



Healthy living under one roof

Annual Report 2023



This annual report has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the sponsor is Mr Shervyn Essex 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.



MISSION

From our big-picture strategy to our daily operations, our mission is to

1. Provide creative solutions to health challenges by harnessing science, technology, and meaningful relationships.
2. Improve quality of life for the community through holistic solutions.
3. Build healthier, more resilient communities around the world.

OUR VISION

Merging empathy with science: solutions for life.

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CORPORATE PROFILE



Proceeds from IPO:

US\$3.7 million

FY2023 Revenue:

US\$9.7 million

Pasture Holdings Ltd (“**Pasture Holdings**” or “**Pasture**” or the “**Company**”) is a global pharmaceutical and medical supply company headquartered in Singapore. Our Group’s history extends back to 1996. Over the past 26 years, we have seen steady business growth and development along with the international expansion of our portfolio. We have footprints in over 50 countries.

We are primarily a B2B and B2G goods and services provider, with our major customers being distributors of pharmaceutical products and medical supplies and devices, as well as governments and institutional customers such as hospitals, pharmacies, and other healthcare institutions. We continuously seek out opportunities in new verticals, including B2C segments, such as the pet pharmaceuticals market.

Our Group comprises three main business entities: Pasture Pharma Pte Ltd (“**Pasture Pharma**”), Pacific Biosciences Pte Ltd (“**Pacific Biosciences**”), and Pasture PharmaHub Pte Ltd (“**Pasture PharmaHub**”). Our core business focuses on Masks and Medical Supplies, Pharmaceutical Wholesale and Drop-Shipment, and Other Services such as Hart-S ODS, our own range of oral disintegrating strips, and furlife, a mobile application for pet health.

OUR BUSINESS SEGMENTS



1. Masks and Medical Supplies

Masks

We have a lot of pride in our Pasture products. We develop, market and sell our Pasture Masks, our own proprietary range of masks created in collaboration with our contract manufacturers. Our Pasture Masks are classified into the following sub-categories: (i) surgical masks, (ii) N95 respirators, (iii) surgical N95 respirators and (iv) N95 respirators for general public use. We engaged in the research and development of our Pasture Masks to meet the needs of healthcare workers and the general public. We supply to large-scale organizations such as hospitals, healthcare groups, governments, and other businesses. To date, we have supplied more than 100 million Pasture Masks.

We have outsourced mask manufacturing facilities in the region, and have obtained 14 U.S. Food and Drug Administration (“FDA”) clearances and 20 The National Institute for Occupational Safety and Health (“NIOSH”) certificates for our Pasture Masks. For further details, please refer to the section titled “General Information on our Group – Material Licences, Permits, Registrations and Approvals” in the Company’s Offer Document dated 31 May 2023 (“Offer Document”).

Medical Supplies

We specialize in the procurement and distribution of medical supplies and devices, proudly offering a comprehensive range of products under our trusted Pasture+ brand name, a part of Pasture Pharma. Our commitment to delivering top-tier healthcare solutions has led to strategic collaborations, broadening our product portfolio.

Our dedicated team is passionately driven to source and innovate medical consumables and disposables that align seamlessly with our clients’ individual needs. We are steadfast in our mission to deliver cutting-edge solutions across various critical healthcare domains, including airway management, diagnostics, disinfectants, feeding and drainage, IV therapy and vascular access, incontinence care, personal protective equipment, surgical equipment, urology and drainage, as well as wound care.

2. Pharmaceutical Wholesale and Drop-Shipment

We engage in the wholesale procurement and transshipment of pharmaceutical and nutraceutical products. We specialise in cold-chain management to procure and ship temperature-sensitive products such as vaccines and oncology products. Our robust supply chain network and qualified pharmacists allows us to act as back-end support for other businesses. We provide wholesale drop-shipment services to our international clients’ ePharmacy businesses. In addition to our human health products, we also distribute a range of pet supplements and nutraceuticals. As the humanisation of pets as a trend continues to grow¹, we hope to see an increase in pet-related orders.

Our distribution pharmacy is covered under a Good Distribution Practice (GDP) management system for Pharmaceutical Products and is certified with Good Distribution Practice for Medical Devices (GDPMDS) as well.

References

1. <https://www.euromonitor.com/article/humanisation-a-key-driver-of-pet-product-sales>



3. Other Services

Always looking to innovate, we also seek to develop new lines of products and services and have expanded into the following complementary services:

Hart-S ODS

In line with our mission to develop meaningful solutions for the community, we engage in the research and development of our products. We market and sell Hart-S ODS, our own range of oral disintegrating strips designed to provide a novel mode of medicinal administration for Sildenafil, a drug mainly used to treat erectile dysfunction.

We have one outsourced pharmaceutical manufacturing facility producing our Hart-S ODS.

furlife

We believe in making health accessible for the whole family – pets included. Building on our own experience in the wholesale of pet pharmaceutical and nutraceutical products, we launched furlife earlier this year. furlife is a mobile application and website intended to provide a comprehensive suite of pet health and nutrition services for pet owners. Features include a digital health tracker, an online marketplace for consumers to buy pet pharmaceuticals and nutraceuticals directly through us, and access to various pet health services.

KEY MILESTONES

2023

- Pasture Holdings Ltd. listed on the Singapore Exchange SGX-Catalist under (UUK.SI).
- Launched the beta version of “furlife”, a mobile application and website designed to provide a comprehensive suite of pet health and nutrition services for pet owners.

2021

- More than 100 million Pasture Masks supplied globally.
- Started an online pharmacy and digital marketplace for the wholesale and distribution of pet pharmaceutical and nutraceutical products.

2009

- Second company in the world to obtain FDA clearance for two of our N95 respirators (the Pasture F550G N95 Respirator and the Pasture A520G N95 Respirator) for general public use during medical health emergencies such as pandemics, without requiring a fit test.

2003

- Became one of the primary suppliers of influenza vaccines to the Singapore government and hospitals during the SARS outbreak.

2022

- Attained Halal certification from LPPOM MUI in Indonesia and the Middle East for nine of our surgical N95 respirators for healthcare and public use.
- Entered into a private label supply agreement with McKesson Medical-Surgical Inc., a subsidiary of McKesson Corporation, one of the largest medical and pharmaceutical distribution companies globally.

2016

- Obtained FDA clearance for fourteen of our N95 respirators and surgical masks.
- Partnered with a pharmaceutical products manufacturer in India to introduce Hart-S ODS, an oral disintegrating strip (ODS) designed to provide a novel mode of drug administration for Sildenafil, a drug mainly used to treat erectile dysfunction.

2005

- Started masks and medical supplies business, developing anti-viral N95 respirators (NT-V2 and NT-Viral), Pasture’s first proprietary product.

1996

- Pasture Pharma incorporated in Singapore.

CHAIRMAN'S STATEMENT

“Healthcare is a fundamental human right, and as a company, we have always believed in making quality healthcare accessible to all”

Mr. Lloyd Soong

Executive Chairman & Chief Executive Officer



Dear Shareholders,

It is my pleasure to present to you Pasture Holdings Ltd's inaugural annual report for the financial year ended 30 June 2023 (“**FY2023**”).

Landmark year

FY2023 was a watershed year for the Group. Our main objective for the SGX-Catalist listing was to raise the profile of our Group. Pasture was listed on the Catalist Board of the Singapore Exchange (“**SGX-ST**”) on 9th June 2023 at a time when the global healthcare landscape was just emerging from the COVID-19 pandemic. The pandemic exposed vulnerabilities of the healthcare system globally and highlighted the critical role of healthcare distribution. Our commitment to ensuring the uninterrupted flow of vital medical supplies, pharmaceuticals, and vaccines to healthcare providers has never wavered. We have been at the forefront of the battle, working tirelessly to ensure that no patient goes without the care they need.

Vertical and horizontal expansion

Healthcare is a fundamental human right, and as a company, we have always believed in making quality healthcare accessible to all. Over the years, we have strived to enhance the lives of both humans and their pet companions through innovation, dedication, and a commitment to excellence.

CHAIRMAN'S STATEMENT

As business activities normalised in most markets post-pandemic, the healthcare industry struggled with inventory indigestion and uncertain demand levels. It became clear that Pasture had to expand beyond our core distribution vertical and establish ourselves as a formidable presence.

We started off distributing pharmaceutical products, successfully expanding our product portfolio to include pet pharmaceutical products and subsequently launched our very own brand of N95 surgical respirators and surgical masks.



The next step is to work towards building a comprehensive product portfolio, particularly on the medical supplies and devices front. Through a recent collaboration with our distribution partner from the United States, Pasture is now able to supply a wide variety of medical supplies and devices. Coupled with the pharmaceutical products for both humans and pets, we are actively enabling a one-stop shop solutions for all your healthcare needs.

Pets are more than just animals; they are cherished members of our families. Recognizing this, extended our expertise and care to ensure that our pets live happy, healthy lives. Our pet healthcare division is dedicated to providing the best in pet pharmaceuticals, nutraceuticals, and other preventative health methods through our furlife mobile application. Our goal is to build a comprehensive ecosystem for pet owners in Singapore

to promote responsible pet ownership and care. We are looking to expand our product lines to cater for different pets, starting with dogs and cats. Beyond that, we are also looking to increase use cases and services via potential partnerships and acquisitions with veterinary services and animal welfare organizations with veterinarians and animal welfare organizations, which will help us build our user base.

Future Proofing

We are seeking out opportunities that are helpful for our business and in alignment with our strategic goals. Innovation has been a cornerstone of our success. From advanced inventory management systems to data analytics for demand forecasting, we are committed to staying at the forefront of the industry to better serve our customers.

As we move forward, our commitment to healthcare for both humans and pets remains unwavering. We will continue to embrace innovation and leverage technology to improve our services and products. Our goal is to be at the forefront of medical advancements, offering solutions that not only treat illnesses but also promote preventive healthcare.

We will also focus on our sustainability and environmental responsibility, ensuring that our operations have a minimal impact on our planet. Our commitment towards ethical practices and corporate social responsibility will remain central to our mission.

Thank you

Lastly, I would like to express my gratitude to our dedicated employees, loyal customers, and supportive shareholders. Together, we will navigate the challenges ahead and build a healthier future for humans and pets alike. Thank you for your trust in us, and I look forward to the exciting journey that lies ahead.

Lloyd Soong
Chairman, Executive Director & CEO

FINANCIAL HIGHLIGHTS

Building the Foundation for Growth & Expansion

FY2023 was an exciting phase for the Company, achieving 3 major milestones:

1. **Strategic Partnership:** Secured a strategic partnership with a global medical supplies leader. This partnership positions us to enhance our sourcing capabilities and expand our product offerings, setting the stage for long-term growth and credibility.
2. **Diversification:** We entered the B2C market with the launch of "furlife," our Pet Application, aimed at pet owners. We plan to expand our footprint in this industry, starting in Singapore and gradually moving into other markets.
3. **IPO and Listing:** Our successful Initial Public Offering (IPO) and listing on the SGX-Catalist on 9 June 2023 marked a significant milestone in our journey.

These 3 major milestones will serve as a platform for our business expansion and diversification into new markets and new geographies for long-term growth and sustainability. These milestones will also help the company to establish our position, build our credibility and develop our brand into a holistic, one-stop shop for pharmaceutical and medical supplies globally.

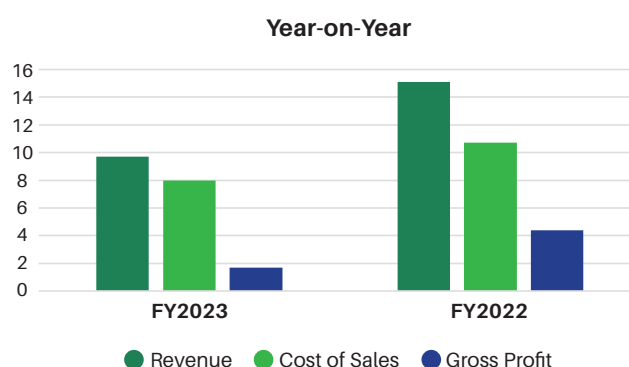
As such in FY2023, we took the opportunity to re-calibrate our business and to begin laying the foundations for capturing future opportunities in order to develop our businesses. By investing resources and new talent to help grow the businesses with high-growth and future potential, we aim to expand our products and services in new markets and new geographies.

Financial Performance

Due to our focus on the public listing and the indigestion and over-stocking of masks and respirators inventory globally post-pandemic, the Company posted a net loss of US\$ 1.3m for the financial year. For the listing, we had recorded IPO Expenses for the amount of US\$1.4m with US\$200k of this capitalized against share capital. IPO Expenses were defined as expenses of the IPO and of the application for listing, including the placement commission, professional fees and all other incidental expenses in relation to the IPO.

Notwithstanding, the Pharmaceutical Wholesale and Drop-Shipment segment reported a 3.3% increase from US\$9.3m to US\$9.6m as demand for oncology and vaccines and specialty products see steady growth.

Our cost of sales decreased by 25.4% from US\$10.7m to US\$7.9m mainly due to the decrease in the Mask and Medical Supplies segment. Overall, our operating expenses (including salaries but excluding IPO expenses) amounted to US\$2.1m, which represented 21.5% of revenue.



The drop in our gross profit was mainly attributable to the substantial decrease in gross margin from our mask and medical supplies segment because of the decrease in revenue generated. We are expecting a normalization of Masks & Medical Supplies demand in the coming year, once the inventory of global stockpiles begins to deplete and healthcare and medical institutions will start building inventory again.

Non-current assets reduced from US\$1.73m as at 30 June 2022 to US\$0.37m as at 30 June 2023 due to the disposal of our leasehold property. The net sale of the property amounted to US\$1.53m which resulted in net gain from sale of US\$0.3m.

Inventories increased by US\$0.84m from US\$1.21m as at 30 June 2022 to US\$2.05m as at 30 June 2023. Our inventories comprised mainly goods for resale for our pharmaceutical wholesale and drop-shipment. The increase in inventory level was mainly due to increase in orders from our customers near the end of FY2023 that were paid but not yet shipped out to our customers and were only subsequently delivered to them in FY2024.

FINANCIAL HIGHLIGHTS

Financial Highlights

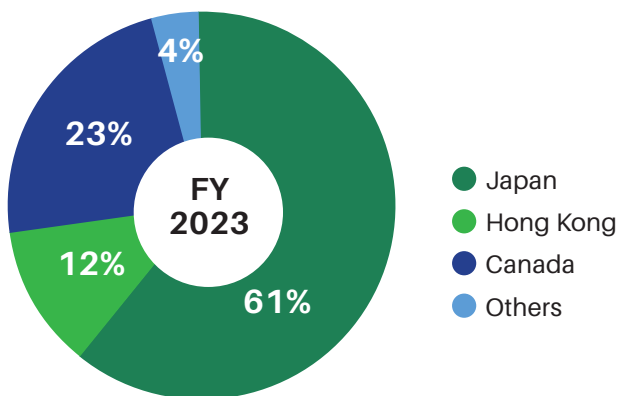
Loans and borrowings had been reduced to zero from US\$0.75m as at 30 June 2022 due to the redemption of the property loan with the bank from the sale of our leasehold property. This resulted in the Company being debt free and free from any borrowings for the IPO.

Other non-financial liabilities increased by US\$1.43m from US\$1.80m as at 30 June 2022 to US\$3.23m as at 30 June 2023 due to the increase in contract liabilities on advances received from customers for performance obligations that were not satisfied as of the end of FY2023.

Trade and other payables decreased by US\$2.25m from US\$2.69m as at 30 June 2022 to US\$0.44m as at 30 June 2023 mainly due to the payment of FY2022 dividends to shareholders of US\$2.1m in November 2022.

Our cash flows increased by \$0.51m from US\$3.68m as at 30 June 2022 to US\$4.19m as at 30 June 2023 due to the contribution from the net gain from the sale of our leasehold property of US\$0.3m and the proceeds from the IPO of US\$3.7m after having provided for the payment of dividends of US\$2.1m in November 2022.

Geographical Information



Conclusion

We continue to see strong demand from Japan, traditionally our biggest market and Canada still holding steady. Moving forward, for the next fiscal year we will continue to maintain these key countries and grow our share-of-wallet there, while developing new geographies through our expanded portfolio with McKesson Corporation.

With this partnership and the public-listing, we believe that FY2024 will be another watershed year for us as we start to focus on developing opportunities to grow into new markets and new geographies.

INVESTOR RELATIONS

Pasture has a corporate website and an investor relations team that is committed to maintaining timely communication and disseminating information to our shareholders and stakeholders. We encourage our stakeholders to actively engage with the Company. Shareholders may contact the Company with their queries at our dedicated Investor Relations email address:

projectgrazer_fpr@financialpr.com.sg.



HEALTHY LIVING
UNDER ONE ROOF

BOARD OF DIRECTORS

Board Of Directors



1. Mr. Lloyd Soong



2. Mr. Prashanth Palepu



3. Mr. Michael Lim



4. Ms. Sharon Low



5. Ms. Claudia Teo

1. Mr. Lloyd Soong

**Executive Chairman and Chief Executive Officer
Appointed to our Board on 3 November 2017**

Mr. Soong founded the Group in 1996 after seeing an unmet need for a distribution company that focused on specialty medications and medical devices. He oversees the overall business, operations, and performance of the Group. He has over 39 years of experience in the pharmaceutical and medical supplies and devices industry. Mr. Soong has a Master of Business Administration (Strategic Marketing) from the University of Hull, England. Lloyd's personal interests are rooted in the R&D of innovative products that can improve one's quality of life.

2. Mr. Prashanth Palepu

Non-Executive Director

Appointed to our Board on 3 November 2017

Mr. Palepu is currently the chief operating officer of Palepu Pharma, where he spearheads developments within the supply chain process. He is a member of the Entrepreneurs Organisation in India, a global platform for entrepreneurs. Mr. Palepu has a Bachelor of Commerce from Loyola College, and a Master of Science in Supply Chain and Logistics Management from the University of Warwick.

3. Mr. Michael J.S. Lim

Non-Executive and Lead Independent Director

Appointed to our Board on 29 March 2023

Mr. Lim is currently the chief financial officer of Fuelcore Pte. Ltd. He has over 30 years of experience in corporate finance, corporate restructuring and tax planning. Mr. Lim completed his professional education with the Institute of Chartered Accountants in England and Wales.

4. Ms. Sharon Low

Non-Executive and Independent Director

Appointed to our Board on 29 March 2023

Ms. Low is a biochemist and entrepreneur. She currently services as a non-executive director of KRZ Limited, a company in Hong Kong. Prior to that, Ms. Low was the founder and managing director of StemLife Berhard, a cord blood and peripheral stem cell collection, testing, processing and storage facility. Ms. Low has a Bachelor of Science (Hons) in Biochemistry, Molecular Biology & Biotechnology from the University of Bristol.

5. Ms. Claudia Teo

Non-Executive and Independent Director

Appointed to our Board on 29 March 2023

Ms. Teo is currently the head of the corporate and financial services practice group in Harry Elias Partnership LLP. She has over 20 years of experience in advising on landmark transactions in corporate finance. Ms. Teo is also a non-executive director and a member of the investment committee and the governance and risk committee of Ren Ci Hospital, a Singapore charity healthcare institution. She is also a member of the investment committee of Singapore Hokkien Huay Kuan and an independent director of The Hokkien Foundation.

EXECUTIVE TEAM

Executive Team



Mr. Titus Cheong
Chief Financial Officer

Mr. Cheong oversees a wide range of responsibilities in the Group, including the finance, mergers & acquisitions, corporate social responsibility, and compliance and governance operations. He is an Independent Director at Cordlife Group Limited (SGX: P8A.SI) and a director of Mercy Relief Limited. Mr. Cheong has a Bachelor of Commerce from the University of Toronto.



Ms. Claire Soong
**Alternate Director to Lloyd Soong and
Digital Marketing Manager**

Ms. Soong has a Bachelor of Commerce from McGill University. She is the Group's Digital Marketing Manager, overseeing the digitalization, marketing, and "furlife" mobile application. Prior to joining the Group, she was a content strategist at Maker Lab for Google APAC.



Ms. Ho Huey-Yi
Chief Pharmacist

Ms. Ho is responsible for managing the pharmaceutical regulatory affairs for our Group, including controlled drugs management and quality management. She also manages the Group's daily business operations. Ms. Ho has over 19 years of experience in the pharmaceutical industry. She has a Bachelor of Science (Pharmacy) from the National University of Singapore, and has been certified as a registered pharmacist by the Singapore Pharmacy Board.

CORPORATE INFORMATION

Pasture Holdings Ltd (Registration No. 201731601W) was incorporated in Singapore on 3 November 2017 under the Companies Act as a private limited company, under the name of "Pasture Holdings Pte. Ltd.". The Company was converted into a public limited company and the name of the Company was changed to "Pasture Holdings Ltd." in connection therewith on 28 March 2023, and subsequently listed on the Singapore Exchange Catalist as Pasture Holdings Ltd. (SGX: UUK.SI) on 9 June 2023.

The structure of the Company was then reorganised with three subsidiaries under Pasture Holdings Ltd, Pasture Pharma Pte Ltd, Pasture PharmaHub Pte Ltd and Pacific Biosciences Pte Ltd, held by it. The principal activities of the subsidiaries are as below:

- (a) Wholesale of medicinal and pharmaceutical products (western);
- (b) Wholesale of medical, professional, scientific, and precision equipment; and
- (c) Veterinary activities

The registered office of the Company is located at 2 Corporation Rd #03-04/05 Singapore 618494.

BOARD OF DIRECTORS

Soong Chin Kum Jonathan Lloyd
(Executive Chairman and Chief Executive Officer)

Claire Soong Jia Li
(Alternate Director to Soong Chin Kum Jonathan Lloyd)

Prashanth Palepu
(Non-Executive Director)

Lim Jit Soon
(Non-Executive and Lead Independent Director)

Teo Kwee Yee
(Non-Executive and Independent Director)

Low Su-Shing
(Non-Executive and Independent Director)

AUDIT COMMITTEE

Lim Jit Soon
Chairman

Teo Kwee Yee
Member

Low Su-Shing
Member

NOMINATING COMMITTEE

Teo Kwee Yee
Chairman

Soong Chin Kum Jonathan Lloyd
Member

Lim Jit Soon
Member

REMUNERATION COMMITTEE

Low Su-Shing
Chairman

Prashanth Palepu
Member

Lim Jit Soon
Member

COMPANY SECRETARY

Hon Wei Ling

REGISTERED OFFICE

2 Corporation Rd, #03-04/05 Singapore 618494
Tel: (65) 6515 6516
Website: <https://pasturegroup.com>

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte Ltd)
80 Robinson Road #02-00
Singapore 068898
Tel: (65) 6236 3333

EXTERNAL AUDITOR

RSM Chio Lim LLP
8 Wilkie Road #03-08 Wilkie Edge
Singapore 228095
Partner-in-charge: Lee Mong Sheong
(Appointed with effect from the financial year ended 30 June 2018)

INTERNAL AUDITOR

HLS Risk Advisory Services Pte Ltd
331 North Bridge Road #12-03 Odeon Towers
Singapore 188720
Tel: (65) 6423 9969

PRINCIPAL BANKERS

Standard Chartered Bank (Singapore) Ltd
8 Marina Boulevard
#27-01 Marina Bay Financial Centre
Singapore 018981

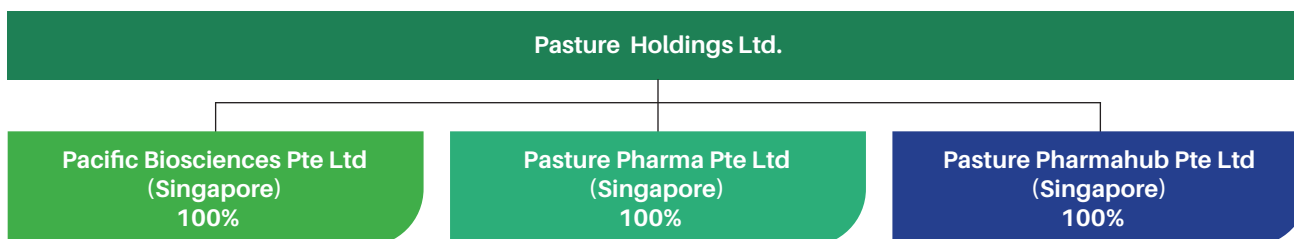
United Overseas Bank Limited
80 Raffles Place UOB Plaza
Singapore 048624

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay, #10-00 Collyer Quay Centre,
Singapore 049318
Tel: (65) 6229 8088

GROUP STRUCTURE

Group Structure



CERTIFICATIONS AND ACCREDITATIONS

Our Group has received multiple international standard certifications and accreditations from various industry authorities in respect of the quality of our processes and products, which are set out below.

Certification and Accreditation	Issued to	Issuing Organisation	Description	Date / Term
Halal Certificate (Halal Decree No. LPPOM-00170140320122)	Pasture Pharma	The Indonesian Council of Ulama (LPPOM-MUI)	Certification that the following products are declared Halal according to Islamic Law: (a) Pasture PM 10 Surgical N95 Respirator; (b) Pasture PM 15 Surgical N95 Respirator; (c) Pasture PM 15s Surgical N95 Respirator; (d) Pasture PM 16 N95 Respirator; (e) Pasture PM 16s N95 Respirator; (f) Pasture PM 17 N95 Respirator; (g) Pasture PM 18 N95 Respirator; (h) Pasture PM 30 N95 Respirator; and (i) Pasture PM V30 N95 Respirator.	26 January 2022 to 25 January 2026
Halal Certificate (Halal Decree No. UAE-00170140270122)	Pasture Pharma	The Indonesian Council of Ulama (LPPOM-MUI)	Certification that the following products are declared Halal according to Islamic Law: (a) Pasture PM 10 Surgical N95 Respirator; (b) Pasture PM 15 Surgical N95 Respirator; (c) Pasture PM 15s Surgical N95 Respirator; (d) Pasture PM 16 N95 Respirator; (e) Pasture PM 16s N95 Respirator; (f) Pasture PM 17 N95 Respirator; (g) Pasture PM 18 N95 Respirator; (h) Pasture PM 30 N95 Respirator; and (i) Pasture PM V30 N95 Respirator.	26 January 2022 to 25 January 2025
Halal Assurance System Status (No. HS1A25870/012022/PAS)	Pasture Pharma	The Assessment Institute for Foods, Drugs and Cosmetics – The Indonesian Council of Ulama (LPPOM-MUI)	Implementation of the Halal assurance system in respect of No. 1 Zhonger Street, Guang Gu Industrial Park Chibi High-Tech Zone, Hubei, P.R. China	26 January 2022 to 25 January 2026
Halal Assurance System Status (No. HS1A25869/012022/PAS)	Pasture Pharma	The Assessment Institute for Foods, Drugs and Cosmetics – The Indonesian Council of Ulama (LPPOM-MUI)	Implementation of the Halal assurance system in respect of ZhuFo Ling Industrial Area, Tang Xia, Dong Guan City, Guang Dong, China	26 January 2022 to 25 January 2026

Certification and Accreditation	Issued to	Issuing Organisation	Description	Date / Term
Section 510(k) Pre-Market Notification (No. K141875)	Pasture Pharma	Department of Health & Human Services (Food and Drug Administration)	Approval of Pasture 60S Surgical Mask for commercial distribution in the United States	5 May 2015 ¹
Section 510(k) Pre-Market Notification (No. K083176)	Pasture Pharma	Department of Health & Human Services (Food and Drug Administration)	Approval of Pasture A520G N95 Respirator and Pasture F550G N95 Respirator for commercial distribution in the United States	23 January 2009 ¹
Section 510(k) Pre-Market Notification (No. K141876)	Pasture Pharma	Department of Health & Human Services (Food and Drug Administration)	Approval of Pasture 550S Surgical N95 Respirator, Pasture 550CS Surgical N95 Respirator, Pasture A520S Surgical N95 Respirator, Pasture A520CS Surgical N95 Respirator, Pasture 520S Surgical N95 Respirator and Pasture E520CS Surgical N95 Respirator for commercial distribution in the United States	28 October 2015 ¹
SS 620:2016 Good Distribution Practice for Medical Devices (Certificate No. 741315)	Pasture Pharma	Guardian Independent Certification Pte Ltd	Certification that Pasture Pharma has been audited and conforms to the requirements of the Good Distribution Practice for Medical Devices for the import, storage and distribution of active implantable devices, anaesthetic and respiratory devices, dental devices, electromechanical medical devices, assistive products for persons with disability, non-active implantable devices, ophthalmic and optical devices, reusable devices, single-use devices and in vitro diagnostic devices	14 May 2021 to 26 December 2023
SS 620:2016 Good Distribution Practice for Medical Devices (Certificate No. 741315A)	Pacific Biosciences	Guardian Independent Certification Pte Ltd	Certification that Pacific Biosciences has been audited and conforms to the requirements of the Good Distribution Practice for Medical Devices for the import, storage and distribution of active implantable devices, anaesthetic and respiratory devices, dental devices, electromechanical medical devices, assistive products for persons with disability, non-active implantable devices, ophthalmic and optical devices, reusable devices, single-use devices and in vitro diagnostic devices	14 May 2021 to 26 December 2023

(1) There is no term or expiry to the Section 510(k) Pre-Market Notifications. For devices which are classified as Class II devices under the U.S. Federal Food, Drug, and Cosmetic Act of 1938 (as amended, the "FDCA"), a pre-market notification under Section 510(k) of the FDCA is typically required to be submitted to the FDA, requesting permission to commercially distribute the device. Once the FDA clears the pre-market notification, the manufacturer may bring its product to market in the U.S. pursuant to the Section 510(k) Pre-Market Notification.

CORPORATE GOVERNANCE REPORT

Pasture Holdings Ltd. and its subsidiaries (the “**Group**”) are committed to maintaining a high standard of corporate governance within the Group. The Company believes that good corporate governance is essential for preserving the interests of all stakeholders and strengthening investors’ confidence in the Group thereby enhancing long-term shareholders’ value.

This report outlines the Company’s corporate governance practices that were in place for the financial year ended 30 June 2023 (“**FY2023**”) with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**2018 Code**”), which forms part of the continuing obligations of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”). Pursuant to Rule 710 of the Catalist Rules, the Board confirms that the Company has complied with the principles as set out in the 2018 Code for FY2023. In respect of any deviation from provisions of the 2018 Code, appropriate disclosures and explanations are provided in this report in accordance with the requirements of the Catalist Rules.

BOARD MATTERS

Principle 1: The Board’s Conduct of its Affairs

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 business and affairs of the Group are managed under the direction of the Board which works with Management to achieve long-term sustainable and successful performance. Directors are obliged to objectively discharge their duties and responsibilities at all times in the best interest of the Company. The Board sets the tone-from-the-top and has put in place a Code of Conduct and Ethics to guide all employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

Apart from its statutory duties and responsibilities, the key functions of the Board are as follows:

- To provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- To review management performance;
- To establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the Group’s assets;
- To set the Group’s values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
- To consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

CORPORATE GOVERNANCE REPORT

Matters requiring the Board's decision and approval include:

- The Group's strategic plans;
- Material investments, acquisitions and divestments of the Group;
- Major banking facilities and funding proposals;
- Annual budgets and financial plans of the Group, including capital expenditure;
- Annual and half yearly financial reports;
- Share issuance and recommendation of payment of dividends;
- Risk management strategies and execution;
- Interested party transactions;
- Appointment of directors and executive officers, including review of their performance and remuneration packages;
- Appointment and removal of the company secretary; and
- Any other matters required to be considered or approved by the Board as required by legislation or regulations.

Matters and transactions that have received the Board's approval are communicated clearly to Management, when necessary, such communication is made in writing.

To assist the Board in executing its responsibilities, the Board is supported by the Audit Committee, Nominating Committee and Remuneration Committee. These Committees function within clear written terms of reference, which are reviewed on a regular basis, to ensure effectiveness of each Committee. Any changes to the terms of reference for any Board Committee require the approval of the Board.

The Executive Directors are appointed by way of service agreements while the non-executive directors are appointed by way of letters of appointment. The duties and responsibilities of directors are clearly set out in these service agreements and letters of appointments, respectively. The Company arranges orientation program as well as meetings with senior management to familiarise new directors with the Group's business activities and strategic priorities of the Group as well as roles and responsibilities of board members and governance matters. This ensures that directors understand well the Company's business and their directorship duties. For newly-appointed directors who do not have prior experience as a director of a public listed company in Singapore, they will attend mandatory training courses organised by the Singapore Institute of Directors ("**SID**") which includes training on sustainability matters as prescribed by the Exchange, within one year from their appointment dates pursuant to Rule 406(3)(a) of the Catalist Rules. As and where appropriate, the Company will also fund trainings for directors to develop and maintain their skills and knowledge. Relevant courses include seminars conducted by the SID or other training institutes. The Company will also work closely with its professional advisors to provide its directors with updates on changes to relevant laws, regulations and accounting standards.

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In FY2023, the directors have been provided with briefings and/or updates on (i) the developments in financial reporting standards by the external auditors; (ii) changes in the relevant laws and regulations pertaining to the Group's business and changing commercial risks and business conditions of the Group by the Management during the Board and/or Board Committee meetings; and (iii) updates on the changes in Catalist Rules and the SGX-ST's guidance notes by the Company's sponsor.

Directors attend and actively participate in Board and Board Committee meetings. Formal Board meetings are held at twice a year and ad-hoc meetings are convened when required. The Company's Constitution allows a Board meeting to be conducted through electronic means such as telephone and video conferences. All Board and Board Committees' meetings have been scheduled well in advance in consultation with the directors to ensure maximum attendance. Ad-hoc meetings will be convened where circumstances require as such.

The number of meetings held by the Board and Board Committees and attendance thereat in FY2023 is disclosed below:

Name of Directors	Board Meetings		Audit Committee Meetings		Nominating Committee Meetings ⁽¹⁾		Remuneration Committee Meetings ⁽¹⁾	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Number of meetings attended								
Soong Chin Kum Jonathan Lloyd	1	1	-	-	-	-	-	-
Claire Soong Jia Li (alternate director to Soong Chin Kum Jonathan Lloyd)	1	1	-	-	-	-	-	-
Prashanth Palepu	1	1	-	-	-	-	-	-
Lim Jit Soon	1	1	1	1	-	-	-	-
Teo Kwee Yee	1	1	1	1	-	-	-	-
Low Su-Shing	1	1	1	1	-	-	-	-

Note:

(1) The Company was listed on Catalist on 9 June 2023 and therefore no meetings of Remuneration Committee and Nominating Committee were held for FY2023.

Management provides directors with complete, adequate and timely information of all material events and transactions as and when they occur or prior to meetings to enable them to make informed decisions and discharge their duties and responsibilities. Requests for information from the Board are dealt with promptly by the Management.

Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the Company's expense.

CORPORATE GOVERNANCE REPORT

Principle 2: Board Composition and Guidance

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

The Board currently comprises five* directors and the majority of whom are independent and non-executive directors.

The criteria for independence are defined in the 2018 Code and the independence of each of the directors is reviewed by the Nominating Committee. In accordance with the 2018 Code, the Board considers an "independent" director as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company. The independence of each director is reviewed annually and as and when circumstances require by the Nominating Committee based on the guidelines set forth in the 2018 Code and the Catalist Rules. As such, the Board has reviewed and confirmed the independence of the Independent Directors in accordance with the Code and Rule 406(3)(d) of the Catalist Rules.

The Board has examined its size to determine the impact of the number upon effectiveness, and is of the view that the current Board size of five* directors is appropriate and facilitates effective decision-making, after taking into account the scope and nature of the operations of the Group.

In addition, the Nominating Committee reviews the Board composition annually to ensure that the Board comprises directors who as a group provide an appropriate balance and mix of skills, knowledge and experience and gender diversity so as to avoid groupthink and foster constructive debate so that the Group can benefit from their collective expertise as part of its Board diversity policy. The purpose of our board diversity policy is to ensure that the board will have balance and mix of skills, experiences and to ensure that the 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.

Diversity Targets, Plans and Timelines

Gender

To ensure that at least 25% of the Board is made up of women by 2025, or (if applicable) to maintain such level of gender diversity during the period leading up to 2025.

The Company believes in achieving an optimum mix of men and women on the Board, to provide different approaches and perspectives.

Achieved – As at the end of FY2023, two (2) out of five (5) Directors are female. This represents 40% of the Board.

* This is not including Ms. Claire Soong Jia Li, the Alternate Director to Soong Chin Kum Jonathan Lloyd.

CORPORATE GOVERNANCE REPORT

Age

To ensure that the Board comprises Directors across the following age groups:

- (i) below 45;
- (ii) 45 to 55; and
- (iii) 55 and above,

by 2025 or (if applicable) to maintain such level of age diversity during the period leading up to 2025.

The Company believes that a Board with Directors in various age groups would provide a broad spectrum of thoughts and views in Board and Board committee deliberations, ensuring the Board's decisions and/or strategies stay relevant as markets evolve.

Achieved – As at the end of FY2023, the Board comprises Directors across all three (3) age groups.

Skills & Experience

To ensure that the Directors, as a group, possess:

- (i) a variety of skill sets (at least 5 Directors), including in core competencies, domain knowledge and other fields of expertise, which support the work of the Board and Board committees, and needs of the Company; and
- (ii) a mix of industry experience (at least 5 Directors), management experience, business acumen and listed company board experience, to help shape the Company's strategic objectives, and provide effective guidance and oversight of management and the Company's operations,

Achieved – As at the end of FY2023, the Board comprises Directors who possess the identified core skills and experience.

In particular, the Board comprises Directors who have skills and domain knowledge across corporate finance, legal, operational management, mergers and acquisitions, health research and life sciences.

In terms of experience, the Directors collectively have experience in general business management, have served on public listed company boards and have vast international geographic experience.

Independent directors, led by the Lead Independent Director, meet regularly without the presence of Management. The Lead Independent Director serves as chairman of such meetings and provides feedback to the Chairman accordingly.

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Principle 3: Chairman and Chief Executive Officer

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.

Mr Soong Chin Kum Jonathan Lloyd is both the Executive Chairman and Chief Executive Officer (“CEO”) of the Company. The Board believes that there is no need for the role of Chairman and the CEO to be separated as there is a good balance of power with majority of the Board comprising independent directors and all Board Committees are chaired by independent directors.

As Chairman of the Board, Mr Soong Chin Kum Jonathan Lloyd’s duties and responsibilities include:

- overseeing the smooth functioning of the Board and ensuring that directors receive complete, adequate and timely information;
- promoting a culture of openness and debate at the Board;
- ensuring effective communication by the Board and the Management with shareholders;
- encouraging constructive relations within the Board and between the Board and Management;
- facilitating the effective contribution of non-executive directors, in particular; and promoting high standards of corporate governance.

In addition, as CEO of the Group, he assumes responsibility for managing the day-to-day operations, developing the business plan, strategic goals and strategies of the Group and overseeing and evaluating the overall growth and performance of the Group.

In accordance with the 2018 Code, the Company has appointed a Lead Independent Director, Mr Lim Jit Soon, who would be available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

Principle 4: Board Membership

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

The Board has established a Nominating Committee (“NC”) to make recommendations to the Board on all Board appointments. The NC comprises three Directors, the majority of whom, including the NC Chairman, are independent Directors. The Lead Independent Director is also a member of the NC.

The NC comprises:

- Teo Kwee Yee - Chairman
- Soong Chin Kum Jonathan Lloyd
- Lim Jit Soon

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The duties and responsibilities of the NC, under its terms of reference, are as follows:

- (a) making recommendations to our Board of Directors on relevant matters relating to (i) the review of board succession plans for directors, in particular, our Executive Chairman and our Chief Executive Officer; (ii) the reviewing of training and professional development programmes for our Board; and (iii) the appointment and re-appointment of our Directors (including alternate Directors, if applicable);
- (b) reviewing and determining annually, and as and when circumstances require, if a Director is independent, in accordance with the Code of Corporate Governance and any other salient factors;
- (c) reviewing the composition of our Board of Directors annually to ensure that our Board of Directors and our Board committees comprise Directors who as a group provide an appropriate balance and diversity of skills, expertise, gender and knowledge of our Company, so as to avoid groupthink and foster constructive debate, and are of 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 our Company and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge;
- (d) setting the objectives for achieving board diversity and reviewing our Company's progress towards achieving these objectives;
- (e) undertaking a formal annual assessment of our Board's effectiveness as a whole and that of each of our Board committees and individual Directors and recommend for our Board's approval the objective performance criteria and process for the evaluation of the effectiveness of our Board as a whole, and of each of our Board committee separately, as well as the contribution of each individual Director to our Board;
- (f) ensuring that our Directors submit themselves for re-nomination and re-election at least once every three (3) years;
- (g) ensuring that our Directors disclose their relationships with our Company, related corporations, Substantial Shareholders or officers, if any, which may affect their independence and review such disclosures from our Directors and highlight them to our Board as required;
- (h) where a Director has multiple board representations, deciding whether the Director is able to and has been adequately carrying out his duties as Director, taking into consideration the Director's number of listed company board representation and other principal commitments and establish guidelines on what a reasonable and maximum number of such directorships and principal commitments for each director (or type of director) should be. Where any Director holds a significant number of listed company directorships and principal commitments which involve significant time commitment, providing a reasoned assessment of the ability of that Director to diligently discharge his/her duties, taking into consideration that Director's number of listed company board representation and other principal commitments;
- (i) reviewing and approving the employment of persons related to our Directors, Chief Executive Officer or Substantial Shareholders and the proposed terms of their employment;
- (j) reviewing the training and development programs for the Board and to ensure that new Directors are aware of their duties and obligations; and

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- (k) undertaking generally such other functions and duties as may be required by law or the Catalist Rules, and by amendments made thereto from time to time.

The NC has in place a formal process for the selection, appointment and re-appointment of directors to the Board. In sourcing for new directors, the NC will tap on the directors' personal contacts for potential candidates, postings via Singapore Institute of Directors and engagement of executive recruitment consultants. In the selection process, the NC considers attributes such as balance and diversity of skills vis-à-vis existing Board members, industry knowledge, requirements of the Group and time commitment ability, etc. Background checks are also carried out on the shortlisted candidates. The NC meets with the shortlisted Board candidates to assess their suitability and availability before making recommendations to the Board for its consideration and approval. The NC ensures that new directors are aware of their duties and obligations.

The NC determines annually, and as and when circumstances require, if a director is independent in accordance with the guidelines stipulated in the 2018 Code and the Catalist Rules. The NC also decides whether directors, who have multiple board representations, have sufficient time and attention given to the affairs of the Company. Key information regarding directors, including their directorships in listed companies and principal commitments, is set out in the Annual Report under "Board of Directors".

According to the Company's Constitution Regulation 111, every director shall retire from office at least once every three years and for this purpose, at each Annual General Meeting ("AGM"), one-third of the directors shall retire from office by rotation. The retiring directors are eligible to offer themselves for re-election. The Company's Constitution Regulation 115 further states that new directors appointed by the Board shall hold office until the next AGM and shall then be eligible for re-election.

The NC has reviewed and recommended the re-election of Mr Soong Chin Kum Jonathan Lloyd who is retiring under Regulation 111 and Mr Lim Jit Soon, Ms Teo Kwee Yee and Ms Low Su-Shing who are retiring under Regulation 115 at the forthcoming AGM. The Board has accepted the recommendation and the retiring Directors will be offering themselves for re-election. The additional information of the re-election Directors, namely Mr Soong Chin Kum Jonathan Lloyd, Mr Lim Jit Soon, Ms Teo Kwee Yee and Ms Low Su-Shing are set out in the section entitled "Disclosure of Information on Directors Seeking Re-Election" of this Annual Report.

Each member of the NC shall abstain from voting on any resolutions in respect of his re-nomination as a director.

Principle 5: Board Performance

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

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

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

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Board Performance Criteria

The Board is evaluated based on the following four categories:

- Structure – Board’s size, composition, independence and diversity.
- Strategy and performance – engaging and providing insightful inputs to the Company’s long-term strategy.
- Governance and organization – reviewing the risk management and internal controls of the Group.
- Board function and team dynamics – timely availability of information, board members’ interaction as a group and accountability of management.

Director Performance Criteria

Performance evaluation of individual directors is conducted annually through peer appraisal, together with the Board’s evaluation. The performance criteria for assessing individual directors is based on the following:

- Board contribution – understanding and contributing to the Company’s corporate objectives, strategic plans, key issues and mandates.
- Leadership – contributes to corporate leadership with professional character and integrity.
- Strategy and risk management – upholding effective governance of the Company.
- Communication skills – ability to communicate concerns and ideas clearly and provide balanced arguments.
- Director’s duties – attendance, preparation for meetings and keeping abreast with corporate and other regulatory developments.
- Knowledge – up-to-date knowledge and experience to discharge his role and responsibility.
- Interpersonal relationships – effective interactions with other directors, senior management and professional advisers.

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

For FY2023, the Company did not assess the effectiveness of the Board as a whole and its Board Committees and for assessing the contribution by the Chairman and each individual director to the effectiveness of the Board as the Company was listed on Catalist on 9 June 2023 and it will not be meaningful for the Board to conduct an evaluation for FY2023.

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REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

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

The Remuneration Committee (“RC”) is established to review and recommend to the Board a general framework of remuneration for the Board and key management personnel. The RC also reviews and recommends to the Board the specific remuneration packages for each director as well as for the key management personnel. The RC covers all aspects of remuneration, including but not limited to director’s fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind. No director is involved in deciding his or her own remuneration.

The RC comprises of namely:

- Low Su-Shing – Chairman
- Prashanth Palepu – Member
- Lim Jit Soon – Member

The duties and responsibilities of the RC, under its terms of reference, are as follows:

- (a) reviewing and recommending to our Board of Directors, in consultation with our Executive Chairman and Chief Executive Officer, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of our Directors and other persons having authority and responsibility for planning, directing and controlling the activities of our Company (“**Key Management Personnel**”);
- (b) reviewing and recommending to our Board of Directors, for endorsement, the specific remuneration packages for each of our Directors and Key Management Personnel;
- (c) ensuring the remuneration policies and systems of our Group, as approved by our Board, support our Group’s objectives and strategies and are consistently being administered and being adhered to within our Group;
- (d) reviewing and approving the design of all share option plans, performance share plans and/or other equity-based plans and benefits-in-kind;
- (e) ensuring that a significant and appropriate proportion of our Executive Directors’ and Key Management Personnel’s remuneration is structured so as to link rewards to corporate and individual performance, and that performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of our Group;
- (f) ensuring that the level and structure of remuneration of our Board of Directors and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of our Group, taking into account our strategic objectives;

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- (g) reviewing the terms of performance-related remuneration scheme or incentive schemes (if any) and determining the eligibility criteria of the employees who can participate in such scheme;
- (h) ensuring that the remuneration of our Non-Executive Directors is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities;
- (i) conducting an annual review of and approving the remuneration of employees of our Group who are relatives of any of our Directors, the Chief Executive Officer (if applicable) or Substantial Shareholders (including bonuses, increments, and/or promotions) and to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;
- (j) in the case of service contracts and employment contracts, reviewing our Company's obligations arising in the event of termination of our Executive Directors' or Key Management Personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with a view to being fair and avoiding the reward of poor performance;
- (k) approving performance targets for assessing the performance of each of our Key Management Personnel and recommending such targets as well as employee specific remuneration packages for each of such Key Management Personnel, for endorsement by our Board of Directors;
- (l) ensuring that our Group's relationships with any remuneration consultants does not affect their independence and objectivity; and
- (m) undertaking generally such other functions and duties as may be required by law or the Catalist Rules, and by amendments made thereto from time to time.

Our Remuneration Committee also periodically considers and reviews remuneration packages in order to maintain their attractiveness, to retain and motivate our Directors to provide good stewardship of our Company and key executives to successfully manage our Company, and to align the level and structure of remuneration with the long-term interests and risk policies of our Company.

If a member of our Remuneration Committee has an interest in a matter being reviewed or considered by our Remuneration Committee, he will abstain from voting on the matter.

The RC can seek expert advice, where necessary, inside and/or outside the Company on remuneration of all directors, at the Company's expense. No remuneration consultants were engaged by the Company for FY2023.

The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

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Principle 7: Level and Mix of Remuneration

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

The remuneration policy of the Group is designed to attract, retain and motivate executive directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for long-term growth. Pursuant to provision 7.1, a significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the issuer.

Non-executive directors receive directors' fees, in accordance with their level of contribution, taking into account factors such as effort, time spent, and responsibilities of the directors. They are not overly remunerated to the extent that their independence may be compromised. Executive directors do not receive directors' fees. Directors' fees are recommended by the Board for approval by shareholders at the AGM.

The RC also oversees the administration of the Pasture Performance Share Plan upon the terms of reference as set out in the Company's Offer Document dated 31 May 2023.

Principle 8: Disclosure on Remuneration

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

The remuneration bands of the directors of the Company for FY2023 are as follows:

Remuneration bands of the directors of the Company for FY2023

Name of Directors	Fixed Salary (%)	Variable Bonus (%)	Director's Fees (%)	Total (%)
S\$250,001 - S\$500,000				
Soong Chin Kum Jonanthan Lloyd	88%	12%	-	100%
Below S\$250,000				
Claire Soong Jia Li (alternate Director to Lloyd Soong)	92%	8%	-	100%
Prashanth Palepu	-	-	-	-
Lim Jit Soon	-	-	100%	100%
Teo Kwee Yee	-	-	100%	100%
Low Su-Shing	-	-	100%	100%

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The framework for non-executive directors' fees for FY2023 and is structured as follows:

Framework for non-executive directors' fees for FY2023

Name of Directors	Board	Audit Committee	Nominating Committee	Remuneration Committee
Chairman	-	-	-	-
Members	SGD 28,174	-	-	-

To maintain confidentiality on the remuneration policies of the Company for its executives, the Board is of the view that it is in the best interests of the Company to keep the disclosure of remuneration of each individual executive director in salary bands.

The Company only has two key management personnel in FY2023 and their remuneration bands are as follows:

Remuneration bands of key management personnel for FY2023

Name of Key Management Personnel	Fixed Salary (%)	Variable Bonus (%)	Key Management Personnel's Fees (%)	Total (%)
Below S\$250,000				
Titus Cheong	89%	11%	-	100%
Ho Huey-Yi	92%	8%	-	100%

The total remuneration paid to the above key management personnel (who are not directors or the CEO) for FY2023 was S\$291,101.48.

Total remuneration package of executive directors and key management personnel comprises fixed cash component of salary and allowances, variable performance incentives and contributions to the Central Provident Fund. Variable performance incentives are tied to the performance of the Group or business unit and the individual's performance.

The Company also has in place a long-term incentive scheme, Pasture Performance Share Plan ("**Pasture PSP**") as set out in the Company's Offer Document dated 31 May 2023. The scheme is administered by the Remuneration Committee. According to the Pasture PSP, total share awards shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the date of preceding the granting of the share awards. As at the date of this report, the Company did not grant any share awards.

In view of the foregoing, the RC confirms that the level and structure of remuneration are aligned with the long-term interest and risk management policies of the Group.

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The remuneration of an employee who is related to substantial shareholders and immediate family members of a director, CEO or substantial shareholder for FY2023 is set out below:

Name of Employee	Remuneration Band	% Breakdown of Remuneration		
		Base Salary	Bonus	Benefits in kind
Claire Soong Jia Li	Below S\$250,000	92%	8%	-

Save for the above, there is no other employee who is the immediate family members of a Director, CEO or a substantial shareholder of the Company whose remuneration exceeded S\$100,000 for FY2023.

On 28 March 2023, shareholders of the Company adopted a share scheme known as the Pasture Performance Share Plan. For FY2023, the Company did not award any Pasture PSP.

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

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 currently does not have a separate Board Risk Committee. The Board is assisted by the Audit Committee to oversee the Group's risk management framework and policies. The Board recognises the importance to maintain a good system of risk management and internal controls to safeguard shareholders' interests and the Group's assets. However, the Board is also mindful that internal controls can only provide reasonable and not absolute assurance to guard against human errors, poor judgement or fraud in a cost-effective manner.

The Group has developed an enterprise risk management ("ERM") framework based on the Committee of Sponsoring Organisations of the Treadway Commission (COSO ERM Framework) and the risk categories were derived from insights by Gartner Risk Management Council, and the World Economic Forum Global Risk Report. This included the development of a Risk Management Policy, risk organization structure including clear roles and responsibilities, and a Risk Management Process to facilitate the Group to continuously assess, manage, report and monitor risks.

The Group has appointed HLS Risk Advisory Services Pte. Ltd. ("HLS") as internal auditors to evaluate and test the effectiveness of internal controls in selected areas that are in place in major operating companies of the Group and conduct the internal review of the Group's sustainability reporting processes. The internal audit review was conducted with a view to identify control gaps in the current business processes, ensure that operations were conducted within the policies and procedures laid down and identify areas for improvements, where controls can be strengthened. The internal auditors perform the internal audit functions in accordance with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors ("IIA").

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In addition, the external auditors, RSM Chio Lim LLP, will also highlight internal control weaknesses which have come to their attention in the course of their statutory audit. All external and internal audit findings and recommendations were reported to the AC. There were no high-risk weaknesses identified in the course of their audits for FY2023. Management will implement the recommendations from the auditors to further strengthen the Group's internal controls system.

The Board has received assurance from the CEO and the 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 for FY2023. The CEO and key management personnel have also provided assurance that the Group's risk management and internal control systems are adequate and effective.

Based on the foregoing, the Board, with the concurrence of the Audit Committee, is of the opinion that the internal controls, including financial, operational, compliance and information technology controls, and risk management systems of the Group were adequate and effective for FY2023.

Principle 10: Audit Committee

The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises three independent directors, namely:

- Lim Jit Soon - Chairman
- Teo Kwee Yee - Member
- Low Su-Shing - Member

All members of the AC, including the Chairman of the AC, are independent. No former partner or director of the Company's existing audit firm or auditing corporation is a member of the AC. The members of the AC have sufficient accounting or financial management expertise, as interpreted by the Board in its business judgement, to discharge the AC's functions. The AC holds at least two meetings in each financial year.

The duties and responsibilities of the AC, are as follows:

- assisting our Board of Directors in discharging its statutory responsibilities on financing and accounting matters;
- reviewing the assurance from our Chief Executive Officer and our Chief Financial Officer on the financial records and financial statements of our Company;
- reviewing the half-yearly and annual financial statements prior to submission to our Board of Directors for approval;
- reviewing significant financial reporting issues and judgements to ensure the integrity of the financial statements;
- reviewing the relevance and consistency of our Group's accounting standards;

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- (f) reviewing any formal announcements relating to our financial performance and ensuring that the outcome of the review of our Group's key financial risk areas are disclosed in our annual reports, and if the findings are material, to be announced via SGXNET in accordance with the Catalist Rules;
- (g) reviewing the adequacy and effectiveness of the external and internal audit and the independence of the internal audit function;
- (h) reviewing the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors;
- (i) reviewing the external auditor's audit plan and audit report, and the external auditor's evaluation of the system of internal accounting controls, including financial, operational, compliance and information technology controls, as well as reviewing our Group's implementation of any recommendations to address any control weaknesses highlighted by the external auditor;
- (j) reviewing our policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on, and in particular, ensuring our Company publicly discloses and clearly communicates to our employees the existence of a whistle-blowing policy and procedures for raising such concerns;
- (k) reviewing the risk profile of our Group and the appropriate steps to mitigate and manage risks at acceptable levels determined by our Board;
- (l) reviewing the key financial risk areas, the risk management structure and any oversight of the risk management process and activities to mitigate and manage risk at acceptable levels determined by our Board of Directors, with a view to providing an independent oversight on our Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNET;
- (m) reviewing the statements to be included in the annual report concerning the adequacy and effectiveness of our risk management and internal controls systems, including financial, operational, compliance controls, and information technology controls, and, where necessary and appropriate, providing a statement on our Board's comment on the adequacy and effectiveness of our Company's internal controls;
- (n) reviewing any interested person transactions and monitoring the procedures established to regulate interested person transactions, including ensuring compliance with our Company's internal control system and the relevant provisions of the Catalist Rules, as well as all conflicts of interests to ensure that proper measures to mitigate such conflicts of interests have been put in place (for more information, please refer to the section entitled "Interested Person Transactions – Potential Conflicts of Interest" as set out in the Company's Offer Document dated 31 May 2023);
- (o) reviewing and assessing from time to time the prevailing processes put in place to manage any material conflicts of interest within our Group (including the Deeds of Undertaking) and propose, where appropriate, the additional measures for the management of such conflicts;
- (p) reviewing the scope and results of the internal audit procedures, and at least annually, the adequacy and effectiveness of our internal controls, and also review the implementation by our Group of the internal control recommendations made by the internal auditors and following up on a review of the effective implementation of the proposed rectification measures identified;

CORPORATE GOVERNANCE REPORT

- (q) reviewing transactions undertaken by our Group which fall within the scope of Chapter 10 of the Catalist Rules;
- (r) supervising the arrangements entered into by our Group with our contract manufacturers;
- (s) reviewing the scope and level of responsibility of our related employees and to resolve or mitigate conflicts of interests that may arise;
- (t) reviewing significant financial reporting issues and judgements to ensure integrity of our Group's financial statements;
- (u) ensuring the unfettered access by the internal audit function to our Group's documents, records, properties and personnel (including our AC);
- (v) reviewing and approving all hedging policies and instruments adopted by our Group and conducting periodic reviews;
- (w) reviewing changes in accounting policies and practices, major risk areas, significant adjustments arising from audits, and compliance with financial reporting standards, the Catalist Rules and any other statutory/regulatory requirements;
- (x) approving the hiring, removal, evaluation and compensation of any accounting or auditing firm or corporation to which the internal audit function is outsourced;
- (y) meeting with our external auditors and internal auditors, in each case without the presence of our management, at least annually and reviewing the co-operation given by the management to the internal and external auditors, where applicable;
- (z) reviewing concerns and issues from our internal and external auditors including matters which they may wish to discuss in the absence of our management;
- (aa) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- (ab) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The issuer publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.

The AC has the authority to investigate any matters within its terms of reference, full access to and co-operation by management and full discretion to invite any director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The AC can seek professional advice, where necessary, at the Company's expense.

CORPORATE GOVERNANCE REPORT

The AC does not comprise former partners or directors of the issuer's existing auditing firm or auditing corporation:

(a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

Whistleblowing Policy

The Company has put in place a whistleblowing policy by which employees of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters such as suspected fraud, corruption, and dishonest practices to the CFO or the CEO, depending on the nature of the possible improprieties. The whistleblowing policy is intended to conform to the guidance set out in the 2018 Code and aims to provide an avenue for employees of the Group and any other external stakeholders to raise concerns and offer reassurance that staff of the Group and any other persons making such reports will be treated with confidence, fairly and protected from reprisals or victimisation for whistleblowing in good faith within the limits of the law.

The AC oversees the administration of the whistleblowing policy. The AC's objective is to ensure that arrangements are in place for the relevant concerns to be raised and independently investigated, and for appropriate follow-up action to be taken.

All reports, including those that are unsigned, weak in details or verbal, are considered. These reports received by the CFO or CEO are directed immediately to the Chairperson of the AC and the AC will be informed of any whistleblowing reports received. Depending on the nature of the possible improprieties, the AC may direct internal or external parties to investigate these reports as it deems fit. To ensure independent investigation into such matters and for appropriate follow up action, all whistleblowing reports are reviewed by the AC.

As at the date of this Annual Report, there are no reports received through the whistle-blowing channel.

The external auditors update the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences. Significant matters that were discussed with the Management and the external auditors have been included under the Key Audit Matters section of the Independent Auditor's Report for FY2023.

The Company outsources the internal audit function to an external professional firm to perform the review and test of controls of the Group's processes. The Company has appointed HLS as the internal auditors to review the internal control processes of the Group and conduct the internal review of the Group's sustainability reporting processes. HLS possesses vast experience in providing internal audits, risk management services and advisory services in the region. The internal auditors report primarily to the AC, which also decides on its appointment, termination and remuneration. The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including the AC. The AC is satisfied that the internal audit function is independent, effective and adequately resourced.

The AC has met the external auditors and internal auditors, in each case without the presence of management for FY2023.

CORPORATE GOVERNANCE REPORT

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

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.

Shareholders are encouraged to actively participate and vote at the Company's general meetings and the Company informs shareholders of the rules governing general meetings of shareholders. Notices of meetings are given to all shareholders together with explanatory notes or a circular on items of special business, at least fourteen clear days (for ordinary resolutions) or at least twenty-one clear days (for special resolutions) before the meeting. Reports or circulars of the general meetings are despatched or disseminated to all shareholders. If any shareholder is unable to attend, the Company's Constitution allows for absentia voting and the shareholder can appoint up to two proxies to attend, speak and vote on his/her behalf at the general meeting. The Company's Constitution allows corporations which are considered "relevant intermediary(ies)" to appoint more than two proxies to attend, speak and vote at the general meeting.

The Company ensures that there are separate resolutions at general meetings on each substantially separate issue. For greater transparency, the Company puts all resolutions to vote by poll and detailed results of the number of votes cast for and against each resolution and the respective percentages are presented and announced on the same day. Independent scrutineers are appointed to conduct the voting process and verify votes after each resolution.

Directors, external auditors and senior management will be present and available to address shareholders' queries at general meetings. Minutes of meetings for the forthcoming AGM will be published on www.pasturegroup.com and the SGXNET within one month from the date of the AGM.

Currently, the Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate. For FY2023, the Company did not recommend the declaration of a final dividend as the actual financial performance for FY2023 was below expectations. The Group plans to conserve cash in view of the Group's expansion plans and increase in capital expenditure expected in FY2024.

Principle 12: Engagement with Shareholders

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

CORPORATE GOVERNANCE REPORT

The Company announces its Annual Report, half-yearly financial results, major developments and other price and/or trade sensitive information on SGXNET in a timely manner to ensure investors are kept abreast of the Group's developments. These documents are also made available on the Company's corporate website at www.pasturegroup.com.

Shareholders are given the opportunity to pose questions to the Board or the Management at the general meetings. The members of the AC, NC and RC will be present at the general meetings to answer questions relating to matters overseen by the respective committees. Shareholders are provided sufficient time to submit questions after the publication of notice of general meeting. The Company will address these questions timely to accord shareholders with reasonable time to consider matters tabled at the general meetings prior to the closing date and time for the lodgment of the proxy forms.

The Company has in place an investor relations policy and a corporate website which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. Shareholders may contact the Company with questions on the corporate website and the Company's investor relations team will address them accordingly.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in the Company's Securities

In compliance with Rule 1204(19) of the Catalist Rules, the Company has adopted an internal code of best practices on securities transactions by the Company and its officers. All directors and officers of the Group are prohibited from dealing in the Company's securities during the period commencing two weeks before the announcement of the Group's half-yearly financial results and one month before the announcement of the Group's full-year results.

Officers should also not deal in the Company's securities on short term considerations and the law of insider trading has to be observed and complied with at all times when officers are in possession of unpublished price and/or trade sensitive information. Directors and CEO of the Company are required to notify the Company of their dealings in the Company's securities within two business days. Reminders are sent via email to all directors and key employees.

The Company confirms that it has complied with Rule 1204(19) of the SGX-ST Catalist Rules.

CORPORATE GOVERNANCE REPORT

Interested Person Transactions

A general mandate was obtained from our shareholders pursuant to Rule 920(2) during the listing of our Group on 9 June 2023 (“**IPT General Mandate**”). Save as disclosed in the table below, there were no other interested person transactions above S\$100,000 entered into.

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders’ mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under the shareholders’ mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S\$100,000)
Pasture Marketing Inc ^(a)	Wholly-owned by our Executive Chairman and Chief Executive Officer, Mr. Lloyd Soong	US\$407,000 Aggregate amounts paid by Pasture Marketing Inc for the purchase of pharmaceutical products from our Group	None
Pleasant Exports	An associate of a director of the Company, Prashanth Palepu	None	US\$21,000 Aggregate amounts paid to Pleasant Exports for the purchase of pharmaceutical products from our Group.

(a) Pasture Marketing Inc was sold to an unrelated third party on 10 November 2022 and is no longer an interested person of our Group with effect from 10 November 2022. This transaction took place prior to the listing of the Company on Catalist.

We anticipate that we would, on and after the Listing Date and in the ordinary course of business, continue to enter into certain transactions with our interested persons, including but not limited to those categories of transactions described below. In view of the time-sensitive and recurrent nature of such commercial transactions, it would be advantageous for us to obtain a general mandate from our Shareholders pursuant to Chapter 9 of the Catalist Rules to enable any or all members of our Group, in the ordinary course of their business, to enter into the Mandated Transactions (as defined below) with the Mandated Interested Persons (as defined below) which are necessary for our day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of our Company and our minority Shareholders (the “**IPT General Mandate**”).

CORPORATE GOVERNANCE REPORT

Chapter 9 of the Catalist Rules allows a listed company to obtain a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons.

Pursuant to Rule 920(2) of the Catalist Rules, our Company may treat a general mandate as having been obtained from our Shareholders for us to enter into interested person transactions with our interested persons, if the information required under Rule 920(1)(b) of the Catalist Rules is included in the Company's Offer Document dated 31 May 2023. In relation to our Company, the information required under Rule 920(1)(b) of the Catalist Rules is as follows:

- (a) the names of the interested persons with whom the Entity at Risk (as defined below) will be transacting;
- (b) the nature of the transactions contemplated under the mandate;
- (c) the rationale for, and benefit to, the Entity at Risk;
- (d) the methods or procedures for determining transaction prices;
- (e) the independent financial adviser's opinion on whether the methods or procedures in above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of our Company and our minority Shareholders;
- (f) an opinion from our Audit Committee if it takes a different view to the independent financial adviser;
- (g) a statement from us that we will obtain a fresh mandate from our Shareholders if the methods or procedures in (d) above become inappropriate; and
- (h) a statement that the interested person will abstain, and has undertaken to ensure that its Associates will abstain, from voting on the resolution approving the transaction.

For the avoidance of doubt, the IPT General Mandate will cover any and all Mandated Transactions, including transactions which have a value below S\$100,000, notwithstanding that the threshold and aggregation requirements under Chapter 9 of the Catalist Rules as at the date of the Company's Offer Document dated 31 May 2023 do not generally apply to such transactions.

Transactions which do not fall within the ambit of the IPT General Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Catalist Rules and/or any applicable law. Transactions conducted under the IPT General Mandate are not separately subject to Rules 905 and 906 of the Catalist Rules pertaining to threshold and aggregation requirements.

There was no interested person transaction ("IPT") which was more than S\$100,000 entered into during FY2023.

The AC reviews all IPT transactions, if any, at its quarterly meetings to ensure that all transactions are carried out on arm's length basis and on normal commercial terms that will not be prejudicial to the interests of the Company or to its minority shareholders.

CORPORATE GOVERNANCE REPORT

Material Contracts

Save for the Service Agreements between the Company and the executive directors, there were no material contracts of the Company or its subsidiaries involving the interest of the CEO, any director or controlling shareholder either still subsisting at the end of FY2023, or if not then subsisting, entered into since the end of the previous financial year.

Non-Sponsor Fees

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees incurred in FY2023 paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd..

Auditors and Fees Paid to Auditors

The aggregate amount of fees paid to the Company's external auditors, RSM Chio Lim LLP in FY2023 comprising audit fees from audit of the financial statements of S\$95,500, audit-related services of S\$230,000 and non-audit-related fees of S\$21,600 for tax and secretarial services. The AC, having reviewed such non-audit services, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

The AC considered and satisfied with the adequacy of their resources, training and quality control, experience of the engagement team and the firm as a whole and quality of work carried out by the external auditor. The Group confirms that it has complied with Rule 712 and Rule 715 of the Catalist Rules in relation to its appointment of the audit firm for the Group.

Having been satisfied as to the foregoing, the AC has recommended the re-appointment of RSM Chio Lim LLP as external auditors at the forthcoming AGM.

Use of IPO Proceeds

IPO net proceeds

	Amount in aggregate US\$'000	Utilized in FY2023 US\$'000	Amount Balance US\$'000
Use of proceeds			
Strengthening our existing business segments and diversification into new geographical market segments	742	-	742
Exploring opportunities in mergers and acquisitions, joint ventures and strategic alliances	1,187	-	1,187
General working capital purposes	342	-	342
Total	2,271 ^(a)	-	2,271

(a) Based on exchange rate of US\$1 = S\$1.3479 applied to the IPO net proceeds of S\$3,062,000 as stated in the Company's Offer Document dated 31 May 2023.

As of the time of this Annual Report, none of the IPO proceeds have been utilised. The Company will continue to make periodic announcements via SGXNET on the utilization of the balance of the IPO net proceeds as and when such proceeds are materially disbursed.

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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 2023.

Before 28 March 2023, the company was known as Pasture Holdings Pte. Ltd., which was changed to its present name upon its conversion to a public limited company.

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:

Soong Chin Kum Jonathan Lloyd	
Prashanth Palepu	
Claire Soong Jia Li (alternate director to Soong Chin Kum Jonathan Lloyd)	(appointed on 29 March 2023)
Lim Jit Soon	(appointed on 29 March 2023)
Low Su-Shing	(appointed on 29 March 2023)
Teo Kwee Yee	(appointed on 29 March 2023)

STATEMENT BY DIRECTORS

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 in 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	Direct Interest		Deemed Interest	
	At beginning of the reporting year	At end of the reporting year	At beginning of the reporting year	At end of the reporting year
<u>Number of ordinary shares of no-par value</u>				
Pasture Holdings Ltd.				
<u>(The company)</u>				
Soong Chin Kum Jonathan Lloyd ^(a)	-	-	132,000	73,920,000
Prashanth Palepu ^(b)	-	-	68,000	38,080,000
<u>Related Corporation</u>				
PMI Holdings Pte. Ltd. ^(a)				
Soong Chin Kum Jonathan Lloyd	100	100	-	-

(a) Mr Lloyd Soong holds the entire issued and paid-up share capital of PMI Holdings Pte. Ltd.. Accordingly, Mr. Lloyd Soong is deemed to have an interest in all the Shares held by PMI Holdings Pte. Ltd. by virtue of Section 4 of the SEA.

(b) Mr. Prashanth Palepu holds 25.0% of the issued and paid-up share capital of Plutus Star Holding Pte. Ltd. Accordingly, Mr. Prashanth Palepu is deemed to have an interest in all the Shares held by Plutus Star Holding Pte. Ltd. by virtue of Section 4 of the SFA.

By virtue of section 7 of the Act, the above directors with interests are deemed to have an interest in the company and all the related body corporates of the company.

The directors' interests as of 21 July 2023 were the same as those at the end of the reporting year.

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.

STATEMENT BY DIRECTORS

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. Independent auditor

RSM Chio Lim LLP has expressed willingness to accept re-appointment.

7. Report of audit committee

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

Lim Jit Soon	(Chairman of audit committee)
Low Su-Shing	(Non-Executive and Independent Director)
Teo Kwee Yee	(Non-Executive and Independent Director)

The audit committee performed the functions specified by section 201B (5) of the Act. Among other functions, it reviewed the following, where relevant, with management, the external auditors and the internal auditors:

- The audit plan of the independent external auditor.
- The independent external auditor's evaluation of the company's internal accounting controls relevant to the statutory audit, the audit report on the financial statements and the assistance given by management to the 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.
- The financial statements of the group and the company prior to their submission to the directors of the company for adoption.
- The interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

STATEMENT BY DIRECTORS

7. 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 the independent auditor objectivity and independence is safeguarded when the independent auditor provide non-audit services. The audit and risk committee have conducted an annual review of the non-audit services provided by RSM Chio Lim LLP and is satisfied that such services did not affect their independence and objectivity as the external auditors of the company.

The audit committee has recommended to the board that the independent auditor, RSM Chio Lim LLP, be nominated for re-appointment as the independent auditor at the next annual general meeting of the company.

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, 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 2023 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 financial statements, as announced on 29 August 2023, 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

Soong Chin Kum Jonathan Lloyd
Director

Prashanth Palepu
Director

5 October 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Pasture Holdings Ltd.

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Pasture Holdings Ltd., (the “**company**”) and its subsidiaries (the “**group**”), which comprise the consolidated statement of financial position of the group and the statement of financial position of the company as at 30 June 2023, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and 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 accounting policies.

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 2023 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 group in accordance with the Accounting and Corporate Regulatory Authority (“**ACRA**”) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (“**ACRA Code**”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Revenue recognition – agent versus principal considerations

Refer to Note 2A “Revenue recognition”, Note 2C “Revenue recognition – agent versus principal considerations” for the relevant accounting policies and discussion of critical judgements respectively and Note 5 for the breakdown in revenue. Also refer to Note 22 for the amount of advanced payments from customers classified as contract liabilities at the reporting year end.

INDEPENDENT AUDITOR'S REPORT

To the Members of Pasture Holdings Ltd.

Key audit matters (cont'd)

Key audit matter

The group generates revenue from the wholesale of mask and third-party pharmaceutical products to customers. The group typically bills these customers in advance prior to placing these orders with suppliers. Such advanced payments received from customers are classified as contract liabilities.

For most sales arrangements, the group has control over the products before the products are transferred to customers even though the customers have prepaid for the products. Management has concluded that the group acts as a principal in these arrangements and the revenue from the sales of goods are only recognised when the group has satisfied the performance obligation to transfer the products by delivering the products to customers and when the customers have obtained control of the products.

The group has certain sales arrangements where the customer places orders directly with the group's suppliers and products are delivered directly from the suppliers to the customer concerned. For such arrangements, management has concluded that the group does not control the products and thus, adopted agency accounting for these arrangements and the related revenue has been recognised as net service income.

How we addressed the matter in our audit

We reviewed management's assessment and basis of recognition for revenue and factors that management considered in determining that control has passed to the customers and accordingly, the point at which revenue should be recognised. On a sample basis, we performed audit procedures to validate the point at which control of the products has been transferred to the customers and that revenue has been recognised accordingly.

We also circulated and received confirmations from customers with significant amounts of advanced payments as at reporting year end.

Other information

Management is responsible for the other information. The other information comprises the statement by directors but does not include the financial statements and our auditor's report thereon.

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Pasture Holdings Ltd.

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.

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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Pasture Holdings Ltd.

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Mong Sheong.

RSM Chio Lim LLP
Public Accountants and
Chartered Accountants

Singapore
5 October 2023

Engagement partner – effective from year ended 30 June 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 30 June 2023

Financial Content

	Notes	Group	
		2023 US\$'000	2022 US\$'000
Revenue	5	9,704	15,131
Cost of sales		(7,978)	(10,691)
Gross profit		1,726	4,440
Other income and gains	6	342	140
Marketing and distribution costs		(180)	(53)
Administrative expenses	7	(2,984)	(1,618)
Other losses	6	(152)	(34)
Finance costs	9	(15)	(15)
(Loss) Profit before tax		(1,263)	2,860
Income tax expense	10	(35)	(410)
(Loss) Profit from continuing operations, net of tax and total comprehensive (loss) income, attributable to owners of the company		(1,298)	2,450
(Loss)/Earnings per Share			
- Basic and diluted (cents)	11	(1.15)	2.19

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

STATEMENTS OF FINANCIAL POSITION

As at 30 June 2023

	Notes	Group		Company	
		2023	2022	2023	2022
		US\$'000	US\$'000	US\$'000	US\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	345	1,673	-	-
Right-of-use assets	14	31	54	-	-
Investment in subsidiaries	15	-	-	137	137
Total non-current assets		376	1,727	137	137
Current assets					
Income tax recoverable		14	-	-	-
Inventories	16	2,046	1,206	-	-
Trade and other receivables	17	307	444	233	2,100
Other non-financial assets	18	709	519	7	-
Cash and cash equivalents	19	4,194	3,676	2,919	85
Total current assets		7,270	5,845	3,159	2,185
Total assets		7,646	7,572	3,296	2,322
EQUITY AND LIABILITIES					
Equity					
Share capital	20	3,671	200	3,671	200
Retained earnings/ (accumulated losses)		157	1,455	(1,259)	9
Total equity		3,828	1,655	2,412	209
Non-current liabilities					
Loans and borrowings, non-current	21	-	686	-	-
Lease liabilities, non-current	24	54	150	-	-
Total non-current liabilities		54	836	-	-
Current liabilities					
Income tax payable		-	416	-	-
Loans and borrowings, current	21	-	65	-	-
Other non-financial liabilities	22	3,234	1,804	-	-
Trade and other payables	23	435	2,685	884	2,113
Lease liabilities, current	24	95	111	-	-
Total current liabilities		3,764	5,081	884	2,113
Total liabilities		3,818	5,917	884	2,113
Total equity and liabilities		7,646	7,572	3,296	2,322

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

STATEMENTS OF CHANGES IN EQUITY

Year ended 30 June 2023

Financial Content

Group:	Total equity US\$'000	Share capital US\$'000	Retained earnings US\$'000
Current year:			
Opening balance at 1 July 2022	1,655	200	1,455
Changes in equity:			
Issue of share capital (Note 20)	3,709	3,709	-
Share issue expenses (Note 20)	(238)	(238)	-
Total comprehensive loss for the year	(1,298)	-	(1,298)
Closing balance at 30 June 2023	3,828	3,671	157
Previous year:			
Opening balance at 1 July 2021	1,305	200	1,105
Changes in equity:			
Dividends payable (Note 12)	(2,100)	-	(2,100)
Total comprehensive income for the year	2,450	-	2,450
Closing balance at 30 June 2022	1,655	200	1,455
Company:			
	Total equity US\$'000	Share capital US\$'000	Retained earnings/ (Accumulated losses) US\$'000
Current year:			
Opening balance at 1 July 2022	209	200	9
Changes in equity:			
Issue of share capital (Note 20)	3,709	3,709	-
Share issue expenses (Note 20)	(238)	(238)	-
Total comprehensive loss for the year	(1,268)	-	(1,268)
Closing balance at 30 June 2023	2,412	3,671	(1,259)
Previous year:			
Opening balance at 1 July 2021	225	200	25
Changes in equity:			
Dividends payable (Note 12)	(2,100)	-	(2,100)
Total comprehensive income for the year	2,084	-	2,084
Closing balance at 30 June 2022	209	200	9

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 June 2023

	Group	
	2023 US\$'000	2022 US\$'000
Cash flows from operating activities		
(Loss) Profit before tax	(1,263)	2,860
Adjustments for:		
Interest income	(1)	-
Interest expense	15	15
Allowance for impairment for other receivables	149	-
Gain from disposal of property, plant and equipment	(267)	(35)
Impairment of property, plant and equipment	2	-
Depreciation of property, plant and equipment	129	86
Depreciation of right-of-use assets	23	2
Operating cash flows before changes in working capital	(1,213)	2,928
Inventories	(840)	456
Trade and other receivables	(12)	53
Other non-financial assets	(190)	(143)
Trade and other payables	(150)	(1,088)
Other non-financial liabilities	1,430	385
Net cash flows from operations	(975)	2,591
Income taxes paid	(465)	(300)
Net cash flows (used in) from operating activities	(1,440)	2,291
Cash flows from investing activities		
Purchase of plant and equipment (Notes 13 and 19A)	(61)	(218)
Proceeds from disposal of property, plant and equipment	1,525	35
Interest received	1	-
Net cash flows from (used in) investing activities	1,465	(183)
Cash flows from financing activity		
Dividends paid to equity owners	(2,100)	(1,500)
Repayment of loans and borrowings	(751)	(43)
Interest paid	(13)	(11)
Lease payments	(114)	(88)
Issuance of shares	3,709	-
Share issue expenses	(238)	-
Net cash flows from (used in) financing activities	493	(1,642)
Net increase in cash and cash equivalents	518	466
Cash and cash equivalents, statement of cash flows, beginning balance	3,676	3,210
Cash and cash equivalents, statement of cash flows, ending balance (Note 19)	4,194	3,676

Financial Content

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

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

1. General

Pasture Holdings Pte. Ltd. (the “**company**”) was incorporated on 3 November 2017 under the Companies Act 1967 as a private company. It is domiciled in Singapore. On 28 March 2023, the company was converted to a public company and changed its name to Pasture Holdings Ltd.. On 9 June 2023, the company was listed on the Catalist Board (the “**Catalist**”) of Singapore Exchange Securities Trading Limited.

The financial statements are presented in United States dollar (“**US\$**” or “**USD**”) and they cover the company (referred to as “parent”) and its subsidiaries. All financial information have been rounded to the nearest thousand (“000”), except when otherwise stated.

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.

The principal activities of the company are those of investment holding and provision of management services. The principal activities of the subsidiaries are described in Note 15 below.

The registered office of the company is located at 2 Corporation Rd #03-04/05, Singapore 618494. The company is situated in Singapore.

Uncertainties relating to the current economic conditions

Management has considered the current economic conditions caused by the Covid-19 pandemic, commodities inflation, as well as the war in Ukraine at the end of the reporting year and reviewed the probable impact and plausible downside scenarios, in particular the recoverable amounts of the assets. 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 are in compliance with the provisions of the Companies Act 1967 and with the International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”).

Accounting convention

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

30 June 2023

1. General (cont'd)

Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity's accounting policies. The areas requiring management's most difficult, subjective or complex judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed at the end of this footnote, where applicable.

Basis of presentation and principles of consolidated financial statements

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.

The company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act 1967, the company's separate statement of profit or loss and other comprehensive income is not presented.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information

2A. Significant accounting policies

Revenue recognition

The financial reporting standard on revenue from contracts with customers establishes a five-step model to account for revenue arising from contracts with customers. 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, trade discounts, volume rebates and changes to the transaction price arising from modifications), net of any related sales 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.

Sale of goods – Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good or service to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

Services – Revenue from service orders is recognised when the entity satisfies the performance obligation at a point in time generally when the significant acts have been completed and when transfer of control occurs or for services that are not significant transactions revenue is recognised as the services are provided.

Government grants

Government grants are recognised at fair value when there is reasonable assurance that the conditions attaching to them will be complied with and that the grants will be received. Grants in recognition of specific expenses are recognised in profit or loss on a systematic basis over the periods necessary to match them with the related costs that they are intended to compensate. The grant related to assets is presented in the statement of financial position by recognising the grant as deferred income that is recognised in profit or loss on a systematic basis over the useful life of the asset and in the proportions in which depreciation expense on those assets is recognised.

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.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

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.

Foreign currency transactions

The functional currency is the United States 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.

Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. 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 and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. 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 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

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Translation of financial statements of other entities

Each subsidiaries 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.

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. The useful lives are as follows:

Leasehold property	-	over the lease terms of 60 years
Plant and equipment	-	3 to 5 years

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising from the derecognition of an item of property, plant and equipment is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

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, and depreciate over the lease terms.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

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 lease payments. A corresponding right-of-use asset is recorded (or included in property, plant and equipment). 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. Right-of-use assets are depreciated over the shorter of the estimated useful life of the asset and the lease term. 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.

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. In the reporting entity's separate financial statements, an 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.

Inventories

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

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Carrying amounts of non-financial assets

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. The carrying amount of other 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 recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in 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.

Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised in the statement of financial position 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.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Financial instruments (cont'd)

Classification and measurement of financial assets:

Financial assets are classified into (1) Financial asset classified as measured at amortised cost; (2) Financial asset that is an equity investment measured at fair value through other comprehensive income (FVTOCI); (3) Financial asset that is a debt asset instrument classified as measured at fair value through other comprehensive income (FVTOCI); and (4) Financial asset classified as measured at fair value through profit or loss (FVTPL). At the end of the reporting year, the reporting entity had the following financial assets:

- 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.

Classification and measurement of financial liabilities:

Financial liabilities are classified as at 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.

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 (e.g., 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 / 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.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2A. Significant accounting policies (cont'd)

Fair value measurement (cont'd)

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 (i.e., as prices) or indirectly (i.e. 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.

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 material 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.

2B. Other explanatory information

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.

Segment reporting

The reporting entity discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2. Significant accounting policies and other explanatory information (cont'd)

2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities currently or within the next reporting year are discussed below. 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 recognition - agent versus principal considerations:

Judgement is required in assessing whether the entity acts as an agent or as a principal in its major contractual arrangements. As a result of this assessment, management concluded that for certain contracts where the entity does not control the goods or service being provided to the customer, it is appropriate to move from principal to agency accounting and vice versa.

Income tax amounts:

The entity recognises tax liabilities and assets tax based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised for unused tax losses if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability. As a result, due to their inherent nature assessments of likelihood are judgemental and not susceptible to precise determination. The income tax amounts are disclosed in the Note on income tax.

Allowance for impairment on inventories:

The allowance for impairment of inventories assessment requires a degree of estimation and judgement. The level of the loss allowance is assessed by taking into account the recent sales experience, the ageing of inventories, other factors that affect inventory obsolescence and subsequent events. Possible changes in these estimates could result in revisions to the stated value of the inventories. The carrying amount of inventories at the end of the financial year is disclosed in the Note on inventories.

NOTES TO THE FINANCIAL STATEMENTS

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Financial Content

2. Significant accounting policies and other explanatory information (cont'd)

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

Expected credit loss allowance on trade receivables:

The allowance for expected credit losses ("ECL") assessment requires a degree of estimation and judgement. It is based on the lifetime ECL for trade receivables. In measuring the expected credit losses, management considers all reasonable and supportable information such as the reporting entity's past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of future economic conditions. The carrying amounts might change materially within the next financial year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the financial year. The carrying amount is disclosed in the Note on trade and other receivables.

Determination of functional currency:

Judgement is required to determine the functional currency of the reporting entity. Management considers economic environment in which the reporting entity operates and factors such as the currency that mainly influences sales prices for goods and services; the currency of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services; and the currency that mainly influences labour, material and other costs of providing goods or services. It also considers other relevant factors that may also provide evidence of an entity's functional currency.

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.

The ultimate controlling party is Soong Chin Kum Jonathan Lloyd.

3A. Member of a group:

Name	Relationship	Country of incorporation
PMI Holdings Pte. Ltd.	Immediate and ultimate parent company	Singapore

Related companies in these financial statements include the member of the above group of companies.

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

3B. Related party transactions:

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.

In addition to the transactions and balances disclosed elsewhere in the notes to the financial statements, this item includes the following:

Significant related parties transactions:

	Group	
	2023 US\$'000	2022 US\$'000
Related parties:		
Revenue ^(a)	(407)	(537)
Commission expenses ^(a)	5	7
Purchases ^(b)	21	180

(a) Transactions are with Pasture Marketing Inc, an entity previously wholly-owned by Soong Chin Kum Jonathan Lloyd, a director of the company. The entity was sold to an unrelated third party on 10 November 2022.

(b) Transactions are with Pleasant Exports, an entity where the entire issued share capital is held by Prashanth Palepu, a director of the company, together with his immediate family, Srinivasa Gopal Palepu and Pranay Palepu.

3C. Key management compensation:

	Group	
	2023 US\$'000	2022 US\$'000
Salaries and other short-term employee benefits	256	143

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

Financial Content

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

3C. Key management compensation (cont'd):

The above amounts are included under employee benefits expense. Included in the above amounts are following items:

	Group	
	2023 US\$'000	2022 US\$'000
Fees to directors of the company	21	-
Remuneration of directors of the company	235	143

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. Further information about the remuneration of individual directors is provided in the report on corporate governance.

3D. 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.

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

	Ultimate parent company	
	2023 US\$'000	2022 US\$'000
<u>Group and company</u>		
<u>Other payables:</u>		
At beginning of the year	(2,100)	(1,500)
Dividends payable	-	(2,100)
Dividends paid	2,100	1,500
At end of the year (Note 23)	-	(2,100)

NOTES TO THE FINANCIAL STATEMENTS

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

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

	Subsidiary	
	2023 US\$'000	2022 US\$'000
Company		
<u>Other receivables (other payables):</u>		
At beginning of the year	2,100	1,511
Dividends receivables	-	2,100
Dividends received	(2,100)	(1,550)
Amounts paid out and settlement of liabilities on behalf of the subsidiary	233	39
Amounts paid in and settlement of liabilities on behalf of the company	(692)	-
At end of the year	<u>(459)</u>	<u>2,100</u>
Presented in the statement of financial position as follows:		
Other receivables (Note 17)	233	2,100
Other payables (Note 23)	(692)	-
Balance at end of year	<u>(459)</u>	<u>2,100</u>

4. Segment information

4A. Primary analysis by business segments

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by SFRS(I) 8 Operating Segments. This disclosure standard has no impact on the reported financial position of the group.

For management purposes, the group is organised into three (3) major strategic operating segments: pharmaceutical wholesale and drop-shipment, masks and medical supplies and other services. 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.

NOTES TO THE FINANCIAL STATEMENTS

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Financial Content

4. Segment information (cont'd)

4A. Primary analysis by business segments (cont'd)

The group distributes and sells its products via following market segments:

- 1) Pharmaceutical wholesale and drop-shipment refer to sales generated from the wholesale procurement and transshipment of pharmaceutical and nutraceutical products and backend support of pharmaceutical supplies to international clients' online pharmacy businesses.
- 2) Masks and medical supplies refer to sales generated from surgical masks, N95 respirators, surgical N95 respirators, N95 respirators for general public use and wholesale procurement of medical supplies and devices.
- 3) Other services refer mainly to sales of new lines of products and services in new markets, such as oral disintegrating strips and the pet pharmaceutical and nutraceutical products and services.

This is determined by the nature or risks and returns associated with each business segment and defines the management structure as well as the internal reporting system. It also represents the basis on which management reports the primary segment information.

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

The management reporting system evaluates performances based on a number of factors. However, the primary profitability measurement to evaluate segment's operating results comprises two major financial indicators: (1) gross profit; (2) profit before tax.

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

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4. Segment information (cont'd)

4B. Profit or loss from operations and reconciliations

	Pharmaceutical wholesale and drop-shipment US\$'000	Mask and medical supplies US\$'000	Other services US\$'000	Total US\$'000
2023				
Revenue by segment				
Total revenue by segment	9,645	45	14	9,704
Cost of sales	(7,949)	(19)	(10)	(7,978)
Gross profit	1,696	26	4	1,726
Other income and gains	25	1	316	342
Marketing and distribution costs	(165)	(1)	(14)	(180)
Administrative expenses	(1,349)	(6)	(1,629)	(2,984)
Finance costs	(15)	-	-	(15)
Other losses	(152)	-	-	(152)
Profit (Loss) before tax	40	20	(1,323)	(1,263)
Income tax expense				(35)
Loss, net of tax and total comprehensive loss				<u>(1,298)</u>
2022				
Revenue by segment				
Total revenue by segment	9,337	5,773	21	15,131
Cost of sales	(7,911)	(2,767)	(13)	(10,691)
Gross profit	1,426	3,006	8	4,440
Other income and gains	86	54	-	140
Marketing and distribution costs	(32)	(20)	(1)	(53)
Administrative expenses	(976)	(603)	(39)	(1,618)
Finance costs	(10)	(5)	-	(15)
Other losses	(29)	-	(5)	(34)
Profit (Loss) before tax	465	2,432	(37)	2,860
Income tax expense				(410)
Profit, net of tax and total comprehensive income				<u>2,450</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

Financial Content

4. Segment information (cont'd)

4C. Assets and reconciliations

	Pharmaceutical wholesale and drop-shipment US\$'000	Mask and medical supplies US\$'000	Other services US\$'000	Unallocated US\$'000	Total US\$'000
2023					
Total assets for reportable segments ^(a)	2,264	86	3	-	2,353
Unallocated:					
Property, plant and equipment	-	-	-	345	345
Right-of-use assets	-	-	-	31	31
Cash and cash equivalents	-	-	-	4,194	4,194
Income tax recoverable	-	-	-	14	14
Other non-financial assets	-	-	-	709	709
Total group assets	2,264	86	3	5,293	7,646
2022					
Total assets for reportable segments ^(a)	1,410	240	-	-	1,650
Unallocated:					
Property, plant and equipment	-	-	-	1,673	1,673
Right-of-use assets	-	-	-	54	54
Cash and cash equivalents	-	-	-	3,676	3,676
Other non-financial assets	-	-	-	519	519
Total group assets	1,410	240	-	5,922	7,572

(a) The segment assets consist principally of trade receivables and inventories. The other assets are not allocated to operating segments because they are not directly attributable to the segments or cannot be allocated to the segments on a reasonable basis.

4D. Liabilities and reconciliations

The liabilities are not allocated to operating segments because they are not directly attributable to the segments or cannot be allocated to the segments on a reasonable basis.

NOTES TO THE FINANCIAL STATEMENTS

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4. Segment information (cont'd)

4E. Geographical information

	2023	2022
	US\$'000	US\$'000
Japan	5,937	6,377
Malaysia	3	4,252
Hong Kong	1,167	1,899
Canada	2,232	957
Singapore	160	572
United Kingdom	15	-
Others	190	1,074
Total revenue	<u>9,704</u>	<u>15,131</u>

Revenues are attributed to country on the basis of the customer's location, irrespective of the origin of the goods and services. The group's non-current assets were all located in Singapore.

4F. Information on major customers

Except for the major customers disclosed below, there is no other single customer that accounted for 10.0% or more of the group's total revenue in FY2023 and FY2022.

		2023	2022
		US\$'000	US\$'000
Customer 1	Pharmaceutical wholesale and drop-shipment	5,460	5,987
Customer 2	Pharmaceutical wholesale and drop-shipment	1,184	-
Customer 3	Mask and medical supplies	-	4,237

5. Revenue

	Group	
	2023	2022
	US\$'000	US\$'000
Rendering of services	116	147
Sale of goods	9,588	14,984
Total revenue	<u>9,704</u>	<u>15,131</u>

All the contracts are less than 12 months. The revenue from sale of goods and rendering of services are recognised based on point in time. The customers are mainly those companies in the pharmaceutical industry. A large portion of the goods is exported.

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6. Other income and gains and (other losses)

	Group	
	2023 US\$'000	2022 US\$'000
Interest income	1	-
Impairment allowance on property, plant and equipment	(2)	-
Foreign exchange translation gains (losses), net	22	(13)
Government grant income	35	103
(Loss) gain from disposal of property, plant and equipment	(1)	35
Gain from disposal of leasehold property	268	-
Inventories reversal (write-off)	2	(21)
Allowance for impairment for trade receivables	(149)	-
Other income	14	2
Net	<u>190</u>	<u>106</u>
Presented in profit or loss as:		
Other income and gains	342	140
Other losses	(152)	(34)
Net	<u>190</u>	<u>106</u>

7. Administrative expenses

The major components and other selected components include the following:

	Group	
	2023 US\$'000	2022 US\$'000
Depreciation of property, plant and equipment (Note 13)	129	86
Employee benefits expense (Note 8)	1,084	1,168
IPO expenses (Note 20)	1,125	-
	<u>1,125</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

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8. Employee benefits expense

	Group	
	2023 US\$'000	2022 US\$'000
Short term employee benefits expense	956	983
Contributions to defined contribution plan	97	133
Other benefits	31	52
Total employee benefits expense	<u>1,084</u>	<u>1,168</u>

9. Finance costs

	Group	
	2023 US\$'000	2022 US\$'000
Interest expense	13	11
Interest on lease liabilities	2	4
Total finance costs	<u>15</u>	<u>15</u>

10. Income tax

10A. Components of tax expense recognised in profit or loss include:

	Group	
	2023 US\$'000	2022 US\$'000
<u>Current tax expense:</u>		
Current tax expense	35	427
Under (over) adjustments in respect of prior periods	-	(17)
Total income tax expense	<u>35</u>	<u>410</u>

NOTES TO THE FINANCIAL STATEMENTS

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Financial Content

10. Income tax (cont'd)

10A. Components of tax expense recognised in profit or loss include (cont'd):

The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17.0% (2022: 17.0%) to profit or loss before income tax as a result of the following differences:

	Group	
	2023	2022
	US\$'000	US\$'000
(Loss) profit before tax	(1,263)	2,860
Income tax (income) expense at the above rate	(215)	486
Expenses not deductible for tax purposes	262	2
Income not subject to tax	-	(42)
Effect of partial tax exemption	(1)	(13)
Under (over) adjustments in respect of prior periods	(1)	(17)
Previously unrecognized deferred tax assets recognised this year	(10)	(6)
Total income tax expense	35	410

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

10B. Deferred tax (expenses) income recognised in profit or loss includes:

	2023	2022
	US\$'000	US\$'000
Excess of tax value over net book value of plant and equipment	-	(12)
Previously unrecognised deferred tax assets recognised this year	10	6
Unrecognised deferred tax assets	(10)	6
Deferred tax income recognised in profit or loss	-	-

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

10. Income tax (cont'd)

10C. Deferred tax balance in the statement of financial position:

	2023 US\$'000	2022 US\$'000
<u>From deferred tax assets recognised in profit or loss:</u>		
Previously unrecognised deferred tax assets recognised this year	11	21
Unrecognised deferred tax assets	(11)	(21)
Net balance	<u>-</u>	<u>-</u>

The above deferred tax assets have not been recognised as the future profit streams are not probable against which the deductible temporary difference can be utilised. The realisation of the future income tax benefits from tax loss carryforwards and temporary differences from capital allowances is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

11. (Loss) earnings per share

	Group	
	2023	2022
(Loss) earnings per share, attributable to owners of the company (in USD cent)	(1.15)	2.19
Weighted average number of ordinary shares per share computation	<u>113,205,479^(a)</u>	<u>112,000,000^(b)</u>

(a) The weighted average number of ordinary shares is computed based on 112,000,000 shares after the share split and 20,000,000 new ordinary shares issued pursuant to the placement exercise in connection with the listing of the company (see Note 20).

(b) For comparative purposes, the weighted average number of shares is the pre-placement share capital of 112,000,000 shares after the share split.

Diluted (loss) earnings per share are the same as basic (loss) earnings per share as there were no potential dilutive ordinary shares existing during the respective financial years.

12. Dividends on equity shares

	Group and company			
	2023	2022	2023	2022
	Rate per share - dollar		US\$'000	US\$'000
Interim exempt (1-tier) dividend payable	-	10.50	-	2,100
Total dividends payable in the year	<u>-</u>	<u>10.50</u>	<u>-</u>	<u>2,100</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

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13. Property, plant and equipment

Group:	Leasehold property US\$'000	Plant and equipment ^(a) US\$'000	Total US\$'000
<u>Cost:</u>			
At 1 July 2021	1,472	349	1,821
Additions	-	424	424
Disposal	-	(108)	(108)
At 30 June 2022	1,472	665	2,137
Additions	-	61	61
Disposal	(1,472)	(185)	(1,657)
At 30 June 2023	-	541	541
<u>Accumulated depreciation and impairment:</u>			
At 1 July 2021	180	306	486
Depreciation for the year	30	56	86
Disposal	-	(108)	(108)
At 30 June 2022	210	254	464
Depreciation for the year	23	106	129
Disposal/written off	(233)	(166)	(399)
Impairment for the year	-	2	2
At 30 June 2023	-	196	196
<u>Carrying value:</u>			
At 1 July 2021	1,292	43	1,335
At 30 June 2022	1,262	411	1,673
At 30 June 2023	-	345	345

Depreciation expenses are charged to profit or loss and included in administrative expenses.

(a) Included in the above is the carrying amount of motor vehicle under lease arrangement amounting to US\$266,000 (2022: US\$320,000). Also see Note 24.

NOTES TO THE FINANCIAL STATEMENTS

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14. Right-of-use assets

Group:	Office premises US\$'000
<u>Cost:</u>	
At 1 July 2021	121
Addition	56
At 30 June 2022	177
Written off	(121)
At 30 June 2023	56
<u>Accumulated depreciation:</u>	
At 1 July 2021	121
Depreciation for the year	2
At 30 June 2022	123
Depreciation for the year	23
Written off	(109)
Reversal of impairment	(12)
At 30 June 2023	25
<u>Carrying value:</u>	
At 1 July 2021	-
At 30 June 2022	54
At 30 June 2023	31

Depreciation expenses are charged to profit or loss and included in administrative expenses.

The right-of-use assets are under lease agreements (see Note 24).

NOTES TO THE FINANCIAL STATEMENTS

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15. Investments in subsidiaries

	Company	
	2023 US\$'000	2022 US\$'000
Movement during the year:		
At cost:		
Balance at beginning and end of the year	137	137
Total cost comprising:		
Unquoted equity shares at cost	137	137
Net book value of subsidiaries	978	833
Analysis of amounts denominated in non-functional currency:		
Singapore dollar	137	137

The subsidiaries held by the company are listed below:

Name of subsidiary, country of incorporation, place of operation and principal activities	Cost in books of company		Effective percentage of equity held	
	2023	2022	2023	2022
	US\$'000	US\$'000	%	%
Pasture Pharma Pte Ltd ^(a) Singapore Wholesale of medicinal and pharmaceutical products (western) and wholesale of medical, professional, scientific and precision equipment	137	137	100	100
Pasture PharmaHub Pte. Ltd. ^(a) Singapore Wholesale of medicinal and pharmaceutical products (western) and wholesale of medical, professional, scientific and precision equipment	(*)	(*)	100	100
Pacific Biosciences Pte Ltd ^(a) Singapore Wholesale of medicinal and pharmaceutical products (western) and veterinary activities	(*)	(*)	100	100

(a) Audited by RSM Chio Lim LLP.

(*) Amount less than US\$1,000.

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16. Inventories

	Group	
	2023 US\$'000	2022 US\$'000
Finished goods and goods for resale	2,046	1,206
Inventories are stated after allowance:		
Movements in allowance:		
At beginning of the year	43	109
Used	(36)	(66)
At end of the year	7	43
(Reversal) write-off of inventories charged to profit or loss included in (other income and gains) and other losses	(2)	21
The amount of inventories included in cost of sales	7,546	10,025

There are no inventories pledge as securities for liabilities.

17. Trade and other receivables

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
<u>Trade receivables:</u>				
Outside parties	456	444	-	-
Less allowance for impairment	(149)	-	-	-
Trade receivables - subtotal	307	444	-	-
<u>Other receivables:</u>				
Subsidiaries (Note 3)	-	-	233	2,100
Other receivables - subtotal	-	-	233	2,100
Total trade and other receivables	307	444	233	2,100
Movements in above allowance on trade receivables				
At beginning of year	-	-	-	-
Charge of trade receivables to profit or loss included in other losses (Note 6)	149	-	-	-
Trade receivables - subtotal	149	-	-	-

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17. Trade and other receivables (cont'd)

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

The expected credit losses ("ECL") on the above trade receivables are based on the simplified approach to measuring ECL which uses a lifetime ECL allowance approach for all trade receivables recognised from initial recognition of these assets. These assets are group based on shared credit risk characteristics and the days past due for measuring the ECL. The allowance model is based on the historical observed default rates (over a period of certain months) over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The aging of the trade receivables balances are as follows:

	Gross Amount		Loss Allowance	
	2023	2022	2023	2022
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Aging analysis of trade receivables:</u>				
Current	221	184	-	-
1 to 30 days past due	49	84	-	-
31 to 60 days past due	36	6	-	-
61 to 90 days past due	1	-	-	-
Over 90 days past due	149	170	(149)	-
Total	456	444	(149)	-

The amounts are written off when there are indications that there is no reasonable expectation of recovery or the failure of a debtor to make contractual payments over an extended period.

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 14 days (2022: 60 days). However, some customers take a longer period to settle the amounts.

Concentration of trade receivable customers as at the end of reporting year:

	Group	
	2023	2022
	US\$'000	US\$'000
Top 1 customer	35	170
Top 2 customers	66	229
Top 3 customers	72	241

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17. Trade and other receivables (cont'd)

Other receivables:

The other receivables shown above are subject to the expected credit loss (ECL) allowance assessment under the financial reporting standard on financial instruments. The other receivables can be graded for credit risk 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 significant increase in credit risk since initial recognition. For any significant increase or decrease in credit risk an adjustment is made to the loss allowance. The credit risk grade assessed is based on predictive nature of the risk of loss (such as the use of internal and external ratings, management accounts and cash flow projections and available published information about debtors that is available without undue cost or effort) and applying experienced credit judgement.

Other receivables are normally with no fixed terms and therefore there is no maturity.

18. Other non-financial assets

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Advance to suppliers	541	468	-	-
Deposits to secure services	125	29	-	-
Prepayments	41	22	5	-
Other receivable	2	-	2	-
	<u>709</u>	<u>519</u>	<u>7</u>	<u>-</u>

19. Cash and cash equivalents

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
Not restricted in use	<u>4,194</u>	<u>3,676</u>	<u>2,919</u>	<u>85</u>

The interest earning balances are not significant.

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19. Cash and cash equivalents (cont'd)

19A. Non-cash transactions:

	Group	
	2023 US\$'000	2022 US\$'000
Acquisitions of certain assets under property, plant and equipment under lease contracts	-	206

19B. Reconciliation of liabilities arising from financing activities:

Group	1 July US\$'000	Cash flows US\$'000	Non-cash changes US\$'000	30 June US\$'000
2023:				
Lease liabilities	261	(114)	2 ^(a)	149
Loan and borrowings	751	(751)	-	-
	<u>1,012</u>	<u>(865)</u>	<u>2</u>	<u>149</u>
2022:				
Lease liabilities	82	(88)	267 ^(a)	261
Loan and borrowings	794	(43)	-	751
	<u>876</u>	<u>(131)</u>	<u>267</u>	<u>1,012</u>

(a) Acquisition.

20. Share capital

	Group and company	
	Number of shares issued	Share capital US\$'000
Ordinary shares of no par value:		
At 1 July 2021 and 30 June 2022	200,000	200
Share split ^(a)	111,800,000	-
Issue of shares ^(b)	20,000,000	3,709
Share issue expenses ^(c)	-	(238)
Balance at 30 June 2023	<u>132,000,000</u>	<u>3,671</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

20. Share capital (cont'd)

- (a) On 30 May 2023, each of the ordinary shares was sub-divided into 560 ordinary shares (the "Share split"). Following the Share split, the issued and paid-up share capital was US\$200,000 comprising 112,000,000 ordinary shares.
- (b) Pursuant to the issue and allotment of the 20,000,000 Placement Shares in connection with the listing of the company, the resultant issued and paid-up share capital of the company increased to US\$3,671,000 (after capitalisation of IPO expenses of US\$238,000) comprising 132,000,000 ordinary shares.
- (c) In connection with the initial public offering ("IPO") during the reporting year, IPO expenses incurred amounted to US\$1,363,000 of which US\$238,000 has been capitalised against share capital while the remaining amount of US\$1,125,000 has been included in administrative expenses.

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The company is not subject to any externally imposed capital requirements.

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. There were no changes in the approach to capital management during the reporting year. 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. 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) less other amounts recognised in the statement of equity relating to cash flow hedges, and some forms of subordinated debt, if any.

The group and company are in a net cash and cash equivalents position (no borrowings). The debt-to-adjusted capital ratio may not provide a meaningful indicator of the risk from borrowings. Adjusted capital comprises all components of equity (that is, share capital and reserves).

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

30 June 2023

Financial Content

21. Loans and borrowings

	Group	
	2023	2022
	US\$'000	US\$'000
<u>Non-current:</u>		
<u>Financial instruments with floating interest rates:</u>		
Bank loan (secured)	-	686
Total non-current portion	-	686
<u>Current:</u>		
<u>Financial instruments with floating interest rates:</u>		
Bank loan (secured)	-	65
Total current portion	-	65
Total non-current and current	-	751
The non-current portion is repayable as follows:		
Due within 2 to 5 years	-	278
After 5 years	-	408
Total non-current portion	-	686

The range of floating interest rates per year was as follows:

	Group	
	2023	2022
Bank loan (secured)	-	1.38% - 1.98%

The property loan with the bank was repaid with the sale of the leasehold property.

22. Other non-financial liabilities

	Group	
	2023	2022
	US\$'000	US\$'000
Contract liabilities on advances received from customers	3,234	1,804

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

22. Other non-financial liabilities (cont'd)

The movements in contract liabilities are as follows:

	Group	
	2023 US\$'000	2022 US\$'000
At beginning of the year	1,804	1,419
Consideration received	3,234	1,862
Performance obligation satisfied - revenue recognised	(1,804)	(1,477)
At end of the year	<u>3,234</u>	<u>1,804</u>
Transaction price allocated to the remaining performance obligations:		
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting year:		
Expected to be recognised within 1 year	<u>3,234</u>	<u>1,804</u>

23. Trade and other payables

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
<u>Trade payables:</u>				
Outside parties and accrued liabilities	435	585	192	13
Trade payables - subtotal	<u>435</u>	<u>585</u>	<u>192</u>	<u>13</u>
<u>Other payables:</u>				
Ultimate parent company (Note 3)	-	2,100	-	2,100
Subsidiaries (Note 3)	-	-	692	-
Other payables - subtotal	<u>-</u>	<u>2,100</u>	<u>692</u>	<u>2,100</u>
Total trade and other payables	<u>435</u>	<u>2,685</u>	<u>884</u>	<u>2,113</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

24. Lease liabilities

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

	Group	
	2023 US\$'000	2022 US\$'000
Lease liabilities, current	95	111
Lease liabilities, non-current	54	150
	<u>149</u>	<u>261</u>

Lease for right-of-use assets – The group has leases relating to the office premises and motor vehicle. The lease contracts are usually for fixed periods of 3 years but may have extension options. Lease terms contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

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 liability and the right-of-use assets. The incremental borrowing rates applied to lease liabilities recognised are 1.99% and 6% per annum for motor vehicle and office premises, respectively (2022: 1.99% and 6%).

A summary of the maturity analysis of lease liabilities is disclosed in Note 25E. Total cash outflows from leases are shown in the statement of cash flows. The related cost and accumulated depreciation of motor vehicle and right-of-use assets are disclosed in Notes 13 and 14 respectively.

There were no future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities above.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

25. Financial instruments: information on financial risks

25A. Categories of financial assets and liabilities

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

	Group		Company	
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000
<u>Financial assets:</u>				
Financial assets at amortised cost	4,501	4,120	3,152	2,185
<u>Financial liabilities:</u>				
Financial liabilities at amortised cost	584	3,697	884	2,113

Further quantitative disclosures are included throughout these financial statements.

25B. 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, currency risk and price 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, credit and market risk 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.
5. When appropriate consideration is given to entering into derivatives or any other similar instruments for hedging purposes.

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

The chief financial officer who monitors the procedures reports to the board.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

25. Financial instruments: information on financial risks (cont'd)

25C. Fair value of financial instruments

The analysis 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 significant 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 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.

25D. Credit risk on financial assets

Financial assets are principally from cash balances with banks, cash equivalents, receivables and other financial assets at amortised cost. They are potentially subject to credit risk due to failures by counterparties to discharge their obligations in full or in a timely manner. 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 and any other financial instruments with banks and other financial institutions 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 ECL allowance. Under this general approach the financial assets move through the three stages as their credit quality change. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL unless the assets are considered credit impaired. However, for trade receivables that do not contain a significant financing component or when the reporting entity applies the practical expedient of not adjusting the effect of a significant financing component, the reporting entity applies the simplified approach in calculating ECL as is permitted by the financial reporting standard on financial instruments.

Under the simplified approach, the reporting entity does not track changes in credit risk, but instead recognises the loss allowance at an amount equal to lifetime ECL at initial recognition and throughout its life at each reporting date. For the credit risk on the financial assets an ongoing credit evaluation is performed on the financial condition of the debtors and any 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 19 discloses the maturity of the cash and cash equivalents balances. Cash and cash equivalents are also subject to the impairment requirements of the standard on financial instruments. There was no identified impairment loss.

25E. 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 within twelve months after at the end of the reporting year. The liquidity risks refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The average credit period taken to settle trade payables is about 60 days (2022: 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

30 June 2023

25. Financial instruments: information on financial risks (cont'd)

25E. Liquidity risk - financial liabilities maturity analysis (cont'd)

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

	Less than 1 year US\$'000	2 - 5 years US\$'000	Over 5 years US\$'000	Total US\$'000
Group				
Non-derivative financial liabilities:				
<u>2023:</u>				
Gross lease liabilities	99	64	-	163
Trade and other payables	435	-	-	435
At end of the year	<u>534</u>	<u>64</u>	<u>-</u>	<u>598</u>
Non-derivative financial liabilities:				
<u>2022:</u>				
Gross loan and borrowings	83	332	435	850
Gross lease liabilities	117	157	-	274
Trade and other payables	2,685	-	-	2,685
At end of the year	<u>2,885</u>	<u>489</u>	<u>435</u>	<u>3,809</u>
Company				
Non-derivative financial liabilities:				
<u>2023:</u>				
Trade and other payables	884	-	-	884
At end of the year	<u>884</u>	<u>-</u>	<u>-</u>	<u>884</u>
Non-derivative financial liabilities:				
<u>2022:</u>				
Trade and other payables	2,113	-	-	2,113
At end of the year	<u>2,113</u>	<u>-</u>	<u>-</u>	<u>2,113</u>

The undiscounted amounts on borrowings with fixed and floating interest rates are determined by reference to the conditions existing at the reporting date.

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amount included in the statement of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

Financial Content

25. Financial instruments: information on financial risks (cont'd)

25E. Liquidity risk - financial liabilities maturity analysis (cont'd)

Bank facilities:

	2023	2022
	US\$'000	US\$'000
Undrawn borrowing facilities	1,493	-

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.

25F. Interest rate risk

The interest rate risk exposure is from changes in fixed interest rates and floating 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	
	2023	2022
	US\$'000	US\$'000
<u>Financial liabilities with interest:</u>		
Fixed rates	149	261
Floating rates	-	751
	<u>149</u>	<u>1,012</u>

The floating rate debt instruments are with interest rates that are re-set at regular intervals. The interest rates are disclosed in the respective notes.

Sensitivity analysis: The effect on pre-tax profit is not material.

The analysis has been performed for floating interest rate over a year for financial instruments. The impact of a change in interest rates on fixed interest rate financial instruments has been assessed in terms of changing of their fair value. The impact of a change in interest rates on floating interest rate financial instruments has been assessed in terms of changing of their cash flows and therefore in terms of the impact on profit or loss. The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

25. Financial instruments: information on financial risks (cont'd)

25G. Foreign currency risks

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency that is a currency other than the functional currency in which they are measured. Currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency as defined in the financial reporting standard on financial instruments: disclosures.

Analysis of amounts denominated in non-functional currency:

	Singapore Dollar US\$'000	Euro US\$'000	Great Britain Pound US\$'000	Japanese Yen US\$'000	Total US\$'000
Group					
<u>2023:</u>					
<u>Financial assets:</u>					
Cash and cash equivalents	2,966	29	27	64	3,086
Trade and other receivables	42	-	-	-	42
Total financial assets	<u>3,008</u>	<u>29</u>	<u>27</u>	<u>64</u>	<u>3,128</u>
<u>Financial liabilities:</u>					
Trade and other payables	(353)	(16)	-	(20)	(389)
Lease liabilities	(149)	-	-	-	(149)
Total financial liabilities	<u>(502)</u>	<u>(16)</u>	<u>-</u>	<u>(20)</u>	<u>(538)</u>
Net financial assets at end of the year	<u>2,506</u>	<u>13</u>	<u>27</u>	<u>44</u>	<u>2,590</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

Financial Content

25. Financial instruments: information on financial risks (cont'd)

25G. Foreign currency risks (cont'd)

Analysis of amounts denominated in non-functional currency (cont'd):

	Singapore Dollar US\$'000	Euro US\$'000	Great Britain Pound US\$'000	Total US\$'000
Group				
2022:				
Financial assets:				
Cash and cash equivalents	113	114	29	256
Trade and other receivables	12	-	-	12
Total financial assets	<u>125</u>	<u>114</u>	<u>29</u>	<u>268</u>
Financial liabilities:				
Trade and other payables	(422)	(72)	-	(494)
Loans and borrowings	(751)	-	-	(751)
Lease liabilities	(261)	-	-	(261)
Total financial liabilities	<u>(1,434)</u>	<u>(72)</u>	<u>-</u>	<u>(1,506)</u>
Net financial (liabilities) assets at end of the year	<u>(1,309)</u>	<u>42</u>	<u>29</u>	<u>(1,238)</u>

There is no significant foreign currency at risk at the company level.

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

Sensitivity analysis:

	Group	
	2023 US\$'000	2022 US\$'000
A hypothetical 10% strengthening in the exchange rate of the functional currency USD against S\$ with all other variables held constant would have an (adverse) favourable effect on pre-tax profit of	<u>(251)</u>	<u>131</u>

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

25. Financial instruments: information on financial risks (cont'd)

25G. Foreign currency risks (cont'd)

Sensitivity analysis (cont'd):

The above table shows sensitivity to a hypothetical percentage variation in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposures in future.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out on the basis that there are no hedged transactions.

26. Items in 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 expenses:

	Group	
	2023	2022
	US\$'000	US\$'000
Audit fees to the independent auditor of the company	70	37
Audit-related services ("ARS") fees to the independent auditor of the company - in connection with the initial public offering during the reporting year	168	-
Non-ARS fees to the independent auditor of the company	16	9

27. Changes and adoption of financial reporting standards

For the current reporting year, the ASC issued new or revised financial reporting standards. None were applicable to the reporting entity.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

Financial Content

28. 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 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	Disclosure of Accounting Policies - Amendments to SFRS (I) 1-1 and SFRS (I) Practice Statement 2 Making Materiality Judgements	1 January 2023
SFRS (I) 1-8	Definition of Accounting Estimates - Amendments to SFRS (I) 1-8	1 January 2023

STATISTICS OF SHAREHOLDINGS

As at 19 September 2023

Number of issued shares	:	132,000,000
Class of shares	:	Ordinary Shares
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil
Voting rights	:	One vote per share

Financial Content

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	-	0.00	-	0.00
100 - 1,000	5	7.94	2,500	0.00
1,001 - 10,000	16	25.40	103,800	0.08
10,001 - 1,000,000	35	55.55	3,973,800	3.01
1,000,001 AND ABOVE	7	11.11	127,919,900	96.91
TOTAL	63	100.00	132,000,000	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHARES
1	PMI HOLDINGS PTE. LTD.	73,920,000	56.00
2	PLUTUS STAR HOLDING PTE. LTD.	38,080,000	28.85
3	MAYBANK SECURITIES PTE. LTD.	5,200,000	3.94
4	TAN HONG ENG (CHEN FENGYING)	4,000,000	3.03
5	CHNG NAI WEE	3,760,000	2.85
6	UOB KAY HIAN PTE LTD	1,759,900	1.33
7	ANG MENG HAI MARKUS DAVID	1,200,000	0.91
8	WONG HENG YIEW	400,000	0.30
9	TIGER BROKERS (SINGAPORE) PTE. LTD.	234,000	0.18
10	LONG JEE JONG	205,800	0.16
11	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	180,000	0.14
12	BERNARDO WANGSA	160,000	0.12
13	CAROLINA ROSALINDA LAU	160,000	0.12
14	CHRISTIE KERK LAY TIN	160,000	0.12
15	HENG TUNG LAN	160,000	0.12
16	HO PEI JIA ANNA	160,000	0.12
17	KOH KEE LIAN LILIAN	160,000	0.12
18	LEE KIAM LENG DESMOND (LI JIANLONG DESMOND)	160,000	0.12
19	LEONG FOOK CHOY BENEDICT	160,000	0.12
20	LUCA SELDON@LUCA MORETTI SELDON	160,000	0.12
	TOTAL:	130,539,700	98.89

STATISTICS OF SHAREHOLDINGS

As at 19 September 2023

Financial Content

LIST OF SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest	%	Deemed Interest	%
Plutus Star Holding Pte. Ltd.	38,080,000	28.80	0	0.00
PMI Holdings Pte. Ltd.	73,920,000	56.00	0	0.00
Srinivasa Gopal Palepu ⁽¹⁾	0	0.00	38,080,000	28.80
Pranay Palepu ⁽²⁾	0	0.00	38,080,000	28.80
Prashanth Palepu ⁽³⁾	0	0.00	38,080,000	28.80
Soong Chin Kum Jonathan Lloyd ⁽⁴⁾	0	0.00	73,920,000	56.00

Footnote:

- (1) Mr. Srinivasa Gopal Palepu holds 50.0% of the issued and paid-up share capital of Plutus Star Holding Pte. Ltd.. Accordingly, Mr. Srinivasa Gopal Palepu is deemed to have an interest in the 38,080,000 shares held by Plutus Star Holding Pte. Ltd. by virtue of Section 4 of the Securities and Futures Act 2001 ("SFA") and Section 7 of the Companies Act 1967 ("CA").
- (2) Mr. Pranay Palepu holds 25.0% of the issued and paid-up share capital of Plutus Star Holding Pte. Ltd.. Accordingly, Mr. Pranay Palepu is deemed to have an interest in the 38,080,000 shares held by Plutus Star Holding Pte. Ltd. by virtue of Section 4 of the SFA and Section 7 of the CA.
- (3) Mr. Prashanth Palepu holds 25.0% of the issued and paid-up share capital of Plutus Star Holding Pte. Ltd.. Accordingly, Mr. Prashanth Palepu is deemed to have an interest in the 38,080,000 shares held by Plutus Star Holding Pte. Ltd. by virtue of Section 4 of the SFA and Section 7 of the CA.
- (4) Mr. Soong Chin Kum Jonathan Lloyd holds the entire issued and paid-up share capital of PMI Holdings Pte. Ltd.. Accordingly, Mr. Soong Chin Kum Jonathan Lloyd is deemed to have an interest in the 73,920,000 shares held by PMI Holdings Pte. Ltd. by virtue of Section 4 of the SFA and Section 7 of the CA.

SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC

Based on the information provided and to the best knowledge of the Directors, approximately 13.92% of the issued ordinary shares of the Company are held in the hands of the public as at 19 September 2023. Therefore, Rule 723 of the SGX-ST Listing Manual Section B: Rules of Catalist is complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Singapore Recreation Club, Connaught Dr, B, Singapore 179682 on Tuesday, 31 October 2023 at 10.30 a.m. to transact the following business: -

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Directors' Statement and Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$28,173.90 for the financial year ended 30 June 2023. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$108,000.00 for the financial year ending 30 June 2024, to be paid half-yearly in arrears. **(Resolution 3)**
4. To re-elect Mr Soong Chin Kum Jonathan Lloyd who is retiring pursuant to Regulation 111 of the Company's Constitution. **(Resolution 4)**

[See Explanatory Note (i)]

5. To re-elect Mr Lim Jit Soon who is retiring pursuant to Regulation 115 of the Company's Constitution. **(Resolution 5)**

Mr Lim Jit Soon, will upon re-election as a Director of the Company, continue to serve as the Non-Executive and Lead Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Mr Lim Jit Soon shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

[See Explanatory Note (i)]

6. To re-elect Ms Teo Kwee Yee who is retiring pursuant to Regulation 115 of the Company's Constitution. **(Resolution 6)**

Ms Teo Kwee Yee, will upon re-election as a Director of the Company, continue to serve as a Non-Executive and Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Ms Teo Kwee Yee shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

[See Explanatory Note (i)]

NOTICE OF ANNUAL GENERAL MEETING

7. To re-elect Ms Low Su-Shing who is retiring pursuant to Regulation 115 of the Company's Constitution. **(Resolution 7)**

Ms Low Su-Shing, will upon re-election as a Director of the Company, continue to serve as a Non-Executive and Independent Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Ms Low Su-Shing shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

[See Explanatory Note (i)]

8. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

9. 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 Ordinary Resolutions with or without any modifications:-

10. **Authority to allot and issue shares and convertible securities** **(Resolution 9)**

(a) That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue and allot shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

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

NOTICE OF ANNUAL GENERAL MEETING

provided always that

- (i) 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) does not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares of the Company.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for;

- (a) new shares arising from the conversion or exercise of convertible securities, or
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

11. Authority to issue shares under Pasture Performance Share Plan

(Resolution 10)

That the Directors of the Company be authorised and empowered to offer and grant awards under the Pasture Performance Share Plan (the "**Plan**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and such other share-based incentive schemes shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

NOTICE OF ANNUAL GENERAL MEETING

12. **Renewal of the Shareholders' General Mandate for Interested Person Transactions** (Resolution 11)

That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Catalist Rules, or any of them to enter into any of the transactions falling within the categories of Mandated Transactions described in the Appendix to the Annual Report dated 13 October 2023 (the "**Appendix**") with any Mandated Interested Person described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such interested person transactions as set out in the Appendix (the "**IPT General Mandate**");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company (or extraordinary general meeting following such annual general meeting); and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the IPT General Mandate and/or this resolution.

[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

Hon Wei Ling
Company Secretary
13 October 2023

Explanatory Note:-

- (i) Detailed information on Mr Soong Chin Kum Jonathan Lloyd, Mr Lim Jit Soon, Ms Teo Kwee Yee and Ms Low Su-Shing who are proposed to be re-elected as Directors of the Company can be found under sections "Board of Directors" and "Additional Information on Directors seeking re-election" in the Company's Annual Report for the financial year ended 30 June 2023.
- (ii) The ordinary resolution 9 proposed in item 10 above, if passed, will empower the Directors of the Company from the date of this Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the issued share capital of the Company, excluding treasury shares and subsidiary holdings, at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Plan and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (iv) The Ordinary Resolution 11 proposed in item 12 above, if passed, will renew the IPT General Mandate for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” within the meaning of Chapter 9 of the Catalist Rules, or any of them to enter into certain types of transactions with specified classes of the Interested Persons set out in the Appendix. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company (or extraordinary general meeting following such annual general meeting). More details to the renewal of the IPT General Mandate can be found in the Appendix.

Notes:

1. The AGM is being convened and will be held physically at Singapore Recreation Club, Connaught Dr, B, Singapore 179682. **There will be no option for members to participate virtually.**
2. Printed copies of the 2023 Annual Report, Notice of AGM and Proxy Form are available to members via publication on the Company's website at <https://pasturegroup.com/investors/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Annual Report, Notice of AGM and Proxy Form will not be sent to members.

3. Members (including CPFIS and SRS investors) may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
 - (c) voting at the AGM
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third party prox(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 7 below for details.

In the event members encounters Covid-19 like symptoms or is feeling unwell prior to the Meeting, members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the Meeting.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead at the AGM.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares held by such member in relation to which each proxy has been appointed shall be specified in the proxy form.

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

5. A proxy need not be a member of the Company.
6. A member can appoint the Chairman of the Meeting as his/her/its proxy **but this is not mandatory**.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. 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 Chairman of the Meeting will vote at his discretion.

NOTICE OF ANNUAL GENERAL MEETING

7. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least (7) working days prior to the date of AGM i.e. **by 10.30 a.m. on 19 October 2023**.
8. Submission of instrument of proxy or proxy ("**Proxy Form**") - **By 10.30 a.m. on 28 October 2023**

The Proxy Form must be submitted through any one of the following means:

 - (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
 - (b) if submitted electronically, be submitted via contact@pasturegroup.com.

in either case, **by 10.30 a.m. on 28 October 2023**, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
9. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company **before 10.30 a.m. on 28 October 2023** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 10.30 a.m. on 28 October 2023.
10. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
11. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
12. Submission of questions by members in advance of the Meeting - **By 20 October 2023**
 - (a) Members may also submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("**Shares**"), must be submitted no later than **20 October 2023** via contact@pasturegroup.com or by post to the registered office of the Company at 2 Corporation Road #03-04/05, Corporation Place, Singapore 618494.
 - (b) The Company will publish the responses to substantial and relevant questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website <https://pasturegroup.com/investors/> not later than **10.30 a.m. on 26 October 2023**, being 48 hours before the closing date and time for the lodgement of proxy forms.
 - (c) The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its Responses to Q&A at the Meeting itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.
 - (d) Minutes of AGM - The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET, and the minutes will include the responses to the questions which are addressed during the AGM, if any.
13. Members are reminded to check the Company's website at <https://pasturegroup.com/investors/> and on the SGX website at <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy

When a shareholder of the Company or a Depositor submits a proxy appointment instrument designating proxy(ies) or the Chair of the AGM to represent them at the AGM and/or any adjournments, the following terms apply: (i) The shareholder or Depositor gives consent to the Company (or its agents) for the collection, use, and disclosure of their personal data. This consent is for the purpose of processing and administering the appointment of proxy(ies) or the Chair of the AGM as a proxy for the AGM (including any adjournments) and for the preparation and compilation of attendance lists, minutes, and other AGM-related documents. This also ensures the Company (or its agents) can comply with applicable laws, listing rules, regulations, and guidelines (collectively referred to as the “**Purposes**”). (ii) The shareholder or Depositor guarantees that when they disclose the personal data of their proxy(ies) to the Company (or its agents), they have obtained prior consent from these proxy(ies) for the collection, use, and disclosure of their personal data by the Company (or its agents) for the Purposes. (iii) The shareholder or Depositor agrees to indemnify the Company for any penalties, liabilities, claims, demands, losses, and damages resulting from any breach of the above warranties.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Mr Soong Chin Kum Jonathan Lloyd, Mr Lim Jit Soon, Ms Low Su-Shing and Ms Teo Kwee Yee are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 31 October 2023 (“AGM”) (collectively, the “Retiring Directors” and each a “Retiring Director”).

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

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
Date of Appointment	3 November 2017	29 March 2023	29 March 2023	29 March 2023
Date of last re-appointment	N/A	N/A	N/A	N/A
Age	61	66	47	57
Country of principal residence	Singapore	Malaysia	Taiwan	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Soong Chin Kum Jonathan Lloyd for re-appointment as Executive Chairman and Chief Executive Officer of the Company.</p> <p>The Board has reviewed and concluded that Mr Soong Chin Kum Jonathan Lloyd possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>	<p>The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Lim Jit Soon for re-appointment as Non-Executive and Lead Independent Director of the Company.</p> <p>The Board has reviewed and concluded that Mr Lim Jit Soon possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>	<p>The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Ms Low Su-Shing for re-appointment as Non-Executive and Independent Director of the Company.</p> <p>The Board has reviewed and concluded that Ms Low Su-Shing possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>	<p>The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“NC”) and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Ms Teo Kwee Yee for re-appointment as Non-Executive and Independent Director of the Company.</p> <p>The Board has reviewed and concluded that Ms Teo Kwee Yee possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.</p>

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Chairman and Chief Executive Officer and a member of the Nominating Committee.	Non-Executive and Lead Independent Director, Chairman of Audit Committee and a member of the Nominating Committee and Remuneration Committee.	Non-Executive and Independent Director, Chairman of Remuneration Committee and a member of the Audit Committee.	Non-Executive and Independent Director, Chairman of Nominating Committee and a member of the Audit Committee.
Professional qualifications	Mr Soong graduated with a Master of Business Administration (Strategic Marketing) from the University of Hull, England.	Mr Lim completed his professional education with the Institute of Chartered Accountants in England and Wales, was admitted to the Institute of Chartered Accountants in England and Wales as an Associate Member and became a Fellow Chartered Accountant.	Ms Low obtained a Bachelor of Science (Hons) in Biochemistry, Molecular Biology & Biotechnology from the University of Bristol.	Ms Teo completed her Bachelor of Laws (Hons) at the University of Manchester. She is dually qualified as a barrister and a solicitor of England and Wales and is admitted to the Rolls of Solicitors of Hong Kong and the Singapore Bar.
Working experience and occupation(s) during the past 10 years	Mr Soong has had over 39 years of experience in the pharmaceutical and medical supplies and devices industry. Mr Soong is the founder, Executive Chairman and Chief Executive Officer of Pasture Holdings Limited and its subsidiaries since 1996.	Mr Lim has over 30 years of experience in corporate finance, corporate restructuring and tax planning, where he has held several senior finance positions, including as chief financial officer.	Ms. Low currently serves as a non-executive director of KRZ Limited, a company in Hong Kong which provides consulting and investment services.	Ms Teo is currently the head of the corporate and financial services practice group in Harry Elias Partnership LLP. She has over 20 years of experience in advising on landmark transactions in corporate finance, including initial public offerings on the SGX-ST, placements and rights issues, privatisations, compliance and corporate governance issues.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
		Mr Lim joined Stemlife Berhad in March 2004, where he assisted in the listing of Stemlife Berhad on the ACE Market of the Bursa Malaysia in 2006, before joining Fuelcore Pte. Ltd. as its chief financial officer in June 2015.	Prior to the foregoing, Ms. Low was the founder and managing director of StemLife Berhad from December 2002 to August 2012, a cord blood and peripheral stem cell collection, testing, processing and storage facility, where she was responsible for the overall growth and development of the company and its business.	Between June 2015 to October 2021, Ms Teo served as an independent non-executive director of iX Biopharma Ltd. (a company listed on the SGX-ST), where she served as the chairperson of the nominating committee and the risk management committee and was also a member of the audit committee and remuneration committee. Ms Teo is also a non-executive director and a member of the investment committee and the governance and risk committee of Ren Ci Hospital, a Singapore charity healthcare institution. She is also a member of the investment committee of Singapore Hokkien Huay Kuan and an independent director of The Hokkien Foundation.
Shareholding interest in the listed issuer and its subsidiaries	Yes	No	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Yes	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
Conflict of Interest (including any competing business)	N/A	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments* Including Directorships#				
Past (for the last 5 years)	Pacific Pharmacy Pte. Ltd. Pasture Marketing Inc.	Hitech Mining Asia Pte. Ltd.	N/A	iX Biopharma Ltd. T5@Singapore Pte. Ltd.
Present	Pasture Pharma Pte Ltd Pacific Biosciences Pte Ltd Pasture PharmaHub Pte. Ltd. PMI Holdings Pte. Ltd.	Pristine Merit Sdn Bhd Nik Hussain Holdings Sdn Bhd Steadfast Project Management Sdn Bhd	KRZ Limited	Harry Elias Partnership LLP The Hokkien Foundation Ren Ci Hospital
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	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
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	<p>Yes. A compulsory winding-up application was made against HMA by a creditor of HMA on the basis that Hightech Mining Asia Pte Ltd ("HMA") was unable to pay its debts. Following the winding-up application, a compulsory winding-up order was granted by the High Court of Singapore against HMA on 4 February 2022.</p> <p>Mr. Michael Lim was not the subject of the winding-up proceedings and Mr. Michael Lim did not hold any executive role in HMA and was not involved in the day-to-day operations of HMA.</p>	No	No
c) Whether there is any unsatisfied judgment against him?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
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	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	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Financial Content

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	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	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
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	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	No	No
j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: - i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes. Pacific Biosciences was investigated and received a stern warning from the HSA on 27 December 2019 for importing health products not in accordance with the conditions of its Therapeutic Products	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Financial Content

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
	<p>- Importer's Licence, by importing for re-exporting therapeutic products to individual end-users for their personal consumption, in respect of 342 types of therapeutic products. During the relevant period of the Breach, the directors of Pacific Biosciences were Mr. Lloyd Soong and Mr. Prashanth Palepu.</p> <p>The Warning Letter did not amount to a conviction for an offence or a finding of guilt by a court or law, and measures have since been taken by Pacific Biosciences as rectification. Please refer to pages 242-244 of the Offer Document for further details.</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	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No
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	No	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?				

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Financial Content

	Soong Chin Kum Jonathan Lloyd	Lim Jit Soon	Low Su-Shing	Teo Kwee Yee
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	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 relates to the re-election of a director.	Not applicable, as this relates to the re-election of a director.	Not applicable, as this relates to the re-election of a director.	Not applicable, as this relates to the re-election of a director.

APPENDIX

APPENDIX DATED 13 OCTOBER 2023

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN DOUBT AS TO ANY ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Appendix is circulated to the Shareholders of Pasture Holdings Ltd. (the “**Company**”) together with the Company’s annual report for the financial year ended 30 June 2023 (“**Annual Report**”), and its purpose is to explain to the Shareholders the rationale and provide information to the Shareholders for the proposed renewal of the IPT General Mandate (as defined in this Appendix) to be tabled at the Annual General Meeting of the Company to be held at Singapore Recreation Club, Connaught Drive, B, Singapore 179682 on 31 October 2023 at 10.30 a.m..

If you have sold or transferred all your shares in the capital of the Company, you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Appendix (together with the Notice of Annual General Meeting and the accompanying Proxy Form) may be accessed on SGXNET and the Company’s website at <https://pasturegroup.com/>.

This Appendix has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST 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. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.



PASTURE HOLDINGS LTD.

(Company Registration Number 201731601W)

(Incorporated in the Republic of Singapore on 3 November 2017)

APPENDIX TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

APPENDIX

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APPENDIX

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated.

"AGM"	:	The annual general meeting of the Company to be held at Singapore Recreation Club, Connaught Drive, B, Singapore 179682 on 31 October 2023 at 10.30 a.m., notice of which is attached to the Annual Report
"Annual Report"	:	The annual report of the Company for FY2023 dated 13 October 2023
"Appendix"	:	This appendix to the Annual Report dated 13 October 2023 issued by the Company to the Shareholders in relation to the proposed renewal of the IPT General Mandate
"Audit Committee"	:	The audit committee of the Company as at the date of this Appendix, comprising Mr. Lim Jit Soon, Ms. Low Su-Shing and Ms. Teo Kwee Yee
"Board" or "Board of Directors"	:	The board of Directors of the Company as at the date of this Appendix
"Catalist"	:	The Catalist of the SGX-ST, being the sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Chief Executive Officer"	:	The chief executive officer of the Company, Mr. Soong Chin Kum Jonathan Lloyd
"Chief Financial Officer"	:	The chief financial officer of the Company, Mr. Cheong Tuck Yan Titus Jim
"Company"	:	Pasture Holdings Ltd.
"Companies Act"	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
"Comparable Quotes"	:	Has the meaning ascribed to it in Section 2.5.6(a)(i) of this Appendix
"Comparable Sales"	:	Has the meaning ascribed to it in Section 2.5.6(b)(i) of this Appendix
"Constitution"	:	The constitution of the Company, as may be amended or modified from time to time
"Directors"	:	The directors of the Company for the time being

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“EAR Group”	:	The Company, its subsidiaries and associated companies that are considered to be “entities at risk” within the meaning of Chapter 9 of the Catalist Rules
“FY”	:	The financial year ended or, as the case may be, ending 30 June
“Group”	:	The Company and its subsidiaries
“IPT General Mandate”	:	The general mandate from the Shareholders pursuant to Chapter 9 of the Catalist Rules to enable any or all members of the EAR Group, in the ordinary course of their business, to enter into Mandated Transactions with the Mandated Interested Persons which are necessary for its day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders
“IPT Register”	:	Has the meaning ascribed to it in Section 2.5.7(b) of this Appendix
“Mandated Interested Persons”	:	Pleasant Exports and Palepu Pharma (and each, a “Mandated Interested Person”)
“Mandated Transactions”	:	The categories of interested person transactions that fall within the scope of the IPT General Mandate and which are defined in Section 2.5.4 of this Appendix
“Non-Interested Directors”	:	The Directors who are considered to be independent for the purposes of the proposed renewal of the IPT General Mandate, being Mr. Soong Chin Kum Jonathan Lloyd, Ms. Claire Soong Jia Li, Mr. Lim Jit Soon, Ms. Teo Kwee Yee and Ms. Low Su-Shing
“NTA”	:	Net tangible assets
“Offer Document”	:	The offer document of the Company dated 31 May 2023 in relation to the listing and quotation of the Shares on the Official List of Catalist
“Palepu Pharma”	:	Palepu Pharma Private Limited
“Proposed Resolution”	:	Has the meaning ascribed to it in Section 1.1 of this Appendix
“Register of Members”	:	The Register of Members of the Company
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but not including a securities sub-account maintained with a Depository Agent
“SFA”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

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“Shareholders”	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained with CDP are credited with those Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively
“%” or “per cent”	:	Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The expressions **“associate”**, **“associated company”**, **“subsidiary”**, **“controlling shareholder”** and **“substantial shareholder”** shall have the meaning ascribed to them respectively in the Companies Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons, where applicable, shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, SFA or Catalist Rules or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, have the meaning assigned to it under the Companies Act, SFA or Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

APPENDIX

LETTER TO SHAREHOLDERS

PASTURE HOLDINGS LTD.

(Company Registration Number 201731601W)
(Incorporated in the Republic of Singapore on 3 November 2017)

Board of Directors

Mr. Soong Chin Kum Jonathan Lloyd (*Executive Chairman and Chief Executive Officer*)
Ms. Claire Soong Jia Li (*Alternate Director to Soong Chin Kum Jonathan Lloyd*)
Mr. Prashanth Palepu (*Non-Executive Director*)
Mr. Lim Jit Soon (*Non-Executive Director and Lead Independent Director*)
Ms. Teo Kwee Yee (*Non-Executive and Independent Director*)
Ms. Low Su-Shing (*Non-Executive and Independent Director*)

Registered Office

2 Corporation Rd
#03-04/05
Singapore 618494

13 October 2023

To: The Shareholders of Pasture Holdings Ltd.

Dear Sir / Madam

1. INTRODUCTION

1.1 AGM

The Board of Directors has on 13 October 2023 issued the Notice of AGM convening the AGM to be held on 31 October 2023 at 10.30 a.m. at Singapore Recreation Club, Connaught Drive, B, Singapore 179682 to seek Shareholders' approval for, *inter alia*, the proposed renewal of the IPT General Mandate (the "**Proposed Resolution**").

1.2 Appendix

The purpose of this Appendix is to provide Shareholders with information relating to the Proposed Resolution.

1.3 Legal Adviser

Rajah & Tann Singapore LLP is the legal adviser to the Company as to Singapore law in relation to the proposed renewal of the IPT General Mandate.

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2. THE PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

2.1 Background and Renewal of the IPT General Mandate

Pursuant to Rule 920(2) of the Catalist Rules, the IPT General Mandate as disclosed in the Offer Document was expressed to continue in force until the earlier of the following: (a) the conclusion of the Company's first annual general meeting following the listing of the Company on Catalist; or (b) the first anniversary of the date of admission of the Shares to the Official List of Catalist, and, as such, would be expiring on 31 October 2023, being the date of the forthcoming AGM. Accordingly, the Directors propose that the IPT General Mandate be renewed at the forthcoming AGM.

The IPT General Mandate enables the EAR Group, in the ordinary course of business, to enter into the Mandated Transactions with the Mandated Interested Persons which are necessary for the day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

2.2 Particulars of the IPT General Mandate to be Renewed

The nature of the Mandated Transactions and the classes of Mandated Interested Persons in respect of which the IPT General Mandate is sought to be renewed, as set out in the Offer Document, remain unchanged. Particulars of the IPT General Mandate, including the rationale for the IPT General Mandate, the benefits to be derived by the Company, as well as the review procedures for determining transaction prices with the Mandated Interested Persons, are set out in Section 2.5 of this Appendix.

2.3 Audit Committee's Confirmation

Pursuant to Rule 920(1)(c) of the Catalist Rules, the Audit Committee confirms that:

- (a) the methods or procedures for determining the transaction prices have not changed since the IPT General Mandate was deemed to be approved by the Shareholders by way of the Offer Document; and
- (b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the Mandated Transactions carried out thereunder will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

2.4 Chapter 9 of the Catalist Rules

Chapter 9 of the Catalist Rules governs transactions in which an "entity at risk" (as defined under Chapter 9 of the Catalist Rules) enters into or proposes to enter into with a party who is an "interested person" (as defined under Chapter 9 of the Catalist Rules). The purpose is to guard against the risk that an interested person could influence the listed company, its subsidiaries or associated companies to enter into transactions with it that may adversely affect the interests of the listed company or its shareholders.

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Pursuant to Rule 905 of the Catalist Rules, an issuer must make an immediate announcement of any interested person transaction of a value, equal to, or more than, 3.0% of the group's latest audited NTA. If the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3.0% or more of the group's latest audited NTA, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during the financial year.

Pursuant to Rule 906 of the Catalist Rules, an issuer must obtain shareholders' approval for any interested person transaction of a value equal to, or more than:

- (a) 5.0% of the group's latest audited consolidated NTA; or
- (b) 5.0% of the group's latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Catalist Rules) during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

The above requirements for immediate announcement and/or for shareholders' approval do not apply to any transaction below S\$100,000. Under Rules 905(5) and 906(4) of the Catalist Rules, while transactions below S\$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one (1) transaction in accordance with Rule 902 of the Catalist Rules.

Pursuant to Rule 909 of the Catalist Rules, the value of a transaction is the amount at risk to the listed company. This is illustrated by the following examples:

- (a) in the case of a partly-owned subsidiary or associated company, the value of the transaction is the listed company's effective interest in that transaction;
- (b) in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees given by the entity at risk;
- (c) in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. In the case of lending of funds to an interested person, the value of the transaction is the interest payable on the loan and the value of the loan; and
- (d) in the case that the market value or book value of the asset to be disposed of is higher than the consideration from an interested person, the value of the transaction is the higher of the market value or book value of the asset.

Based on the audited consolidated financial statements of the Group for FY2023, the consolidated NTA of the Group was US\$3,828,000. Accordingly, in relation to the Group, for the purposes of Chapter 9 of the Catalist Rules, in the current financial year and until the audited consolidated financial statements of the Group for FY2022 are published, 5.0% of the Group's latest audited consolidated NTA would be US\$191,400.

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For the purposes of Chapter 9 of the Catalyst Rules:

- (a) an **“approved exchange”** means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles as Chapter 9;
- (b) an **“associate”** means:
 - (i) in relation to an interested person who is a director, chief executive officer or controlling shareholder (being an individual), an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the interested person or his immediate family is a beneficiary, or in the case of a discretionary trust, is a discretionary object, and any company in which the interested person and his immediate family has or have an aggregate interest (directly or indirectly) of 30.0% or more; and
 - (ii) in relation to an interested person who is a controlling shareholder (being a corporation), any other company which is its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30.0% or more;
- (c) an **“associated company”** means a company in which at least 20.0% but not more than 50.0% of its shares are held by the listed company or group;
- (d) an **“entity at risk”** means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the **“listed group”**), or the listed group and its interested person(s), has control over the associated company;
- (e) an **“interested person”** means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.

The SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into or proposes to enter into (i) a transaction with an entity at risk; and (ii) an agreement or arrangement with an interested person in connection with that transaction;
- (f) a **“primary interested person”** means a director, chief executive officer or controlling shareholder of the listed company;
- (g) an **“interested person transaction”** means a transaction between an entity at risk and an interested person;

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- (h) a **“transaction”** includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of goods or services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether or not entered into directly or indirectly; and
- (i) in interpreting the term **“same interested person”** for the purpose of aggregation of the values of all transactions entered into with the same interested person during the same financial year under Rules 905 and 906 of Chapter 9 of the Catalist Rules, the following applies:
 - (i) transactions between (A) an entity at risk and a primary interested person; and (B) an entity at risk and an associate of that primary interested person, are deemed to be transactions between an entity at risk with the same interested person.

Transactions between (1) an entity at risk and a primary interested person; and (2) an entity at risk and another primary interested person, are deemed to be transactions between an entity at risk with the same interested person if the primary interested person is also an associate of the other primary interested person; and

- (ii) transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.

If an interested person (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested persons and have audit committees whose members are completely different.

2.5 Renewal of the IPT General Mandate

2.5.1 Introduction

The Company anticipates that the EAR Group would, in the ordinary course of business, continue to enter into certain transactions with its interested persons (as such term is defined in the Catalist Rules), including but not limited to those categories of transactions described below. In view of the time-sensitive and recurrent nature of commercial transactions, it would be advantageous for the Company to obtain a renewal of the IPT General Mandate from its Shareholders to enter into the Mandated Transactions with the Mandated Interested Persons in the EAR Group’s ordinary course of business, which are necessary for the day-to-day operations of the EAR Group, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

Chapter 9 of the Catalist Rules allows a listed company to obtain a mandate from its shareholders for recurrent interested person transactions which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses which are not part of its day-to-day operations.

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The renewal of the IPT General Mandate, if approved, will take effect from the passing of the ordinary resolution relating thereto, and will continue in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting). Approval from Shareholders will be sought for the renewal of the IPT General Mandate at the next annual general meeting (or extraordinary general meeting following such annual general meeting) and each subsequent annual general meeting (or extraordinary general meeting following such annual general meeting) of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Mandated Transactions.

2.5.2 *Entities at Risk*

For the purposes of the IPT General Mandate, an “**Entity at Risk**” means:

- (a) the Company;
- (b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and
- (c) an associated company of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its interested person(s), has or have control.

(collectively, the “**EAR Group**”).

2.5.3 *Classes of Mandated Interested Persons*

The IPT General Mandate will apply to the transactions that are carried out between any Entity at Risk and the following entities:

- (a) Pleasant Exports; and
- (b) Palepu Pharma,

(collectively, the “**Mandated Interested Persons**” and each, a “**Mandated Interested Person**”, all being “**interested persons**” as defined in the Catalyst Rules).

Mr. Prashanth Palepu, a Non-Executive Director of the Company, together with his immediate family, namely Mr. Srinivasa Gopal Palepu and Mr. Pranay Palepu, hold the entire issued share capital of Pleasant Exports. Accordingly, Pleasant Exports is an associate of Mr. Prashanth Palepu and an interested person. Additionally, Mr. Srinivasa Gopal Palepu, who is a controlling shareholder of the Company, together with his immediate family, hold in aggregate 40.0% of the share capital of Palepu Pharma. Accordingly, Palepu Pharma is an associate of Mr. Srinivasa Gopal Palepu and an interested person.

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Transactions between the Mandated Interested Persons and the Group which do not fall within the ambit of the IPT General Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules. In particular, if such a transaction, when aggregate with other transactions entered into with the same interested person during the same financial year, is equal to or more than 5.0% of the Group's latest audited NTA, such transaction will be subject to Shareholders' approval before they can be entered into.

2.5.4 Categories of Mandated Interested Person Transactions

The types of transactions with the Mandated Interested Persons to which the IPT General Mandate will apply are:

- (a) the purchase of pharmaceutical products by the Group from the Mandated Interested Persons; and
- (b) the sale of masks and medical supplies by the Group to the Mandated Interested Persons,

(the "**Mandated Transactions**").

The IPT General Mandate covers only such recurrent Mandated Transactions of a revenue or trading nature or those necessary for the Group's day-to-day operations, which are entered into in the ordinary course of business. For the avoidance of doubt, any purchase or sale of any assets, undertakings or businesses are not covered under the IPT General Mandate.

The IPT General Mandate does not cover any transaction by any member of the Group with the Mandated Interested Persons where such transaction is below S\$100,000 in value, as the threshold and aggregation requirements contained in Chapter 9 of the Catalist Rules would not apply to such transactions. Under Rules 905(5) and 906(4) of the Catalist Rules, while transactions below S\$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one (1) transaction in accordance with Rule 902 of the Catalist Rules.

2.5.5 Rationale for and Benefits of the IPT General Mandate

Pleasant Exports has been one of the Group's suppliers for quality pharmaceutical products since the establishment of the Group in 1996, even prior to the shareholders of Pleasant Exports becoming controlling shareholders of the Company. Pleasant Exports has a strong track record of supplying a wide variety of pharmaceutical products as it has established an extensive network to procure from reputable and reliable drugs manufacturers and pharmaceutical companies based in India, which is a key pharmaceutical manufacturing hub in the world. Accordingly, the IPT General Mandate would enable the EAR Group to tap on the extensive network of Pleasant Exports and obtain quality pharmaceutical products on normal commercial terms from a reliable source, being Pleasant Exports, in the normal course of business of the EAR Group.

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Although the Group did not sell any masks and medical supplies to Pleasant Exports during FY2023, given that Pleasant Exports has a strong presence and extensive outreach in India, the EAR Group intends to also tap on Pleasant Exports' extensive network to expand the Group's clientele base for the distribution of its masks and medical supplies, in the normal course of business of the EAR Group.

Palepu Pharma is one of the largest distributors in the state of Tamil Nadu, India and engaged in the procurement, wholesale and supply of pharmaceutical products since its establishment in 1960. While the Group did not transact with Palepu Pharma during FY2023, it is envisaged that the EAR Group will sell masks and medical supplies to Palepu Pharma in the near future to tap on Palepu Pharma's strong presence and extensive network, particularly in respect of the retail and hospital-based pharmacies in India, and as part of the Group's plan to expand its clientele base for the distribution of the Group's masks and medical supplies in the ordinary course of business.

The IPT General Mandate is intended to facilitate transactions which are transacted from time to time between the EAR Group and the Mandated Interested Persons, provided that they are carried out at arm's length and on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders. The EAR Group will benefit from having access to competitive quotes from the Mandated Interested Persons in addition to obtaining quotes from, or transacting with, non-Mandated Interested Persons for the purchase of pharmaceutical products as well as having more sales channels for the sale of the Group's masks and medical supplies. Given the nature of the Group's business, it is envisaged that the Mandated Transactions are likely to occur from time to time, in the ordinary course of business.

The IPT General Mandate and its subsequent renewal on an annual basis would eliminate the need to announce, or to announce and convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential Mandated Transactions with the Mandated Interested Persons arise, thereby saving substantial administrative time and costs expended in convening such meetings, without compromising the corporate objectives of the EAR Group and adversely affecting the business opportunities available to the EAR Group.

In accordance with the requirements of Chapter 9 of the Catalist Rules, the Company will (a) disclose in its annual report the aggregate value of transactions conducted with the Mandated Interested Persons pursuant to the IPT General Mandate during the financial year (as well as in the annual reports for subsequent financial years that the IPT General Mandate continues to be in force); and (b) announce the aggregate value of transactions conducted with the Mandated Interested Persons pursuant to the IPT General Mandate for the financial periods that the Company is required to report on pursuant to Rule 705 of the Catalist Rules within the time required for the announcement of such report.

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2.5.6 Review Procedures for Mandated Transactions with Mandated Interested Persons

To ensure that Mandated Transactions with the Mandated Interested Persons are undertaken (a) at arm's length basis and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable to the Mandated Interested Persons than those extended by the Group to unrelated third-parties or not less favourable to the Group than those extended by unrelated third-parties to the Group; or (b) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Company and its minority Shareholders, the Group will adopt the following procedures for the review and approval of Mandated Transactions under the IPT General Mandate:

- (a) The following procedures will be adopted for the purchase of pharmaceutical products by the EAR Group from the Mandated Interested Persons:
 - (i) Before any purchase of pharmaceutical products from any Mandated Interested Person, quotations from at least two (2) unrelated third-party suppliers for the same or similar types of pharmaceutical products will be obtained for comparison wherever appropriate and practicable ("**Comparable Quotes**"). In general, the Group will only purchase pharmaceutical products from the Mandated Interested Person if the Group is satisfied that the purchase price of such pharmaceutical products to be paid by the EAR Group to the Mandated Interested Person is not higher than the most competitive quote of the Comparable Quotes, after taking into account relevant factors such as the track record of the suppliers, the availability and delivery schedule, the relevant certification (if applicable, in particular for new pharmaceutical products), expiry dates and any other relevant factors.
 - (ii) In the event that two (2) Comparable Quotes are not available (for instance, there are no unrelated third-party suppliers of similar products, or only one (1) Comparable Quote was obtained, or if the product is a proprietary item distributed only by the Mandated Interested Person), the Group will request for two (2) recent transaction documents from the Mandated Interested Person for the sale of the same or substantially similar products by the Mandated Interested Person to its unrelated third-party customers, as the basis for comparison to determine whether the prices and terms offered by the Mandated Interested Person are on normal commercial terms and not less favourable to the EAR Group as compared to those offered by the Mandated Interested Person to its unrelated third-party customers.
 - (iii) In the event that the Mandated Interested Person is unable to share the relevant transaction documents with the Group for the above comparison purposes, the Chief Executive Officer or the Chief Financial Officer or, in the event the Chief Executive Officer and the Chief Financial Officer have an interest in the Mandated Transaction(s) or are nominees of the Mandated Interested Person, an officer of similar or equivalent rank (who must have no interest, direct or indirect, in the transaction) will determine whether the prices and terms offered by the Mandated Interested Person

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are in accordance with the Group's usual business practices and pricing policies or industry norms, on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders after taking into account factors such as the historical rates or prices paid by the Group for the same or substantially similar products, credit terms, strategic purposes of the transaction and any other relevant factors. The Chief Executive Officer, the Chief Financial Officer and/or other officer of similar or equivalent rank may, if they deem fit, request for any additional information pertaining to the transaction under review from independent sources, advisers or valuers, or require additional review by the Group's internal auditors in respect of the Mandated Transactions.

- (b) The following procedures will be adopted for the sale of masks and medical supplies by the EAR Group to the Mandated Interested Persons:
 - (i) Before any sale of masks and/or medical supplies by the EAR Group to the Mandated Interested Person, the Group will compare the quotation to be given to the Mandated Interested Person with at least two (2) recent successful sales of the same masks and/or medical supplies by the EAR Group to its unrelated third-party customers ("**Comparable Sales**"). In general, the Group will only transact with the Mandated Interested Person if the Group is satisfied that the selling price of such masks and/or medical supplies by the EAR Group to the Mandated Interested Person is not lower than the most competitive selling price of the Comparable Sales after taking into account relevant factors such as the credit terms granted for the sale, freight charges, the volume of sale and any other relevant factors.
 - (ii) In the event that Comparable Sales are not available (for instance, when the Mandated Interested Person requests for customised packaging for sale in their territories), the Chief Executive Officer or the Chief Financial Officer or, in the event the Chief Executive Officer and the Chief Financial Officer have an interest in the Mandated Transaction(s) or are nominees of the Mandated Interested Person, an officer of similar or equivalent rank (who must have no interest, direct or indirect, in the transaction) will determine whether the prices and terms offered to the Mandated Interested Person are in accordance with the Group's usual business practices and pricing policies or industry norms, on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders after taking into account factors such as the gross profit as well as the gross profit margin to be generated by the Group from the sale such that the Group's gross profit margin will not be adversely affected by the sale. The Chief Executive Officer, the Chief Financial Officer and/or other officer of similar or equivalent rank may, if they deem fit, request for any additional information pertaining to the transaction under review from independent sources, advisers or valuers, or require additional review by the Group's internal auditors in respect of the Mandated Transactions.

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- (c) The following approval thresholds will apply to the Mandated Transactions generally:
- (i) All Mandated Transactions will be subject to review and prior approval by the Chief Executive Officer or the Chief Financial Officer or, in the event the Chief Executive Officer and the Chief Financial Officer have an interest in the Mandated Transaction(s) or are nominees of the Mandated Interested Person, an officer of similar or equivalent rank (who must have no interest, direct or indirect, in the transaction).
 - (ii) In respect of the purchase of pharmaceutical products by the EAR Group from the Mandated Interested Persons, where the value of such Mandated Transactions (either individually or cumulative during the same financial year) is equal to or exceeding 3.0% of the value of the Group's latest audited NTA, such Mandated Transaction(s) will be subject to the review and prior approval of the Audit Committee.
 - (iii) In respect of sale of masks and/or medical supplies by the EAR Group to the Mandated Interested Persons, where the value of such Mandated Transactions (either individually or cumulatively during the same financial year) is equal to or exceeding 3.0% of the value of the Group's latest audited NTA, such Mandated Transaction(s) will be subject to the review and prior approval of the Audit Committee.
 - (iv) For the avoidance of doubt, Mandated Transactions which have already been reviewed and approved by the Audit Committee will not be included in such calculations.
 - (v) In the event that a member of the Audit Committee has an interest in the Mandated Transaction(s), or is a nominee for the time being of any of the Mandated Interested Persons (or its associates), or if he/she also serves as a director on the board of directors of any of the Mandated Interested Persons, he/she shall abstain from participating in the review and approval process of the Audit Committee in relation to such Mandated Transaction.

Any transaction to be entered into under the IPT General Mandate shall only be approved by the above approving authority if the transaction is carried out at arm's length and on normal commercial terms, in accordance with the methods and procedures outlined in Section 2.5.6(a) and Section 2.5.6(b) of this Appendix, and the basis on which the transactions are entered into are properly documented in the IPT Register, accompanied with supporting documents. For the purposes of Section 2.5.6(a)(i) and Section 2.5.6(a)(ii) above, the value of a transaction shall be determined based on the full contract value at the time of entry into the transaction.

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2.5.7 Additional Guidelines and Review Procedures

In addition to the guidelines and review procedures set out above, the Group will implement the following additional guidelines to ensure that the Mandated Transactions carried out under the IPT General Mandate are undertaken at arms' length basis and on normal commercial terms:

- (a) The Company will maintain a register of interested persons and their associates (which is to be updated immediately if there are any changes) to enable identification of interested persons. The list of interested persons shall be reviewed on a semi-annual basis by the Chief Financial Officer and subject to such verifications or declarations as required by the Audit Committee for such period as determined by them. This list of interested persons shall be disseminated to any staff of the Group that the Group's finance team considers relevant for the purposes of entering into transactions that fall under the IPT General Mandate.
- (b) The Company will maintain a register of all interested person transactions (including the Mandated Transactions) carried out with interested persons (including with the Mandated Interested Persons) (including the bases on which the interested person transactions are entered into, amount, nature, material terms and conditions and supporting evidence and quotations obtained to support such bases) (the "**IPT Register**") by the Group's finance team, which shall be reviewed by the Chief Financial Officer on a monthly basis. The IPT Register will also record any interested person transactions that are below S\$100,000 in value, although such transactions are not required to be aggregated under Chapter 9 of the Catalist Rules.
- (c) The Audit Committee will review all Mandated Transactions (except where Mandated Transactions are required under the methods and procedures of the IPT General Mandate to be approved by the Audit Committee prior to the entry thereof) at least on a semi-annual basis, or such other frequency as deemed necessary, to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee shall, when it deems fit, request for any additional information pertaining to the transaction under review from independent sources, advisers or valuers, or require additional review by the Group's internal auditors in respect of the Mandated Transactions.
- (d) The annual internal audit plan will incorporate a review of the Mandated Transactions entered into, pursuant to the IPT General Mandate to ensure that the methods and procedures in respect of the Mandated Transactions have been adhered to. The Group's internal auditors will report to the Audit Committee annually and highlight any discrepancies or significant variances from the established methods and procedures for the Mandated Transactions to the Audit Committee.

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- (e) The Audit Committee will also review, at least on a semi-annual basis, or such other frequency as deemed necessary, such methods and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Persons are conducted at arm's length and on normal commercial terms. If, during any of the reviews by the Audit Committee, the Audit Committee is of the view that the methods and procedures for Mandated Transactions have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Persons are conducted, it will, in consultation with the Board, take such actions as it deems proper in respect of such methods and procedures and/or modify or implement such methods and procedures as may be necessary to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and the Company will revert to Shareholders for a fresh general mandate based on new methods and procedures so that the Mandated Transactions will be carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. In the interim, the Audit Committee will review every Mandated Transaction pending the grant of the fresh mandate, which will be in accordance with the requirements of the relevant provisions of Chapter 9 and/or other applicable provisions of the Catalist Rules (as may be amended, modified or supplemented from time to time).

- (f) The Board will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Catalist Rules (in particular, Chapter 9 thereof) and relevant accounting standards, are complied with. The Company will also endeavour to comply with the recommendations set out in the Code of Corporate Governance.

The additional guidelines and review procedures for the Mandated Transactions above remain the same as those disclosed in the Offer Document.

2.5.8 Review of Non-Mandated Interested Person Transactions and Review by the Audit Committee

All other existing and future interested person transactions not subject to the IPT General Mandate will be reviewed and approved in accordance with the threshold limits as set out under Chapter 9 of the Catalist Rules, to ensure that they are carried out on normal commercial terms and arm's length basis, and are not prejudicial to the interests of the Company and its minority Shareholders. In the event that such interested person transactions require the approval of the Board and the Audit Committee, the relevant information will be submitted to the Board and the Audit Committee for review. In the event that such interested person transactions require the approval of the Shareholders, additional information may be required to be presented to Shareholders and an independent financial adviser may be appointed for an opinion.

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In the review of all future interested person transactions not subject to the IPT General Mandate, the following procedures will be applied:

- (a) In relation to any purchase of products or procurement of services by the Group from any interested persons, the Group will obtain or procure additional quotations from at least two (2) unrelated third-party suppliers in respect of the same or substantially the same type of product or service to be used as comparison wherever possible. The purchase price or procurement fee shall not be less favourable than the most competitive price of the two (2) comparative prices from unrelated third-party suppliers.
- (b) In relation to any sale of products or provision of services by the Group to interested persons, the Group will compare the price or fee quoted to the interested person with at least two (2) recent completed transactions of the same or substantially the same nature entered by the Group with unrelated third-party customers wherever possible. The price or fee for the sale of products or the provision of services shall not be more favourable to the interested persons than those charged by the Group for the recently completed transactions with unrelated third-party customers.
- (c) When renting properties from or to an interested person, the Audit Committee shall take appropriate steps to ensure that such rent is commensurate with the prevailing market rates, including obtaining an independent valuation report by a property valuer and/or making relevant enquiries with landlords of similar properties (where available). The rent payable shall be based on the most competitive market rental rate of similar properties in terms of size and location, based on the results of the relevant enquiries.
- (d) In the event that it is not possible for appropriate information (for comparative purposes) to be obtained and given that the products or services may be purchased only from an interested person, the Audit Committee will determine whether the price, fees and/or the other terms offered by or to the interested persons are in accordance with usual business practices and pricing policies and consistent with the usual margins and/or terms to be obtained for the same or substantially similar types of transactions to determine whether the relevant transaction is undertaken on an arm's length basis and on commercial terms.
- (e) The following thresholds also apply:
 - (i) transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding S\$100,000 in value but below 3.0% of the value of the Group's latest audited NTA will be subject to review by the Audit Committee at least on a semi-annual basis, or such other frequency as deemed necessary;

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- (ii) transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding 3.0% but below 5.0% of the value of the Group's latest audited NTA will be subject to the review and prior approval of the Audit Committee. Such approval shall only be given if the transactions are on an arm's length basis and on normal commercial terms and are consistent with similar types of transactions made with non-interested parties; transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding 5.0% of the value of the Group's latest audited NTA will be reviewed and approved by the Audit Committee and the independent Shareholders, prior to the carrying out of such transactions; and
- (iii) in the review of such interested person transactions, the Audit Committee may, as it deems fit, request advice on the transaction from independent sources or advisers, including the obtaining of valuations from independent professional valuers.

The IPT Register will be maintained to record all interested person transactions (including the bases on which they are entered into, amount, nature, material terms and conditions and supporting evidence and quotations obtained to support such bases). The Audit Committee will review all interested person transactions (other than those already pre-approved by the Audit Committee or the independent Shareholders) at least on a semi-annual basis, or such other frequency as deemed necessary, to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee may request for any additional information pertaining to the transaction under review from independent sources, advisers or valuers as it deems fit.

In addition, the Board will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Catalist Rules (in particular, Chapter 9 thereof) and relevant accounting standards, are complied with. The Company will also endeavour to comply with the recommendations set out in the Code of Corporate Governance.

The annual internal audit plan will incorporate a review of all interested person transactions entered into. The Audit Committee will review internal audit reports to ascertain that the guidelines and procedures established to monitor interested person transactions have been complied with. In addition, the Audit Committee will also review at least on a semi-annual basis, or such other frequency as deemed necessary, such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the Group and its interested persons are conducted on arm's length commercial terms. In the event that a member of the Audit Committee is interested in any interested person transaction, he/she will abstain from reviewing that particular transaction.

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The Company will also disclose the aggregate value of interested person transactions conducted during the current financial year in the annual report, including the name of the interested person, nature of relationship and the corresponding aggregate value of the interested person transactions entered into with the same interested person.

The review procedures for all other existing and future interested person transactions not subject to the IPT General Mandate remain the same as those disclosed in the Offer Document.

3. DIRECTORS' RECOMMENDATIONS

Mr. Prashanth Palepu, a Non-Executive Director of the Company, together with his immediate family, namely Mr. Srinivasa Gopal Palepu and Mr. Pranay Palepu, hold the entire issued share capital of Pleasant Exports. Additionally, Mr. Prashanth Palepu is the chief operating officer of Palepu Pharma. Accordingly, Mr. Prashanth Palepu will abstain from making any recommendation to Shareholders on the proposed renewal of the IPT General Mandate in his capacity as a Director.

The Non-Interested Directors, having considered, *inter alia*, the scope, procedures, rationale and benefits of the IPT General Mandate, are of the opinion that the proposed renewal of the IPT General Mandate is in the best interests of the Company and its Shareholders. Accordingly, the Non-Interested Directors recommend that the Shareholders **VOTE IN FAVOUR** of Ordinary Resolution 11 in relation to the proposed renewal of the IPT General Mandate.

The Chairman of the AGM will accept appointment as proxy for any Shareholder to vote in respect of Ordinary Resolution 11 relating to the proposed renewal of the IPT General Mandate where such Shareholder has given specific instructions in a validly completed and submitted Proxy Form as to voting, or abstentions from voting, in respect of such ordinary resolution.

4. ANNUAL GENERAL MEETING

4.1 Date and Time of the AGM

The AGM will be held at Singapore Recreation Club, Connaught Drive, B, Singapore 179682 on 31 October 2023 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolutions set out in the Notice of AGM dated 13 October 2023 which is attached to the Annual Report.

4.2 When Depositor Regarded as Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the AGM.

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5. ABSTENTION FROM VOTING

Mr. Prashanth Palepu, Mr. Pranay Palepu and Mr. Srinivasa Gopal Palepu hold 25.0%, 25.0% and 50.0% of the issued and paid-up share capital of Plutus Star Holding Pte. Ltd., respectively. Accordingly, in accordance with Rule 920(1)(b)(viii) of the Catalist Rules, Plutus Star Holding Pte. Ltd. will abstain, and has undertaken to ensure that it and associates will abstain, from voting at the AGM in respect of Ordinary Resolution 11 relating to the proposed renewal of the IPT General Mandate, and that its associates will not accept appointments as proxies in relation to the Proposed Resolution unless specific instructions as to voting are given. The Company will disregard any votes cast on a resolution by the persons required to abstain from voting.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT General Mandate, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

7. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies thereof may be inspected at the registered office of the Company at 2 Corporation Rd #03-04/05, Singapore 618494 during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (a) the Annual Report; and
- (b) the Constitution.

The Annual Report may also be accessed on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> and is also available on the Company's website at the following URL: <https://pasturegroup.com/>.

Yours faithfully

By order of the Board of Directors of
PASTURE HOLDINGS LTD.

Hon Wei Ling
Company Secretary
13 October 2023

PASTURE HOLDINGS LTD.

(Company Registration No.: 201731601W)
(Incorporated in the Republic of Singapore)

PROXY FORM

ANNUAL GENERAL MEETING

Important:

- For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Pasture Holdings Ltd. (the "Company"), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 October 2023.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies).

I/We _____ (Name) NRIC/Passport No _____

of _____ (Address)

being a member(s) of Pasture Holdings Ltd. (the "Company"), hereby appoint: -

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

and/or (delete as appropriate)

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

or failing whom, the Chairman of the Annual General Meeting of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company to be held at **Singapore Recreation Club, Connaught Dr, B, Singapore 179682 on Tuesday, 31 October 2023 at 10.30 a.m.** and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for, against or abstain the Resolutions proposed at the Annual General Meeting as indicated hereunder.

If no specific direction as to voting is given or in the event of any other matter arising at the Annual General Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. All resolutions put to the vote at the Annual General Meeting shall be decided by way of poll.

(If you wish to exercise all your votes "For", "Against" or "Abstain", please tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.)

No.	Ordinary Resolutions	For	Against	Abstain
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Directors' Statement and Independent Auditors' Report thereon.			
2.	Approval of the payment of Directors' fees of S\$28,173.90 for the financial year ended 30 June 2023.			
3.	Approval of the payment of Directors' fees of S\$108,000.00 for the financial year ending 30 June 2024, to be paid half-yearly in arrears.			
4.	Re-election of Mr Soong Chin Kum Jonathan Lloyd pursuant to Regulation 111 of the Company's Constitution.			
5.	Re-election of Mr Lim Jit Soon pursuant to Regulation 115 of the Company's Constitution.			
6.	Re-election of Ms Teo Kwee Yee pursuant to Regulation 115 of the Company's Constitution.			
7.	Re-election of Ms Low Su-Shing pursuant to Regulation 115 of the Company's Constitution.			
8.	Re-appointment of Messrs RSM Chio Lim LLP as auditors of the Company.			
Special Business				
9.	Authority to allot and issue shares and convertible securities.			
10.	Authority to issue shares under Pasture Share Performance Plan.			
11.	Renewal of the IPT General Mandate			

Dated this _____ day _____ 2023

Total Number of Shares Held

Signature(s) of Member(s) or
Common Seal of Corporate Member

* Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:-

1. A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
2. A proxy need not to be a member of the Company.
3. Please insert the total number of shares of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
4. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote at his discretion.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. 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 of proxy.
6. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either: -
 - (a) if submitted by post, be lodged with the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, # 11-02 Singapore 068898; or
 - (b) if submitted electronically, be submitted via contact@pasturegroup.com.

in either case, **by 10.30 a.m. on 28 October 2023**, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
7. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
8. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
9. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.
10. “Relevant intermediary” means:
 11. a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 12. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 13. the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
 14. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“CPF Investors”) and/or Supplementary Retirement Scheme (“SRS Investors”) should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
 15. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 October 2023.



PASTURE HOLDINGS LTD.

(COMPANY REGISTRATION NO.: 201731601W)
(INCORPORATED IN THE REPUBLIC OF SINGAPORE ON 3 NOVEMBER 2017)

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