AnAn International Limited

安安国际有限公司

ANNUAL REPORT 2024

CONTENTS

CORPORATE PROFILE

AnAn International Limited ("AnAn International" or the "Company") is a company listed on the Main Board of the Singapore Exchange (stock code: Y35).

AnAn International is primarily engaged in investment holding in the energy industry. AnAn International and its subsidiaries (the "**Group**") are staying focused on investment holding in oil distribution business in France and Spain, as well as the oil storage and transportation business in China.

In addition to focusing and monitoring on the core business in oil distribution, AnAn International continues to explore potential business opportunities with high potential value and the ability to deliver good investment returns, using a conservative risk management approach. AnAn International strives to strengthen the Group's earnings base and generate value for its stakeholders.

CHAIRMAN'S STATEMENT

Dear Valued Shareholders,

On behalf of the Board of Directors (the "**Board**") of AnAn International Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), I am pleased to present to you our Annual Report 2024 for the financial year ended 31 December 2024 ("**FY2024**").

Operational and Financial Review

The Group remained focused on its core business while adapting to an evolving market landscape. Revenue for FY2024 declined by 4% to US$2.48 billion, compared to US$2.57 billion in FY2023, mainly due to lower sales volumes from softer customer demand. While 4th quarter of 2024 saw a 13% quarter-on-quarter revenue increase due to seasonal factors, overall market conditions remained highly competitive.

As a result, gross profit declined by 12% to US$100.70 million in FY2024, while gross profit margin fell from 4.5% in FY2023 to 4.1% in FY2024, reflecting intensified competition in the fuel distribution sector. Consequently, the Group recorded a net loss of US$1.98 million in FY2024, compared to a net profit of US$12.56 million in FY2023.

Despite these challenges, Dyneff continued to execute its strategic transformation plan, reinforcing its market position while expanding into energy-related services. The Group remains committed to its long-term vision of evolving from a traditional fuel distributor into a diversified energy solutions provider.

Driving Business Integration and Synergies

A key focus in FY2024 was the integration and optimization of businesses acquired in recent years. While maintaining our core fuel distribution business, we actively explored new growth areas, particularly in renewable energy, heating, ventilation, and air-conditioning ("**HVAC**"), and energy transition solutions to meet evolving customer needs.

As part of our strategic expansion, the Group, through Dyneff, acquired 100% equity interest in CPA, a wholesale distribution company. This acquisition reinforces our geographical footprint and strengthens our market presence in key regions.

Looking ahead, the Group aims to streamline operations across its acquisitions, unlocking synergies, enhancing operational efficiencies, and driving cost optimization. By fully integrating these businesses, we seek to strengthen our earnings base and create new revenue opportunities. In parallel, we continue to evaluate strategic investments that align with our long-term growth vision, ensuring a prudent and risk-conscious approach to business expansion.

Looking Ahead

The Group conducts an annual strategic review to refine its business model, operational efficiencies, and cost structure. As we navigate a dynamic macroeconomic environment, moderate economic growth in Europe in 2025 is expected to support Dyneff's fuel distribution business. However, external factors such as energy market fluctuations and global economic conditions will continue to shape our business outlook.

We remain committed to navigating these challenges with diligence, pragmatism, and strategic foresight. Our key priorities for the coming year include enhancing our operational resilience and cost optimization, strengthening our earnings base, and exploring strategic business opportunities to drive long-term value.

Commitment to Shareholders

On behalf of the Board, I extend my sincere appreciation to our shareholders, business partners, and employees for your unwavering trust and support. While challenges persist, we remain focused on preserving shareholder value and positioning AnAn International for sustainable growth.

We seek your continued support as we move forward, and we remain committed to delivering long-term value for all stakeholders.

Zang Jian Jun
Executive Chairman

BOARD OF DIRECTORS

Mr. Zang Jian Jun

Mr. Zang Jian Jun ("**Mr. Zang**") was appointed to the Board as Executive Director on 4 January 2012. Mr. Zang was further appointed as Chief Executive Officer on 3 December 2012 (he stepped down as Chief Executive Officer on 17 February 2015) and to the Board as Executive Chairman on 2 December 2013. Mr. Zang has over 20 years of experience in the petrochemical industry and has a very extensive network. From November 2009 to March 2011, Mr. Zang was the General Manager of CEFC Beijing International Energy Co.,Ltd, in charge of establishing corporate strategy and general operating strategy. From June 1999 to July 2006, Mr. Zang was the Executive Vice General Manager in Hebei Grand Port Chemical Limited Corporation. At the same time, he was also the International Trading Manager responsible for the company's importing projects which involved both the upstream and downstream sectors. From October 1996 to May 1999, he was the International Trading Manager in Hebei Ideal Group Corporation. From June 1995 to September 1996, Mr. Zang was the Business Manager in Hebei Baoding International Trading Company.

Mr. Siow Hung Jui

Mr. Siow Hung Jui ("**Mr. Siow**") was appointed to the Board as an Independent Director on 17 February 2022. He serves as the Chairman of the Audit Committee and is a member of the Nominating Committee and the Remuneration Committee. On 1 July 2024, he was re-designated as the Lead Independent Director. Mr. Siow is a veteran banker with more than 25 years' experience. He has extensive knowledge of the commodities markets and maintains strong industry connections with traders, producers, shipping companies, tank operators and financial institutions. Mr. Siow left the banking industry in 2019, with his last position being Head of Commodity Trade Finance Asia at Societe Generale. Since then, he has been active in the oil trading business. He is currently a Director at SFI Energy Pte Ltd. SFI Energy is a shipping logistics provider and trader of oil products. Mr. Siow graduated from the University of Bradford in 1999 with a Bachelor of Commerce (Business and Management Studies).

Mr. Alila Amyma Av

Mr. Alila Amyma Av ("**Mr. Alila**") was appointed to the Board as Independent Director on 1 August 2023 and serves as Chairman of Remuneration Committee and a member of Nominating Committee and Audit Committee. Mr. Alila has approximately 42 years of experience in the real estate industry, with extensive knowledge of investments in real estate development, industrial park infrastructure construction, cutting-edge technology for electronics, financial securities and shipping industries. He is currently the Founder and Chairman at Alila Holding International Group Pte Ltd. Mr. Alila graduated with an EMBA degree.

Mr. Wang Yanjun

Mr. Wang Yanjun ("**Mr. Wang**") was appointed to the Board as an Independent Director on 1 April 2024 and serves as Chairman of Nominating Committee and a member of Remuneration Committee and Audit Committee. Mr. Wang has more than 40 years of experience in the petrochemical industry and possesses extensive knowledge in petroleum refining, oil depot operations, international trade and corporate governance. He served as the Executive Director and Chief Executive Officer of China Aviation Oil (Singapore) Corporation Ltd from 2018 to 2022. Mr. Wang graduated from Huazhong University of Science and Technology, China, with a Doctor of Business Administration degree and is a Qualified Senior Engineer in China.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Zang Jian Jun
(Executive Director / Executive Chairman)
(appointed on 4 January 2012)

Mr. Siow Hung Jui
(Lead Independent Director)
(re-designated on 1 July 2024)

Mr. Alila Amyma Av
(Independent Director)
(appointed on 1 August 2023)

Mr. Wang Yanjun
(Independent Director)
(appointed on1 April 2024)

AUDIT COMMITTEE

Mr. Siow Hung Jui (Chairman)
Mr. Alila Amyma Av
Mr. Wang Yanjun

REMUNERATION COMMITTEE

Mr. Alila Amyma Av (Chairman)
Mr. Siow Hung Jui
Mr. Wang Yanjun

NOMINATING COMMITTEE

Mr. Wang Yanjun (Chairman)
Mr. Siow Hung Jui
Mr. Alila Amyma Av

COMPANY SECRETARIES

Ms. Kong Wei Fung
(ACS, ACG)
(appointed with effect from 14 October 2024)
Ms. Cheok Hui Yee
(ACS, ACG)
(appointed with effect from 14 October 2024)

BERMUDA RESIDENT REPRESENTATIVE AND SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street,
Hamilton HM11,
Bermuda

REGISTERED OFFICE

Clarendon House, 2 Church Street,
Hamilton HM11,
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10 Anson Road,
#17-12 International Plaza,
Singapore 079903
Tel: (65) 6223 1471

SINGAPORE SHARE TRANSFER AGENT

B.A.C.S. Private Limited
77 Robinson Road,
#06-03 Robinson 77,
Singapore 068896
Tel: (65) 6593 4848

AUDITOR

RT LLP
(appointed with effect from 12 October 2021)
70 Shenton Way,
#07-15 Eon Shenton,
Singapore 079118

Partner-in-charge:
Ms. Heng Sot Leng
(since financial year ended 31 December 2024)

The Board of Directors ("**Board**") and the Management ("**Management**") of AnAn International Limited ("**Company**"), and together with its subsidiaries (collectively, the "**Group**") are committed to ensuring the highest standard of corporate governance practices in place which are in line with the recommendations of the Code of Corporate Governance 2018 ("**Code**").

The Board and the Management views compliance with high standards of corporate governance and transparency as a fundamental part of discharging its responsibilities to act in the best interests of the Company and to protect and enhance long-term value for its shareholders.

This report outlines the corporate governance practices and processes with specific reference made to the principle and provisions as set out in the Code that were in place for the financial year ended 31 December 2024 ("**FY2024**"). The Company has complied substantially with the requirements of the Code and will continue to review its practices on an ongoing basis and it has provided an explanation for any deviation from the Code, where applicable.

BOARD MATTERS

The Board's Conduct of Affairs

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

The primary function of the Board is to protect and enhance the long-term value and returns for its shareholders. It strives to achieve this by providing leadership and guidance to the Management to develop and drive business directions and goals. Apart from its statutory responsibilities, the principal functions of the Board include but are not limited to the following:

a) providing entrepreneurial leadership;

b) setting and approving policies and strategies of the Group;

c) establishing goals for the Management, monitoring the achievement of these goals and reviewing the Management's performance;

d) reviewing the remuneration packages of the Directors and key executives;

e) reviewing and approving the financial performance of the Group including its quarterly and full year financial results announcements;

f) reviewing the adequacy and effectiveness of the Company's risk management, internal controls and the financial information reporting systems;

g) approving the nomination of Directors and appointments to the Board and/or the Board Committees (i.e., the Audit Committee ("**AC**"), the Nominating Committee ("**NC**"), and the Remuneration Committee ("**RC**") (collectively, "**Board Committees**");

h) authorising major transactions such as fund-raising exercises and material acquisitions;

i) setting the Company's values and standards, and ensuring that obligations to shareholders and others are understood and met;

j) assuming responsibility for corporate governance of the Group; and

k) establishing a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets.

The Executive Director together with the Management oversees and manage the business and daily operation and administration of the Company and the Group in accordance with the objectives, strategies and policies set by the Board. However, meetings of the Board are still held and/or resolutions in writing of the Board are circulated for matters which require the Board's approval, including, but are not limited to the following:

a) review of the annual budget and the performance of the Group;

b) review of the key activities and business strategies;

c) approval of the corporate strategy and direction of the Group;

d) approval of transactions involving a conflict of interest for a substantial shareholder or a Director or interested person transactions;

e) material acquisitions and disposals;

f) corporate or financial restructuring and share issuances;

g) declaration of dividends and other returns to Shareholders; and

h) appointments of new Directors or key personnel.

Each of the Director possess the right core competency and diversity of experience which enable them to effectively contribute to the Group. All the Directors exercise due diligence and independent judgement, diversified knowledge and experience to bear on issues of strategy, performance, resource and standards of conduct and are fiduciaries obliged to act in good faith and to take objective decisions in the best interest of the Group and hold the Management accountable for performance. The Directors facing conflicts of interest would recuse themselves from discussions and decisions involving the issues of conflict. The Directors would abstain from voting and decision involving the conflict-related matters.

A formal document setting out the following guidelines has been adopted by the Board:

a) the matters reserved for the Board's decision; and

b) clear directions to Management on matters that must be approved by the Board.

Board Processes

To assist in the execution of its responsibilities and to facilitate effective management, the Board has established the Board Committees. The effectiveness of each Board Committee is constantly monitored. All the Board Committees are actively engaged and played an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the Board Committees are reviewed on a regular basis, along with the committee structures and membership, to ensure their continued relevance, taking into consideration the changes in the corporate governance and legal environment. The Board accepts that while these Board Committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lie with the entire Board. The Board has also established a framework for the Management of the Group including a system of internal control.

As of the date of this report, there has been a change to the composition of the Board Committees of the Company. A summary of the changes to the composition of the Board Committees are as set out below:

Name of Director	Date of Appointment	Date of Cessation	Audit Committee	Nominating Committee	Remuneration Committee
Siow Hung Jui	17 February 2022	N/A	Chairman	Member	Member
Alila Amyma Av	1 August 2023	N/A	Member	Member	Chairman
Wang Yanjun	1 April 2024	N/A	Member	Chairman	Member

The Board is committed to hold regular meetings to review the Company's operations and as and when required, it will not hesitate to hold additional meetings to address any specific significant matters that may arise. Formal Board meetings are held at least four times a year to, among others, approve the quarterly and full year results announcements and to oversee the business affairs of the Group. The schedule of all the Board and Board Committees meetings for a calendar year is usually given to all the Directors well in advance in accordance with the terms of reference. The Board is free to seek clarification and information from Management on all matters within their purview. Details of the number of meetings held during FY2024 are also set out below for your reference.

The agenda for all meetings of the Board and Board Committees were prepared in consultation with the Board.

Standing items include the management report, financial reports, strategic matters, governance, business risk issues and compliance. Executives were from time to time invited to attend the Board meeting to provide updates on operational matters. Further to the above, the Board also discussed matters relating to the Company in informal settings and written resolutions were also circulated amongst the Board members to decide appropriate actions to be taken in relation to the Company's operations.

The Bye-laws of the Company allows the Directors to participate in meetings of the Board and/or Board Committees by telephone conference or by means of similar communication equipment whereby all persons participating in the meetings are able to communicate as a group, without requiring the Directors' physical presence at the meetings.

The Board and Board Committees also circulate written resolutions to its members to regulate the business operations of the Company. The Board also conducts an annual review of its processes to ensure that it is able to carry out its functions in the most effective manner.

Board and Board Committees Meetings held in FY2024

The number of meetings held by the Board and Board Committees and attendance during FY2024 are as follows:

	Board	Audit Committee	Nominating Committee	Remuneration Committee
No. of meeting held	**4**	**7**	**1**	**1**
Name of Directors	**Attended**	**Attended**	**Attended**	**Attended**
Zang Jian Jun	4	–	–	–
Siow Hung Jui	4	7	1	1
Alila Amyma Av	2	5	–	–
Wang Yanjun(1)	3	5	–	–
Toh Hock Ghim(2)	1	2	1	1

Notes:

(1) Mr. Wang Yanjun ("**Mr. Wang**") was appointed as the Independent Director of the Company with effect from 1 April 2024.

(2) Mr. Toh Hock Ghim ("**Mr. Toh**") resigned as the Independent Director of the Company with effect from 1 April 2024.

Matters Requiring Board Approval

The Board's approval is required for matters such as:

a) all announcements of the Group released via the SGXNet, in particular the Group's quarterly and annual financial results;

b) the corporate strategy and direction of the Group, including major corporate policies on key areas of operations;

c) interested person transactions;

d) material acquisitions and disposals;

e) corporate and financial restructuring, including mergers and joint ventures;

f) major investments;

g) declaration of interim dividends and proposal of final dividends;

h) appointments of new Directors and senior management; and

i) all other matters are delegated to the Board Committees whose actions are reported to and monitored by the Board.

Training of Directors

All the newly appointed Directors were given an orientation to familiarise them with the Group's business and governance practices. In addition, they were each provided with a memorandum setting out the duties and obligations of a director of a listed company.

All Directors appointed to the AC were also provided with the Guidebook issued by the Audit Committee Guidance Committee. Directors are also encouraged to attend seminars and training courses to assist them in executing their obligations and responsibilities to the Company. Details of seminars and courses held by the Singapore Institute of Directors ("**SID**") and Singapore Exchange Securities Trading Limited ("**SGX-ST**") are sent to the Directors via email for their consideration. As stipulated under Rule 210(5)(a) of the Listing Rules, Director who are appointed and who have no prior experience as directors of a listed company in Singapore will have to attend the Listed Entity Director ("**LED**") courses organised by SID within one (1) year of his appointment. All the Directors of the Company have attended and completed the sustainability training courses conducted by providers that represent different constituencies in the capital markets.

Further to the above, the Directors are also provided with updates on the relevant new laws, regulations and changing commercial risks in the Group's operating environment through regular presentations and meetings or via email. Directors also have the opportunity to visit the Group's operational facilities and meet with the Management to gain a better understanding of business operations.

News releases issued by the SGX-ST which are relevant to the Directors are circulated to the Board. The Company Secretary informed the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Annually, the external auditors update the AC and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

A formal letter of appointment would be furnished to every newly-appointed Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as member of the Board.

Access to information

To enable the Board to fulfil its responsibilities, the Board members will receive from the Management with adequate and timely information for Board and Board Committees meetings on an on-going basis. The Board and Board Committees papers include financial, business and corporate matters of the Group so as to enable the Directors to be properly briefed on matters to be considered at the Board and Board Committees meetings and to make informed decisions.

Directors are given separate and independent access to the Group's Management and Company Secretary to address any enquiries. The Directors have separate and independent access to the Management and Company Secretary. Directors may seek professional advice in furtherance of their duties and the costs will be borne by the Company. The appointment and removal of the Company Secretary is subject to the approval of the Board as a whole.

The Company Secretary and/or her representative assists the Chairman and the Chairman of each Board Committees in the development of the agendas for the various Board and Board Committees meetings. They ensure good information flows within the Board and Board Committees, and between Management and Independent Directors, advising the Board on all corporate governance matters, as well as facilitating orientation and assisting with professional development as required. Minutes of all meetings are prepared by the Company Secretary and will be circulated respectively to the Board and Board Committees for their review and approval.

CORPORATE GOVERNANCE REPORT

Board Composition and Guidance

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

The Board assesses the independence of each Director in accordance with the guidance provided in the Code. As of the date of this report, the Board comprises three Independent Director and one Executive Director. The current board composition complies with Provision 2.2 and 2.3 of the Code where the Independent Directors make up a majority of the Board.

The composition of the Board during the financial year is as follows:

Name of Director	Designation	Date of Initial Appointment
Zang Jian Jun	Executive Director and Executive Chairman	4 January 2012
Siow Hung Jui[(1)]	Lead Independent Director	17 February 2022
Alila Amyma Av	Independent Director	1 August 2023
Wang Yanjun[(2)]	Independent Director	1 April 2024
Toh Hock Ghim[(3)]	Independent Director	30 December 2011

Notes:

(1) Mr. Siow Hung Jui ("**Mr. Siow**") was re-designated as the Lead Independent Director of the Company with effect from 1 July 2024.

(2) Mr. Wang was appointed as the Independent Director of the Company with effect from 1 April 2024.

(3) Mr. Toh was resigned as the Independent Director of the Company with effect from 1 April 2024.

The profile and information of the Directors are set out on page 3 of this Annual Report.

The Board has adopted a Board Diversity Policy which sets out the framework for promoting diversity on the Board of the Company in order to improve performance. This diversity includes the range of skills, business and industry experience, gender, age, ethnicity, geographic background, length of service, and other distinctive qualities of the board members. The Company recognises that effective board requires Directors to possess not only integrity, commitment, relevant experience, qualifications and skills in carrying out their duties effectively but also include diverse background towards promoting good corporate governance. The NC is of the view that the current Board and Board Committees comprise who as a group provide an appropriate balance and diversity of skills, experience and knowledge for the Board to be effective. The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. It will also continue its identification and evaluation of suitable candidates to ensure that there is diversity to the Board.

The NC will discuss annually the relevant measurable objectives for promoting and achieving diversity on the Board and make its recommendations for consideration and approval by the Board. The objectives may involve at any given time, one or more aspects of board diversity with different timelines for achievement.

Given the diverse qualifications, experience, backgrounds and profiles of the Directors, including the Independent Directors, the NC and the Board are of the view that the current Board and Board Committees as a group provides an appropriate balance and diversity of relevant skills, experience and knowledge for the Board to be effective. It also allows for informed and constructive discussion and effective decision making at the Board meetings and ensure there was no groupthink.

The Company believes that the Listing Rule 710A have been complied with and the Company will continue to maintain a satisfactory level of diversity and it is an ongoing process which may need to be updated as and when the business of the Group develops.

In general, the Board and the NC review the composition of the Board and the Board Committees regularly to ensure that they are well-constituted and comprise members of sufficient calibre and who contribute effectively to the Company. Pursuant to their review, the Board and the NC are of the view that the current size and composition of the Board are appropriate for effective decision-making, having taken into account the nature of the businesses and current scope of operations of the Group as the Directors are business leaders and professionals with industry background and/or financial backgrounds. The Board's composition also enables the Management to benefit from a diverse and objective external perspective when issues are brought before the Board for discussion. As majority of the Board comprises Independent Directors, the Company believes the Board is able to exercise independent judgment on corporate affairs and ensures that no one individual or groups of individuals dominate any decision-making process.

Further to the above, the NC reviews the independence of each of the Independent Directors annually. As part of their review process, the NC requires the Independent Directors to complete and execute declaration forms in relation to their independence. These declaration forms are drawn up based on the guidelines on the Code. The NC reviewed declaration forms executed by the Independent Directors as well as any declaration which they may make to determine their respective independence. Pursuant to its review, the NC is of the view that all the Independent Directors are independent to the Group and the Management.

For avoidance of doubt, the criterion of independence is based on the definition given in the Code and Rule 210(5)(d) of the Listing Manual of the SGX-ST. 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.

In addition, the Independent Directors exercise no management functions in the Company or any of its subsidiaries. Although all the Directors have equal responsibility for the performance of the Group, the role of the Independent Directors is particularly important in reviewing and monitoring the performance of executive management in meeting the Group's agreed goals and objectives and ensuring that the strategies proposed by the Management are fully discussed and rigorously examined taking into account the long-term interests, not only of the Shareholders, but also of employees, customers, suppliers and the many communities in which the Group conducts business. The Independent Directors also have no financial or contractual interests in the Group other than by way of their fees as set out in the Report of the Directors.

The Company co-ordinates informal meeting sessions for Independent Directors to meet on a need-basis without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, Board processes, succession planning as well as leadership development and the remuneration of the Executive Directors.

In the event that a vacancy arises under any circumstance, or where it is considered that the Board would benefit from the services of a new director with particular skills, the NC, in consultation with the Board, shall determine the selection criteria and select candidates with the appropriate expertise and experience for the position. In particular, the Board and the NC took into consideration the following factors:

a) the Board should comprise a sufficient number of directors to fulfil its responsibilities and who as a group provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge. (This number may be increased where it is felt that additional expertise is required in specific areas, or when an outstanding candidate is identified);

b) the Board should comprise a majority of non-executive directors, with at least half of the Board made up of independent non-executive directors;

c) the Board should have enough directors to serve on various committees of the Board without overburdening the Directors or making it difficult for them to fully discharge their responsibilities; and

d) the number of listed company board representations and other principal commitments of each Director when assessing whether each Director is able to adequately carry out his/her duties to the Company.

Chairman and Chief Executive Officer ("CEO")

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

There is distinct separation of responsibilities between the Chairman and the CEO to ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision-making. Mr. Zang Jian Jun ("**Mr. Zang**") is the Executive Chairman of the Company. Presently, he is subsuming the duties and responsibilities of the CEO in terms of overseeing, planning, directing, controlling the activities, as well as developing and executing the Group's strategies and business objectives. He is also the Executive Director responsible for the business direction and operational decisions of the Group, as well as the day-to-day running of the Group's business. Additionally, his role includes developing an achievable and a sustainable business model for the Group. To assist the Executive Chairman, Mr. Shu Kwan Fong ("**Mr. Shu**"), the Chief Financial Officer ("**CFO**") of the Company is responsible for the financial reporting and overall management of the finance function of the Group.

All major decisions made by the Executive Chairman are reviewed and approved by the Board.

The Executive Chairman's performance and appointment to the Board is also reviewed periodically by the NC while his remuneration packages are reviewed periodically by the RC. In addition, at least half of the Board is made up of the Independent Directors to ensure independent review of the Management's performance. As such, the Board believes that the power is not unduly concentrated in the hands of one individual nor is there any compromised accountability and independent decision-making as all major decisions and policy changes are conducted through the respective Board Committees, which are chaired by Independent Directors.

The independent Directors make up majority of the Board and is of the view that there are adequate safeguards and checks in place to ensure the objective assessment of the Group's ongoing affairs. The current structure also facilitates a decision-making process by the Board that is based on the collective decision of all Directors, without any concentration of power or influence residing in any one individual. To be compliance with Provision 3.3 of the Code, Mr. Siow was re-designated as the Lead Independent Director on 1 July 2024 to lead the Independent Directors, to provide independent view and foster constructive discussion. The Lead Independent Director serves as a principal liaison on board issues between the Independent Directors and the Chairman of the Board. During the financial year, the Lead Independent Director was available to shareholders who have concerns which contact through the normal channels of the Executive Chairman, CEO, Executive Directors or CFO have failed to resolve or for which such contact is inappropriate.

Board Membership

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

The Company has established the NC to, among other things, make recommendations to the Board, inter alia, on all Board appointments and re-appointments of Directors and oversee the Company's succession and leadership development plans.

The NC is chaired by Mr. Wang and its members include Mr. Siow and Mr. Alila Amyma Av ("**Mr. Alila**").

In accordance with the definition in the Code, the Chairman of the NC is independent and has no relationship with the Company, its related corporations, its substantial shareholders with shareholdings of 5% or more in the voting shares of the Company and its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent judgement in the best interest of the Company.

The NC is regulated by its terms of reference and its primary functions are as follows:

a) to identify candidates and review all nominations for the appointment or reappointment of members of the Board and CEO of the Group, and to determine the selection criteria therefore;

b) to ensure that all Board appointees undergo an appropriate induction programme;

c) to regularly review the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;

d) to identify gaps in the mix of skills, experience and other qualities required in an effective Board and to nominate or recommend suitable candidates to fill these gaps;

e) to decide whether a Director is able to and has been adequately carrying out his duties as director of the Company, particularly where the Director has multiple board representations;

f) to review the independence of each Director annually;

g) to decide how the Board's performance may be evaluated and propose objective performance criteria for the Board's approval; and

h) to assess the effectiveness of the Board as a whole.

The NC is also responsible for ensuring that the existing Directors contribute a blend of relevant experiences to the Board and have core competencies to effectively manage the Company. In view that some of the Directors may serve on multiple boards, the NC also performs annual evaluation to determine if such Director is able to commit to the Company effectively despite his other commitments.

As at the date of this report, the initial appointment date and the date of the last re-election of the Directors, key information of Directors, disclosure of directorships held over the preceding three years in other listed companies as well as other principal commitments of each Director are set out below:

Name of Director	Position held on the Board	Date of first appointment to the Board	Date of last re-election as Director	Directorships in other listed companies and Principal Commitments	
				Current	**Past three years**
Zang Jian Jun	Executive Director and Executive Chairman	4 January 2012	22 November 2022	–	–
Siow Hung Jui	Lead Independent Director	17 February 2022	22 November 2022	–	–
Alila Amyma Av	Independent Director	1 August 2023	28 December 2023	–	–
Wang Yanjun	Independent Director	1 April 2024	30 May 2024	–	China Aviation Oil (Singapore) Corporation Ltd

For the financial year under review, the NC is of the view that the Independent Directors of the Company are independent (as defined in the Code) and are able to exercise judgment on the corporate affairs of the Group independent of the Management.

The Code recommends that listed companies fix the maximum number of board representations on other listed companies that their directors may hold and to disclose this in their annual report. Details of other directorships and other principal commitments of the Directors can be found in the particulars of directors in this report. In determining whether each Director is able to devote sufficient time to discharge his or her duties, the NC has taken cognizance of the recommendations under the Code, but is of the view that its assessment should not be restricted to the number of board representations of each Director and their other principal commitments per se. The contributions by the Directors to and during meetings of the Board and relevant Board Committees as well as their attendance at such meeting are also holistically assessed and taken into account by the NC.

In addition, the Board did not fix the maximum number of listed company board representations and other principal commitments which any Director may hold as currently. The NC and the Board will review the requirement to determine maximum number of listed Board representations as and when it deemed fits.

After reviewing the disclosures made by the Directors as well as their performances for FY2024, the Board is of the view that the Directors have been able to devote adequate time and attention to the affairs of the Company and they have been able to fulfil their duties as directors to the Company.

In the event that the Board needs to be reconstituted, the NC is responsible for nominating suitable candidates to the Board for appointment as Director, if the nominee is able to fill up the core competencies and expertise which the existing Board lacks. The NC will seek candidates widely and beyond persons directly known to the Directors and is empowered to engage professional search firms and also give due consideration to candidates identified by any persons. In its search and nomination process for new directors, the NC will also have, at its disposal, search companies, personal contacts and recommendations, to cast its net as wide as possible for the right candidates.

For any appointment of a new director to the Board, the NC would, in consultation with the Board, evaluate and determine the selection criteria with due consideration to the mix of skills, knowledge and experience of the existing Board. The NC does so by first evaluating the existing strengths and capabilities of the Board, assess the likely future needs of the Board, assess whether this need can be fulfilled by the appointment of one person and if not, then to consult the Board with respect to the appointment of two persons, seek likely candidates widely and source resumes for review, undertake background checks on the resumes received, narrow this list of resumes to a short list and then to invite the shortlisted candidates to an interview which may include a briefing of the duties required to ensure that there are no expectation gaps. The NC will interview all potential candidates in frank and detailed meetings and make recommendations to the Board for approval.

The NC may engage consultants to undertake research on, or assess, candidates applying for new positions on the Board, or to engage such other independent experts, as it considers necessary to carry out its duties and responsibilities.

The Board will consider the potential candidates and Directors newly appointed by the Board are appointed by way of resolutions passed by the Board, following which they are subject to election by Shareholders at the next Annual General Meeting ("**AGM**") immediately following their appointment and thereafter, they are required to retire once every three years under Bye-law 86 of the Company's Bye-laws.

Re-election of Directors

The re-election of Directors is held annually and in accordance with the Bye-laws of the Company. As set out in Bye-law 86(1) of the Company's Bye-laws, each Director shall retire at least once every three years and shall be eligible for re-election at each Annual General Meeting.

The Board has delegated to the NC the functions of developing and maintaining a transparent and formal process for the appointment of new directors, making recommendations for directors who are due for retirement by rotation to seek re-election at the subsequent general meeting and determining the independent status of each director.

Each member of the NC shall abstain from voting on any resolutions and making recommendations and/or participating in any deliberations of the NC in respect of his/her re-nomination as a Director. Mr. Zang and Mr. Siow (the "**Retiring Directors**") have been nominated for re-election by rotation pursuant to Bye-law 86(1) of the Company's Bye-laws at the forthcoming AGM and have abstained themselves from the voting process on their own re-election. In this regard, the NC having considered the overall contributions and performance as well as the attendance and participation of Mr. Zang and Mr. Siow at the Board and Board Committee meetings, has recommended their re-election to the Board. Both Mr. Zang and Mr. Siow being eligible, have offered themselves for re-election at the forthcoming AGM. The Board has concurred with the NC's recommendation.

The details of the Retiring Directors seeking re-election at the AGM are set out on pages 27 to 31 of this Annual Report in compliance with Rule 720(6) of the Listing Manual of the SGX-ST.

During FY2024, there was no appointment of Alternate Director to the Board.

Board Performance

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

The Board and the NC has developed a process of evaluation for assessing the effectiveness of the Board, Board Committees and individual Directors through establishment of quantifiable performance criteria. The evaluation performance checklist is drawn up based on the guidelines provided in the Code.

Based on the recommendations of the NC, the Board has an annual performance evaluation process, carried out by the NC, to assess the effectiveness of the Board, Board Committees and each Director's contributions. This annual assessment process consists principally of evaluation by and feedback from each Director.

The NC also takes into consideration the skills and experience of each Director to ensure that the Directors appointed are able to assist the Company and the Group adequately. The assessment on the Board is both quantitative and qualitative in nature. To assess the contribution of each individual Director, the factors evaluated by the NC include but are not limited to:

a) his/her participation at the meetings of the Board;

b) his/her ability to contribute to the discussion conducted by the Board;

c) his/her ability to evaluate the Company's strength and weaknesses and make informed business decisions;

d) his/her ability to interpret the Company's financial reports and contribute to the formulation of strategies, budgets and business plans that are compatible with the Group's vision and existing business strategy;

e) his/her compliance with the policies and procedures of the Group;

f) his/her performance of specific tasks delegated to him/her;

g) his/her disclosure of any related person transactions or conflicts of interest; and

h) for Independent Directors, his/her independence from the Group and the Management.

In addition to its constant evaluation of the Board's performance, the NC also assesses annually the performances and contributions of the Director that is to be re-appointed at the AGM as well as the effectiveness of its Board Committees.

Based on the NC's review, the Board and the various Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board during FY2024. No external facilitator was used in the evaluation process.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

The RC presently comprises Mr. Alila as its Chairman and Mr. Wang and Mr. Siow as its members who are all Independent Directors, and hence in compliance with Provision 6.2 of the Code.

Notwithstanding the above, the Group may appoint individuals as new Directors and as members of the RC if they are found to be suitable after a review by the existing Board and NC.

The responsibilities of the RC include the following:

a) to attract, retain and reward well-qualified people to serve the Group by pegging remuneration and benefits at competitive rates;

b) to review Directors' fees to ensure that they are at sufficiently competitive levels;

c) to reward staff based on their merit and performance through annual merit service increments;

d) to review and advise the Board on the terms of appointment and remuneration of its members and senior management of the Group;

e) to review the terms of the employment arrangements with management so as to develop consistent group wide employment practices subject to regional differences; and

f) to recommend to the Board in consultation with the Management and the Chairman of the Board, any long-term incentive scheme.

The RC reviews and recommends to the Board for approval the fees and remuneration of all Directors (including the Executive Chairman and CEO). No Director or member of the RC is involved in deciding his own remuneration, except for providing information and documents specifically requested by the RC to assist it in its deliberations.

The RC will be provided with access to professional advice on remuneration matters, as and when necessary. The expenses of such services shall be borne by the Company. No remuneration consultants were appointed for the remuneration matters.

The RC reviews the fairness and reasonableness of the termination clauses of the service agreements of Executive Directors and key management executives to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with an aim to be fair and avoid rewarding poor performance. As part of its review, the RC shall ensure that:

a) all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind should be covered;

b) the remuneration packages should be comparable with comparable companies within the industry, shall include a performance-related element; and

c) the remuneration package of employees related to Directors or Controlling Shareholders of the Group are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

Level and Mix of Remuneration

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

The Group's remuneration policy is to provide compensation packages appropriate to attract, retain and motivate the Directors and key personnel required to run the Group successfully.

In setting remuneration packages, the RC will take into consideration the prevailing economic situation, the pay and employment conditions within the industry and in comparable companies. As part of its review, the RC will ensure that the performance related elements of remuneration form a significant part of the total remuneration package of the Executive Directors and is designed to align the Executive Directors' interests with those of Shareholders and link rewards to corporate and individual performance.

In determining the remuneration of the Independent Directors, the RC will ensure that the level of remuneration is appropriate to the level of contribution, taking into account factors such as effort and time spent and responsibilities of the Independent Directors. The RC will ensure that Independent Directors are not overcompensated to the extent that their independence may be compromised. The Board will, if necessary, consult experts on the remuneration of Independent Directors. The Board will recommend the remuneration of the Independent Directors for approval at the AGM.

Currently, the Company does not have any long-term incentive scheme in place.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

Disclosure on Remuneration

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

A breakdown of the Directors' remuneration from the Company and its subsidiaries for FY2024 is set out below:

Name of Directors	Fees (S$)	Salary (S$)	Bonus (S$)	Others (S$)	Total (S$)
Zang Jian Jun	–	685,589	38,640	–	724,229
Siow Hung Jui	50,000	–	–	–	50,000
Alila Amyma Av	50,000	–	–	–	50,000
Wang Yanjun[1]	37,568	–	–	–	37,568
Toh Hock Ghim[2]	12,432	–	–	–	12,432

Notes:

(1) Mr. Wang was appointed as the Independent Director of the Company with effect from 1 April 2024.

(2) Mr. Toh was resigned as the Independent Director of the Company with effect from 1 April 2024.

Details of remuneration paid to the key management personnel (who are not Directors or the CEO) which identified for the FY2024 are set out below:

Remuneration Band and Name of Key Management Personnel	Fees (%)	Salary (%)	Bonus (%)	Others (%)	Total (%)
Below S$250,000					
Shu Kwan Fong	–	75	13	12	100

Due to the size of the Company, the Company did not have any other key management personnel in FY2024 save for Mr. Zang and Mr. Shu. In view of the confidentiality and sensitivity attached to remuneration matters, the details of remuneration paid to the key management personnel (who are not Directors or the CEO) for the services are set out above in bands of S$250,000 without aggregate of total remuneration paid to the key management personnel.

For FY2024, there were no terminations, retirement or post-employment benefits granted to Directors and relevant key management personnel other than the standard contractual notice period and termination payment in lieu of service.

The Board is of the view that given the sensitive and confidential nature of employees' remuneration, detailed disclosure on the key management personnel is not in the best interests of the Company and the Group. Such disclosure would disadvantage the Group in relation to its competitors and may affect adversely the cohesion and spirit of team work prevailing among the employees of the Group.

Mr. Zang Jian Hui, the brother of Mr. Zang, the Executive Director, Executive Chairman and substantial shareholder of the Company, was employed by AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited and Rompetrol France SAS, the principal subsidiaries of the Group, as a Non-Executive Director, and has received remuneration ranging between S$100,000 and S$200,000 in that capacity during FY2024.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

The Board acknowledges that it is responsible for the overall systems of risk management and internal controls but recognises that no cost-effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Board notes that no systems of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities. The Company's systems of risk management and internal controls provide reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

The Company does not have a Risk Management Committee. However, the Board is currently assisted by the AC, internal and external auditors in carrying out its responsibility of overseeing the Group's risk management framework and policies.

The AC shall, on behalf of the Board, conduct regular review of the adequacy and effectiveness of the Group's risk management and internal control systems, including financial, operational, compliance and information technology controls, put in place by Management.

The Group has in place a management structure with clear reporting lines and delegation of authority to carry out its operations. Management monitors the performance, operating effectiveness and efficiency of the Company's internal control practices through their day-to-day involvement in the Group's operations.

To ensure that internal controls are adequate and effective, the AC is assisted by various independent professional service providers. The assistance of the internal auditors enabled the AC to carry out assessments of the effectiveness of key internal controls during the year. The Board, at least annually, review the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls.

The Board has also derived assurance from the Executive Chairman and the CFO:

a) that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and

b) regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the work done by the external auditors and the Group's internal auditor for FY2024, and the various management controls put in place, the Board, with the concurrence of the AC, is of the opinion that the system of internal controls, including financial, operational, compliance and information technology controls and risk management systems, maintained by Management that were in place in FY2024 and up to the date of this report, are adequate and effective.

As the Company does not have a CEO and that the Executive Chairman is subsuming the duties and responsibilities of the CEO, the Company is of the view that it would be appropriate to derive the Executive Chairman's assurance in addition to the CFO's assurance.

Audit Committee

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC is chaired by Mr. Siow and its members include Mr. Wang and Mr. Alila. All members of the AC bring with them invaluable managerial and professional expertise in the financial and/or business management spheres.

In general, the Group may appoint individuals as new Directors and as members of the AC if they are found to be suitable after a review by the existing Board and NC.

All AC members, including the AC Chairman, are independent and non-executive directors. In addition, no former partner or director of the Company'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, has acted as a member of the AC.

The AC takes measures to keep abreast of the changes to accounting standards and issues which have a direct impact on financial statements, with updates being given by the external and internal auditors. Specifically, for any changes to the accounting and financial reporting standards, the AC is kept updated annually or from time to time by the external auditors.

The AC assists the Board in discharging their responsibility to safeguard the assets, maintain adequate accounting records, and review the adequacy and effectiveness of systems of risk management and internal controls, with the overall objective of ensuring that the Management creates and maintains an effective control environment in the Company. The AC meets as and when required to discuss and review the following matters:

a) the audit plans of the external and internal auditors of the Company, and their reports arising from the audit;

b) the adequacy of the assistance and cooperation given by the Company's management to the external and internal auditors;

c) the financial statements of the Company and the consolidated financial statements of the Group;

d) the quarterly and annual announcement of the results of the Group before submission to the Board for approval;

e) the adequacy and effectiveness of the Group's systems of risk management and internal controls including financial, operational, compliance and information technology controls;

f) legal and regulatory matters that may have material impact on the financial statements, compliance policies and programmes and any reports received from regulators;

g) the cost effectiveness, independence and objectivity of the external auditor;

h) the approval of compensation to the external auditor;

i) the nature and extent of non-audit services provided by the external auditor;

j) the recommendation to the Board for the appointment or re-appointment of the external auditor of the Company;

k) any suspected fraud and irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact to the Group's operating results or financial position and the Management's response;

l) to report actions and minutes of the AC to the Board with such recommendations as the AC considers appropriate;

m) interested person transactions to ensure that the current procedures for monitoring of interested party transactions have been complied with; and

n) reviewing the adequacy and effectiveness of the internal audit function.

The AC is authorised to investigate any matter within its terms of reference, and has full access to the management and resources which are necessary to enable it to discharge its functions properly. It also has full discretion to invite any executive director or executive management to attend its meetings.

The AC will provide a channel of communication between the Board, the Management and the external auditors of the Company on matters relating to audit. The external auditor, RT LLP, is an auditing firm registered with the ACRA and it was in charge of auditing the Company and its Singapore-incorporated subsidiary in FY2024. The Company has also engaged suitable auditing firms for its significant foreign-incorporated subsidiaries in FY2024.

The AC has reviewed the work performed by RT LLP after taking into consideration the guidelines set out in the "Guidance to Audit Committees on ACRA's Audit Quality Indicators Disclosure Framework" introduced by ACRA. After taking into consideration the adequacy of the resources and experience of RT LLP (including the audit partner in charge of auditing the Company), the other audit engagements of RT LLP, the number and experience of supervisory and professional staff assigned to review the Group as well as the size and complexity of our Group, the AC and the Board were satisfied that Rules 712 and Rule 715 together with Rule 716 of the SGX Listing Manual have been complied with and were of the view that RT LLP have been able to assist the Company in meeting its audit obligations. On this basis, the AC has recommended to the Board the nomination of RT LLP for re-appointment as external auditors of the Company at the forthcoming AGM.

The AC has also reviewed the non-audit services rendered by the external auditor for FY2024 as well as the fees paid. Please refer to the notes to the financial statements for details of the audit and non-audit fees. The AC is satisfied that the non-audit services will not affect the independence and objectivity of the external auditor.

Notwithstanding the above, the AC Members also had informal discussions with the Management of the Company or such discussions were tabled at the Board Meetings instead.

For FY2024, the AC has reviewed the Company's financial reporting function, internal controls and processes and is satisfied with the adequacy and effectiveness of the same. The AC is satisfied with the adequacy of the Company's accounts and financial reporting resources and the performance of the management in the Finance Department.

The Company has adopted a constructive whistle-blowing policy and guideline in order to detect and deter any fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements, financial reports and records of the Company. Demonstrating its pledge to good corporate governance, the Company provides an avenue for employees, which the employees of the Company may, in confidence, raise concerns about the possible improprieties in matters of financial reporting or other matters within the Group through emails, with the objectives of ensuring that arrangements are in place for concerns to be raised, independent investigation of such matters and for appropriate follow-up action as and when the need arise.

The Company will take all necessary measures to ensure that the whistle-blower's identity will be kept confidential unless required by the court or other regulatory authorities to make disclosure of the identity. The Company does not tolerate victimization of the whistle-blower or any employee who may be involved as witnesses to any investigation, nor does it allow any whistle-blower or witness to be subject to any reprisal. Disciplinary action will be taken against employees who victimise or take any form of reprisal against the whistle-blower or witnesses, and in appropriate cases, the relevant employees may be dismissed.

The results from the investigation are reported directly to the Chairman of the AC. The AC is responsible for oversight and monitoring of whistleblowing. The whistle-blowing policy and procedures are reviewed by the AC from time to time to ensure they remain relevant.

The AC reports to the Board on such matters at the Board meetings. Should the AC receive reports relating to serious offences and/or criminal activities in the Group, both the AC and the Board have access to the appropriate external advice where necessary. Where appropriate or required, a report shall be made to the relevant government authorities for further investigation or action. In FY2024, there was no complaint, concerns of issue and whistleblowing report received through the whistle-blowing channel.

The Board acknowledges that it is responsible for maintaining an internal audit function independent of the activities it audits.

The Group has appointed BDO France as Internal Auditors of the Group's major subsidiary in France. The Internal Auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC. Procedures are in place for the Internal Auditors to report independently their findings and recommendations to the AC for review. The AC reviews and approves the hiring, removal, evaluation and compensation of the internal audit function to which the said function is outsourced, if any.

The AC noted that the internal audits conducted by the Internal Auditors had met or are expected to meet or exceed the standards set out by the Institute of Internal Auditors.

The role of the Internal Auditors is to support the AC in ensuring that the Company maintains sound systems of risk management and internal control by monitoring and assessing the effectiveness of the key controls and procedures, conducting in-depth audits of high-risk areas and undertaking investigation, if necessary, as directed by the AC.

The Internal Auditors shall remain independent of management and shall report directly to the Chairman of the AC. The Internal Auditors shall be responsible for the preparation of internal audit plans to be reviewed and approved by the AC. The AC reviewed and approved the internal audit plans proposed by the Internal Auditors.

The AC is satisfied that the Internal Auditors has adequate resources to perform its function effectively and staffed by suitably qualified and experienced professionals with the relevant experience.

The AC meets or communicates when necessary to assess the adequacy of the audit arrangement, with emphasis on the scope and quality of their audit, the independence, objectivity and observations of the Internal Auditors.

The findings from the reviews and checks on the adequacy of the internal control and risk management are rated and reported to the AC. In particular, high-risk matters are highlighted to the AC and the Management to ensure that proper follow-up actions are undertaken to ensure proper internal control and risk management.

The annual conduct of audits by the Internal Auditors assesses the effectiveness of the Group's internal control procedures and provides reasonable assurance to the AC and the Management that the Group's risk management, controls and governance processes are adequate and effective.

SHAREHOLDERS RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

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

The Shareholders are treated fairly and equitably to facilitate the exercise of their ownership rights. Written policies and procedures are implemented to ensure that there is adequate disclosure of development in the Group in accordance with the Listing Manual of the SGX-ST.

Each item of special business included in the notice of the general meetings will be accompanied by explanation of the effects of a proposed resolution. Separate resolutions are proposed for each substantially separate issue at general meetings. The Company will make available minutes of general meetings to shareholders upon their requests. Any notice of a general meeting of Shareholders is issued at least 14 days before the scheduled date of such meeting. These notices are also advertised in a national newspaper.

General meetings of the Company will be chaired by the Executive Chairman or his representatives and are also attended by other Directors, the Management, the Company Secretary or her representative and if necessary, the external auditor, RT LLP. In the event that a Shareholder has any queries and/or concerns with regards to the Group, its businesses and operations, the Shareholder may raise his/ her queries and/or concerns at such general meetings so that the Company can better understand the views of the Shareholders. The Board (assisted by the Management, the Company Secretary or her representative, external auditors as well as the Chairman of the Board Committees) will address any relevant queries and/or concerns raised by the Shareholders.

Shareholders are informed of general meetings through the announcement released to the SGXNet and notices contained in the Annual Report or circulars sent to all shareholders. All shareholders are entitled to attend the general meetings and are provided the opportunity to participate in the general meetings. Shareholders are also informed on the voting procedures at the general meetings. The Company's Bye-laws allow any Shareholder to appoint one or two proxies to attend the general meetings held and vote in his/her place. However, the Board is of the view that voting in absentia can only be possible if there is absolute certainty that the integrity of the information and authentication of the identity of such Shareholder is not compromised. The Company's Bye-laws does not include the nominee or custodial services to appoint more than two proxies.

The Company acknowledges that voting by poll in all its general meetings is integral in the enhancement of corporate governance. The Company adheres to the requirements of the Listing Manual of the SGX-ST and the Code, all resolutions at the Company's general meetings held on or after 1 August 2015, if any, are put to vote by poll. For cost effectiveness, the voting of the resolutions at the general meetings are conducted by manual polling.

In addition to the above, the detailed results of all general meetings are also released as announcements via SGXNet after the general meetings.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate. No dividend was paid or proposed for FY2024 as the Board feels it is prudent to retain cash resources so that the Company has the flexibility to execute its business plans effectively. The Company endeavours to pay dividends and where dividends are not paid, the Company will disclose its reason(s) accordingly.

The Board is not recommending any dividend distribution to Shareholders in FY2024 on the basis that the Group intends to reserve its cash for operating activities as well as business expansion.

Engagement with Shareholders

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

In line with continuous disclosure obligations of the Company, pursuant to the listing rules of the SGX-ST's Listing Manual, the Board's policy is that Shareholders are informed of all major developments that impact the Group.

Information is communicated to shareholders on a timely basis. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly as soon as practicable. Communication is made through:

a) annual reports that are prepared and issued to all Shareholders. The Board makes every effort to ensure that the annual reports include all relevant information about the Group, including future developments and other disclosures required under the listing rules of the SGX-ST's Listing Manual and the relevant accounting standards;

b) quarterly financial statements containing a summary of the financial information and affairs of the Group for the period;

c) notices of and explanatory memoranda for annual general meetings and special general meetings;

d) disclosures to the SGX-ST and the Shareholders by releasing announcements via SGXNet and its corporate website; and

e) analyst briefings and investor roadshows.

The Board is mindful of its obligations to provide timely disclosure of material information to Shareholders and does so through (i) the Company's Annual Reports; (ii) the Group's results announcements; and (iii) other SGXNet announcements on developments within the Group or in relation to disclosures required by the SGX-ST. If necessary, the Group will also despatch circulars or letters to its Shareholders to provide the Shareholders with more information on its major transactions.

The Board regards the general meetings as opportunities to communicate directly with the Shareholders and encourages greater shareholder participation. As such, the Shareholders are encouraged to attend general meetings of the Company to grasp a better understanding of the Group's businesses and be informed of the Group's strategic goals and objectives. Notices of general meetings are dispatched to the Shareholders at least 14 days before the meeting if ordinary businesses are to be transacted at the meeting or at least 21 days before the meeting if special businesses are to be transacted at the meeting. The notices of general meetings are also released as announcements via SGXNet and advertised in the newspapers.

By supplying shareholders with reliable and timely information, the Company is able to strengthen the relationship with its shareholders based on trust and accessibility.

Engagement with Stakeholders

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

The Group has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long term growth. The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly are able to impact the Group's business and operations. The interests and requirements of key stakeholders are also taken into account when formulating corporate strategies. The key stakeholders include, but are not limited to employees, suppliers & service providers, investors & shareholders, customers and regulators.

All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNet, press releases and the Company's website. The Company does not practice selective disclosure of material information. The Company maintains its website at http://www.ananinternational.com/ to communicate and engage with stakeholders. On the website, stakeholders can find information about corporate announcements, quarterly results, annual reports, company profile and other information.

DEALINGS IN SECURITIES

In compliance with Rule 1207(19) of the Listing Manual of the SGX-ST, the Company had adopted a Code of Best Practices to provide guidance to all officers of the Company with regard to dealing in the Company's securities by its Directors and officers.

The Company, Directors and its officers are prohibited from dealing in the securities of the Company during the period commencing two weeks immediately preceding the announcement of the Company's quarterly financial results and one month immediately preceding the announcement of the Company's full year financial results and ending on the date of the announcement of such results on SGXNet, or when they are in possession of any unpublished price-sensitive information of the Group.

Directors and executives are also expected to observe insider trading laws at all times even when dealing with securities within the permitted trading period or when they are in possession of unpublished price sensitive information and they are not to deal in the Company's securities on short-term considerations.

MATERIAL CONTRACTS

Save as disclosed under "Material Contracts" in the announcements made on SGXNet, Director's Report and these financial statements, there were no material contracts of the Company or its subsidiaries involving the interest of any director or controlling shareholders subsisting at the end of FY2024.

INTERESTED PERSON TRANSACTIONS

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

The Board will meet to review if the Company will be entering into any interested person transaction. If the Company intends to enter into an interested person transaction, the Board of Directors will ensure that the Company complies with the requisite rules under Chapter 9 of the Listing Manual of the SGX-ST. The Audit Committee has met and will meet regularly to review if the Company will be entering into an interested person transaction, and if so, the AC ensures that the relevant rules under Chapter 9 of the SGX-ST's Listing Manual are complied with.

In compliance with Rule 907 of the Listing Manual of the SGX-ST, there were no transactions with interested persons for FY2024 which exceeds the stipulated threshold except as disclosed below:

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)**	**Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 902 (excluding transactions less than S$100,000)**
AnAn Group (Singapore) Pte Ltd ("**AAG**")	AAG is a controlling shareholder of the Group		
Repayment to AAG to the Group		Not applicable	–

PARTICULARS OF DIRECTORS PURSUANT TO THE CODE OF CORPORATE GOVERNANCE

Name of Director	Board Appointment Executive/ Non-executive	Board Committee Chairman or Member	Directorship Date First Appointed	Date of Last Re-election	Directorships in Other Listed Companies and Other Major Appointments	Past Directorships in Other Listed Companies and Other Major Appointments Over the Preceding 3 Years
Mr. Zang Jian Jun	Executive Director and Executive Chairman	Chairman of Board Committee	4 January 2012	22 November 2022	N.A.	N.A.
Mr. Siow Hung Jui	Lead Independent Director	Board Member, Chairman of Audit Committee, Member of Nominating Committee and Remuneration Committee	17 February 2022	22 November 2022	SIF Energy Pte Ltd	Energy & Natural Resources Trade, Societe Generale TIS Petroleum (Asia) Pte. Ltd.
Mr. Alila Amyma Av	Independent Director	Board Member, Chairman of Remuneration Committee, Member of Nominating Committee and Audit Committee	1 August 2023	28 December 2023	Alila Holding International Group Pte. Ltd.	N.A.
Mr. Wang Yanjun	Independent Director	Board Member, Chairman of Nominating Committee, Member of Audit Committee and Remuneration Committee	1 April 2024	30 May 2024	N.A.	CNAF Hong Kong Refuelling Limited China Aviation Oil (Hong Kong) Company Limited Shanghai Pudong International Airport Aviation Fuel Supply Corporation Ltd China Aviation Oil (Singapore) Corporation Ltd North American Fuel Corporation Oilhub Korea Yeosu Co., Ltd

Information for the Directors who are retiring and being eligible, offer themselves for re-election at the forthcoming AGM pursuant to Rule 720(5) of the Listing Manual of the SGX-ST:

Details	Name of Director	Name of Director
	Mr. Zang Jian Jun	**Mr. Siow Hung Jui**
Date of Appointment	4 January 2012	17 February 2022
Date of last re-appointment (if applicable)	22 November 2022	22 November 2022
Age	51	52
Country of principal residence	China	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr. Zang was recommended by the NC and the Board has accepted the recommendation, after taking into consideration, Mr. Zang's qualifications, experience, and overall contribution since he was appointed as an Executive Director and Executive Chairman of the Company.	The re-election of Mr. Siow was recommended by the NC and the Board has accepted the recommendation, after taking into consideration, Mr. Siow's qualifications, experience, and overall contribution since he was appointed as the Independent Director of the Company. The Board considers Mr. Siow to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
Whether appointment is executive, and if so, the area of responsibility	Executive, responsible for the management of the Board	Independent Director
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Executive Chairman	Chairman of Audit Committee, Member of Nominating Committee and Remuneration Committee
Professional qualifications	Bachelor of Arts (Literacy)	Bachelor of Commerce (Business and Management Studies)
Working experience and occupation(s) during the past 10 years	1999 – 2006: General Manager, Hebei Grand Port Chemical Limited Corporation. 2009 – 2011: General Manager, CEFC Beijing International Energy Co.,Ltd.	2005 – 2019: Managing Director, Energy & Natural Resources Trade, Societe Generale 2021 – 2024: Finance Director, TIS Petroleum Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	2,701,614,695 shares (deemed interests)	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Yes, brother of Mr. Zang Jian Hui	Nil
Conflict of interest (including any competing business)	Nil	Nil

Details	Name of Director	Name of Director
	Mr. Zang Jian Jun	Mr. Siow Hung Jui
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships – past (for the last 5 years) and present	Nil	Past - Energy & Natural Resources Trade, Societe Generale - TIS Petroleum Pte. Ltd.
The general statutory disclosures of the Directors are as follows:		
a. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c. Whether there is any unsatisfied judgment against him?	No	No

Details	Name of Director	Name of Director
	Mr. Zang Jian Jun	Mr. Siow Hung Jui
d. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
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

CORPORATE GOVERNANCE REPORT

Details	Name of Director	Name of Director
	Mr. Zang Jian Jun	Mr. Siow Hung Jui
g. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
j. Whether he has ever, to his knowledge, been concerned with the Management or conduct, in Singapore or elsewhere, of the affairs of: -	No	No
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
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
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

Details	Name of Director Mr. Zang Jian Jun	Name of Director Mr. Siow Hung Jui
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, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
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
Information required **Disclosure applicable to the appointment of Director only.**		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable. This is a re-election of Director.	

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

The directors present their statement to the members together with the audited consolidated financial statements of AnAn International Limited (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2024 and the statement of financial position and statement of changes in equity of the Company as at 31 December 2024.

In the opinion of the directors,

(a) the statement of financial position of the Company and the consolidated financial statements of the Group are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Zang Jian Jun
Siow Hung Jui
Alila Amyma Av
Toh Hock Ghim (Resigned on 1 April 2024)
Wang Yanjun (Appointed on 1 April 2024)

Directors' interests in shares or debentures

None of the directors who held office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Deemed interest	
	At 1 January 2024	**At 31 December 2024**
Company		
Ordinary shares		
Zang Jian Jun	2,701,614,695	2,701,614,695

There were no changes in any of the above-mentioned interests in the Company and its related corporation between the end of the financial year and 21 January 2025.

Zang Jian Jun is the 100% shareholder of Zhong Ye Equity Investment Fund Limited ("Zhong Ye"). Accordingly, Zang Jian Jun is deemed to have interest in the shares of the Company held by Zhong Ye.

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

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

Share options

There were no share options granted during the financial year to subscribe for unissued shares of the Company or any subsidiaries.

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

There were no unissued shares of the Company or any subsidiaries under option at the end of the financial year.

Audit committee

The members of the Audit Committee ("AC") at the end of the financial year are as follows:

Siow Hung Jui (Chairman)
Alila Amyma Av
Wang Yanjun

The Audit Committee carried out its functions in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited and the Code of Corporate Governance. In performing those functions, the Audit Committee has performed the following:

- Reviewed the audit plan and results of the external audit, including the evaluation of internal accounting controls and its cost effectiveness, and the independence and objectivity of the external auditor, including the review of the extent of non-audit services provided by the external auditor to the Group;

- Reviewed the audit plan of the internal auditor of the Group and their evaluation of the adequacy of the Group's system of internal accounting controls;

- Reviewed the Group's annual financial statements and the external auditor's report on the annual financial statements of the Group and of the Company before their submission to the Board of Directors;

- Reviewed the quarterly, half-yearly and annual announcements as well as the related press releases on the results of the Group and financial position of the Group and of the Company;

- Reviewed the effectiveness of the Group's and the Company's internal controls, including financial operational and compliance controls and risk management via reviews carried out by the internal auditor;

- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;

- Reviewed the Group's compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;

- Reviewed interested person transactions in accordance with SGX listing rules;

- Recommended to the Board of Directors the nomination of external auditor, and approved the compensation to the external auditor; and

- Reported actions and minutes of the AC to the Board of Directors with any recommendations as the AC deems appropriate.

Audit committee (Continued)

The Audit Committee has recommended to the Board of Directors that the independent auditors, RT LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company. The Audit Committee has conducted an annual review of non-audit services provided by the auditors to satisfy itself that the nature and extent of such services will not affect the independence and objectivity of the external auditors before confirming their re-nomination.

In appointing the external auditors for the Company and subsidiaries, we have complied with Rules 712 and 715 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Further details regarding the Audit Committee are disclosed in the Corporate Governance Report.

Independent auditor

The independent auditor, RT LLP, has expressed its willingness to accept re-appointment as auditor of the Company.

On behalf of the Board of Directors

Zang Jian Jun
Director

Siow Hung Jui
Director

7 April 2025

INDEPENDENT AUDITOR’S REPORT

To the Members of AnAn International Limited
For the financial year ended 31 December 2024

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of AnAn International Limited (the “Company”) and its subsidiaries (collectively, the “Group”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and the statement of changes in equity of the Company and the consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the International Financial Reporting Standards (“IFRSs”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“ACRA”) *Code of Professional Conduct and Ethics 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 consolidated financial statements of the current financial year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><th>Key audit matters</th><th>How the matter was addressed in the audit</th></tr>
<tr><td>
<u>Impairment assessment of property, plant and equipment, right-of-use assets, investments in subsidiaries, associates, and joint ventures</u>

Carrying amounts of the Group’s property, plant and equipment and right-of-use assets (see Note 3) are as follows:

<table>
<tr><th></th><th>FY2024
US$’000</th><th>FY2023
US$’000</th></tr>
<tr><td>Property, plant and equipment</td><td>70,195</td><td>86,238</td></tr>
<tr><td>Right-of-use assets</td><td>6,184</td><td>4,729</td></tr>
</table>
</td><td>
We considered the audit of management’s assessment of the carrying values and impairments in property, plant and equipment, right-of-use assets, investments in subsidiaries, associates, and joint ventures to be a key audit matter due to the magnitude of the amount recognised in the financial statements and the assessment process involved significant management judgement and was based on assumptions that are based on expected future market and economic conditions.
</td></tr>
</table>

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

<table>
<tr><th>Key audit matters</th><th>How the matter was addressed in the audit</th></tr>
<tr><td>
<u>Impairment assessment of property, plant and equipment, right-of-use assets, investments in subsidiaries, associates, and joint ventures (Continued)</u>

Carrying amounts of the Company's investments in subsidiaries (see Note 5) are as follows:
<table>
<tr><th></th><th>FY2024
US$'000</th><th>FY2023
US$'000</th></tr>
<tr><td>Unquoted equity shares, at cost</td><td>50,160</td><td>50,160</td></tr>
<tr><td>Impairment loss</td><td>(160)</td><td>(160)</td></tr>
<tr><td></td><td>50,000</td><td>50,000</td></tr>
</table>

Carrying amounts of the Group's investments in associates (see Note 6) are as follows:
<table>
<tr><th></th><th>FY2024
US$'000</th><th>FY2023
US$'000</th></tr>
<tr><td>Investment in associates</td><td>6,522</td><td>8,132</td></tr>
</table>

Carrying amounts of the Group's investments in joint ventures (see Note 7) are as follows:
<table>
<tr><th></th><th>FY2024
US$'000</th><th>FY2023
US$'000</th></tr>
<tr><td>Investment in joint ventures</td><td>47,519</td><td>46,232</td></tr>
</table>

IFRS 36 Impairment of Assets requires that when there is any indication of impairment, the reporting entity shall estimate the recoverable amount of that asset.

During the financial year, management has performed an assessment and considered that there is no indication of impairment on the Company's investments in subsidiaries and the Group's investments in associates and joint ventures. As a result, the Company made no further impairment loss on its investments in subsidiaries and the Group made no impairment loss on its investments in associates and joint ventures during the financial year.
</td><td>
Our audit procedures included the following:

Obtained the latest management accounts and/or audited financial statements of the subsidiaries, associates and joint ventures and reviewed the key financial information, such as, profit or loss for the period, net asset positions and cash flows for indication of impairment.
Obtained management's impairment assessment and evaluated the reasonableness of the assessments for those property, plant and equipment, right-of-use assets and investments that have an indication of impairment.

</td></tr>
</table>

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matters	How the matter was addressed in the audit
<u>Impairment assessment of goodwill</u> As at 31 December 2024, the Group's carrying amount for goodwill amounting to US$21,048,000 is disclosed in Note 4. Goodwill acquired through business combinations that have been allocated to the Group's cash-generating units ("CGU"), which are also the reportable operating segments for impairment testing as follows: *AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited. ("AnAn AM") distribution segment* The Group allocated the entire goodwill from its investment in AnAn AM to one CGU, which is the distribution segment managed under AnAn AM. The key assumptions for the value in use calculations are the discount rate, terminal growth rate, projected revenue and direct costs during the forecasted period. The recoverable amount of the CGU is based on their value in use, computed by discounting the expected future cash flows of the CGU.	We considered the audit of management's impairment assessment of the goodwill to be a key audit matter due to the magnitude of the amount recognised in the financial statements and the assessment process involved significant management judgement and was based on assumption that are based on expected future market and economic condition. Based on the impairment assessment, management assessed that the goodwill was not impaired as at 31 December 2024. As part of our audit, we performed the following: ● Assessed and tested the appropriateness of the methodology and key assumptions such as discount rate, terminal growth rate and significant inputs used by management by comparing them to external data such as market growth expectations. ● Assessed the future cash flow projections by reviewing robustness of management's budgeting process by comparing historical budget against actual results. ● Assessed the adequacy of the disclosure made on the impairment assessment in Note 4 to the financial statements.
<u>Acquisition of new subsidiary</u> As disclosed in Note 35, the Group has acquired 100% equity interest in CPA SAS through its 51% owned indirect subsidiary Dyneff SAS during the current financial year. The acquisition of CPA SAS was determined to be a business combination and were accounted for using the acquisition method.	We considered the audit of management's acquisition of new subsidiary to be a key audit matter due to the level of significant estimation and judgement involved in determining the significant inputs and assumptions. As part of our audit, we performed the following: • Reviewed and assessed that management has properly accounted for the acquisition of the new subsidiary, including recognition and measurement of goodwill, in accordance with IFRS 3 *Business Combinations.*

Report on the Audit of the Financial Statements (Continued)

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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 IFRSs and for devising and maintaining a system of internal accounting 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 and the Company's ability to continue as going concerns, 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 the Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's and the Company'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 and the Company's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Report on the Audit of the Financial Statements (Continued)

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

(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 and the Company's ability to continue as going concerns. 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 or the Company to cease to continue as going concerns.

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Companies Act 1967 (the "Act") to be kept by the subsidiary corporation incorporated in Singapore of which we are the auditor 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 Ms. Heng Sot Leng.

RT LLP
Public Accountants and
Chartered Accountants

Singapore,
7 April 2025

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024
(Amounts in thousands of United States dollars)

	Note	Group		Company	
		2024	2023	2024	2023
		US$'000	US$'000	US$'000	US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	3	70,195	86,238	–	–
Right-of-use assets	3	6,184	4,729	–	–
Intangible assets	4	29,972	27,173	–	–
Investments in subsidiaries	5	–	–	50,000	50,000
Investments in associates	6	6,522	8,132	–	–
Investments in joint ventures	7	47,519	46,232	–	–
Other investments	8	342	362	–	–
Deferred tax assets	9	5,006	1,334	–	–
Other receivables	10	1,407	1,484	–	–
Total non-current assets		167,147	175,684	50,000	50,000
Current assets					
Inventories	11	81,405	106,345	–	–
Trade and other receivables	10	156,938	218,355	33	30
Derivative financial assets	12	31	371	–	–
Due from subsidiary (non-trade)	13	–	–	–	–
Due from related parties (non-trade)	14	6,262	13,180	–	–
Due from holding company (non-trade)	15	–	–	–	–
Tax recoverable		1,202	4,548	–	–
Cash and cash equivalents	16	36,549	49,152	–	–
Total current assets		282,387	391,951	33	30
TOTAL ASSETS		449,534	567,635	50,033	50,030

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

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024
(Amounts in thousands of United States dollars)

	Note	Group		Company	
		2024	2023	2024	2023
		US$'000	US$'000	US$'000	US$'000
LIABILITIES					
Non-current liabilities					
Provisions	18	12,202	20,226	–	–
Loans and borrowings	19	15,435	21,021	–	–
Deferred tax liabilities	9	472	2,785	–	–
Lease liabilities	19	2,658	3,489	–	–
Other payables	17	2,460	3,691	–	–
Total non-current liabilities		33,227	51,212	–	–
Current liabilities					
Trade and other payables	17	176,536	234,368	114	147
Derivative financial liabilities	12	258	551	–	–
Due to holding company (non-trade)	15	48	49	–	–
Due to subsidiary (non-trade)	13	–	–	1,741	1,711
Due to related parties (non-trade)	14	508	35	–	–
Provisions	18	8	8	–	–
Lease liabilities	19	1,052	1,345	–	–
Loans and borrowings	19	95,778	126,382	–	–
		274,188	362,738	1,855	1,858
TOTAL LIABILITIES		307,415	413,950	1,855	1,858
NET ASSETS		142,119	153,685	48,178	48,172
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	20	545	545	545	545
Share premium		196,308	196,308	196,308	196,308
Translation reserve		(5,525)	1,233	–	–
Accumulated losses		(98,208)	(97,137)	(148,675)	(148,681)
		93,120	100,949	48,178	48,172
Non-controlling interests	5 (ii)	48,999	52,736	–	–
TOTAL EQUITY		142,119	153,685	48,178	48,172

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

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 December 2024
(Amounts in thousands of United States dollars)

	Note	2024 US$'000	2023 US$'000
Revenue	21	2,475,919	2,565,928
Cost of sales		(2,375,221)	(2,451,472)
Gross profit		100,698	114,456
Other income	22	1,186	6,953
Selling and distribution expenses		(93,501)	(86,925)
Administrative expenses		(4,983)	(4,280)
Other operating (expenses)/income		(5,285)	1,909
Net impairment loss on receivables		–	(2,006)
Bad debt written off		(588)	(2,674)
Finance costs	23	(8,620)	(9,441)
Share of results of associates and joint ventures (net of tax)		2,509	846
(Loss)/Profit before tax	24	(8,584)	18,838
Income tax credit/(expense)	26	6,608	(6,002)
(Loss)/Profit from continuing operations		(1,976)	12,836
Discontinued operation			
Loss from discontinued operation (net of tax)		–	(280)
(Loss)/Profit for the year		(1,976)	12,556
Other comprehensive (loss)/income			
Items that may be reclassified subsequently to profit or loss:			
- Currency translation differences arising from consolidation		(6,247)	3,490
Other comprehensive (loss)/income, net of tax		(6,247)	3,490
Total comprehensive (loss)/income for the year		(8,223)	16,046
(Loss)/Profit from attributable to:			
Equity holders of the Company		(1,071)	5,628
Non-controlling interests		(905)	6,928
		(1,976)	12,556
(Loss)/Profit from attributable to equity holders of the Company relates to:			
(Loss)/Profit from continuing operations		(1,071)	5,908
Loss from discontinued operations		–	(280)
		(1,071)	5,628
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(7,829)	9,406
Non-controlling interests		(394)	6,640
		(8,223)	16,046
Basic and diluted (loss)/earnings per share (cents)			
From continuing operations	27	(0.025)	0.140
From discontinued operations	27	–	(0.007)

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024
(Amounts in thousands of United States dollars)

Group	Share capital	Share premium	Translation reserve	Accumulated losses	Equity attributable to equity holders of the Company	Non-controlling interests	Total equity
	Attributable to equity holders of the Company						
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Balance as at 1 January 2023	545	196,308	(2,545)	(102,765)	91,543	51,502	143,045
Profit for the year	–	–	–	5,628	5,628	6,928	12,556
Currency translation differences	–	–	3,778	–	3,778	(288)	3,490
Total comprehensive income for the year	–	–	3,778	5,628	9,406	6,640	16,046
Transaction with the owners of the Company							
Dividend Paid	–	–	–	–	–	(5,406)	(5,406)
Balance as at 31 December 2023	545	196,308	1,233	(97,137)	100,949	52,736	153,685
Balance as at 1 January 2024	545	196,308	1,233	(97,137)	100,949	52,736	153,685
Loss for the year	–	–	–	(1,071)	(1,071)	(905)	(1,976)
Currency translation differences	–	–	(6,758)	–	(6,758)	511	(6,247)
Total comprehensive loss for the year	–	–	(6,758)	(1,071)	(7,829)	(394)	(8,223)
Transaction with the owners of the Company							
Dividend paid	–	–	–	–	–	(3,343)	(3,343)
Balance as at 31 December 2024	545	196,308	(5,525)	(98,208)	93,120	48,999	142,119

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

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 December 2024
(Amounts in thousands of United States dollars)

Company	Share capital	Share premium	Accumulated losses	Total equity
	US$'000	US$'000	US$'000	US$'000
At 1 January 2023	545	196,308	(148,678)	48,175
Loss for the year, representing total comprehensive loss for the year	–	–	(3)	(3)
At 31 December 2023 and at 1 January 2024	545	196,308	(148,681)	48,172
Profit for the year, representing total comprehensive profit for the year	–	–	6	6
At 31 December 2024	545	196,308	(148,675)	48,178

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024
(Amounts in thousands of United States dollars)

	Note	2024	2023
		US$'000	US$'000
Cash flows from operating activities			
(Loss)/Profit before tax		(8,584)	18,558
Adjustments:			
Share of results of associates and joint ventures		(2,509)	(846)
Amortisation of intangible assets	4	1,937	418
Depreciation of property, plant and equipment	3	15,288	11,314
Depreciation of right-of-use assets	3	997	1,126
Impairment loss on property, plant and equipment	24	8,547	799
Impairment loss on trade receivables	24	–	2,806
Reversal of impairment loss on amount due from holding company	24	–	(800)
Bad debts written off	24	588	2,674
Gain on disposal of property, plant and equipment	24	(78)	(127)
Loss on disposal of a subsidiary	24	–	1,102
Change in fair value of derivative financial instruments		59	96
Interest expense	23	6,540	5,126
Interest income	22	(809)	(1,798)
Exchange differences		(7,609)	(1,970)
Operating profit before working capital changes		14,367	38,478
Inventories		31,560	4,718
Trade and other receivables		48,011	(3,092)
Trade and other payables		(53,046)	13,373
Cash generated from operations		40,892	53,477
Interest received	22	809	1,798
Income taxes received/(paid)		3,786	(18,687)
Net cash generated from operating activities		45,487	36,588
Cash flows from investing activities			
Purchase of property, plant and equipment	3	(12,370)	(32,354)
Addition to intangible assets	4	(2,378)	(481)
Cash outflow from acquisition of subsidiaries	35	(1,632)	(9,759)
Proceeds from sale of property, plant and equipment		157	284
Proceeds from disposal of a subsidiary		–	3,625
Dividend received from associates	6	1,279	1,479
Net cash used in investing activities		(14,944)	(37,206)

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024
(Amounts in thousands of United States dollars)

	Note	2024	2023
		US$'000	US$'000
Cash flows from financing activities			
Interest paid	19	(6,540)	(5,126)
Repayment of borrowings	19	(47,169)	(2,248)
Payment of principal portion of lease liabilities	19	(3,802)	(774)
Repayment from related companies		6,142	10,992
Repayment to holding company		–	(800)
Proceeds of borrowings	19	5,020	30,203
Dividend paid		(3,343)	(5,406)
Change in restricted cash		–	800
Net cash (used in)/generated from financing activities		(49,692)	27,641
Net (decrease)/increase in cash and cash equivalents		(19,149)	27,023
Cash and cash equivalents at beginning of year		(12,154)	(38,932)
Effects of exchange rate changes in cash and cash equivalents		(710)	(245)
Overdrawn at end of year	16	(32,013)	(12,154)

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

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

1. GENERAL INFORMATION

AnAn International Limited (the "Company") is a limited liability company domiciled and incorporated in Bermuda and is listed on the Main Board of Singapore Exchange Securities Trading Limited. The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is 10 Anson Road, #17-12 International Plaza, Singapore 079903.

The Company's immediate and ultimate holding company is AnAn Group (Singapore) Pte. Ltd. ("AAG"), a private company limited by shares incorporated in Singapore.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries, associates and joint ventures are disclosed in Note 5, 6 and 7 to the financial statements respectively.

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the date of the directors' statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation

The financial statements are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below and are drawn up in accordance with the International Financial Reporting Standards ("IFRS"). These financial statements are presented in United States dollars ("US$"), which is the Company's functional currency. All financial information presented United States dollars has been rounded to the nearest thousand (US$'000), unless otherwise stated. The financial statements of the Group have been prepared on the basis that it will continue to operate as a going concern.

The preparation of the financial statements in conformity with IFRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. Critical accounting estimates and assumptions used that are significant to the financial statements and areas involving a higher degree of judgement or complexity, are disclosed in this Note.

Adoption of new and amended standards and interpretations

On 1 January 2024, the Group adopted the new or amended IFRS and Interpretations of IFRS ("IFRIC") that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS and IFRIC. The adoption of these new or amended IFRS and IFRIC did not result in substantial changes to the Group's and Company's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

(Amounts in thousands of United States dollars unless otherwise stated)

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Standards issued but not yet effective

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

Descriptions	**Effective for annual periods beginning on or after**
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability*	1 January 2025
Amendments to IFRS 9 and IFRS 7: *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026
Amendments to IFRS 9 and IFRS 7: *Contracts Referencing Nature-dependent Electricity*	1 January 2026
Annual Improvements to IFRS - Volume 11	1 January 2026
IFRS 19 *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
IFRS 18 *Presentation and Disclosure in Financial Statements*	1 January 2027

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

Group accounting

(i) Subsidiaries

(a) Basis of consolidation

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Group accounting (Continued)

(i) Subsidiaries (Continued)

(b) Business combinations

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred to the former owners of the acquired business and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement. Acquisition-related costs, other than those associated with the issue of debt or equity securities, are expensed as incurred.

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

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with IFRS 9 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured until it is finally settled within equity.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to recognise them either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets, at the date of acquisition.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

(c) Disposals of subsidiaries or businesses

The assets and liabilities of the subsidiary, including any goodwill, are derecognised when a change in the Company's ownership interest in a subsidiary result in a loss of control over the subsidiary. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained investment at the date when control is lost and its fair value is recognised in profit or loss. Subsequently, the retained interest is accounted for as an equity-accounted investee or as an financial asset depending on the level of influence retained.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Group accounting (Continued)

(i) Subsidiaries (Continued)

(d) Separate financial statements

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

(ii) Transactions with non-controlling interests

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

(iii) Associates

Associates are entities over which the Group exercises significant influence, but not control, over the financial and operating policy decision, generally accompanied by a shareholding giving rise to voting rights of 20% and above but not exceeding 50%. Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

Investments in associates are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associates represents the excess of the cost of acquisition of the associate over the Group's share of the fair value of the identifiable net assets of the associate and is included in the carrying amount of the investments.

In applying the equity method of accounting, the Group's share of its associates' post-acquisition profits or losses are recognised in profit or loss and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. These post-acquisition movements and distributions received from the associates are adjusted against the carrying amount of the investment. When the Group's share of losses in associates equals or exceeds its interest in the associates, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associates.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The accounting policies of associates have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Investments in associates are derecognised when the Group loses significant influence. Any retained interest in the entity is remeasured at its fair value. The difference between the carrying amount of the retained investment at the date when significant influence is lost and its fair value is recognised in profit or loss.

Gains and losses arising from partial disposals or dilutions in investments in associates in which significant influence are retained are recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Group accounting (Continued)

(iv) Joint ventures

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement. To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

The Group recognises its interest in joint venture as an investment and accounts for the investment using the equity method from the date on which it becomes a joint venture.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in joint venture is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the joint venture. The profit or loss reflects the share of results of the operations of the joint venture. Distributions received from the joint venture reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the joint venture, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

When the Group's share of losses in the joint venture equals or exceeds the carrying amount of the investment, together with any long-term interests that form part thereof, the Group discontinues recognising its share of further losses. After the Group's interest is reduced to zero, additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in joint venture. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognises the amount in profit or loss.

The financial statements of the joint venture are prepared as the same reporting date as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Currency translation

(i) Functional and presentation currency

The individual financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in United States dollars ("US$"), which is the functional currency of the Company.

(ii) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity in the consolidated financial statements. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(iii) Translation of the Group's financial statements

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

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs (see the accounting policy for borrowing costs as set out in this Note). The cost of an item of property, plant and equipment including subsequent expenditure is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. When significant parts of property, plant and equipment is required to be replaced in intervals, the Group recognises such parts as individual assets with specific lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance expenses are recognised in profit or loss when incurred. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment (Continued)

Land and buildings are measured at cost less accumulated depreciation on buildings and impairment losses recognised after the date of the revaluation. All other items of property, plant and equipment are depreciated using the straight-line method over their estimated useful lives as follows:

	Useful lives (Years)
Land and building	20 to 30 years
Plant and machinery	10 to 20 years
Motor vehicles	5 years
Office equipment, furniture and fittings	5 years
Computers	3 years
Leasehold improvements	3 years or shorter of the leases

The residual value, useful lives and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

Assets under construction in progress are not depreciated as these assets are not yet available for use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

Intangible assets

(i) Goodwill

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the net identifiable assets acquired.

Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses. Goodwill is not amortised.

(ii) Land use rights

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised on a straight-line basis over the lease term of 13 to 17 years.

(iii) Other intangible assets

Lease premium

Lease premium is a payment made by the tenant to the owner upon the signing of the lease agreement to enter into a lease.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(iii) Other intangible assets (Continued)

Acquired computer software licences

Computer software licences was acquired separately and is amortised on a straight-line basis over its finite useful lives of 3 to 4 years.

Customer relationships

The customer relationships acquired in business combination are initially recognised at cost which represents the fair value at the date of acquisition and are subsequently carried at cost less accumulated impairment losses.

Concessions and similar rights

Concessions and similar rights acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit and loss using the straight-line method over 10 to 15 years.

Impairment of non-financial assets

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

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely dependent on those from other assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecasts calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth years.

Impairment losses are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill and customer relationships, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. This increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets and financial liabilities

(i) Initial recognition and measurement

Trade and other receivables are initially recognised when they are originated. Other financial assets are recognised on the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

Trade receivables without financing component is initially measured at the transaction price in accordance with IFRS 15. Other financial assets are initially recognised at fair value plus, in the case of financial assets or liabilities not at fair value through profit or loss, directly attributable transaction costs.

(ii) Classification and subsequent measurement

Financial assets

Financial assets are classified and subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, at the following categories:

- Amortised costs
- Fair value through Other Comprehensive Income (FVOCI) – Debt investments
- FVOCI – Equity investments
- Fair value through profit or loss (FVPL)

Financial assets are not reclassified after initial recognition unless the Group changes its business model for managing financial assets, in which case such reclassification will be applied prospectively from the reclassification date.

Financial assets at amortised costs

Unless designated at FVPL, financial assets are measured at amortised costs if:

- It is held within a business model with an objective to hold the assets to collect contractual cash flows; and
- Its contractual cash flows comprise of solely principal and interest on the principal amount outstanding.

These assets, mainly trade and other receivables including amount due from holding company, subsidiary and related parties, cash and cash equivalents, are subsequently measured at amortised costs using the effective interest rate method, which is reduced by impairment losses. Interest income, foreign exchange differences, and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

Unless designated at FVPL, a debt investment is measured at FVOCI if:

- It is held within a business model with objectives of both collecting contractual cash flows and selling financial assets; and
- Its contractual cash flows comprise of solely principal and interest on the principal amount outstanding.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets and financial liabilities (Continued)

(ii) Classification and subsequent measurement (Continued)

Debt investments at FVOCI (Continued)

These assets are subsequently measured at fair value. Interest income calculated on effective interest rate method, foreign exchange differences and impairment are recognised in profit or loss. Other net gains and losses (including changes in fair value) are recognised in OCI. The cumulative amounts in OCI are reclassified to profit or loss upon derecognition. The Group does not hold such financial assets as of 31 December 2024 and 1 January 2024.

Equity investments at FVOCI

Unless held-for-trading, the Group may irrevocably elect on initial recognition, on an investment-by-investment basis, to present subsequent changes of fair value of the equity investments in OCI.

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses (including changes in fair value) are recognised in OCI which will never be reclassified to profit or loss.

Financial assets at FVPL

All financial assets not at amortised cost or FVOCI as described above are measured at fair value through profit or loss. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI to be measured at FVPL, if doing so eliminates or significantly reduce accounting mismatch that would otherwise arise.

Financial assets held for trading are managed and whose performance is evaluated on a fair value basis would be mandatorily measured at FVPL.

These assets are subsequently measured at fair value. Net gains or losses, including any interest income or dividend income are recognised in profit or loss.

As at the reporting date, the Group does not have other categories of financial assets except for financial assets at amortised cost, financial assets at FVOCI and financial assets at FVPL.

Financial liabilities

Financial liabilities are subsequently measured at amortised costs unless it is held for trading (including derivative liabilities), or designated as financial liabilities at FVPL on initial recognition to significantly reduce accounting mismatch or when a group of financial liabilities are managed whose performance is evaluated on a fair value basis.

Financial liabilities at amortised costs are subsequently measured at amortised costs using the effective interest rate method. Interest expense and foreign exchange differences are recognised in profit or loss. These financial liabilities mainly comprise trade and other payables including amount due to holding company, subsidiary and related parties and borrowings.

Financial liabilities at FVPL are measured at fair value with net gains and losses (including interest expense) recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets and financial liabilities (Continued)

(iii) Derecognition

Financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial assets. On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the derecognition date and the sum of the consideration received is recognised in profit or loss.

All regular way purchases and sales of financial assets are recognised or derecognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the assets within the period generally established by regulation or convention in the marketplace concerned.

Financial liabilities

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired. The Group also derecognise financial liabilities when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount of the financial liabilities extinguished, or transferred and the consideration paid (including non-cash transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and liabilities are offset and the net amount reported on the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Group applies impairment model in IFRS 9 to measure the Expected Credit Losses (ECL) of the following categories of assets:

- Financial assets at amortised costs (including trade receivables)
- Contract assets (determined in accordance with IFRS 15)
- Lease receivables
- Debt investments at FVOCI
- Intragroup financial guarantee contracts

ECLs are probability-weighted estimates of credit losses, which are measured at the present value of all cash shortfalls (difference between the cash flows due to the Group in accordance with the contracts and the cash flows that the Group expects to receive), discounted at effective interest rate of the financial asset. The expected cash flows include cash flows from the sale of collaterals held, if any, or other credit enhancements that are integral to the contractual terms.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets (Continued)

Simplified approach

The Group applies simplified approach to all trade receivables. Impairment loss allowance is measured at life time ECL, which represents ECLs that result from all possible default events over the expected life of a financial instrument or contract asset ('life-time ECL').

General approach

The Group applies general approach on all other financial instruments and financial guarantee contracts, and recognise a 12-month ECL on initial recognition. 12-months ECL are ECLs that result from possible default events within 12 months after the reporting date or up to the expected life of the instrument, if shorter.

Impairment loss allowance or reversals are recognised in profit or loss. Loss allowance on financial assets at amortised cost are deducted from the gross carrying amount of those assets.

Significant increase in credit risk (Stage 2)
For credit exposures for which there has been a significant increase in credit risk since initial recognition, impairment loss allowance is measured at life-time ECL. When a financial asset is determined to have a low credit risk at reporting date, the Group assumes that there has been no significant increase in credit risk since initial recognition. For other cases, the Group uses reasonable and supportable forward-looking information available without undue cost or effort to determine, at each reporting date, whether there is significant increase in credit risk since initial recognition. In assessing whether there has been significant increase in credit risks, the Group takes into account factors such as:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant change in the debtor's ability to meet its debt obligations
- actual or expected significant adverse change in the regulatory, economic, or technological environment that are expected to cause a significant change in the debtor's ability to meet its debt obligations
- an actual or expected significant change in the operating results of the debtors

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

Definition of default
The Group considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligation in full, without recourse by the Group; or
- The financial asset is more than 90 days past due.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Credit-impaired (Stage 3)
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy
The Group writes off the gross carrying amount of a financial asset to the extent that there is no realistic prospect of recovery, for example when the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the Group.

Financial guarantees

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantee contracts as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of IFRS 15; and

(b) the amount of expected credit loss computed using the impairment methodology under IFRS 9.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derivative financial instruments

Derivative financial instruments arise from commodity and currency futures and forwards transactions undertaken by the Group through the commodity trading markets and with over-the-counter ("OTC") counterparties, as well as physical oil trading contracts that meet the definition of derivative contracts as per IFRS 9, as at the end of the reporting period.

A derivative financial instrument is initially recognised at its fair value on the date of the contract is entered into and is subsequently carried at its fair value. The fair value of a trading derivative is presented as a current asset or liability. Fair value changes on these derivatives are recognised in profit or loss when the changes arise, except for those that qualify as hedge accounting, which is recognised in the hedging reserve.

The Group does not apply hedge accounting on its derivative financial instruments.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Inventories

Inventories held for trading purposes are stated at fair value less cost to sell and any changes in fair value less costs to sell are recognised in profit or loss in the period of change.

Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

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

Provisions

A provision is recognised when the Group has a present obligation, legal or constructive, as a result of a past event and 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. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for asset dismantlement, removal or restoration are recognised when the Group has a legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amounts have been reliably estimated.

The Group recognises the estimated costs of dismantlement, removal or restoration of items of property, plant and equipment arising from the acquisition or use of assets. This provision is estimated based on the best estimate of the expenditure required to settle the obligation, taking into consideration time value.

Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting date, in which case they are presented as non-current liabilities.

Borrowings are initially recorded at fair value, net of transaction costs and subsequently carried for at amortised costs using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings which are due to be settled within twelve months after the reporting date are included in current borrowings in the statement of financial position even though the original term was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting date and before the financial statements are authorised for issue.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Share capital and share premium

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

Share premium represents the amount by which the fair value of the consideration received exceeds the nominal value of shares issued. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its share premium account in any manner permitted by law.

Leases

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

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

Right-of-use assets

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

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

The Group's right-of-use assets are presented within property, plant and equipment (Note 3).

Lease liabilities

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

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Short-term leases and leases of low-value assets

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

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customers, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Unless otherwise mentioned, the Group concludes that it is acting as a principal in the provision of goods or services in its contracts with customers.

Revenue from physical trading of oil commodity is recognised upon transfer of control to the customers, at the point in time when the goods have been delivered to the customers. The Group normally invoices the customers upon delivery of the goods with 30-60 days credit term. The Group does not provide product warranty or rights to return to the customers.

Revenue from petroleum products distribution business is recognised when goods has been transferred to individual customers, as this represents the point in time at which the control is transferred and the right to considerations becomes unconditional.

Other income

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable. Rental income arising from operating leases on investment properties is recognised on a straight-line basis over the lease terms. The aggregate costs of incentives provided to the lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

Dividend income is recognised when the Group’s right to receive payment is established.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Employees’ benefits

(i) Retirement benefits

Payment to defined contribution retirement benefits plans are charged as an expense as they fall due. Payment made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund (“CPF”), are dealt with as payments to defined contribution plans where the Group’s obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Employees' benefits (Continued)

(ii) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been substantially enacted by the reporting date in the countries where the Group operates and generates taxable income. Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Earnings per share

The Group presents basic and diluted earnings/loss per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to equity holders to the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to equity holders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and the Company if that person:

- (i) Has control or joint control over the Company;
- (ii) Has significant influence over the Company; or
- (iii) Is a member of the key management personnel of the Group or the Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, deposits with financial institutions, and short term, highly liquid investments readily convertible to known amounts of cash and subjected to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Contingencies

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the consolidated statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the chief executive officer who makes strategic decisions.

Critical accounting estimates, assumptions and judgements

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

(i) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of financial assets

Impairment allowance for financial assets measured at amortised costs are applied using the ECL model, which requires assumptions of risk of default and expected loss rates. The Group uses judgement in making these assumptions and determining key inputs to the impairment calculation, taking into account the Group's past history, existing market conditions as well as forward-looking information relating to industry, market development and macroeconomic factors. Expected loss rate is based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The key assumptions and inputs used are disclosed in Note 31 (iii).

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Critical accounting estimates, assumptions and judgements (Continued)

(i) Critical accounting estimates and assumptions (Continued)

(b) Impairment of goodwill

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

The carrying amount of goodwill and further details of the key assumptions applied in the impairment assessment of goodwill is disclosed in Note 4 to the financial statements.

(c) Income tax

The Group has exposure to income taxes in several jurisdictions of which a portion of these taxes arose from certain transactions and computations for which ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities of expected tax issues based on their best estimates of the likely taxes due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax positions in the period in which such determination is made.

The carrying amount of the Group's net deferred tax and income tax expense are disclosed in Notes 9 and 26 respectively.

(d) Lessee's incremental borrowing rates

For the purpose of calculating the right-of-use asset and lease liability, an entity applies the interest rate implicit in the lease ("IRIIL") and, if the IRIIL is not readily determinable, the entity uses its IBR applicable to the lease asset. The IBR is the rate of interest that the entity would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. For most of the leases whereby the Group is the lessee, the IRIIL is not readily determinable. Therefore, the Group estimates the IBR relevant to each lease asset by using observable inputs (such as market interest rate and asset yield) when available, and then making certain lessee specific adjustments (such as a group entity's credit rating).

2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Critical accounting estimates, assumptions and judgements (Continued)

(i) Critical accounting estimates and assumptions (Continued)

(e) Depreciation of property, plant and equipment and right-of-use assets

The depreciation method and rates of the property, plant and equipment and right-of-use assets are based on the management's best estimate to their expected residual value, useful lives, consumption pattern, whether exercising purchase option, wear-and-tear and potential technical obsolescence to usage of the assets. Management uses all readily available information in determining all above factors. Any change in these factors may have a significant impact on the carrying amounts of right-of-use assets as stated in the statement of financial position and the profit or loss for the next reporting period. At present, the management is unable to provide information about the sensitivity and expected resolution of the uncertainty. The possible effect of the assumption and sources of estimation uncertainty is unable to be estimated reliably; it is impracticable to disclose the extent of possible effects within the next reporting period.

(ii) Judgement made in applying accounting policies

(a) Determination of lease term

As explained in policy for Lease Liabilities, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal option taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favorable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(b) Investments in associates

The Group holds 4.93% to 8.49% ownership interest of its investments in associates recognised in the consolidated accounts using the equity method in accordance with the percentage owned. Management has assessed that the holdings have significant influence over the investees. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. As the interests owned provide the Group with significant influence over policy decisions of the investees, the investment is classified as investments in associates.

The carrying amount of the Group's investments in associates is disclosed in Note 6.

(Amounts in thousands of United States dollars unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

Group	Land and building	Plant and machinery	Motor vehicles	Office equipment, furniture and fittings	Computers	Leasehold improvements	Construction in progress	Right-of-use assets	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Cost									
As at 1 January 2023	43,886	42,928	4,919	2,358	1,437	8	10,091	9,859	115,486
Additions	11,287	5,312	954	392	716	–	13,693	1,411	33,765
Disposals	–	(93)	(724)	(23)	(2)	–	–	–	(842)
Write-off	(2,335)	(4,926)	(120)	(153)	(64)	–	–	–	(7,598)
Reclassification	15,891	2,932	–	–	19	–	(18,842)	–	–
Acquisition of subsidiaries	664	843	597	213	–	–	18	–	2,335
Currency translation differences	1,567	879	167	74	54	–	582	312	3,635
As at 31 December 2023	70,960	47,875	5,793	2,861	2,160	8	5,542	11,582	146,781
As at 1 January 2024	70,960	47,875	5,793	2,861	2,160	8	5,542	11,582	146,781
Additions	7,075	2,278	652	487	624	–	1,254	2,783	15,153
Disposals	(80)	(535)	(273)	(59)	–	–	–	–	(947)
Reclassification	4,008	523	–	–	–	–	(4,531)	–	–
Acquisition of subsidiaries	35	1	–	717	1	–	–	–	754
Currency translation differences	(4,494)	(1,959)	(355)	(209)	(145)	–	(374)	(728)	(8,264)
As at 31 December 2024	77,504	48,183	5,817	3,797	2,640	8	1,891	13,637	153,477

(Amounts in thousands of United States dollars unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT (Continued)

Group	Land and building	Plant and machinery	Motor vehicles	Office equipment, furniture and fittings	Computers	Leasehold improvements	Construction in progress	Right-of-use assets	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Accumulated depreciation and impairment losses									
As at 1 January 2023	17,198	19,868	3,983	1,455	600	5	–	5,546	48,655
Charge for the year	4,782	5,427	495	172	435	3	–	1,126	12,440
Impairment loss	799	–	–	–	–	–	–	–	799
Disposals	–	(71)	(590)	(23)	(1)	–	–	–	(685)
Write-off	(2,335)	(4,926)	(120)	(153)	(64)	–	–	–	(7,598)
Acquisition of subsidiaries	271	458	356	105	–	–	–	–	1,190
Currency translation differences	614	29	128	40	21	–	–	181	1,013
As at 31 December 2023	21,329	20,785	4,252	1,596	991	8	–	6,853	55,814
As at 1 January 2024	21,329	20,785	4,252	1,596	991	8	–	6,853	55,814
Charge for the year	11,114	2,565	626	459	524	–	–	997	16,285
Impairment loss	8,547	–	–	–	–	–	–	–	8,547
Disposals	(80)	(536)	(193)	(59)	–	–	–	–	(868)
Acquisition of subsidiaries	34	1	–	453	1	–	–	–	489
Currency translation differences	(2,002)	(310)	(267)	(122)	(71)	–	–	(397)	(3,169)
As at 31 December 2024	38,942	22,505	4,418	2,327	1,445	8	–	7,453	77,098
Net carrying amount									
As at 31 December 2024	38,562	25,678	1,399	1,470	1,195	–	1,891	6,184	76,379
As at 31 December 2023	49,631	27,090	1,541	1,265	1,169	–	5,542	4,729	90,967

As at 31 December 2024, the Group has ongoing construction projects for new motorway gas stations with additional construction costs amounting to US$1,254,000 (2023: US$13,693,000). Included in this amount are costs incurred for land and buildings and plant and machinery.

During the financial year, construction in progress amounting to US$4,531,000 (2023: US$18,842,000) has been reclassified to respective asset classes at the point when construction work is completed.

During the financial year, an allowance for impairment loss amounting to US$8,547,000 (2023: US$799,000) was provided for land and building of a subsidiary company that is expected to be disposed off subsequent to year end.

(Amounts in thousands of United States dollars unless otherwise stated)

4. INTANGIBLE ASSETS

Group	Lease premium	Goodwill	Customer relationships	Software	Land use rights	Concessions and similar rights	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Cost							
As at 1 January 2023	21	14,342	2,440	1,641	108	925	19,477
Additions	88	–	5	183	–	205	481
Write-off	–	–	–	(18)	–	(33)	(51)
Acquisition of subsidiaries	–	8,401	131	–	–	54	8,586
Currency translation differences	3	500	8	54	–	34	599
As at 31 December 2023	112	23,243	2,584	1,860	108	1,185	29,092
As at 1 January 2024	112	23,243	2,584	1,860	108	1,185	29,092
Additions	13	–	–	339	3	2,023	2,378
Reclassification*	5	(4,836)	–	677	(29)	4,183	–
Acquisition of subsidiaries	–	3,868	–	–	–	–	3,868
Currency translation differences	(7)	(1,227)	(5)	(147)	(4)	(299)	(1,689)
As at 31 December 2024	123	21,048	2,579	2,729	78	7,092	33,649

* Reclassification reflects adjustments arising from the Purchase Price Allocation exercise related to prior year acquisitions.

(Amounts in thousands of United States dollars unless otherwise stated)

4. INTANGIBLE ASSETS (Continued)

Group	Lease premium	Goodwill	Customer relationships	Software	Land use rights	Concessions and similar rights	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Accumulated amortisation and impairment losses							
As at 1 January 2023	–	–	–	822	75	549	1,446
Charge for the year	3	–	–	308	1	106	418
Write-off	–	–	–	(18)	–	(33)	(51)
Acquisition of subsidiaries	–	–	–	–	–	53	53
Currency translation differences	1	–	–	31	2	19	53
As at 31 December 2023	4	–	–	1,143	78	694	1,919
As at 1 January 2024	4	–	–	1,143	78	694	1,919
Charge for the year	10	–	–	395	–	1,532	1,937
Currency translation differences	1	–	–	(82)	(5)	(93)	(179)
As at 31 December 2024	15	–	–	1,456	73	2,133	3,677
Net carrying amount							
As at 31 December 2024	108	21,048	2,579	1,273	5	4,959	29,972
As at 31 December 2023	108	23,243	2,584	717	30	491	27,173

(Amounts in thousands of United States dollars unless otherwise stated)

4. INTANGIBLE ASSETS (Continued)

Impairment tests for goodwill

Goodwill acquired through business combinations have been allocated to the Group's cash-generating units ("CGU"), which are also the reportable operating segments for impairment testing as follows:

	Group	
	2024	2023
	US$'000	US$'000
AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited. ("AnAn AM") distribution segment	21,048	23,243

The Group allocated the entire goodwill from its investment in AnAn AM to one CGU, which is the distribution segment managed under AnAn AM. The key assumptions for the value in use calculations are the discount rate, terminal growth rate, projected revenue and direct costs during the forecasted period. The recoverable amount of the CGU is based on their value in use, computed by discounting the expected future cash flows of the CGU.

Management estimates the discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU. Cash flow projections are based on the approved 1-year budget and projected forecast for year 2 to year 5 using a 3% (2023: 3%) historical growth rate. The management then uses a perpetuity valuation model with terminal growth rate of 1% (2023: 1%) and weighted average cost of capital of 8.8% (2023: 8.4%) to discount the enterprise to its present value.

Impairment is recognised in profit or loss when the carrying amount of the operating segment exceeds its recoverable amount.

Sensitivity to changes in assumptions

With regards to the assessment of value in use for the AnAn AM distribution segment, management believes that no reasonably possible changes in any of the key assumptions would cause the carrying amount of the operating segment to exceed their recoverable amount, and no impairment of goodwill is required for the financial year ended 31 December 2024.

5. INVESTMENTS IN SUBSIDIARIES

	Company	
	2024	2023
	US$'000	US$'000
Unquoted equity shares, at cost	50,160	50,160
Impairment loss	(160)	(160)
	50,000	50,000

(Amounts in thousands of United States dollars unless otherwise stated)

5. INVESTMENTS IN SUBSIDIARIES (Continued)

(i) Details of the subsidiaries

Name of companies	Principal activities	Country of incorporation	Proportion (%) of ownership interest	
			2024	2023
			%	%
Held by the Company				
Singapore AnAn Petrochemical & Energy Pte. Ltd. ("SPE") [(a)]	Trading	Singapore	100	100
Hong Kong China Energy Finance Service Co., Limited. ("HKCEFS") [(b)]	Investment holding	Hong Kong	100	100
AnAn Assets Management & Equity Investment (Hong Kong) Co., Limited ("AnAn AM") [(b)]	Investment holding	Hong Kong	100	100
Held through AnAn AM				
Rompetrol France SAS. [(c)]	Investment holding	France	51	51
Held through Rompetrol France SAS.				
Dyneff SAS. [(c)]	Distribution of petroleum products	France	51	51
Held through Dyneff SAS.				
DPPLN SAS [(c)]	Storage and distribution of marine oil products	France	51	51
Dyneff Retail [(c)]	Operation of petrol stations	France	51	51
Dyneff Gas Stations Network SL [(g)]	Dormant	Spain	51	51
Dyneff Espana S.L.U [(d)]	Distribution of petroleum products	Spain	51	51
Dyneff Trading S.L.U [(g)]	Operation of petrol stations	Spain	51	51
Combustibles De Cerdagne SAS [(g)]	Distribution of petroleum products	France	51	51

(Amounts in thousands of United States dollars unless otherwise stated)

5. INVESTMENTS IN SUBSIDIARIES (Continued)

(i) Details of the subsidiaries (Continued)

Name of companies	Principal activities	Country of incorporation	Proportion (%) of ownership interest	
			2024	2023
			%	%
Held through Dyneff SAS. (Continued)				
Boissonnade Combustibles SAS (g)	Distribution of petroleum products	France	51	51
Ets Rossignol SAS (g)	Distribution of petroleum products	France	51	51
Plantier SAS (c)	Distribution of petroleum products	France	51	51
Natgas France SAS (e)	Wholesale distributor of natural gas	France	51	51
Orceyre SAS (f)	Distributor of refined petroleum products	France	51	51
Aneo SAS (g)	Installer of heating systems and equipment	France	36	36
Etablissement Aubac SAS (g)	Distributor of refined petroleum products	France	51	51
TP Distribution Transport Sarl (g)	Transporter of petroleum products	France	51	51
ABC Carburants SAS (g)	Distributor of refined petroleum products	France	51	51
Geraud Tampier Sarl (g)	Distributor of refined petroleum products	France	51	51
David Recoules SAS (g)	Distributor of refined petroleum products	France	51	51
Alegri SAS (g)	Distributor of refined petroleum products	France	51	51
Travaux Forestiers Zaplotny SAS (g)	Producer of wood pellets	France	51	51
Neel Fraisse SAS (g)	Installer of thermal and air-conditioning equipments	France	51	51

(Amounts in thousands of United States dollars unless otherwise stated)

5. INVESTMENTS IN SUBSIDIARIES (Continued)

(i) Details of the subsidiaries (Continued)

Name of companies	Principal activities	Country of incorporation	Proportion (%) of ownership interest	
			2024	2023
			%	%
Held through Dyneff SAS. (Continued)				
France Habitat Enr SAS [g]	Installer of photovoltaic solar panels	France	51	51
Global 'Ethic Delta SAS [g]	Marketer for photovoltaic solar panels	France	51	51
CPA SAS [c] [h]	Wholesale distributor of refined petroleum products	France	51	–

(a) Audited by RT LLP, Singapore
(b) Audited by East Asia Sentinel Ltd, Hong Kong
(c) Audited by Ernst & Young et L Associés, France
(d) Audited by Ernst & Young S.L, Spain
(e) Audited by Grant Thornton, France
(f) Audited by A-A-Arverne Audit, France
(g) Not required to be audited by the law of the country of incorporation
(h) Acquired during the financial year

(ii) Non-controlling interests

The Group has the following subsidiary that has NCI that are material to the Group as at 31 December 2024 and 2023.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest		(Loss)/Profit allocated to NCI during the reporting period		Accumulated NCI at the end of reporting period		Dividends paid to NCI	
		2024	2023	2024	2023	2024	2023	2024	2023
		%		US$'000		US$'000		US$'000	
Rompetrol France SAS	France	49	49	(905)	6,928	48,999	52,736	3,343	5,406

(Amounts in thousands of United States dollars unless otherwise stated)

5. INVESTMENTS IN SUBSIDIARIES (Continued)

(ii) Non-controlling interests (Continued)

Summarised financial information about subsidiaries with material NCI

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

Summarised statement of financial position

	Rompetrol France SAS	
	2024	**2023**
	US$'000	**US$'000**
Assets		
Current assets	270,627	377,902
Non-current assets	139,069	150,262
	409,696	528,164
Liabilities		
Current liabilities	(272,354)	(357,647)
Non-current liabilities	(32,754)	(50,529)
	(305,108)	(408,176)
Net assets	104,588	119,988

Summarised statement of profit or loss and other comprehensive income

	Rompetrol France SAS	
	2024	**2023**
	US$'000	**US$'000**
Revenue	2,475,920	2,568,720
Expenses	(2,484,841)	(2,549,135)
(Loss)/Profit before income tax	(8,921)	19,585
Income tax credit/(expense)	6,956	(5,630)
(Loss)/Profit after tax, representing total comprehensive (loss)/income for the year	(1,965)	13,955

(Amounts in thousands of United States dollars unless otherwise stated)

5. INVESTMENTS IN SUBSIDIARIES (Continued)

(iii) Impairment of investment in subsidiary

As at 31 December 2024, the Company's wholly owned subsidiary, Singapore AnAn Petrochemical & Energy Pte. Ltd. ("SPE"), had fully provided for its outstanding trade receivables of US$142.85 million (2023: US$142.85 million) owing from a related party (Note 10). As a result, the Company had also fully provided for its investment in SPE amounting to US$160,000 (2023: US$160,000).

(iv) Loss on disposal of a subsidiary

In 2023, the Group entered into an equity transfer agreement with Beijing Fangshi Haosen Trading Co., Ltd. ("BFH"). Per the terms of the agreement, the Group consented to sell its entire equity interest (100%) in its 100%-owned subsidiary, Shanghai Dajiang Shenyuan Equity Investment Fund Management Co., Ltd. ("SHDJ"), to BFH, at a deal valued at US$3,625,000. As at the date of agreement, SHDJ holds a 15% equity interest in an associate, Yinxin Commercial Factoring Co. Ltd.

The payment structure agreed upon in the contract specified that the Group would receive the funds in four separate instalments. As of 31 December 2023, the Group has successfully received all four tranches of the agreed payment and the transaction has been completed.

The details of the loss on disposal of a subsidiary are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Net assets disposed of	–	4,727
Less: Cash proceeds on disposal of a subsidiary	–	(3,625)
Loss on disposal of a subsidiary	–	1,102

6. INVESTMENTS IN ASSOCIATES

	Group	
	2024	2023
	US$'000	US$'000
Investments in associates	6,522	8,132

(Amounts in thousands of United States dollars unless otherwise stated)

6. INVESTMENTS IN ASSOCIATES (Continued)

The details of the associates are as follows:

Name of companies	Principal activities	Country of incorporation	Proportion (%) of ownership interest	
			2024	2023
			%	%
Held through Dyneff SAS				
DP FOS SA [(a)]	Storage of petroleum products	France	4.93	4.93
SPR SA [(b)]	Storage of petroleum products	France	8.49	8.49

(a) Audited by Financiere Saint Honore, France
(b) Audited by Mazars, France

The movements in the Group's investments in associates are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Carrying amount of interest in associates at beginning of the year	8,132	12,531
Share of results of associates, net of tax	284	1,477
Dividend received during the year	(1,279)	(1,479)
Disposal	–	(4,730)
Exchange difference	(615)	333
Carrying amount of interest in associates at end of the year	6,522	8,132

The associates are equity accounted.

The profit arising from the Group's investments in these associates in 2024 is US$9,864,000 (2023: US$15,087,000) and there is no other comprehensive income arising from these associates.

(Amounts in thousands of United States dollars unless otherwise stated)

6. INVESTMENTS IN ASSOCIATES (Continued)

The summarised financial information of the Group's material associates based on its IFRS financial statements and reconciled with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group	
	2024	2023
	US$'000	US$'000
Revenue	63,669	62,049
Profit representing total comprehensive income	9,864	15,087
Non-current assets	63,966	67,969
Current assets	44,127	45,390
Non-current liabilities	(25,696)	(27,304)
Current liabilities	(14,903)	(15,836)
Net assets	67,494	70,219

7. INVESTMENTS IN JOINT VENTURES

	Group	
	2024	2023
	US$'000	US$'000
Investments in joint ventures	47,519	46,232

The details of the joint ventures are as follow:

Name of joint ventures	Principal activities	Country of incorporation	Effective equity interest held by the Company	
			2024	2023
			%	%
Held through HKCEFS				
Rizhao Port Gold Brick Oil Storage and Transportation Corporation Limited [(a)]	Oil storage and transportation	People's Republic of China ("PRC")	49	49
Held through Dyneff SAS				
EPPLN SAS [(b)]	Storage of petroleum products	France	25.5	25.5

(a) Audited by Shine Wing Certified Public Accountants, People's Republic of China
(b) Audited by KPMG LLP, France

(Amounts in thousands of United States dollars unless otherwise stated)

7. INVESTMENTS IN JOINT VENTURES (Continued)

The movements of the Group's interest in joint ventures during the year are as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Carrying amount of interest in joint ventures at beginning of the year	46,232	44,899
Profit from continuing operations	2,225	848
Exchange difference	(938)	485
Carrying amount of interest in joint ventures at end of the year	47,519	46,232

The summarised financial information of the Group's material joint ventures based on its IFRS financial statements and reconciled with the carrying amount of the investment in the consolidated financial statements are as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Revenue	23,883	23,502
Profit representing total comprehensive income	4,541	1,844
Non-current assets	111,641	126,879
Current assets	10,707	8,400
Non-current liabilities	(19,396)	(35,613)
Current liabilities	(7,914)	(7,202)
Net assets	95,038	92,464

(Amounts in thousands of United States dollars unless otherwise stated)

8. OTHER INVESTMENTS

	Group	
	2024	2023
	US$'000	US$'000
Non-current investments		
Equity investments – FVPL	223	236
Equity investments - FVOCI	119	126
	342	362

Certain unquoted equity securities are measured at FVPL in accordance with IFRS 9, as the contractual terms give rise to cash flows that are not solely payment of principal and interest.

The Group designated the investments shown below as equity investments at FVOCI because these equity investments represent investments that the Group intends to hold for the long term for strategic purposes.

	2024	2023
	US$'000	US$'000
Investment in SCI JAC	114	121
Investment in SAGESS	5	5
	119	126

No strategic investments were disposed off during financial year 2024, and there was no transfer of any cumulative gain or loss within equity relating to these investments.

No dividend income was recognised for financial years ended 31 December 2024 and 2023.

As at 31 December 2024, these equity investments at FVOCI of US$119,000 (2023: US$126,000) were carried at cost which approximate their fair value. Management is of the view that carrying the investments at cost or at fair value would not be materially different.

(Amounts in thousands of United States dollars unless otherwise stated)

9. DEFERRED TAX

The deferred tax liabilities did not include any withholding and other taxes that will be payable on the earnings of associated companies when remitted to the holding company.

The breakdown of the deferred tax assets and liabilities are as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Deferred tax liabilities:		
Differences in depreciation for tax purposes	–	(2,970)
Fair value adjustments on inventories	–	142
Provisions	–	(780)
Fair value adjustments on derivative financial instruments	–	(93)
Other items	(472)	916
	(472)	(2,785)
Deferred tax assets:		
Fair value adjustment on property, plant and equipment	1,256	1,334
Differences in depreciation for tax purposes	(415)	–
Provisions	1,315	–
Fair value adjustments on other investments at FVPL	216	–
Fair value adjustments on inventories	(210)	–
Fair value adjustments on derivative financial instruments	(12)	–
Other items	2,856	–
	5,006	1,334
Net deferred tax assets/(liabilities)	4,534	(1,451)

(Amounts in thousands of United States dollars unless otherwise stated)

9. DEFERRED TAX (Continued)

The movements of the deferred tax assets and liabilities are as follows:

	Group						
	At 1 January 2023	Recognised in profit or loss (Note 26)	Exchange difference	At 31 December 2023/ 1 January 2024	Recognised in profit or loss (Note 26)	Exchange difference	At 31 December 2024
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Deferred tax (liabilities)/assets							
Differences in depreciation for tax purposes	(3,008)	114	(76)	(2,970)	3,067	(512)	(415)
Fair value adjustment on property, plant and equipment	1,294	–	40	1,334	–	(78)	1,256
Fair value adjustments on inventories	25	130	(13)	142	(358)	6	(210)
Fair value adjustments on other investments at FVPL	–	–	–	–	225	(9)	216
Provisions	(1,140)	387	(27)	(780)	2,442	(347)	1,315
Fair value adjustments on derivative financial instruments	15	(106)	(2)	(93)	60	21	(12)
Other items	1,351	(468)	33	916	1,935	(467)	2,384
	(1,463)	57	(45)	(1,451)	7,371	(1,386)	4,534

(Amounts in thousands of United States dollars unless otherwise stated)

10. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Non-current				
Other receivables	1,407	1,484	–	–
Current				
Trade receivables due from a related party	142,852	142,852	–	–
Allowance for impairment loss	(142,852)	(142,852)	–	–
	–	–	–	–
Trade receivables due from third parties	162,843	223,438	–	–
Allowance for impairment loss	(10,413)	(9,506)	–	–
	152,430	213,932	–	–
Margin account with broker	927	2,042	–	–
Other receivables	1,653	935	–	–
Deposits	101	121	–*	–*
	155,111	217,030	–	–
Prepayments	1,827	1,325	33	30
	156,938	218,355	33	30
Trade and other receivables (non-current and current)	158,345	219,839	33	30

* Amount less than US$1,000.

Impairment of trade receivables due from a related party

In 2017, the Group through its wholly owned subsidiary, Singapore AnAn Petrochemical & Energy Pte Ltd ("SPE"), had outstanding trade receivables of US$130.6 million owing from a related party, of which US$6.1 million had been offset against amounts payable by the Company to the related party in January 2018, with the remaining US$124.5 million due between 11 January 2018 and 16 February 2018. In 2018, SPE reported additional outstanding trade receivables of US$18.3 million owing from the same related party which was due on 3 May 2018. These outstanding trade receivables had not been repaid at the due date, and had continued to be overdue as at the date of this report.

As disclosed in the Group's announcement on SGX on 1 March 2018, the related party had proposed an instalment payment plan with repayment of principal and interest to be made over 4 proposed repayment dates between 11 April 2018 and 16 November 2018. The first two instalments were due on 11 April 2018 and 8 May 2018 respectively, and constitutes 26% of these outstanding trade receivables, with the remaining 74% to be repaid between 8 August 2018 and 16 November 2018. However, the related party had not met the first two repayment schedules.

Consequently, on 17 April 2018, the Group had sent a demand letter to the related party for immediate payment of the amount stated in the first repayment schedule together with accrued interest, and a reminder to make prompt payment of the remaining overdue amounts in accordance with the schedule stated in the instalment payment plan. However, the related party had not responded to the demand letter sent.

(Amounts in thousands of United States dollars unless otherwise stated)

10. TRADE AND OTHER RECEIVABLES (Continued)

Impairment of trade receivables due from a related party (Continued)

As at 31 December 2024, the Group had trade receivables outstanding of US$142.85 million (2023: US$142.85 million) from the abovementioned related party. The Group had not received any payment as at the date of this report. The related party has since been placed under court-order winding up as disclosed in the Group's announcement on SGX on 11 September 2018 and the recoveries of the receivables have been assessed to be remote. In 2018, the Board and the management of the Group had decided to take a prudent approach and to provide for full impairment of these outstanding trade receivables, resulting in total allowance for impairment loss of US$142.85 million (2023: US$142.85 million) recognised as at 31 December 2024. Nevertheless, the Group will continue to monitor closely and to seek all possible options to recover these outstanding trade receivables.

The movement in the allowance for impairment in respect of trade receivables from the related party during the year is as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
At 1 January and 31 December	142,852	142,852

The movement in the allowance for impairment in respect of trade receivables from third parties during the year is as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
At 1 January	9,506	6,390
Impairment loss recognised in profit and loss	–	2,806
Exchange differences	907	310
At 31 December	10,413	9,506

11. INVENTORIES

	Group	
	2024	**2023**
	US$'000	**US$'000**
Consolidated statement of financial position:		
Trading inventories at fair value less costs to sell	58,930	92,422
Others	22,475	13,923
	81,405	106,345
Consolidated statement of profit or loss and other comprehensive income:		
Inventories recognised as an expense in cost of sales	2,326,828	2,404,459

Trading inventories at fair value less costs to sell are categorised within Level 1 of the fair value hierarchy under IFRS 13 *Fair Value Measurement*.

(Amounts in thousands of United States dollars unless otherwise stated)

11. INVENTORIES (Continued)

The Group participates in a 'cap and trade' scheme in various countries. Under the scheme, at the beginning of each year the government in each country sets specific annual limits for emitting pollutants and grants the Group the respective number of energy certificates. The Group can settle its annual obligation created by the emission of pollutants only by surrendering energy certificates by a specified date, which is usually within 12 months after the reporting date. If the Group's annual emissions are below the limit, then it can sell the remaining certificates to other parties on a trading platform. Conversely, if the annual emissions exceed the limit, then the Group purchases additional certificates to settle its obligation. Historically, the Group has emitted less pollutants than its annual allocation of energy certificates from the government and the carrying amount of energy certificates amounting to US$17,451,000 (2023: US$8,471,000) is reflected in Inventory.

The Group recognises energy certificates as inventories. Energy certificates received from the government are initially measured at fair value, which is determined based on the market price of certificates traded on the platform at that date. Energy certificates purchased on the trading platform are initially measured at cost.

12. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		
	Contract notional amount	Fair value	
		Asset	Liability
	US$'000	US$'000	US$'000
2024			
Oil commodity derivatives	227	30	258
Currency forward contracts	575	1	–
	802	31	258
2023			
Oil commodity derivatives	188	363	551
Currency forward contracts	7,660	8	–
	7,848	371	551

13. DUE FROM / (TO) SUBSIDIARY (NON-TRADE)

The amounts due from / (to) subsidiary are non-trade in nature, unsecured, interest-free and are repayable on demand.

Impairment of amounts due from a subsidiary

As disclosed in Note 5 and Note 10, the Company's wholly owned subsidiary, SPE, had fully provided for its outstanding trade receivables of US$142.85 million (2023: US$142.85 million) owing from a related party, resulting in a net liability position as at 31 December 2024. SPE was not actively involved in revenue generation activities during the financial year 2024 which led to negative operating cash flows. As such, the Company had also fully provided for the amounts due from SPE amounting to US$120.95 million (2023: US$121.43 million) as at 31 December 2024.

(Amounts in thousands of United States dollars unless otherwise stated)

13. DUE FROM / (TO) SUBSIDIARY (NON-TRADE) (Continued)

Impairment of amounts due from a subsidiary (Continued)

	Company	
	2024	**2023**
	US$'000	**US$'000**
Due from subsidiary	120,946	121,427
Less: Impairment loss	(120,946)	(121,427)
	–	–
Due to subsidiary	(1,741)	(1,711)

14. DUE FROM / (TO) RELATED PARTIES (NON-TRADE)

The amounts due from / (to) related parties are non-trade in nature, unsecured, interest-free and are repayable on demand.

15. DUE FROM / (TO) HOLDING COMPANY (NON-TRADE)

The amounts due from / (to) holding company are non-trade in nature, unsecured, interest-free and are repayable on demand.

As disclosed in Note 29, the Company's holding company, AAG, was under liquidation since prior years and the payment amounted to US$2.5 million received from AAG on 27 August 2018 was returned to AAG as the Joint and Several Liquidators of AAG informed the Company that the payment of US$2.5 million by AAG was allegedly an unauthorised transaction, and expressly reserved their rights over the payment. As such, the Company had fully provided for the amounts due from AAG amounting to US$3.1million (2023: US$3.1 million) as at 31 December 2024.

	Group	
	2024	**2023**
	US$'000	**US$'000**
Due from holding company	3,083	3,083
Less: Impairment loss (Note 29)	(3,083)	(3,083)
	–	–
Due to holding company	(48)	(49)

(Amounts in thousands of United States dollars unless otherwise stated)

16. CASH AND CASH EQUIVALENTS

	Group	
	2024	2023
	US$'000	US$'000
Cash and bank balances	36,549	49,152

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represents cash and bank balances less restricted cash (which is not available for use by the Group) and bank overdrafts, and comprise the following at the end of the reporting date:

	Group	
	2024	2023
	US$'000	US$'000
Cash and bank balances	36,549	49,152
Less:		
Bank overdrafts (Note 19)	(68,514)	(61,257)
Restricted cash (Note 29)	(48)	(49)
Overdrawn as stated in the consolidated statement of cash flows	(32,013)	(12,154)

17. TRADE AND OTHER PAYABLES

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Current				
Trade payables	84,488	132,742	–	–
Other payables	11,555	36,378	–	–
Excise tax payable	49,842	52,937	–	–
VAT payable	27,836	7,540	–	–
Accrued expenses	1,161	3,454	114	147
Contract liabilities	1,654	1,317	–	–
	176,536	234,368	114	147
Non-current				
Other payables	2,460	3,691	–	–
Trade and other payables (non-current and current)	178,996	238,059	114	147

Trade payables are non-interest bearing and the average credit period on purchases of goods range from 0 to 31 days (2023: 0 to 31 days) according to the terms agreed with the suppliers.

Other payables are non-interest bearing and these relate to employees and social obligations.

Contract liabilities represent advances received from customers.

(Amounts in thousands of United States dollars unless otherwise stated)

18. PROVISIONS

	Group					
	Reinstatement cost	Dismantling and restoration cost (i)	Energy Saving Certificates Guaranty Fund (ii)	Future trading loss (iii)	Other provision (iv)	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
2024						
At beginning of year	8	5,189	9,148	3,214	2,675	20,234
Arose during the year	–	–	–	–	316	316
Unused amount reversed	–	(4,126)	(1,068)	(2,055)	(169)	(7,418)
Exchange differences	–	(149)	(498)	(111)	(164)	(922)
At end of year	8	914	7,582	1,048	2,658	12,210
Less: Current portion	(8)	–	–	–	–	(8)
Non-current portion	–	914	7,582	1,048	2,658	12,202
2023						
At beginning of year	8	4,978	8,122	4,721	4,312	22,141
Arose during the year	–	88	755	–	338	1,181
Utilised	–	(8)	–	–	(146)	(154)
Unused amount reversed	–	(26)	–	(1,624)	(1,933)	(3,583)
Exchange differences	–	157	271	117	104	649
At end of year	8	5,189	9,148	3,214	2,675	20,234
Less: Current portion	(8)	–	–	–	–	(8)
Non-current portion	–	5,189	9,148	3,214	2,675	20,226

(i) This pertains to the dismantling, restoration and depollution cost for DPPLN SAS site in France. The provision was based on an estimation of costs to dismantle the petroleum storage depot and convert the site to residential area or to install solar panels which both were assessed to be the most probable cases by management.

(ii) This pertains to the costs of replenishing the energy saving certificates ("ESC") for the risk of cancellation of certain ESC by relevant French authority due to identification of non-compliance according to French environmental legislation for all energy suppliers in France. The provision was based on an estimation of possible recovery costs for acquisition of ESC that may be cancelled for the ESC issued over past 6 years.

(iii) This pertains to the potential future trading loss that may occur due to a contracted natural gas customer in France refusing to fulfill the tender contract by not making payments for several natural gas deliveries by the Group. The provision was based on an estimation of the possible loss in the future that could be sold at a lower market price as a result of the cancellation of physical deliveries of natural gas.

(iv) Other provision pertains to provision for ex-gratia benefits payable to the Group's employees and other civil liabilities. The provision was based on estimated amount payable to retiring employees, and probable civil liabilities arising from the Group's operations.

There are no provisions carried by the Company as at the end of 31 December 2024 and 2023.

(Amounts in thousands of United States dollars unless otherwise stated)

19. LOANS AND BORROWINGS

	Maturity	Group	
		2024	2023
		US$'000	US$'000
Current			
Bank overdraft	On demand	68,514	61,257
Secured bank loans at EURIBOR 3M/12M + 2/2.5% p.a.	2025	19,487	57,050
Secured bank loans at fixed rates between 4.95% to 5.40% p.a.	2025	1,617	1,718
Unsecured bank loans at fixed rates between 0.6% to 2.5% p.a.	2025	6,160	6,357
Lease liabilities		1,052	1,345
		96,830	127,727
Non-current			
Secured bank loans at fixed rates between 4.95% to 5.40% p.a.	2026 to 2030	5,808	7,890
Unsecured bank loans at fixed rates between 0.6% to 2.5% p.a.	2026 to 2028	9,627	13,131
Lease liabilities		2,658	3,489
		18,093	24,510
Total loans and borrowings (non-current and current)		114,923	152,237

The bank overdrafts and secured bank loans amounting US$68,514,000 (2023: US$61,257,000) and US$26,912,000 (2023: US$66,658,000) respectively are secured by the trade receivables, inventories and equity shares of certain subsidiaries.

(Amounts in thousands of United States dollars unless otherwise stated)

19. LOANS AND BORROWINGS (Continued)

The table below details changes in the Group's liabilities arising from financing activities:

	Loans and borrowings	Lease liabilities	Total
	US$'000	US$'000	US$'000
Balance at 1 January 2024	147,403	4,834	152,237
Changes from financing cash flows			
Proceeds of borrowings	5,020	–	5,020
Repayment of borrowings	(47,169)	–	(47,169)
Repayment of principal portion of lease liabilities	–	(3,802)	(3,802)
Interest paid	(6,484)	(56)	(6,540)
Total changes from financing cash flows	(48,633)	(3,858)	(52,491)
The effect of changes in foreign exchange rates	(15,093)	(105)	(15,198)
Other changes			
Acquisition of subsidiaries	13,795	–	13,795
New lease	–	2,783	2,783
Interest expense	6,484	56	6,540
Bank overdraft	7,257	–	7,257
Balance at 31 December 2024	111,213	3,710	114,923
Balance at 1 January 2023	102,525	4,433	106,958
Changes from financing cash flows			
Proceeds of borrowings	30,203	–	30,203
Repayment of borrowings	(2,248)	–	(2,248)
Repayment of principal portion of lease liabilities	–	(774)	(774)
Interest paid	(5,069)	(57)	(5,126)
Total changes from financing cash flows	22,886	(831)	22,055
The effect of changes in foreign exchange rates	3,265	(236)	3,029
Other changes			
Acquisition of subsidiaries	1,312	–	1,312
New lease	–	1,411	1,411
Interest expense	5,069	57	5,126
Bank overdraft	12,346	–	12,346
Balance at 31 December 2023	147,403	4,834	152,237

(Amounts in thousands of United States dollars unless otherwise stated)

20. SHARE CAPITAL

	Group and Company			
	2024		2023	
	Number of ordinary shares	US$'000	Number of ordinary shares	US$'000
Authorised at HK$0.001 each	15,000,000,000	1,931	15,000,000,000	1,931
Issued and fully paid ordinary shares at HK$0.001 each				
At beginning and end of the year	4,233,185,850	545	4,233,185,850	545

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per share at meetings of the Company.

21. REVENUE FROM CONTRACTS WITH CUSTOMERS

(a) Disaggregation of revenue

The Group derives revenue from the transfer of goods and services and at a point in time in the following type of goods and services and geographical location based on location of customers.

	Group	
	2024	2023
	US$'000	US$'000
At a point in time		
Distribution of petroleum products	2,474,640	2,563,619
Others	1,279	2,309
	2,475,919	2,565,928
Geographical markets		
Europe	2,475,919	2,565,928
	2,475,919	2,565,928

(b) Contract balances

The contract liabilities are included in the trade and other payables (Note 17). There were no significant changes in the contract balances during the year.

(Amounts in thousands of United States dollars unless otherwise stated)

22. OTHER INCOME

	Group	
	2024	2023
	US$'000	US$'000
Interest income	809	1,798
Income from penalties imposed on contracted customers	103	4,673
Others	274	482
	1,186	6,953

Income from penalties imposed on contracted customers pertains to penalty imposed to a contracted natural gas customer in France refusing to fulfil the tender contract by not making payments for several natural gas deliveries by the Group.

23. FINANCE COSTS

	Group	
	2024	2023
	US$'000	US$'000
Interest expenses on loans and borrowings		
- Loans and borrowings	6,484	5,069
- Lease liabilities	56	57
	6,540	5,126
Bank charges	2,080	4,315
	8,620	9,441

(Amounts in thousands of United States dollars unless otherwise stated)

24. (LOSS) / PROFIT BEFORE TAX

	Group	
	2024	2023
	US$'000	US$'000
Audit fees paid to:		
- auditors of the Company	111	130
- other auditors	316	410
Non-audit fees paid to auditors of the Company	7	66
Amortisation of intangible assets (Note 4)	1,937	418
Depreciation of property, plant and equipment (Note 3)	15,288	11,314
Depreciation of right-of-use assets (Note 3)	997	1,126
Impairment loss on property, plant and equipment (Note 3)	8,547	799
Impairment loss on trade receivables (Note 10)	–	2,806
Reversal of allowance on due from holding company (Note 15)	–	(800)
Bad debts written off	588	2,674
Lease expense (Note 34(c))	4,592	4,959
Professional fees	2,624	1,888
Directors' fees	112	111
Gain on disposal of property, plant and equipment	(78)	(127)
Loss on disposal of a subsidiary	–	1,102
Staff costs (Note 25)	44,666	43,852

25. STAFF COSTS

	Group	
	2024	2023
	US$'000	US$'000
Salaries and bonuses*	29,881	28,333
Costs of defined contribution plan	201	877
Staff related taxes	10,901	10,203
Staff incentives	1,691	1,365
Other staff related costs	1,992	3,074
	44,666	43,852

* This includes directors' remuneration as disclosed in Note 29. Staff costs recorded in selling and distribution expenses are US$43,764,000 (2023: US$42,953,000).

(Amounts in thousands of United States dollars unless otherwise stated)

26. INCOME TAX (CREDIT)/EXPENSE

Major components of income tax (credit)/expense comprise:

	Group	
	2024	2023
	US$'000	US$'000
Income tax (credit)/expense:		
- Current income tax	415	5,686
- Withholding tax	348	373
	763	6,059
Deferred tax:		
- Deferred tax due to timing differences	(7,371)	(57)
	(6,608)	6,002

Income tax is calculated on the estimated assessable profit for the financial year at the rates prevailing in the relevant jurisdictions.

The reconciliation of the tax (credit)/expense and the product of accounting (loss)/profit multiplied by the applicable rate is as follows:

	Group	
	2024	2023
	US$'000	US$'000
(Loss)/Profit before tax:		
Continuing operations	(8,584)	18,838
Discontinued operation	–	(280)
	(8,584)	18,558
Tax at the domestic rates applicable to (loss)/profit in the countries where the Group operates	(2,128)	5,486
Adjustments for:		
Non-deductible expenses	4,668	3,164
Non-taxable income	(2,174)	(3,549)
Partial tax exemption and tax relief	–	(20)
Withholding tax	348	373
Change in temporary difference	(7,371)	(57)
Others	49	605
	(6,608)	6,002

The Group has unused tax losses of US$136,627,000 (2023: US$137,572,000) for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of this balance is subject to the agreement of the tax authorities and compliance with the tax legislation of Singapore. The unused tax losses have no expiry dates.

(Amounts in thousands of United States dollars unless otherwise stated)

27. (LOSS)/EARNINGS PER SHARE

Basic and diluted (loss)/earnings per share are calculated by dividing (loss)/profit for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following table reflects the (loss)/profit used in the computation of basic and diluted (loss)/earnings per share:

	2024	**2023**
(Loss)/Profit for the financial year attributable to equity holders of the Company (US$'000)	(1,071)	5,628
Weighted average number of ordinary shares outstanding for (loss)/ earnings per share ('000)	4,233,186	4,233,186
Basic and diluted (loss)/earnings per share (US$ cents)	(0.025)	0.133

	2024	**2023**
(Loss)/Profit from continuing operations for the financial year attributable to equity holders of the Company (US$'000)	(1,071)	5,908
Weighted average number of ordinary shares outstanding for (loss)/ earnings per share ('000)	4,233,186	4,233,186
Basic and diluted (loss)/earnings per share (US$ cents)	(0.025)	0.140

	2024	**2023**
Loss from discontinued operations for the financial year attributable to equity holders of the Company (US$'000)	–	(280)
Weighted average number of ordinary shares outstanding for loss per share ('000)	4,233,186	4,233,186
Basic and diluted loss per share (US$ cents)	–	(0.007)

28. CONTINGENT LIABILITIES / ASSETS, UNSECURED

The Group has issued corporate guarantees amounting to US$55,073,000 (2023: US$46,213,000) to certain counterparts for two subsidiaries and a joint venture. These guarantees are subject to impairment requirements of IFRS 9. The Group has assessed that its subsidiaries and joint venture have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

In 2023, the Group has written a letter of comfort to the benefit of external banks in respect of bank loans granted to a joint venture. The outstanding capital repayable as at 31 December 2023 covered by this letter was US$232,000. The letter of comfort was lifted in 2024 and is no longer valid.

(Amounts in thousands of United States dollars unless otherwise stated)

29. RELATED PARTY TRANSACTIONS

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

	Group	
	2024	2023
	US$'000	US$'000
Repayment by holding company	–	(800)
Payment on behalf of holding company	1	–
Amount held on trust for holding company (Note 16)	(48)	(49)

On 27 August 2018, the Group received a payment of US$2.5 million from AAG as part payment of the Net Receivable due from AAG. With such part payment, the Net Receivable due from AAG was reduced to US$1.4 million from US$3.9 million. However, on 26 September 2018, the Joint and Several Liquidators of AAG informed the Company that the payment of US$2.5 million by AAG was allegedly an unauthorised transaction, and expressly reserved their rights over the payment. The Company elected to return the sum to AAG without any prejudice to their rights to the same. As a result, the Net Receivable due from AAG was restored to US$3.9 million, and a payable (i.e. liability to refund AAG) of US$0.85 million was separately recorded as at 31 December 2022. In 2023, the Group and AAG agreed to offset the payable to AAG, amounted to US$0.80 million, against the Net Receivable due from AAG. The Net Receivable due from AAG then became US$3.1 million (2023: US$3.1 million), and a balance payable (i.e. liability to refund AAG) of US$48,000 (2023: US$49,000) was separately recorded.

In view of the extant circumstances of AAG noted above, the Net Receivable due from AAG of US$3.1 million was eventually impaired in full as at 31 December 2024 and 31 December 2023.

On 2 September 2021, the Group entered into a deed of trust with AAG to receive a trust amount equivalent to US$505,000 from Insolvency Office of the Ministry of Law (Singapore). The Group is at the written request of AAG, to pay out all or part of the trust amount, in a single payment or through successive tranches, to recipients as stated in the relevant written request. As at 31 December 2024, the amount hold on trust for AAG is carrying at US$47,000 (2023: US$47,000).

Key management personnel compensation

	Group	
	2024	2023
	US$'000	US$'000
Salaries and bonuses	876	673
Employer's contribution to Central Provident Fund	24	21
Other allowances	10	9
	910	703

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly.

30. SEGMENT INFORMATION

The Group has 3 reportable segments, as described below, which are the Group's strategic business units that are organised based on their function and targeted customer groups. The strategic business units offer different products and services and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the chief operating decision maker reviews internal management reports on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- Segment 1: Distribution
- Segment 2: Wholesale
- Segment 3: Corporate

Geographically, management manages and monitors the business in these primary geographic areas: Europe, Singapore, Hong Kong and People's Republic of China which are engaged in the trading of petrochemical and petroleum.

Management monitors the operating results of the segments separately for the purpose of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operation profit or loss which is similar to the accounting profit or loss.

Income taxes are managed on each operating segment basis.

The accounting policies of the operating segments are the same of those described in the material accounting policy information. There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operation before tax expense not including non-recurring gains or losses and foreign exchange gains or losses.

(Amounts in thousands of United States dollars unless otherwise stated)

30. SEGMENT INFORMATION (Continued)

	Distribution		Wholesale		Corporate		Adjustments and eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Revenue										
External customers	2,474,640	2,563,619	–	–	–	–	–	–	2,474,640	2,563,619
Others	1,279	2,309	–	–	–	–	–	–	1,279	2,309
	2,475,919	2,565,928	–	–	–	–	–	–	2,475,919	2,565,928
Results										
Segment results	(1,202)	27,528	952	1,550	(2,687)	391	(345)	(4,114)	(3,282)	25,355
Interest income	466	1,756	1	–	342	42	–	–	809	1,798
Finance costs	(8,608)	(9,433)	(7)	(4)	(5)	(4)	–	–	(8,620)	(9,441)
Share of results of associates and joint venture (net of tax)	244	(448)	–	–	2,265	1,294	–	–	2,509	846
	(9,100)	19,403	946	1,546	(85)	1,723	(345)	(4,114)	(8,584)	18,558
Tax expense	6,608	(6,002)	–	–	–	–	–	–	6,608	(6,002)
Net (loss)/profit for the year	(2,492)	13,401	946	1,546	(85)	1,723	(345)	(4,114)	(1,976)	12,556
Assets										
Segment Assets	405,728	527,554	722	317	62,251	61,265	(78,214)	(77,199)	390,487	511,937
Investments in associates	8,853	10,484	–	–	–	4,367	(2,331)	(6,719)	6,522	8,132
Investments in joint ventures	11,094	11,844	–	–	26,554	26,554	9,871	7,834	47,519	46,232
Deferred tax assets	3,750	–	–	–	–	–	1,256	1,334	5,006	1,334
	429,425	549,882	722	317	88,805	92,186	(69,418)	(74,750)	449,534	567,635

(Amounts in thousands of United States dollars unless otherwise stated)

30. SEGMENT INFORMATION (Continued)

	Distribution		Wholesale		Corporate		Adjustments and eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Liabilities										
Segment Liabilities	309,519	415,079	121,070	121,611	19,218	18,129	(142,864)	(143,654)	306,943	411,165
Deferred tax liabilities	–	2,283	–	–	–	–	472	502	472	2,785
	309,519	417,362	121,070	121,611	19,218	18,129	(142,392)	(143,152)	307,415	413,950
Capital expenditure	17,531	34,246	–	–	–	–	–	–	17,531	34,246
Significant non-cash items										
Depreciation and amortisation	17,993	12,620	92	45	137	193	–	–	18,222	12,858
Impairment loss on property, plant and equipment	8,547	–	–	–	–	–	–	–	8,547	–

(Amounts in thousands of United States dollars unless otherwise stated)

30. SEGMENT INFORMATION (Continued)

Geographical information

The Group's three business segments operate in mainly three main geographic areas:

- Singapore - The Company is headquartered in Singapore. The operations in this area include investment holding, treasury functions and provision of administrative and management services.

- People's Republic of China ("PRC") - The operations in this area include oil and storage transportation, provision of logistics services and research and development activities.

- Europe - The operations in this area are principally the sales and distribution of petroleum products and operating of petrol stations.

	Revenue		Non-current assets	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Europe	2,475,919	2,565,928	134,172	144,746
People's Republic of China	–	–	32,921	30,792
Singapore	–	–	54	146
	2,475,919	2,565,928	167,147	175,684

Non-current assets information presented above consist of property, plant and equipment, right-of-use assets, intangible assets, other investments, deferred tax assets, other receivables and investments in associates and joint ventures as presented in the consolidated statement of financial position.

31. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group's activities expose it to a variety of market risk (including currency risk and interest rate risk), liquidity risk, credit risk and risk of product price changes. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance. The Board of Directors of the Company is responsible for setting the objectives and underlying principles of financial risk management for the Group. The Audit Committee provides independent oversight on the effectiveness of the risk management process.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes of the management of these risks.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(i) Market risk

(a) Foreign exchange risk

The Group's activities expose it to the financial risks of changes in foreign currency exchange rates. The objective of market risk management is to manage and control market risk exposures with acceptable parameters, while optimising the return on risk.

The Group has transactional currency exposure arising from its exposure in a currency other than the respective functional currencies of the Group entities, which are primarily the United States dollars ("USD"), Singapore dollars ("SGD"), Chinese Renminbi ("RMB") and Euro ("EUR").

The Group's currency exposures to USD, SGD, RMB and EUR at the reporting date are as follows:

Group 2024	USD	SGD	RMB	EUR	Total
	US$'000	US$'000	US$'000	US$'000	US$'000
Financial assets					
Trade and other receivables (excluding prepayments)	56	15	78	156,369	156,518
Other investments	–	–	–	342	342
Derivative financial assets	–	–	–	31	31
Due from related parties (non-trade)	–	–	–	6,262	6,262
Cash and cash equivalents	10,186	652	18	25,693	36,549
	10,242	667	96	188,697	199,702
Financial liabilities					
Trade and other payables*	(8)	(162)	–	(149,336)	(149,506)
Loans and borrowings	–	–	–	(111,213)	(111,213)
Lease liabilities	–	(55)	(127)	(3,528)	(3,710)
Derivative financial liabilities	–	–	–	(258)	(258)
Due to related parties (non-trade)	–	–	–	(508)	(508)
Due to holding company (non-trade)	(48)	–	–	–	(48)
	(56)	(217)	(127)	(264,843)	(265,243)
Currency exposure on net financial assets/ (liabilities)	10,186	450	(31)	(76,146)	(65,541)

* Excluding VAT payables and contract liabilities

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

(a) Foreign exchange risk (Continued)

Group 2023	USD	SGD	RMB	EUR	Total
	US$'000	US$'000	US$'000	US$'000	US$'000
Financial assets					
Trade and other receivables (excluding prepayments)	2	45	136	218,331	218,514
Other investments	–	–	–	362	362
Derivative financial assets	–	–	–	371	371
Due from related parties (non-trade)	–	–	–	13,180	13,180
Cash and cash equivalents	9,130	156	3	39,863	49,152
	9,132	201	139	272,107	281,579
Financial liabilities					
Trade and other payables	(7)	(179)	–	(229,016)	(229,202)
Loans and borrowings	–	–	–	(147,403)	(147,403)
Lease liabilities	–	–	–	(4,834)	(4,834)
Derivative financial liabilities	–	–	–	(551)	(551)
Due to related parties (non-trade)	–	–	–	(35)	(35)
Due to holding company (non-trade)	(49)	–	–	–	(49)
	(56)	(179)	–	(381,839)	(382,074)
Currency exposure on net financial assets/ (liabilities)	9,076	22	139	(109,732)	(100,495)

* Excluding VAT payables and contract liabilities

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

(a) Foreign exchange risk (Continued)

Company **2024**	**USD** **US$'000**	**SGD** **US$'000**	**Total** **US$'000**
Financial liabilities			
Other payables	–	(114)	(114)
Due to subsidiaries (non-trade)	–	(1,741)	(1,741)
	–	(1,855)	(1,855)
Currency exposure on net financial liabilities	–	(1,855)	(1,855)
2023			
Financial liabilities			
Other payables	–	(147)	(147)
Due to subsidiaries (non-trade)	–	(1,711)	(1,711)
	–	(1,858)	(1,858)
Currency exposure on net financial liabilities	–	(1,858)	(1,858)

The Company also has a number of investments in foreign operations, whose net assets are exposed to foreign exchange translation risk.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

(a) Foreign exchange risk (Continued)

Foreign currency sensitivity analysis

The following demonstrates the sensitivity of the Group's and Company's (loss)/profit before tax and other comprehensive income to a 5% change in SGD, RMB and EUR against USD, with all other variables held constant. This analysis is based on foreign currency exchange rate variances that the Group and the Company considered to be reasonably possible at the end of the reporting period. The analysis is performed on the same basis for 2023, as indicated below:

Group	**(Loss)/Profit before tax**		**Other comprehensive (loss)/income**	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
+5% increase in RMB against USD	(2)	7	–	–
+5% increase in EUR against USD	(3,807)	(5,487)	–	–
+5% increase in SGD against USD	23	1	–	–

Company	**Loss before tax**		**Other comprehensive loss**	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
+5% increase in SGD against USD	(93)	(93)	–	–

A 5% (2023: 5%) weakening of the RMB, SGD and EUR against USD would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rate. The Group is exposed to interest rate risk as it has significant interest-bearing financial liabilities.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was as follows:

	Group	
	2024	**2023**
	US$'000	**US$'000**
Fixed rate instruments		
Financial liabilities	(23,212)	(29,096)
Variable rate instruments		
Financial liabilities	(88,001)	(118,307)
	(111,213)	(147,403)

Fair value sensitivity analysis for variable rate instruments

An increase/(decrease) of 100 bp in interest rate at the reporting date would have increased/(decreased) the Group's (loss)/profit before tax by approximately US$880,010 (2023: US$1,183,070). This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

(ii) Liquidity risk

Liquidity risk refers to the risks in which the Group encounters difficulties in meeting its short-term obligations. Liquidity risks are managed by matching the payment and receipt cycle. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group monitors their liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's operations are financed mainly through equity. Adequate lines of credits are maintained to ensure the necessary liquidity is available when required.

The following table details the Group's and the Company's remaining contractual maturity for its non-derivative financial instruments. The tables have been drawn up based on the undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group and the Company is expected to receive or pay.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(ii) Liquidity risk (Continued)

Group 2024	On demand	1 year or less	Later than 1 year and not later than 5 years	Later than 5 years
	US$'000	US$'000	US$'000	US$'000
Financial assets				
Trade and other receivables (excluding prepayments)	–	155,111	1,407	–
Derivative financial assets	–	31	–	–
Other investments	–	–	342	–
Amounts due from related parties	6,262	–	–	–
Cash and cash equivalents	–	36,549	–	–
	6,262	191,691	1,749	–
Financial liabilities				
Trade and other payables (excluding VAT payables and contract liabilities)	–	147,046	2,460	–
Derivatives financial liabilities	–	258	–	–
Amounts due to related parties	508	–	–	–
Amounts due to holding company	48	–	–	–
Loans and borrowings	68,514	28,471	16,119	–
Lease liabilities	–	1,098	2,776	–
	69,070	176,873	21,355	–
Total net undiscounted financial (liabilities)/ assets	(62,808)	14,818	(19,606)	–

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(ii) Liquidity risk (Continued)

Group 2023	On demand	1 year or less	Later than 1 year and not later than 5 years	Later than 5 years
	US$'000	US$'000	US$'000	US$'000
Financial assets				
Trade and other receivables (excluding prepayments)	–	217,030	1,484	–
Derivative financial assets	–	371	–	–
Other investments	–	–	362	–
Amounts due from related parties	13,180	–	–	–
Cash and cash equivalents	–	49,152	–	–
	13,180	266,553	1,846	–
Financial liabilities				
Trade and other payables (excluding VAT payables and contract liabilities)	–	225,511	3,691	–
Derivatives financial liabilities	–	551	–	–
Amounts due to related parties	35	–	–	–
Amounts due to holding company	49	–	–	–
Loans and borrowings	61,257	65,861	22,245	–
Lease liabilities	–	1,403	3,639	–
	61,341	293,326	29,575	–
Total net undiscounted financial liabilities	(48,161)	(26,773)	(27,729)	–

Company 2024	On demand	1 year or less
	US$'000	US$'000
Financial liabilities		
Trade and other payables	–	114
Due to subsidiaries (non-trade)	1,741	–
	1,741	114
Total net undiscounted financial liabilities	(1,741)	(114)
2023		
Financial liabilities		
Trade and other payables	–	147
Due to subsidiaries (non-trade)	1,711	–
	1,711	147
Total net undiscounted financial liabilities	(1,711)	(147)

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's major classes of financial assets are cash and cash equivalents, trade and other receivables, including amounts due from related parties.

In order to minimise credit risk, the Group has tasked its Credit Management Team to develop and maintain the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Credit Management Team uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category	**Description**	**Basis for recognising expected credit losses (ECL)**
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

At the end of the reporting date, approximately 47% (2023: 39%) of the Group's gross trade receivables were due from a related party, for which the amount had been fully provided as at 31 December 2024 and 2023.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

Expected Credit Losses

(a) Trade receivables

The Group's exposure to credit risk from trade receivables are linked to the individual characteristics of each customer, and also influenced by the default risk specific to the industry or country brought about by the general economic condition.

	Note	Category	12 month or lifetime ECL	Gross carrying amount US$'000	Loss allowance US$'000	Net carrying amount US$'000
Group						
2024						
Trade receivables	10	Note A	Lifetime ECL (simplified)	305,695	(153,265)	152,430
Other receivables (excluding prepayments)	10	Note B	12-month ECL	4,088	–	4,088
Due from holding company	15	Note B	12-month ECL	3,083	(3,083)	–
Due from related parties	14	Note B	12-month ECL	6,262	–	6,262
					(156,348)	
2023						
Trade receivables	10	Note A	Lifetime ECL (simplified)	366,290	(152,358)	213,932
Other receivables (excluding prepayments)	10	Note B	12-month ECL	4,582	–	4,582
Due from holding company	15	Note B	12-month ECL	3,083	(3,083)	–
Due from related parties	14	Note B	12-month ECL	13,180	–	13,180
					(155,441)	

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

	Note	Category	12 month or lifetime ECL	Gross carrying amount US$'000	Loss allowance US$'000	Net carrying amount US$'000
Company						
2024						
Other receivables (excluding prepayments)	10	Note B	12-month ECL	–*	–	–*
Due from subsidiary	13	Note B	12-month ECL	120,946	(120,946)	–
					(120,946)	
2023						
Other receivables (excluding prepayments)	10	Note B	12-month ECL	–*	–	–*
Due from subsidiary	13	Note B	12-month ECL	121,427	(121,427)	–
					(121,427)	

* Amount less than US$1,000.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

Trade receivables (Note A)

For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL by using an individual (debtor-by-debtor) basis. ECL is estimated based on historical credit loss experience based on the past due status of debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

The Group deals only with companies with established relationship, and trades within the limit allowed determined by the Group's credit insurance policy. At 31 December 2024, the Group's trade receivables in distribution segment are covered by letters of credit or other forms of credit insurance. The Group computes the expected credit loss using probability of default from external rating agencies, where available, taking into account of the industry, payment patterns and historical loss rates in Europe. The Group do not expect significant credit losses beyond the amounts provided above.

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

The Group's exposure to credit losses can be analysed by the segments and geographical areas. The Group determines concentration of credit risk by monitoring the country of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables by country at the reporting date is as follows:

	Geographical areas	Group	
		2024	**2023**
		US$'000	**US$'000**
Wholesale of oil commodity	Hong Kong	142,852	142,852
Distribution of petroleum products	Europe	162,843	223,438
		305,695	366,290

Other receivables, amount due from holding company and related parties (Note B)

The Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets apart from those balances which the Group has already impaired.

(Amounts in thousands of United States dollars unless otherwise stated)

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

(iv) Risk of product price changes

The Group's price risk mainly arises from its sale and purchase of petroleum products. The Group control the price risk within clear delegations of authority. At the end of the financial year, the Group is exposed to price risk arising from its trading inventories and oil commodity derivatives.

Should the price of the Group's trading inventories and oil commodity derivatives increase/(decrease) by 5%, the Group's loss for the financial year would have increase/(decrease) by US$2.9 million (2023: US$4.6 million).

(v) Financial instruments by category

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Financial assets at amortised cost	199,329	280,846	–	–
Financial assets, at FVPL	254	607	–	–
Financial assets, at FVOCI	119	126	–	–
Financial liabilities at amortised cost	(261,533)	(377,240)	(1,855)	(1,858)
Financial liabilities, at FVPL	(258)	(551)	–	–

32. FAIR VALUES OF FINANCIAL INSTRUMENTS

(i) Fair value hierarchy

The Group classify fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy have the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – 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), and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

(Amounts in thousands of United States dollars unless otherwise stated)

32. FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(ii) Assets and liabilities measurement at fair value

The following table shows an analysis of financial instruments measured at fair value by the level of fair value hierarchy:

	Group (US$'000)			
	Level 1	**Level 2**	**Level 3**	**Total**
2024				
Assets				
Derivative financial assets	–	31	–	31
Other investments	–	–	342	342
Derivative financial liabilities	–	(258)	–	(258)
2023				
Assets				
Derivative financial assets	–	371	–	371
Other investments	–	–	362	362
Derivative financial liabilities	–	(551)	–	(551)

Level 2 fair value measurement

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at the end of the reporting period.

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

Fair value is the amount for which an asset could be exchanged or a liability settled between knowledgeable willing parties in an arm's length transaction.

Fair value of financial instrument by classes that are not carried at fair value and whose carrying amount are reasonable approximation of fair value

The carrying amounts of these financial assets and liabilities, including cash and cash equivalents, trade and other receivables (excluding prepayments), amounts due from subsidiaries, amounts due from/(to) related parties, amounts due from/(to) holding company, trade and other payables (excluding VAT payables and contract liabilities) and loans and borrowings (excluding non-current fixed rate bank loans) are reasonable approximation of fair values, due to their short-term nature or that they are re-priced to market interest rates, on or near the end of the reporting period.

The determination of the fair value of the non-current fixed rate bank loans are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the reporting period. The fair value of the non-current fixed rate bank loans at the end of the reporting period is not significantly different from the carrying amount.

(Amounts in thousands of United States dollars unless otherwise stated)

33. CAPITAL MANAGEMENT

Capital includes debt and equity items as disclosed in the table below.

The Group manages its capital to ensure that the Group is able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debts and equity attributable to owners of the Company, comprising issued capital, premium and reserves as disclosed and the statements of changes in equity.

The Group's management reviews the capital structure on a regular basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital.

The Group and the Company are not subject to any externally imposed capital requirements during the financial years ended 31 December 2024 and 2023.

	Group	
	2024	**2023**
	US$'000	**US$'000**
Amounts due to holding company (Note 15)	48	49
Amounts due to related parties (Note 14)	508	35
Trade and other payables (Note 17)	178,996	238,059
Derivatives financial liabilities (Note 12)	258	551
Loans and borrowings (Note 19)	111,213	147,403
Lease liabilities (Note 19)	3,710	4,834
Less: Cash and cash equivalents (Note 16)	(36,549)	(49,152)
Net debt	258,184	341,779
Total capital	93,120	100,949
Total capital and net debt	351,304	442,728
Gearing ratio	73%	77%

34. LEASES

The Group has lease contracts for offices and apartments. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension options which are further discussed below.

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

(Amounts in thousands of United States dollars unless otherwise stated)

34. LEASES (Continued)

(a) Right-of-use asset

	Group	
	2024	2023
	US$'000	US$'000
Carrying amount		
As at the beginning of the year	4,729	4,313
Additions	2,783	1,411
Depreciation	(997)	(1,126)
Currency translation differences	(331)	131
As at the end of the year	6,184	4,729

(b) Leased liabilities

	2024	2023
	US$'000	US$'000
Current:		
Lease liabilities	1,052	1,345
Non-current:		
Lease liabilities	2,658	3,489

(c) Amounts recognised in profit or loss

	2024	2023
	US$'000	US$'000
Depreciation of right-of-use assets (Note 3)	997	1,126
Interest expense on lease liabilities (Note 23)	56	57
Lease expense not capitalised in lease liabilities		
- Expense relating to short-term lease (Note 24)	4,592	4,959
Total amount recognised in profit or loss	5,645	6,142

(d) Total cash outflows for all the leases in 2024 was US$5,939,000 (2023: US$5,790,000).

(e) Extension options

The Company has lease contracts that include extension options. Management exercises significant judgement in determining whether the extension option is reasonably certain to be exercised.

(Amounts in thousands of United States dollars unless otherwise stated)

35. BUSINESS COMBINATIONS

(i) CPA

During the current financial year, the Group acquired 100% equity interest in CPA SAS ("CPA") through its 51% owned indirect subsidiary, Dyneff SAS, of which, is 100% owned by Rompetrol France SAS (together with its subsidiaries, the "Rompetrol Group").

CPA, the newly acquired indirect subsidiary of the Group, is a wholesale distributor of refined petroleum products in France. The acquisition was made pursuant to the 5-year strategic plan implemented by the Rompetrol Group. The strategic plan includes investments in core business such as wholesale distribution companies to reinforce the Group's geographical footprint.

Details of the consideration paid, the assets acquired and liabilities assumed, the non-controlling interest recognised and the effects on the cash flows of the Group, at the acquisition date, are as follows:

		2024 US$'000
(a)	**Purchase consideration and consideration transferred for the business**	
	Cash paid	9,304
(b)	**Effect of cash flows of the Group**	
	Cash paid (as above)	9,304
	Less: Cash and cash equivalents in subsidiary acquired	(7,672)
	Cash outflow on acquisition	1,632
(c)	**Identifiable assets acquired and liabilities assumed**	
	Property, plant and equipment (Note 3)	265
	Financial assets, at FVPL	1
	Inventories	12,884
	Trade and other receivable	53
	Cash and cash equivalents	7,672
	Total assets	20,875
	Trade and other payable	(1,644)
	Loans and borrowings	(13,795)
	Total liabilities	(15,439)
	Total identifiable net assets	5,436
	Add: Goodwill (Note 4)	3,868
	Consideration transferred for the business	9,304

35. BUSINESS COMBINATIONS (Continued)

(i) CPA (Continued)

(d) Goodwill

The goodwill of US$3,868,000 arising from the acquisition of CPA is attributable to the wholesale distribution network in France and the synergies expected to arise from the economies of scale in combining the management and operation of the Dyneff SAS with those of CPA. It is not deductible for tax purposes.

(e) Revenue and profit contribution

CPA

The acquired business contributed revenue of US$129,665,000 and net loss of US$1,412,000 to the Group from the period from 10 January 2024 (date of control being obtained by the Group) to 31 December 2024.

If the acquisition of CPA had been completed on the first day of the financial year, the Group's revenue for the year would have been US$2.48 billion and the Group's loss for the year would have been US$1.98 million.

(ii) Travaux, Fraisse, Habitat and GED

During the financial year ended 31 December 2023, the Group acquired 100% equity interest in Travaux Forestiers Zaplotny SAS ("Travaux"), Neel Fraisse SAS ("Fraisse"), France Habitat Enr SAS ("Habitat") and Global 'Ethic Delta SAS ("GED") through its 51% owned indirect subsidiary, Dyneff SAS, of which, is 100% owned by Rompetrol France SAS (together with its subsidiaries, the "Rompetrol Group").

Travaux, the newly acquired indirect subsidiary of the Group, is a producer of wood chips and wood pellets for private individuals and corporations, and also engages in lumbering. The acquisition was made pursuant to the 5-year strategic plan implemented by the Rompetrol Group. The strategic plan includes investments in new areas of business in order to gain expertise and knowledge on other areas of the energy sector.

Fraisse, the newly acquired indirect subsidiary of the Group, is an installer of thermal and air-conditioning equipment for private individuals and corporations, and also provides plumbing, repair and maintenance services. The acquisition was made pursuant to the 5-year strategic plan implemented by the Rompetrol Group. The strategic plan includes investments in renewable energy business such as photovoltaic solar panels and heating systems installation companies to reinforce the Group's heating, ventilation, and air-conditioning operations.

Habitat and GED, the newly acquired indirect subsidiaries of the Group, where the former is an installer of photovoltaic solar panels for private individual customers, and the latter is the marketer for Habitat in the photovoltaic solar panel business. The acquisitions were made pursuant to the 5-year strategic plan implemented by the Rompetrol Group. The strategic plan includes investments in renewable energy business such as photovoltaic solar panels and heating systems installation companies to reinforce the Group's heating, ventilation, and air-conditioning operations.

(Amounts in thousands of United States dollars unless otherwise stated)

35. BUSINESS COMBINATIONS (Continued)

(ii) Travaux, Fraisse, Habitat and GED (Continued)

Details of the consideration paid, the assets acquired and liabilities assumed, the non-controlling interest recognised and the effects on the cash flows of the Group, at the acquisition date, are as follows:

		2023 US$'000
(a)	**Purchase consideration and consideration transferred for the business**	
	Cash paid	10,546
(b)	**Effect of cash flows of the Group**	
	Cash paid (as above)	10,546
	Less: Cash and cash equivalents in subsidiary acquired	(787)
	Cash outflow on acquisition	9,759
(c)	**Identifiable assets acquired and liabilities assumed**	
	Property, plant and equipment (Note 3)	1,145
	Intangible assets (Note 4)	132
	Financial assets, at FVPL	53
	Inventories	601
	Trade and other receivables	1,345
	Cash and cash equivalents	787
	Total assets	4,063
	Trade and other payable	(495)
	Income tax payable	(111)
	Loans and borrowings	(1,312)
	Total liabilities	(1,918)
	Total identifiable net assets	2,145
	Add: Goodwill	8,401
	Consideration transferred for the business	10,546

35. BUSINESS COMBINATIONS (Continued)

(ii) Travaux, Fraisse, Habitat and GED (Continued)

(d) Goodwill

The goodwill of US$1,174,000, US$906,000 and US$5,865,000 arising from the acquisition of Travaux, Fraisse and Habitat respectively are attributable to the gaining of business expertise and knowledge in the wood chips, wood pellets, heating systems and photovoltaic solar panels markets within the energy sector as part of diversification plan of the Group. It is not deductible for tax purposes.

Increase in goodwill of US$456,000 in 2023 was arising from the acquisition of subsidiaries in 2022 as a result of finalisation of the provisional purchase price allocation.

(e) Revenue and profit contribution

Travaux

The acquired business contributed revenue of US$943,000 and net loss of US$202,000 to the Group from the period from 20 June 2023 (date of control being obtained by the Group) to 31 December 2023.

If the acquisition of Travaux had been completed on the first day of the financial year, the Group's revenue for the year would have been US$2.57 billion and the Group's profit for the year would have been US$12.15 million.

Fraisse

The acquired business contributed revenue of US$1,655,000 and net profit of US$91,000 to the Group from the period from 28 June 2023 (date of control being obtained by the Group) to 31 December 2023.

If the acquisition of Fraisse had been completed on the first day of the financial year, the Group's revenue for the year would have been US$2.57 billion and the Group's profit for the year would have been US$12.74 million.

Habitat and GED

The acquired business contributed revenue of US$3,370,000 and net profit of US$316,000 to the Group from the period from 31 August 2023 (date of control being obtained by the Group) to 31 December 2023.

If the acquisition of Habitat and GED had been completed on the first day of the financial year, the Group's revenue for the year would have been US$2.58 billion and the Group's profit for the year would have been US$13.5 million.

STATISTICS OF SHAREHOLDINGS

As at 26 March 2025

Class of Shares	-	Ordinary Shares of HK$0.001 each
Authorised Share Capital	-	HK$15,000,000
Issued and Fully Paid-up Capital	-	HK$4,233,186
Voting Rights	-	One Vote per share
Treasury Shares	-	Nil
Subsidiary Holdings	-	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	8	0.61	297	0.00
100 - 1,000	90	6.89	72,247	0.00
1,001 - 10,000	227	17.37	1,683,800	0.04
10,001 - 1,000,000	891	68.17	161,808,500	3.82
1,000,001 AND ABOVE	91	6.96	4,069,621,006	96.14
TOTAL	**1,307**	**100.00**	**4,233,185,850**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	ANAN GROUP (SINGAPORE) PTE. LTD.	2,701,614,695	63.82
2	NORTHERN INTERNATIONAL CAPITAL HOLDINGS (HK) LIMITED	352,765,487	8.33
3	HUANGHE EXPLORATION & TECHNOLOGY (GROUP) LIMITED	176,382,744	4.17
4	HONG KONG GREAT WALL ECONOMIC COOPERATION CENTRE LIMITED	176,382,744	4.17
5	CITIBANK NOMINEES SINGAPORE PTE LTD	116,793,745	2.76
6	PHILLIP SECURITIES PTE LTD	95,144,100	2.25
7	DBS VICKERS SECURITIES (S) PTE LTD	66,678,900	1.58
8	UOB KAY HIAN PTE LTD	32,981,400	0.78
9	LUAN WENBO	30,700,000	0.72
10	RAFFLES NOMINEES (PTE) LIMITED	22,323,200	0.53
11	LIM AND TAN SECURITIES PTE LTD	19,797,500	0.47
12	KGI SECURITIES (SINGAPORE) PTE. LTD	17,133,600	0.40
13	DBS NOMINEES PTE LTD	16,259,400	0.38
14	CGS INTERNATIONAL SECURITIES SINGAPORE PTE LTD	10,922,000	0.26
15	LEE BOON YAN	10,542,100	0.25
16	MAYBANK SECURITIES PTE. LTD.	10,061,937	0.24
17	LIM KHAI SUAN	9,800,000	0.23
18	HO SHIEN FOON	9,511,900	0.22
19	TAN ENG CHUA EDWIN	8,383,200	0.20
20	HARDEEP SINGH	8,171,000	0.19
	TOTAL	**3,892,349,652**	**91.95**

STATISTICS OF SHAREHOLDINGS

As at 26 March 2025

SUBSTANTIAL SHAREHOLDERS

(As shown in the Register of Substantial Shareholders as at 26 March 2025)

	Direct Interest		Deemed Interest	
Name of Shareholders	**No. of Shares Held**	**%**	**No. of Shares Held**	**%**
AnAn Group (Singapore) Pte. Ltd.	2,701,614,695	63.82	–	–
Ye Jianming [(1)]	–	–	2,701,614,695	63.82
Zhong Ye Equity Investment Fund Limited	–	–	2,701,614,695	63.82
Zang Jian Jun [(2)]	–	–	2,701,614,695	63.82
Northern International Capital Holdings (HK) Limited	352,765,487	8.33	–	–
Shanghai Tongtian Investment Holding Co., Ltd [(3)]	–	–	352,765,487	8.33
Liu Wei [(3)]	–	–	352,765,487	8.33

Notes:

(1) Mr. Ye Jianming ("**Mr. Ye**") and Zhong Ye Equity Investment Fund Limited ("**Zhong Ye**") are the shareholders of AnAn Group (Singapore) Pte. Ltd. ("**AnAn Group**"). As at 26 March 2025, Mr. Ye held 50.01% and Zhong Ye held 49.99% of the shares in AnAn Group. Accordingly, Mr. Ye and Zhong Ye are deemed to be interested in the shares of the Company held by AnAn Group.

(2) Mr. Zang Jian Jun ("**Mr. Zang**") is the 100% shareholder of Zhong Ye. Accordingly, Mr. Zang is deemed to be interested in the shares of the Company held by Zhong Ye.

(3) Mr. Liu Wei owns 98% of the equity interest in Shanghai Tongtian Investment Holding Co., Ltd., which in turn owns 98% of the shares in Northern International Capital Holdings (HK) Limited. Accordingly, Mr. Liu Wei and Shanghai Tongtian Investment Holding Co., Ltd. are deemed to be interested in the shares of the Company held by Northern International Capital Holdings (HK) Limited.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

As at 26 March 2025, 27.85% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST which requires 10% of the equity securities (excluding preference shares and convertible equity securities) in a class that is listed to be in the hands of the public.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of AnAn International Limited ("**Company**") will be held at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 Connection 4, Level 3 on 30 April 2025 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and the Directors' Statement of the Company and the Group for the financial year ended 31 December 2024 together with the Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S$150,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears. **(Resolution 2)**

3. To re-elect the following Directors who is retiring pursuant to 86(1) of the Company's Bye-Laws:

   Mr. Zang Jian Jun **(Resolution 3)**
   Mr. Siow Hung Jui **(Resolution 4)**

   [See Explanatory Note (i)]

4. To re-appoint Messrs RT LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

6. **Authority to allot and issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual of the SGX-ST**

   That:

   (a) pursuant to Rule 806 of the listing rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

      (i) issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or

      (ii) make or grant offers, agreements or options that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, "**Instruments**"),

   (b) (notwithstanding that the authority conferred by paragraph (a) of this Resolution may have ceased to be in force) the Directors be authorised to issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided 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 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be offered other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum of Association and the Bye-Laws for the time being of the Company; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. **(Resolution 6)**

[See Explanatory Note (ii)]

By Order of the Board

Zang Jian Jun
Executive Director and Executive Chairman

Singapore, 15 April 2025

Explanatory Notes:

(i) Mr. Siow Hung Jui will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

(ii) Resolution 6, if passed, will empower the Directors to issue Shares (as defined above) and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of 20% for Shares issued other than on a pro rata basis (including Shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities; (b) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The members of the Company are invited to attend physically only at the AGM and there will be no option for shareholders to participate virtually. This Notice of AGM and the Annual Report are made available on the Company's corporate website at the URL: http://www.ananinternational.com/ and also on SGXNET at the URL: https://www.sgx.com/securities/company-announcements. Printed copies of this Notice of AGM, Proxy Form and the Annual Report will also be sent by post to members.

2. A member who is a relevant intermediary may appoint one or more 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.

3. Investors who hold Shares through Relevant Intermediaries, including the Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**"), may attend and cast his vote(s) at the AGM in person. CPFIS Investors and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF Agent Banks or SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the CPFIS Investors and the SRS Investors shall be precluded from attending the AGM. CPFIS Investors and SRS Investors, who wish to exercise their votes should approach their respective Relevant Intermediaries (which would include CPF Agent Banks and SRS Operators) through which they hold such Shares in order to submit their voting instructions at least 7 working days before the date of the AGM (i.e. by 17 April 2025) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a proxy form to appoint the proxy(ies) or the Chairman of the AGM to vote on their behalf by the cut-off date.

4. Members, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the date of the AGM. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

5. Substantial and relevant questions related to the agenda of the AGM may be submitted in advance in the following manner:

   (i) via email to cfo@ananinternational.com; or
   (ii) via post to the Company's registered address at 10 Anson Road, #17-12 International Plaza, Singapore 079903;

   in either case, by 2.30 p.m. on 22 April 2025 for the purposes of the AGM.

   When submitting the questions, please provide the Company with the following details, for verification purpose:

   (i) full name;
   (ii) NRIC/passport/company registration number;
   (iii) current address;
   (iv) contact number; and
   (v) number of Shares held and the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

6. Members are encouraged to submit their questions on or before 2.30 p.m. on 22 April 2025, as this will allow the Company sufficient time to address and respond to these questions on or before 25 April 2025 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on SGXNET and the Company's corporate website. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, including any questions received by the Company after 2.30 p.m. on 22 April 2025, the Company will address them during the AGM.

7. The Directors will endeavour to address as many substantial and relevant questions as possible during the AGM. However, members should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that individual responses will not be sent to members. The minutes of the AGM will be published on SGXNET within one month after the date of the AGM.

8. Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

9. Except for a member who is a Relevant Intermediary, a member of the Company is entitled to attend, speak and vote at the AGM. Where such a member who is not a Relevant Intermediary, is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead.

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

11. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Memorandum of Association and Section 83(1) of the Company's Bye-Laws.

12. The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

13. The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:

    (i) via email to main@zicoholdings.com; or
    (ii) via post to the Share Transfer Agent, B.A.C.S. Private Limited at 77 Robinson Rd, #06-03 Robinson 77, Singapore 068896,

    in either case, by 2.30 p.m. on 28 April 2025, being not less than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form by a member shall not preclude him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.

14. The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy).

15. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend, speak and vote at the AGM.

PERSONAL DATA PRIVACY

By (a) submitting a form appointing the proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(a) processing and administration by the Company (or its agents or service providers) of the appointment the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;

(c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and

(d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy(ies)'s and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

AnAn International Limited

10 Anson Road,
#17-12 International Plaza,
Singapore 079903
Tel: (+65) 6223 1471