to the Group's businesses given the competitive business environment that the Group operates in and the disadvantages that such disclosure may bring. The Board is of the view that the current disclosure of the remuneration presented herein in this Annual Report, which states (a) the level of remuneration (in remuneration bands of S\$250,000) as well as the mix of remuneration (in percentage terms) for each Director (including the MD); (b) the level of remuneration (in remuneration bands of S\$250,000) for the key management personnel (who are not Directors or the MD), as well as the total remuneration paid to the key management personnel (who are not Directors or the MD) is sufficient to provide shareholders information on the Group's remuneration policies, as well as the level and mix of remuneration.

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board has overall responsibility to provide a balance and understandable assessment of the Company's performance, position and prospects in respect of the Company's reports and financial statements and other price sensitive information to regulators and shareholders.

In line with the SGX-ST Catalist Rules, the Board has received assurance from the MD and Chief Financial Officer ("CFO") that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances.

The Board has also received assurance from the MD and CFO that they have evaluated the adequacy and effectiveness of the Group's risk management and internal control systems and assessed the internal auditors' reports on the Group's operations and external auditors' report on the financial statements and management letter of the Group, and noted that there have been no significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarise or report financial information.

The Board and the Board Committees are furnished with management reports containing complete, adequate and timely information, and papers containing relevant background or explanatory information required to support the decision-making process. Management team and the Company's auditors would also provide additional information on the matters for discussion.

AUDIT COMMITTEE

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

The Board is responsible for the overall internal control framework and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests and the Group's assets, and to manage risks. The Board also acknowledges that no cost effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

CORPORATE GOVERNANCE REPORT

The Board has received assurance from the MD and the CFO that (a) the financial records have been properly maintained and the financial statements for the financial year ended 30 June 2024 give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal control systems are adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.

Based on the assurance from the MD and the CFO referred to in the preceding paragraph, the framework of risk management and internal controls established and maintained by the Group, the review performed by the Management and the AC, the work performed by the internal auditors and the review undertaken by the external auditors as part of their statutory audit, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems were effective and adequate as at 30 June 2024.

The Company does not have a Risk Management Committee. However, in FY2024, the Management and the internal auditor have reviewed the Company's business and operational activities in order to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The Management reviews all significant control policies and procedures and highlights all significant matters to the Board and the AC.

In connection with risk management and setting risk tolerances, the Board determines the nature and extent of the significant risks it is willing to tolerate in achieving its strategic objectives and the conduct of its business activities. The risk appetite is translated into risk tolerances which are determined by establishing target control levels and target residual risk ratings for each identified risk. The decision can then be made to accept/tolerate the resulting residual risk level or implement treatment plans or strategies in addition to those already underway or planned to minimize the risk exposure.

Please refer to Table 1 – Board and Board Committees – on the composition of the AC.

Two members of the AC, Mr Kwong Choong Kuen, the AC Chairman and Dr Tan Kok Heng, have relevant accounting or related financial management expertise or experience to discharge the AC's responsibilities.

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of the Management and full discretion to invite any Executive Director or key management personnel to attend its meetings. The AC has adequate resources, including access to external consultants and auditors, to enable it to discharge its responsibilities properly. None of the AC members were previous partners or directors of the Company's existing auditing firm or auditing corporation of the Company: (a) within the previous 2 years commencing on the date of their ceasing to be a partner or director of the auditing firm or corporation, and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The AC will provide a channel of communication between the Board, the Management, the internal auditor and external auditors on matters relating to audit. The AC shall meet periodically to perform the following functions:

- (a) assist the Board in the discharge of its responsibilities on financial reporting matters;
- (b) review the audit plans and scope of work of the external auditors and internal auditors, the results of the external and internal auditors' review and evaluation of the Group's system of internal controls, and their management letters on the internal controls and the management's response, and monitor the implementation of the internal control recommendations made by the external and internal auditors;

CORPORATE GOVERNANCE REPORT

- (c) review and report to the Board at least annually on the adequacy and effectiveness of the Group's internal controls (addressing financial, operational, compliance and information technology risks) and risk management systems (such review to be carried out internally or with the assistance of any competent third parties) and discuss issues and concerns, if any, prior to the incorporation of the Board's comments in the Group's annual report;
- (d) review the adequacy, effectiveness, independence, scope and results of the external audit and the Group's internal audit function;
- (e) make recommendations to the Board on establishing an adequate, effective and independent internal audit function (which can be in-house or outsourced to a reputable accounting/auditing firm or corporation), and ensure that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience and that the internal auditors comply with the standards set by nationally or internationally recognized professional bodies;
- (f) review the interim financial results and annual audited financial statements and the external auditor's report on the annual audited financial statements, and review and discuss any significant adjustments, major risk areas, changes in accounting policies and practices, significant financial reporting issues and judgements, compliance with Singapore financial reporting standards as well as compliance with the Catalist Rules and other statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the internal and external auditors may wish to discuss in the absence of management, to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance, before submission to the Directors for approval;
- (g) meet with the external auditor, and with the internal auditor, in each case without the presence of the management, at least annually;
- (h) review and discuss with the Group's external and internal auditors, and if necessary, commission and review the findings of internal investigations in matters where there is any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and review the management's response thereto;
- (i) review and ensure the co-ordination among the Group's internal auditor, external auditor and management, including assistance given by management to the auditors;
- (j) consider the independence and objectivity of the external auditor, taking into account the non-audit services provided by the external auditor and the fees paid for such non-audit services, if any;
- (k) review and approve transactions within the scope of Chapter 9 of the Catalist Rules (if any);
- (l) make recommendations to the Board on the proposals to the Company's Shareholders with regard to the appointment, re-appointment and removal of the external auditor, and the remuneration and terms of engagement of the external auditor;
- (m) review and approve the Group's hedging policies (if any), and conduct periodic reviews of the hedging policies, together with the transactions and hedging activities undertaken by the Group;
- (n) review the Group's compliance with such functions and duties as may be required by statute or the Catalist Rules or as recommended by the Code of Corporate Governance 2018, including such amendments as may be made thereto from time to time;

CORPORATE GOVERNANCE REPORT

- (o) review any potential conflicts of interests and set out a framework to resolve or mitigate such potential conflicts of interests, and monitor compliance with such framework;
- (p) establish and review the policy and arrangements by which employees of the Group or any other persons may safely raise concerns about possible improprieties in financial reporting or other matters and ensure that there are arrangements in place for independent investigation of such concerns and appropriate follow-up actions in relation thereto, and ensure that the Group publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns;
- (q) review the assurance from the Chief Financial Officer on the financial records and financial statements;
- (r) review the Group's financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, with the outcome of such review to be disclosed in the annual reports, or if the findings are material, to be immediately announced via SGXNET;
- (s) review and establish procedures for receipt, retention and treatment of complaints received by the Group, inter alia, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group;
- (t) review the risk profile of the Group and the appropriate steps to be taken to mitigate and manage risks at acceptable levels determined by the Board;
- (u) 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;
- (v) review and approve transactions falling within the scope of Chapter 10 of the Catalist Rules (if any); and
- (w) undertake such other reviews and matters as may be requested by Board and report to the Board its findings from time to time on matters arising therefrom and which require the attention of the AC.

In the review of the financial statement for FY2024, the AC had discussed with the Management the accounting principles that were applied and their judgement of matters that might affect the integrity of the financial statements and also considered the appropriateness of the critical accounting estimates and judgements made in preparing the financial statements. The most significant matters had also been included in the Independent Auditor's Report to the members of the Company under "Key Audit Matters". In assessing the Key Audit Matters, the AC took into consideration the approach, methodology and the key assumptions applied in the review of the Key Audit Matters as provided in the Independent Auditor's Report. The AC concluded that Management's accounting treatment and estimates in the Key Audit Matters were appropriate.

The AC also meets up with the internal and external auditors without any executive of the Company being present at least once on an annual basis and as and when necessary during the year.

The AC has reviewed the independence of the Company's external auditors and is satisfied with the independence and objectivity of the external auditors. The aggregate amount of fees paid to the external auditors of the Group for audit services was approximately S\$95,000 and non-audit services was approximately S\$35,000 for FY2024. The AC has also recommended the re-appointment of the external auditors to the Board.

CORPORATE GOVERNANCE REPORT

The Company has in place whistle-blowing policies and arrangements by which the staff may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters to ensure independent investigation of such matters and for appropriate follow up action, all whistle-blowing reports are to be sent to the Chairman of the Audit Committee, who coordinates all investigations with the legal counsels and other affected areas, both internal and external.

The Company clearly communicates with employees, the existence of the whistle-blowing policy which is in compliance with Catalist Rule 1204(18B) as elaborated below:

- (a) the Company has procedures for raising such concerns to the AC Chairman and has an independent function comprising the AC Chairman who coordinates all investigations with the legal counsels and other affected areas, both internal and external to investigate whistleblowing reports made in good faith;
- (b) the Company has clear channels through which staff and other persons may, in confidence, raise their concerns about possible improprieties, fraudulent activities or malpractices within the Company in a responsible and effective manner;
- (c) the Company has arrangements and processes to facilitate independent investigation of such concerns and for appropriate follow-up action;
- (d) the Company has confidentiality clauses that protect identification of the whistleblower and ensures that the identity of the whistleblower is kept confidential; and
- (e) the Company is committed to ensuring the protection of the whistleblower against any detrimental and unfair treatment, for reports made in good faith and without malice.

There was no whistle-blowing incident reported for FY2024.

The AC is kept abreast by the Management, internal auditors and the external auditors of changes to accounting standards, SGX-ST Catalist Rules and other regulations which could have an impact on the Group's business and financial statements. In FY2024, the Company's external auditors RSM SG Assurance LLP ("**RSM**") conducted a briefing session for the Board on the changes to the accounting standards, laws and regulations during the AC meetings. Continuing education is also provided to update and enhance the skills and knowledge of members in the AC.

After considering the adequacy of the resources and experience of the external auditors' firm and the audit partner-in-charge assigned to the audit, the size and complexity of the Group and the number and experience of supervisory and professional staff assigned to the particular audit as well as the standard and quality of work performed by RSM for past financial years, the AC is satisfied with and has recommended to the Board the nomination and re-appointment of RSM as the external auditors for the Company's audit obligations for the financial year ending 30 June 2025, for the shareholders' approval at the forthcoming annual general meeting of the Company.

The Company is in compliance with Rules 712 and 715 of the SGX-ST Catalist Rules with regard to the appointment of the external auditors for the Company and its subsidiaries.

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The Group has outsourced its internal audit function to BDO Advisory Pte. Ltd., a qualified professional firm which meets the standards set by internationally recognised professional bodies including the International Professional Practices Framework issued by The Institute of Internal Auditors. The AC is responsible for the hiring, removal and evaluation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.

The main objective of the internal audit function is to assist the Group in evaluating and assessing the effectiveness of internal controls and consequently to highlight the areas where control weaknesses exist, if any, and thus improvements could be made. The internal audit function is independent and it reports directly to the AC on audit matters and to the MD on administrative matters. The internal auditor assists the Board in monitoring and managing risks and internal controls of the Group.

The AC also reviews and approves the internal auditor's plan of each financial year to ensure that the scope of the plan is adequate and covers the review of the system of internal controls of the Group, including financial, operational, compliance and information technology controls. The internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Company. The internal auditor will report their audit findings and recommendations to the AC.

The Management together with the Board will review all audit reports and findings from internal auditors and external auditors during the AC meetings.

The AC reviews the adequacy and effectiveness of the Company's internal financial controls, operational and compliance controls, information technology controls and risk management policies and systems established by the Management (collectively "**internal controls**"). The AC further confirms that the internal audit function is independent, effective, adequately resourced and has appropriate standing within the Company at the AC meeting held on 28 August 2024.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

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

The Company is committed to engaging in regular and timely communication with shareholders as part of the organisation's development to build systems and procedures that will enable the Group to compete internationally. The Company places great emphasis on investor relations and strives to maintain a high standard of transparency and to promote better investor communications. It aims to provide investors with clear, balanced and useful information, on a timely basis, about the Group's performance, financial position and prospects.

The Board supports the Code's principle to encourage shareholder participation. Shareholders are encouraged to attend the AGM and/or general meetings to stay informed of the Company's strategies and goals and take the opportunity and time to air their views and ask the Directors or Management questions regarding the Company.

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Printed copies of the notice of AGM (the "**Notice**") and the Proxy Form will be sent to the shareholders but printed copy of the Company's annual report ("**AR**") and Appendix relating to the Renewal of Share Buy-Back Mandate ("**Appendix**") will not be sent to shareholders. Instead, it will be sent to shareholders by electronic means via publication on the Company's website at the URL <https://www.lincotrade.com.sg> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting). Members have the right to elect to receive the AR and Appendix in physical copies by completing the request form which is sent together with the Notice ("**Request Form**"). Please refer to and read the instructions set out in the Request Form carefully.

The Board welcomes questions from shareholders either informally or formally before or at the AGM. The respective Chairman of the AC, RC and NC are available at the meeting to answer those questions relating to the work of the respective Board Committees. The Company's external auditors are also present to assist the Directors in addressing any relevant queries by shareholders. All Directors, Management, Company Secretary, and external auditors attended the Company's AGM physically in respect of FY2023 held on 25 October 2023. The Board views the AGM as the principal forum for dialogue with shareholders, being an opportunity for shareholders to raise issues pertaining to the proposed resolutions and/or ask the Directors or the Management questions regarding the Company and its operations.

Resolutions at general meetings are on each substantially separate issue. All the resolutions at the general meetings are single item resolutions. To promote greater transparency in the voting process and in accordance with the SGX-ST Catalist Rules, all resolutions put forth at the general meetings of the Company are put to vote by way of poll, and their detailed results including the total number and the respective percentage of votes cast for and against each resolution will be announced via the SGXNET.

The Company Secretary prepares minutes of the general meetings which include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and the Management. These minutes are subsequently approved by the Board. On receipt of any request from shareholders, the minutes will also be made available to them at the registered office of the Company during office hours. The minutes of the AGM in respect of FY2024 will be published to the SGXNET and on the corporate website of the Company within one month from the AGM date.

Whilst there is no limit imposed on the number of proxy votes for nominee companies, the Constitution of the Company allows each shareholder who is not a relevant intermediary to appoint up to two proxies to attend the Company's general meetings and vote on their behalf. Voting in absentia, including but not limited to by mail, electronic mail or facsimile may be possible at the Directors' discretion to approve or implement, subject to the security measures as may be deemed necessary or expedient to ensure that the integrity of the information and authentication of the identity of shareholder(s) is not compromised. The Proxy Form is included in the Annual Report and disseminated to all shareholders prior to the AGM via the SGXNET and will also be made available at the Company's corporate website <https://www.lincotrade.com.sg>.

Effective from FY2024, the Company has instituted a formal dividend policy which is to declare not less than 20% of the Group's consolidated net profit attributable to shareholders of the Company, excluding non-recurring, one-off and exceptional income in respect of any financial year to its shareholders.

The dividend policy is formulated with the intention of creating long term value for its shareholders based on the financial performance of the Group for the relevant financial years while maintaining a balance between dividend distribution, preserving adequate liquidity and reserves for its working capital requirements and capturing future growth opportunities.

CORPORATE GOVERNANCE REPORT

ENGAGEMENT WITH SHAREHOLDERS

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

The Company believes in engaging a regular, effective and fair communication with its shareholders and is committed to conveying pertinent information to its shareholders on a timely basis. The Company takes care to ensure that information that is made publicly available on a timely basis. Disclosure of information is made through announcements released to the SGX-ST, the Company's annual reports, circulars, press releases, as well as on the corporate website <https://www.lincotrade.com.sg> which has a dedicated investor relations section.

In line with continuous obligations of the Company pursuant to the SGX-ST Catalist Rules and the Companies Act 1967, the Board's policy is that all shareholders should be equally and timely informed of all major developments that will impact the Company or the Group. Information is communicated to shareholders on a timely basis through the SGXNET and the press.

Shareholders and investors are also encouraged to contact the Group's investor relations contact, being Mr Alex Tan, at this email address: alex.tan@8prasia.com or info@lincotrade.com.sg. This channel of communication is designed to facilitate regular and effective communication in an open and non-discriminatory approach on changes to the Company as well as its performance or business developments which would be likely to materially affect the price or value of the shares. The Group's investor relations contact endeavours to respond to shareholders' queries promptly and effectively, and usually does so within a week of receiving such queries.

MANAGING STAKEHOLDERS RELATIONSHIP

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's engagement with all stakeholders will be set out in detail in the Sustainability Report to be published annually on the Company's corporate website and SGXNET. The Company takes a strategic and pragmatic approach in managing stakeholders' expectations to support its long-term strategy. Its key stakeholders include shareholders, investors, suppliers, customers, employees, government and regulators and the community. To understand stakeholders' expectations, the Company engages and fosters trusted relationships through listening to their views and responding to their concerns. The Company takes its corporate social responsibility seriously and it is not involved nor does it have any legal violation pertaining to future generation, employee, customer and community.

The Company's announcements, financial results and annual reports are available on the Company's website at <https://www.lincotrade.com.sg>.

The forthcoming AGM in respect of FY2024 ("**2024 AGM**") will be convened and held physically at 39 Sungei Kadut Loop Singapore 729494 on 28 October 2024. Shareholders will be able to raise questions and vote in person at the 2024 AGM. Arrangements relating to the attendance and voting at the 2024 AGM by shareholders or their duly appointed proxy(ies), are set out in the Notice of AGM and Proxy Form.

CORPORATE GOVERNANCE REPORT

OTHER CORPORATE GOVERNANCE MATTERS

DEALING IN SECURITIES

The Company has adopted an internal code on dealings in securities. The Company and the Group's Directors and officers who have access to price sensitive, financial or confidential information, or unpublished price-sensitive information on the Group, are not permitted to deal in the Company's securities during the periods commencing one month before the announcement of the Group's half year and full year financial results and ending on the date of announcement of such results. In addition, the Company, its Directors and officers are advised not to deal in the Company's securities for a short term considerations and are expected to observe the insider trading laws at all times even when dealing in the Company's securities within the permitted trading periods. Directors and officers are to consult with the CFO before trading in Company's securities and to confirm annually that they have complied with and not in breach of the internal code on dealings in securities. The Board is kept informed when a Director trades in the Company's securities.

MATERIAL CONTRACTS

On 26 April 2022, the Company entered into a loan agreement ("**Loan Agreement**") with Triple Vision Pte. Ltd. ("**Triple Vision**"), a controlling shareholder of the Company as at 30 June 2022, for an aggregate amount of up to S\$1.0 million ("**Loan**") at any time. The Loan is unsecured, interest-free and is repayable beginning from the maturity date, i.e. 12 months from the date of completion of the acquisition of Lincotrade & Associates Pte Ltd, or any other date as may be agreed upon in writing by Triple Vision and the Company ("**Maturity Date**"), in 8 equal monthly instalments spread over 8 consecutive calendar months, with the first monthly instalment payable on the Maturity Date. During FY2023, Triple Vision signed a Deed of Assignment and assigned the Loan to Mr. Wee Henry, the sole beneficial owner of Triple Vision. The terms of the Loan and the repayment schedule remain the same. The Loan was fully repaid in March 2024.

Pursuant to Rule 1204(8) of the Catalist Rules, the Company confirms that, except as disclosed above and in the Directors' Report and financial statements, there were no other material contracts and loans of the Company and its subsidiaries involving the interests, direct or deemed, of the MD or any Director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, which were entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy in respect of any transactions with interested persons and has set out the procedures for review and approval. The Company did not obtain any general mandate from shareholders of the Company for interested person transactions ("**IPT**"). There were no IPTs of S\$100,000 and above being entered into by the Company during FY2024.

NON-SPONSOR FEES

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The continuing sponsor of the Company is RHB Bank Berhad ("**RHB Singapore**"). With reference to Catalist Rule 1204(21), there were no non-sponsor fees paid to RHB Singapore during FY2024.

USE OF PROCEEDS

The Company had announced the full utilisation of proceeds raised from the placement shares during FY2023.

CORPORATE GOVERNANCE REPORT

TABLE 1 – BOARD AND BOARD COMMITTEES

As at the date of this Annual Report, the composition of the Board and the Board Committees are as follows:-

Name of Director	Board Membership	Audit Committee	Remuneration Committee	Nominating Committee
Dr Tan Kok Heng	Independent and Non-Executive Chairman	Member	Chairman	Chairman
Tan Jit Meng	Managing Director	-	-	-
Kwong Choong Kuen*	Independent and Non-Executive Director	Chairman	Member	Member
Wee Shuo Siong Milton	Non-Executive and Non-Independent Director	Member	Member	Member

* Mr Kwong Choong Kuen was appointed as an Independent and Non-Executive Director of the Company on 30 January 2024.

TABLE 2 – ATTENDANCE AT BOARD AND BOARD COMMITTEES MEETINGS

	BOARD		AUDIT		REMUNERATION		NOMINATING	
	No. of Meetings	No of Meetings Attended	No. of Meetings	No of Meetings Attended	No. of Meetings	No of Meetings Attended	No. of Meetings	No of Meetings Attended
Dr Tan Kok Heng	2	2	2	2	1	1	1	1
Tan Jit Meng	2	2	2	2*	1	1*	1	1*
Kwong Choong Kuen [^]	2	1	2	1	1	-	1	-
Wee Shuo Siong Milton	2	2	2	2	1	1	1	1
Lu King Seng ^{^^}	2	1	2	1	1	1	1	1

* By invitation

[^] Mr Kwong Choong Kuen was appointed as an Independent and Non-Executive Director of the Company on 30 January 2024.

^{^^} Mr Lu King Seng retired as an Independent and Non-Executive Director of the Company on 25 October 2023.

CORPORATE GOVERNANCE REPORT

TABLE 3 - DATE OF DIRECTOR'S INITIAL APPOINTMENT & LAST RE-ELECTION & THEIR DIRECTORSHIPS

Name of Director	Age	Appointment	Date of initial appointment	Date of last re-election	Present directorships in other listed companies	Past (preceding 3 years) directorships in listed companies	Other principal commitments
Dr Tan Kok Heng	60	Independent and Non-Executive Chairman	3 August 2022	26 October 2022	Nil	Elite Commercial REIT (Alternate director)	Chief Executive Officer of Sunway RE Capital Pte Ltd
Tan Jit Meng	60	Managing Director	3 August 2022	26 October 2022	Nil	Nil	Nil
Kwong Choong Kuen	52	Independent and Non-Executive Director	30 January 2024	-	<ul style="list-style-type: none"> - SOLIS Holdings Limited - BHCC Holdings Limited - OrangeKloud Technology Inc 	C&N Holdings Limited	Head of Finance of Fast Track Events Pte Ltd
Wee Shuo Siong Milton	33	Non-Executive and Non-Independent Director	3 August 2022	25 October 2023	Nil	Nil	Founder and director of Zennez Pte. Ltd.

CORPORATE GOVERNANCE REPORT

TABLE 4 – REMUNERATION TABLE

a) Directors' remuneration

For competitive reasons, the Company is not disclosing the annual remuneration of each individual Director for FY2024. Instead, we are disclosing the bands of remuneration as follows:

Name of Director	Below S\$250,000	S\$250,000 to S\$500,000	Directors' Fees (%)	Percentage of Fixed Remuneration Salary (%)	Percentage of Variable Remuneration Salary (%)
Executive Director					
Tan Jit Meng	-	✓	-	92.4	7.6
Independent Directors					
Dr Tan Kok Heng	✓	-	100.0	-	-
Kwong Choong Kuen [^]	✓	-	100.0	-	-
Lu King Seng ^{^^}	✓	-	100.0	-	-
Non-Executive Non-Independent Director					
Wee Shuo Siong Milton	✓	-	100.0	-	-

[^] Mr Kwong Choong Kuen was appointed as an Independent and Non-Executive Director of the Company on 30 January 2024

^{^^} Mr Lu King Seng retired as an Independent and Non-Executive Director of the Company on 25 October 2023

b) Key Management Personnel Remuneration

The Group has only three (3) key management personnel (who are not Directors of the Company) during FY2024. Details of remuneration paid to the key management personnel (who are not Directors of the Company) of the Group for FY2024 are set out below. For competitive reasons, the Company is only disclosing the band of remuneration for each key management personnel for FY2024 under review as follows:

Name of Key Management Personnel	Below S\$250,000	S\$250,000 to S\$500,000	Percentage of Fixed Remuneration (%)	Percentage of Variable Remuneration (%)
Soh Loong Chow Jackie	-	✓	92.4	7.6
Tan Chee Khoon	-	✓	92.3	7.7
Kwek Wei Lee	✓	-	92.2	7.8

The annual aggregate remuneration paid to the top three key management personnel is approximately S\$1.14 million.

There are no termination, retirement and post-employment benefits granted to the Directors, the MD and the top three key management personnel (who are not Directors or MD) of the Group.

CORPORATE GOVERNANCE REPORT

c) **Immediate families of Directors / CEO / substantial shareholders**

No employee of the Company and its subsidiaries is an immediate family member of a Director, the CEO or a substantial shareholder and whose remuneration was paid more than S\$50,000 during FY2024.

CORPORATE GOVERNANCE REPORT

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Mr Tan Jit Meng and Mr Kwong Choong Kuen are the Directors seeking re-election at the forthcoming AGM of the Company to be convened on 28 October 2024 (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(5) of the Catalist Rules, the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules:

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
Date of Appointment	30/01/2024	03/08/2022
Date of last re-appointment	–	26/10/2022
Age	52	60
Country of principal residence	Singapore	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The re-election of Mr Kwong Choong Kuen as the Independent and Non-Executive Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his expertise, performance, overall contributions, and competencies in fulfilling his responsibilities.	The re-election of Mr Tan Jit Meng as the Managing Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his expertise, performance, overall contributions, and competencies in fulfilling his responsibilities.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive role.	Executive role. Mr Tan will be responsible for overseeing the operations of the Enlarged Group, including business development, project and financial management.
Job Title (e.g. Lead ID, AC Chairman, AC Member, etc)	Independent Non-Executive Director, Chairman of the Audit Committee, and a member of the Nominating and Remuneration Committees	Managing Director

CORPORATE GOVERNANCE REPORT

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
Working experience and occupation(s) during the past 10 years	<p>July 2024 to present: Orangecloud Technologies Inc, Independent Non-Executive Director</p> <p>March 2024 to present: Head of Finance of Fast Track Events Pte Ltd</p> <p>June 2021 to present: SOLIS Holdings Limited, Independent Non-Executive Director (Nomination Committee Chair)</p> <p>March 2020 to present: BHCC Holdings Limited, Independent Non-Executive Director (Nomination Committee Chair)</p> <p>October 2017 to August 2021: C&N Holdings Limited, Independent Non-Executive Director (Audit Committee Chair)</p> <p>October 2016 to December 2018: RMH Holdings, Chief Financial Officer</p> <p>July 2013 to February 2016: Korn/Ferry International, Financial Controller APAC</p> <p>January 2010 to June 2013: Philips Electronics (S) Pte Ltd, ASEAN Financial Controller</p>	2000 to Present: Lincotrade & Associates Pte Ltd, Managing Director
Shareholding interest in the listed issuer and its subsidiaries	No	Mr Tan holds an aggregate of 45,454,545 ordinary shares in the capital of the Company.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of Interests (including any competing business)	No	No

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	Mr Kwong Choong Kuen	Mr Tan Jit Meng
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships#		
Past (for the last 5 years)	<ul style="list-style-type: none"> - C&N Holdings Limited - Das Skin Clinic Pte. Ltd. - Pivot Medical Pte. Ltd. 	Convergence Automotive (Pte Ltd)
Present	<ul style="list-style-type: none"> - Solis Holdings Limited - BHCC Holdings Limited - Asia Medtech Pte. Ltd. - Cap K Advisory Private Limited - OrangeKloud Technology Inc - Fast Track Events Pte. Ltd. 	<ul style="list-style-type: none"> - Lincotrade & Associates Pte Ltd - Millennium Fiesta Pte Ltd - Lincotrade & Associates (Malaysia) Sdn. Bhd. - Lincotrade (Dongguan) Furniture Manufacturing Co., Ltd
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.		
(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

CORPORATE GOVERNANCE REPORT

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(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

CORPORATE GOVERNANCE REPORT

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
(c) 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
(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

CORPORATE GOVERNANCE REPORT

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>(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>(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> <p>(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</p> <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

CORPORATE GOVERNANCE REPORT

	Mr Kwong Choong Kuen	Mr Tan Jit Meng
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only		
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	Not applicable as this is for re-election of a director.	Not applicable as this is for re-election of a director.

STATEMENT BY DIRECTORS

The directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 30 June 2024.

1. Opinion of the directors

In the opinion of the directors,

- (a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the Company and, of the financial position and performance of the Group for the reporting year covered by the financial statements or consolidated financial statements; and
- (b) at the date of the statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The board of directors approved and authorised these financial statements for issue.

2. Directors

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

Dr Tan Kok Heng
Tan Jit Meng
Kwong Choong Kuen (Appointed on 30 January 2024)
Wee Shuo Siong Milton

3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the reporting year had no interests in shares or debentures of the Company or other related body corporate as recorded in the register of directors' interests in shares in or debentures kept by the Company under section 164 of the Companies Act 1967 (the "Act") except as follows:

Name of directors and companies in which interests are held	At beginning of the reporting year	At end of the reporting year
The Company – <u>Lincotrade & Associates Holding Limited</u>	Number of shares of no par value	
Tan Jit Meng	45,454,545	45,454,545

By virtue of section 7 of the Act, Mr Tan Jit Meng is deemed to have an interest in the Company above and in all the related body corporates of the Company.

The directors' interests as at 21 July 2024 were the same as those at the end of the reporting year.

STATEMENT BY DIRECTORS

4. Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements whose objects are, or one of whose objects is, to enable 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.

5. Options

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the group was granted.

During the reporting year, there were no shares issued by virtue of the exercise of an option to take up unissued shares.

At the end of the reporting year, there were no unissued shares under option.

6. Report of audit committee

The members of the audit committee at the date of this report are as follows:

Kwong Choong Kuen (Chairman)	(Non-Executive and Independent Director)
Dr Tan Kok Heng	(Non-Executive and Independent Director)
Wee Shuo Siong Milton	(Non-Executive and Non-Independent Director)

The audit committee performs the functions specified by section 201B(5) of the Act. Among other functions, it performed the following:

- Reviewed with the independent external auditor their audit plan;
- Reviewed with the independent external auditor their evaluation of the Company's internal accounting controls relevant to their statutory audit, and their report on the financial statements and the assistance given by the Company's officers to them;
- Reviewed with the internal auditor the scope and results of the internal audit procedures (including those relating to financial, operational and compliance controls and risk management) and the assistance given by the management to the internal auditor;
- Reviewed the financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- Reviewed the interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

STATEMENT BY DIRECTORS

6. Report of audit committee (cont'd)

Other functions performed by the audit committee are described in the report on corporate governance included in the annual report of the Company. It also includes an explanation of how independent auditor objectivity and independence is safeguarded when the independent auditors provide non-audit services.

The audit committee has recommended to the board of directors that the independent auditors, RSM SG Assurance LLP, be nominated for re-appointment as independent auditors at the next annual general meeting of the Company.

7. Independent auditor

RSM SG Assurance LLP has expressed willingness to accept re-appointment. This audit firm was known as RSM Chio Lim LLP before 1 March 2024.

8. Directors' opinion on the adequacy of internal controls

Based on the internal controls established and maintained by the Company, work performed by the internal and external auditors, and reviews performed by management, other committees of the board and the board, with the concurrence of the audit committee, is of the opinion that the Company's internal controls (including financial, operational, compliance and information technology controls), and risk management systems were adequate and effective as at 30 June 2024 to address the risks that the Company considers relevant and material to its operations.

9. Subsequent developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 28 August 2024, which would materially affect the Group's and the Company's operating and financial performance as of the date of this report.

On behalf of the directors

Dr Tan Kok Heng
Director

Tan Jit Meng
Director

2 October 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Lincotrade & Associates Holdings Limited, (the “**Company**”) and its subsidiaries (the “**Group**”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group, and statement of changes in equity of the Company for the reporting year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (SFRS (I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the reporting 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 Company in accordance with the Accounting and Corporate Regulatory Authority (“**ACRA**”) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (“**ACRA Code**”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

(a) Accounting for construction and renovation contracts

Please refer to Note 2A “Revenue and income recognition” for relevant accounting policies, Note 2C “Estimation of contract costs for construction contracts”, for discussion of significant accounting estimates, Note 5 on “Revenue” and Note 18 on “Contract assets and contract liabilities”.

Key audit matter

For the reporting year ended 30 June 2024, construction and renovation contracts revenue recognised based on the percentage of completion (“**POC**”) method amounted to \$67,862,000 as disclosed in Note 5 to the financial statements and comprise all of the Group’s total revenue. As at 30 June 2024, the Group’s construction assets amounted to \$2,371,000 as disclosed in Note 18 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the Members of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

Key audit matters (cont'd)

(a) Accounting for construction and renovation contracts (cont'd)

Key audit matter (cont'd)

Construction and renovation contracts are recognised over time by reference to the Group's progress towards completing the contracts. The measurement of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs for the contracts.

Significant management's judgement is required to determine the estimated costs to completion for the construction and renovation contracts, based on their industry knowledge, past experiences on similar projects and current knowledge on the contracts. The determination of the estimated costs of completion is important as it in turn affects the percentage of completion computed for each contract, as well as the revenue and gross profit margin recognised for each contract.

How we addressed the matter in our audit

Our audit procedures consist of two parts, contract revenue and contract costs. We selected samples for testing.

For contract revenue, we (a) verified total contract sums to contracts and variation orders entered into by the Group and its customers; (b) recomputed the measurement of progress of the construction contracts which is determined based on the proportion of contract costs incurred to date to the estimated total contract costs; and (c) assessed the reasonableness of the revenue recognised through discussions with the project teams and obtaining corroborating evidence such as relevant correspondences with the Group's customers.

For contract costs, we (a) reviewed the actual costs incurred by verifying to supplier invoices or main-subcontractors progress billings; and (b) reviewed reasonableness of management's estimates of total construction costs and costs to complete the projects by substantiating estimates of contracts entered with sub-contractors for sub-contracting costs and reviewing the estimation of materials, labour and other construction costs with reference to the progress of the project.

We also recomputed the cumulative contract revenue and the contract revenue for the current reporting year for these projects, which were agreed to the accounting records.

(b) Assessment of impairment of trade and retention receivables and contract assets

Please refer to Note 2A "Financial instruments" for relevant accounting policies, Note 2C "Allowance for trade and retention receivables and contract assets" for discussion of significant accounting estimates, Note 18 on "Contract assets and contract liabilities" and Note 19 on "Trade and other receivables".

Key audit matter

As at 30 June 2024, the Group had contract assets of \$2,371,000 and trade and retention receivables of \$13,945,000 as disclosed in Notes 18 and 19 respectively to the financial statements which accounted for approximately 41% of the total assets of the Group.

INDEPENDENT AUDITOR'S REPORT

To the Members of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

Key audit matters (cont'd)

(b) Assessment of impairment of trade and retention receivables and contract assets (cont'd)

Key audit matter (cont'd)

The estimated credit loss allowance ("ECL") is based on the historical and forward looking trends of the receivables from these customers, which includes an analysis of the age of these receivables and contract assets, credit worthiness of the customers and future collectability. Assessment of the determination of ECL requires management to exercise significant judgement and estimation. In determining the credit quality and whether any significant increase in credit risk occurs, both forward-looking and historical information need to be considered.

How we addressed the matter in our audit

We obtained an understanding of the Group's policies and procedures in assessing impairment of trade and retention receivables and contract assets and also discussed with management on the basis adopted by management in assessing the recoverability of the outstanding trade and retention receivables for the Group's major customers, including enquiring of management the respective customers' financial standing. We also obtained confirmations from the major customers for the outstanding trade and retention receivables at the end of the reporting year.

We assessed the credit risk of the customers by analysing the payment history and receipts subsequent to reporting year end of selected customers and considered events or indicators which resulted in increase in credit risk of those customers; and also assessed the adequacy of the disclosures about those assumptions made in the financial statements.

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

INDEPENDENT AUDITOR'S REPORT

To the Members of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

Responsibilities of management and directors for the financial statements (cont'd)

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 scepticism throughout the audit. We also:

- a) 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.
- b) 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.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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.
- e) 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

Auditor's responsibilities for the audit of the financial statements (cont'd)

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

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 the subsidiary corporation incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

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

RSM SG Assurance LLP
Public Accountants and
Chartered Accountants
Singapore

2 October 2024

Engagement partner - effective from year ended 30 June 2024.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year Ended 30 June 2024

	Note	Group	
		2024 S\$'000	2023 S\$'000
Revenue	5	67,862	69,875
Cost of sales	7	(59,986)	(62,623)
Gross profit		7,876	7,252
Interest income		189	71
Other income and gains	6	168	362
Administrative expenses	10	(3,262)	(3,113)
Finance costs	8	(115)	(98)
Other expenses	10	(2,027)	(1,464)
Other losses	6	-	(10,981)
Profit (loss) before tax		2,829	(7,971)
Income tax expense	12	(566)	(773)
Profit (loss), net of tax		2,263	(8,744)
Other comprehensive loss:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax		(2)	-
Other comprehensive loss for the year, net of tax		(2)	-
Total comprehensive income (loss) for the year		2,261	(8,744)
Profit (loss) attributable to owners of the parent, net of tax		2,293	(8,744)
Loss attributable to non-controlling interests, net of tax		(30)	-
Profit (loss), net of tax		2,263	(8,744)
Total comprehensive income (loss) attributable to owners of the parent		2,291	(8,744)
Total comprehensive loss attributable to non-controlling interests		(30)	-
Total comprehensive income (loss) for the year		2,261	(8,744)
Earnings (loss) per share			
Earnings per share currency unit		Cents	Cents
Basic and diluted – continuing operations	13	1.33	(5.24)

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

STATEMENT OF FINANCIAL POSITION

As AT 30 June 2024

	Note	Group		Company	
		2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	14	10,852	1,353	2	3
Right-of-use assets	15	39	100	-	-
Trade receivables, non-current	19	4,613	2,990	-	-
Investment in subsidiaries	16	-	-	25,340	25,000
Total non-current assets		15,504	4,443	25,342	25,003
Current assets					
Inventories	17	156	-	-	-
Contract assets	18	2,371	5,327	-	-
Other non-financial assets	20	915	1,389	16	17
Trade and other receivables, current	19	9,332	11,214	355	4
Cash and cash equivalents	21	11,527	12,706	286	1,204
Total current assets		24,301	30,636	657	1,225
Total assets		39,805	35,079	25,999	26,228
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	22	13,050	13,050	33,614	33,614
Accumulated losses		(2,644)	(4,283)	(7,851)	(8,443)
Foreign currency reserves		(2)	-	-	-
Equity attributable to owners of the Company		10,404	8,767	25,763	25,171
Non-controlling interests		113	-	-	-
Total equity		10,517	8,767	25,763	25,171
Non-current liabilities					
Lease liabilities	23	70	159	-	-
Other financial liabilities, non-current	24	6,978	1,572	-	-
Deferred tax liabilities	12	28	-	-	-
Total non-current liabilities		7,076	1,731	-	-
Current liabilities					
Income tax provision		696	725	31	23
Trade and other payables	25	11,088	11,716	205	234
Contract liabilities	18	-	469	-	-
Lease liabilities	23	90	112	-	-
Other financial liabilities, current	24	10,338	11,559	-	800
Total current liabilities		22,212	24,581	236	1,057
Total liabilities		29,288	26,312	236	1,057
Total equity and liabilities		39,805	35,079	25,999	26,228

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

STATEMENT OF CHANGES IN EQUITY

Year Ended 30 June 2024

Group	Total equity	Non-controlling interests	Equity attributable to owners of the Company	Share capital	Foreign currency reserves	(Accumulated losses) Retained earnings
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Current year:						
Opening balance at 1 July 2023	8,767	-	8,767	13,050	-	(4,283)
Changes in equity:						
Total comprehensive income for the year	2,261	(30)	2,291	-	(2)	2,293
Dividends paid (Note 27)	(654)	-	(654)	-	-	(654)
Capital contribution in subsidiaries by non-controlling interests	143	143	-	-	-	-
Closing balance at 30 June 2024	10,517	113	10,404	13,050	(2)	(2,644)
Previous year:						
Opening balance at 1 July 2022	5,961	-	5,961	1,500	-	4,461
Changes in equity:						
Total comprehensive loss for the year	(8,744)	-	(8,744)	-	-	(8,744)
Consideration shares issued in relation to reverse acquisition (Note 22)	11,550	-	11,550	11,550	-	-
Closing balance at 30 June 2023	8,767	-	8,767	13,050	-	(4,283)

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

STATEMENT OF CHANGES IN EQUITY

Year Ended 30 June 2024

Company	Total equity S\$'000	Share capital S\$'000	Accumulated losses S\$'000
Current year:			
Opening balance at 1 July 2023	25,171	33,614	(8,443)
Changes in equity:			
Total comprehensive income for the year	1,246	-	1,246
Dividends paid (Note 27)	(654)	-	(654)
Closing balance at 30 June 2024	25,763	33,614	(7,851)
Previous year:			
Opening balance at 1 July 2022	(403)	6,237	(6,640)
Changes in equity:			
Total comprehensive loss for the year	(1,803)	-	(1,803)
Issuance of new shares pursuant to the reverse acquisition (Note 22)	27,377	27,377	-
Closing balance at 30 June 2023	25,171	33,614	(8,443)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 30 June 2024

	Group	
	2024	2023
	S\$'000	S\$'000
<u>Cash flows from operating activities</u>		
Profit (loss) before tax	2,829	(7,971)
Adjustments for:		
Deemed reverse acquisition expenses	-	9,576
Depreciation of property, plant and equipment	832	591
Depreciation of right-of-use assets	61	62
Gain on disposal of plant and equipment	(2)	(7)
Interest income	(189)	(71)
Interest expense	733	500
Share-based payments – sponsor	-	89
Share-based payments – arranger	-	1,114
Foreign exchange adjustment differences	(1)	-
Operating cash flows before changes in working capital	4,263	3,883
Inventories	(156)	-
Contract assets	2,956	6,884
Trade and other receivables	259	(7,204)
Other non-financial assets	474	(675)
Contract liabilities	(469)	(321)
Trade and other payables	(628)	2,834
Net cash flows from operations	6,699	5,401
Interest paid	(618)	(402)
Income taxes paid	(567)	(336)
Net cash flows from operating activities	5,514	4,663
<u>Cash flows from investing activities</u>		
Purchase of property, plant and equipment (Note 21C)	(10,332)	(385)
Proceeds from disposal of plant and equipment	2	20
Interest received	189	71
Net cash flows used in investing activities	(10,141)	(294)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 30 June 2024

	Group	
	2024	2023
	S\$'000	S\$'000
<u>Cash flows from financing activities</u>		
Net proceeds from issuance of new shares	-	1,174
Capital contribution by non-controlling interests on incorporation of subsidiaries	143	-
Net cash inflows from reverse acquisition (Note 1)	-	289
Increase in new loans and borrowings	7,672	-
Repayments of term loans	(1,631)	(1,496)
(Decrease) increase of bills payable	(1,056)	3,148
Cash restricted in use	(228)	(2,692)
Lease liabilities – principal portion and interest paid	(121)	(105)
Net movements in amounts due to a shareholder and former parent company	(800)	300
Net movements in amounts due to directors and former shareholders of the subsidiary	-	(1,100)
Dividends paid	(654)	-
Interest paid	(105)	(87)
Net cash flows from (used in) financing activities	3,220	(569)
Net (decrease) increase in cash and cash equivalents	(1,407)	3,800
Cash and cash equivalents, consolidated statement of cash flows, beginning balance	9,116	5,316
Cash and cash equivalents, consolidated statement of cash flows, ending balance (Note 21A)	7,709	9,116

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

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

1. General information

Lincotrade & Associates Holdings Limited (formerly known as Fabchem China Limited) (the “**Company**”) is incorporated and domiciled in Singapore with limited liability. The registered office is at 39 Sungei Kadut Loop Singapore 729494. The Company is an investment holding company. The principal activities of its subsidiaries are described in Note 16. The Company is listed on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The financial statements are presented in Singapore dollar and they cover the Company (referred to as “parent”) and the subsidiaries. All information in these financial statements are rounded to the nearest thousand (S\$’000) except when otherwise indicated.

The board of directors approved and authorised these financial statements for issue on the date of the statement by directors. The directors have the power to amend and reissue the financial statements.

Macroeconomic conditions related disclosures

The conditions remain challenging with geopolitical instability and affecting domestic and global growth in the current high interest environment. Management has considered the uncertain and challenging macroeconomic and geopolitical environment that have caused widespread increase in interest rates and a significant rise in inflation, affecting the cost of many of the goods and services for customers and suppliers. Management reviewed the probable impact and plausible downside scenarios. No material uncertainties were identified in connection with the reporting entity’s ability to continue in operational existence for the near future.

Statement of compliance with financial reporting standards

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS (I)s**”) and the related Interpretations to SFRS (I) (“**SFRS (I) INT**”) as issued by the Accounting Standards Committee under ACRA (“**ASC**”). They comply with the provisions of the Companies Act 1967 and with the International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB).

Basis of preparation of the financial statements

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

1. General information (cont'd)

Basis of presentation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the group (the parent and its subsidiaries) presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee. They are de-consolidated from the date that control ceases.

Changes in the group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as equity investments financial assets in accordance with the financial reporting standard on financial instruments.

Reverse acquisition and presentation of historical financial information

The reverse acquisition of Lincotrade & Associates Pte Ltd ("**Lincotrade PL**") was completed ("**Completion**") on 3 August 2022 ("**RTO**") and as at 30 June 2022, the Company does not have any subsidiary. Upon the Completion, the then-existing shareholders of the Lincotrade PL ("**Vendors**"), on a collective basis, became the major shareholders of the Company and the name of the Company was changed to Lincotrade & Associates Holdings Limited.

Upon completion of the RTO, the Group comprises of:-

- (1) Lincotrade & Associates Holdings Limited
- (2) Lincotrade & Associates Pte Ltd

At Group level

The consolidated financial statements of the Group have been prepared using the reverse acquisition accounting as set out in Singapore Financial Reporting Standards (International) ("**SFRS(I)**") 3 Business Combinations, but it does not result in the recognition of goodwill, as the Company was deemed as a cash company and did not meet the definition of a business as set out in SFRS(I) 3. The transaction falls within the scope of SFRS(I) 2 Share-based Payment, which requires the shares deemed issued by the accounting acquirer to be recognised at fair value. Any difference between the consideration sum and the fair value of the Company's identifiable net assets represents a service received by the accounting acquirer, which is recognised as an expense or income in the statement of comprehensive income. For the purpose of reverse acquisition accounting, Lincotrade PL was deemed as the accounting acquirer (legal acquiree) and the Company was deemed to be the accounting acquiree (legal acquirer).

With the exception of share capital, the consolidated financial statements for the Group will be a continuation of the consolidated financial statements of Lincotrade PL and the results of the Company will be consolidated to the Group from the Completion onwards.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

1. General information (cont'd)

Reverse acquisition and presentation of historical financial information (cont'd)

At Group level (cont'd)

The fair value of the shares deemed to be issued by the accounting acquirer is based on the number of equity interests that the accounting acquirer would have had to issue to give the owners of the accounting acquiree the same percentage equity interest in the combined entity that results from the reverse acquisition.

Accordingly, the financial statements and its comparative figures presented in this report are as follows:

a. Consolidated statement of profit or loss and other comprehensive income of the Group

The comparative figures for the consolidated statement of profit or loss and other comprehensive income for year ended 30 June 2023 ("FY2023") are the consolidated results of the Company and Lincotrade PL (collectively, the "Group"). The results of the Company are consolidated to the Group after the date of Completion.

b. Consolidated statement of financial position of the Group

The comparative figures for the consolidated statement of financial position of the Group as at 30 June 2023 was prepared using reverse acquisition accounting to account for the RTO.

c. Statement of financial position of the Company

The comparative figures for the statement of financial position of the Company as at 30 June 2023 is the statement of financial position of the Company after the completion of the RTO.

d. Consolidated statement of changes in equity of the Group

The comparative figures for the consolidated statement of changes in equity of the Group for FY2023 are the consolidated changes in equity of the Group which include the changes arising from the RTO.

e. Consolidated statement of cash flows of the Group

The comparative figures for the condensed consolidated statement of cash flows for FY2023 are the consolidated cash flows of the Group after the completion of the RTO.

At Company level

Reverse acquisition accounting applies only at the consolidated financial statements at the Group level. Therefore, in the Company's separate financial statements, the investments in the subsidiary is accounted for at cost less accumulated impairment losses, if any, in the Company's statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

1. General information (cont'd)

Reverse acquisition and presentation of historical financial information (cont'd)

At Company level (cont'd)

Identifiable assets acquired and liabilities assumed

	As at date of reverse acquisition S\$'000
Other non-financial assets	44
Cash and cash equivalents	289
Other financial liabilities	(500)
Trade and other payables	(236)
Total identifiable net liabilities at fair value	<u>(403)</u>
Fair value of shares deemed issued (Note A)	<u>(9,173)</u>
Deemed RTO expenses	<u><u>(9,576)</u></u>
Consideration settled in cash	-
Add: Cash and cash equivalents in company acquired	<u>289</u>
Net cash inflow from RTO	<u><u>289</u></u>
Note A: Fair value of shares deemed issued	
Number of shares deemed issued ('000)	46,800
Share price at date of reverse acquisition (S\$)	<u>0.196</u>
Fair value of shares deemed issued (S\$'000)	<u><u>9,173</u></u>

Loss on reverse acquisition of S\$9,576,000 had been recorded in the consolidated statement of comprehensive income for the year ended 30 June 2023 as "deemed reverse acquisition listing expenses". The Group also incurred one-off RTO transaction related costs amounting to S\$196,000 as at 30 June 2023 (see Note 6).

2. Disclosures of material accounting policy information and other explanatory information

2A. Material accounting policy information and other explanatory information

Revenue and income recognition

General - Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, and modifications), net of any related taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Revenue and income recognition (cont'd)

Long term construction contracts

For long-term contracts for constructing and developing an asset the customer value is created over time during the contract period and it is accounted for as a single performance obligation that is satisfied over time. This is because the customer simultaneously receives and consumes the benefits of the entity's performance in processing each transaction as and when each transaction is processed; the performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or the performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date. The revenue is recognised over time by using the input method. For the input method the revenue is recognised on the basis of the efforts or inputs to the satisfaction of a performance obligation such as costs incurred relative to the total expected inputs to the satisfaction of that performance obligation.

When the current estimates of the total amount of consideration expected to be received in exchange for transferring promised goods or services to the customer, and contract cost indicate a loss, a provision for the entire loss on the contract is made as soon as the loss becomes evident. An adjustment is also made to reflect the effects of the customer's credit risk. The loss on a contract is reported as an additional contract cost (an operating expense), and not as a reduction of revenue or a non-operating expense.

Interest income

Interest income is recognised using the effective interest method.

Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowings and are recognised as an expense in the period in which they are incurred. Interest expense is calculated using the effective interest rate method.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Foreign currency transactions

The functional currency is the Singapore Dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. The presentation is in the functional currency.

Translation of financial statements of other entities

Each entity determines the appropriate functional currency as it reflects the primary economic environment in which the relevant reporting entity operates. In translating the financial statements of such a reporting entity for incorporation in the combined financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

Income tax

Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current income tax is the expected tax payable on the taxable income for the reporting year; calculated using rates enacted or substantively enacted at the statements of financial position date; and inclusive of any adjustment to income tax payable or recoverable in respect of previous reporting years. Deferred tax is recognised using the liability method; based on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective income tax bases; and determined using tax rates that have been enacted or substantively enacted by the reporting year end date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss). A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries, branches and associates, and joint arrangements except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets (or, for certain leased assets, the shorter lease term). An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle.

The residual values of assets, useful lives of assets and recognised impairment losses are reviewed, and adjusted if appropriate, whenever events or circumstances indicate that a revision is warranted.

The useful life are as follows:

Furniture and fitting	-	5 years
Leasehold properties	-	Over remaining lease terms of 0.67 to 20 years
Leasehold improvement	-	5 years
Motor vehicles	-	5 years
Office equipment	-	3 to 5 years
Tools and equipment	-	5 years

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

Right-of-use assets

The right-of-use assets are accounted and presented as if they were owned such as property, plant and equipment. The right-of-use assets are depreciated over 10 years.

Leases of lessee

A lease conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. Where a lease arrangement is identified, a liability to the lessor is recognised as a lease obligation calculated at the present value of minimum unavoidable lease payments. A corresponding right-of-use asset is recorded. Lease payments are apportioned between finance costs and reduction of the lease liability so as to reflect the interest on the remaining balance of the liability. Finance charges are recorded as a finance cost. Leases with a term of 12 months or less and leases for low value are not recorded as a liability and lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Carrying amount of non-financial assets

The carrying amount of non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is expensed. Irrespective of whether there is any indication of impairment, an annual impairment test is performed at about the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use.

When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

Inventories

Inventories are stated at the lower of cost and selling price less costs to complete and sell. Cost is calculated using weighted average method. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity. The investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Non-controlling interest

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires.

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

Categories of financial assets and financial liabilities:

The financial reporting standard on financial instruments has four categories of financial assets and two categories for liabilities. At the end of the reporting year, the reporting entity had the following categories:

- Financial asset classified as measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss (FVTPL), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically, trade and other receivables, bank and cash balances are classified in this category.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Financial instruments (cont'd)

At the end of the reporting year, the reporting entity had the following categories: (cont'd)

- Financial liabilities are classified as at fair value through profit or loss (FVTPL) in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

Cash and cash equivalents

For the statement of cash flows, cash and cash equivalents includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, and items of income or expense associated with investing or financing cash flows.

Fair value measurement

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset or liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2A. Material accounting policy information and other explanatory information (cont'd)

Fair value measurement (cont'd)

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements. The recurring measurements are made at each reporting year end date.

Other specific material accounting policy information and other explanatory information

These are disclosed at the relevant notes to the financial statements.

Provisions

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

2B. Critical judgements, assumptions and estimation uncertainties

Disclosures on material information about the assumptions management made about the future, and other major sources of estimation uncertainty at the end of the reporting year, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next reporting year are discussed below or in the corresponding Notes to these financial statements. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Revenue recognised over time

For revenue recognition arising from contracts with customers and the consequential financial performance of the Group, there are significant judgements exercised and assumptions made by management relating to the measurement and timing of revenue recognition and the recognition of related balances in the statement of financial position, such as contract assets and contract liabilities, that result from the performance of the contracts. These judgements are inherently subjective and may cover future events such as the achievement of contractual milestones and performance levels. Assumptions are made for certain contracts relating to contract extensions and amendments. The related account balances at the end of the reporting years are disclosed in the Note 5 on revenue and Note 18 on contract assets and contract liabilities.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

2. Disclosures of material accounting policy information and other explanatory information (cont'd)

2B. Critical judgements, assumptions and estimation uncertainties (cont'd)

Estimation of contract costs for construction contracts

The Group has significant ongoing construction contracts. For these contracts, revenue is recognised over time by reference to the Group's progress towards the completion of the construction contracts. The measure of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs ("**input method**").

Management has to estimate the contract costs to complete, which are used in the input method to determine the revenue. When it is probable that the total unavoidable costs of meeting the obligations under the contract exceed the transaction prices ("**contract sum**"), a provision for onerous contracts is recognised immediately.

Significant judgement is used to estimate these total contract costs to complete. In making these estimates, management has relied on the expertise to determine the progress of the construction and also on past experience of completed projects.

As at 30 June 2024, \$2,371,000 of the Group's contract assets is subject to the estimation of progress towards completion using the input method. If the total contract cost of on-going contracts to be incurred had been higher/lower by 10% from management's estimates, the Group's revenue and contract assets would have been lower/higher by \$237,100.

Allowance for trade and retention receivables and contract assets

The Group has few customers and which can be graded as low risk individually. These trade and retention receivables and contract assets are subject to the expected credit loss model under the financial reporting standard on financial instruments. At the end of the reporting year a loss allowance is recognised at an amount equal to 12 month expected credit losses because there has not been a significant increase in credit risk since initial recognition. At each subsequent reporting date, an evaluation is made whether there is a significant change in credit risk by comparing the debtor's credit risk at initial recognition (based on the original, unmodified cash flows) with the credit risk at the reporting date (based on the modified cash flows). Adjustment to the loss allowance is made for any increase or decrease in credit risk. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in Note 18 on contract assets and Note 19 on trade and other receivables.

3. Related party relationships and transactions

The financial reporting standard on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

Related companies in these financial statements include the members of the Company.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

3. Related party relationships and transactions (cont'd)

3A. Related party transactions and balances

There are transactions and arrangements between the reporting entity and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and transfer of resources, services or obligations if any are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

3B. Key management compensation

	Group	
	2024	2023
	S\$'000	S\$'000
Salaries and other short-term employee benefits	1,707	1,743

The above amounts are included under employee benefits expense. Key management personnel include the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly.

Included in the above amounts are following:

	Group	
	2024	2023
	S\$'000	S\$'000
Remuneration of directors of the Company	478	487
Remuneration of directors of the subsidiaries	947	924
	1,425	1,411
Fees to directors of the Company	82	84

3C. Other receivables from and other payables to related parties

The trade transactions and the related receivables and payables balances arising from sales and purchases of goods and services are disclosed elsewhere in the notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

3. Related party relationships and transactions (cont'd)

3C. Other receivables from and other payables to related parties (cont'd)

The movements in other receivables from and other payables to related parties are as follows:

Former parent company

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Other financial liabilities:</u>				
At beginning of the year	-	-	-	500
Additions arising from RTO (see Note 1)	-	500	-	-
Amount paid in and settlement on behalf of the Company	-	300	-	300
Assignment of debt to a shareholder (Note 24E)	-	(800)	-	(800)
At end of the year (Note 24)	-	-	-	-

Shareholder

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Other financial liabilities:</u>				
At beginning of the year	800	-	800	-
Amount paid out and settlement of liabilities on behalf of shareholder	(800)	-	(800)	-
Assignment of debt from former parent company (Note 24D)	-	800	-	800
At end of the year (Note 24)	-	800	-	800

Directors and former shareholders of the subsidiary

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Other payables:</u>				
At beginning of the year	-	1,100	-	-
Amount paid out and settlement on behalf of the directors and former shareholders of the subsidiary	-	(1,100)	-	-
At end of the year (Note 25)	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

3. Related party relationships and transactions (cont'd)

3C. Other receivables from and other payables to related parties (cont'd)

Subsidiaries

	Company	
	2024	2023
	S\$'000	S\$'000
<u>Other receivables:</u>		
Balance at beginning of the year	-	-
Amounts paid out and settlement of liabilities on behalf of subsidiaries	353	-
Balance at end of the year (Note 19)	353	-

4. Financial information by operating segments

4A. Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, are made as required by the financial reporting standard on operating segments. This disclosure standard has no impact on the reported financial performance or financial position of the reporting entity.

For management purpose the reporting entity is organised into the following major strategic operating segments that offer different products and services: (1) commercial, (2) residential and (3) showflats. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

The segments and the types of products and services are as follows:

- (1) Commercial – Provision of construction services to commercial buildings;
- (2) Residential – Provision of construction services to residential buildings; and
- (3) Showflats – Building of showflats.

Segment results consist of costs directly attributable to a segment as well as those that can be allocated on a reasonable basis.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

4. Financial information by operating segments (cont'd)

4A. Information about reportable segment profit or loss, assets and liabilities (cont'd)

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the reporting entity are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

The management reporting system evaluates performances based on a number of factors. However, the primary profitability measurement to evaluate a segment's operating results is gross profit.

Segment assets consist principally of trade receivables that are directly attributable to a segment.

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

4. Financial information by operating segment (cont'd) 4B. Profit or loss from continuing operations and reconciliations

Group:	Commercial		Residential		Showflats		Unallocated		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue by segment	56,331	48,442	4,339	3,403	7,192	18,030	-	-	67,862	69,875
External revenue										
Segment results :-										
Gross profit	6,389	6,987	358	13	1,129	252	-	-	7,876	7,252
Interest income							189	71	189	71
Finance costs							(115)	(98)	(115)	(98)
Depreciation of property, plant and equipment							(791)	(591)	(791)	(591)
Depreciation of right-of-use assets							(61)	(62)	(61)	(62)
Employee benefits expenses							(2,609)	(2,577)	(2,609)	(2,577)
Unallocated corporate expenses							(1,828)	(1,347)	(1,828)	(1,347)
Other income and gains and (other losses)							168	(10,619)	168	(10,619)
Profit (loss) before tax									2,829	(7,971)
Income tax expense									(566)	(773)
Profit (loss) after tax									2,263	(8,744)

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

4. Financial information by operating segment (cont'd)

4C. Assets, liabilities and reconciliations

Group:	Commercial		Residential		Showflats		Unallocated		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Reportable segment assets										
Inventories	-	-	156	-	-	-	-	-	156	-
Trade and other receivables	11,411	9,829	698	776	1,756	3,570	80	29	13,945	14,204
Contract assets	269	2,441	1,953	1,810	149	1,076	-	-	2,371	5,327
Cash and cash equivalents							11,527	12,706	11,527	12,706
Other non-financial assets							915	1,389	915	1,389
Property, plant and equipment							10,852	1,353	10,852	1,353
Right-of-use assets							39	100	39	100
Total assets									39,805	35,079
Reportable segment liabilities										
Trade and other payables	-	-	-	-	-	-	11,088	11,716	11,088	11,716
Contract liabilities	-	469	-	-	-	-	-	-	-	469
Income tax provision							696	725	696	725
Lease liabilities							160	271	160	271
Other financial liabilities							17,316	13,131	17,316	13,131
Deferred tax liabilities							28	-	28	-
Total liabilities							(10,332)	(484)	(10,332)	(484)
Capital expenditure										

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

4. Financial information by operating segments (cont'd)

4D. Geographical information

	Group Revenue		Group Non-current assets	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore	67,795	69,875	15,365	4,443
Malaysia	67	-	21	-
People's Republic of China ("PRC")	-	-	118	-
	<u>67,862</u>	<u>69,875</u>	<u>15,504</u>	<u>4,443</u>

4E. Information about major customers

The revenue from customer that individually contributed more than 10% of the Group's total revenue during the reporting years are as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Top 1 customer in commercial (2023: commercial) segment	25,932	15,408
Top 2 customers in commercial and residential (2023: commercial and showflats) segments	36,139	28,933
Top 3 customers in commercial and residential (2023: commercial and showflats) segments	<u>46,301</u>	<u>38,923</u>

5. Revenue

	Group	
	2024	2023
	S\$'000	S\$'000
Revenue from long term construction contracts	<u>67,862</u>	<u>69,875</u>

Revenue from construction contracts is recognised over time and generated locally.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

6. Other income and gains and (other losses)

	Group	
	2024	2023
	S\$'000	S\$'000
Deemed reverse acquisition ("RTO") expenses ^(#)	–	(9,576)
Foreign exchange losses	–	(6)
Gain on disposal of plant and equipment	2	7
Government grants	71	348
Rental income	60	–
Reverse acquisition expenses (Note 1)	–	(196)
Share-based payment – sponsor	–	(89)
Share-based payment – arranger	–	(1,114)
Others	35	7
Net	168	(10,619)
Presented in profit or loss as:		
Other income and gains	168	362
Other losses	–	(10,981)
Net	168	(10,619)

^(#) One-off non-cash RTO expenses.

7. Cost of sales

Included in the cost of sales is interest on bills payable amounting to S\$618,000 (2023: S\$402,000).

8. Finance costs

	Group	
	2024	2023
	S\$'000	S\$'000
Interest on lease liabilities	10	11
Interest on term loans	105	87
Total	115	98

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

9. Employee benefits expense

	Group	
	2024	2023
	S\$'000	S\$'000
Employee benefits expense	7,098	6,620
Contributions to defined contribution plans	342	317
Other benefits	485	570
Total employee benefits expense	7,925	7,507
The employee benefits expense is charged under:		
Administrative expenses (Note 10)	2,609	2,578
Cost of sales	5,316	4,929
	7,925	7,507

10. Administrative and other expenses

The major components and other selected components include the following:

	Group	
	2024	2023
	S\$'000	S\$'000
<u>Administrative expenses:</u>		
Employee benefits expense (Note 9)	2,609	2,578
<u>Other expenses:</u>		
Depreciation of property, plant and equipment (Note 14)	791	576
Depreciation of right-of-use assets (Note 15)	61	62

11. Items in the profit or loss

In addition to the profit and loss line items disclosed elsewhere in the notes to the financial statements, this item includes the following:

	Group	
	2024	2023
	S\$'000	S\$'000
Audit fees paid to independent auditor of the Company	88	120
Audit fees to other independent auditors – Network firms	7	-
Non-audit related services fees paid to independent auditor of the Company	35	-

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

12. Income tax

12A. Components of income tax recognised in profit or loss

	Group	
	2024	2023
	S\$'000	S\$'000
<u>Current tax expense:</u>		
Current tax expense	593	725
(Over) under adjustments in respect of prior periods	(55)	48
Subtotal	<u>538</u>	<u>773</u>
<u>Deferred tax expense:</u>		
Deferred tax expense	8	-
Under adjustments in respect of prior periods	20	-
Subtotal	<u>28</u>	<u>-</u>
Total income tax expense	<u>566</u>	<u>773</u>

The income tax on profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17.0% (2023: 17.0%) to profit before income tax as a result of the following differences:

	Group	
	2024	2023
	S\$'000	S\$'000
Profit (loss) before tax	<u>2,829</u>	<u>(7,971)</u>
Income tax expense (income) at the above rate	481	(1,356)
Effect of different tax rates in different countries	(6)	-
Expenses not deductible for tax purposes	122	2,098
Tax exemption and rebate	(26)	(17)
Unrecognised deferred tax assets	12	-
Under recognition of deferred tax liabilities in respect of prior periods	20	-
(Over) under adjustments in respect of prior periods	(55)	48
Other minor items less than 3% each	18	-
Total income tax expense	<u>566</u>	<u>773</u>

There are no income tax consequences of dividends to owners of the Company.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

12. Income tax (cont'd)

12A. Components of income tax recognised in profit or loss (cont'd)

The tax effect of major expenses not deductible for tax purposes include the following:

	Group	
	2024	2023
	S\$'000	S\$'000
Depreciation on non-qualifying property, plant and equipment	112	487

12B. Deferred tax expense recognised in profit or loss include:

	Group	
	2024	2023
	S\$'000	S\$'000
Excess of book value of plant and equipment over tax values	5	(1)
Deferred tax relating to depreciation expense on right-of-use assets and interest on lease liabilities	(1)	(1)
Deferred tax liabilities	(20)	2
Unrecognised deferred tax assets	(12)	-
Net	(28)	-

12C. Deferred tax balance in the statement of financial position

	Group	
	2024	2023
	S\$'000	S\$'000
<u>Deferred tax (liabilities) assets:</u>		
Excess of book value of plant and equipment over tax values	(17)	(22)
Deferred tax relating to depreciation expense on right-of-use assets and interest on lease liabilities	1	2
Deferred tax liabilities	-	20
Unrecognised deferred tax assets	(12)	-
Total deferred tax liabilities	(28)	-

It is impracticable to estimate the amount expected to be settled or used within one year.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

13. Earnings (loss) per share

The following table illustrates the numerators and denominators used to calculate basic and diluted loss per share of no par value:

	Group	
	2024	2023
	S\$'000	S\$'000
Numerators: Earnings (loss) attributable to equity holders of the Company	2,293	(8,744)
	2024	2023
	No: '000	No: '000
Denominators: Weighted average number of ordinary shares Basic and diluted	172,028	166,749

The weighted average number of ordinary shares refers to shares in issue outstanding during the reporting year.

The basic amount per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year.

There is no dilution of earnings (loss) per share as there are no shares under options. The denominators used are the same as those detailed above for both basic and diluted earnings per share.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

14. Property, plant and equipment

Group	Leasehold properties S\$'000	Leasehold improvement S\$'000	Furniture and fitting S\$'000	Motor vehicles S\$'000	Office equipment S\$'000	Tools and equipment S\$'000	Total S\$'000
<u>Cost:</u>							
At 1 July 2022	4,205	181	114	660	423	232	5,815
Additions	-	-	-	206	84	194	484
Disposals	-	-	-	(99)	(124)	(32)	(255)
At 30 June 2023	4,205	181	114	767	383	394	6,044
Additions	10,051	91	26	71	36	57	10,332
Disposals	-	-	-	(53)	-	-	(53)
Translation differences	-	(1)	-	-	-	-	(1)
At 30 June 2024	14,256	271	140	785	419	451	16,322
<u>Accumulated depreciation:</u>							
At 1 July 2022	3,005	180	103	506	322	226	4,342
Depreciation for the year	450	1	2	64	59	15	591
Disposal	-	-	-	(86)	(124)	(32)	(242)
At 30 June 2023	3,455	181	105	484	257	209	4,691
Depreciation for the year	617	9	8	84	73	41	832
Disposal	-	-	-	(53)	-	-	(53)
At 30 June 2024	4,072	190	113	515	330	250	5,470
<u>Net book value:</u>							
At 1 July 2022	1,200	1	11	154	101	6	1,473
At 30 June 2023	750	-	9	283	126	185	1,353
At 30 June 2024	10,184	81	27	270	89	201	10,852

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

14. Property, plant and equipment (cont'd)

Allocation of the depreciation expenses as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Cost of sales	41	15
Other expenses (Note 10)	791	576
	832	591

Leasehold properties with carrying value of \$10,184,000 (2023: \$750,000) are pledged to the bank for credit facilities (see Note 24C). During the reporting year, credit facilities of \$7,672,000 (2023: Nil) were drawn down to finance the new leasehold property at 5 Tuas Avenue 12 Singapore 639025.

Motor vehicles with carrying value of \$185,000 (2023: \$255,000) are under lease agreements as disclosed in Note 23.

Company	Plant and equipment S\$'000
<u>Cost:</u>	
At 1 July 2022	36
Additions	4
Disposal	(35)
At 30 June 2023 and 30 June 2024	5
<u>Accumulated depreciation:</u>	
At 1 July 2022	36
Depreciation for the year	1
Disposal	(35)
At 30 June 2023	2
Depreciation for the year	1
At 30 June 2024	3
<u>Carrying value:</u>	
At 1 July 2022	-
At 30 June 2023	3
At 30 June 2024	2

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

15. Right-of-use assets

The right-of-use assets in the statements of financial position are as follows:

	Group S\$'000
<u>Cost:</u>	
At 1 July 2022, 30 June 2023 and 30 June 2024	586
<u>Accumulated depreciation:</u>	
At 1 July 2022	424
Depreciation for the year	62
At 30 June 2023	486
Depreciation for the year	61
At 30 June 2024	547
<u>Carrying value:</u>	
At 1 July 2022	162
At 30 June 2023	100
At 30 June 2024	39

Land lease from the Jurong Town Corporation ("**JTC Land**") is amortised over the lease period commencing from 31 August 2015 and expiring on 28 February 2025.

16. Investment in subsidiaries

	Company	
	2024	2023
	S\$'000	S\$'000
<u>Movements during the year. At cost:</u>		
At beginning of the year	25,000	-
Addition ^{(e), (f)}	340	25,000
At end of the year	25,340	25,000
Analysis of amounts denominated in non-functional currency:		
China RMB	87	-
Malaysian Ringgit	253	-

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

16. Investment in subsidiaries (cont'd)

The subsidiaries held by the Company and the Group are listed below:

Name of subsidiary, country of incorporation, places of operation and principal activities	Cost in books of Company		Effective percentage of equity held by Group and Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	%	%
<u>Held by the Company</u>				
Lincotrade & Associates Pte Ltd ^{(a), (b)} Singapore Provision of interior design, renovation, carpentry and joinery services, carrying over interior fitting-out works and manufacturing of builders' carpentry and joinery	25,000	25,000	100	100
Lincotrade & Associates (Malaysia) Sdn Bhd ^{(c), (e)} Malaysia Building construction, interior designing and renovation works, and manufacturing of wooden window, door, builders' carpentry, joinery wood product and other millwork	87	-	60	-
Lincotrade (Dongguan) Furniture Manufacturing Co., Ltd ^{(d), (f)} PRC Manufacturing, sales and export of wooden door, wood joinery product and other millwork	253	-	75	-
	<u>25,340</u>	<u>25,000</u>		

^(a) Audited by RSM SG Assurance LLP.

^(b) During the last reporting year, the Company completed the RTO of Lincotrade & Associates Pte Ltd for a consideration of S\$25,000,000 at the issue price of S\$0.22 per share for 113,636,363 ordinary shares as disclosed in Note 22.

^(c) Audited by other independent auditors, Ling Kam Hoong & Co., a firm of accountants other than member firms of RSM International of which RSM SG Assurance LLP in Singapore is a member.

^(d) Audited by SBA Stone Forest CPA Co Ltd, an alliance firm of RSM SG Assurance LLP, for group consolidation purpose.

^(e) On 14 August 2023, the Company incorporated a 60% owned subsidiary, Lincotrade & Associates (Malaysia) Sdn Bhd in Malaysia with an initial share capital of RM3 (equivalent to approximately S\$1). On 24 November 2023, the Company was allotted an additional share capital of RM299,997 (equivalent to approximately \$87,000). The total investment amounted to RM300,000 (equivalent to approximately \$87,000) as at 30 June 2024.

Subsequent to the reporting year ended on 30 August 2024, the Company was allotted an additional share capital of RM150,000 (equivalent to approximately S\$45,000) (see Note 30).

^(f) On 11 January 2024, the Company incorporated a 75% owned subsidiary, Lincotrade (Dongguan) Furniture Manufacturing Co., Ltd in the PRC with share capital of RMB1,800,000 (equivalent to approximately \$253,000).

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

16. Investment in subsidiaries (cont'd)

As is required by Rule 716 of the Listing Manual of The Singapore Exchange Securities Trading Limited the audit committee and the board of directors of the Company have satisfied themselves that the appointment of different auditors for certain of its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

17. Inventories

	Group	
	2024	2023
	\$'000	\$'000
Raw material	83	-
Finished goods	73	-
At end of the year	156	-

There are no inventories pledged as security for liabilities.

18. Contract assets and contract liabilities

	Group	
	2024	2023
	\$'000	\$'000
Contract assets (Note 18A)	2,371	5,327
Contract liabilities (Note 18B)	-	469

The contract assets are for the Group's rights to consideration for work completed but not billed at the reporting date on construction contracts and any impairment losses recognised in the reporting year. The contract assets are transferred to the receivables when the rights become unconditional. This usually occurs when the Group invoices the customers.

18A. Contract assets

The movements in contract assets are as follows:

	Group	
	2024	2023
	\$'000	\$'000
At beginning of the year	5,327	12,211
Revenue recognised for performance obligation satisfied overtime	67,862	69,875
Transferred to trade receivables	(70,818)	(76,759)
At end of the year	2,371	5,327

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

18. Contract assets and contract liabilities (cont'd)

18B. Contract liabilities

The contract liabilities primarily relate to the advance consideration received from customers for which transfer of control has not occur, and therefore revenue is not recognised. The entity recognises revenue from the satisfaction of the performance obligation.

The movements in contract liabilities are as follows:

	Group	
	2024	2023
	\$'000	\$'000
At beginning of the year	469	790
Performance obligation satisfied – revenue recognised during the reporting year	(469)	(921)
Additions of contract liabilities from deposits paid by customers during the year	–	600
At end of the year	–	469

Transaction price allocated to the remaining performance obligations (over time method): Management expects that the aggregate amount of the transaction price allocated to unsatisfied performance obligations as of 30 June 2024 is approximately \$39,541,000 (2023: \$58,405,000) will be recognised as revenue as the Group continues to perform to complete the contracts, which is expected to occur over the next 2 reporting years. The amount disclosed above does not include variable consideration which may be subject to significant risk of reversal.

The Group has applied the practical expedient not to disclose information about its remaining performance obligations if:

- The performance obligation is part of a contract that has an original expected duration for one year or less, or
- The Group recognises revenue in the amount to which the Group has a right to invoice customers in amounts that correspond directly with the value to the customers of the Group's performance completed to date.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

19. Trade and other receivables

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<u>Current</u>				
<u>Trade receivables:</u>				
Outside parties	6,991	5,974	-	-
Retention receivables	2,303	5,211	-	-
Net trade receivables – subtotal	9,294	11,185	-	-
<u>Other receivables:</u>				
Subsidiary (a) (Note 3)	-	-	353	-
Outside parties	38	29	2	4
Net other receivables – subtotal	38	29	355	4
Total trade and other receivables	9,332	11,214	355	4
<u>Non-current</u>				
<u>Trade receivables:</u>				
Retention receivables	4,613	2,990	-	-

^(a) Amount due from subsidiary is unsecured, repayable on demand and non-interest bearing (2023: Nil).

Retention receivables is intended to provide the customer with security against the Group failing to adequately complete its obligations under the contract. Retention receivables are classified as current and non-current based on the contractual terms of the respective construction contracts. The retention receivables are generally on 12 to 24 months' term (2023: 12 to 24 months' term).

There are no collaterals held as security and other credit enhancements for the trade receivables.

The expected credit losses (“ECL”) on the trade receivables, and contract assets are based on the simplified approach to measuring expected credit losses which uses a lifetime ECL allowance approach for all trade receivables and contract assets recognised from initial recognition of these assets. The Group has only a few customers and which can be credit risk graded individually and these are recorded at inception net of expected lifetime ECL. These customers were graded as low risk individually and no significant increase in credit risk since initial recognition. No loss allowance was necessary.

At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

19. Trade and other receivables (cont'd)

The ageing are as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Gross trade receivables:		
Within due date	12,141	13,426
1 to 30 days past due	536	442
31 to 60 days past due	475	150
Over 60 days past due	755	157
Total	<u>13,907</u>	<u>14,175</u>

The total is for trade receivables generated under the financial reporting standard on revenue recognition.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade customers is about 30 days (2023: 30 days). But some customers take a longer period to settle the amounts.

Concentration of trade receivable customers (including retention receivables) at end of reporting year is as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Top 1 customer	2,374	2,109
Top 2 customers	4,689	2,992
Top 3 customers	<u>6,604</u>	<u>3,815</u>

The other receivables shown above are subject to the ECL allowance assessment under the financial reporting standard on financial instruments. For these material balances judgement is required for the assessment of the credit risk graded individually. At inception they are recorded net of any expected 12 month expected credit losses. At the end of the reporting year a loss allowance is recognised if there has been a material increase in credit risk since initial recognition. No allowance was necessary.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

20. Other non-financial assets

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Advances paid to suppliers	470	867	-	-
Deposits to secure services	158	273	-	-
Prepayment	287	249	16	17
	915	1,389	16	17

21. Cash and cash equivalents

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Not restricted in use	7,709	9,116	286	1,204
Cash pledged for bank facilities ^(a)	3,818	3,590	-	-
	11,527	12,706	286	1,204

^(a) Bank balances held by banks to cover bank facilities issued.

The rates of interest for the cash on interest earning balances ranged between 0.05% and 4.00% (2023: 0.05% and 4.00%) per annum.

21A. Cash and cash equivalents in the statement of cash flows

	Group	
	2024	2023
	S\$'000	S\$'000
Amount as shown above	11,527	12,706
Fixed deposits pledged for bank facilities	(3,818)	(3,590)
Cash and cash equivalents for statements of cash flows purposes at end of the years	7,709	9,116

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

21. Cash and cash equivalents (cont'd)

21B. Reconciliation of liabilities arising from financing activities:

Group:	At beginning of the year	Cash flows	Non-cash changes	At end of the year
	\$'000	\$'000	\$'000	\$'000
<u>2024:</u>				
Lease liabilities	271	(121)	10	160 ^(a)
Other financial liabilities	13,131	4,185	-	17,316
Total liabilities from financing activities	13,402	4,064	10	17,476
<u>2023:</u>				
Lease liabilities	266	(105)	110	271 ^(a)
Other financial liabilities	10,679	1,652	800	13,131 ^(b)
Total liabilities from financing activities	10,945	1,547	910	13,402

^(a) Accretion of interest and acquisition of motor vehicles under lease arrangements.

^(b) Loan from shareholder to the Company consolidated to the Group following the completion of the RTO (see Note 24).

21C. Non-cash transactions

	Group	
	2024	2023
	\$'000	\$'000
Acquisition of certain assets under property, plant and equipment under lease contracts	-	385

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

22. Share capital

	Note	Company	
		Number of shares issued	Share capital S\$'000
Ordinary shares of no par value:			
At 1 July 2022		46,800,000	6,237
Issuance of new shares pursuant to the RTO:			
- Acquisition of entire share capital of Lincotrade PL	22.1	113,636,363	25,000
- Share-based payment – Sponsor shares	22.2	454,545	89
- Share-based payment – Arranger shares	22.3	5,681,818	1,114
- Issuance of ordinary shares	22.4	5,455,000	1,200
- Share issue expenses	22.4	-	(26)
Subtotal		125,227,726	27,377
At 30 June 2023 and 30 June 2024		172,027,726	33,614

	Note	Group Share capital	
		2024 S\$'000	2023 S\$'000
Ordinary shares of no par value:			
At 1 July		13,050	1,500
Issuance of new shares pursuant to the RTO:			
- Consideration shares issued in relation to reverse acquisition		-	9,173
- Share-based payment – Sponsor shares	22.2	-	89
- Share-based payment – Arranger shares	22.3	-	1,114
- Issuance of ordinary shares	22.4	-	1,200
- Share issue expenses	22.4	-	(26)
Subtotal		-	11,550
At 30 June		13,050	13,050

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

22. Share capital (cont'd)

The ordinary shares of no par value which are fully paid carry no right to fixed income. The Company is not subject to any externally imposed capital requirements.

Shares issued pursuant to the RTO

On 3 August 2022, the Company completed the RTO of Lincotrade PL. Pursuant to the Completion, the Company had:

- 22.1 allotted and issued 113,636,363 ordinary shares at an issue price of S\$0.22 per share, in full satisfaction of the total consideration of S\$25,000,000;
- 22.2 allotted and issued 454,545 ordinary shares to the Company's financial adviser, RHB Bank Berhad as part of the financial adviser's fees for its services in relation to the RTO. Based on the share price of S\$0.196 as at 3 August 2022, the value of these shares issued amounted to approximately S\$89,000 and this was charged to the statement of profit or loss during the reporting year ended 30 June 2023;
- 22.3 allotted and issued 5,681,818 ordinary shares of the Company to the arranger, Prestige Frame Limited ("**Arranger**"). Based on the share price of S\$0.196 as at 3 August 2022, the value of these shares amounted to approximately S\$1,114,000 and this was charged to the statement of profit or loss during the reporting year ended 30 June 2023; and
- 22.4 allotted and issued placement shares of 5,455,000 at the issue price of S\$0.22 per new ordinary share for proceeds of approximately S\$1,200,000. Net proceeds received after deducting direct expenses relating to the placement of approximately S\$26,000 was approximately S\$1,174,000.

Capital management

The objectives when managing capital are: to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. There were no changes in the approach to capital management during the reporting year. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

22. Share capital (cont'd)

Capital management (cont'd)

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt/adjusted capital (as shown below). Net debt is calculated as total borrowings less cash and cash equivalents.

	Group	
	2024	2023
	S\$'000	S\$'000
Net debt:		
All current and non-current borrowings including leases	17,476	13,402
Less cash and cash equivalents	(11,527)	(12,706)
Net debt	<u>5,949</u>	<u>696</u>
Adjusted capital:		
Total equity	<u>10,517</u>	<u>8,767</u>
Debt-to-adjusted capital ratio	<u>57%</u>	<u>8%</u>

The unfavourable change as shown by the increase in the debt-to-adjusted capital ratio resulted primarily from the increase in net debt and adjusted capital.

In order to maintain its listing on the Singapore Stock Exchange it has to have share capital with a free float of at least 10% of the shares. The company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will continue to satisfy that requirement, as it did throughout the reporting year. Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

23. Lease liabilities

Lease liabilities are presented in the statements of financial position as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Lease liabilities, current	90	112
Lease liabilities, non-current	70	159
Total	160	271
<u>Movements of lease liabilities:</u>		
At beginning of the year	271	266
Additions	-	99
Accretion of interest	10	11
Lease payments	(121)	(105)
At end of the year	160	271

The Group has a few leases relating to the land and motor vehicles. The land lease from the Jurong Town Corporation ("**JTC Land**") commenced on 31 August 2015 and will expire on 28 February 2025.

The JTC Land lease terms are negotiated and amounts payable are subject to an escalation clause but the amount of the increase is not to exceed a certain percentage and subject to following:

- (i) the lease prohibits the Group from selling or pledging the underlying leased asset as security unless permitted by the owner; and
- (ii) there is no option to purchase the underlying leased asset outright at the end of the lease.

Other information about the leasing activities relating to the right-of-use assets are summarised as follows:

	Group	
	JTC Land	Motor vehicles
Number of right-of-use assets:		
- 2024	1	4
- 2023	1	5
Remaining term - range:		
- 2024	0.7 years	1 to 4 years
- 2023	1.7 years	1 to 5 years

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

23. Lease liabilities (cont'd)

The interest rates applied to lease liabilities are as follows:

	Group	
	JTC Land	Motor vehicles
Weighted average incremental borrowing rate:		
- 2024	5.25%	-
- 2023	5.25%	-
Weighted effective interest rate:		
- 2024	-	2.88%
- 2023	-	2.79%

The lease liabilities above do not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liabilities and the right-of-use assets.

Only variable lease payments that depend on an index or a rate; payments that vary to reflect changes in market rental rates are included in the measurement of the lease liability. Such variable amounts that are unpaid at the commencement date are included in the measurement of lease liabilities. Variable lease payments would also include extension options and termination options; residual value guarantees; and leases not yet commenced to which the lessee is committed. The variable lease payments that are based on revenue are recognised in profit or loss in the year in which the condition that triggers those payments occurs.

Lease liabilities under operating leases are secured by the right-of-use assets because these will revert to the lessor in the event of default.

A summary of the maturity analysis of lease liabilities is disclosed in Note 29E. Total cash outflows from leases are shown in the statement of cash flows. The related right-of-use assets are disclosed in Note 15.

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

Certain motor vehicles under hire purchase agreements are secured by a legal charge over the leased assets and guarantee from a director.

At reporting year date there were no commitments on leases which had not yet commenced.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

23. Lease liabilities (cont'd)

Apart from the disclosures made in other notes to the financial statements, amounts relating to leases include the following:

	Group	
	2024	2023
	\$'000	\$'000
Expense relating to short-term leases	273	593

24. Other financial liabilities

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Term loan A (Note 24A)	1,259	2,534	-	-
Term loan B (secured) (Note 24B)	313	563	-	-
Term loan C (secured) (Note 24C)	7,566	-	-	-
Bills payable (secured) (Note 24D)	8,178	9,234	-	-
Loan from shareholder (Notes 3D and 24E)	-	800	-	800
	17,316	13,131	-	800
Presented in statements of financial position:				
- Non-current	6,978	1,572	-	-
- Current	10,338	11,559	-	800
Total	17,316	13,131	-	800

24A. Term loan A

Term loan A was obtained to finance working capital at a fixed rate of 2.25% (2023: 2.25%) per annum. The loan has 5 years maturity period (from the date of first drawdown) and repayment terms are as below:

- (i) Repayment of principal shall commence on 1 July 2022; and
- (ii) Monthly interest repayments shall commence from 1 July 2021 until the loan matures.

Term loan A is covered by corporate guarantee from the Company.

Term loan A is carried at amortised cost using the effective interest method over 5 years. The fair value of \$1,259,000 (2023: \$2,534,000) is measured using the cash flows method at an effective interest rate ranging 2.27% to 2.36% (2023: 2.27% to 2.36%) per annum. The carrying amount is a reasonable approximation of fair value (Level 2).

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

24. Other financial liabilities (cont'd)

24B. Term loan B

Term loan B was obtained to finance working capital at a fixed rate of 2.00% (2023: 2.00%) per annum. The loan has 5 years maturity period (from the date of first drawdown) and repayment terms are as below:

- (i) Repayment of principal shall commence on 24 October 2023 (1 year after the date of first drawdown); and
- (ii) Monthly interest repayments shall commence from 4 September 2022 until the loan matures.

Term loan B is covered by corporate guarantee from the Company and secured by charge over certain term deposit accounts of Lincotrade PL.

Term loan B is carried at amortised cost using the effective interest method over 5 years. The fair value of \$313,000 (2023: \$563,000) is measured using the cash flows method at an effective interest rate of 2.34% (2023: 2.34%) per annum. The carrying amount is a reasonable approximation of fair value (Level 2).

24C. Term loan C

Term loan C was obtained to finance the acquisition of a JTC property at 5 Tuas Avenue 12 Singapore 639025 at a fixed rate of 3.68% (2023: Nil) per annum for the first two years and thereafter 3% per annum above 1-month compounded Singapore Overnight Rate Average (Compounded SORA) or such other rate as may be determined by the bank from time to time. The loan has 10 years maturity period (from the date of first drawdown) and repayment terms are as below:

- (i) Repayment of principal shall commence on 1 April 2024; and
- (ii) Monthly interest repayments shall commence from 1 April 2024 until the loan matures.

Term loan C is covered by corporate guarantee from the Company, secured by the Group's leasehold properties, and charge over certain term deposit accounts of Lincotrade PL.

Term loan C is carried at amortised cost using the effective interest method over 5 years. The fair value of \$7,566,000 (2023: Nil) is measured using the cash flows method at an effective interest rate of 3.74% (2023: Nil) per annum. The carrying amount is a reasonable approximation of fair value (Level 2).

24D. Bills payable

Bills payable are on 18 to 83 days (2023: 15 to 108 days) terms and are charged at floating interest rates ranging from 5.10% to 5.55% (2023: 5.03% to 5.54%) per annum.

These bills payable under the bank facilities are covered by corporate guarantee from the Company and secured by a legal mortgage over the Group's properties and charge over certain term deposits of Lincotrade PL.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

24. Other financial liabilities (cont'd)

24E. Loan from shareholder

On 26 April 2022, the Company entered into a loan agreement with Triple Vision for an aggregate amount of up to S\$1,000,000 ("Loan") at any time. Any disbursement will be used for the payment of professional fees and expenses incurred for the Proposed Acquisition of Lincotrade & Associates Pte Ltd ("Proposed Acquisition"). The loan is unsecured, interest-free and is repayable beginning from the Maturity Date, i.e. 12 months from the date of completion of the Proposed Acquisition, or any other date as may be agreed upon in writing by Triple Vision and the Company, in 8 equal monthly instalments spread over 8 consecutive calendar months, with the first monthly instalment payable on the Maturity Date.

As disclosed in Note 1, the Proposed Acquisition was completed after the reporting year on 3 August 2022. Subsequent to the date of completion of the Proposed Acquisition, Triple Vision became the Company's former immediate and ultimate parent company (as disclosed in Note 3).

During the last reporting year ended 30 June 2023, Triple Vision signed a Deed of Assignment ("Deed") and assigned the Loan to Mr. Wee Henry, the sole beneficial owner of Triple Vision. The terms of the Loan and the repayment schedule remain the same. As at 30 June 2023, the Company had drawn down S\$800,000 from the Loan and the first repayment of S\$100,000 per month has commenced in August 2023. The Loan was fully repaid during March 2024.

25. Trade and other payables

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Trade payables:</u>				
Outside parties and accrued liabilities	8,393	9,604	195	206
Retention payables	2,627	2,071	-	-
Subtotal	11,020	11,675	195	206
<u>Other payables:</u>				
Outside parties	68	41	10	28
Subtotal	68	41	10	28
Total trade and other payables	11,088	11,716	205	234

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

26. Bank guarantees

The Group has bank guarantees given to third parties as a result of construction contract undertaken. The management is of the view that no material liabilities will arise from these bank guarantees at the date of authorisation for the release of these financial statements.

	Group	
	2024	2023
	\$'000	\$'000
Performance guarantee issued in favour of customers	4,620	4,482

27. Dividends on equity shares

Group and Company	Rate per share - cents		2024	2023
	2024	2023		
	\$'000	\$'000		
Interim exempt (1-tier) dividend paid	0.0038	-	654	-

Subsequent to the reporting year ended 30 June 2024, the directors proposed a tax-exempt (one-tier) final dividend of \$0.0032 (2023: Nil) per ordinary share on 28 August 2024. There are no income tax consequences. This dividend is subject to approval by shareholders at the next annual general meeting and has not been included as a liability in these financial statements. The proposed dividend is payable in respect of all ordinary shares in issue at the end of the reporting year and including any new qualifying shares issued up to the date the dividend becomes payable.

28. Capital commitments

Estimated amounts committed at the end of the reporting year for future capital expenditure but not recognised in the financial statements are as follows:

	Group	
	2024	2023
	\$'000	\$'000
Commitment for plant and equipment	1,849	-

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

29. Financial instruments: information on financial risks and other explanatory information

29A. Categories of financial assets and financial liabilities

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year.

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Financial assets:</u>				
Financial assets at amortised cost	25,472	26,910	641	1,208
<u>Financial liabilities:</u>				
Financial liabilities at amortised cost	28,564	25,118	205	1,034

Further quantitative disclosures are included throughout these financial statements.

29B. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate and currency risk exposures. Management has certain practices for the management of financial risks. The guidelines set up the short and long term objectives and action to be taken in order to manage the financial risks.

The guidelines include the following:

1. Minimise interest rate, currency and market risks for all kinds of transactions.
2. Maximise the use of "natural hedge": favouring as much as possible the natural off-setting of sales and costs and payables and receivables denominated in the same currency and therefore put in place hedging strategies only for the excess balance (if necessary). The same strategy is pursued with regard to interest rate risk.
3. All financial risk management activities are carried out and monitored by senior management staff.
4. All financial risk management activities are carried out following acceptable market practices.

There have been no changes to the exposure to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

29. Financial instruments: information on financial risks and other explanatory information

29C. Fair values of financial instruments

The analyses of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include the material financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments. The disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

29D. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner. These arise principally from cash balances with banks, cash equivalents, receivables and other financial assets. The maximum exposure to credit risk is the total of the fair value of the financial assets at the end of the reporting year. Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. For expected credit losses (ECL) on financial assets, the general approach (three-stage approach) in the financial reporting standard on financial instruments is applied to measure the impairment allowance. Under this general approach the financial assets move through the three stages as their credit quality changes. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL unless the assets are considered credit impaired. However, the simplified approach (that is, to measure the loss allowance at an amount equal to lifetime ECL at initial recognition and throughout its life) permitted by the financial reporting standards on financial instruments is applied for financial assets that do not have a significant financing component, such as trade receivables and contract assets. For credit risk on trade receivables, contract assets and other financial assets an ongoing credit evaluation is performed on the financial condition of the debtors and an impairment loss is recognised in profit or loss.

Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credits limits are subject to the same review process.

Note 21 discloses the cash and cash equivalents balances. There was no identified impairment loss.

29E. Liquidity risk – financial liabilities maturity analysis

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. There are no liabilities contracted to fall due after twelve months at the end of the reporting year. The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 60 days (2023: 60 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

29. Financial instruments: information on financial risks and other explanatory information (cont'd)

29E. Liquidity risk – financial liabilities maturity analysis (cont'd)

The following table analyses the non-derivate financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

Group:	Less than one year \$'000	One to five years \$'000	More than five years \$'000	Total \$'000
<u>2024:</u>				
Gross lease liabilities	97	82	-	179
Gross other financial liabilities	10,624	4,654	3,520	18,798
Trade and other payables	11,088	-	-	11,088
At end of the year	21,809	4,736	3,520	30,065

<u>2023:</u>				
Gross lease liabilities	121	178	3	302
Gross other financial liabilities	11,685	1,591	-	13,276
Trade and other payables	11,716	-	-	11,716
At end of the year	23,522	1,769	3	25,294

Company:	Less than one year S\$'000	One to three years S\$'000	Total S\$'000
<u>2024:</u>			
Trade and other payables	205	-	205
At end of the year	205	-	205

<u>2023:</u>			
Trade and other payables	234	-	234
Other financial liabilities	800	-	800
At end of the year	1,034	-	1,034

Bank facilities:	2024 \$'000	2023 \$'000
<u>Group:</u>		
Undrawn borrowing facilities	9,980	4,400

The undrawn borrowing facilities are available for operating activities and to settle other commitments. Borrowing facilities are maintained to ensure funds are available for the operations. A schedule showing the maturity of financial liabilities and unused bank facilities is provided regularly to management to assist in monitoring the liquidity risk.

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

29. Financial instruments: information on financial risks and other explanatory information (cont'd)

29F. Interest rate risk

The interest rate risk exposure is from changes in fixed interest rates and it mainly concerns financial liabilities. The interest from financial assets including cash balances is not significant.

The following table analyses the breakdown of the significant financial instruments by type of interest rate:

	Group		Company	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Financial liabilities:</u>				
Fixed rate	9,298	3,368	-	-
Floating rate	8,178	9,234	-	-
Total at end of the year	17,476	12,602	-	-

The floating rate debt instruments are with interest rates that are re-set regularly. The interest rates are disclosed in Note 24.

There is exposure to interest rate risk as part of its normal business.

Sensitivity analysis: The effect on pre-tax loss is not significant.

29G. Foreign currency risks

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. For the purpose of this financial reporting standard on financial instruments: disclosures, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

There is exposure to foreign currency risk as part of its normal business.

Sensitivity analysis: The effect on post tax profit is not significant.

30. Events after the end of the reporting year

Subsequent to the reporting year ended on 30 August 2024, the Company was allotted an additional share capital of RM150,000 (equivalent to approximately S\$45,000) (see Note 16).

NOTES TO THE FINANCIAL STATEMENTS

Year Ended 30 June 2024

31. Changes and adoption of financial reporting standards

For the current reporting year the Accounting Standards Committee (ASC) issued amendment to SFRS (1) 1-1 and Practice Statement 2 on disclosures of material accounting policy and other explanatory information. Immaterial information need not be disclosed. Disclosures should not obscure material accounting policy information (such as material information being obscured, or information regarding a material item, transaction or other event is scattered throughout the financial statements, etc). In addition, the ASC issued certain new or revised financial reporting standards. Those applicable to the reporting entity are listed below.

SFRS(I) No.	Title
SFRS(I) 1-8	Definition of Accounting Estimates - Amendments
SFRS(I) 1-12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments

32. New or amended standards in issue but not yet effective

For the future reporting years the ASC issued certain new or revised financial reporting standards. The transfer to the applicable new or revised standards from the effective dates is not expected to result in any material modification of the measurement methods or the presentation in the financial statements for the following reporting year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application. Those applicable to the reporting entity for future reporting years are listed below.

SFRS(I) No.	Title	Effective date for periods beginning on or after
SFRS(I) 1-1	Presentation of Financial Statements- amendment relating to Classification of Liabilities as Current or Non-current	1 January 2024
SFRS(I) 1- 1	Presentation of Financial Statements- amendment relating to Non-current Liabilities with Covenants	1 January 2024

STATISTICS OF SHAREHOLDINGS

As At 13 September 2024

Issued and fully paid-up capital:	S\$33,613,730
No. of shares issued:	172,027,726
Class of shares:	Ordinary shares
Voting rights:	One vote per share
No. / % of treasury shares:	Nil
No. / % of subsidiary holdings:	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	0	0.00	0	0.00
100 - 1,000	124	27.50	82,400	0.05
1,001 - 10,000	256	56.76	1,006,100	0.59
10,001 - 1,000,000	64	14.19	6,079,501	3.53
1,000,001 AND ABOVE	7	1.55	164,859,725	95.83
TOTAL	451	100.00	172,027,726	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	TAN JIT MENG	45,454,545	26.42
2	SOH LOONG CHOW JACKIE	45,454,545	26.42
3	WEE HENRY	24,411,499	14.19
4	TAN CHEE KHOON	23,199,818	13.49
5	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	9,940,318	5.78
6	CITIBANK NOMINEES SINGAPORE PTE LTD	9,540,000	5.55
7	NOMURA SINGAPORE LIMITED	6,859,000	3.99
8	SEOW MING LIANG	771,800	0.45
9	HO WENG KUM	455,000	0.26
10	IFAST FINANCIAL PTE. LTD.	418,300	0.24
11	GOH KIAN SOON (WU JIANSHUN)	397,200	0.23
12	CHUA SEK HOW	281,400	0.16
13	LEOW KIM HOW	272,200	0.16
14	TAN KAY CHENG	236,200	0.14
15	TIGER BROKERS (SINGAPORE) PTE. LTD.	206,300	0.12
16	FONG LAI FANG	205,000	0.12
17	NG CHONG LAY	205,000	0.12
18	NG CHONG LIANG	205,000	0.12
19	SIM LAI HEE	199,600	0.12
20	RAFFLES NOMINEES (PTE.) LIMITED	171,200	0.10
	TOTAL	168,883,925	98.18

STATISTICS OF SHAREHOLDINGS

As At 13 September 2024

SUBSTANTIAL SHAREHOLDERS

Substantial shareholders of the Company (as recorded in the Register of Substantial Shareholders) as of 13 September 2024.

	No. of Ordinary Shares			
	Direct Interest	%	Indirect Interest	%
Tan Jit Meng	45,454,545	26.42	-	-
Soh Loong Chow Jackie	45,454,545	26.42	-	-
Wee Henry ⁽¹⁾	24,411,499	14.19	15,399,000	8.95
Tan Chee Khoon	23,199,818	13.49	-	-

Note:

⁽¹⁾ Mr Wee Henry is deemed to be interested in the shares held by nominees, Citibank Nominees Singapore Pte Ltd and Nomura Singapore Limited.

FREE FLOAT

As at 13 September 2024, approximately 10.53% of the issued ordinary shares of the Company was held in the hands of the public (on the basis of information available to the Company).

Accordingly, the Company had complied with Rule 723 of the SGX-ST Listing Manual Section B: Rules of the Catalist.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED (“**Company**”) will be held at 39 Sungei Kadut Loop Singapore 729494 on Monday, 28 October 2024 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- | | | |
|----|---|--------------|
| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Statement by Directors and Auditors’ Report thereon. | Resolution 1 |
| 2. | To approve a tax-exempt (one-tier) final dividend of S\$0.0032 per ordinary share for the financial year ended 30 June 2024. | Resolution 2 |
| 3. | To approve the payment of Directors’ Fees of S\$91,200 for the financial year ending 30 June 2025 payable half yearly (2024: S\$84,000). | Resolution 3 |
| 4. | To re-elect Mr Tan Jit Meng who is retiring under Article 117 of the Company’s Constitution.
<i>(See Explanatory Note 1)</i> | Resolution 4 |
| 5. | To re-elect Mr Kwong Choong Kuen who is retiring under Article 122 of the Company’s Constitution.
<i>(See Explanatory Note 2)</i> | Resolution 5 |
| 6. | To re-appoint Messrs RSM SG Assurance LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 6 |
| 7. | To transact any other ordinary business which may be properly transacted at an Annual General Meeting. | |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution (“**Resolution**”):

- | | | |
|-----|---|---|
| 8. | <u>AUTHORITY TO ALLOT AND ISSUE SHARES</u> | Resolution 7 |
| | “That pursuant to Section 161 of the Companies Act 1967 (the “ Act ”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “ SGX-ST ”) (“ Catalist Rules ”), the Directors of the Company be authorised and empowered to: | |
| (l) | (i) | allot and issue shares in the capital of the Company (“ Shares ”) whether by way of rights, bonus or otherwise; and/or |

NOTICE OF ANNUAL GENERAL MEETING

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (II) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided 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
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

NOTICE OF ANNUAL GENERAL MEETING

- (c) 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 Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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 3)

9. RENEWAL OF THE SHARE BUY-BACK MANDATE

Resolution 8

“THAT:

- (a) for the purposes of the Companies Act 1967 (the “**Act**”), the exercise by the directors of the Company of all the powers to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:
 - (i) on-market purchases (“**Market Purchases**”) effected on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) effected pursuant to an equal access scheme(s) as may be determined or formulated by the Directors from time to time as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Act;and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Listing Manual Section B: Rules of Catalist of the SGX-ST (“**Catalist Rules**”) as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“**Share Buy-Back Mandate**”);
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution relating to the Share Buy-Back Mandate and expiring on:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by Shareholders in a general meeting; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

NOTICE OF ANNUAL GENERAL MEETING

whichever is the earliest (the **"Relevant Period"**);

- (c) in this resolution relating to the Share Buy-Back Mandate:

"Average Closing Price" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Limit" means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed by Shareholders for the Share Buy-Back Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price;
- (d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Act; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Buy-Back Mandate.”
(See Explanatory Note 4)

BY ORDER OF THE BOARD

Nor Hafiza Alwi
Company Secretary
11 October 2024
Singapore

Explanatory Notes:

- (1) Ordinary Resolution 4 - Mr Tan Jit Meng will, upon re-election as a Director of the Company, remain as the Managing Director of the Company. Detailed information on Mr Tan Jit Meng can be found in the Annual Report 2024. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Tan Jit Meng and the other Directors of the Company, the Company or its substantial shareholders.
- (2) Ordinary Resolution 5 - Mr Kwong Choong Kuen will, upon re-election as a Director of the Company, remain as the Independent and Non-Executive Director of the Company, as well as the Chairman of Audit Committee and a member of the Nominating and Remuneration Committees. Detailed information on Mr Kwong Choong Kuen can be found in the Annual Report 2024. Mr Kwong Choong Kuen is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Kwong Choong Kuen and the other Directors of the Company, the Company or its substantial shareholders.
- (3) Ordinary Resolution 7 above, is to authorise the Directors of the Company from the date of the forthcoming AGM until the next AGM of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares issued other than on a pro-rata basis to existing members shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalist Rules currently provides for the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings to be calculated on the basis of the total number of issued shares at the time that the Resolution is passed (taking into account the conversion or exercise of any convertible securities or employee share options at the time that the Resolution is passed, which were issued pursuant to previous member approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
- (4) Ordinary Resolution 8, if passed, will empower the Directors during the Relevant Period, to purchase or otherwise acquire Shares by way of Market Purchases or Off-Market Purchases, up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the appendix in the FY2024 Annual Report (“**Appendix**”). Please refer to the Appendix for more details.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A printed copy of this notice of AGM (the “**Notice**”) will be sent to the members. Printed copy of the Company’s annual report (“**AR**”) and Appendix relating to the Renewal of Share Buy-Back Mandate will not be sent to members, instead, it will be sent to members by electronic means via publication on the Company’s website at the URL <https://www.lincotrade.com.sg/> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members have the right to elect whether to receive the AR and Appendix in physical copies by completing the Request Form sent together with the Notice. Please refer to and read the instructions set out in the Request Form carefully.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, to the registered office of the Company at 39 Sungei Kadut Loop Singapore 729494; or
 - (b) if submitted by email, be received by the Company at wlkwek@lincotrade.com.sgin either case, by 10.00 a.m. on 25 October 2024 being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
4. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 10.00 a.m. on 17 October 2024). CPF investors and/or SRS investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the AGM.
5. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
6. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
7. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this Meeting, but each proxy must be appointed to exercise the rights attached to a different share held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
8. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
10. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the AGM. If a member attends the AGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the AGM.

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT INFORMATION

1. Attendance

The AGM is being convened and will be held physically ("**Physical Meeting**").

2. Voting

Voting on the resolutions tabled at the AGM will be by poll in accordance with the Constitution of the Company.

3. Submission of Questions in Advance

Members may submit their questions in relation to the resolutions of the AGM by:

- (a) email to: wlkwek@lincotrade.com.sg; or
- (b) post to the registered office at 39 Sungei Kadut Loop Singapore 729494

When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's email address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF/SRS and/or physical scrip), for verification purposes.

All questions must be submitted by 10.00 a.m. on 18 October 2024 ("**Cut-Off Time**").

The Company will endeavor to address all substantial and relevant questions received from members by the Cut-Off Time and publish its response on the SGXNet at URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at URL <https://www.lincotrade.com.sg/> not later than 10.00 a.m. on 23 October 2024. Where substantial and relevant questions are unable to be answered prior to the AGM, the Company will address them at the AGM.

Verified members and proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website and the minutes will include the responses to the questions referred to above.

Personal Data Privacy

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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 representatives(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representatives(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, RHB Bank Berhad, through its Singapore branch (the "**Sponsor**") in accordance with Rule 226(2)(b) of the Catalist Rules. This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this presentation, including the correctness of any of the statements or opinions made or reports contained in this presentation. The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, at 90 Cecil Street, #03-00 RHB Bank Building Singapore 069531, Telephone: +65 6320 0627.*

LINCOTRADE & ASSOCIATES HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200413128G)

IMPORTANT:

1. Relevant intermediaries (as defined in Section 181 of the Companies Act 1967) may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

PROXY FORM

I/We _____ (NRIC/Passport No./Company Registration Number) _____

of _____

being a member/members of the above-mentioned Company, hereby appoint:

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

and/or (delete as appropriate)

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

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 39 Sungei Kadut Loop Singapore 729494 on Monday, 28 October 2024 at 10.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for, against or abstain the Resolutions to be proposed at the Meeting as hereunder indicated. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

The ordinary resolutions put to the vote at the AGM shall be decided by way of poll. Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be for, against or abstain the Resolutions as set out in the Notice of AGM.

No.	Ordinary Resolutions	For	Against	Abstain
1.	To adopt the Audited Financial Statements, Directors' Statement and Auditors' Report of the Company for the financial year ended 30 June 2024.			
2.	To approve a tax-exempt (one-tier) final dividend of S\$0.0032 per ordinary share for the financial year ended 30 June 2024			
3.	To approve the payment of Directors' Fees for the financial year ending 30 June 2025 payable half yearly			
4.	To re-elect Mr Tan Jit Meng as a Director under Article 117			
5.	To re-elect Mr Kwong Choong Kuen as a Director under Article 122			
6.	To re-appoint RSM SG Assurance LLP as Auditors and authorise Directors to fix their remuneration			
7.	Approval of Authority to allot and issue shares			
8.	Renewal of the Share Buy-Back Mandate			

Dated this _____ day of _____ 2024.

Total no. of Shares in	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of member(s)/Common Seal of Corporate member(s)

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF



Notes to the Proxy Form

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the “**Companies Act**”) a member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
4. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediaries is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. 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.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.
7. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, to the registered office of the Company at 39 Sungei Kadut Loop Singapore 729494; or
 - (b) if submitted by email, be received by the Company at wlkwek@lincotrade.com.sg.in either case, by 10.00 a.m. on 25 October 2024 being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
8. Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be for, against or abstain the Resolutions as set out in the Notice of AGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the AGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
10. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.
11. An investor who buys shares using CPF monies (“**CPF Investor**”) and/or SRS monies (“**SRS Investor**”) (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
12. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the AGM. If a member attends the AGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the AGM.

Personal data privacy

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 October 2024.

BOARD OF DIRECTORS

DR TAN KOK HENG

Independent Non-Executive Chairman

TAN JIT MENG

Managing Director

KWONG CHOONG KUEN

Independent Non-Executive Director

WEE SHUO SIONG MILTON

Non-Independent Non-Executive Director

NOMINATING COMMITTEE

Dr Tan Kok Heng *Chairman*
Kwong Choong Kuen
Wee Shuo Siong Milton

REMUNERATION COMMITTEE

Dr Tan Kok Heng *Chairman*
Kwong Choong Kuen
Wee Shuo Siong Milton

AUDIT COMMITTEE

Kwong Choong Kuen *Chairman*
Dr Tan Kok Heng
Wee Shuo Siong Milton

JOINT COMPANY SECRETARIES

Nor Hafiza Alwi
Loh Mei Ling

REGISTERED AND MAILING ADDRESS

39 Sungei Kadut Loop Singapore 729494
Tel: (65) 6366 8500
Fax: (65) 6367 7003

CATALIST SPONSOR

RHB Bank Berhad
90 Cecil Street
#03-00 RHB Bank Building
Singapore 069531

INDEPENDENT AUDITORS

RSM SG Assurance LLP
Certified Public Accountants, Singapore
(Member of RSM International)
8 Wilkie Road
#03-08
Wilkie Edge
Singapore 228095

Partner-in-charge:
Chua Ling Ling
Appointment with effect from financial year ended
30 June 2024

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
10 Marina Boulevard
Marina Bay Financial Centre
Tower 2
#47-01
Singapore 018983

Standard Chartered Bank (Singapore) Limited
8 Marina Boulevard
Marina Bay Financial Centre
(Tower 1)
Level 23
Singapore 018982

Maybank Singapore Limited
2 Battery Road
Maybank Tower
#16-01
Singapore 049907

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
OCBC Centre
Singapore 049513

RHB Bank Berhad
90 Cecil Street
#03-00 RHB Bank Building
Singapore 069531

COMPANY REGISTRATION NUMBER

200413128G

REGISTRAR AND SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue,
#14-07
Keppel Bay Tower
Singapore 098632

INVESTOR RELATIONS

8PR Asia Pte Ltd
Alex Tan
Tel: (65) 9451 5252
Email: alex.tan@8prasia.com

LINCOTRADE & ASSOCIATES HOLDINGS LIMITED
HQ (Singapore)

39 Sungei Kadut Loop, Singapore 729494
Tel: (65) 6366 8500 • Fax: (65) 6367 7003

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Tel: (65) 63278398