RENEW | REBUILD | TRANSFORM

ANNUAL REPORT 2024

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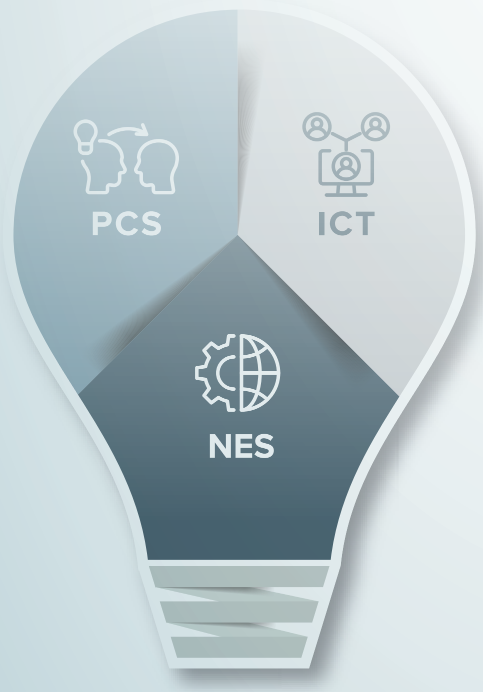


RENEW | BUILD | TRANSFORM

The light bulb encapsulates our core businesses, symbolising renewal through continuous growth and building new capabilities in alignment with our five-year transformation plan. It represents our drive to innovate, evolve and lead the future.

CORPORATE PROFILE

ABOUT TELECHOICE INTERNATIONAL LIMITED

TeleChoice International Limited ("TeleChoice") is a regional diversified provider and enabler of innovative info-communications products and services. It is a portfolio company of ST Telemedia, a strategic investor specialising in communications, data centres and infrastructure technology businesses across Asia, the US and Europe.

Incorporated in Singapore on 28 April 1998 and listed on the Mainboard of the Singapore Exchange Securities Trading Limited on 25 June 2004, TeleChoice offers a comprehensive suite of info-communications services and solutions under three business divisions.

PERSONAL COMMUNICATIONS SOLUTIONS SERVICES ("PCS")

This Division is a regional provider of consumer fulfilment and managed services. It provides retail, e-commerce, distribution, and supply chain management services relating to mobile communication devices, wearables, and smart lifestyle products.

In Singapore, the Division operates a retail chain under the Planet Telecoms brand and holds the exclusive role of being the sole StarHub Ltd Exclusive Partner entrusted with the management of StarHub Platinum Shops. Additionally, it serves as the appointed distributor for StarHub's prepaid card business. The Division also oversees concept stores for well-known mobile device manufacturers such as Samsung and HONOR. Leveraging its track record and strengths, it has been appointed for the full-service distribution, brand marketing, and retail management of HONOR products in Singapore.

In Malaysia, the Division offers comprehensive Fourth-Party Logistics (4PL) services, including procurement, retail management, fulfillment, and holistic supply chain solutions to U Mobile Sdn Bhd, a leading telecom company.

Aligning with the demands of the digital era, the Division also operates the e-commerce platform www.eplanetworld.com, featuring the latest mobile phones, tablets, accessories, wearables, and smart gadgets to cater to the preferences of online shoppers.

INFO-COMMUNICATIONS TECHNOLOGY SERVICES ("ICT")

This Division serves as a regional provider of integrated info-communications solutions, specialising in consultancy, system integration, and comprehensive ICT offerings across three essential pillars: Digital Infrastructure, Tech & Apps Services, and Communications.

In Digital Infrastructure, the Division extends storage and server space infrastructure services, encompassing managed and hosted services, fixed and wireless networking, along with dedicated Day-2 support.

Under Tech & Apps, the Division operates as a proficient Managed Service Provider (MSP), guiding companies through optimised cloud costs and the adoption of transformative technologies like Development Operations (Dev Ops) and Office Automation (OA). Its expertise spans diverse areas such as cloud computing, Hybrid Cloud, big data, analytics, smart learning, and AI Solutions. Notably, the Division excels in campus management and customer relationship management.

Within Communications, the Division specialises in Contact Centre as a Service (CCaaS) and Unified Communications as a Service (UCaaS), offering versatile on-premises, hybrid, and cloud solutions for contact centre and unified communications needs. Additionally, through its associate MVI, it tailors Internet Protocol (IP) television solutions specifically for the hospitality industry.

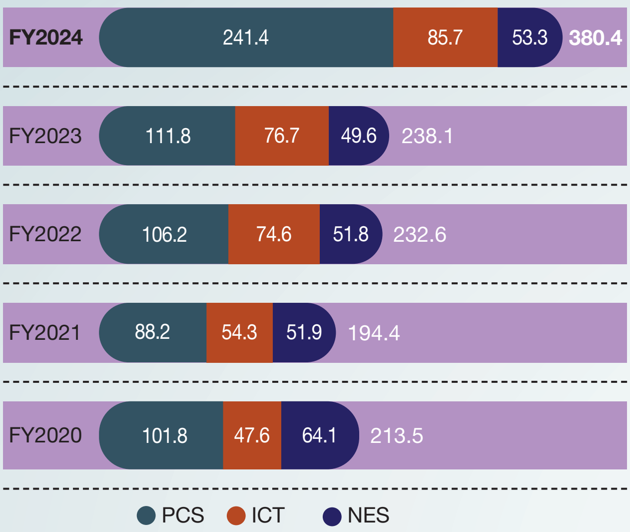
NETWORK ENGINEERING SERVICES ("NES")

This Division is a regional provider of network engineering services and supplier of specialised telecommunications products. It designs, builds and manages telecommunications networks and provides a comprehensive suite of specialised products and solutions to address the network infrastructure needs of fixed and mobile operators in Asia-Pacific. Its services encompass radio network planning and optimisation, transmission network planning, network implementation, maintenance, and project management.

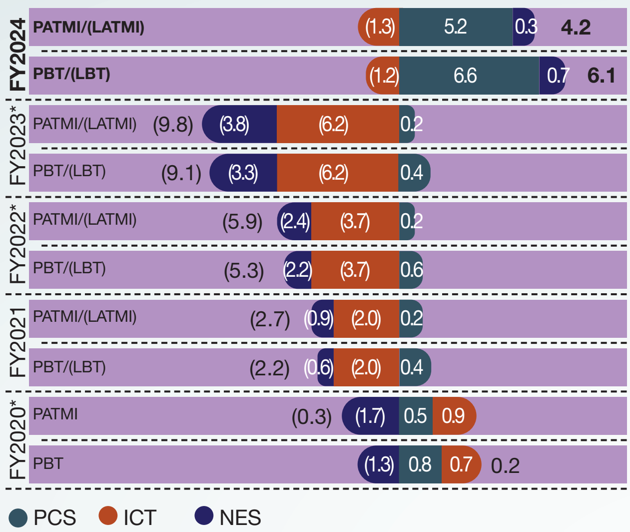
The NES Division also offers a comprehensive range of innovative and cost-effective products, along with managed services contracts, to meet telecommunications access and coverage needs, including Fiber to the Home (FTTH). Additionally, it provides power supply and backup solutions, catering to the requirements of data centres.

FINANCIAL HIGHLIGHTS

REVENUE (S$ MILLION)

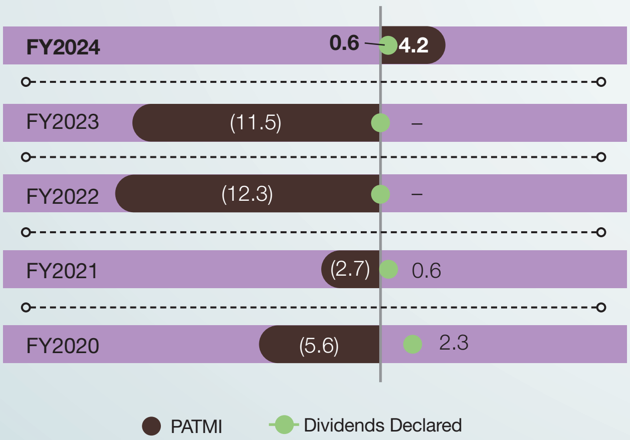


EARNINGS (S$ MILLION)

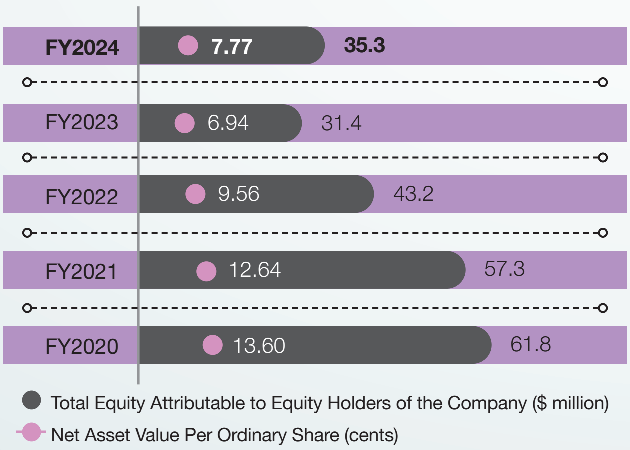


* excluded impairment loss for investments

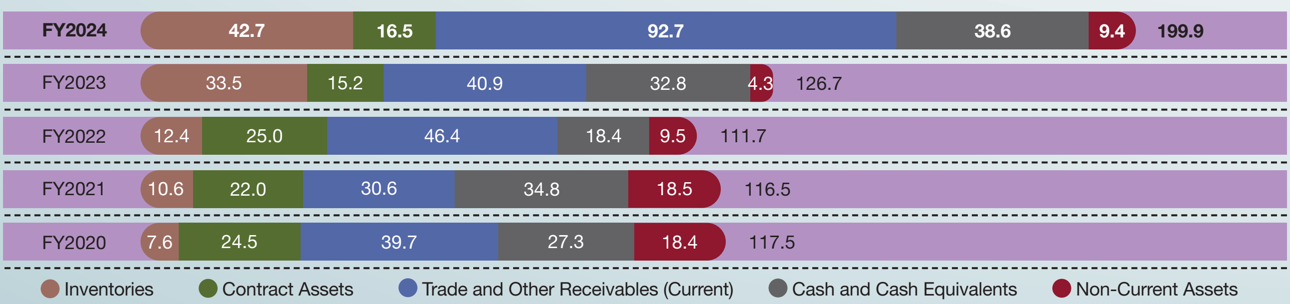
DIVIDENDS DECLARED AGAINST PATMI (S$ MILLION)



TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY



TOTAL ASSETS (S$ MILLION)



LETTER TO SHAREHOLDERS

"AFTER FOUR CONSECUTIVE YEARS OF LOSSES, TELECHOICE HAS RETURNED TO PROFITABILITY WITH A PBT OF S$6.1 MILLION, ACHIEVING A REMARKABLE S$16.9 MILLION TURNAROUND FROM THE S$10.8 MILLION LOSS BEFORE TAX IN FY2023.

WE ARE PLEASED TO RESUME DIVIDEND PAYMENTS AND HAVE ADOPTED A POLICY TO DISTRIBUTE AT LEAST 30% OF NET PROFIT ANNUALLY, UNDERSCORING OUR COMMITMENT TO SHAREHOLDER RETURN."

RONALD SEAH LIM SIANG
Chairman

PAULINE WONG
President and CEO

DEAR SHAREHOLDERS

We are pleased to present the annual report of TeleChoice International Limited (TeleChoice or the Group) for the full year ending 31 December 2024 (FY2024).

FY2024 has been a defining year for TeleChoice, demonstrating our resilience and determination as we emerged from the doldrums through our transformative five-year plan. Despite a challenging operating environment and macroeconomic uncertainties, we have returned to profitability after four consecutive years of losses, with significant improvements across all business divisions. This performance reflects our unwavering commitment to generate business growth and operational excellence as we continue executing our roadmap to transform and future-proof the business.

FINANCIAL HIGHLIGHTS

In FY2024, Group revenue registered a robust growth of 59.8% to $380.4 million, driven by stronger contributions across all divisions. TeleChoice returned to profitability with a profit before tax (PBT) of S$6.1 million, reversing a S$10.8 million loss before tax in FY2023. This marked a remarkable and decisive turnaround after four consecutive years of losses since FY2020. All divisions recorded higher gross profits and margins, with Group gross margin improving to 9.0% from 7.1%, driven by streamlined operations for increased efficiency, and a shift toward higher-margin service-based offerings. We ended the year with net profit increasing by 136.2% to S$4.2 million and earnings per share of 0.89 cents.

Segmentally, the PCS Division saw a 115.9% revenue increase to S$241.4 million, with PBT rising to S$6.6 million, driven by growth in Malaysia and Singapore. The ICT Division grew by 11.8% to S$85.7 million, reducing losses to S$1.2 million, fuelled by better margins and a recovery in Communications. The NES Division increased by 7.4% to S$53.3 million, turning around from a loss of S$3.3 million to a profit of S$0.7 million, supported by improvements in Singapore, Indonesia, and lower losses in the Philippines.

We have maintained a strong and resilient balance sheet to ensure operational stability and prudent cash flow management. As of 31 December 2024, the Group reported total assets of S$199.9 million and total liabilities of S$164.6 million, resulting in an improved NAV per share of 7.77 cents. Our cash position stands at S$38.6 million, with a return on equity of 11.8%, reflecting our efficient use of equity to generate growth and reinforcing our commitment to long-term financial strength.

DIVIDEND UPDATE

We are pleased to resume dividend payments after a two-year hiatus, with a proposed full-year dividend of S$0.00125 per share, underscoring our improved performance and ongoing commitment to shareholder value. In line with this, the Board has adopted a formal policy to distribute at least 30% of net profit after tax annually, subject to cash flow and capital needs. Historically, we have exceeded this threshold, and since our IPO, shareholders have received 31 cents in total dividends, cumulatively representing 96% of earnings, demonstrating our strong dedication to delivering long-term value.

OPERATIONAL HIGHLIGHTS

Driven by strategic cost containment, deep rationalisation, and streamlining of product and service portfolios, we achieved significant business improvements across all three divisions.

For the PCS Division, following our S$500 million 4PL contract win with U Mobile in FY2024, we continue to strengthen our partnership with U Mobile and support their growth. We have expanded our market presence with over 600 touchpoints in Malaysia, and our retail expansion now spans both East and West Malaysia. In Singapore, we maintained our exclusive managed services agreement with HONOR, successfully launching several new products and further solidifying the brand's presence.

LETTER TO SHAREHOLDERS

Turning to our enterprise businesses within the ICT and NES Divisions, the ICT Division saw improvements through better margins, strict cost management, and a robust recovery in Communications. The IT segment also secured major orders in healthcare and hospitality. Meanwhile, the NES Division delivered enhanced performance, with Indonesia, its largest revenue contributor, completing a key power system solution for a data centre and securing new Fiber to the Home (FTTH) and managed service projects.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

For this year's Sustainability Report, we have expanded our reporting scope to include our Singapore and Malaysia entities for FY2024.

On the environmental front, we have reduced our Total Scope 1 and 2 emissions from 279 tCO_2e in FY2023 to 229 tCO_2e in FY2024, with a goal to cut emissions by 50% by 2030 and reach Net Zero by 2050.

For our Corporate Social Responsibility (CSR) initiative, TeleChoice and the Institute of Mental Health's Woodbridge Hospital Charity Fund launched the ESG Fund for Mental Health. TeleChoice will spearhead a five-year fundraising campaign to support mental health education and sustainability. The inaugural campaign raised S$138,000, featuring a 152km 'Walk for Mental Health' and a pledge wall recognised in the Singapore Book of Records. The signing ceremony was graced by Ms. Sun Xueling, Minister of State for Home Affairs and Social and Family Development.

On governance, we appointed two new independent directors, bringing our total to five, with more than half of the Board now independent. We reviewed and refreshed our Business Code of Ethics against the Singapore Governance and Transparency Index's (SGTI) standards, enhancing our processes to reinforce ethical conduct. Additionally, we implemented an Investor Relations (IR) Policy and a Dividend Policy to ensure transparent and consistent communication with our investors.

For more details, please refer to our Sustainability Report and Corporate Governance sections.

LOOKING AHEAD

FY2024 marked a year of reset, improved operational efficiency and strong performance, with the Group returning to profitability and continuing its positive growth trajectory, driven by improved revenue. Looking ahead to FY2025, despite economic uncertainties, ASEAN's telecommunications and ICT sectors are poised for growth, fuelled by advancements in AI, 5G, cloud, and cybersecurity, creating increased demand for digital infrastructure to support e-commerce and online services.

Segmentally, the PCS Division is well-positioned for stable performance, while the ICT Division will capitalise on the rising demand for cloud services and AI solutions, focusing on subscription-based services to secure new contracts and enhance its offerings. The NES Division will build on its momentum in Indonesia, leveraging its expertise to develop telecom infrastructure, deliver power solutions, and secure managed services and Fibre to the Home (FTTH) contracts.

In addition, the Group will focus on execution by leveraging market opportunities to drive growth, optimise operations, and maintain financial discipline through a sustainable business model. We will continue to seek and strengthen partnerships, investing in key systems and processes, and ensuring each division drives growth with clear KPIs. Key investments will be directed toward organisational development, including the implementation of a new ERP system. Additionally, we will foster CLAP (Communication & Collaboration, Listening, Accountability and Performance) to enhance employee engagement and well-being.

APPRECIATION AND ACKNOWLEDGEMENT

In closing, we sincerely appreciate our Board of Directors for their invaluable guidance and support. We also extend a warm welcome to our two new independent directors, Mr. Adrian Chan and Ms. Jenny Young. Mr. Chan, Chairman of the Audit Committee, brings a strong background in corporate law, corporate governance, investments/finance and consultancy for listed companies. Ms. Young, a member of the Audit Committee, offers over 30 years of experience in finance, accounting, and audit.

We are truly grateful to our exceptional management and staff for their unwavering dedication, hard work, and resilience. Their commitment has been the driving force behind the significant improvements and results we have achieved together. A heartfelt thank you also goes to our shareholders, customers, and partners for their continued trust and support. Together, we look forward to delivering even greater value to our stakeholders.

RONALD SEAH LIM SIANG

Chairman

PAULINE WONG

President and CEO

MISSION

To be the leading provider of infocomm solutions through innovative products and services

VISION

Connecting People,
Empowering Businesses

VALUES

Integrity
Commitment
Excellence
Socially Responsible
Fun@Work

BOARD OF DIRECTORS

RONALD SEAH LIM SIANG

Chairman and Non-Executive and Non-Independent Director

- First appointed as a Director on 3 May 2012
- Last re-elected as a Director on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES

- *Nil*

CURRENT PRINCIPAL COMMITMENTS

- *Soft Capital SG (sole proprietorship – business consultancy services)*

Mr Seah is the Chairman of the Board. He is also the Chairman of the Executive Committee, and a Member of the Risk and Sustainability Committee.

Mr Seah is currently the Chairman of Nucleus Connect Pte. Ltd., a Non-Executive Director of Straits Investment Management Pte. Ltd., and the sole proprietor of Soft Capital SG, a business consultancy.

Over a 25 year period between 1980 and 2005, Mr Seah held various senior positions within the AIG Group in Singapore, initially as AIA Singapore's Vice-President and Chief Investment Officer managing the investment portfolio of AIA Singapore and later as Vice-President of Direct Investments of AIG Global Investment Corporation (Singapore) Ltd. Between 2001 and 2005, Mr Seah was also the Chairman of the Board of AIG Global Investment Corporation (Singapore) Ltd.

From 1978 to 1980, Mr Seah managed the investment portfolio of Post Office Savings Bank as Deputy Head of the Investment and Credit Department. Prior to that, he worked at Singapore Nomura Merchant Bank as an Assistant Manager with responsibilities covering the sale of bonds and securities and offshore (ACU) loan administration for the bank. Between 2002 and 2003, Mr Seah served on the panel of experts of the Commercial Affairs Department of Singapore.

Mr Seah graduated with a Bachelor of Arts and Social Sciences (Second Class Honours (Upper)) in Economics from the then University of Singapore in 1975.

STEPHEN GEOFFREY MILLER

Deputy Chairman and Non-Executive and Non-Independent Director

- Appointed on 26 January 2017
- Last re-elected on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES

- *StarHub Ltd*

CURRENT PRINCIPAL COMMITMENTS

- *Singapore Technologies Telemedia Pte Ltd (President & Group Chief Executive Officer and Director)*
- *Asia Mobile Holdings Pte. Ltd. (Director)*
- *STT GDC Pte. Ltd. (Director)*
- *Antina Pte. Ltd. (Director)*
- *Armor Defense Inc. (Director)*
- *t2wards Ltd (Chairman)*
- *STT Garnet Pte. Ltd. (Director)*
- *Australian Chamber of Commerce, Singapore (President, Board Member)*
- *Climate Governance Singapore (Committee Member)*

Mr Miller is the Deputy Chairman of the Board. He is also a member of the Nominating and Remuneration Committee and the Executive Committee.

Mr Miller is the President & Group Chief Executive Officer of Singapore Technologies Telemedia Pte Ltd ("ST Telemedia") and is a member of ST Telemedia's Board of Directors.

Mr Miller joined ST Telemedia in 2005 and has held various senior positions including President & Chief Operating Officer and Chief Financial Officer. He played a crucial role in enhancing ST Telemedia's business competitiveness and asset portfolio while simultaneously maintaining prudent financial management.

Prior to joining ST Telemedia, Mr Miller was Financial Advisor to ST Telemedia on the combination of its data centre business with Equinix and Pihana Pacific, creating the world's largest carrier-neutral data centre network.

Mr Miller has more than 25 years of global investment, financial management, strategic planning and CMT industry experience. He spent over 14 years of his career in investment banking with Credit Suisse, primarily heading its telecommunications and media group throughout Asia and the Pacific.

Mr Miller holds a Bachelor's Degree in Commerce, with First Class Honours in Economics and Finance, from the University of New South Wales, Australia.

BOARD OF DIRECTORS

PAULINE WONG MAE SUM

Executive Director and President and CEO

- Appointed on 14 October 2023
- Last re-elected on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES
- *Nil*

CURRENT PRINCIPAL COMMITMENTS
- *TeleChoice International Limited (Executive Director and President and CEO)*
- *Planet Managed Services Pte. Ltd. (Director)*
- *Planet Smart Services Pte. Ltd. (Director)*
- *Planet Telecoms (S) Pte Ltd (Director)*
- *Planet Telecoms Managed Services Sdn Bhd (Director)*
- *NexWave Technologies Pte Ltd (Director)*
- *N-Wave Technologies (Malaysia) Sdn Bhd (Director)*
- *PT NexWave (Director)*
- *NxGen Asia Pte Ltd (Director)*
- *TeleChoice Technologies (Shanghai) Co. Ltd (Director)*
- *N-Wave Technologies Philippines Inc. (Director)*
- *NxGen Communications Pte Ltd (Director)*
- *NexWave Technologies Vietnam Company Limited (Director)*
- *Radiance Communications Pte Ltd (in liquidation) (Director)*
- *NxGen Malaysia Sdn. Bhd. (formerly known as Radiance Converged Communications Sdn Bhd) (Director)*

Ms Pauline Wong was appointed Executive Director of TeleChoice on 14 October 2023 and serves as President & Chief Executive Officer. She concurrently holds the position of Acting Head of the Info-Communications Technology Services Division, actively overseeing the Group's expanding technology portfolio.

A seasoned telecommunications executive with 30 years of industry experience, Ms Wong drives TeleChoice's strategic direction and operational excellence through her extensive experience in corporate strategy, business operations, and digital transformation. Since taking the helm, she is driving a transformative process that is improving operational efficiency, customer engagement and market presence. Under her stewardship, TeleChoice has strengthened its market position by securing strategic contracts and advancing its managed services capabilities across various business divisions.

Ms Wong joined TeleChoice in December 1999 as the Operations Manager for Personal Communications Solutions Services Division. Her exceptional performance led to her appointment in 2006 as the head of the Division, overseeing both regional and local operations. She played a pivotal role in developing strategies and driving business growth, significantly contributing to the Division's expansion and achievements.

Prior to joining TeleChoice, she served as the Area Manager for Telecom Equipment Pte Ltd, a subsidiary of Singapore Telecommunications Limited. Ms Wong graduated with a Bachelor of Business (Distinction) from the Royal Melbourne Institute of Technology University, Victoria, Australia, and holds an Executive MBA (Honours) from the University of Chicago Booth School of Business.

YEO SIEW CHYE STEPHEN

Non-Executive and Lead Independent Director

- Appointed on 3 June 2020
- Last re-elected on 27 April 2023

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES
- *Nil*

CURRENT PRINCIPAL COMMITMENTS
- *Nil*

Mr Yeo is the Chairman of the Nominating and Remuneration Committee and also serves as a Member of the Executive Committee.

Mr Yeo was the founding director of S2S Consulting. Mr Yeo began his career in Singapore Ministry of Defence as Director of Systems and Computers. He spearheaded the introduction of ICT in command and control systems during his stint there. He was CEO of National Computer Board, Singapore from 1995 to 1999, where he promoted the development of e-Government and ICT in healthcare, education, trade and economic development. He then moved to the commercial sector for the next 14 years where he served as President and CEO of Singapore Computer Systems Limited, President of EDS International (SE Asia) and Managing Director for SE Asia of British Telecom Global Services.

Mr Yeo consults with companies in the area of leveraging ICT for strategic advantage. He also helps to nurture emerging ICT companies. In the past 20 years, he had served on the boards of companies, statutory boards and educational institutions. He had served as chair of Institute of Systems Science (ISS) of National University of Singapore, Institute of Communications and Information Science (ICIS) of Nanyang Technological University of Singapore (NTU), board member of the NTU Business School, founding chair of the School of IT of Republic Polytechnic (RP) and member of the Board of Governors of RP. He had also served as board member of Telecoms Authority of Singapore, National Library Board, Asia Pacific Jets Pte Ltd, NTUCLink and NTUC LearningHub. He was also deputy chair of National Computer Systems Pte Ltd before it was subsumed into Singapore Telecommunications Limited.

Mr Yeo graduated with a Bachelor of Arts (Honours) in Engineering Science from Oxford University, UK, obtained a Master of Science in Industrial Engineering from the National University of Singapore, Singapore and a Master of Business Administration in International Business from the University of Southern California, US.

BOARD OF DIRECTORS

ADRIAN CHAN PENGEE

Non-Executive and Independent Director

- Appointed on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES
- *Hong Fok Corporation Limited (Director)*
- *First REIT Management Limited (Director)*
- *Food Empire Holdings Limited (Director)*
- *Keppel Infrastructure Fund Management Pte. Ltd. (Director)*

CURRENT PRINCIPAL COMMITMENTS
- *Lee & Lee (Partner)*
- *Hogan Lovells Lee & Lee (Director)*
- *Singapore Institute of Directors (Director)*
- *Association of Small & Medium Enterprises (Honorary Secretary)*
- *Legal Service Commission (Member)*
- *Singapore Management University's Enterprise Board (Member)*

Mr Chan serves as the Chairman of the Audit Committee and is a member of the Nominating and Remuneration Committee.

With a career spanning over 35 years in corporate law, Mr Chan is currently the Head of Corporate Department and a Senior Partner at Lee & Lee, where he specialises in mergers and acquisitions, corporate governance, and advising listed companies.

Mr Chan serves on the Legal Service Commission and as Vice-Chairman of the Singapore Institute of Directors. He has served on the board of the Accounting and Corporate Regulatory Authority and the Council of the Law Society of Singapore, and has been honoured with the Public Service Medal (Pingat Bakti Masyarakat) in 2022. With regards to listed companies on the Singapore Stock Exchange (SGX), Mr Chan is the Non-Executive Chairman of Hong Fok Corporation, Lead Independent Director of the manager of First REIT, and Independent Director of Food Empire Holdings and the manager of Keppel Infrastructure Trust. He is also a member of the SGX's Catalist Advisory Panel.

Additionally, Mr Chan is a director on the Singapore Management University's Enterprise Board and of Hogan Lovells Lee & Lee. He also serves on the Institutional Review Board of Singapore Polytechnic and on the boards of the registered charities and Institutions of a Public Character, aLife Ltd and Shared Services for Charities Limited.

Furthermore, Mr Chan is involved with the Singapore Institute of Legal Education, where he lectures on "Corporate Governance" and is an examiner for the Corporate and Commercial Practice paper for the Bar Admissions and Examinations.

Mr Chan graduated from the National University of Singapore with a Bachelor of Laws (Honours) and was called to the Singapore Bar in 1990.

CHEAH SUI LING

Non-Executive and Independent Director

- Appointed on 3 June 2020
- Last re-elected on 27 April 2023

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES
- *M&C REIT Management Limited (as the manager of CDL Hospitality Real Estate Investment Trust) (Independent Director)*
- *M&C Business Trust Management Limited (as the trustee-manager of CDL Hospitality Business Trust) (Independent Director)*
- *Parkway Trust Management Limited (as the manager of ParkwayLife REIT) (Independent Director)*

CURRENT PRINCIPAL COMMITMENTS
- *Pathology Asia Holdings Pte. Ltd. (Independent Director)*

Ms Cheah serves as a Member of the Audit Committee.

Ms Cheah is a Venture Partner with Wavemaker Partners, a venture capital firm based in Singapore and Los Angeles that focuses on technology company investments. She also serves as Executive Board Chair of privately held ESG startup ECOSPIRITS Pte. Ltd. In addition, she holds board directorships at ParkwayLife REIT, CDL Hospitality REIT and Pathology Asia Holdings Pte. Ltd. She is Chair of Audit Committee at ParkwayLife REIT and Pathology Asia Holdings Pte. Ltd.

Ms Cheah has over 20 years of international investment banking and corporate experience. Most of her career was spent across Singapore, Paris, Hong Kong, London and New York, focusing on capital raising transactions and cross border mergers and acquisitions for corporate clients. Between 2010 to 2013, she was Co-Head of Corporate Finance for South East Asia at BNP Paribas. Prior to that, she was a senior coverage banker for Singapore in the investment banking division of JP Morgan. She started out her career at Merrill Lynch Investment Banking.

Ms Cheah graduated Magna Cum Laude with a Bachelor of Arts in Economics and French from Wellesley College, Massachusetts in the US.

BOARD OF DIRECTORS

JENNIFER DUONG YOUNG

Non-Executive and Independent Director

- Appointed on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES

* *City Developments Limited (Independent Director)*

CURRENT PRINCIPAL COMMITMENTS

* *Children's Cancer Foundation (Honorary Treasurer and Board Member)*

Ms Young serves as a member of the Audit Committee.

Ms Young has over 30 years of experience in Finance, Accounting and Audit, particularly in the Financial Services Industry. She spent 21 years with Credit Suisse in various positions within the Finance Division. Her last held role was Managing Director & Asia Pacific Treasurer for Credit Suisse. She has served on the Credit Suisse Managing Director evaluation committees as well as being one of the founding members of the Credit Suisse Singapore Womens' Networking Committee.

Her prior experience includes working for Salomon Smith Barney in Hong Kong, Coopers & Lybrand (now PwC) in Hong Kong, London and New Zealand. She started her chartered accountancy career with KMG Kendons (now KPMG) in New Zealand.

Ms Young graduated with a Bachelor of Commerce & Administration from Victoria University of Wellington, New Zealand, and qualified as a Chartered Accountant with the Institute of Chartered Accountants of New Zealand (1990). She was also a Fellow of the Hong Kong Institute of Chartered Accountants (1998).

SHAILESH ANAND GANU

Non-Executive and Independent Director

- Appointed on 7 July 2023
- Last re-elected on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES

- *Far East Orchard Limited (Independent Director)*

CURRENT PRINCIPAL COMMITMENTS

- *Willis, Towers Watson (Singapore) (Managing Director; Global Leader – Executive Compensation & Board Advisory)*
- *SATA Commhealth (Independent Director)*
- *Singapore Institute of Directors (Governing Council Member and Chair of ESG Committee)*
- *Vanguard Healthcare Pte Ltd (Independent Director)*
- *NUS High School of Math and Science (Governing Board Member)*

Mr Ganu serves as the Chairman of the Risk and Sustainability Committee.

Mr Ganu holds the position of Managing Director at Willis, Towers Watson (Singapore), where he leads the Executive Compensation and Board Advisory practice globally.

He is a seasoned business leader, management consultant, and board director with a wealth of experience in leading large teams and projects in both corporate and consulting environments. With over 22 years of experience, Mr Ganu has forged close collaborations with Boards and management teams of renowned companies worldwide. He is recognised as an expert in sustainability and corporate governance, and serves on World Economic Forum's Climate Governance Global Community of Experts. He has in-depth expertise in designing and implementing people and sustainability strategies, driving organisation development, facilitating business transformations, and addressing crucial environmental, social, and governance (ESG) issues.

In addition to his professional roles, Mr Ganu actively contributes to non-executive director institutes in the region as a member and faculty, where he teaches sustainability, governance, and remuneration related courses. He is a keynote speaker and frequently shares his insights on sustainability and climate governance, board diversity and effectiveness, and remuneration matters through his writings in business publications.

Mr Ganu holds a Bachelor of Engineering (Chemical Engineering) degree from the University of Mumbai, India, and a Master of Business Administration from Sydney Business School, Australia, University of Wollongong.

BOARD OF DIRECTORS

LIM YONG

Non-Executive and Non-Independent Director

- Appointed on 7 July 2023
- Last re-elected on 24 April 2024

CURRENT DIRECTORSHIPS IN OTHER LISTED COMPANIES
- *Nil*

CURRENT PRINCIPAL COMMITMENTS
- *Leap Securities Pte. Ltd. (Portfolio Manager)*
- *Leap International Pte Ltd (Director)*

Mr Lim serves as a member of the Risk and Sustainability Committee.

He is a Portfolio Manager at Leap Securities Pte. Ltd. and a Director at Leap International Pte Ltd ("Leap International"), a private investment holding company and a substantial shareholder of our Group. Leap International is owned by Mr Lim Chai Hock Clive, our Group's founder, who served as a Non-Executive and Non-Independent Director from 2006 until he stepped down in 2023.

In his role as Portfolio Manager, Mr Lim has played a crucial role in managing diverse investment portfolios since 2017, leveraging his extensive knowledge and expertise in finance and economics. With his deep understanding of the industry, he has played a crucial role in making informed investment decisions and optimizing portfolio performance.

Prior to joining Leap International, he served as the Marketing Director at D&C (Design and Comfort) from 2016 to 2017, where he showcased his strategic expertise by spearheading marketing initiatives and contributing to the brand's growth and market presence. Before that, he gained valuable experience at DBS KYC in 2015, where he developed his skills in compliance and due diligence processes.

Mr Lim graduated with a Bachelor of Commerce (BCom) degree with High Distinction from the University of Toronto, Canada, where he specialised in Finance and majored in Economics.

EXECUTIVE MANAGEMENT

PAULINE WONG MAE SUM

Executive Director and President and CEO

Ms Pauline Wong was appointed Executive Director of TeleChoice on 14 October 2023 and serves as President & Chief Executive Officer. She concurrently holds the position of Acting Head of the Info-Communications Technology Services Division, actively overseeing the Group's expanding technology portfolio.

A seasoned telecommunications executive with 30 years of industry experience, Ms Wong drives TeleChoice's strategic direction and operational excellence through her extensive experience in corporate strategy, business operations, and digital transformation. Since taking the helm, she is driving a transformative process that is improving operational efficiency, customer engagement and market presence. Under her stewardship, TeleChoice has strengthened its market position by securing strategic contracts and advancing its managed services capabilities across various business divisions.

Ms Wong joined TeleChoice in December 1999 as the Operations Manager for Personal Communications Solutions Services Division. Her exceptional performance led to her appointment in 2006 as the head of the Division, overseeing both regional and local operations. She played a pivotal role in developing strategies and driving business growth, significantly contributing to the Division's expansion and achievements.

Prior to joining TeleChoice, she served as the Area Manager for Telecom Equipment Pte Ltd, a subsidiary of Singapore Telecommunications Limited. Ms Wong graduated with a Bachelor of Business (Distinction) from the Royal Melbourne Institute of Technology University, Victoria, Australia, and holds an Executive MBA (Honours) from the University of Chicago Booth School of Business.

JESSIE SNG

Senior Vice President Personal Communications Solutions Services Division

Ms Sng is the Senior Vice President of Personal Communications Solutions Services Division, responsible for overseeing the Division's management including regional and retail operations and playing a crucial role in strategising and finding growth opportunities within the Division.

Ms Sng, with over three decades in telecommunications and media, brings invaluable expertise. She joined TeleChoice in 2018 and previously served as the Managing Director of the Consumer Business Group (CBG). During her tenure, she spearheaded the digital transformation of CBG, identified new business opportunities, and expanded revenue streams through client acquisition and account growth.

Before joining TeleChoice, Ms Sng spent 14 years at Mediacorp, where she held various senior positions, culminating in her role as Executive Vice President of Events & Partnership for the English Audience Segment. Her tenure at Mediacorp allowed her to develop a deep understanding of the media industry and honed her expertise in event management and regional strategic partnerships.

Ms Sng graduated with a Bachelor of Business (Marketing) from the Royal Melbourne Institute of Technology University, Victoria, Australia, and she also holds a Higher Diploma in Management Accounting.

EXECUTIVE MANAGEMENT

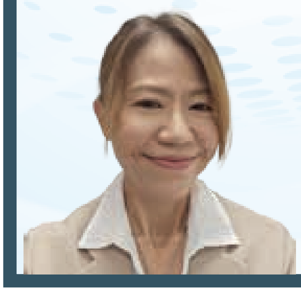
SUWANTO SANTOSO

Senior Vice President
Network Engineering Services Division

Mr Santoso is the Senior Vice President of Network Engineering Services Division, responsible for overseeing the Division's profitability, growth, and strategic directions.

Mr Santoso is an accomplished professional with extensive experience in the telecommunications industry, starting in 1994. He has primarily worked within the ST Telemedia group of companies. He joined TeleChoice in 2004 and has been serving as Vice President since 2018. In this role, he played a pivotal role in the Division's successful regional business expansion and spearheaded its entry into the Indonesian market.

Mr Santoso's academic qualifications include a Bachelor of Engineering (Honours) in Computer Engineering from the University of New South Wales, Australia, which he pursued with a scholarship awarded by AIDAP. Additionally, he holds an MBA from the University of Western Australia.



ANGIE NG

Vice President
Human Resources

Angie Ng serves as Vice President of Human Resources, assuming the role in 2024. Her responsibilities include overseeing local and regional HR functions with a focus on human capital development, leadership, and organisational enhancement.

Since joining TeleChoice in 2008 as HR Manager, she has steadily progressed, attaining the roles of Senior Manager in 2013 and HR Director in 2015. Throughout her tenure, Angie has exemplified strategic HR leadership, aligning initiatives with corporate objectives to drive sustained growth.

Prior to TeleChoice, she garnered invaluable experience at renowned MNCs such as Applied Biosystems, Siemens VDO, and GE Plastics, as well as at ASEAN Cableship Pte Ltd, a joint venture between Singtel and ASEAN telco operators.

Angie holds a Master of Business Administration from the University of Wales, United Kingdom.

WONG LOKE MEI

Chief Financial Officer

Ms Wong was appointed Chief Financial Officer in 2007, having been Vice-President, Finance, since 2005. She oversees the financial affairs and reporting for the Group, and supports the Group's investor relations and risk management activities.

Ms Wong has over 20 years of experience in finance and accounting, most of which were with the ST Telemedia group of companies. She joined the Group in June 1995 as an Accountant and participated in the listing of TeleChoice on the Mainboard of the Singapore Exchange Securities Trading Limited in June 2004.

Ms Wong holds a Bachelor of Accountancy from the National University of Singapore, and an MBA from Heriot-Watt University, Edinburgh, United Kingdom. Ms Wong is also a member of the Institute of Singapore Chartered Accountants.

OPERATIONS REVIEW

PERSONAL COMMUNICATIONS SOLUTIONS SERVICES (“PCS”)

In FY2024, the PCS Division saw robust revenue growth of 115.9%, reaching S$241.4 million, representing 63.5% of the Group’s total revenue. Profit before tax (PBT) surged to S$6.6 million, marking an impressive 1,550% increase from S$0.4 million in FY2023.

Our PCS Division saw exceptional performance in Malaysia, securing a major three-year, S$500 million 4PL (Fourth-Party Logistics) contract with U Mobile in February 2024. This agreement covers procurement, fulfillment, supply chain, and retail managed services, reinforcing our position as a key industry player. With over 600 retail and dealer touchpoints across East and West Malaysia, our market presence continues to strengthen. In the year, we expanded our retail footprint with new outlets in Sabah and Sarawak. As a trusted partner of U Mobile since 2012, we remain committed to deepening our market leadership.

In Singapore, we have established ourselves as a retail and distribution managed services powerhouse, managing six key touchpoints with StarHub, Samsung, and HONOR. Now in our second year of partnership with HONOR, we have helped solidify its position as a powerful brand in the mobile handset market, following its successful re-entry into Singapore in 2023. As HONOR’s full-service distributor and

OPERATIONS
REVIEW

managed services partner, we played a pivotal role in driving sales growth. The HONOR flagship Magic series launched this year was a standout success, quickly becoming a top-selling device. Additionally, we rationalised our retail network, closing non-performing stores and reallocating resources to focus on profitable locations and higher value-added services, enhancing operational efficiency. We also expanded our e-commerce presence through ePlanetworld.com, our go-to online store for mobile devices and smart gadgets, meeting the growing demand for digital shopping experiences.

At the heart of the PCS Division's strategy is a robust business model with a clear and distinctive positioning that leverages 4PL and managed services to carve out a unique market edge. This approach positions us for sustained strong performance, enabling us to drive profitability and success while strategically pivoting for future growth. Moving forward, the Division is focused on accelerating growth momentum. In Malaysia, we are building on the strength of our 4PL partnership with U Mobile, with plans to expand our presence, including opening a flagship store in a prominent shopping centre in Kuala Lumpur to solidify our position in the capital. In Singapore, our collaboration with HONOR will focus on launching high-performance smartphones featuring advanced cameras, quality displays, powerful processors, and stylish designs, all designed to meet evolving consumer demands and fuel sector growth. Simultaneously, we remained equally committed to strengthening our partnership with Samsung by delivering value-added managed services and further enhancing customer satisfaction.

INFO-COMMUNICATIONS TECHNOLOGY SERVICES ("ICT")

In FY2024, our ICT Division's revenue grew by 11.8% to S$85.7 million, accounting for 22.5% of the Group's total revenue. The loss before tax was significantly reduced to S$1.2 million, a marked improvement from the S$6.3 million loss in FY2023. This positive turnaround was driven by higher revenue, improved margins and effective cost management.

The Communications business, celebrating its 25th anniversary, made significant progress, recording a profit in FY2024 compared to a loss in FY2023 following a successful restructuring exercise. Key wins included multiple customer contracts, such as the Zoom Phone Unified Communications as a Service (UCaas) three-year subscription project and a new install base of Avaya Solutions. The business focused on securing multi-year contracts, offering software upgrades, gathering customer feedback, and assigning Service Delivery Managers to top customers. Regular product and service updates were provided on a regular basis to keep customers informed.

OPERATIONS REVIEW

The IT business, comprising Digital Infrastructure and Tech & Apps Services, recorded a lower loss in FY2024 compared to FY2023, driven by higher revenue from Digital Infrastructure. The Tech & Apps Services segment continued to face challenges due to a lower order book and additional costs incurred in completing long-term projects. Despite these hurdles, the Division remains committed to strengthening its solutions strategy, driving recovery, and accelerating growth. Key highlights included securing significant contracts across the healthcare, hospitality, gaming, financial services industry (FSI) and government sectors, along with projects such as SAN switch deployment, an e-Registry System, and the successful migration for an education institution.

We continued to foster strong collaborations with our partners, reaffirming our commitment to excellence and the success of strategic industry alliances. The Division was awarded Emerging Conversational AI Partner of the Year by AudioCodes and co-hosted Zoom Day Singapore with Zoom. We actively engaged potential customers, and participated in enablement training for Zoom Work Vivo, a platform focused on employee engagement. Additionally, the Division was honoured with the Technology Partner of the Year Award for Accelerated Collaboration at the Huawei Singapore Partner Summit 2024, as well as the Top Achiever award at the M. Tech Partner 2024 event.

Looking ahead, our priorities include returning to profitability, developing specialised niches and leveraging AI solutions. We aim to solidify our market position by targeting key sectors like education, hospitality and FSI, while optimising our portfolio, resources, and pricing. The Division will focus on maintaining our on-prem base, supporting hybrid cloud solutions, and driving growth in Contact Centre as a Service (CCaaS) and UCaaS. We will forge closer partnerships with vendors for AI-enabled tools and embed AI in our services and value propositions to enhance customer engagement and address pain points. Additionally, we will explore collaborations with leading tech companies and innovate sales strategies by offering solutions like Logger, Workforce Management, and Network and Application services.

NETWORK ENGINEERING SERVICES (“NES”)

In FY2024, our NES Division achieved a 7.4% increase, reaching S$53.3 million, contributing 14.0% to the Group’s total revenue. Profit before tax for FY2024 improved to S$0.7 million, a remarkable turnaround from the S$3.3 million loss in FY2023.

During the year, the Division implemented a focused market strategy, intensifying efforts in profitable markets with promising prospects and higher margins. It also streamlined its operations by enhancing productivity in underperforming markets. Indonesia remains our key market and the primary driver of the Division’s revenue and profit growth. As a leader in mobile network engineering solutions, we provide end-to-end services, from radio and transmission network planning to optimisation, implementation, maintenance, and project management, ensuring robust, reliable networks. Strategic customer diversification has further accelerated growth, expanding our reach beyond Mobile Network Operators (MNOs) into the Tower Company sector.

At the same time, we expanded our portfolio to include specialised products such as ducting, cabling, distribution frames, cross-connects, active monitoring systems, and power supply and backup solutions which are critical for data centres. Building on this, we capitalised on new opportunities

OPERATIONS REVIEW

beyond telecommunications, securing major power solutions orders from data centres and successfully introducing Chip Module Cards to the banking sector. Our expansion into Fiber To The Home (FTTH) services is also gaining momentum, with active projects underway. Concurrently, operational enhancements have accelerated project completion, optimised resource management, and strengthened our financial position, reinforcing our commitment to efficiency and sustained growth.

In other markets, Singapore operations experienced revenue growth, driven by a stronger performance in the structured cabling business. In Malaysia, efforts were centred on Radio Frequency (RF) optimisation and cost efficiency to enhance overall performance. The Division's improvement was also primarily from lower losses by the Philippines operations as there were write-off of contract assets from order cancellations in FY2023.

We continued to strengthen strategic partnerships with key Original Equipment Manufacturers (OEMs), reinforcing our position as a trusted industry partner and demonstrating our commitment to delivering high-quality solutions and fostering strong collaborations. Our operational excellence was recognised with several accolades, including Nokia's Project Management Champion 2024, Delivery Champion 2024, and Quality Champion 2024 awards. Additionally, Huawei honoured us with the Best Subcon Operation Transformation Award and the Golden Award at the Huawei Indonesia Supplier Convention 2024.

Looking ahead, we will optimise operations and drive performance improvements in underperforming markets through resource and productivity measures. With a solid foundation in mobile network engineering, the Division is well-positioned to capitalise on potential MNO mergers in Indonesia and U Mobile's appointment as Malaysia's second 5G operator. We will also expand into Managed Services, Data Centres, and FTTH, while broadening our product and service offerings through strategic vendor partnerships. Over the longer term, we aim to move up the value chain, unlocking new revenue streams and capitalising on our leadership in mobile network engineering. By delivering differentiated and high-value solutions, we will focus on smart, value-driven engineering, particularly in the rapidly evolving data centre sector, driving sustainable and long-term growth.

PLANET TOUCHPOINTS

NORTH

SAMSUNG EXPERIENCE STORE

23 Serangoon Central
#04-42 NEX Mall
Singapore 556083
Tel: +65 6636 7392
Nearest MRT: NE12 CC13 Serangoon
Opening hours: 11am to 9pm daily

STARHUB CAUSEWAY POINT

1 Woodlands Square
#03-10 Causeway Point
Singapore 738099
Tel: +65 6980 7313
Nearest MRT: NS9 TE2 Woodlands
Opening hours: 11am to 9pm daily

HONOR EXPERIENCE STORE

1 Woodlands Square
#03-09 Causeway Point
Singapore 738099
Tel: +65 6038 0615
Nearest MRT: NS9 TE2 Woodlands
Opening hours: 11am to 9pm daily

EAST

SAMSUNG EXPERIENCE STORE

311 New Upper Changi Road
#B1-07 Bedok Mall
Singapore 467360
Tel: +65 6844 9310
Nearest MRT: EW5 Bedok
Opening hours: 11am to 9pm daily

STARHUB PASIR RIS

7 Pasir Ris Central
#02-K16 Pasir Ris Mall
Singapore 519612
Tel: +65 6038 0616
Nearest MRT: EW1 Pasir Ris
Opening hours: 11am to 9pm daily

WEST

STARHUB WESTGATE

3 Gateway Drive
#03-14/15 Westgate
Singapore 608532
Tel: +65 6019 0594
Nearest MRT: EW24 NS1
Jurong East
Opening hours: 11am to 9pm daily

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ronald Seah Lim Siang
(Chairman and Non-Executive and Non-Independent Director)
Stephen Geoffrey Miller
(Deputy Chairman and Non-Executive and Non-Independent Director)
Pauline Wong Mae Sum
(Executive Director and President and CEO)
Yeo Siew Chye Stephen
(Non-Executive and Lead Independent Director)
Adrian Chan Pengee
(Non-Executive and Independent Director)
Cheah Sui Ling
(Non-Executive and Independent Director)
Jennifer Duong Young
(Non-Executive and Independent Director)
Shailesh Anand Ganu
(Non-Executive and Independent Director)
Lim Yong
(Non-Executive and Non-Independent Director)

COMPANY SECRETARY

Lai Wai Kit Andrew

Registered Office

25 North Bridge Road,
Level 7,
Singapore 179104

EXTERNAL AUDITORS

KPMG LLP
Audit Partner: Tan Khai Boon
(Partner since financial year ended 31 December 2024)

DIRECTORY OF SUBSIDIARIES AND ASSOCIATES

CORPORATE

Singapore

TeleChoice International Limited
6 Serangoon North Avenue 5,
#03-16,
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Fax: +65 6826 3610
Website: www.telechoice.com.sg

PERSONAL COMMUNICATIONS SOLUTIONS SERVICES

Singapore

TeleChoice International Limited
Planet Telecoms (S) Pte Ltd
Planet Managed Services Pte. Ltd.
Planet Smart Services Pte. Ltd.
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Fax: +65 6568 2000

Malaysia

Planet Telecoms Managed Services Sdn. Bhd.
Level 7, 07-01 Amoda Building,
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Tel: +60 3 2110 3597
Fax: +60 3 2110 3598

INFO-COMMUNICATIONS TECHNOLOGY SERVICES

Singapore

NxGen Communications Pte Ltd
Radiance Communications Pte Ltd*
NxGen Asia Pte. Ltd. (formerly known as S & I Systems Pte Ltd)
6 Serangoon North Avenue 5,
#03-16,
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Fax: +65 3157 1550/2301/6826 3700

China

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Pudong New District, Shanghai,
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Malaysia

NxGen Communications (M) Sdn. Bhd.*
B-10-06, B-10-07 & B-10-08,
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Malaysia
Tel: +60 3 7880 6611
Fax: +60 3 7880 8393

NxGen Malaysia Sdn. Bhd.
D-23A-05, Menara Suezcap 1,
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Kerinchi Bestari,
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Tel: +60 3 7457 2500

* under member's voluntary liquidation

CORPORATE INFORMATION

Philippines

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Hong Kong

MVI Holdings Limited
MVI Systems Limited
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135 Wai Yip Street,
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Fax: +852 3007 2276

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Fax: +852 3007 2276

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MVI Systems (Taiwan)
Representative Office
10/F, No. 42, Jianguo 2nd Road,
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NETWORK ENGINEERING SERVICES

Singapore

NexWave Technologies Pte Ltd
6 Serangoon North Avenue 5,
#03-16,
Singapore 554910
Tel: +65 6826 3600
Fax +65 6826 3610

Malaysia

N-Wave Technologies
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B-10-06, B-10-07 & B-10-08,
Level 10, Block B Kelana Square,
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Malaysia
Tel: +60 3 7880 6611
Fax: +60 3 7880 8393

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PT NexWave
Jalan Tebet Raya,
No. 5, Tebet Barat Tebet,
Jakarta Selatan 12810,
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Fax: +62 21 829 2502

Philippines

N-Wave Technologies Philippines, Inc.
Unit 6D, 6th Floor, Globe Telecom
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Pioneer St., Barangka Ilaya
Mandaluyong City, 1550
Philippines
Tel: +632 7915 5323/6248

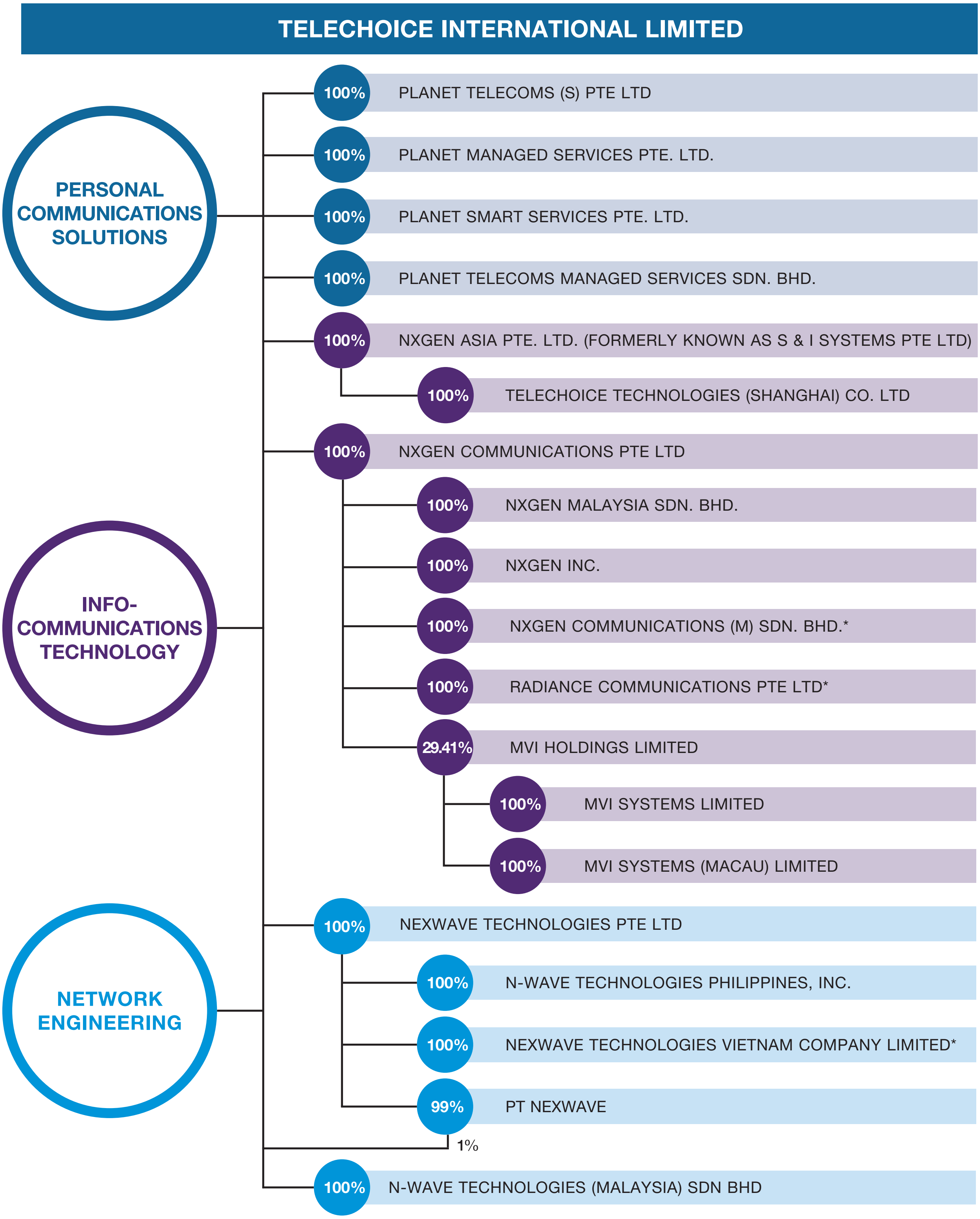
Vietnam

NexWave Technologies Vietnam
Company Limited*
Level 9, Lim Tower 3
29A Nguyen Dinh Chieu
District 1
Ho Chi Minh City,
Vietnam

* under member's voluntary liquidation

GROUP STRUCTURE

AS OF 10 MARCH 2025

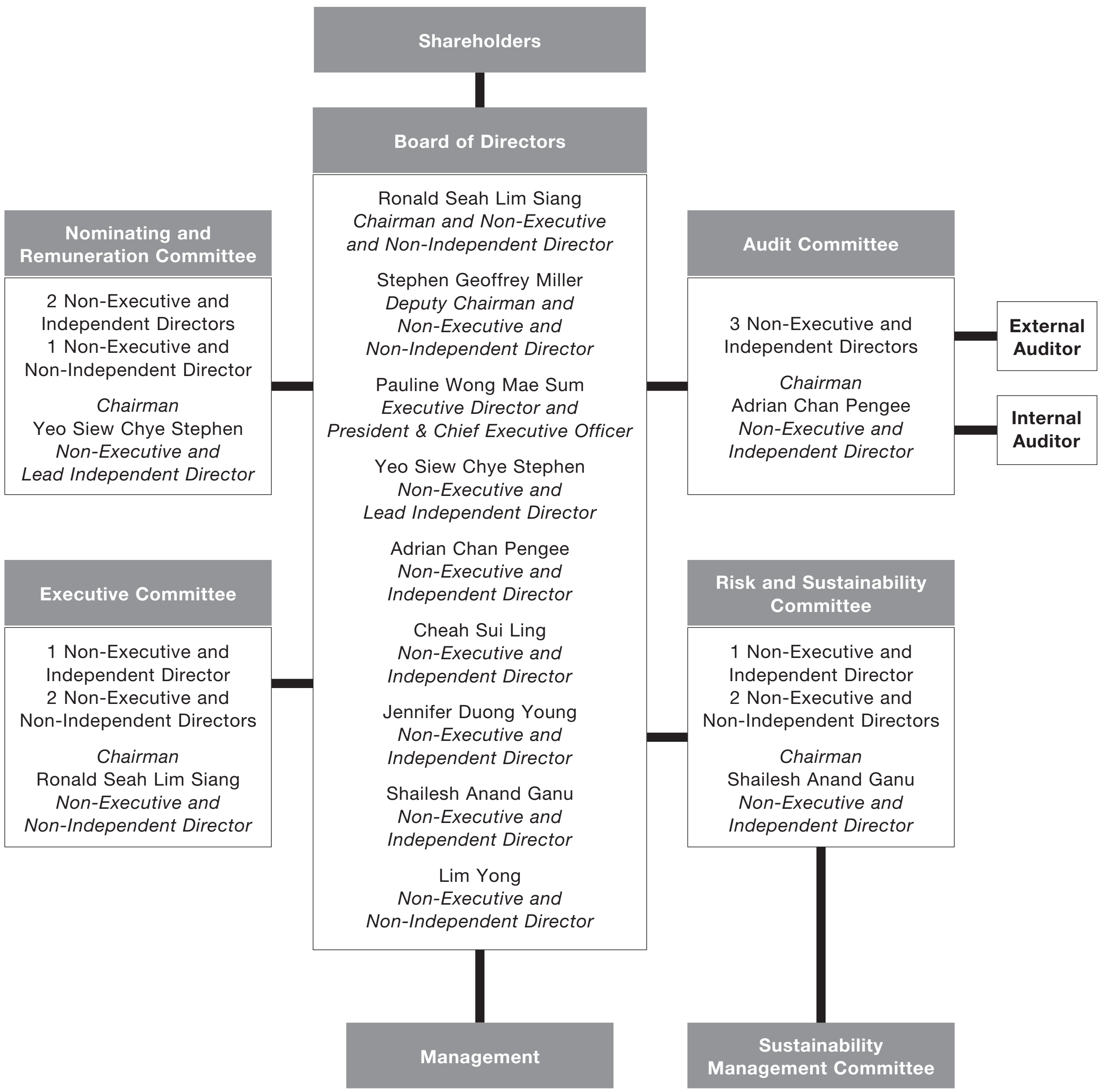


* under member's voluntary liquidation

CORPORATE **GOVERNANCE**

Our Board of Directors and Management are committed to maintaining high standards of corporate governance, to protect the interests of our shareholders and other stakeholders. This Report describes our corporate governance practices, with reference to the principles set out in the revised Code of Corporate Governance issued by the Monetary Authority of Singapore on 6 August 2018 ("**Code**"), for the financial year ended 31 December 2024 ("**FY2024**"). For FY2024, our Company has complied with the core principles of the Code and also, in all material respects, the provisions that underpin the principles of the Code. Where our practices vary from any provisions of the Code, these variations are identified together with an explanation of the reason for the variation and an explanation on how our practices are consistent with the intent of the relevant principle.

CORPORATE GOVERNANCE FRAMEWORK



CORPORATE **GOVERNANCE**

BOARD MATTERS

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

Role of our Board

Our Board is collectively responsible for, and works with Management to achieve, the long-term success of our Company and value creation for our shareholders. Our Board is responsible for guiding our overall strategic direction, corporate governance, setting organisational culture and providing oversight in the proper conduct of the business of our Company and our subsidiaries ("**Group**"). Our Board supervises the achievement of Management's performance targets which align the interests of our Board and Management with that of the shareholders, whilst balancing the interests of all shareholders. Our Board also sets the tone for our Group in respect of organisational culture and values, and ensures proper accountability within our Group. Our Company has in place an internal Code of Business Conduct and Ethics which sets out the professional and ethical framework to guide our behaviour and within which business decisions should be made at our Company, as well as a Whistleblowing Policy and an Anti-Corruption Policy. Please also refer to the sections "Code of Business Conduct and Ethics", "Whistleblowing Policy" and "Anti-Corruption Policy" on pages 58 to 59 for further information.

Discharge of duties

All Directors are fiduciaries and required to act objectively in the best interests of our Company at all times. Any Director who is in any way, directly or indirectly, interested in a transaction or proposed transaction with our Group is required to declare the nature of his or her interest in accordance with our Constitution and the provisions of the Companies Act 1967 ("**Companies Act**"). If any Director faces any actual or potential conflict of interests in relation to any matter under discussion or consideration by our Board or Board Committee, he or she is required to immediately declare his or her interest and recuse from participating in the deliberation and abstain from decision-making on such matter, with such abstention being recorded in the minutes and/or the resolutions of our Board and/or relevant Board Committee.

Board approval

Our Company has adopted internal guidelines on the matters that require the approval of our Board, which are communicated to Management. Key matters that require Board approval include the following:

- Strategic direction of our Group
- Corporate strategies and policies
- Annual operating and capital budgets of our Group
- Release of business performance updates for first and third quarters
- Release of half-year and full-year financial results
- Annual report and financial statements
- Convening of shareholders' meetings
- Recommendations of dividend payments and other distributions to shareholders
- Issue of shares
- Material acquisitions and disposals of assets
- Capital and operating expenditure above specified limits

CORPORATE GOVERNANCE

- Investments and divestments above specified limits
- Interested person transactions
- Board assurance framework
- Banking facilities
- Sustainability reporting

For operational efficiency, our Board has put in place a delegation of authority matrix that sets out the delegated authority to different levels of Management for capital and operating expenditure, investments and divestments, bank borrowings and cheque signatories arrangements, subject to pre-determined limits. Such delegation of authority matrix is reviewed by our Board and, if necessary, updated from time to time to ensure continuing relevance and effectiveness in the context of the internal controls implemented by our Company.

Board Committees

Our Board has established different Board Committees to assist it in the discharge of its functions.

Our Board has established an Executive Committee ("**EC**") to oversee major business and operational matters. Management regularly consults and updates our EC on all major business and operational issues.

Our Board is also supported by other Board Committees which are delegated with specific responsibilities, being the Audit Committee ("**AC**"), the Risk and Sustainability Committee ("**RSC**") and the Nominating and Remuneration Committee ("**NRC**"). The RSC was established by our Board as a new committee in FY2023 with a view to having a more holistic view of, and integrated approach to, managing sustainability and the governance of risks. The NRC was formed in April 2024 from the combination of the previous Nominating Committee and Remuneration Committee, in order to streamline the structure of the Board Committees and to achieve greater efficiency.

The current composition of our Board Committees is as follows:

	AC	RSC	NRC	EC
Ronald Seah Lim Siang ("**Ronald Seah**") *(Chairman and Non-Executive and Non-Independent Director)*	–	Member	–	Chairman
Stephen Geoffrey Miller ("**Stephen Miller**") *(Deputy Chairman and Non-Executive and Non-Independent Director)*	–	–	Member	Member
Pauline Wong Mae Sum ("**Pauline Wong**") *(Executive Director and President & Chief Executive Officer)*	–	–	–	–
Yeo Siew Chye Stephen ("**Stephen Yeo**") *(Non-Executive and Lead Independent Director)*	–	–	Chairman	Member
Adrian Chan Pengee ("**Adrian Chan**") *(Non-Executive and Independent Director)*	Chairman	–	Member	–
Cheah Sui Ling *(Non-Executive and Independent Director)*	Member	–	–	–
Jennifer Duong Young ("**Jenny Young**") *(Non-Executive and Independent Director)*	Member	–	–	–
Shailesh Anand Ganu ("**Shailesh Ganu**") *(Non-Executive and Independent Director)*	–	Chairman	–	–
Lim Yong *(Non-Executive and Non-Independent Director)*	–	Member	–	–

CORPORATE **GOVERNANCE**

Each of our Board Committees has its own written terms of reference that set out its authority and duties. The terms of reference are reviewed on an annual basis and, if required, updated accordingly. The terms of reference, and any amendments thereto, are subject to the approval of our Board. The Chairman of each Board Committee will report on the decisions and significant matters discussed at the Board Committee meeting to our Board at the next Board meeting, and minutes of each Board Committee are also circulated to the full Board for information.

The delegation of authority to these Board Committees to review, determine and make recommendations on matters within their respective terms of reference, with each Board Committee reporting back to our Board on the proceedings of each meeting, promotes efficient working of our Board without abdicating our Board's overall responsibility.

A description of, among other things, the duties and activities of our Board Committees is set out under:

- in respect of the NRC, "Principle 4: Board Membership", "Principle 5: Board Performance", "Principle 6: Procedures for Developing Remuneration Policies" and "Principle 7: Level and Mix of Remuneration";

- in respect of the RSC, "Principle 9: Risk Management and Internal Controls"; and

- in respect of the AC, "Principle 10: Audit Committee".

Board orientation and training

Our Board implements measures with a view to ensuring that both newly appointed as well as existing Directors are familiar with our Group's business and operations as well as their duties and responsibilities as directors.

Orientation and induction for New Directors

In relation to new Directors, we implement a formal orientation framework to familiarise them with our Group and their duties and responsibilities as Directors. Our practice is to issue a letter of appointment setting out their duties and obligations as Executive Director ("**ED**"), Non-Executive and Non-Independent Directors ("**Non-IDs**") or Non-Executive and Independent Directors ("**IDs**") (as the case may be) to formalise their appointment. New Directors are given briefings by Management on (among other things) the business activities, performance and strategic directions of our Group. New Directors are also provided with relevant documentation relating to our Group, including manuals containing, among others, relevant information on our Group and information about their statutory and other responsibilities as Directors, and minutes of past meetings of our Board and Board Committees.

A new Director who has no prior experience as a director of a listed company will be briefed by our Company Secretary on the duties and responsibilities of a director of a listed company, the principal laws and regulations applicable to a listed company as well as our Board processes and practices. Newly appointed Directors with no prior experience as directors of a listed company will also be required to attend relevant training as prescribed by the SGX-ST Listing Manual ("**Listing Manual**") unless our NRC assesses that training is not required because that Director has other relevant experience (in which event the basis of such assessment will be disclosed).

New Directors appointed during FY2024

During FY2024, Adrian Chan and Jenny Young were appointed as IDs. They were provided with briefings from Management on our Group's objectives, strategic directions, key business strategies and plans, operational activities and processes. Adrian Chan has many years of experience as a director of listed companies. As Jenny Young has no prior experience as a director of a listed company, she was briefed on the duties and responsibilities of a director of a listed company, the principal laws and regulations applicable to a listed company and Board processes and practices. Jenny Young has also attended the relevant courses conducted by the Singapore Institute of Directors ("**SID**") as prescribed by the Listing Manual within one year of her appointment.

CORPORATE **GOVERNANCE**

Continuous training and development

On an ongoing basis, our Board as a whole is kept up-to-date on pertinent developments in our Group's business and operations, as well as the industry and legal and regulatory environment in which our Group operates. In particular, Management monitors changes to regulations and accounting standards closely. Updates and briefings on regulatory requirements are conducted either during Board sessions or by circulation of papers. Directors are also encouraged to attend seminars and training (including those conducted by the SID in conjunction with SGX-ST) that may be relevant to their duties and responsibilities as directors, at our Company's cost, to continually develop and refresh their professional knowledge and skills and to keep themselves abreast of relevant developments in our Group's business and the regulatory and industry-specific environments in which our Group operates. This enables our Directors to serve effectively and contribute to our Board. Our Directors are regularly provided with a list of upcoming seminars and trainings conducted by the SID and/or SGX-ST.

Board and Board Committee Meetings

Our Board meets regularly to review our key activities and business strategies. Regular Board meetings are held quarterly to deliberate on strategic matters and policies, including significant acquisitions and disposals, the annual budget, review the performance of the business and approve the release of the first quarter and third quarter business performance updates and half-year and full-year financial results. In addition to the quarterly meetings, our Board will also meet towards the end of each financial year to deliberate on the business strategy for the following financial year. Where necessary, we convene additional Board sessions to address significant transactions or developments.

Our Board Committees meet on a regular basis and additional meetings are convened as and when required. In particular, our AC meets on a quarterly basis to deliberate, among other things, the first and third quarter business performance updates and half-year and full-year financial results.

The schedule for regular meetings of our Board and Board Committees and the annual general meeting ("**AGM**") for each financial year are determined and notified to all Directors before the start of that financial year, so that our Directors can arrange their schedules accordingly. To facilitate attendance, a Director who is not able to be physically present may attend any Board or Board Committee meeting by way of teleconference or videoconference. If a physical Board meeting is not possible, timely communication with members of our Board is effected through electronic means, which include electronic mail, teleconference and/or videoconference. Where necessary, Management will arrange to brief each Director, before seeking our Board's approval.

All Directors participate actively in our Board and Board Committee meetings, including where appropriate questioning assumptions, challenging Management and offering alternative views. Consensus is achieved and decisions are made after open, constructive and meaningful debate and discussion.

Details of frequency and participation at our Board, AC, RSC, NRC and EC and general meetings for FY2024 are set out in Table 1.

CORPORATE **GOVERNANCE**

Table 1: FY2024 – Directors' Attendance at Board, Board Committees and AGM

	Board	AC	RSC	Nominating Committee(1)	Remuneration Committee(1)	NRC(2)	EC	AGM
No. of Meetings Held	**4**	**5**	**2**	**1**	**1**	**0**	**0**	
Directors								
Ronald Seah	4/4	N.A.	2/2	1/1	1/1	N.A.	–	✓
Stephen Miller	4/4	N.A.	N.A.	1/1	1/1	–	–	✗
Pauline Wong	4/4	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	✓
Stephen Yeo	3/4	2/2(3)	N.A.	1/1	1/1	–	–	✓
Adrian Chan(4)	3/3	3/3	N.A.	N.A.	N.A.	–	N.A.	N.A.
Jenny Young(5)	3/3	3/3	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Cheah Sui Ling	3/4	5/5	N.A.	N.A.	N.A.	N.A.	N.A.	✓
Shailesh Ganu	3/4	N.A.	2/2	N.A.	N.A.	N.A.	N.A.	✓
Lim Yong	4/4	N.A.	2/2	N.A.	N.A.	N.A.	N.A.	✓
Ho Koon Lian Irene(6)	1/1	2/2	N.A.	N.A.	N.A.	N.A.	–	✓

Notes:
(1) The NRC was formed in April 2024 from the combination of the previous Nominating Committee and Remuneration Committee, following which the Nominating Committee and Remuneration Committee were dissolved. Prior to the formation of the combined NRC in April 2024, the Nominating Committee and Remuneration Committee had the same members, i.e. Ronald Seah as Chairman, and Stephen Miller and Stephen Yeo as members. In FY2024, one (1) Nominating Committee meeting and one (1) Remuneration Committee meeting were held, which were attended by all members of Nominating Committee and Remuneration Committee.
(2) The NRC was constituted in April 2024 with Stephen Yeo as Chairman, and Stephen Miller and Adrian Chan as members. No NRC meeting was held in FY2024.
(3) With the appointment of Adrian Chan and Jenny Young as Directors and members of our AC on 24 April 2024, Stephen Yeo stepped down as an AC member on 24 April 2024. The disclosure of "2/2" reflects that two (2) AC meetings were held during the period when he was an AC member and that he had attended both meetings.
(4) Adrian Chan was appointed as a Director and Chairman of our AC on 24 April 2024. The disclosure of "3/3" in relation to attendance at Board meetings reflects that three (3) Board meetings were held after his appointment and he had attended all three (3) Board meetings. The disclosure of "3/3" in relation to attendance at AC meetings reflects that three (3) AC meetings were held after his appointment and he had attended all three (3) AC meetings.
(5) Jenny Young was appointed as a Director and a member of our AC on 24 April 2024. The disclosure of "3/3" in relation to attendance at Board meetings reflects that three (3) Board meetings were held after her appointment and she had attended all three (3) Board meetings. The disclosure of "3/3" in relation to attendance at AC meetings reflects that three (3) AC meetings were held after her appointment and she had attended all three (3) AC meetings.
(6) Ho Koon Lian Irene resigned as a Director and a member of our AC on 24 April 2024. The disclosure of "1/1" in relation to attendance at Board meetings reflects that one (1) Board meeting was held prior to her resignation and she had attended that Board meeting. The disclosure of "2/2" in relation to attendance at AC meetings reflects that two (2) AC meetings were held prior to her resignation and she had attended both AC meetings.

Access to information

We recognise the importance of the provision of complete, adequate and timely information relating to our Group to our Board in order to enable our Directors to make informed decisions and discharge their duties and responsibilities. Management provides our Directors with monthly business and financial reports that include updates on our key operational activities and financial performance, a comparison of our actual performance with budget, and highlighting key business indicators and major issues that are relevant to our performance, position and prospects. The monthly flow of information and reports allows our Directors to make informed decisions and also to keep abreast of key challenges and opportunities between our Board meetings.

The agenda and Board papers for Board and Board Committee meetings are circulated to our Directors in advance to facilitate review and preparation for the Board meetings. During the quarterly Board meetings, Management will typically provide our Board with an update on our Group's business and operations in the relevant quarter, the financial performance and variance from budget for that quarter, and any other significant matters or issues that may have arisen. This provides our Board with continuous oversight of the progress of our business and financial performance throughout the financial year, and also an opportunity for active engagement between our Board and Management.

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Aside from Board meetings, frequent dialogue takes place between Management and members of our Board, and our ED and President & Chief Executive Officer ("**President & CEO**") encourages all Directors to interact directly with all members of our Management team.

Access to Management, Company Secretary and Independent Advisers

Our Board has separate and independent access to our Management and the Company Secretary at all times and is free to conduct independent or collective discussions with Management and the Company Secretary. The Company Secretary supports our Board to ensure its proper functioning, including by attending to corporate secretarial administration matters and providing advice to our Board and Management on corporate matters. The Company Secretary attends all Board meetings and assists the Board Chairman in ensuring that Board procedures are followed. The appointment and removal of the Company Secretary are subject to the approval of our Board. Our Directors may, in their discretion, seek independent professional advice, if necessary, at our Company's expense on any area of interest or concern.

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

Board composition

Prior to the change in the composition of our Board on 24 April 2024, our Board comprised a total of eight (8) Directors, all of whom were non-executive Directors except for our President & CEO who was the only ED. IDs represented half of our Board.

On 24 April 2024, as part of the Board renewal process, the following changes were made to the composition of our Board (collectively "**Change in Board Composition**"):

- Adrian Chan and Jenny Young were appointed as IDs;
- Ho Koon Lian Irene stepped down as a Non-ID after having served on our Board since May 2015;
- upon the conclusion of the FY2023 AGM held on 24 April 2024, Ronald Seah was re-designated from an ID to Non-ID but remained as Chairman of our Board; and
- Stephen Yeo was appointed as Non-Executive and Lead Independent Director ("**Lead ID**").

After the Change in Board Composition, our Board currently comprises nine (9) Directors, all of whom are non-executive Directors except for our President & CEO who is the only ED. IDs represent a majority of our Board. As our Chairman is a Non-ID, a Lead ID has been appointed.

Board independence

As noted above, there were changes in the composition of our Board in the course of FY2024. Throughout these changes, our Board at all times comprised a majority of non-executive Directors, with IDs representing at least half or a majority of our Board. Our Board believes that there was at all times a strong and independent element on our Board.

Our Board is led by our Chairman, Ronald Seah, who is a Non-ID. Following the conclusion of the FY2023 AGM held on 24 April 2024, Ronald Seah was re-designated from an ID to a Non-ID pursuant to the transitional arrangements applicable to an independent director who has served as an independent director for an aggregate period of more than 9 years. Notwithstanding, our Board deliberated and decided that Ronald Seah shall continue to lead our Board as Chairman. In making this decision, our Board took into account, among other things: (a) his strong leadership; (b) his experience, knowledge and familiarity with our Group's business and operations, which provide the necessary continuity in view of the renewal of our Board during the past few years and as our Group continues in its journey of business transformation in a challenging and evolving business environment; and (c) that he has continued to demonstrate objectivity and independent judgment.

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Concurrently with the above, and in order to maintain a strong and independent element on our Board, Stephen Yeo was appointed as Lead ID, and two (2) new IDs were appointed to our Board. Following these changes, our Board currently comprises five (5) IDs, being Stephen Yeo, Adrian Chan, Cheah Sui Ling, Jenny Young and Shailesh Ganu, which represent a majority of our Board.

The Non-IDs are Ronald Seah, Stephen Miller and Lim Yong. They are considered non-independent as:

- Ronald Seah has served on our Board for more than nine (9) years, and was no longer eligible to be considered as independent under the Listing Manual;

- Stephen Miller is a director, and the President and Group Chief Executive Officer, of Singapore Technologies Telemedia Pte Ltd, a controlling shareholder of Company; and

- Lim Yong is a director of Leap International Pte Ltd ("**Leap**"), a controlling shareholder of our Company, and also the son of Lim Chai Hock Clive, who owns 100% of Leap and is also a controlling shareholder of our Company.

Our Board continues to be able to exercise objective and independent judgement, given that almost all of our Board are non-executive Directors and a majority of our Board comprises IDs.

Assessment of independence

Our Board, taking into account the views of our NRC, assesses the independence of each Director annually in accordance with the guidance in the Code and the Practice Guidance to the Code ("**Practice Guidance**").

Criteria for assessment

Our NRC and our Board assess the independence of a Director by reference to the factors set out in Rule 210(5)(d) of the Listing Manual, as well as Provision 2.1 of the Code and the applicable guidance in the Practice Guidance, in relation to the criteria for independence. In particular, under the Code, a Director is considered independent if he or she is independent in conduct, character and judgement, and has no relationship with our Company, our related corporations, our substantial shareholders or our officers that could interfere, or be reasonably perceived to interfere, with the exercise of his or her independent business judgement in the best interests of our Company.

Process for assessment

Our Board and our NRC adopt a rigorous process to evaluate the independence of an ID. As part of the process, our Board and NRC take into account, among other things, the following:

- the directorships held by and other commitments of an ID, and whether any such directorship or commitment gives rise to any conflict or potential conflict of interests;

- the disclosure by an ID of interest in a transaction or proposed transaction with our Group that is required under our Constitution and/or the provisions of the Companies Act;

- the declaration in relation to independence, by reference to the criteria of independence in the Listing Manual as well as the Code, which each ID is required to make annually;

- whether the ID has demonstrated objectivity and independent judgment in discharging his or her duties and responsibilities; and

- whether the ID has recused from deliberation, and abstained from voting, on any matter that gives rise to conflict or apparent conflict of interests.

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Our NRC will make an assessment of independence and then make its recommendation to our Board on whether an ID should be considered as independent.

FY2024 assessment

Based on the assessment conducted in respect of FY2024, our Board, taking into account the views of our NRC, has assessed Stephen Yeo, Adrian Chan, Cheah Sui Ling, Jenny Young and Shailesh Ganu to be independent (with each ID having refrained from deliberation on the assessment of his or her own independence).

In arriving at such determination, our Board had noted that: (a) none of the five (5) IDs is currently employed or has been employed at any time during the past three (3) financial years by our Company or any of our related corporations; (b) all five (5) IDs do not have immediate family members who are currently employed or have been employed at any time during the past three (3) financial years by our Company or any of our related corporations, and whose remuneration is determined by the RC; (c) all five (5) IDs have provided confirmation that they are not related to our Directors or substantial shareholders of our Company; (d) there was no other relationship which could affect their independence; and (e) they had demonstrated objectivity and independent judgment during Board meetings and deliberations.

In relation to Adrian Chan, it was noted that he is Head of Corporate Department and a Senior Partner of Lee & Lee, a law firm which provides corporate secretarial and legal services to our Group. In its assessment of the independence of Adrian Chan, our Board has taken into account that: (i) he does not personally act, and has never personally acted, in relation to any legal work by Lee & Lee for our Group; (ii) he is not involved in the selection and appointment of the service provider for such services for our Group; (iii) the amount of fees received by Lee & Lee from the services provided to our Group for FY2024 did not exceed S$200,000; (iv) he has a deep understanding of the role of an independent director, taking into account his legal experience, his many years of involvement at the Singapore Institute of Directors (of which he is currently First Vice-Chair) and his many years of experience as a listed company director; and (v) he has demonstrated objectivity and independent judgment during his participation in meetings of our Board and Board Committees of which he is a member.

Based on the above, our Board, having taken into account the views of our NRC, is of the view that the provision of services by Lee & Lee to our Group should not interfere with Adrian Chan's ability to exercise independent business judgment in the best interests of our Company, and he should be treated as an ID.

Board diversity

Benefits of diversity

We recognise the benefits of diversity in terms of skills, knowledge and experience, as well as broader aspects of diversity such as gender and age, and believe that an appropriate balance of diversity will raise the level of Board discussions, enhance the decision-making process and better support our Company in achieving our strategic objectives.

Board Diversity Policy

Our Board has adopted a formal Board Diversity Policy for promoting diversity on our Board. The Board Diversity Policy provides, among other things, that:

- Our Company recognises that a Board comprising appropriately qualified members with a broad range of relevant skills, knowledge and experience, and other aspects of diversity such as gender and age, will bring diversity of thought and different perspectives to Board discussions, avoid group-think and enhance the decision-making process of our Board. Our Company believes that a diverse Board is essential to the effective governance of our business and ensuring long-term sustainable growth. Accordingly, our Company is committed to promoting diversity on our Board.

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- Our Board will consider all aspects of diversity, including educational background, skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service, and other distinguishing qualities of the members of our Board.

- In particular, our Board has identified the diversity in terms of skills, experience, independence, gender, age and tenure as important aspects of diversity that are elaborated on in the Board Diversity Policy. In relation specifically to gender diversity, our Board believes that there should be female representation on our Board and will strive to:

  - ensure that female candidates are included for consideration by our NRC whenever it seeks to identify a new Director for appointment to our Board;

  - ensure that if external search consultants are engaged to identify candidates for appointment to our Board, the consultants will be asked to present female candidates for consideration; and

  - align with the target set by the Council for Board Diversity for female board representation to the extent reasonably practicable.

- The consideration and selection of candidates for appointment to our Board will ultimately be based on merit, with the objective of achieving the appropriate mix and balance of skills, experience and diversity of perspectives on our Board that will meet the requirements of our Company from time to time.

- In the implementation of the Board Diversity Policy, our NRC will consider and, if appropriate, set qualitative and quantitative objectives for promoting and achieving diversity on our Board, taking into account our Directors' mix of background, skills, experiences and qualities that our Board requires to function competently and efficiently in the context of the scope and nature of our Company's business and operations and the corporate strategy.

Diversity profile

As noted above, our Company implemented the Change in Board Composition in April 2024 as described in the section "Board composition" under Principle 2: Board Composition and Guidance.

Our NRC uses a skills matrix to determine the skills gaps of our Board and to assess if the expertise and experience of a candidate would complement those of our existing Board members. The skills matrix classifies skills, experience and knowledge of our existing Directors into the broad categories of leadership and governance, commercial capability/financial acumen, strategic planning, telco/ICT industry, risk management and internal controls, and audit and compliance. With the Change in Board Composition, the range of skills and experience of our Directors has been further augmented. Adrian Chan brings with him many years of legal experience as a corporate lawyer and as a listed company director, while Jenny Young brings with her many years of international experience in finance, audit and accounting. Following the Change in Board Composition, our Board has nine (9) Directors who collectively have a broad range of core competencies and skills, knowledge and experience.

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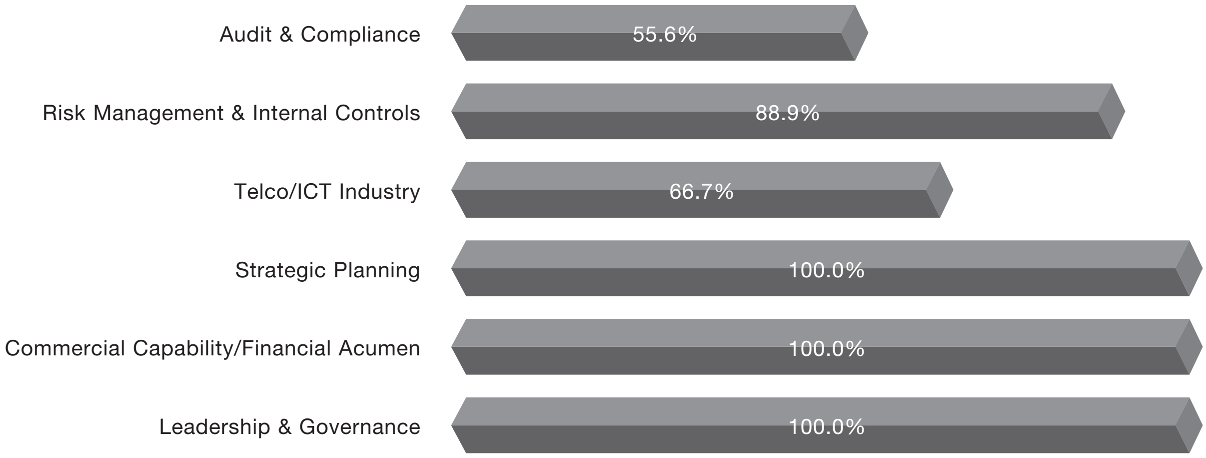
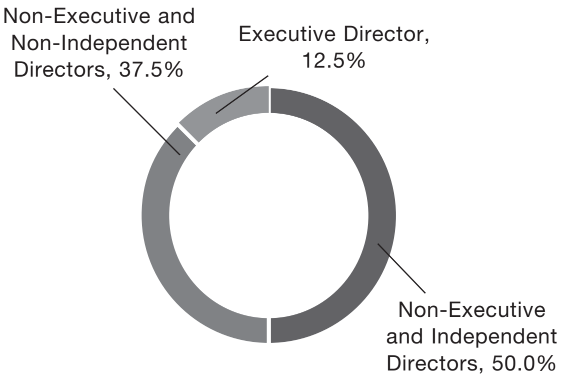
The diversity profile of our Board in terms of the skills matrix, independence, gender, age and tenure before and after the Change in Board Composition is reflected the following charts:

Skills Matrix

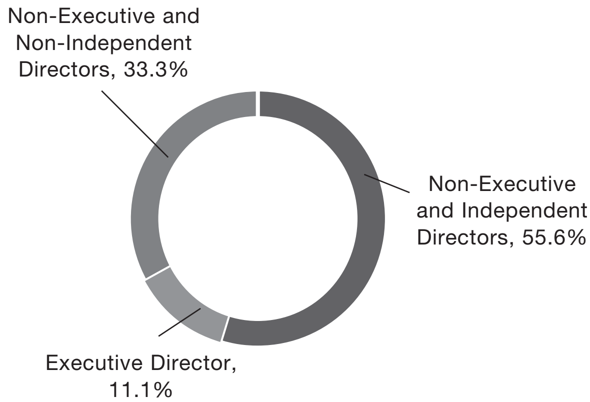


Independence

Before in Board Composition

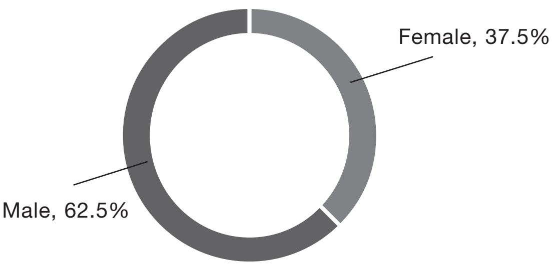


After Change in Board Composition

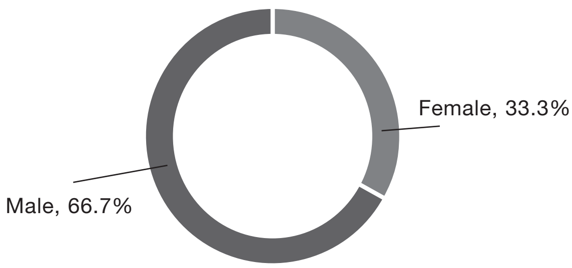


Gender

Before in Board Composition



After Change in Board Composition



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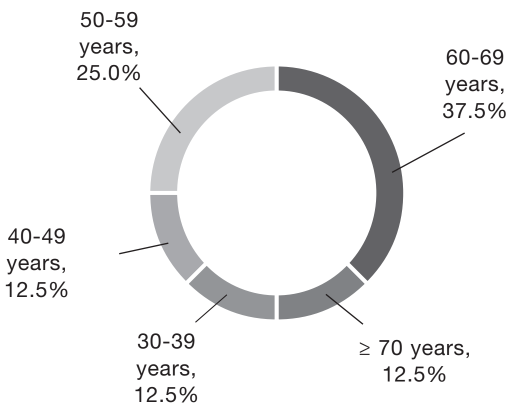
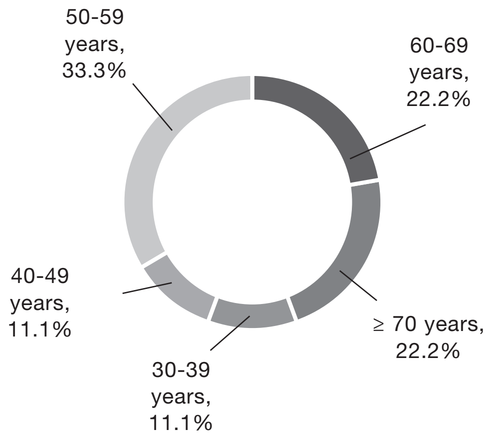
Age

Before in Board Composition

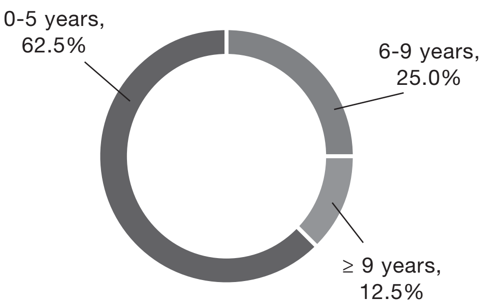


After Change in Board Composition

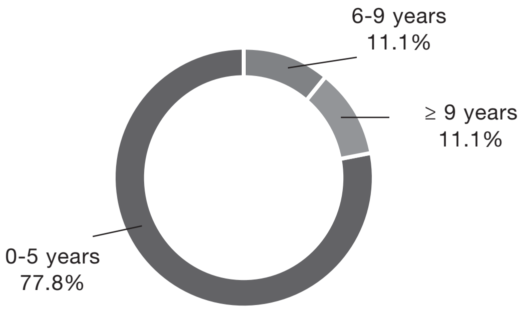


Tenure

Before in Board Composition



After Change in Board Composition



Our Board is of the view that the current Board members, collectively as a group, provide an appropriate mix and balance of diversity of skills, knowledge, experience, independence, gender, age and tenure.

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Key Features of Diversity	
Skills	Our Board has been undergoing a renewal process, with some existing Directors having stepped down and new Directors having been appointed over the past few years. In particular, Shailesh Ganu, Lim Yong, Adrian Chan and Jenny Young, who were appointed as Directors in 2023 and 2024, have expanded the breadth and depth of skillsets on our Board with the addition of sustainability, corporate governance, investment, legal and international financial, audit and accounting experience. Currently, our Directors collectively provide an appropriate mix and balance of diversity of skills, knowledge and experience.
Independence	Our Board comprises a majority (55.6%) of IDs. We have a Lead ID in view of our Chairman being a Non-ID.
Gender	Our Board includes three (3) female Directors, which comprise 33.3% of our Board. This exceeds the gender diversity target of 25% set by our Board, as well as the target of 25% of female representation by 2025 set by the Council for Board Diversity.
Age	The range of age of our Directors is very broad (from 34 years to 76 years). The age band with the highest proportion of Directors has lowered to 50 – 59 years (33.3%) after the Change in Board Composition, from 60 – 69 years (37.5%) before the Change in Board Composition.
Tenure	Following our Board renewal process over the past few years, the band of tenure with the highest proportion of Directors is 0 – 5 years (77.8%). At the same time, there is continuity and experience on our Board, with two (2) Directors (being our Chairman and Deputy Chairman) having served for 6 years or more.

The current composition of our Board enables Management to benefit from external diverse and objective perspectives of issues from our Board, avoid groupthink and foster constructive debate. It also enables our Board to interact and work with Management through a robust exchange of ideas and views to help shape strategic directions. This, coupled with a clear separation of the role of our Chairman and our President & CEO, provides a healthy professional relationship between our Board and Management, with clarity of roles and robust oversight.

In addition, our Non-IDs and IDs also meet separately, whether formally or informally, without the presence of our ED or Management on a regular basis and also as and when the need arises, and the chairman of such meetings will provide feedback to our Board and/or Chairman as appropriate.

Diversity targets

Our Board has deliberated and continues to target to maintain female representation on our Board at a minimum of 25%. This is consistent with the target of 25% for female representation by 2025 set by the Council for Board Diversity. Our Board currently already meets this target, with 33.3% of female representation on our Board.

As our Board is of the view that there has already been an ongoing Board renewal process for the past few years and the current Board members, collectively as a group, provide an appropriate mix and balance of diversity of skills, experience, independence, gender, age and tenure, our Board has not set any further diversity targets. Our Board will also continue to consider diversity in relation to any future changes to the composition of our Board, taking into account the Board Diversity Policy.

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

Roles of Chairman and President & CEO

We believe there should be a clear separation of the roles and responsibilities between our Chairman and the President & CEO. The Chairman is elected by our Board and is a non-executive position currently held by Ronald Seah, our Non-ID. The President & CEO is Pauline Wong, who is also our ED. They are separate persons and are not related to each other, but maintain a relationship of trust and work collaboratively to lead our Group in their respective capacities, in order to maintain an effective balance of power, increased accountability and greater capacity of our Board for independent decision making.

Our Chairman, Ronald Seah, leads and oversees the performance of our Board and ensures that our Board members work together with Management, with the capability and moral authority to engage and contribute effectively and constructively on various matters, including strategic issues and business planning processes. He also spends considerable time to keep himself updated on our Group's business and operations, and plays an active leadership role, together with our EC, by providing clear oversight, direction and guidance to our President & CEO.

Our President & CEO, Pauline Wong, is charged with full executive responsibility for the running of our businesses, making operational decisions and implementing business directions, strategies and policies. Our President & CEO is supported on major business and operational issues by the oversight of our EC.

Lead ID

Our Chairman, Ronald Seah, was re-designated from an ID to a Non-ID upon conclusion of the FY2023 AGM as he had served on our Board for more than nine (9) years. After careful deliberation, our Board decided that Ronald Seah should remain in his role as Chairman for the reasons disclosed in the section "Board independence" under Principle 2: Board Composition and Guidance.

Concurrently with our Chairman becoming a Non-ID, Stephen Yeo was appointed as Lead ID. In appointing Stephen Yeo as Lead ID, our Board took into account, among other things, that: (a) he had held senior leadership positions and has deep experience in the industry; (b) he has been on our Board for around three (3) years (which was one of the longest tenure among the IDs at that time) and would have a sufficient level of familiarity with our Group to be able to perform that role; and (c) he has demonstrated objectivity and independent judgment in discharging his duties. As Lead ID, he will provide leadership in situations where the Chairman is conflicted, and he is available to shareholders should they have concerns which cannot be resolved or are inappropriate to raise through the normal communication channels of the Board Chairman or Management. No query or request on any matter which requires the Lead ID's attention was received from shareholders in FY2024 since his appointment.

Our Board believes that, with the appointment of Stephen Yeo as Lead ID and our Board comprising a majority of IDs, the continued appointment of Ronald Seah as Chairman does not affect the balance of power within our Board, and there remains a strong and independent element on our Board and no individual Director or Directors has unfettered powers of decision-making.

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

NRC composition and role in relation to nominating functions

Our Board has a formal and transparent process for the appointment and re-appointment of Directors. Previously, our Nominating Committee made recommendations to our Board on all Board and Board Committee appointments. With effect from 24 April 2024, our Nominating Committee was combined with our Remuneration Committee to form our NRC, with a view to streamlining the structure of our Board Committees and to achieve greater efficiency.

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Our NRC comprises three (3) members, all of whom are non-executive Directors. A majority of our NRC are IDs, including the Chairman who is our Lead ID. Our NRC performs the functions previously fulfilled by our Nominating Committee and Remuneration Committee. The nominating-related functions of our NRC, as set out in the written NRC charter, are summarised below, while the remuneration functions of our NRC are summarised in the section "NRC composition and role in relation to remuneration functions" under Principle 6: Procedures for Developing Remuneration Policies.

NRC	
Composition	Chairman : Stephen Yeo (Lead ID) Members : Stephen Miller (Non-ID) Adrian Chan (ID)
Roles relating to nominating function	Our NRC undertakes the roles of our previous Nominating Committee and Remuneration Committee, including the following role relating to the nominating function: • making recommendations to our Board on the selection, appointment and re-appointment of Directors having regard to the composition and diversity of our Board and each Director's competencies, commitment, contribution and performance; • monitoring the implementation of our Diversity Policy and if appropriate, setting, and monitoring the progress made in achieving, qualitative and quantitative objectives for promoting and achieving diversity on our Board; • making recommendations to our Board on the review of board succession plans for Directors, in particular, our Chairman, our President & CEO and other key management personnel (as defined in the Code); • deciding on the objective performance criteria, and the process, for evaluation of the performance of our Board, our Chairman, our Board Committees and each individual Director; • without prejudice to the foregoing, evaluating our Board's effectiveness in overseeing sustainability issues, including the management of climate-related risks and opportunities; and • making recommendations to our Board on the review of training and professional development programs for the Board.

Our NRC is guided by the terms of its charter which are aligned with requirements under the Code. All decisions at any NRC meeting are decided by a majority of votes of NRC members present and voting (the decision of our NRC shall at all times exclude the vote, approval or recommendation of any member having a conflict of interest in the subject matter under consideration).

During FY2024, the key activities performed by our Nominating Committee/NRC included, among other things: (a) assessment of the independence of our IDs; (b) assessment of the commitment of our Directors; (c) assessment and recommendation to our Board on the re-election of Directors who were retiring at the FY2023 AGM held on 24 April 2024; (d) implementing the annual evaluation of the performance of our Board, Board Committees, Chairman and each Director; and (e) assessment and recommendation to our Board on the Board renewal process and, in particular, the suitability of Adrian Chan and Jenny Young, who were appointed as IDs on 24 April 2024.

Selection, appointment and re-appointment of Directors

Our Company has in place a formal process for selecting and appointing new Directors as well as for the re-appointment of retiring Directors.

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Criteria and process

Our NRC will review, assess and make its recommendation to our Board on the appointment of new Directors and the re-election of existing Directors pursuant to their retirement by rotation or retirement following appointment to fill a casual vacancy. In making its recommendation, our NRC will consider, among other things:

- The track record, skills, knowledge, experience and capability of the candidate or existing Director.
- The core competencies and mix of skills, knowledge and experience of our existing Directors, so as to identify any specific attributes that are required and/or desired at Board level and consider whether and how the skills, knowledge and experience of the candidate or existing Director being considered for re-election will complement, add to and/or enhance the skillsets and core competencies of our Board.
- The considerations based on our Board Diversity Policy and the extent to which diversity targets will be met.
- The principal commitments (including listed directorships) of the candidate or existing Director, so as to assess his or her ability to adequately carry out his or her duties and responsibilities as a Director.
- The independence of the candidate or existing Director (in the case of appointment as ID).
- In relation to existing Directors being considered for re-election, his or her commitment, contribution and performance (including attendance, preparedness, participation and candour) at meetings of our Board and Board Committees.

In relation to the appointment of a new Director, potential candidates may be proposed by existing Directors, Management or through third-party referrals. External consultants are engaged to assist with the selection process, if necessary. As part of the process, short-listed candidates will be required to furnish their curriculum vitae stating in detail (among other things) their educational and professional qualifications, working experience, employment history, current and past directorships and current principal commitments and, in the case of a candidate being considered for appointment as an ID, factors that will affect independence. Our NRC takes an active role in screening short-listed candidates, including interviewing the candidates. Our NRC will carefully evaluate each potential candidate and such evaluation will, where appropriate, extend to whether he or she has fully discharged his or her duties and obligations during his or her previous directorship of any listed company, has previously served on the board of any company with an adverse track record or a history of irregularities, has been under investigation by any professional association or regulatory authority, or has resigned from the board of any such company for any reason that may cast doubt on his or her ability to act as a Director.

Board renewal

Our NRC is responsible for reviewing Board succession planning from time to time and as when a Director gives notice of his or her intention to retire or resign. The review takes into account, among other things, the requirements in the Listing Manual and the Code, feedback from our Directors, the Board Diversity Policy as well as any diversity targets that may have been set. Board renewal is undertaken in an orderly and progressive manner, so as to ensure continuity, stability and sustainability of corporate performance.

Our Board has undergone a progressive Board renewal process during the past few years, with several long-serving Directors having retired and several new Directors having been appointed. As part of the Board renewal process, our Non-ID, Ho Koon Lian Irene, stepped down from our Board after the conclusion of our FY2023 AGM held on 24 April 2024, after having served on our Board since May 2015. With the re-designation of Ronald Seah from ID to Non-ID upon conclusion of the FY2023 AGM, our Board was looking to appoint two (2) additional IDs with a view to maintaining a strong and independent element on our Board.

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Our Board considered a number of candidates and eventually Adrian Chan and Jenny Young were identified through internal referrals without the involvement of any external consultant. Our Nominating Committee at that time had assessed Adrian Chan and Jenny Young and recommended their appointment to our Board based on their track record and experience and by reference to the assessment criteria mentioned above. The appointment of Adrian Chan and Jenny Young as IDs was approved by our Board, taking into account the recommendation of our Nominating Committee, and they were appointed with effect from 24 April 2024.

Retirement and re-election

Our Constitution requires one-third of our Directors to retire and subject themselves to re-election by shareholders at every AGM ("**one-third rotation rule**"). In other words, no Director stays in office for more than three (3) years without being re-elected by our shareholders.

In addition, a newly-appointed Director is required to submit himself or herself for retirement and re-election at the AGM immediately following his/her appointment. Thereafter, he or she is subject to the one-third rotation rule.

Pursuant to the one-third rotation rule, Pauline Wong, Stephen Yeo and Cheah Sui Ling will retire by rotation at the FY2024 AGM to be held on 28 April 2025. They have put themselves up for re-election, and will therefore be subject to re-election by shareholders at the AGM.

Pursuant to Regulation 105 of our Constitution, Adrian Chan and Jenny Young will retire at the FY2024 AGM to be held on 28 April 2025 as they were appointed by our Board in the course of FY2024. They have put themselves up for re-election, and will therefore be subject to re-election by shareholders at the AGM.

Our NRC has considered and recommended the re-election of these Directors by reference to the assessment criteria set out above. Our Board has considered our NRC's recommendation and assessment of each of these Director's skills, knowledge and experience, as well as the overall size, composition and diversity of skillsets of our Board, and is satisfied that each of these Directors will continue to contribute to our Board and to the combination of skills, knowledge, experience and diversity required on our Board. Please see the section "Additional Information in relation to Directors Standing for Re-election" for further information.

Assessment of independence

Our NRC assesses the independence of each Director annually in accordance with the criteria set out in the Listing Manual as well as the Code and the Practice Guidance. The criteria and process for such assessment, as well as the assessment on the independence of our Directors in respect of FY2024, are described in detail in the section "Assessment of independence" under Principle 2: Board Composition and Guidance above.

If, in respect of any Director, there exists any relationships which would affect his or her independent status under the relevant provisions of the Listing Manual, the Code and/or the Practice Guidance, but our Board (having taken into account the view of our NRC) determines such Director to be independent, such relationships will be disclosed in our Annual Report together with an explanation of our Board's determination. No such issue has occurred in respect of FY2024.

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Assessment of Directors' Commitment

In view of the responsibilities of a Director, Directors need to be able to devote sufficient time and attention to adequately perform their duties and responsibilities. Our NRC reviews the other appointments and commitments of each Director as part of the assessment criteria at the time of appointment, and also on an annual basis and as and when there is a change of circumstances involving a Director which may affect his or her ability to commit time to the Company. This is to assess whether a Director is able to and has been adequately carrying out his or her duties and responsibilities as a Director and, in particular, whether a Director who serves on multiple boards is able to commit the necessary time and attention to serve on our Board. In this regard, our NRC has established an internal guideline that: (a) a Director holding a full time position should not be a director of more than four (4) listed companies; and (b) a "professional" Director should not be a director of more than six (6) listed companies. However, our NRC recognises that the individual circumstances and capacity of each Director are different and there may be circumstances in which a different limit on board appointments is appropriate. As such, our NRC has the discretion to deviate from this guideline on a case-by-case assessment.

The directorships of our Directors in other listed companies and their principal commitments are set out in their respective profiles on pages 6 to 10 of this Annual Report. The attendance record of our Directors is set out in the section "Board and Board Committee meetings" under Principle 1: Board's Conduct of its Affairs.

In terms of directorships in other listed companies, all of our Directors currently fall within the internal guideline, except for Adrian Chan. Adrian Chan currently holds directorships in a total of five (5) listed companies, including our Company, and also directorships and other appointments in other companies and organisations. Notwithstanding, the Nominating Committee at that time had assessed that Mr Adrian Chan has the capacity to act as a Director taking into account: (a) his experience as a corporate lawyer and familiarity with the laws and regulations governing listed companies; (b) his deep experience as a director of many listed companies over many years, including as chairman of the board as well as chairman or member of different board committees; (c) that he has a 100% attendance record for all meetings of our Board and Board Committee of which he is a member held in FY2024 after his appointment; (d) he has participated actively in and contributed to discussions during Board and Board Committee meetings; and (e) that he has confirmed that he will be able to devote sufficient time to attend Board and relevant Board Committee meetings and to carry out his duties and responsibilities as a Director.

Based on the foregoing, our NRC (with each member having abstained from the deliberations in respect of himself) has determined that each Director has been adequately carrying out his or her duties as a Director. The Board, taking into consideration our NRC's assessment, concurs that each Director has adequately carried out his or her duties and responsibilities as a Director for FY2024.

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

Our Board believes it is important to have a formal assessment of our Board's performance to ensure our Board is and continues to be effective in discharging its role. Our NRC has implemented an objective performance criteria and the process to be used for evaluating the effectiveness of our Board as a whole and our Board Committees separately, as well as our Chairman and each Director. The performance evaluation criteria are reviewed periodically, but are not changed from year to year unless our NRC is of the view that it is necessary to do so.

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Appraisal criteria

The evaluation of our Board as a whole is based on criteria that include clarity of structure and function, flow and adequacy of information provided, effectiveness and focus of Board meetings, goals and targets set for Management and understanding and support of our Group's strategic focus. The evaluation of our Board Committees is based on criteria that include structure and functions of our Board Committees, the support provided to our Board, sufficiency of independent members and the expertise and resources available. The evaluation of our Chairman is based on criteria that include the leadership, conduct of meetings, promoting openness and discussions, facilitating contributions by Directors, corporate governance and effective communication with shareholders.

In terms of the evaluation of each Director, our Board has adopted a self-appraisal system where each Director will evaluate himself or herself. The evaluation is based on criteria that include understanding of roles and responsibilities, understanding and support of Group strategic focus, working with Management to achieve Group strategy and objectives, contribution to Board meetings and ability to help address performance and corporate governance deficiencies.

Appraisal process

On an annual basis, each Director is requested to complete an appraisal form setting out the different evaluation criteria in respect of our Board, our Board Committees, our Chairman and each Director. The completed forms are collated by our Company Secretary, and the results of the evaluation exercise are summarised and presented to our NRC. Our NRC will deliberate on the evaluation results and, where appropriate, recommend to our Board any changes that may be required to our Board and/or Board Committees and/or any other follow-up actions that may be appropriate to address any issues identified. The appraisal process is overseen by our NRC but our NRC may, where it considers appropriate and with the concurrence of our Board, engage an external party periodically to conduct the evaluation exercise.

Our Board has completed its appraisal exercise for FY2024 based on the appraisal criteria and process described above. Our NRC is satisfied that for FY2024, our Board and Board Committees, our Chairman and each Director were effective in the discharge of their respective duties and responsibilities. The results of our NRC's assessment were communicated to and accepted by our Board. No external facilitator was used in FY2024.

REMUNERATION MATTERS

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

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

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

NRC composition and role in relation to remuneration functions

The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, recommending individual Directors' remuneration packages for shareholders' approval and determining the remuneration of key management personnel.

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Previously, the Remuneration Committee was responsible for making recommendations to our Board on remuneration-related matters. With effect from 24 April 2024, our Remuneration Committee was combined with our Nominating Committee to form our NRC, with a view to streamlining the structure of our Board Committees and to achieve greater efficiency.

The current composition of our NRC is set out in the section "NRC composition and role in relation to nominating functions" under Principle 4: Board Membership. Our NRC comprises three (3) members, all of whom are non-executive Directors. A majority of our NRC are IDs, including the Chairman who is our Lead ID. Our NRC performs the functions previously fulfilled by our Remuneration Committee. The remuneration-related functions of our NRC, as set out in the written NRC charter, are summarised below.

NRC	
Roles relating to remuneration function	Our NRC undertakes the roles of our previous Remuneration Committee, including the following: • reviewing and recommending to our Board a framework and the policies of remuneration for our Board, the President & CEO and other key management personnel; • reviewing and recommending to our Board the level and structure of remuneration of our Board and key management personnel; • reviewing the cash and long-term incentive compensation policies for our President & CEO, Executive Director(s) (if any) and other key management personnel; • reviewing and recommending to our Board the specific remuneration packages for the President & CEO, each Executive Director (if any) and other key management personnel; • reviewing and recommending to the Board the level of fees and award of any other forms of compensation to Non-Executive Directors; • reviewing and recommending to our Board share award schemes or any long term incentive schemes which may be set up from time to time and, in particular reviewing whether Directors should be eligible for such schemes; • functioning as the Committee referred to in the Company's Performance Share Plan and Restricted Share Plan (collectively "**Share Plans**"), and the Committee shall have all the powers as set out in the Share Plans; and • reviewing and recommending to our Board, on an annual basis, the remuneration of employees who are substantial shareholders of the Company or are immediate family members of a Director, the President & CEO or a substantial shareholder of our Company and whose remuneration exceeds S$100,000 during the year.

Our NRC is guided by the terms of its charter which are aligned with requirements under the Code. All decisions at any NRC meeting are decided by a majority of votes of NRC members present and voting (the decision of our NRC shall at all times exclude the vote, approval or recommendation of any member having a conflict of interest in the subject matter under consideration).

During FY2024, the key activities performed by our Remuneration Committee/NRC included, among other things: (a) deliberating on the remuneration framework for our Directors, ED and President & CEO and other key management personnel; (b) reviewing and making a recommendation on the fees of our Directors; (c) assessment of the performance and the specific remuneration package of our ED and President & CEO and other key management personnel; (d) reviewing the vesting results under the Share Plans; and (e) setting of targets for the grant of awards and allocation of awards under the Share Plans.

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Process for assessment of remuneration framework

On an annual basis, our NRC undertakes an assessment of the remuneration framework and structure for our Board, our ED and President & CEO and other key management personnel, as well as specific remuneration packages for our ED and President & CEO and other key management personnel. Our NRC will also review cash and long-term incentive compensation policies for our President & CEO and key management personnel. Our NRC will make its recommendations to our Board based on such assessment and review for approval by our Board.

Our NRC has access to expert professional advice on human resource matters whenever there is a need to consult externally. Aon Solutions Singapore Pte. Ltd. ("**Aon**") was appointed to provide professional advice on certain human resource matters. Aon only provides human resource consulting services to our Company and has no other relationships with our Company. In its deliberations, our NRC takes into consideration industry practices and norms in compensation. Our ED and President & CEO is not present during the discussions relating to her own compensation, and terms and conditions of service, and the review of her performance. However, our ED and President & CEO will be in attendance when our NRC discusses the policies and compensations of our key management personnel, as well as major compensation and incentive policies such as share options, stock purchase schemes, framework for bonus, staff salary and other incentive schemes.

Remuneration policy and framework for Management

We adopt a performance-based remuneration framework for our ED and President & CEO and other key management personnel, which is designed to link a significant and appropriate proportion of remuneration to our Company performance as well as individual performance. The framework seeks to achieve a balance between current considerations and long-term objectives and sustainability of our Group, and align their compensation with the interests of shareholders and other stakeholders. In particular, a significant proportion of the remuneration of key management personnel is by way of variable compensation, which comprises short-term incentives in the form of annual cash bonus that is tied to yearly performance targets as well as longer-term incentives in the form of share-based component that is tied to different performance targets over a period of time.

Based on the foregoing policies, the remuneration framework for our ED and President & CEO and other key management personnel comprises a fixed component, a variable cash component, a share-based component and benefits-in-kind, as elaborated below:

Remuneration framework for key management personnel	
Fixed component	The fixed component comprises the annual base salary, annual wage supplement and monthly allowances.
Variable cash component	The variable cash component, including the performance bonus and the discretionary bonus, is a remuneration component linked to the achievement of annual performance targets for each key management personnel as agreed with our Board at the beginning of each financial year. Performance objectives aligned to the overall business metrics and strategic goals of our Company are cascaded down throughout the organisation through the use of performance scorecards, thereby creating greater alignment between the performance of our Company, business units and the individual employees. These performance objectives could be in the form of both quantitative and qualitative measures which are aligned to our Company's business strategy. In determining the final payout for each key management personnel, our NRC considers the overall performance of our Company, funding affordability and individual performance.

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Remuneration framework for key management personnel	
Share-based component	We have adopted the Share Plans, i.e. the TeleChoice Restricted Share Plan (as amended) ("**TeleChoice RSP**") and the TeleChoice Performance Share Plan (as amended) ("**TeleChoice PSP**"), pursuant to which share awards may be granted to key management personnel. The aggregate number of new shares to be issued, when aggregated with existing shares (including treasury shares, if any, and cash equivalents) delivered and/or to be delivered pursuant to the Share Plans then in force, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) from time to time. To align the interest of the key management personnel and that of shareholders, the key management personnel are required to retain a certain percentage of shares acquired through the Share Plans, up to the lower of: (1) a percentage of total number of shares acquired under the Share Plans for FY2007 and onwards based on position level; or (2) the number of TeleChoice shares to be retained in order to meet the minimum value, which is set at a percentage of annual base salary based on position level. Please refer to the section on Equity Compensation Benefits in the Directors' Statement on pages 107 to 109 of this Annual Report for the details of the Share Plans as well as awards granted under the Share Plans. *TeleChoice RSP* Under the TeleChoice RSP, conditional awards vest over a three-year period, once the NRC is, at its sole discretion, satisfied that the performance and extended service conditions are attained. For RSP grants for 2017 onwards, the total number of shares to be awarded depends on the level of attainment of the individual performance targets. *TeleChoice PSP* Under the TeleChoice PSP, conditional awards of shares are granted. Awards represent the right of a participant to receive fully paid shares upon the participant achieving certain pre-determined performance targets which are set based on corporate objectives aimed at sustaining longer-term growth. After the awards vest, the shares comprised in the awards are issued at the end of the performance and/or service period once our NRC is, at its sole discretion, satisfied that the prescribed performance targets have been achieved. The actual number of shares given will depend on the level of achievement of the prescribed performance targets over the performance period, currently prescribed to be a three-year period. No shares will be delivered if the threshold performance targets are not achieved, while up to 1.5 times the number of shares that are the subject of the award will be delivered if the stretched performance targets are met or exceeded. An external consultant, Aon, is engaged to assess and recommend to our NRC the performance measures to be used for the grant of awards on an annual basis. In respect of the awards granted in FY2024, the performance measures used were net profit before tax, return on capital employed and market capitalisation. Market capitalisation was introduced as one of the performance measures for FY2024 as our Company was placed on the SGX-ST Watchlist in December 2023 and one of the criteria for exit is market capitalisation. Our Company has attained an achievement factor which is reflective of not meeting the pre-determined target performance levels based on the performance period from FY2022 to FY2024.
Benefits-in-kind	Benefits provided are comparable with local market practices and include non-cash benefits such as leave, medical benefits and handphones.

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In performing the duties as required under its terms of reference, our NRC ensures that remuneration paid to the key management personnel is strongly linked to the achievement of business and individual performance targets, industry practices and compensation norms and the need to ensure the continuing development of talents. The performance targets as determined by our NRC are set at realistic yet stretched levels each year to motivate a high degree of business performance with emphasis on both short-term and long-term quantifiable objectives. Our NRC also considers the tight talent market for key management personnel in setting total compensation levels. Our NRC is satisfied that the level and mix of remuneration is appropriate and is aligned with pay-for-performance principles.

Under the Practice Guidance, the compensation system should take into account the risk policies of our Company, be symmetric with risk outcomes and be sensitive to the time horizon of risks. Our NRC has reviewed the various compensation risks that may arise and introduced mitigating policies to better manage risk exposures identified. Our NRC also undertakes periodic reviews of the compensation related risks.

From FY2014, our Company has implemented a contractual “clawback” provision in the event that an ED or other key management personnel of our Company engages in fraud or misconduct, which results in restatement of our Company’s financial results or a fraud/misconduct resulting in financial loss to our Company. Our Board may pursue to reclaim the unvested components of remuneration from an ED or key management personnel from all incentive plans for the relevant period, to the extent such incentive has been earned but not yet released or disbursed. Our Board, taking into account our NRC’s recommendation, can decide whether and to what extent, such recoupment of the incentive is appropriate, based on the specific facts and circumstances of the case.

Remuneration of Management

Details of remuneration paid to our ED and President & CEO and top five (5) key management personnel for FY2024 are set out in Table 2 below.

Table 2: FY2024 – Remuneration of ED and President & CEO and Top Five (5) Key Management Personnel

ED and President & CEO					
Name	**Fixed Component (%)**	**Variable Cash Component (%)**	**Share-Based Component (%)**	**Benefits-In-Kind (%)**	**Total Amount**
Pauline Wong	54.30	23.80	21.60	0.30	S$1,052,644
Key Management Personnel					
Name	**Fixed Component (%)**	**Variable Cash Component (%)**	**Share-Based Component (%)**	**Benefits-In-Kind (%)**	**Remuneration Bands[1]**
Jessie Sng	62.00	27.20	10.60	0.20	B
Suwanto Santoso	67.60	17.60	13.70	1.10	B
Wong Loke Mei	73.45	20.36	5.86	0.33	A
Angie Ng	75.90	18.70	5.10	0.30	A

Note:
(1) Remuneration Bands: “A” refers to remuneration between S$250,000 and S$500,000. “B” refers to remuneration between S$500,001 and S$750,000.

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For FY2024, we have disclosed the exact amount and breakdown of the remuneration of our ED and President & CEO above.

The aggregate remuneration paid to the top five (5) key management personnel including the President & CEO amounted to approximately S$2,994,414. For competitive reasons, we have disclosed the remuneration of the top five (5) key management personnel (who are not Directors or CEO) in bands of S$250,000. Our Board notes that this Report has already disclosed the policy and framework for remuneration of Management, including details on the different components of the remuneration. Our Board is of the view that the disclosure of such information, together with disclosure of the remuneration of the top five (5) key management personnel in bands of S$250,000 with a breakdown of the level and mix of the remuneration in the above table, provide shareholders with sufficient insight into the compensation of our top five (5) key management personnel and is consistent with the intent of Principle 8.

For FY2024, there were no termination, retirement and post-employment benefits granted to key management personnel.

There is no employee who is a substantial shareholder of our Company, or an immediate family member of a Director or the ED and President & CEO or a substantial shareholder of our Company, whose remuneration exceeds S$100,000 a year.

Remuneration policy and framework for non-executive Directors

The remuneration policy for our non-executive Directors is based on a scale of fees divided into basic retainer fees for serving as Director and additional fees for serving on Board Committees. The scale of fees takes into account the nature of the responsibilities of our Directors and the corresponding effort and time required as member of our Board and the relevant Board Committees.

The remuneration of non-executive Directors is reviewed to ensure that it is appropriate to attract and retain our Directors to provide good stewardship of our Company. The remuneration of non-executive Directors does not include any performance-related elements, and no performance conditions are attached to the share awards granted under the RSP to non-executive Directors as part of their remuneration in lieu of cash.

An external consultant is periodically engaged to benchmark the scale of fees against comparable companies listed on the SGX-ST. The benchmarking exercise was last performed in February 2024 when an external consultant, Aon, was engaged to recommend to our NRC and our Board the appropriate scale of fees. Aon had, among other things, advised on the appropriate scale of fees for our Board and our Board Committees, including our RSC which was established as a new Board Committee in July 2023.

Our NRC was formed in April 2024 from the combination of our previous Nominating Committee and Remuneration Committee. Our NRC deliberated and recommended that the scale of fees for Directors sitting on our NRC shall be pegged at the same level as the previous Remuneration Committee without any increase in the fees. It was noted that our previous Nominating Committee and Remuneration Committee had the same members, and in respect of FY2023, they had received fees only as members of our Remuneration Committee and had waived their fees for performing the functions of our Nominating Committee.

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The scale of fees applicable for FY2024 is set out in Table 3 below.

Table 3: FY2024 – Scale of Fees

Basic Retainer Fee	S$
Board Chairman(1)	85,000
Lead ID	54,600
Board Member	42,000
Fee for appointment to the AC	
Committee Chairman(1)	26,000
Committee Member	20,000
Fee for appointment to the RSC	
Committee Chairman(1)	22,000
Committee Member	15,000
Fee for appointment to the NRC	
Committee Chairman(1)	17,000
Committee Member	9,500

Note:
(1) Board and Committee Chairman fee includes annual basic retainer as Board Member or Committee Member (as the case may be).

To align the interests of our Directors to that of our shareholders, non-executive Directors who served on our Board during FY2024 (other than Lim Yong, in respect of whom please see further below) will be remunerated as to approximately 70% of his/her total Director's remuneration in cash and approximately 30% of his/her total Director's remuneration in the form of a restricted share award pursuant to the TeleChoice RSP.

The number of shares to be awarded will be based on the volume-weighted average price ("**VWAP**") of a share listed on the SGX-ST over the 14 market days commencing on (and including) the first ex-dividend date that immediately follows the date of this AGM (and in the event that no dividend is declared at such last concluded AGM, the VWAP of a share listed on the SGX-ST over the 14 market days commencing after the date of such last concluded AGM). The number of shares to be awarded will be rounded down to the nearest thousand shares, and any residual balance settled in cash.

The restricted share awards will consist of the grant of fully paid shares, without any performance or vesting conditions attached. However, in order to encourage alignment of interests of our Directors with the interests of shareholders, a Director is required to hold such number of shares equivalent to at least (a) the prevailing annual basic Board retainer fee, based on the VWAP of a share listed on the SGX-ST over the 14 market days from (and including) the first ex-dividend date (if any) following the date of our Company's last concluded AGM (and in the event that no dividend is declared at such last concluded AGM, the VWAP of a share listed on the SGX-ST over the 14 market days commencing after the date of such last concluded AGM); or (b) the total number of shares awarded to that Director under the TeleChoice RSP (as amended) for FY2013 and onwards, whichever is lower. Notwithstanding the foregoing, a Director is permitted to dispose of all of his or her shares after the first anniversary of the date of his or her cessation as a Director of our Company.

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It is proposed that the entire amount of the Director's remuneration of Lim Yong for FY2024 be paid to him in cash in full. Lim Yong is the son, and therefore an associate, of Lim Chai Hock Clive, our controlling shareholder. As such, the approval of independent shareholders by way of a separate resolution for the grant of the specific number of share awards to Lim Yong is required under Rule 853 of the Listing Manual. However, as the number of share awards to be granted to Lim Yong would have been computed only after the date of the AGM (as described above), such number of awards would not be known until after the AGM, and it is therefore not possible to seek approval for the grant of the specific number of share awards to them at the AGM. In view of the difficulties that our Company would face in complying with Rule 853 of the Listing Manual for the grant of share awards to Lim Yong, our Company is therefore proposing to pay him in cash in full instead.

Remuneration of Non-Executive Directors

The exact amount and breakdown of the director's fees of each non-executive Director for FY2024 are set out in Table 4 below. Our ED and President & CEO, Pauline Wong, is remunerated as Management and does not receive any director's fees. The exact amount and breakdown of her remuneration for FY2024 are set out in the section "Remuneration of Management" above.

Table 4: FY2024 – Non-Executive Directors' Remuneration

	Total Remuneration[1]		
Name	Cash-based (S$)	Share-based (S$)	Total (S$)
Ronald Seah[2]	77,413	33,177	110,590
Stephen Miller	37,685[3]	16,151	53,836
Stephen Yeo[4]	51,733	22,172	73,905
Adrian Chan[5]	37,353	16,008	53,361
Cheah Sui Ling[6]	44,708	19,161	63,869
Jenny Young[5]	29,882	12,806	42,688
Shailesh Ganu	44,800	19,200	64,000
Lim Yong	57,000	–	57,000
Ho Koon Lian Irene[7]	13,518	5,794	19,312

Notes:
(1) The aggregate amount of these fees is subject to approval by shareholders at the upcoming FY2024 AGM.
(2) This includes pro-rated remuneration as Chairman of the previous Nominating Committee and Remuneration Committee until 24 April 2024, when the Nominating Committee and Remuneration Committee were combined to form our NRC.
(3) These fees are payable to STT Communications Ltd.
(4) This includes: (a) pro-rated remuneration as a member of our AC until 24 April 2024, when he stepped down as a member of the AC; (b) pro-rated remuneration as a member of the Nominating Committee and Remuneration Committee until 24 April 2024, when the Nominating Committee and Remuneration Committee were combined to form our NRC; (c) pro-rated remuneration as Chairman of our NRC with effect from 24 April 2024; and (d) pro-rated remuneration as Lead ID with effect from 24 April 2024.
(5) Adrian Chan and Jenny Young were appointed as Directors with effect from 24 April 2024.
(6) This includes pro-rated remuneration as Chairman of our AC until 24 April 2024, and as a member of our AC with effect from 24 April 2024.
(7) Ho Koon Lian Irene resigned as a Director with effect from 24 April 2024.

We will be seeking shareholders' approval at the upcoming AGM for FY2024 for the remuneration to be paid to the non-executive Directors for FY2024 as set out in the above table. Further information on this proposal is provided in the Notice of AGM dated 4 April 2025.

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ACCOUNTABILITY AND AUDIT

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

Overall responsibility

Our Board has overall responsibility for the management of risks, including the determination of the nature and extent of the significant risks which our Company is willing to take in achieving its strategic objectives and value creation.

RSC composition and role

In July 2023, our Board established the RSC as a new Board Committee to assist our Board in fulfilling its oversight responsibilities in relation to risk management, with concurrent responsibility for sustainability. We are committed to growing our business in a sustainable manner with a view to achieving the long-term success of our Company and value creation for our shareholders. The establishment of the RSC reflects the emphasis placed on sustainability, and enables our Board to have a more holistic view of, and integrated approach to, managing sustainability and the governance of risks. Our RSC will also work together with our AC to review the adequacy and effectiveness of our Company's internal controls and risk management systems, including financial, operational, compliance and information technology controls, with our AC focusing primarily on financial-reporting risks.

Our RSC comprises three (3) members, all of whom are non-executive Directors. The Chairman of our RSC is an ID, with the remaining members being Non-IDs.

<table>
<tr><th colspan="2">RSC</th></tr>
<tr><td>Composition</td><td>Chairman : Shailesh Ganu (ID)
Members : Ronald Seah (Non-ID)
Lim Yong (Non-ID)</td></tr>
<tr><td>Roles relating to risk management function</td><td>Our RSC has oversight responsibilities in relation to both risk management and sustainability. The responsibilities of our RSC in relation to risk management include the following:
• review, together with our AC, the adequacy and effectiveness of our Company's internal controls and risk management systems, including financial, operational, compliance and information technology controls, by reference to and consistent with our Group's risks framework;
• review the statements to be included in the annual report concerning the adequacy and effectiveness of our Company's internal control and risk management systems (other than those relating to sustainability items), provide comments to our AC on the statements other than those relating to sustainability (if required) and, together with our AC, approve those statements to the extent relating to sustainability;
• advise our Board on our Group's overall risk tolerance and policies;
• review our Company's risk management framework, policies and procedures, ensuring they are robust and aligned with our Company's objectives and regulatory requirements;
• oversee management on the design, implementation and monitoring of the risk management and internal controls system;
• assess and monitor key risks faced by our Company, and review the identification and the prioritisation of risks by Management, so that the more important risks could be addressed at the appropriate level;</td></tr>
</table>

CORPORATE **GOVERNANCE**

RSC	
	• evaluate the effectiveness of risk mitigation strategies and controls, and make recommendations for improvement when necessary; • review reports on incidents, breaches, and risk events, and ensure appropriate actions are taken to address them; and • review and comment on the assurance provided or to be provided to our Board by Management as may be required under applicable laws, regulations and/or guidelines and the SGX-ST Listing Manual on the integrity of the financial records/statements, as well as the effectiveness of the Group's risk management and internal controls system.
Roles relating to sustainability	The responsibilities of our RSC in relation to sustainability include the following: • ensure compliance with relevant SGX-ST sustainability reporting guidelines and rules; • define the roles and responsibilities of our Board and senior management, including key executives accountable for managing significant ESG factors, such as climate-related issues; • determine our Group's material ESG factors, including climate-related risks and opportunities; • consider ESG risks and opportunities, and stakeholder perspectives when formulating the business strategy and sustainability strategy, and setting plans, goals, and objectives; • ensure that our Group's Enterprise Risk Management Framework adequately addresses material ESG and climate-related risks; • ensure that directors and senior management possess a sufficient understanding of ESG and climate-related matters through regular training; • regularly review our Group's ESG performance to assess how it handles material ESG and climate-related risks and opportunities in the short, medium, and long term; • establish a robust internal control system for managing ESG data and sustainability reporting; • review and approve our Group's sustainability reporting, including climate disclosures; • periodically evaluate our Board's effectiveness in overseeing sustainability issues, including the management of climate-related risks and opportunities; • review and provide oversight of our Company's sustainability strategy, goals, and performance; • review our Company's sustainability framework based on (among other things) the key priority areas of ESG, taking into account local and global sustainability trends and developments, and regulatory requirements; • monitor the integration of ESG considerations into our Company's decision-making processes; • assess our Company's sustainability-related risks and opportunities, including climate change, resource management, community relations, and employee well-being; • review and approve our Company's sustainability reports and disclosures to ensure accuracy, transparency, and compliance with applicable regulations and frameworks;

CORPORATE **GOVERNANCE**

RSC	
	• without prejudice to the foregoing, oversee the following aspects of sustainability reporting: ▪ review and approve the information provided by management on the adequacy of our Group's ESG risk management controls and regulatory compliance, with reference to the sustainability reporting requirements of SGX-ST; ▪ ensure the reliability and accuracy of the ESG data relating to material ESG factors; ▪ determine and approve the internal review scope and audit cycles for the sustainability reporting process; ▪ review and approve the independent assurance and audit process, and assess annually the adequacy and effectiveness of the sustainability reporting process; ▪ receive, review and approve the internal review and/or external assurance reports; • provide regular updates to our Board on the adequacy of ESG risk management controls, and reliability and accuracy of material ESG data included in sustainability reporting.

Our RSC is guided by the terms of its written charter. All decisions at any RSC meeting are decided by a majority of votes of RSC members present and voting (the decision of our RSC shall at all times exclude the vote, approval or recommendation of any member having a conflict of interest in the subject matter under consideration).

During FY2024, our RSC held two (2) meetings. The key activities performed by our RSC in FY2024 included, among other things: (a) reviewing the risks framework, ranking of risks and mitigating measures under the Group Board Assurance Framework on a half-yearly basis; (b) reviewing certain internal audit findings highlighted to its attention by our AC; (c) reviewing and approving the internal audit report relating to sustainability; (d) reviewing and approving the sustainability report for FY2023; and (e) reviewing the materiality targets for FY2024.

Risks management and internal controls

Our Group has in place an Enterprise Risk Management ("**ERM**") Framework, which governs the process of identification, prioritisation, assessment, management and monitoring of key financial, operational, compliance and IT risks to our Group. The key risks of our Group are deliberated by Management and reported to our RSC. Integral to the ERM Framework is a Group-wide system of internal controls.

Our Board, with the advice of our RSC, determines our Group's level of risk tolerance and risk policies and our RSC and AC oversee Management in the design, implementation and monitoring of the risk management and internal control systems. Our Board, our RSC and our AC are supported by Management and independent professional service providers such as external and internal auditors to review the adequacy and effectiveness of our Group's risk management and internal controls systems.

CORPORATE GOVERNANCE

As part of the risk management process, Management will prepare a Group Board Assurance Framework which identifies the key risk factors that are faced by our Group in our business and operations, categorise them according to financial, operations, compliance and IT risks, rank the risk factors in terms of their relative importance, likelihood of occurrence and potential impact to our Group should such risks materialise, and implement the internal controls and other risk mitigating practices which may be in place to address such risks. The Group Board Assurance Framework is reviewed, considered and approved by our RSC at least on a half-yearly basis and as and when it becomes necessary to do so.

Management, under the supervision of our RSC, is responsible for the effective implementation of risk management strategies, policies and processes based on the Group Board Assurance Framework to facilitate the achievement of business plans and goals. Key risks, mitigating measures and management actions are continually identified, reviewed and monitored by Management.

Our internal auditors, Ernst & Young Advisory Pte. Ltd. ("**IA**"), conducts audits that involve testing the effectiveness of the material internal control systems within our Group, relating to financial, operations, compliance and IT risks. Any material non-compliance or lapses in internal controls are reported to our AC and RSC (as appropriate), including the remedial measures recommended to address the risks identified. Our AC and RSC (as appropriate) also review the adequacy and timeliness of the actions taken by Management in response to the recommendations made by our IA. To facilitate their work, our IA is invited to attend all AC meetings so that they would be familiar with the business and operations of our Group and better understand the key risks faced by our Group and concerns of our AC. Our AC will work together with our RSC, where necessary, to address any issues identified in the course of the internal audit. In addition, control self-assessment in respect of the key risk factors identified in the Group Board Assurance Framework is conducted by Management on a periodic basis to evaluate the adequacy and effectiveness of the risk management and internal control systems.

Our Board, with the concurrence of our RSC and our AC, commented that our Group's internal controls and risk management systems are adequate and effective in addressing the financial, operational, compliance and IT risks of our Group. Our Board acknowledges that it is responsible for our Group's overall risk management and internal control system framework, but recognises that there is no system that 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.

Assurances from Management

Our Board has received assurances from:

- the ED and President & CEO and the Chief Financial Officer ("**CFO**") that the financial records have been properly maintained and the financial statements give a true and fair view of our Group's operations and finances; and

- the ED and President & CEO and other relevant key management personnel that our Group's risk management and internal control systems are effective and adequate.

CORPORATE GOVERNANCE

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

AC composition and role

Our AC comprises three (3) members, all of whom (including the Chairman) are IDs, and is able to discharge its duties objectively.

AC	
Composition	Chairman : Adrian Chan (ID) Members : Cheah Sui Ling (ID) Jenny Young (ID)
Role	The responsibilities of our AC include the following: • reviewing, with the external auditors, their evaluation of the effectiveness and adequacy of the system of internal accounting and financial controls of our Group, and monitor the response to their findings and actions taken to correct any noted deficiencies; • reviewing our Company's and our Group's financial and operating results and accounting policies; • reviewing our Company's and our Group's financial statements and consolidated financial statements before their submission to our Board, and the external auditors' report on those financial statements; • reviewing the co-operation given by our Company's management to the auditors; • reviewing the audit plans for the external auditors and IA and the results of their examination and evaluation of our Group's internal control system; • making recommendations to our Board on: (a) the proposals to the shareholders on the appointment or re-appointment or removal of the external auditors; and (b) the remuneration and terms of engagement of the external auditors; • the appointment, termination and remuneration of the IA; • approving the mandate of the IA and providing oversight of the internal audit objectives, its mission, responsibilities, independence and performance, and reviewing and approving the annual internal audit plan and ensuring that internal audit resources are allocated effectively in accordance with the key business and financial risk areas; • reviewing the adequacy, effectiveness, independence, scope and results of the external audit and our Company's internal audit function; • reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on (including oversight and administration of the Whistleblowing Policy); • reviewing the interested person transactions or the transactions that may lead to conflicts of interests;

CORPORATE **GOVERNANCE**

AC	
	• reviewing, together with the RSC, the adequacy and effectiveness of our Company's internal controls and risk management systems, including financial, compliance and relevant information technology controls, and reviewing and approving the statements to be included in the annual report concerning the adequacy and effectiveness of our Company's internal control and risk management systems, in each case by reference to and consistent with our Group's risks framework; and • reviewing and commenting on the assurance provided or to be provided to our Board by such members of the Company's senior management team as may be required under applicable laws, regulations and/or guidelines and the SGX-ST Listing Manual on the integrity of the financial records/statements, as well as the effectiveness of our Group's risk management and internal controls systems.

Whilst the Chairman of our AC is a lawyer by training, he has significant accounting/financial management knowledge and experience taking into account, among other things: (a) his background as a corporate lawyer for 35 years, and as the Head of Corporate Department and Senior Partner at Lee & Lee; (b) that he has been a director on the boards of many listed companies and other entities over many years; and (c) that he has sat on the audit committee of many of these companies and other entities and had previously served as chairman on some of them, including as Chairman, Audit and Risk Management Committee of the Accounting and Corporate Regulatory Authority and Chairman, Audit and Risk Committee of Ascendas Funds Management (S) Limited (as manager of Ascendas REIT).

The remaining two (2) members of our AC have accounting/finance background. Cheah Sui Ling has over 20 years of international investment banking and corporate experience, while Jenny Young is a chartered accountant and has 30 years of experience in finance, audit and accounting.

Our AC does not comprise members who were partners or directors of the incumbent external auditors, KPMG LLP, within the period of two (2) years commencing on the date of their ceasing to be a partner or director of KPMG LLP. Our AC also does not comprise any member who has any financial interest in KPMG LLP.

Our AC is guided by the terms of its written charter. All decisions at any AC meeting are decided by a majority of votes of AC members present and voting (the decision of our AC shall at all times exclude the vote, approval or recommendation of any member having a conflict of interest in the subject matter under consideration).

Our AC has separate and independent access to the external and internal auditors, without the presence of our ED and President & CEO and other Senior Management members, in order to have free and unfettered access to information that our AC may require.

Our AC has full authority to commission and review findings of internal investigations into matters where there is any suspected fraud or irregularity or failure of internal controls or violation of any law likely to have a material impact on our operating results. Our AC is also authorised to investigate any matter within its charter with the full co-operation of Management. Our AC reviews and approves the half-yearly and annual financial statements and the appointment and re-appointment of the external auditors before recommending them to our Board for approval, and approves the appointment of the IA.

In FY2024, our AC held five (5) meetings. The key activities performed by our AC in FY2024 included: (a) reviewing our Group's full year and half-yearly financial statements and first and third quarter business performance update; (b) reviewing and deliberating on the key audit matters; (c) reviewing the internal audit report from the IA; (d) reviewing, with the external auditors, their evaluation of the effectiveness and adequacy of the system of internal accounting and financial controls; (e) reviewing, together with the RSC, the adequacy and effectiveness of our Company's internal controls and risk management systems; and (f) reviewing interested person transactions entered into by our Group. Our AC also met with the external and internal auditors without the presence of Management, at least once in FY2024, to discuss matters it believes should be raised privately.

CORPORATE GOVERNANCE

External auditors

Our Board is responsible for the initial appointment of the external auditors. Shareholders then approve the appointment at the AGM of our Company. The external auditors hold office until its removal or resignation. Our AC assesses the external auditors based on the requirements of the Listing Manual as well as other factors such as the performance and quality of its audit and its independence and objectivity, and recommends its appointment to our Board.

Our AC also reviews the nature and extent of non-audit services, if any, provided by the external auditors during the year to assess the external auditors' independence, adequacy and effectiveness. For details of fees payable to the auditors in respect of audit and non-audit services, please refer to Note 24 of the financial statements on page 167 of this Annual Report. Having noted that no non-audit services were provided by the external auditors in FY2024 that would impair their independence, and that Rules 712 and 715 of the Listing Manual have been complied with, our AC has recommended to our Board that KPMG LLP be nominated for re-appointment as the external auditors at the next AGM. To further maintain the independence of KPMG LLP, our AC ensures that the audit partner in-charge of our Group is rotated every five (5) years. The audit partner in-charge was rotated for FY2024, with a new audit partner-in-charge taking over for FY2024.

Financial Reporting

Our AC reviewed the draft financial statements and half-year results before recommending their approval to our Board. As part of this review, our AC considered significant accounting policies, estimates and significant judgements. Our AC also reviewed reports on findings from internal and external audits.

The key audit matters ("**KAM**") in relation to the financial statements considered by our AC and how these were addressed are summarised as follows:

KAM	AC commentary
Valuation of inventories The valuation of inventory and the inventory allowance involves subjective estimates and are influenced by assumptions concerning future demand and sales prices.	The AC reviewed and challenged the basis used by Management in estimating the inventory allowance required for slow moving inventory. The AC considered the nature and extent of the work performed by external auditors in ascertaining the adequacy of inventory allowance. The AC also reviewed reports from the Company's internal auditors on inventory valuation. On the basis of these reviews, the AC agreed with Management that the Group's inventory allowance was adequate for the financial year ended 31 December 2024.
Revenue recognition Significant judgement is required in determining the stage of completion used for long term projects and for bundled contracts, appropriate allocation of contract value to the different performance obligation is crucial for proper revenue recognition.	The AC reviewed the revenue recognition policies of the Group's various revenue streams and considered them to be appropriate. The AC considered the nature and extent of the work performed by external auditors in ascertaining appropriateness of the Group's revenue recognition policies. The AC also reviewed reports from the Company's internal auditors in relation to work performed on revenue recognition. On the basis of these reviews, the AC concluded that the positions and judgements taken by Management reasonably reflected the extent of the work done and the revenue to be recognised. Where applicable the provision for onerous contracts were adequate.

CORPORATE **GOVERNANCE**

All of the matters considered above were discussed with our ED and President & CEO and our CFO and the external auditors. Our AC was satisfied that each of the matters set out above has been appropriately tested and reviewed by the external auditors and the disclosures relating to each of these matters made in the financial statements were appropriate.

Internal Auditor

The internal audit function of our Group is outsourced and carried out by the IA, Ernst & Young Advisory Pte. Ltd., an independent firm. The primary reporting line of IA is to the AC, which also decides on the appointment, termination and remuneration of the IA. IA has unfettered access to our Group's documents, records, properties and employees, including access to our AC, and has appropriate standing within our Company. The IA is guided by the Standards for Professional Practice of Internal Auditing, prescribed by the Institute of Internal Auditors.

Our AC conducts a review of the adequacy, effectiveness, scope and independence of the internal audit function annually to ensure that the IA has direct and unrestricted access to the Chairman of our Board and our AC and that our Group maintains an effective internal audit function that is adequately staffed and independent of the audited activities. Our AC will work together with our RSC, where necessary, to address any issue identified in the course of the internal audit. Our AC, together with our RSC, is satisfied that the internal audit function is independent, effective and adequately resourced to perform its functions effectively.

The primary role of the internal audit function is to help to evaluate the adequacy and effectiveness of our Group's controls and compliance processes. Our Group's internal audit approach is aligned with our Group's ERM Framework, with the internal audit plan focused on assessing the design and effectiveness of internal controls regulating key business processes and identified risks and compliance with our Group policies, procedures and regulatory responsibilities. The annual internal audit plan is established in consultation with, but independent of, Management. The annual internal audit plan is then reviewed and approved by our AC. All internal audit findings, recommendations and status of remediation, are circulated to our AC, our ED and President & CEO and relevant Senior Management every quarter.

The IA presents the internal audit findings to our AC each quarter. Our AC meets with the IA at least once a year, without the presence of Management.

Interested person transactions

At the FY2023 AGM held on 24 April 2024, we obtained shareholders' approval for a general mandate for our Company, our subsidiaries and our associated companies that are not listed on the SGX-ST or an approved exchange over which our Group and/or our interested persons have control, to enter into transactions with our controlling shareholder, Temasek Holdings (Private) Limited and its associates, and our controlling shareholder Leap International Pte Ltd and its associates ("**IPT General Mandate**"). The categories of the interested person transactions that are covered by the IPT General Mandate are set out in the Appendix to Notice of AGM in respect of the FY2023 AGM ("**FY2023 AGM Appendix**").

The entry into the mandated interested person transactions ("**Mandated Transactions**") is subject to compliance with the review procedures under the IPT General Mandate. In particular, a Mandated Transaction is subject to approval by the relevant authorised person(s) based on the value thresholds that are applicable to each category of Mandated Transactions as set out in the FY2023 AGM Appendix. The purpose of the review procedures is to ensure that any Mandated Transaction will be entered into on arm's length and normal commercial terms, and will not be prejudicial to the interests of our Company and minority shareholders.

The IPT General Mandate is subject to annual renewal by the shareholders. Given that such Mandated Transactions are expected to occur with some degree of frequency and may arise at any time, and to allow our Group to undertake such transactions in an expeditious manner, shareholders' approval will be sought at the FY2024 AGM for the renewal of the IPT General Mandate.

The Mandated Transactions that were entered into under the IPT General Mandate approved by shareholders at the FY2023 AGM (excluding transactions less than S$100,000) are disclosed under paragraph 2 of the section "Supplementary Information" of this Annual Report. These Mandated Transactions were carried out on normal commercial terms and were not prejudicial to the interests of our Company and minority shareholders.

All other interested person transactions that do not fall within the IPT General Mandate will be subject to review by the AC to ensure that they are carried out on normal commercial terms and are not prejudicial to the interests of our Company and minority shareholders.

CORPORATE GOVERNANCE

SHAREHOLDERS RIGHTS AND ENGAGEMENT

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

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

Principle 13: Engagement with Stakeholders
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.

Our Company respects and upholds shareholders' rights to be treated fairly and equally. Shareholders have the right to participate in certain decisions in general meetings, and the opportunity to communicate their views on matters affecting our Group through general meetings and other channels. We uphold and promote the right of shareholders to be sufficiently informed in a timely manner of corporate developments, undertakings and events that impact our Company or our business and shareholder interests.

Shareholder Rights and Conduct of General Meetings

Our Company is committed to ensuring that material information is disclosed in compliance with the Listing Manual, the Code and the Practice Guidance on an adequate, accurate and timely basis to facilitate shareholders' ability to make informed investment decisions.

Our Company supports the principle under the Code to encourage greater shareholders' participation at general meetings. Shareholders have the right under our Constitution, the Listing Manual as well as the Companies Act to participate in certain decisions in general meetings. These decisions include amendments to our Constitution, the declaration and payment of a final dividend, the payment of remuneration to non-executive Directors, the authorisation to issue additional shares, and the transfer of all or substantially all of the assets of our Company.

An AGM in respect of each financial year is held within four (4) months of the end of that financial year. Extraordinary general meetings may be held as and when matters arise that require the approval of shareholders.

Notices of general meetings together with relevant information on the items on the agenda are given to shareholders no less than 14 days (or 21 days in the case of special resolutions) to enable shareholders to review, consider and make an informed decision. In respect of AGMs, electronic copies of the notice of AGM, annual report and other accompanying documents are made available on SGXNet and our corporate website. The printed notice of AGM together with a request form are also delivered to the registered addresses of shareholders so as to enable shareholders who wish to receive a printed copy of the annual report and other accompanying documents to request for it. Notices of general meetings are also published in a daily newspaper in Singapore in accordance with our Constitution, unless overridden by applicable laws and regulations. In respect of the AGMs for at least the last three (3) financial years, the notice of AGM, annual report and other accompanying documents were made available to shareholders at least 21 days prior to the date of the AGM, which is in excess of the regulatory requirement of 14 days.

An explanation of each resolution tabled at a general meeting is set out in the notice of general meeting to enable shareholders to make an informed decision. To safeguard shareholders' interests, we table separate resolutions on each substantially separate issue at our general meetings, unless the issues are interdependent and linked so as to form one significant proposal. If we "bundle" any resolutions together, we will ensure that the reasons as well as implications thereof are clearly stated in the notice of meeting.

CORPORATE **GOVERNANCE**

The rules governing participation at general meetings are set out in detail by way of notes in the notice of general meeting. A registered shareholder may participate at a general meeting in person, by proxy or corporate representative. A registered shareholder who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote at our general meetings. A registered shareholder who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at our general meetings, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Shareholders may appoint proxies using the proxy form that is provided for each general meeting. The procedure and timeline for shareholders to submit their proxy forms are set out in the notice of general meeting. For shareholders who are unable to attend a general meeting, we have also implemented a process whereby they may send in written questions by email or by post and we will publish written responses to substantial and relevant questions by way of an announcement on SGXNet and our corporate website prior to the general meeting.

Our Constitution also confers on our Directors the discretion to approve and implement, subject to appropriate security measures, such voting methods to allow members who are unable to vote in person at any general meetings the option to vote in absentia, including by mail, electronic mail or facsimile. Our Company has not implemented voting in absentia by mail, electronic mail or facsimile due to concerns relating to the authentication of shareholder identity and other related security and integrity issues.

Shareholders are given the opportunity at our general meetings to share their view and raise queries to our Directors and Senior Management on matters relating to our Company and our operations. All Directors together with Senior Management attend our general meetings, and the external auditors are also invited to be present at our general meetings to assist in answering questions from our shareholders relating to the conduct of the audit and the preparation and content of the auditors' report. Our Chairman, our ED and President & CEO as well as Chairman of our AC attended the most recent AGM for FY2023 held in April 2024.

To ensure transparency in the voting process, we have adopted poll voting for all resolutions that are tabled at our general meetings. Poll voting better reflects shareholders' shareholding interests, and the support of shareholders for or against a resolution. Our Company has only one class of shares, i.e., ordinary shares, with each ordinary share being entitled to one vote. Voting procedures are explained and vote tabulations are disclosed during the general meetings. An independent scrutineer is appointed to validate the vote tabulation procedures. We have adopted voting by electronic means at our general meetings. Votes cast for or against each resolution, and the respective percentages, are tallied and displayed live on-screen to shareholders immediately after voting on each resolution. The results of the general meeting, including the total number of votes cast for or against the resolutions and the respective percentages, are also announced on SGXNet after trading hours on the date of the general meeting.

The Company Secretary prepares minutes of our general meetings, which capture (among other things) substantial and relevant comments made, questions raised and answers provided by our Board and Management. Minutes of general meetings are made available on SGXNet and on our Company's website as soon as practicable and, in any event, no later than one (1) month after the date of the general meeting.

In 2024, with the COVID-19 situation having improved and the measures to allow alternative arrangements for general meeting having been withdrawn, our AGM for FY2023 was held in a wholly physical format without the option for shareholders to participate virtually.

For the AGM in respect of FY2024 to be held in April 2025, we have adopted the same approach whereby the AGM will be held by way of a wholly physical format, without the option for shareholders to participate virtually. Shareholders may participate in our FY2024 AGM by (a) attending our FY2024 AGM in person or by proxy or corporate representative; (b) submitting questions to the Chairman of the meeting in advance of, or live at, our FY2024 AGM; and (c) voting at our FY2024 AGM themselves or through duly appointed proxy(ies).

CORPORATE GOVERNANCE

Engagement with shareholders and stakeholders

We believe in engaging with shareholders, and analysts and other stakeholders ("**investment community**") consistently. Our Investor Relations ("**IR**") team is the main intermediary between our Company and our shareholders and the investment community and facilitates effective and regular communication with them. The IR team also keeps our Board and Senior Management apprised of the investment community's views and sentiments.

Our Company has put in place an Investor Relations Policy ("**IR Policy**") to promote regular, effective and fair communications with our shareholders. The IR Policy sets out, among other things, the mechanism through which shareholders may contact our Company with questions and through which our Company may respond to such questions.

To facilitate transparency, an "Investor Relations" section is available on our Company's website (https://www.telechoice.com.sg/), providing access to annual reports, circulars, financial results, corporate announcements, and stock information. Our Company communicates with shareholders through regular announcements, circulars, annual reports, and press releases published on SGXNet. Our website is regularly updated, and the release of documents on SGXNet is coordinated to ensure they are made available on our website at or around the same time, ensuring shareholders have convenient and prompt access to the latest information. In addition to the most recent financial results and annual report, we also maintain an archive of previously released documents and information since our listing. Shareholders may opt to sign up for our IR email alert service to receive the latest updates at https://telechoice.listedcompany.com/email_alerts.html.

Our corporate website serves as one of the main conduits for communication with shareholders and other stakeholders. It features, among investor relations information, our corporate profile, a statement of our vision, mission, and values, as well as a detailed description of our business divisions which include Personal Communications Solutions Services, Info-Comm Technology Services and Network Engineering Services.

Our Company also actively engages our shareholders via AGM and extraordinary general meetings (if necessary) and holds analyst briefings following the release of our half-year and full-year financial results. Annual reports and/or circulars and notices of general meetings are made available to shareholders via electronic communications and/or printed copies. Notices of general meetings are issued to shareholders (including foreign shareholders) at least 14 days prior to the scheduled meetings, providing ample time for shareholders to review the documents ahead of the meetings and appoint their proxies to attend the meetings if they wish. As part of our commitment towards more environmental-friendly and sustainable practices, our annual reports and circulars are available online at our Company's website.

Shareholders and investors are encouraged to contact our Company via its investor relations email at enquiry@telechoice.com.sg for inquiries, information requests, or expressions of interest. Our Company is committed to responding promptly to shareholder queries. Additionally, our Board actively engages with institutional and retail investors to understand their perspectives, gather feedback, and address concerns. Where appropriate, our Company conducts analyst briefings to provide updates on business performance and strategic direction.

Timely disclosure of information

We are committed to ensuring that our shareholders and other stakeholders have access to accurate information relating to our Group on a timely basis. We release announcements and press releases on SGXNet on a timely basis. These announcements and press releases are also posted on our corporate website.

We provide shareholders with our half-year and full-year financial results through announcements that are released on SGXNet within the time period prescribed by the Listing Manual. The financial results announcements are reviewed by our AC and approved by our Board prior to release. We seek to present a balanced and understandable assessment of our performance, position and prospects in our results announcements.

CORPORATE **GOVERNANCE**

Although there is no longer a regulatory requirement for quarterly reporting, we have opted to voluntarily release business updates in respect of the first and third quarter of each financial year so as to keep shareholders informed of the business and performance of our Group. As our Company has been placed on the Watch-List on 5 December 2023, in accordance with Rule 1313(2) of the Listing Manual, we will, while we remain on the Watch-List, provide a quarterly update on our efforts and the progress made in meeting the exit criteria of the Watch-List.

In addition to financial statements, we also keep our shareholders, stakeholders and analysts informed of the performance and changes in our Group or its business which are materially price-sensitive or trade-sensitive, so as to assist shareholders and investors in their investment decision-making.

Dividend

Our Board has adopted a formal dividend policy under which our Company aims to declare a dividend annually. Barring unforeseen circumstances, our Company plans to pay dividend of at least 30% of net profit after tax, subject to our Group's cash flow and capital requirements. In determining the dividend, our Board balances the need for a satisfactory return to shareholders against our Company's investment requirement to ensure sustainable growth. Dividends declared are subject to shareholders' approval (where applicable), applicable laws and our Constitution.

The dividend policy is not indicative in any way of, and should not be construed in any manner as, a forecast statement or projection made by our Company or our Board on the future financial results and performance of our Company. In particular, no inference should or can be made from any of the foregoing statements as to the actual future profitability of our Company or the ability of our Company to pay dividends in any of the periods discussed.

In the event where dividends are not paid, the reasons why dividends were not paid are communicated to shareholders in the relevant annual report and in results announcements. For FY2022 and FY2023, our Company did not declare a dividend, as it had incurred losses and prioritised cash preservation to support working capital needs. This was a prudent and necessary measure to conserve resources and focus on our Company's ongoing transformation initiatives.

For FY2024, with our Company returning to profitability, our Board is pleased to propose a dividend of S$0.00125 per share as a gesture of appreciation to shareholders. This proposal is subject to shareholder approval at the FY2024 AGM scheduled for April 2025.

ADDITIONAL INFORMATION

Dealing in securities

To help ensure compliance with the applicable securities and insider trading laws, including the best practices set out in the Listing Manual, we have adopted and implemented our Guidelines on Dealing in Securities of TeleChoice ("**Guidelines**"). We send regular compliance notices to all Directors and employees. In accordance with Rule 1207(19) of the Listing Manual, all our Directors and employees are prohibited from dealing in our securities during the period of two (2) weeks before the respective announcement of our first quarter and third quarter business updates, and one (1) month before the announcement of our half-year and full-year financial results. Restrictions are lifted from the date of the announcement of the respective results. Similar dealing restrictions also apply in our Company's acquisition of its securities pursuant to its share purchase mandate. All our Directors and employees, and those of our subsidiaries and associates, are advised not to deal in our securities on short term considerations and are also advised to comply with the Guidelines and observe applicable insider trading laws at all times.

Code of Business Conduct and Ethics

We are deeply committed to upholding the highest ethical standards and fostering a work environment based on transparency, fairness, and accountability, and have put in place a Code of Business Conduct and Ethics, which is disclosed on our corporate website.

CORPORATE GOVERNANCE

Our Code of Business Conduct and Ethics establishes clear guidelines for employee behaviours and ensures that all aspects of our operations adhere to ethical practices. Employees are expected to prioritise their job responsibilities and comply with company policies related to attendance, safety, and ethical conduct. We have a strict zero-tolerance policy for misconduct, which includes falsifying records, harassment, substance abuse, and other disruptive behaviours that impact the workplace. Employees must also maintain respect and integrity in all interactions, safeguard confidential information, and protect the reputation and interests of our Company at all times. Any violation of company policies may result in corrective actions, including counselling or termination. Severe infractions, such as insubordination, theft, or the misuse of company assets, may lead to immediate dismissal and potential legal consequences.

Whistleblowing Policy

In line with our commitment to a high standard of internal controls and our zero tolerance approach to fraud, we have put in place a whistle blower policy ("**Whistleblowing Policy**") providing employees a direct channel to our AC, for reporting misconduct or wrongdoing relating to our Group and its officers, including suspected fraud and possible impropriety in financial reporting, unethical conduct, dishonest practices or other similar matters. Our AC is responsible for overseeing and monitoring whistleblowing pursuant to the Whistleblowing Policy.

We have established a process whereby whistleblowing reports can be sent to our current internal auditor, Ernst & Young Advisory Pte. Ltd. ("**EY**"), which has been designated as an independent function to channel and escalate all whistleblowing reports to our AC. Upon receipt of any reports, our AC will determine the course of action to take, which may include:

- conducting its own investigation or review;
- instructing the relevant members of Management to conduct investigation or review;
- engaging EY to investigate whistleblowing reports made in good faith;
- reporting the matter to the authorities if there is reason to believe that a crime has been committed.

Based on the results of the relevant investigation or review, our AC will determine what remedial or other action would be appropriate to be taken. The Whistleblowing Policy aims at encouraging the reporting of misconduct or wrongdoing.

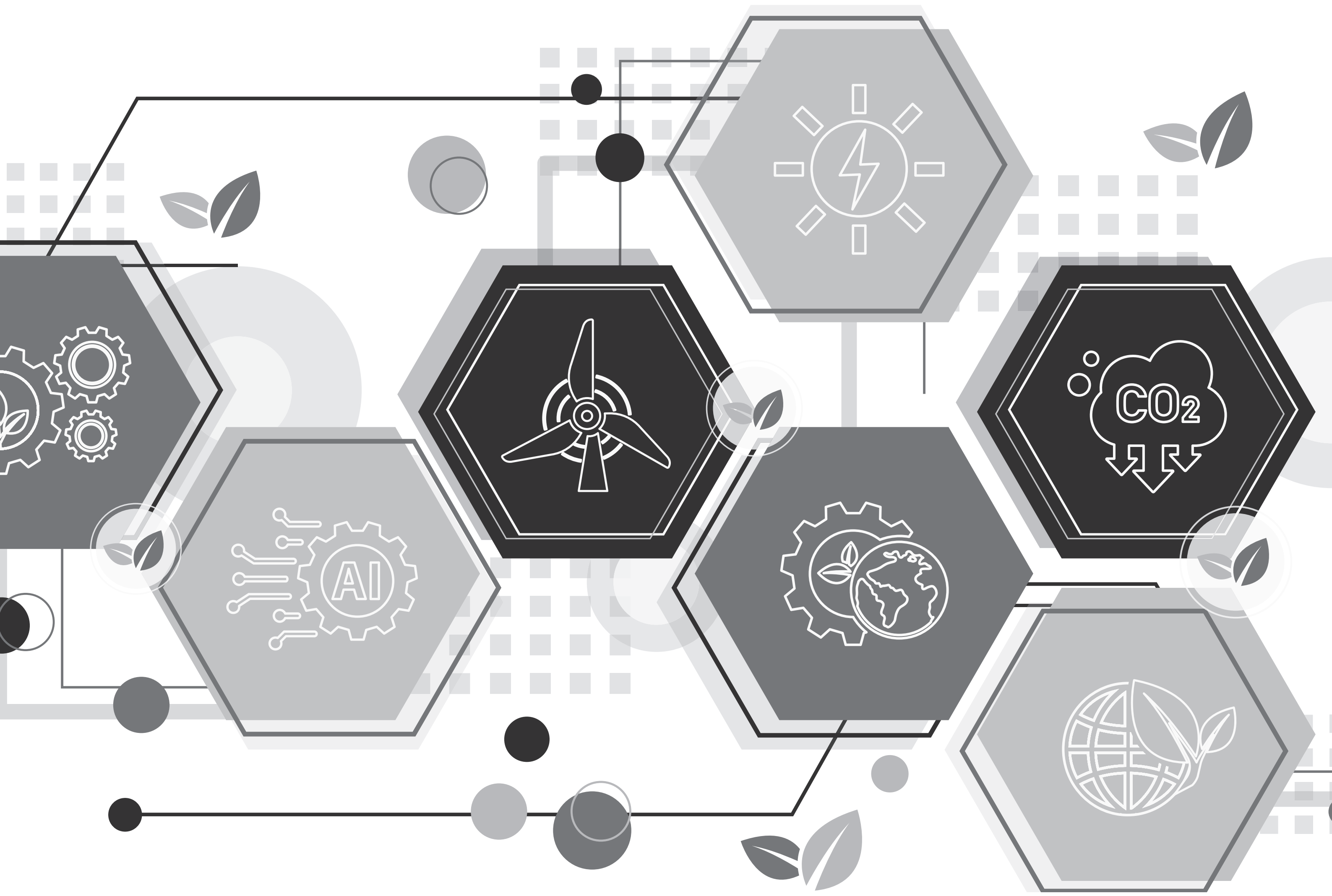
The Whistleblowing Policy provides for the confidentiality of the identity of the whistleblower, and also prohibits any form of discrimination, detrimental or unfair treatment, retaliation and/or harassment against a whistleblower.

The Whistleblowing Policy is available on our intranet and website for easy access by all employees and the public.

Anti-Corruption Policy

To further emphasise the importance of corporate governance, we have introduced an Anti-Corruption Policy in October 2018 which was subsequently updated in November 2021. All new employees are required to read, understand and be assessed on these policies as part of the onboarding process. There were no incidents of corruption during this period that has a material impact on our Group's operating results or financial position.

SUSTAINABILITY
REPORT



2024

SUSTAINABILITY **REPORT**

CONTENTS

SUSTAINABILITY **REPORT**

Introduction

About this Report

We are pleased to present TeleChoice's 8th Sustainability Report. At TeleChoice, we recognise the need for climate action and the critical role businesses play in contributing to Singapore's and global community's transition to a low-carbon economy.

TeleChoice's Board of Directors (the "Board") collaborates closely with the Management to offer strategic guidance and oversight in managing sustainability risks and opportunities. This includes the identification and governance of material environmental, social, and governance ("ESG") factors, sustainability-related disclosures, and the integration of sustainability into the Group's business and strategy. The Board is supported by the Risk & Sustainability Committee ("RSC"), and the Sustainability Management Committee ("SMC") in the management and monitoring of material ESG topics in the Group's operations.

We are taking decisive steps to reduce our Scope 1 & 2 emissions by 50% by 2030, as part of our commitment to sustainability, aligning to the Singapore Green Plan 2030 and global Net-Zero by 2050. To ensure our decarbonisation efforts are measured against a transparent and robust benchmark, we have established FY2022 as our baseline year. This has helped us to integrate sustainability as our core business strategy, optimising energy and operational efficiencies, contributing towards a green economy.

Looking ahead, we will continue to accelerate our decarbonisation initiatives by working closely with our industry partners and stakeholders. We will continually enhance our practices, including the pursuit of best practices, and providing transparent progress updates in our sustainability disclosures.

Beyond climate action, sustainability is also about contributing to the development of our employees and the community whom we serve. This year, together with our industry partners, we are proud to have raised S$138,000 through the 'Walk for Mental Health' to raise awareness and to contribute to our communities' overall mental and social well-being, as part of good corporate citizenship. A key aspect of sustainability is attracting, retaining, and engaging good talent, and we are proud to play a proactive role in striving towards a resilient and thriving workplace culture that fosters long-term success from the inside-out.

As we continue in our sustainability journey, the Board and Management of TeleChoice shall remain steadfast in holding sustainability as our core for our stakeholders, creating shared value and towards a brighter, greener future for the generations to come.

The Board has reviewed and endorsed this sustainability report including the material ESG factors covered in the report.

Sustainability Reporting Framework & Practices
Our report adheres to Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Rules 711A and 711B, on sustainability reporting requirements, and includes the six primary components: Material ESG Disclosures, Climate-related Disclosures, Policies, Practices and Performance, Targets, Sustainability Reporting Framework, and a Board Statement.

The report has been prepared in accordance with the GRI Standards given their international recognition as a leading standard for sustainability reporting. This report has been further aligned with the Task Force on Climate-Related Financial Disclosures (TCFD) guidelines and with the relevant United Nations' Sustainable Development Goals (SDGs) to underscore our commitment to sustainable development. TeleChoice reports GHG emissions and related data, including progress against targets using the equity approach across all entities within our reporting scope and boundary outlined in the table below.

Our emissions reporting and emissions factors used have been further aligned with the GHG Protocol for the calculation of Scope 1 emissions, and the Energy Market Authority, Singapore to calculate location-based Scope 2 emissions

Reporting Scope & Boundary
This report covers the TeleChoice's ESG performance in Singapore and in Malaysia, which will be referred to as the "TeleChoice Group", or "the Group" unless specified. This is also the first year in which we included our Malaysian entities' ESG performance in our sustainability reporting. The scope of our sustainability reporting and disclosures covers TeleChoice International Limited (199802072R) and its subsidiaries:

TeleChoice International Limited	
Singapore	**Malaysia**
Planet Telecoms (S) Pte. Ltd (197901313K) **Planet Managed Services Pte. Ltd** (201420659D) **NexWave Technologies Pte. Ltd.** (200101798C) **NxGen Communications Pte. Ltd.** (200000591R) **NxGen Asia Pte. Ltd.** (199802596W)	**Planet Telecoms Managed Services Sdn Bhd** (988916-H) **N-Wave Technologies (Malaysia) Sdn Bhd** (585945-K) **NxGen Malaysia Sdn Bhd** (0846346-U)

SUSTAINABILITY **REPORT**

Our focus is on providing sustainability data and insights relevant to all entities within the Group. This includes the performance of our business units across Singapore and other operational regions, ensuring that we maintain transparency and accountability in all areas of our sustainability practices. This report adheres to the guidelines set forth by relevant regulatory bodies and aligns with the principles of responsible corporate governance.

Reporting Principles
We are committed to transparency and accountability in our sustainability reporting. To ensure that our reports are comprehensive, credible, and comparable, we adhere to the GRI Standards' eight reporting principles: sustainability context, accuracy, balance, clarity, comparability, completeness, timeliness, and verifiability.

Restatements
Please refer to footnotes in the respective sections on restatements.

Assurance
In FY2023 our internal auditor Ernst and Young Advisory Pte Ltd has performed a review on identified selected ESG reporting process. In addition, this report has been further reviewed by the Board to ensure quality and control. In compliance with SGX Listing Rules, we will engage external limited assurance on Scope 1 and 2 emissions for FY2027.

Contact
We welcome stakeholders’ views and questions regarding this report. Contact us at sustainability@telechoice.com.sg

SUSTAINABILITY **REPORT**

ESG Performance Summary

ENVIRONMENTAL PERFORMANCE[1]	Unit	FY2024[1]	FY2023	FY2022
CO_2 Emissions				
Scope 1	tCO_{2e}	19	50	47
Scope 2 (location-based)	tCO_{2e}	210	229	204
Total Scope 1 & 2 emissions	tCO_{2e}	229	279	251
CO_2 emissions intensity[2]	tCO_{2e}/m^2	.023	.065	.059
Energy Management				
Total electricity consumption	MWh	509.72	549.78	489.49
Electricity intensity	MWh/m^2	.051	.129	.115
Total energy consumption[3]	GJ	2,107	2,713	2,448
Energy intensity	GJ/m^2	.278	.640	.570
Waste Management[4]				
General waste from operations	t	8.97	4.16	1.66
General waste diverted to recycling				
- paper	t	6.93	–	–
- plastics	t	.15	–	–
- disposed	t	1.89	–	–
eWaste				
- recycled	t	–	–	–
- disposed[5]	t	1.26	–	–
Water Management				
Total water consumption[6]	Cu M	NA	NA	NA

Footnotes:

1. For this year's Sustainability Report, Singapore and Malaysia entities have been included for FY24. We have also made a new inclusion of one of our warehouses for reporting. MWh as a unit of measurement has also been aligned across all electricity related measurements.
2. CO2 emissions intensity is based on the sum of Scope 1 & 2 calculations.
3. Energy consumption is calculated based on the total of Scope 1 and Scope 2 emissions. UK DEFRA conversion factors were used to calculate the caloric value of fuels.
4. Starting this FY, we categorise our general waste into paper, plastics, e-waste and other un-recyclable waste from our operations.
5. Our business partner is licensed to handle e-waste from business operations, as we were unable to obtain specific figures on the actual quantity of waste that was recycled, salvaged, or disposed of for this reporting period, all 1.26 tons of e-waste are treated as disposed.
6. Water consumption is not a material part of our business operations, and hence not reported. However, there is active engagement with our employees on responsible water usage.

SUSTAINABILITY REPORT

PEOPLE PERFORMANCE	Unit	FY2024[1]	FY2023	FY2022
Full-time Employees by Gender & Age				
Full Time Employees (FTEs)	#	473	333	322
▪ Male	%	59	60	60
▪ Female	%	41	40	40
▪ <30 years	%	18	7	7
▪ 30 - 50 years	%	61	61	62
▪ >50 years	%	21	32	31
New Hires by Gender[2] & Age				
New hire rate	%	35	34	40
▪ Male	%	57	60	63
▪ Female	%	44	41	37
▪ <30 years	%	34	41	12
▪ 30 - 50 years	%	58	46	49
▪ >50 years	%	8	13	39
Employee Turnover by Gender[2] & Age				
Employee turnover rate	%	38	33	33
▪ Male	%	55	60	62
▪ Female	%	45	40	38
▪ <30 years	%	22	28	17
▪ 30 - 50 years	%	63	57	66
▪ >50 years	%	15	15	18
Employee Tier by Gender (male/female)				
Senior Management	%	47 / 53	54 / 46	65 / 34
Management	%	65 / 35	60 / 44	61 / 39
Functional Staff	%	58 / 42	59 / 41	57 / 43
Training & Development				
Average Training Hours per Employee	#	23	12	13
▪ Male	#	20	13	15
▪ Female	#	27	10	10
Occupational Health & Safety (OHS)				
Work-related Fatalities	#	0	0	0
High-consequence (non-fatal) work-related injuries	#	0	0	0
Recordable work-related injuries	#	0	0	0
Recordable work-related illnesses	#	0	0	0

Footnotes:
1. For this year's Sustainability Report, Singapore and Malaysia entities have been included for FY24.
2. The percentages of gender in new hire rate and turnover rate calculations are expressed to a hundred percent for clarity.
3. Expressed percentages may not add up to 100% due to rounding.

SUSTAINABILITY **REPORT**

COMPLIANCE & GOVERNANCE PERFORMANCE	Unit	FY2024	FY2023	FY2022
Board Composition				
Board Independence – Independent Board Directors	%	55.5	50	57
Female Board Directors	%	33	37	29
Ethical Behaviour				
Confirmed Incidents of corruption	#	0	0	0
Incidents of non-compliance with Personal Data Protection Act (PDPA)	#	0	0	0
Incidents of regulatory non-compliance involving fines	#	0	0	0
Incidents of regulatory non-compliance incurring non-monetary sanctions	#	0	0	0
Reporting Framework				
Alignment to Framework and Disclosure		GRI TCFD UN SDGs	GRI TCFD UN SDGs	GRI TCFD UN SDGs
Assurance				
Engagement of Internal/External Assurance	Int/Ext	Internal	Internal	Internal

SUSTAINABILITY REPORT

Awards

Our consistent commitment to customer service, quality, and excellence continues to earn the Group several awards and recognition. The following are the awards that TeleChoice International Limited and all its subsidiaries have received in the past three years:

2024
StarHub – Platinum Shop Top Sales Achiever – 1st Place – Causeway Point outlet
StarHub – Exclusive Partner Top Sales Achiever – 1st Place – Westgate outlet
StarHub – Door to Door Top Sales Achiever – 2nd Place – Planet
StarHub – Platinum Shop Top NPS Achiever – 1st Place – Causeway Point outlet
StarHub – Exclusive Partner Top NPS Achiever – 1st Place – Westgate outlet
Nokia – Project Management Champion for Indonesia TI XL Project 2024
Nokia – Quality Champion for Indonesia TI XL Project
Nokia – Delivery Champion, TI IOH Category
Nokia – Delivery Champion NPO IOH Category
Huawei – Golden Award 2024
Huawei – Best Subcon Operation Transformation
Huawei – Best Team Work & Transformation Team
Huawei – Best Services Excellent O&M (Digital Managed Services)
Huawei – Certificate of Appreciation for Best Dismantle Material Management H1 2024 Huawei Telkomsel Project
Avaya – Avaya Edge Diamond Partner 2024
Audiocodes – Emerging CAI Partner of the Year 2024
MTech – Million Dollar Club: Top Achiever
IBM – Top Performing Platinum Business Partner for Power and Storage
TechData – Top Hardware Partner

2023
Huawei – Excellent Delivery Award 2023
Huawei Technology Partner of the Year (Data Storage)
Huawei – Certificate of Appreciation (Excellent Performance Subcontractor, Project Delivery, Quality and EHS, Huawei IRO XL Project 2023)
Ericsson – Certificate of Excellence (Indonesia)
Ericsson – Best Support in MS RAN
Huawei – Most Valuable TL For IOH Project
Nokia – Certificate of Appreciation (Indonesia)
IBM – Top Performing Business Partner 2022 (Power and Storage)
IBM – Top Performing Business Partner 2022 (Storage)

SUSTAINABILITY **REPORT**

2022
MRO Excellent Delivery Award
Huawei – Best Performance Partner IOH IP RAN Non-Wireless Project
Huawei – Most Valuable Site Supervisor for IOH Project
Nokia – Digital Champion for Indonesia XL Project
Nokia – Project Management Champion for Indonesia IOH Project
Nokia – Acceptance Champion for Indonesia IOH Project
Nokia – Delivery Champion (ATP) For Indonesia XL Project
Nokia – Project Communication Champion for Indonesia IOH Project
Nokia – Delivery Champion (CO) For Indonesia IOH Project

For a comprehensive listing of awards, please visit our website at https://www.telechoice.com.sg/awards.html

SUSTAINABILITY **REPORT**

Governance

TeleChoice is committed to high standards of governance, ethics and integrity in conducting its business and managing its material ESG impacts, risks and opportunities in the short, medium and long term.

Board Statement
At TeleChoice, the Board oversees sustainability issues and provides strategic direction for addressing material ESG impacts, risks, and opportunities. The Board has ultimate responsibility for the Group's sustainability reporting, including its due compliance with the SGX-ST requirements on corporate governance and sustainability reporting.

Sustainability Governance
The Board reviewed and updated the Group's sustainability governance structure in 2023 and established the RSC. The RSC's responsibilities include overseeing the Group's sustainability strategy and monitoring of its goals and performance, and review of the sustainability framework, focusing on material ESG matters, considering both global trends and regulatory requirements.

The RSC also ensures ESG factors are integrated into decision-making processes and assesses sustainability-related risks and opportunities over short, medium and long-term, including climate change, climate-related risks and opportunities, resource management, community relations, and employee well-being. In addition to providing regular updates to the Board on the effectiveness of ESG risk management controls, the RSC also oversees the accuracy, transparency, and regulatory compliance of the Group's sustainability reports and disclosures. All Directors have completed sustainability-related training as stipulated by SGX.

Meetings are held where necessary by the RSC to examine the Group's risk management and sustainability issues, including climate-related risks and opportunities. It provides updates to the Board on matters of risk management and sustainability, emphasising key risks, emerging trends, and strategies for mitigation.

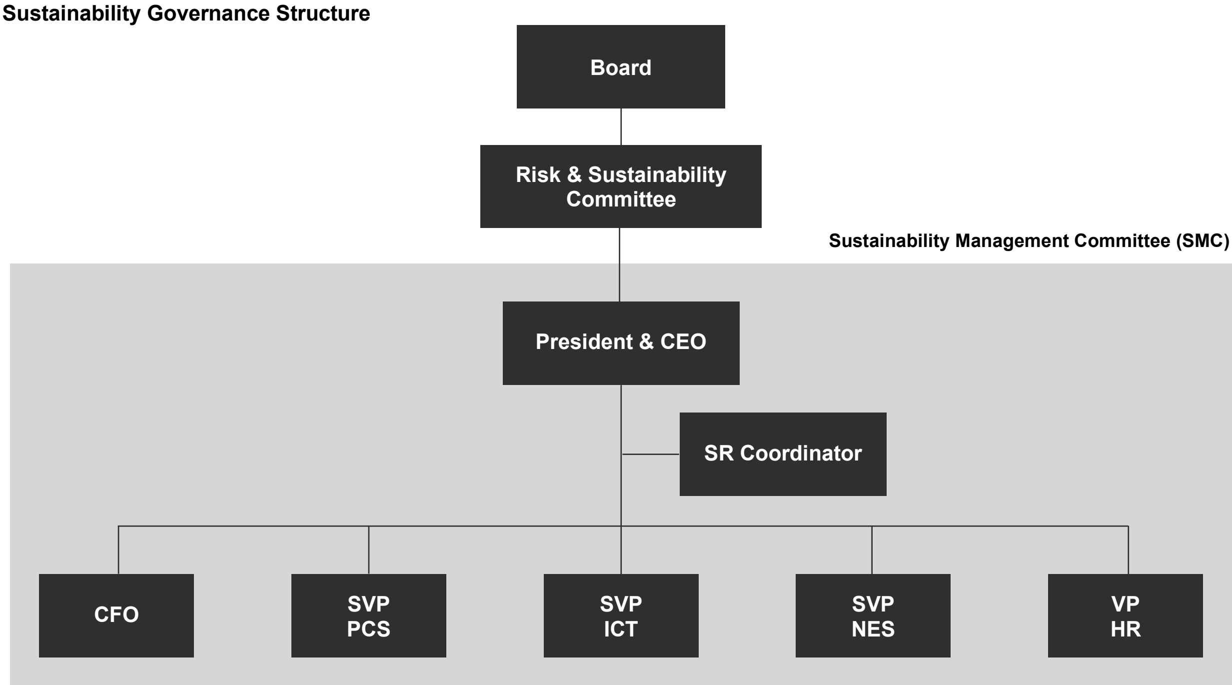
Annually, the RSC conducts a review to evaluate its performance, effectiveness, and compliance with its terms of reference.

Sustainability Management Committee
The RSC is supported by the SMC, which comprises senior executives led by the President and CEO. The members of the SMC consist of the Chief Financial Officer, Business Unit heads, Vice-President of HR, SR Coordinator and a secretary. The SMC's responsibilities include the evaluation of climate-related physical and transition risks, their actual or anticipated financial impact on the business in the short, medium and long term. The SMC is also charged with the development, implementation and monitoring of sustainability strategies against the metrics and targets approved by the Board. A Sustainability Reporting Coordinator ("SR Coordinator") supports the SMC by gathering, verifying, and assessing ESG performance data for reporting purposes. The SMC provides regular updates to the Board through the RSC on progress towards ESG goals and targets and oversees the preparation of sustainability reports for the Board's review and approval. The structure of the SMC in relation to Board and the RSC is found in the following page.

Management Responsibility
The executive management team at TeleChoice is responsible for implementing the sustainability strategies approved by the Board. This includes regularly updating the Board through the RSC on progress towards ESG goals and targets, as well as overseeing the preparation of sustainability reports for the Board's review and approval.

SUSTAINABILITY **REPORT**

Sustainability Governance Structure



Business Code of Ethics
At TeleChoice, we strongly believe that the road to healthy, sustainable growth is by holding ourselves to high standards of business integrity and ethical conduct. We work in close compliance and adherence to SGX-ST's listing requirements and all applicable laws in the regions which we operate in and hold ourselves accountable for our business conduct.

Our Business Code of Ethics addresses the expected responsible business conduct and behaviour for our employees to safeguard the interests and rights of all our stakeholders, including shareholders, customers, employees, industry partners, vendors and creditors. To guide our decisions and actions, we have established policies that have been reviewed and approved by the Management and/or the Board, covering areas from regulatory compliance, anti-corruption, fraud, information security, data protection, conflict of interest, human rights, including but not limited to labour, employee, supplier and creditor rights, and discrimination in any form.

During the year, our President & CEO and the Management convened a review on our Business Code of Ethics and our policies to benchmark against the Singapore Governance and Transparency Index's ("SGTI") corporate governance practices to enhance our processes and procedures, further strengthening our resolve of zero-tolerance towards any form of unethical behaviour.

All our policies are communicated to our employees during induction and annually through a combination of a mandatory town hall at the beginning of the year and through e-learning to ensure that all our employees are updated on the latest requirements. All these resources are readily accessible through the TeleChoice intranet. Our employees are encouraged to reach out to any policy owner(s) or HR if they have questions on the policies or to report on questionable behaviours or conduct through our whistleblowing protocols. Refer to pages 21-59 in the Corporate Governance section of this Annual Report, or on our website at https://telechoice.listedcompany.com/corporate.html for more information on our corporate governance framework.

Regulatory Compliance
Maintaining regulatory compliance is essential for upholding our legal and ethical obligations, protecting our reputation, and avoiding financial and legal consequences. It is crucial in establishing trust and credibility with our customers and stakeholders, while also preventing reputational damage and negative publicity.

At TeleChoice, we are committed to complying with all applicable laws and regulations. We have implemented necessary measures to comply with relevant regulations, such as data protection laws, sustainability reporting rules, environmental regulations, tax laws, and employment laws. We monitor our legal compliance performance and report incidents of non-compliance.

There were zero (0) incidents of non-compliance with laws and regulations during the current or immediate past reporting period.

SUSTAINABILITY REPORT

<table>
<tr><th colspan="4">FY2024 Governance & Compliance Scorecard</th></tr>
<tr><th>ESG Factor</th><th colspan="2">Ongoing Target | Short-, Med- & Long-term Target</th><th>FY2024</th></tr>
<tr><td>Regulatory Compliance</td><td>Report on the number of incidents of legal non-compliance</td><td rowspan="3">0 cases</td><td rowspan="3">0 cases</td></tr>
<tr><td>Anti-Corruption</td><td>Report on the number of confirmed incidents of corruption and actions taken, if any.</td></tr>
<tr><td>Data-Privacy & Protection</td><td>Report on the number of substantiated complaints of personal data breach(es).</td></tr>
</table>

Anti-Corruption Policy

Corruption undermines stakeholder trust and hampers economic and societal growth. As a principled business, TeleChoice is committed to maintaining the highest standards of ethics and integrity and maintains zero tolerance for any form of corruption, bribery, fraud or money laundering. We are committed to conducting our business activities in a manner that is fair, ethical, transparent, and accountable. Our anti-corruption policy applies to any act or suspected act of bribery or corruption involving employees, officers, directors, vendors, contractors, business partners of, and any other parties which have a business relationship with any company within the TeleChoice Group.

Our Anti-Corruption Policy outlines the standards and procedures which apply to our employees, directors, and third parties representing or working with us, including suppliers, contractors, business partners and stakeholders. This policy strictly prohibits the offering, giving, soliciting, or accepting of bribes or corrupt payments, either directly or indirectly, from any individual or organisation, for any purpose. Our policy requires prompt reporting and investigation of any suspicion of bribery or corruption, ensuring that appropriate measures are taken promptly. Our Audit/Risk & Sustainability Committee regularly reviews our policies to ensure that our business code of conduct is of the highest standards to prevent, detect and act against risks to our business integrity.

For all new employees, understanding and complying with our anti-corruption policy is a mandatory aspect of the onboarding process. This includes familiarisation with the policy, comprehending its implications, and completing an assessment to ensure thorough understanding.

Anti-Corruption Awareness

The Group’s anti-corruption policy is communicated to all employees, directors, and suppliers, through our annual engagement with employees. To further emphasise the Group’s zero-tolerance approach to corruption and bribery, we send an annual reminder to all employees, reinforcing the policy’s expectations. All TeleChoice employees are required to electronically acknowledge or sign a Declaration Form to declare their acknowledgement of, and compliance with, our anti-corruption policy.

Vendor Assessment & Selection

To ensure that we deliver the highest product and service quality standards to our customers, we assess our business partners and vendors for their alignment to these standards. These standards and assessment criteria include the analysis on their supply and value chain, process, practices, certifications, competency, track record, product and service quality, transparency, and their ability to comply with work and legal requirements. By upholding these standards, we strengthen our commitment to excellence and reliability.

Creditor & Vendor Rights

As a service provider, our business partners, vendors and suppliers are just as critical to our sustainable development. We select and rely on our strategic business partners for quality products and services, so that they meet the needs and expectations of our customers. Recognising their integral role in our operations, we seek to build long, trusting relationships with our business partners, vendors and suppliers, by upholding their rights and agreements with us. We have measures in place to ensure transparency and fairness in our financial dealings. Our financial statements are prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)”), providing clear and accurate representation of our financial position. This ensures that creditors and vendors have access to reliable information. We comply with the requirements under SGX Listing Rule 1207 and provide annual reports that contain comprehensive information on our financial performance. By maintaining these high standards of corporate governance, we safeguard the interests of our creditors and vendors, preserving and building the trust we have with our business partners and stakeholders.

Information Security & Data-Protection

Information security and personal data protection are critical in this digital age. Data breaches can severely undermine trust, cause significant reputational and financial harm. We are committed to safeguarding the personal data entrusted to us, ensuring compliance with relevant data protection and privacy regulations.

Aligned with the Personal Data Protection Act (PDPA) in Singapore, which regulates the collection, use, and disclosure of personal data by organisations, we have established a Personal Data Protection Policy. This policy is available publicly on our corporate website. In accordance with this policy, we have put in place measures to secure the personal information of our employees, customers, suppliers,

SUSTAINABILITY **REPORT**

business partners and other stakeholders. We have also designated Data Protection Officers ("DPOs") at the Group level and for each of the business divisions. Stakeholders can contact our DPOs via mail, email, or phone for any queries or concerns regarding their personal data. NxGen Communications has been ISO27001 certified in cybersecurity since 2023, to ensure high standards in cybersecurity and data protection.

We constantly monitor our information security systems and aim to have zero incidents of personal data breaches. In 2024, there were zero (0) complaints concerning breaches of customer privacy, theft, leaks, or losses of personal data or critical information.

Conflict of Interest

Our Conflict-of-Interest policy requires relevant employees to sign an annual Declaration of Interest and Undertaking. This applies to employees of TeleChoice International Limited and its subsidiaries, especially those who have access to sensitive information and/or are in a position to influence decisions in sales/marketing and purchasing activities. In addition, immediate disclosures must be made if circumstances exist that could prevent the employee from discharging his/her duties in a professional and objective manner.

Human Rights

At TeleChoice, we are committed to upholding internationally recognised human rights principles and agreements, including the UN Declaration of Human Rights, the International Labour Organization's ("ILO") core labour standards, and relevant national laws.

We have a zero-tolerance policy towards child labour and forced labour in our operations and supply chains. Our policies promote a culture of equality and inclusiveness, ensuring fair treatment and equal opportunities for all our employees and stakeholders. We respect the rights to freedom of association and collective bargaining and integrate human rights considerations into relevant policies and business practices. In this reporting period, there were zero (0) incidents of discrimination, forced labour or child labour.

SUSTAINABILITY **REPORT**

Sustainability at TeleChoice

TeleChoice is committed to creating a positive impact on the environment, people, and communities while also delivering value to customers and shareholders.

In our Mission *to be the Leading Provider of Infocomm Solutions through Innovative Products and Services* our approach to sustainable development is guided by our corporate values of Integrity, Commitment, Excellence, Value Creation, being Socially Responsible and Fun@Work to tackling ESG issues.

As a leading regional provider of telecommunications products and services, we specialise in distribution, fulfilment, and retail managed services for telecommunication companies and major mobile device manufacturers. Our primary role involves facilitating connections between our clients and their consumers via the retail outlets that we operate. We also provide ICT and network engineering solutions to various industries and regions. The success of our business model hinges on fulfilling the service delivery expectations of our telecom partners and mobile device manufacturers, while maintaining high service standards for their consumers. Our people are crucial in ensuring that these objectives are achieved, thus making them our most valuable asset.

We acknowledge the significance of sustainability in our operations, value chain, and the broader community and are committed to maintaining high standards of governance and ethics. This involves serving our customers with integrity, reducing our environmental footprint, fostering a fair and inclusive workplace, and aligning our business practices with our corporate values and sustainability principles. Our goal is to positively impact our environment, people, and communities while delivering value to all our stakeholders.

Material ESG Topics
Within the context of our business, we identify and prioritise significant ESG impacts, risks, and opportunities. To track and report against our targets, we adhere to international sustainability reporting standards, such as the GRI Standards. Additionally, we align these topics with the United Nations Sustainable Development Goals (“SDGs”), demonstrating our contribution to sustainable development.

Our Sustainability Approach
Our approach to sustainability issues is rooted in good governance and focuses on addressing material ESG impacts, risks, and opportunities to build long-term business resilience and deliver value to our stakeholders and shareholders.

Strong Governance	16 PEACE, JUSTICE AND STRONG INSTITUTIONS	We adhere to recognised corporate governance standards, with the Board’s oversight on governance, sustainability and business ethics.
Risk Management	16 PEACE, JUSTICE AND STRONG INSTITUTIONS; 13 CLIMATE ACTION	We integrate ESG risks, and climate-related risks and opportunities into our enterprise risk management which is overseen by the Board.
Customer Experience	8 DECENT WORK AND ECONOMIC GROWTH	We strive to exceed our customers’ expectations, delivering excellent customer experience and personalised services that meet their needs.
Employee Development	4 QUALITY EDUCATION; 8 DECENT WORK AND ECONOMIC GROWTH	We invest in our employees with resources, growth and learning opportunities, empowering them in creating long, trusting business partnerships.
Diversity, Equity & Inclusion	5 GENDER EQUALITY	We strive to foster an inclusive and diversified workplace, where every individual is respected, valued, and has equal opportunities to succeed in their career regardless of gender and ethnicity.
Energy Efficiency	13 CLIMATE ACTION	We adopt energy-efficient practices in various aspects of our business to reduce our carbon footprint.
Waste Reduction	12 RESPONSIBLE CONSUMPTION AND PRODUCTION	We strive to reduce waste and promote recycling to support a circular economy.
Sustainability Reporting	12 RESPONSIBLE CONSUMPTION AND PRODUCTION	We provide transparent ESG performance reporting, aligning with international standards towards net-zero.

SUSTAINABILITY **REPORT**

Our Sustainability Policy
Recognising the importance of sustainability in today's business landscape, our President & CEO of the TeleChoice Group has approved a Sustainability Policy as part of our commitment to operate in an environmentally, socially, and economically responsible manner. To contribute positively to the society as a good corporate citizen while minimising our environmental footprint, we collaborate closely with our business partners, suppliers, vendors, to promote high sustainability practices and responsible sourcing.

The following commitments are part of our sustainability policy:

Environmental Commitments	
Energy Efficiency	We continuously seek ways to reduce energy consumption and integrate energy-efficient technologies into our operations
Waste Management	We strive to minimise waste, promote recycling, and responsibly dispose of any waste produced
Carbon Footprint	We use transparent ESG tracking and monitoring to reduce our greenhouse gas emissions and performance
Resource Conservation	We promote responsible use of natural resources, including water, paper, and other materials, by implementing conservation measures
Social Responsibility	
Employee Commitment	We are committed to nurturing a safe, inclusive workplace that fosters diversity, equity, and inclusion. Supporting our employees' professional development and well-being is a priority, as their growth, learning, and advancement are crucial to our success
Occupational Health and Safety	We ensure a safe and healthy workplace to prevent injuries and ill health in and around the workplace by providing necessary resources to mitigate risks
Customer Commitment	We are committed to delivering excellent customer experience at every touchpoint to build long and trusting relationships
Community Engagement	We believe in contributing to the communities through philanthropy, volunteerism, and support community development programs that create positive impact
Governance	
Ethical Practices	We conduct our business with integrity, adhering to ethical principles and in compliance with applicable laws and regulations. We also ensure that our products and services are delivered with integrity.
Human Rights	We uphold internationally accepted human rights principles and local regulations. Our policies ban discrimination, forced labour and child labour. In addition, we respect our employees' right to freedom of association and union, in line with applicable national regulations.
Data Privacy and Protection	Safeguarding the personal data of our stakeholders is of utmost priority, and we ensure compliance with data protection regulations to maintain trust and security

Materiality Assessment
At TeleChoice, we are committed to operating with integrity in a sustainable and responsible way, ensuring value creation for our stakeholders and shareholders. Our strategy involves identifying and addressing key sustainability issues that are significant to our business and stakeholders in the short, medium, and long term. We regularly review and assess our material ESG issues to ensure they stay relevant to our business and stakeholders.

Determining Material ESG Topics
Our last materiality assessment was conducted in FY2023, involving the senior management team, comprising business leaders from each business division with the subject matter expertise to evaluate our actual and potential ESG impacts, risks and opportunities. The assessment was conducted in accordance with GRI's list of topics and GRI's 4-step materiality assessment process, as illustrated below. Topics examined were from human rights, environment and economy, as part of our commitment to further strengthen our goals and alignment to UN Sustainable Development Goals (SDGs) and the GRI 2021 Standards. In FY2024, the Management determined that the assessments conducted in FY2023 are still relevant.

SUSTAINABILITY **REPORT**

Our Materiality Assessment Process

ANALYSE → **IDENTIFY** → **ASSESS** → **PRIORITISE**

1. Analyse our business activities and supply chain to understand our organisational context.
2. Identify potential and actual ESG impacts, risks and opportunities.
   Engage stakeholders for their views.
3. Evaluate the significance of potential and actual impacts.
   Assess the severity-likelihood of impacts.
   Engage stakeholders for their views.
4. Consider stakeholder concerns.
   Review and approval by the Board and the Management for reporting.

Review and Approval

The SMC supports the RSC and the Board in reviewing and approving our material ESG topics. The SMC conducts detailed reviews of these factors, considering the Group’s actual and potential operational impact, industry challenges, regulatory landscape with key stakeholders. These reviews ensure alignment with the Group’s fundamental values and long-term objectives in the ICT, network engineering and retail industry. The final review and approval rest with the Board with support from the RSC.

Material ESG Factors

UN SDGs	Material Topics	Description	Our Approach
Environment			
	GHG Emissions Energy Waste	Operational emissions from electricity consumption, and fuel consumption in vehicles. Waste resulting from operations	· Reduce GHG emissions by improving operational, energy efficiencies, and energy-saving measures · Continuous adoption of renewable energy options to reduce emissions · Consider offsetting emissions and strive for carbon neutrality in direct operations · Minimising waste by reusing and recycling where possible
Social			
	Talent Attraction & Retention Non-Discrimination Diversity, Equity & Inclusion Employee Development Occupational Health & Safety (OHS)	It is vital to attract, retain, and develop an engaged and productive workforce by fostering a safe and inclusive workplace culture that values people and their development Workplace Health & Safety	· Nurture a fair, inclusive and empowering workplace · Practice zero-tolerance for any form of discrimination · Invest in talent development · Ensure and enforce OHS management systems to minimise the potential of workplace accidents and injuries

SUSTAINABILITY **REPORT**

Governance			
16 PEACE, JUSTICE AND STRONG INSTITUTIONS	Anti-Corruption Information Security & Personal Data Protection	It is critical to act with integrity in our interactions with suppliers, creditors, business partners, and other stakeholders to protect our brand integrity and mitigate potential and actual negative impact on the local community and stakeholders	· Enforce our policy and measures on anti-corruption · Regularly communicate our commitment to integrity, ethical conduct through our annual engagements and training · Regularly monitor our IT security protocols, processes and measures to safeguard proprietary and personal data

Sustainability Goals & Targets

As part of our commitment to sustainability to reduce our GHG emissions as a corporate citizen, we have established FY2022 as our baseline year to track our sustainability performance. We aim to reduce our Scope 1 and 2 GHG emissions by 50% by 2030 in alignment with the Singapore Green Plan, and net-zero by 2050 towards global objectives established in the Paris Agreement. Commencing FY2024, we target to reduce our Scope 2 emissions by 3% annually from our baseline year. For metrics and targets set for material ESG topics across short, medium and long term horizons, short term refers to the next 1 to 2 years, medium terms refer to 3 to 4 years, and long term refers to 5 years and beyond, unless explicitly stated.

In our aspiration to achieve these goals and targets, we strive to further integrate sustainable practices into our business operations, by sourcing and integrating low-carbon solutions, improving efficiencies, and adopting more green technologies, contributing to a sustainable and resilient future.

Stakeholder Engagement

TeleChoice engages with key stakeholders through various channels to ensure sustainability in our value creation, based on their actual and potential impact on our business and us on them. Maintaining these regular engagements is essential in identifying with our sustainability performance, and in addressing their needs, expectations and concerns. More importantly to us, it is crucial for establishing trust, the foundation of strong, lasting relationships.

Stakeholder Group	Engagement Method	Needs & Concerns	Our Response
Customers (Consumer and Enterprise)	· Customer feedback and engagement forum · Customer survey · Regular meetings · Sales presentations · Project management committee meetings	· Service quality · Attractive pricing · Responsiveness · Good credit terms · Ethical practices · Work safety · Technical expertise	· Enhancing customer experience · Implementing Quality Control standards · Establishing explicit Service Level Agreements (“SLAs”) · Adhering to the ethical code of conduct strictly · Conducting regular training to build service skills · Establishing and conforming to workplace safety policy · Maintaining BizSafe-compliant place
Business Partners	· Regular communication through meetings and electronic channels · Annual Sustainability Reports	· Key Performance Indicators · Sales growth · Brand image · Customer Experience · Trade Promotions · Sustainability Performance	· Ensure ongoing employee training and development · Contributing to trade promotions and marketing campaigns · Measuring and monitoring energy use

(continued in the next page)

SUSTAINABILITY REPORT

Stakeholder Group	Engagement Method	Needs & Concerns	Our Response
Employees	· Orientation & Onboarding · Regular meetings · Employee Engagement Surveys · Feedback channels · Performance appraisals · Exit Interviews	· Fair employee practices · Competitive compensation and benefits package · Reward for Performance · Work-Life balance · Career advancement · Professional and personal development · Safe work environment · Group's corporate reputation	· Implementing fair employment policies and practices · Conducting regular formal and informal employee dialogue sessions · Conduct annual employee engagement survey debrief for business leaders · Maintaining employee feedback channels · Ensure the creation of adequate employee training and development plans
Suppliers and Creditors	· Proposal processes · Regular meetings · Annual Sustainability Reports	· Business continuity · Timely repayment	· Treating suppliers and creditors fairly · Transparent contractual agreements on credit terms and repayment · Making timely payments
Investors	· Annual General Meetings · Maintenance of an Investor Relations site, listing financial and related announcements · Annual and Sustainability Reports · Financial data through quarterly business updates, results announcements, and other material information posted on SGXNET · Regular analysts' meetings and conference calls to provide information, enabling them to produce impartial and insightful reports for investors and the public at large	· Good governance · Dividend policy · Risk management · Sustainable business growth · Present Value Growth Opportunity	· Hiring the best talent for the management team · Succession planning · Ensuring good corporate governance · Ensuring robust risk management practices · Disclosing material information in a timely manner
Government agencies and regulators	· Regular licensing and filings · Notices and Circulars · Meetings and Seminars	· Compliance with applicable regulations · Social responsibility	· Taking measures to ensure regulatory compliance
Community	· Social outreach programs · Annual Sustainability Reports	· Socially responsible policies and practices	· Implementing CSR programs · Contributing to the Community Chest and other not-for-profit and other charitable organisations · Having employee volunteering opportunities

SUSTAINABILITY **REPORT**

Customers

TeleChoice is committed to ensuring excellent customer experience by adopting a customer-centric business approach.

At TeleChoice, we understand that delivering on exceptional customer service is key to gaining a competitive edge and fostering relationships built on trust, transparency, and respect. We aspire to be the preferred business partner of choice, trusted by our customers and clients for our consistently high quality of products and customer experience.

Customer Experience
As our enterprise and consumer customers rely on us for ICT, mobile device distribution, retail managed services and network engineering solutions, our focus on optimising customer experience is vital. We frequently engage our customers for feedback to continually improve our capabilities and build trusting business partnerships.

Our employees play a pivotal role in driving and delivering excellent customer experience. We will continue to build our team based on merit and capabilities, so that our customers are served by qualified and experienced professionals. As the primary ambassadors of our brand, they are dedicated to high standards of service excellence and are empowered with autonomy to make informed decisions to resolve issues swiftly and efficiently, delivering exceptional service. This ensures satisfaction and fosters the building of long and trusting business relationships.

Customer Experience & Feedback
Collecting and analysing customer feedback is critical in our pursuit of service excellence. Leveraging on the latest technology, customers can share their experiences and thoughts with us by either replying to an automated SMS or scanning a QR code that will direct them to a dedicated feedback platform. Customers are thus able to voice their opinions to us easily and conveniently.

Customer feedback serves as a direct line of communication, providing us with insights critical in shaping and improving our products, solutions, services, and processes. By actively listening to our customers and incorporating their input into our decision-making, we can continuously evolve to meet and exceed their expectations. For our ICT Division, we have also recorded an average Customer Satisfaction and Net Promoter Score ("NPS") Score of 70.12%. The sections below feature our customer satisfaction scorecard for our Consumer Division and extracts of testimonials received across our business divisions.

Customer Satisfaction Scorecard (NPS)			
Retail stores from our Consumer Division employ the Net Promoter Score (NPS) as a key tool to assess customer experience. NPS gauges the likelihood of customers recommending our products or services to others, based on their overall satisfaction. This tool offers a comprehensive view of how our customers perceive our service quality.	**Ongoing NPS Target Score 9.3**		
	FY2024	FY2023	FY2022
	9.36	9.5	9.52
Customers are classified into three categories based on their scores: Promoters (9-10), Passives (7-8), and Detractors (0-6). The Net Promoter Score is calculated by deducting the percentage of Detractors from that of Promoters. Scores between 9 and 10 suggest a high likelihood of customers recommending our brand to friends and family. Our Planet Platinum stores have consistently achieved scores above 9, reflecting exceptional levels of customer satisfaction.			

Testimonials
The following testimonials[1] highlight key areas, providing valuable insights into our strengths and impact:

Testimonials from our Customers and Business Partners
21 August 2024 *I wanted to take this chance to express my sincere appreciation for Mr. Kam and Mohan for their exceptional support and collaboration. Their efficiency in handling our request, coupled with their understanding of our needs truly made a significant impact on NUH care for patients.* *Their ability to seamlessly navigate the complexities of our request while maintaining clear communication and a positive attitude have not gone unnoticed. It's clear that they approach their work with a strong sense of professionalism and dedication, which makes working with them a pleasure.* *Thank you once again for the continued partnership and for being such a reliable and thoughtful collaborator. I look forward to our continued success together.*

(continued in the next page)

SUSTAINABILITY **REPORT**

Testimonials from our Customers and Business Partners
4 June 2024 *I am writing this email as an appreciation for 1 of your sales advisor, Andy Tan. My daughter and myself visited the Starhub outlet at Bugis Junction yesterday. I wanted to buy a new phone. Andy was very patient in serving me and answered all my family members' enquiries patiently. He explained to me the differences between the 2 phones which I am looking for and helped me navigate my new phone. I am a senior citizen and not tech savvy. I have come across customer service personnel who lost patience with people like me but not Andy. I would like to applaud him for his excellent service towards the elderly. Kudos to the Starhub team for having such a great team member in Andy. Thank you very much!*
13 April 2024 *Commendation for Outstanding Service by Nina Castillo I am writing to express my sincere appreciation for the exceptional service provided by Nina Castillo during our visit on April 13th at Causeway Point, Level 3, at 3 PM. Nina's warm and friendly demeanor made a significant impact on our experience. She made us feel valued and respected, which is a testament to her professionalism and the quality of service she provides. Whenever we had questions or needed further clarification, Nina was incredibly patient and explained everything in a way that was easy to understand. We are truly grateful for Nina's assistance and believe that her exemplary performance deserves recognition. I hope her dedication and hard work are acknowledged as they significantly enhance the customer experience. Thank you for fostering such a supportive and customer-oriented environment, and for having staff members like Nina who make visiting Causeway Point a delightful experience.*
14 March 2024 *We would like to thank you and your team for the successful deployment of the RSS Call Centre Telephony Call Routing and Call Flow Solution (inclusive wallboards, recordings & call statistics).* *Special mention goes to Joel for his proactiveness and professionalism. While he worked on our RSS call routing and call flow with us, he offered valuable advice and suggestions (e.g. After Call Work timing, Dual screens view on our wallboard TVs, no response recordings (End & Mand) etc.* *We look forward to the continued support and collaboration between your team and us. Thank you.*
22 January 2024 *We, at Nokia, want to express our appreciation for the exceptional support that you and the NexWave team have provided. Your consistent commitment has been instrumental in maintaining the smooth operations of our company. Strong partnerships are crucial for achieving great results, and our leadership team extends their gratitude for your significant contribution.* *Your exceptional support has played a crucial role in achieving our 5G telecom implementation for the Antina project in 2023.* *We are grateful for your continued commitment to Nokia. As we look into the future, we are excited to continue our collaboration and create further value together.*

Footnote:
1. Extracted from letters and emails from customers and business partners.

Adoption of International Quality Standards
We believe that excellence is achieved by following high and stringent industry quality standards. Our subsidiaries NexWave Technologies Pte Ltd, NxGen Asia Pte. Ltd., and NxGen Communications Pte. Ltd. are certified under the ISO9001:2015 Quality Management Systems, demonstrating our dedication to excellence and continuous improvement of our processes to reach high levels of performance and quality standards.

Employee Recognition for Service Quality
We recognise and reward our employees for their outstanding customer service quality through incentive programs, using Net Promoter Score ("NPS"). Our NES Division launched the WINNER (**W**inning attitude, **I**ntegrity, **N**ever give up, **N**urturing, **E**xcellence and **R**espect) Awards to employees demonstrating exceptional WINNER attributes. The ICT Division's SPOT award aims to recognise and reward employees who had gone the extra mile to support our enterprise clients and gave them great customer experience.

Customer Health & Safety
Our customers and clients are at the centre of our business, and the safeguard of their health and safety is our utmost priority. Our OHS Management System ensures that our working environment, including retail stores, worksites, has been assessed, and inspected, with control options put in place by our Risk Assessment Leaders, and are in compliance with relevant WSH and legal requirements. As part of our internal OHS protocol, after the initial inspection, our worksite, retail spaces and areas where our customers, employees and stakeholder transact undergo another round of inspection to ensure safety. For more details on our OHS Management Systems, please refer to pages 83-84 this report.

SUSTAINABILITY **REPORT**

People

TeleChoice is committed to providing a safe, inclusive and supportive workplace.

People are our greatest asset. Our team members play a vital role and are the driving force behind our long-term success. Therefore, attracting, engaging, developing and retaining the best talents is crucial for us. Recognising this we focus on providing opportunities for growth, a safe and engaging work environment, ensuring job satisfaction and personal fulfillment.

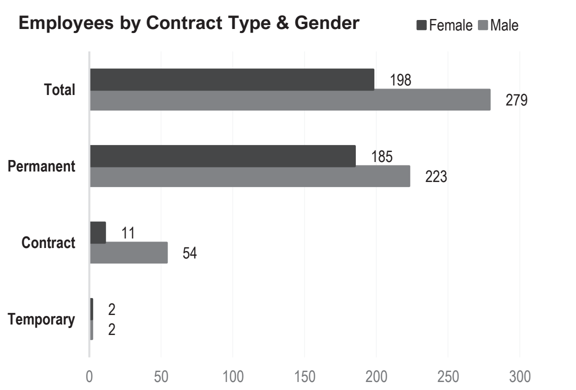
Our Employees

In this reporting period, our Singapore and Malaysia operations have a total of 477 employees. 85.5% were permanent staff, 13.6% were on fixed-term contracts, and 0.8% were temporary employees. There were zero (0) part-time employees in the reported period.

FY2024 Employee Data

Employee by Contract Type	Male	Female	Total
Total Employees	279	198	477
Full Time Employees (FTEs)[1]	277	196	473
Permanent Employees	223	185	408
Fixed Term Contract Employees	54	11	65
Temporary Employees	2	2	4

Footnotes:
1. Our FTEs comprise of permanent and fixed-term contract employees.



Promoting Diversity, Equity and Inclusion (DE&I)

Organisations with higher levels of DE&I are positively correlated with increased employee engagement, which in turn drives innovation and productivity. TeleChoice aims to cultivate a diverse, inclusive workplace that values and respects people from various backgrounds, experiences, and perspectives.

Guided by our Non-Discrimination, Diversity, and Equal Opportunity Policy, we treat all our employees fairly by strictly following a system of meritocracy that is based on performance and job outcomes. This practice extends to all of our talent management practices from recruitment, performance management, remuneration, rewards, recognition, training development, and career advancement decisions.

FY2024 Diversity & Equity Opportunity Scorecard

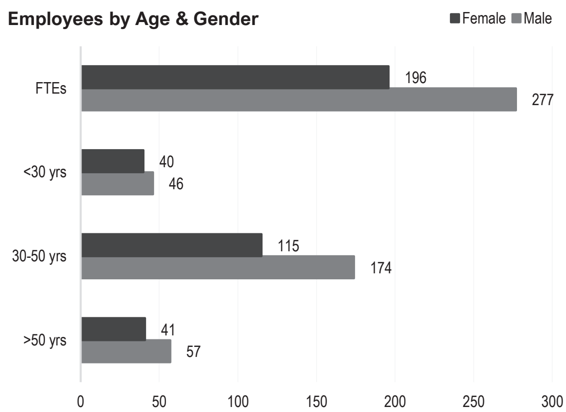
Gender Diversity	Unit	FY2024	
% females		**Target**	**Actual**
Board Members	%	25.0	33.0
FTEs	%	45.0	41.4
Senior Management	%	40.0	52.6
Management	%	40.0	35.1
Functional[1]	%	–	42.1

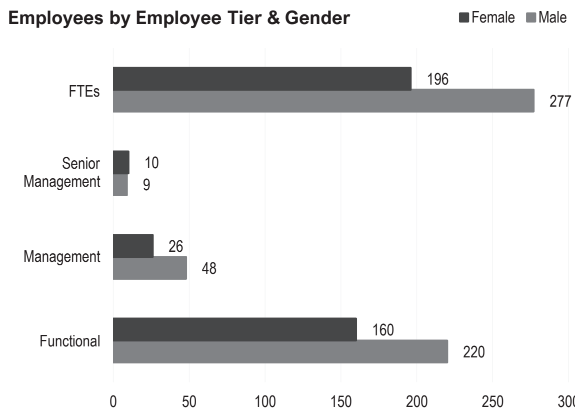
Footnotes:
1. We currently do not have set targets for the Functional employee tier. We endeavour to foster greater ethnic and gender diversity where decisions are based on merit.

We protect our employees from discrimination in any form, and the spirit behind our people practices and decisions, such as hiring, and promoting from within, is about giving equal opportunities irrespective of gender or ethnicity. At TeleChoice, we believe all personnel-related decisions are based purely on merit and a strong principle of meritocracy. We will continue that focus and no hiring or promotion will be based on diversity, equity and inclusion.

We also ensure that women are well-represented across all levels in the company and that our policies foster gender equality and inclusion. In our workforce, females constitute 41.4% of all full-time employees (FTEs), with 52.6% in Senior Management and 35.1% in the Management tier. Our current President and CEO is also a female, underscoring our commitment to gender diversity in leadership roles. Our team is enriched by a mix of 9 nationalities of various age groups, reflecting our commitment to multiculturalism.

SUSTAINABILITY **REPORT**





High-performing work cultures are built on the foundation of fairness, equity and meritocracy. While female representation in management roles fell short by 4.9%, 35.1% against our 40% target, we remain steadfast in cultivating inclusiveness, equity by ensuring all employee irrespective of gender or ethnicity have equal access to training and leadership development. We will continue to work towards a more balanced leadership representation, prioritising career advancement based on merit, skill and achievement.

Talent Attraction & Retention

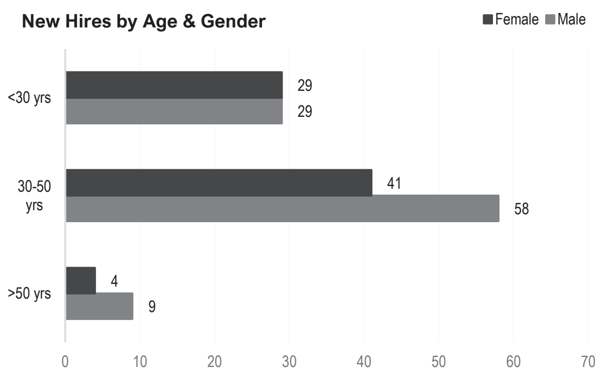
In this reporting period, our talent pool has been strengthened with 170 new employees, with females accounting for 43.5%, 7.7% were 50 and above, and 34.1% were under the age of 30.

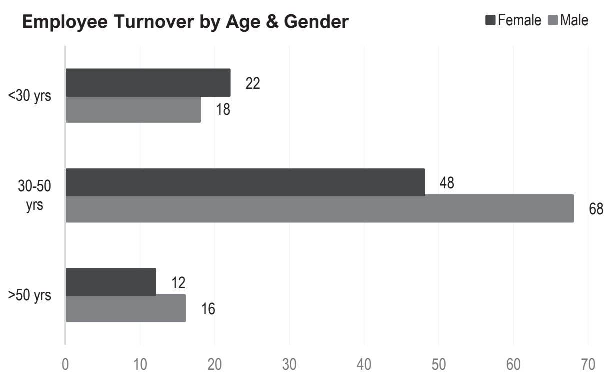
We have established the FY2024 turnover target of ≤25%, which we will further endeavour to bring it to ≤20% and ≤15% for the mid to long[2] term.

This FY, our turnover was 184 employees, with a turnover rate of 37.7%. Of the 184 employees, 55.4% were males, with 44.6% females. The higher turnover rate against target was due to higher-than-expected number of resignations in both our Consumer and ICT Divisions.

FY2024 New Hire & Turnover Rate[2]			
by Gender	**Unit**	**New Hire Rate**	**Turnover Rate**
▪ Male	%	56.5	55.4
▪ Female	%	43.5	44.6
by Age Group			
▪ <30 years	%	34.1	21.7
▪ 30 – 50 years	%	58.2	63.0
▪ >50 years	%	7.7	15.2

Footnotes:
1. Figures may not add up to 100% due to rounding.
2. New hire and turnover rates are calculated based on the percentage against FTEs, which comprises permanent and fixed term contract employees. Contract employees who served the full term of their contracts are not included.





SUSTAINABILITY **REPORT**

Ensuring Fair Treatment
A workplace environment that treats employees fairly and rewards based on performance contributes to employees' mental wellbeing. In Singapore, we have signed the Employer's Pledge under Tripartite Alliance for Fair & Progressive Employment Practices (TAFEP) to reinforce our advocacy in Fair Employment Practices and ensure that our employees are treated with respect and dignity.

Our HR has strict policies on discrimination and harassment in the workplace. Our Non-discrimination, Diversity, and Equal Opportunity Policy prohibits all forms of discrimination based on race, nationality, ethnicity, religion, gender, age, marital status, disability, sexual orientation, or any other protected characteristic.

Protecting Our Employees

Supporting our employees' mental wellbeing involves striving to provide a safe, fair and harassment-free workplace so that employees can work confidently and productively.

To demonstrate our commitment, our Workplace Harassment Policy protects our employees, by encouraging them to report any incidents of discrimination or harassment that they may experience or witness, through various channels available, without reprisal.

FY2024 Non-Discrimination Reporting

	FY24 Target	FY24 Actual
# of substantiated incidents of discrimination	0	0

Employee Experience & Engagement
Engaged employees are not only more productive, and they also contribute significantly to a positive work environment. To foster a culture that promotes engagement, we constantly strive to ensure that we create a positive working environment by offering competitive compensation and benefits, providing growth and development opportunities, recognising, rewarding our top talents well and having strong, trusting relationships. It is also our priority to promote safe, open lines of communication across all levels to facilitate constructive dialogue and discussions towards better employee experience.

Employee Healthcare & Wellbeing
Health is an integral part of our employee's wellbeing. At TeleChoice, we take responsibility for supporting both the physical and mental wellbeing of our team members. On top of our benefits package, we offer free on-site health screenings that detect early signs of health issues such as hypertension, heart ailments, diabetes, and cancer for our employees annually.

Employee Benefits
We offer competitive remuneration and benefits packages for our FTEs that commensurate with their job levels, responsibilities, and performance. Our FTEs are entitled to the following benefits:

Employee Benefits at TeleChoice	
Healthcare Plans	Comprehensive healthcare and medical insurance coverage from emergency, hospitalisation, accident, surgical and term-life benefits. Our healthcare plans also include outpatient dental, general and specialist visits, with the option of extending the coverage to family members for a nominal fee. Employees aged 35 and above are also entitled to an annual executive health screening.
Leave benefits	Annual leave and medical leave; marriage, parental (maternity & paternity), childcare, family care, and compassionate leave.
Transport and Mobile phone allowance	Employees are entitled to transport and/or mobile phone benefits to ease and support them on their job role and responsibilities.
Professional Memberships	Membership fees to recognised professional bodies such as ACCA, ISCA, CIPD, are reimbursed to our employees for their expertise and contribution.
Education Tuition Assistance	Employees can be eligible to pursue further education and professional development by recognised institutes of higher learning and professional bodies that lead to qualifications and certifications.
Long-Service Awards	For employees who demonstrate dedication and service, we recognise and acknowledge their contributions with gifts from cash rewards.
Retirement Assistance	For existing Singaporean employees aged 63 above, we support their road towards retirement by actively offering re-employment.

SUSTAINABILITY REPORT

Our Team Culture
In TeleChoice, we place high value in creating a workplace culture characterised by mutual respect, trust, teamwork, and open communication. During the Lunar New Year, we celebrated by giving red packets or "hong bao" to our team members as a token of appreciation for their hard work.

On our 26th anniversary, we organized a “Kacang Puteh day”, where the Management served the employees their choice of snacks that had been popular back in the 80s. Our employees had to hunt at different parts of the office, participating in fun-filled games and activities put together by the HR department. The event, filled with a sense of nostalgia, allowed everyone to take their minds for a short respite, was aimed at creating stronger relationships between everyone. Each business division also has a budget for activities towards their team building and team bonding events.

We also observe early work releases on the eves of Singapore's four major public holidays, contributing to our employees' work-life balance and cultural engagement.

Measuring for Employee Experience
Through the corporate town hall in last quarter, we have designed and launched an employee engagement survey, seeking to measure various aspects of the employee experience. The dimensions included in this survey were leadership, empowerment, innovation, productivity, employee benefits, teamwork, motivation, wellbeing, satisfaction, and governance & compliance. The survey consisted of both graded and open questions, and employees could submit their responses with full anonymity, ensuring psychological safety so that their true voices could be heard.

The results of the survey have been shared with our President & CEO and the respective heads of each business division to facilitate our People strategy going forward. The results have also been shared with all the employees in a follow-up session. Led personally by our President & CEO, we held an open dialogue session where our employees could share their feedback, questions, concerns and requests anonymously through a cloud portal. Further discussions are underway with the respective business division leaders in implementing new People initiatives to enhance employee experience and engagement.

Supporting Work-life Balance
A healthy work-life balance is essential to employee well-being, and we recognise that beyond work, employees can face difficult and unexpected life challenges, be it illness, or caring for elderly parents. Understanding this, all employees in TeleChoice can request for Flexible Work Arrangements (“FWA”). This can be in the form of flexi-place, flexi-time, or flexi-load, where work can be re-designed to balance been business and employees’ personal needs. Employees are welcome to discuss this formally with their managers and the HR team in time of need to work out an arrangement that can work for both parties.

Occupational Health & Safety
It is our utmost priority to ensure the safety of our work environment for our employees, customers, vendors and stakeholders who might be impacted by our operations. We are committed to maintaining a safe and healthy work environment for our employees and any other stakeholders who might be impacted by our operations.

Our Occupational Health and Safety (“OHS”) Management System aligns with all applicable legal obligations and the ISO 45001, the international standard that provides requirements and guidance in creating safe and healthy workplaces. Our OHS System includes requirements and guidelines from risk identification, emergency preparedness, external provider controls, to the use of hand tools, stacker operation, work-at-height. This system enables us to identify potential hazards, evaluate the risks, and implement effective measures to control and manage these risks.

Our NES Division is BizSAFE STAR certified and have obtained certification for ISO 9001 in QMS and ISO 45001 in OHS Management Systems. NxGen Communications in our ICT Division is also BizSAFE 3 certified, demonstrating our steadfast commitment to the highest standards.

Contractor Management
Contractors engaged by us are required to comply with our OHS System, which will be communicated to them by our supervisors. Contractors will first be assessed on their relevant competencies and prior training before being selected as part of our contractor management process and risk assessment. Prior to the start of projects, they are required to attend our toolbox meetings to understand the risks and safety procedures before work commencement. We also mandate our contractors to provide the required health and accident insurance as part of legal compliance.

SUSTAINABILITY **REPORT**

Our OHS Management System

1	**Plan**	• Understand the context • Establish the scope	• Establish a team • Identify Activities & Processes
2	**Assess**	• Site inspection • Identify potential hazards	• Evaluate the nature of hazards • Determine severity-likelihood
3	**Control & Implement**	• Consult with management • Determine control options	• Implement Hierarchy of Control to eliminate/minimise risk
4	**Re-evaluate & Communicate**	• Implement additional controls • Re-evaluate risks	• Regular toolbox meeting • Communicate regularly

Our OHS Management System establishes clear procedures and processes for hazard identification, risk assessment, and the determining of controls that are applicable to all our operations. This manual contains details on the roles and responsibilities of the Management team, HR, Risk Assessment (RA) Leader, Team Members, Safety Personnel and all employees. To ensure the safety of every employee, worker, and contractor, anyone can openly highlight their concerns, report on any potential OSH hazards or provide suggestions for improvements. The RA Leader shall lead the risk assessment and evaluation process, determining against the severity-likelihood assessment matrix and sets priorities, objectives, targets or implement operational control.

We are proud to have maintained a 0 (zero), accident-free record across all work-related injuries or illnesses since FY2022.

Safety Performance

FY2024 Occupational Health & Safety Scorecard				
Employees	**Target**[1]	**FY2024**	**FY2023**	**FY2022**
Fatalities due to work-related injuries	0	0	0	0
High-consequence (non-fatal) work-related injuries	0	0	0	0
Recordable work-related injuries	0	0	0	0
Total number of hours worked[3]	–	850,124	580,752	561,568
Workers[2]				
Fatalities due to work-related injuries	0	0	0	0
High-consequence (non-fatal) work-related injuries	0	0	0	0
Recordable work-related injuries	0	0	0	0
Total number of hours worked[3]	–	264,842	368,036	395,087

Footnotes:
1. Our ongoing targets in this category remain at 0 (zero) in the short-, mid-, and long-term.
2. Workers in this category include contractors and sub-contractors we engage in for our business operations.
3. Calculations are based on expenses payable to contractors for the worker category. As part of our people strategy, we have transitioned a portion of workers and individual business partners to contract-FTEs.

The key feature of our OHS Management System is the OHS Hierarchy of Control. Risk control options are Elimination, Substitution, Engineering Controls, Administrative Controls and Personal Protective Equipment (PPE), ranking from the most to least effective. In situations where additional controls have been implemented, a re-evaluation of severity-likelihood is performed. Our engineers are trained to always consider the most effective controls first. Audits and surveillance are conducted annually to identify gaps and improvements to our OHS Management System.

OHS Training

TeleChoice provides company-sponsored training to continually make improvements to our OHS Management System. These trainings include OSH-related skills and knowledge, including worksite supervision, safety management, emergency response and first-aid. In Q4 2024, our engineering team conducted a company-wide safety training and briefing on the importance of inventory management and use of PPE, with the key message that safety should never be compromised in favour of efficiency.

SUSTAINABILITY **REPORT**

Respecting Employees' Rights

We are committed to respecting our employees' rights to freedom of association and collective bargaining. We maintain a constructive partnership with the Singapore Industrial & Services Employees Union ("SISEU"), evidenced by a memorandum of understanding to uphold these rights. As of the end of 2024, we had 69 employees actively participating in SISEU.

Talent Development

The strength of our business lies in the success of our employees; their expertise, engagement, and growth drive our collective success. Our Human Resource OD & Learning mission i*s to enhance employee potential and performance through targeted training and aligning with TeleChoice's business goals*. Our employees' learning journey starts with an orientation program introducing them to TeleChoice and our corporate values. Thereafter, they are mentored by our business leaders through OJT programs, supported by various other formal and informal training opportunities such as live and virtual training, coaching, conferences and certification as part of our culture of continuous learning and improvement towards new challenges.

Developing Our Talents in Planet Telecoms Managed Services (PTMS)

Planet Telecoms Managed Services Sdn. Bhd. (PTMS) manages U Mobile Service Centres across Malaysia, specialising in retail operations, postpaid and prepaid plans, device and broadband sales, customer service, and telecommunications solutions. PTMS also operates a dedicated Fourth-Party Logistics (4PL) division for U Mobile, overseeing supply chain management, inventory, and distribution. By combining retail expertise with efficient logistics, PTMS ensures seamless operations and an enhanced customer experience.

To provide a unique, fun and welcoming customer experience for U-Mobile customers, PTMS under our Consumer Division created the Retail Academy as part of our training strategy to raise the bar.

Our first focus is on our customer service representatives, as we wanted our customers to immediately feel at ease when entering our retail stores. We focused on improving their communications skills, to engage and understand our customers' needs.

To create great customer experience, we start by creating great employee experience as they are our stewards and advocates.

Our Branch and Area Managers underwent a blend of leadership coaching, OJT, and formal classroom training to provide a strong foundation in general leadership and management.

In people practice, managers and team leads started to engage their team members in career conversations, to build synergy and win-win relationships. Since the inception of the Retail Academy in FY2022, PTMS had a CAGR of 23.34%. This marks one of the most successful training interventions in TeleChoice.

In 2024, TeleChoice championed its Sustainability 101 training for all new hires as part of their onboarding, using a blend of live and on-demand learning with quizzes to raise ESG awareness and advocacy.

During the year, we have also launched a new ISO27001 training program, to equip our employees on information and cybersecurity.

FY2024 Training & Development Scorecard

Avg. Training Hours	Unit	FY24 Target	FY24 Actual
▪ per Employee	hours	13	23
▪ per male employee	hours	–	20
▪ per female employee	hours	–	27

SUSTAINABILITY **REPORT**

Talent Management

Recognising talent management as a vital strategy in achieving competitive advantage, we focus on retaining, developing, and managing top performers and high-potential employees. Our comprehensive Talent Management Framework encompasses a talent review process and succession planning overseen by our Talent Management Committee, headed by the President & CEO, Chief Financial Officer, Vice President of Human Resources, and heads of business divisions.

These employees are offered developmental opportunities such as training in new technical knowledge, leading special projects, managing teams, preparing them for bigger roles and responsibilities. This initiative ensures that there are capable individuals in the leadership pipeline, ready to advance into key positions.

Performance Management

We believe that achieving our business goals requires an agile approach to performance management. Our managers regularly engage their team members through coaching and mentoring to ensure their teams' success. By assessing employee performance regularly, we can determine our employees' professional and personal developmental needs, supporting them in their career growth. In 2024, 100% of the employees participated in the annual performance appraisal exercise.

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Community

We strive to support local communities to play our part as responsible corporate citizens.

Prior to 2024, we focused on community development by aiding groups like the elderly and underprivileged hawkers. We have partnered with organisations including Dignity Kitchen, Dorcas, Lions Befrienders, MINDS Towner Gardens School, and Metta School, working with Community Chest's FUDAI and HeartStrings Walk programs. During our internal stakeholder engagement during the year, and with mental wellbeing as one of the trending topics, we are proud to have forged a partnership with the Institute of Mental Health ("IMH") Singapore.

TeleChoice ESG Fund with IMH

In 2024, we aligned our CSR strategy with our Vision and Mission and Core Values.

With the growing awareness of mental health and its impact on people's wellbeing, we wanted to further deepen and sustain our commitment towards the advancement of mental health awareness. Together with IMH, we have launched the TeleChoice ESG Fund.

On 2nd October 2024, we have formalised this partnership with the signing of a 5-year Memorandum of Understanding ("MOU"), in the presence of Minister of State for Home Affairs and Social and Family Development, Ms. Sun Xueling.

Under the MOU, TeleChoice will spearhead a five-year fundraising campaign, which will include galvanising its corporate partners to support the mental health cause.

IMH medical practitioners, together with TeleChoice employees and our business partners participated in the 152-km 'Walk for Mental Health', raising a total of $138,000.

The long-term goal of this Fund is to raise awareness, destigmatising mental illnesses and improving mental health literacy to benefit the greater community.

FY2024 COMMUNITY SCORECARD	Unit	FY2024	FY2023	FY2022
Volunteerism				
Employee volunteering (days)	#	9.5	7.5	7.5

SUSTAINABILITY **REPORT**

Environment

TeleChoice is committed to minimising the environmental impact of our business through resource efficiency and conservation.

We are committed to minimise the environmental footprint from our operations. Our main environmental impacts arise primarily from the use of electricity, fuel consumption, and operational waste. Our offices and retail outlets utilise electricity for lighting and air conditioning, while the vehicles we own for business operations rely on fuel. The majority of our waste originates from packaging in both our stores and warehouses. Our environmental strategies focus on improving energy efficiency, reducing waste, and enhancing recycling efforts.

We assess climate-related risks and opportunities and their potential financial impact on our business using the TCFD Recommendations as required by SGX Sustainability Reporting rules.

Climate Action
As a service provider, our operational GHG footprint is relatively small, but we are nevertheless committed to doing our part in mitigating climate change. Our GHG footprint is mainly from the electricity used in retail stores we manage for our clients and in our offices and the warehouse. In addition, GHG emissions arise from fuel consumption for the vehicles used in our operations.

Our climate policy commitment includes reducing our greenhouse gas emissions, promoting sustainable business practices, educating and engaging our employees.

Climate-Related Risk Management
Our Board holds responsibility for risk management, determining the nature and extent of significant risks our Company is prepared to take in pursuit of its strategic objectives and value creation. ESG risks, including climate-related risks and opportunities, are taken into consideration in our enterprise risk management and overseen by the Board.

Identifying Risks
Established by the Board in 2023, the RSC is responsible for assisting the Board in overseeing risk management and sustainability. The RSC is tasked with evaluating the Company's risk management framework, policies, and processes, identifies key risks, and offers guidance and recommendations to improve the Company's sustainability practices.

Our Group maintains a Board Assurance Framework, the Group’s enterprise risk management framework, guiding the identification, prioritisation, assessment, management, and monitoring of key financial, operational, compliance, IT, and any other material risks. These key risks are deliberated by Management and reported to the RSC. Central to the ERM is a Group-wide internal control system. With the introduction of the RSC, we aim to broaden the ERM’s scope to encompass climate-related and other ESG risks. This will include updating our risk register to include climate-related risks.

We have embarked on conducting climate scenario analysis (see Annex I) to inform our risk identification and develop appropriate strategies. We conduct materiality assessments regularly to determine key ESG issues, environmental risks and opportunities.

Managing Risks
The Board, advised by the RSC, sets our Group's risk tolerance and policies, while the RSC, together with the Audit Committee, oversees the design, implementation, and monitoring of risk management and internal control systems. The Board and RSC are supported by the Management and independent professional service providers, such as external and internal auditors, to ensure the adequacy and effectiveness of the Group’s risk management and internal controls.

As part of this process, the Management identifies key risk factors in our business and operations, categorises them according to financial, operational, compliance, IT, and climate-related risks, and ranks them by importance, likelihood, and potential impact. It then implements internal controls and other mitigating practices. The risk management framework is reviewed, considered, and approved by the RSC at least twice a year and as needed.

Under the RSC's supervision, the Management is responsible for effectively implementing risk management strategies, policies, and processes based on the framework to support the achievement of business plans and goals. Key risks, mitigating measures, and management actions are continually identified, reviewed, and monitored by the Management.

We understand that climate-related risks may pose significant challenges to our business and that of our business partners and customers. These risks are among the main global concerns that could affect our revenue, operations, supply chain, engagement with stakeholders, and communication with investors. Besides physical risks, we might face stricter emission standards, more comprehensive emissions reporting, and higher carbon taxes due to regulatory changes. Considering these risks, reducing our carbon footprint, preparing for the impact on our business partners and customers, and taking advantage of new opportunities arising from the shift towards a low-carbon economy are crucial for our medium-to-long-term business strategy. Therefore, we are committed to enhancing our focus on ESG communication and climate reporting to effectively manage the expectations of our stakeholders.

Understand more on our Risk Management process in the Corporate Governance section by referring to Principle 9 on page 47 of this report.

SUSTAINABILITY **REPORT**

GHG Emissions & Reduction Targets

To work towards reducing our carbon footprint and our goal of reducing our Scope 1 and Scope 2 emissions by 50% in 2030, we aim to reduce our emissions by 3% annually in the short term. In the medium term, we plan to invest more in green technologies to achieve greater efficiencies and continue to build our capabilities to take on bolder strategies to accelerate the decarbonisation of our business operations.

For this year's reporting, we have taken further steps to further our commitment towards sustainability. To track our sustainability performance and to align to the Singapore Green Plan, we have established FY2022 as our baseline year. On top of Singapore, we have also broadened our reporting boundary to include our regional offices in Malaysia for this reporting period in this report. We also have plans to further broaden the reporting boundary to include other countries in the near future.

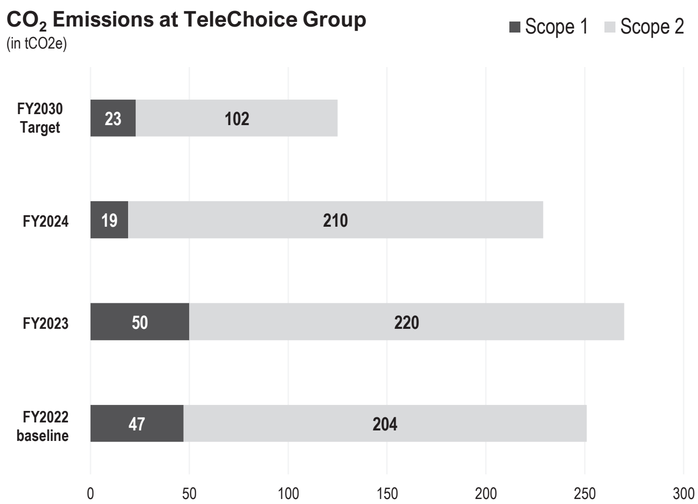
Our source of greenhouse gas (GHG) emissions comes primarily from electricity usage in our stores and offices, as well as fuel consumption by our company-owned vehicles.

For FY2024, Scope 1 accounts for 8.3% while Scope 2 accounts for 91.7% of our total emissions for FY2024.

Our total Scope 1 & 2 GHG emissions have been reduced by 8.8%, Scope 1 by 59.6%, Scope 2 by 2.9% and emissions intensity by 61.0%, compared to the baseline year.

In our commitment to sustainability, the company reviewed our fleet strategy and decided to decommission close to half of our vehicles. These efforts have significantly contributed to our reduction in Scope 1 emissions.

Moving forward as we plan our decarbonisation roadmap; we seek to implement new methods and processes to reduce our Scope 2 emissions.



FY2024 Emissions Reduction Scorecard	Unit	FY2022	FY2024[1]	Δ	
CO_2 Emissions[1]		baseline year	#	#	%
Scope 1	tCO_{2e}	47	19	-28	▼ 59.6
Scope 2 (location-based)	tCO_{2e}	204	210	6	▲ 2.9
Total Scope 1 & 2 emissions	tCO_{2e}	251	229	-22	▼ 8.8
CO_2 emissions intensity[2]	tCO_{2e}/m^2	.059	.023	- .036	▼ 61.0

Footnotes:
1. For this year's Sustainability Report, Singapore and Malaysia entities have been included for FY2024. We have also made a new inclusion of one of our warehouses for reporting. MWh as a unit of measurement has also been aligned across all electricity related measurements.
2. CO2 emissions intensity is based on the sum of Scope 1 & 2 calculations.

Energy Management

We track and assess our energy consumption and strive to improve energy efficiency in our operations. In 2024, our electricity consumption was 509.72 MWh, a 4.1% increase from the baseline year. However, our electricity intensity was reduced to .051 MWh per sqm, a 55.7% reduction against the baseline year. This was primarily due to our Consumer Division and N-Wave Technologies Sdn. Bhd. (N-Wave) moving to more energy efficient spaces, which resulted in a reduction of 48.6% and 54.7% MWh per sqm respectively in electricity intensity compared to FY2023.

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FY2024 Electricity & Energy Scorecard	Unit	FY2022	FY2024[1]	Δ		
Electricity Consumption		baseline year	#	#		%
Total electricity consumption	MWh	489.49	509.72	20.23	▲	4.1
Electricity intensity	MWh/m²	.115	.051	- .064	▼	55.7
Energy Consumption		baseline year	#	#		%
Total energy consumption[3]	GJ	2,448	2,107	-341	▼	13.9
Energy intensity	GJ/m²	.570	.278	- .292	▼	51.2

Footnotes:
3. The UK DEFRA conversion factors were used to calculate the caloric value of fuels.

Waste Management
TeleChoice has two general categories of waste. General waste comes primarily from retail and warehousing operations, which include paper, plastic, and wooden pallets. Electronic waste, or e-waste, consists of decommissioned IT & ICT equipment like communications equipment, notebooks, monitors, and servers. Mobile handset decommissioning and disposal are managed by our business partners and retailers. Our waste is managed by licensed recyclers who collect and sort the recyclable materials before disposing of the rest.

In this reporting period, we have registered 8.97 tons of general waste and 1.26 tons of e-waste from our business operations. The general waste came primarily from our warehousing operations and from the move from Toh Guan to the Pandan Crescent location; 6.93 tons of paper and 0.15 tons of plastics were diverted to recycling, with the remaining 1.89 tons for disposal. From our ICT Division, 1.26 tons of communications equipment such as switches and network phones were sent to our licensed e-waste vendor for recycling, salvage and disposal. The actual quantity of material recycled and salvaged was undisclosed, hence, all 1.26 tons of e-waste are treated as disposed. Moving forward, we will work more closely with our business partners for greater levels of transparency in the recycling-disposal process.

FY2024 Waste Management Scorecard	UOM	FY2024	FY2024	Δ		
Waste Management[1]		target	#	#		%
General waste from operations	t	2.62	8.97	6.35	▲	242
General Waste diverted to recycling						
- paper	t	–	6.93	–		–
- plastics	t	–	.15	–		–
- disposed	t	2.62	1.89	.73	▼	27.9
eWaste						
- recycled	t	–	–	–		–
- disposed[2]	t	–	1.26	–		–

Footnotes:
1. Starting this FY, we categorise our general waste into paper, plastics, e-waste and other un-recyclable waste from our operations.
2. Our business partner is licensed to handle e-waste from business operations, but as we were unable to obtain specific figures on the actual quantity of e-waste that was recycled, salvaged, or disposed, all 1.26 tons of e-waste are treated as disposed for this reporting period.

Our Next Steps
We are committed to continuing to build our knowledge and understanding of climate-related risks and opportunities and their potential financial impacts on TeleChoice. Our next steps are summarised below:

- Conduct further scenario analysis by selecting two scenarios, one of which is consistent with a future well below 2°C, for a more detailed assessment of the potential physical risks and transition opportunities for our business
- Continue to enhance climate understanding at the Board and Management levels by implementing ESG and climate-related training.
- Integrate climate risk assessment and management into the Group Enterprise Risk Management Framework
- Develop a roadmap towards net-zero.
- Engage business partners and customers on climate-related risks and opportunities.

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Annex I - TCFD Report – Scenario Analysis

Climate-Related Strategy over the Short, Medium and Long Term
Short Term
We anticipate enhanced regulatory requirements and stakeholder expectations for comprehensive reporting of GHG emissions. Our near-term strategy is to map out and report on our GHG emissions across our business divisions, using the Greenhouse Gas (GHG) Protocol. We currently report our Scope 1 and 2 GHG emissions in our sustainability reports. We have also committed ourselves to halve our Scope 1 and 2 emissions by 2030, aligning ourselves with the Singapore Green Plan and towards net-zero by 2050. The next course of action for TeleChoice Group is to analyse business processes to determine areas of opportunities and quick wins to improve operational and energy efficiency, while reducing our emissions to 50% from our baseline year of FY2022.

Medium Term
We will explore advanced decarbonisation strategies to reduce our operational emissions. Given that our location-based Scope 2 emissions account for 91.7% of our combined Scope 1 and 2 emissions, we are assessing options to transition to renewable energy sources. Our Scope 1 emissions currently account for 8.3% of our total Scope 1 and 2 emissions and originate primarily from our service vehicles. We will continue evaluating the feasibility of transitioning to electric or hybrid vehicles.

Long Term
Our long-term strategy would be to attempt to achieve net-zero emissions for our direct operations and work with like-minded.

Scenario Analysis
We have considered Shared Socioeconomic Pathways ("SSP") based climate scenarios from the Intergovernmental Panel on Climate Change's (**"IPCC"**) Sixth Assessment Report (**"AR6"**) and the corresponding Representative Concentration Pathways ("RCP") scenarios from the IPCC's fifth Assessment Report (**"AR5"**) for a qualitative analysis to develop our understanding about the potential impact of climate change over the short term, medium and long term on our business.

SSPs depict shifts in factors such as population, economic growth, education, urbanisation, and technological advancement that could influence future greenhouse gas emissions, offering narratives of potential pathways to various levels of warming. These are closely linked with RCPs, the scenarios utilised in AR5, which focus solely on atmospheric greenhouse gas concentrations. Together, SSPs and RCPs offer a more comprehensive understanding of possible future scenarios.

SSP Scenario Narratives
The SSPs provide a narrative of how the world could reach certain levels of warming, and outline how shifts in population, economy, education, urbanisation, and technology could impact greenhouse gas emissions and influence global warming levels, with corresponding RCPs detailed below.

SSP	RCP(s) Associated with SSP	SSP Narratives
SSP1	RCP 2.6	**Sustainability - Taking the Green Road:** The world is gradually, but pervasively, shifting toward a more sustainable path, emphasising more inclusive development that respects perceived environmental boundaries. The management of the global commons is slowly improving, educational and health investments are accelerating the demographic transition, and the emphasis on economic growth is shifting toward a broader focus on human well-being. Driven by an increasing commitment to achieving development goals, inequality is being reduced both across and within countries. Consumption is oriented towards low material growth and lower resource and energy intensity.
SSP2	RCP 4.5	**Middle of the Road:** The world follows a path in which social, economic, and technological trends do not shift markedly from historical patterns. Development and income growth proceed unevenly, with some countries making relatively good progress while others fall short of expectations. Global and national institutions work towards but make slow progress in achieving sustainable development goals. Environmental systems experience degradation, although there are some improvements, and overall, the intensity of resource and energy use declines. Global population growth is moderate and levels off in the second half of the century. Income inequality persists or improves only slowly, and challenges to reduce vulnerability to societal and environmental changes remain.
SSP3	RCP 7.0	**Regional Rivalry:** A resurgent nationalism, concerns about competitiveness and security, and regional conflicts push countries to increasingly focus on domestic or, at most, regional issues. Policies shift over time to become increasingly oriented toward national and regional security issues. Countries focus on achieving energy and food security goals within their own regions at the expense of broader-based development. Investments in education and technological development are likely to decline. Economic development is slow, consumption is material-intensive, and inequalities persist or worsen over time. Population growth is low in industrialised and high in developing countries. A low international priority for addressing environmental concerns leads to strong environmental degradation in some regions.

(continued in the next page)

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SSP	RCP(s) Associated with SSP	SSP Narratives
SSP5	RCP 8.5	**Fossil-fueled Development:** This world places increasing faith in competitive markets, innovation and participatory societies to produce rapid technological progress and development of human capital as the path to sustainable development. Global markets are increasingly integrated. There are also strong investments in health, education, and institutions to enhance human and social capital. At the same time, the push for economic and social development is coupled with the exploitation of abundant fossil fuel resources and the adoption of resource and energy intensive lifestyles around the world. All these factors lead to rapid growth of the global economy, while global population peaks and declines in the 21st century. Local environmental problems like air pollution are successfully managed. There is faith in the ability to effectively manage social and ecological systems, including geo-engineering if necessary.
Source: The Shared Socioeconomic Pathways and their energy, land use, and greenhouse gas emissions implications: An overview (Riahi et al 2017)		

We have referenced the following five SSP climate scenarios from the IPCC AR6 for our qualitative analysis:

SSPs	SSP Description	Corresponding RCPs	RCP Description	Best Estimate (°C)		
				Near Term (2021-2040)	Mid term (2041-2060)	Long Term (2081-2100)
SSP1-1.9	Sustainability	RCP 1.9	Global warming slowing down	1.5	1.6	1.4
SSP1-2.6		RCP 2.6		1.5	1.7	1.8
SSP2-4.5	Middle of the road	RCP 4.5	Global warming increasing	1.5	2.0	2.7
SSP3-7.0	Regional rivalry	RCP 7.0		1.5	2.1	3.6
SSP5-8.5	Fossil-fueled development	RCP 8.5		1.6	2.4	4.4
Source: IPCC AR6 (Climate Change 2021, The Physical Science Basis)						

Climate-related Risks and Opportunities

Based on the initial qualitative scenario analysis, an overview of our potential financial impacts of climate-related risks and opportunities is presented below.

Climate-Related Risks			
Risk Type	**Potential Financial Impacts**	**Financial Impact Category**	**Time Horizon**
Physical Risks			
Acute *Increased severity of extreme weather events such as cyclones and floods*	• A higher risk of severe weather events such as floods and cyclones can disrupt the supply chains of our telco, mobile device and network engineering partners, affecting our retail management services and resulting in loss of revenue and customer dissatisfaction. • Our operations may be affected by disruptions in deliveries caused by extreme weather events that interrupt materials supply and manufacturing operations for device manufacturers. • Extreme weather events such as floods and cyclones can impact our warehousing locations and disrupt our warehousing and supply chain management services as well as impact the well-being of employees who need to work outdoor.	Revenue	Medium to Long Term
Chronic *Changes in precipitation patterns and extreme variability in weather patterns* *Rising mean temperatures*	A warm climate can increase thermal stress and a health risk for our employees working outdoors such as in network engineering services and logistics services, lowering productivity and higher healthcare costs.	Expenditure	Medium to Long Term
Transition Risks			
Policy and Legal	• Increasing regulations around climate reporting, higher energy efficiency requirements, and carbon tax could increase compliance costs and the cost of operations. • Stricter regulations to curb or recycle electronic waste can increase compliance requirements for us, enhancing legal risk and compliance costs. • Cost of regulatory non-compliance.	Expenditure	Short to Medium Term
Technology	Rapid advancement in ICT technologies can make legacy investments stranded resulting in a financial loss for our business partners and us.	Assets: Tangibles	Medium to Long Term
Market	The inability to meet changing customer preferences such as demand for low energy and low carbon, recyclable devices and sustainable services can affect revenues and growth.	Revenue	Long Term
Reputation	Carbon-intensive operations, inadequate disclosure about our climate strategy and lower ESG ratings can affect our corporate reputation.	Assets: Intangibles	Short to Medium Term

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Climate-Related Opportunities			
Resource Efficiency	Enhancing energy efficiency in our operations can reduce costs. The saving could be substantial in a high energy-price environment.	Expenditure	Short to Medium Term
Energy Sources	Adopting renewable energy such as solar power could enhance our energy resilience and reduce our energy cost and carbon footprint.	Expenditure	Short to Medium Term
Products and Services	• A range of opportunities exists across our businesses as companies adopt ICT solutions to decarbonise their operations and societies increase the use of ICT solutions that support green lifestyles. • In a low-carbon environment, there is likely to be a higher demand for our services in big data, the Internet of Things (IoT), e-learning, e-commerce, wireless technologies, and infrastructure segments. For example, IoT sensors can help track, monitor, and manage the energy consumption of lighting and equipment. • Extreme weather may cause more frequent damage to the network infrastructure of our clients resulting in higher demand for repair and maintenance services. • Increased revenue from new orders as more customers decide to replace their old network equipment with energy-efficient equipment.	Revenue	Medium to Long Term

<table>
<tr><th>Scenario</th><th colspan="3">Well Below 1.5°C (SSP1-RCP 1.9)</th></tr>
<tr><td>Narrative</td><td colspan="3">A sustainable world characterised by low resource and energy intensity, inclusive development, and strong global cooperation to mitigate climate change.</td></tr>
<tr><td>Best Est. Temperature Increases</td><td>Near Term (2021-2040): 1.1°C</td><td>Mid Term (2041-2060): 1.3°C</td><td>Long Term (2081-2100): 1.4°C</td></tr>
<tr><td colspan="4">Physical Risks</td></tr>
<tr><td>Acute Risks</td><td></td><td colspan="2">Description: Reduced frequency of extreme weather events such as cyclones and floods due to strong mitigation efforts.
• Impact: Lower risk of supply chain disruptions and property damage.
• Financial Impact: Minimal revenue loss and operational costs.</td></tr>
<tr><td>Chronic Risks</td><td></td><td></td><td>Description: Slow changes in precipitation patterns and temperature increases.
• Impact: Minor thermal stress for outdoor workers; manageable impacts on productivity.
• Financial Impact: Minor increase in healthcare costs; minimal productivity loss.</td></tr>
<tr><td colspan="4">Transition Risks</td></tr>
<tr><td>Policy and Legal</td><td colspan="2">Description: Aggressive climate policies and regulations.
• Impact: High compliance costs; need for rapid adaptation to new regulations.
• Financial Impact: Increased operational costs.</td><td></td></tr>
<tr><td>Technology</td><td></td><td colspan="2">Description: Accelerated development of clean technologies.
• Impact: Investment in new technologies; potential for stranded assets.
• Financial Impact: Long Revenue growth from new market opportunities.</td></tr>
<tr><td>Market</td><td></td><td colspan="2">Description: Shift in consumer preferences towards sustainable products and services.
• Impact: Increased demand for sustainable ICT solutions.
• Financial Impact: Revenue growth from new market opportunities.</td></tr>
<tr><td>Reputation</td><td colspan="2">Description: Strong emphasis on corporate ESG performance.
• Impact: Enhanced corporate reputation and brand loyalty.
• Financial Impact: Increase in intangible assets.</td><td></td></tr>
<tr><td colspan="4">Opportunities</td></tr>
<tr><td>Resource Efficiency</td><td colspan="2">Description: Enhanced energy efficiency across operations.
• Impact: Reduction in operational costs.
• Financial Impact: Significant cost savings.</td><td></td></tr>
<tr><td>Energy Sources</td><td></td><td colspan="2">Description: Adoption of renewable energy sources.
• Impact: Lower carbon footprint; stable energy costs.
• Financial Impact: Long-term cost reductions.</td></tr>
<tr><td>Products and Services</td><td></td><td></td><td>Description: Development and deployment of sustainable ICT solutions.
• Impact: Increased market demand and revenue.
• Financial Impact: Growth in revenue streams.</td></tr>
</table>

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<table>
<tr><th>Scenario</th><th colspan="3">Above 3°C (SSP5-RCP 8.5)</th></tr>
<tr><td>Narrative</td><td colspan="3">A world characterised by rapid economic growth driven by fossil fuels, high resource and energy use, and minimal efforts to mitigate climate change.</td></tr>
<tr><td>Best Est. Temperature Increases</td><td>Near Term (2021-2040): 1.6°C</td><td>Mid Term (2041-2060): 2.4°C</td><td>Long Term (2081-2100): 4.4°C</td></tr>
<tr><td colspan="4">Physical Risks</td></tr>
<tr><td>Acute Risks</td><td colspan="2">Description: Increased frequency and severity of extreme weather events such as cyclones, floods, and heatwaves.
• Impact: Significant disruptions to supply chains, operations and employee safety
• Financial Impact: High revenue losses and increased operational expenses</td><td></td></tr>
<tr><td>Chronic Risks</td><td></td><td colspan="2">Description: Severe changes in precipitation patterns and substantial temperature increases.
• Impact: High thermal stress on outdoor workers; substantial reduction in productivity.
• Financial Impact: High healthcare costs and significant productivity loss</td></tr>
<tr><td colspan="4">Transition Risks</td></tr>
<tr><td>Policy and Legal</td><td rowspan="2"></td><td colspan="2">Description: Delayed but stringent climate regulations in response to severe climate impacts.
• Impact: Sudden increases in compliance costs; rapid need for adaptation.
• Financial Impact: High operational costs</td></tr>
<tr><td>Technology</td><td colspan="2">Description: Slow adoption of clean technologies; continued reliance on fossil fuels.
• Impact: Risk of obsolescence and stranded assets.
• Financial Impact: Loss on legacy investments.</td></tr>
<tr><td>Market</td><td colspan="2">Description: Gradual shift in consumer preferences; delayed market response.
• Impact: Potential loss of market share to more sustainable competitors.
• Financial Impact: Decrease in revenue.</td><td rowspan="2"></td></tr>
<tr><td>Reputation</td><td colspan="2">Description: Poor ESG performance damaging corporate reputation.
• Impact: Loss of customer and investor trust.
• Financial Impact: Reduction in intangible assets.</td></tr>
<tr><td colspan="4">Opportunities</td></tr>
<tr><td>Resource Efficiency</td><td rowspan="3"></td><td colspan="2">Description: Limited advancements in energy efficiency.
• Impact: Minor reductions in operational costs.
• Financial Impact: Moderate cost savings..</td></tr>
<tr><td>Energy Sources</td><td rowspan="2"></td><td>Description: Gradual adoption of renewable energy sources.
• Impact: Slow reduction in carbon footprint and energy costs.
• Financial Impact: Moderate cost reductions.</td></tr>
<tr><td>Products and Services</td><td>Description: Delayed development and deployment of sustainable ICT solutions.
• Impact: Slow market demand growth.
• Financial Impact: Gradual increase in revenue streams.</td></tr>
</table>

SUSTAINABILITY **REPORT**

Annex II – TCFD Disclosures

This report is aligned with the Task Force on Climate-Related Financial Disclosures (TCFD) recommendations. The following table indicates our TCFD disclosures.

Code	TCFD Recommendations	Page No.
Governance		
TCDF 1(a)	Describe the board's oversight of climate-related risks and opportunities.	69-70, 88
TCFD 1(b)	Describe management's role in assessing and managing climate-related risks and opportunities.	
Strategy		
TCFD 2(a)	Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	70, 91-96
TCFD 2(b)	Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	
TCFD 2(c)	Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	
Risk Management		
TCFD 3(a)	Describe the organisation's processes for identifying and assessing climate-related risks.	70, 88
TCFD 3(b)	Describe the organisation's processes for managing climate-related risks.	
TCFD 3(c)	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	
Metrics & Targets		
TCFD 4(a)	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	64, 76
TCFD 4(b)	Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.	64, 89-89
TCFD 4(c)	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	62, 76,89-89

SUSTAINABILITY
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Annex III - GRI Content Index

Statement of Use	TeleChoice International Limited has reported in accordance with GRI Standards for the period 1st January 2024 to 31st December 2024.
GRI 1 Used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	Not applicable as a GRI sector standard is not available for our industry

GRI Standard	Disclosures	Page No./Location
Organisation Details and Reporting Practices		
GRI 2-1	Organisational details	1, 13-20
GRI 2-2	Entities included in the organisation's sustainability reporting	62
GRI 2-3	Reporting period, frequency and contact point	62-63
GRI 2-4	Restatements of information	63
GRI 2-5	External assurance	63
Activities and Workers		
GRI 2-6	Activities, value chain and other business relationships	13-20
GRI 2-7	Employees	64,80-86
GRI 2-8	Workers who are not employees	84
Governance		
GRI 2-9	Governance structure and composition	6-12, 21, 23-34
GRI 2-10	Nomination and selection of the highest governance body	34-38
GRI 2-11	Chair of the highest governance body	34
GRI 2-12	Role of the highest governance body in overseeing the management of impacts	69-70, 75
GRI 2-13	Delegation of responsibility for managing impacts	22-24, 69-70, 75
GRI 2-14	Role of the highest governance body in sustainability reporting	22-24, 69-70, 75
GRI 2-15	Conflicts of interest	72
GRI 2-16	Communication of critical concerns	59
GRI 2-17	Collective knowledge of the highest governance body	6-10, 30-33, 69
GRI 2-18	Evaluation of the performance of the highest governance body	38-39
GRI 2-19	Remuneration policies	41-42
GRI 2-20	Process to determine remuneration	41-46
GRI 2-21	Annual total compensation ratio	Confidentiality constraints: Not disclosed due to job market sensitivity
Strategies, Policies and Practices		
GRI 2-22	Statement on sustainable development strategy	4
GRI 2-23	Policy commitments	70-72, 74, 79, 80, 82, 84
GRI 2-24	Embedding policy commitments	70-72, 74, 79, 80, 82, 84
GRI 2-25	Processes to remediate negative impacts	59, 70-72, 80, 82-84, 88-90
GRI 2-26	Mechanisms for seeking advice and raising concerns	59, 84
GRI 2-27	Compliance with laws and regulations	66, 71
GRI 2-28	Membership associations	85
Stakeholder Engagement		
GRI 2-29	Approach to stakeholder engagement	57-58, 76-77, 83
GRI 2-30	Collective bargaining agreements	85
Material Topics		
GRI 3-1	Process to determine material topics	74-76
GRI 3-2	List of material topics	75

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Environmental		
Energy		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 88-89
GRI 302 Energy 2016	302-1 Energy consumption within the organisation	64, 88, 89
	302-2 Energy consumption outside the organisation	N.A; due to limitations in data availability and tracking
	302-3 Energy intensity	64, 89
	302-4 Reduction of energy consumption	89
	302-5 Reductions in energy requirements of products and services	N.A; due to limitations in data availability and tracking
Emissions		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 88-89
GRI 305 Emissions 2016	305-1 Direct (Scope 1) GHG emissions	64, 89
	305-2 Energy indirect (Scope 2) GHG emissions	64, 89
	305-3 Other indirect (Scope 3) GHG emissions	N.A; due to limitations in data availability and tracking
	305-4 GHG emissions intensity	64, 89
Waste		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 88-89
GRI 306 Waste 2020	306-1 Waste generation and significant waste-related impacts	64, 90
	306-2 Management of significant waste-related impacts	64, 90
	306-3 Waste generated	64, 90

Social		
Attracting and Retaining Talent		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 81
GRI 401 Employment 2016	401-1 New Employee hires and employee turnover	64, 81
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	82
	401-3 Parental Leave	82
Occupational Health and Safety (OHS)		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 83-84
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	84
	403-2 Hazard identification, risk assessment, and incident investigation	84
	403-3 Occupational health services	82
	403-4 Worker participation, consultation, and communication on occupational health and safety	84
	403-5 Worker training on occupational health and safety	84
	403-6 Promotion of worker health	82
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	79, 83-84
	403-8 Workers covered by an occupational health and safety management system	83-84
	403-9 Work-related injuries	84
Employee Development		
GRI 3 Material Topics 2021	3-3 Management of material topics	73-76, 85
GRI 404 Training and Education 2016	404-1 Average hours of training per year per employee	85
	404-2 Programs for upgrading employee skills and transition assistance programs	82, 85
	404-3 Percentage of employees receiving regular performance and career development reviews	86

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Diversity Equity and Inclusion (DE&I)		
GRI 3 Material Topics 2021	3-3 Management of material topics	29-33, 73-76, 80
GRI 405 Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	29-33, 64-64, 80-80
	405-2 Ratio of basic salary and renumeration of women to men	Not disclosed; due to variations in job grades and seniority, it is decided that broad-based comparisons would not accurately reflect our commitment to fair and equitable compensation.
Non-Discrimination		
GRI 3: Material Topics 2021	3-3 Management of material topics	73-76, 82
GRI 406 Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	82

Governance		
Anti-Corruption		
GRI 3 Material Topics 2021	3-3 Management of material topics	59, 71, 73-76
GRI 205 Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	71
	205-2 Communication and training about anti-corruption policies and procedures	71
	205-3 Confirmed incidents of corruption and actions taken	71
Information Security and Personal Data Protection		
GRI 3 Material Topics 2021	3-3 Management of material topics	71, 73-76
GRI 418 Customer Privacy	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data.	71

FINANCIAL CONTENTS

GROUP
FINANCIAL REVIEW

1.0 Operating Results of the Group

In $ million	FY2024	FY2023	Change
Revenue	**380.4**	**238.1**	**59.8%**
Gross profit	34.3	17.0	101.9%
Other income	0.2	0.7	-74.3%
Total expenses	(374.7)	(248.0)	-51.1%
Operating PBT/(LBT)	5.9	(9.2)	163.4%
Share of profit of associate (net of tax)	0.22	0.09	146.7%
Impairment of investment in associate	–	(1.7)	nm
PBT/(LBT)	**6.1**	**(10.8)**	**156.2%**
PAT/(LAT)	4.2	(11.5)	136.3%
PATMI/(LATMI)	**4.2**	**(11.5)**	**136.3%**

nm – not meaningful

1.1 Revenue

Group revenue increased by 59.8% or $142.3 million to $380.4 million in FY2024.

Personal Communications Solutions Services ("PCS") Division contributed to 63.5% of Group revenue in FY2024 (FY2023: 47.0%). Revenue increased by 115.9% to $241.4 million in FY2024. Against FY2023, both the Singapore and Malaysian operations recorded an increase in revenue in FY2024. The higher revenue from the Malaysian operations was attributed to revenue recognised from the Fourth Party logistics services ("4PL") fulfilment and managed services contract signed with U Mobile Sdn Bhd ("U Mobile") in February 2024. The increase in revenue from the Singapore operations was largely from the managed service contract since June 2023 with global handset maker Honor in Singapore.

Info-Communications Technology Services ("ICT") Division contributed to 22.5% of Group revenue in FY2024 (FY2023: 32.2%). Revenue increased by 11.8% to $85.7 million in FY2024. The higher revenue in FY2024 was mainly from its IT business, partially offset by the Communications business.

Network Engineering Services ("NES") Division contributed to 14.0% of Group revenue in FY2024 (FY2023: 20.8%). Revenue increased by 7.4% to $53.3 million in FY2024. The higher revenue contribution was from its Singapore operations.

1.2 Gross profit

In $ million	FY2024	FY2023	Change
Gross profit	34.3	17.0	101.9%
Gross margin	9.0%	7.1%	1.9 ppt

ppt – percentage point

Gross profit increased to $34.3 million in FY2024. All divisions recorded higher gross profit in FY2024.

Gross margin increased from 7.1% in FY2023 to 9.0% in FY2024. The improvements were contributed by all divisions.

1.3 Other income

Other income in FY2023 was mainly attributed to marketing funds.

GROUP FINANCIAL REVIEW

1.4 Total expenses

In $ million	FY2024	FY2023	Change
Cost of sales	346.1	221.1	56.5%
Selling and marketing expenses	10.5	7.7	36.7%
Administrative expenses	17.0	18.1	-5.7%
Other expenses	(0.9)	0.5	-283.9%
Net Finance costs	2.0	0.6	225.9%
Total expenses	**374.7**	**248.0**	**51.1%**
Included in total expenses:			
Staff costs	35.0	41.0	-14.7%
Depreciation and amortisation	3.0	4.7	-36.1%

Total expenses, including cost of sales, amounted to $374.7 million in FY2024, an increase of 51.1% or $126.7 million compared to FY2023. The increase in total expenses by 51.1% was mainly from Cost of sales. This was in line with the increase in revenue of 59.8%.

Cost of sales comprises cost of equipment sold, and commissions, costs of cabling and installation, network expenses, depreciation and amortisation, and attributable direct overheads. Cost of sales increased by 56.5% or $125.0 million against FY2023 to support the increase in revenue in FY2024.

Selling and marketing expenses increased by 36.7% or $2.8 million against FY2023 mainly due to higher marketing expenses and staff related costs incurred by the PCS Division to support the increase in sales activities.

Administrative expenses decreased by 5.7% or $1.1 million against FY2023 mainly due to lower staff costs and professional fees incurred.

Other expenses decreased by 283.9% or $1.4 million compared to FY2023. In FY2024, there was exchange gain arising from repayment and revaluation of the short-term SGD loan to a subsidiary in Malaysia. In FY2023, there was exchange loss mainly from translation arising from the revaluation of the short-term SGD loan to a subsidiary in the Philippines.

Net Finance costs increased by 225.9% or $1.4 million against FY2023 mainly due to higher bank loans secured to finance the working capital required to support the fulfilment of 4PL to U Mobile.

Staff costs decreased by 14.7% or $6.0 million against FY2023 were attributed to both the ICT and Engineering divisions.

Depreciation and amortisation costs decreased by 36.1% or $1.7 million to $3.0 million in FY2024. The decrease was due to lower depreciation of right-of-use assets with closure of several retail outlets.

1.5 Share of profit of an associate (net of tax)

Share of profit of $0.22 million in FY2024 (FY2023: share of profit of $0.09 million) was from MVI Holdings Limited ("MVI"). The improvement in FY2024 was due to higher revenue and gross profit recognised during the year.

1.6 Impairment of investment in associate

In FY2023, there was a partial impairment of $1.7 million on the cost of the investment in associate due to the recoverable amount being below its carrying value. The cost of investment in associate was written down to the Group share of MVI's net book value as at 31 December 2023.

1.7 Operating profit/(loss) before share of profit of associate and income tax

Operating profit/(loss) before tax margin	FY2024	FY2023	Change
PCS	2.7%	0.3%	2.4 ppt
ICT*	-1.6%	-8.3%	6.7 ppt
NES	1.3%	-6.6%	7.9 ppt
Group*	**1.5%**	**-3.9%**	**5.4 ppt**

** FY2024: exclude share of profit from an associate of $0.22 million. FY2023: exclude impairment of investment in associate of $1.7 million and share of profit from an associate of $0.09 million.*

ppt – percentage point

GROUP
FINANCIAL REVIEW

In FY2024, the Group recorded an operating profit before tax of $6.1 million as compared to an operating loss before tax of $9.1 million in FY2023. The PCS and NES Divisions reported a higher operating profit of $6.6 million and $0.7 million respectively in FY2024 while the ICT Division recorded a lower loss of $1.2 million in FY2024.

All three business divisions recorded improvement in operating margins in FY2024. This resulted in the Group operating profit margin to improve from -3.9% in FY2023 to 1.6% in FY2024.

Personal Communications Solutions Services ("PCS") Division registered profit before tax of $6.6 million in FY2024 as compared to a profit before tax of $0.4 million in FY2023. The Malaysian operations continued to be a significant profit contributor and had recorded higher profit before tax due to higher revenue recognised from the recent 4PL fulfilment and managed services contract signed with U Mobile in February 2024. Additionally, there was an exchange gain of $1.2 million arising from repayment and revaluation of the SGD loan due to its holding company in Singapore. These were partially offset by higher financing costs incurred to finance the increase in working capital requirement to support the increase in sales activities. The Singapore operations breakeven in FY2024 as compared to losses recorded for FY2023 due to higher revenue from its managed service contract with Honor and closure of several underperforming stores.

Info-Communications Technology Services ("ICT") Division recorded lower operating loss before share of profit of associate and tax of $1.4 million in FY2024 as compared to an operating loss before share of profit of associate and tax of $6.3 million in FY2023. This was mainly due to higher revenue and higher gross margin as well as lower staff related costs in FY2024. The significant improvement was mainly from the Communications business recording a profit in FY2024 against a loss in FY2023 after the restructuring was completed in FY2024. IT business recorded a lower loss in FY2024 against FY2023 due to higher revenue recognised by its Digital Infrastructure business. This business secured two major orders from the Healthcare and Hospitality sectors. The IT business loss was primarily from its Tech & Apps Services business due to its lower order book secured as well as additional costs incurred to complete certain long-term projects.

Network Engineering Services ("NES") Division recorded profit before tax of $0.7 million in FY2024 as compared to a loss before tax of $3.3 million in FY2023. The Indonesian operations continued to be the main profit contributor for both periods. The significant improvement against the previous period was mainly attributed to the Philippines operations write off of contract assets resulting from cancellation of orders in FY2023. There were also lower losses recorded from the Singapore operations in FY2024 due to higher revenue recognised from its structured cabling business.

1.8 Profit/(loss) after tax and non-controlling interests

In $ million	FY2024	FY2023	Change
Income tax expenses	1.9	0.7	178.7%
Profit/(loss) after tax and non-controlling interests	**4.2**	**(11.5)**	**136.3%**
Profit/(loss) after tax margin	1.1%	-4.8%	5.9 ppt

ppt – percentage point

The Group recorded **PATMI** of $4.2 million in FY2024 against loss after tax of $11.5 million in FY2023. All three Divisions contributed to the significant improvement. There was no impairment loss on investment recognised in FY2024.

Income tax expenses in FY2024 was 178.7% higher than FY2023 due to higher profit recorded by the PCS operations in Malaysia.

2. Liquidity and Capital Resources

Cash flow (In $ million)	FY2024	FY2023	Change
Cash flow from:			
Operating activities	(12.8)	11.9	-207.9%
Investing activities	(0.7)	(0.4)	-78.9%
Financing activities	19.0	3.3	479.7%
Net change in cash and cash equivalents	5.5	14.8	-63.0%
Cash and cash equivalents at end of year	**38.6**	**32.8**	**17.6%**

nm – not meaningful

GROUP FINANCIAL REVIEW

Group's cash and cash equivalents increased by 17.6% from $32.8 million as at 31 December 2023 to $38.6 million as at 31 December 2024.

The Group's bank borrowings increased from $16.1 million as at 31 December 2023 to $38.3 million as at 31 December 2024.

Net cash decreased from $16.7 million as at 31 December 2023 to $0.3 million as at 31 December 2024. Net cash per share decreased from 3.7 cents per share as at 31 December 2023 to 0.1 cents per share as at 31 December 2024.

Operating Activities

Operating profit was recorded for FY2024. Net cash outflow in FY2024 was mainly due to the negative changes in working capital attributable to higher trade receivables and inventories balances, which were partially mitigated by higher trade payable balances. Net cash inflow in FY2023 was mainly due to positive changes in working capital attributable to lower contract assets, lower trade receivables balances and higher trade payables balances.

Investing Activities

Net cash outflow in FY2024 was mainly in capital expenditure. Capital expenditure in FY2024 was higher from purchases of motor vehicles for the Indonesian operations and office and warehouse renovation for PCS operations' new premises in Singapore. In FY2023, there was a net cash outflow from the disposal of its wholly-owned subsidiary, NexWave Telecoms Pte. Ltd. on 31 May 2023.

Financing Activities

The net cash inflow in FY2024 was mainly due to net proceeds from bank loans to finance the working capital required to support the fulfilment of 4PL to U Mobile. In 2H2024, due to the Company's low public float and low trading liquidity, the outstanding FY2022 and FY2023 Restricted Share Plan ("RSP") were settled in cash. In FY2023, the outstanding FY2021 RSP was also settled in cash.

3. Shareholders Returns

	FY2024	FY2023	Change
Net dividends per share (cents) – ordinary	0.125	–	nm
Dividends declared ($ million)	0.6	–	nm
Dividend payout ratio (%)	14.3%	–	nm
Dividend yield (%)	1.6%	–	nm
Basic Earnings per share (cents)[1]	0.92	(2.54)	136.3%
Return on equity (%)	11.8%	-36.7%	48.5 ppt
Return on capital employed (%)	7.6%	-22.2%	29.8 ppt
Return on total assets (%)	2.1%	-9.1%	11.2 ppt

ppt – percentage point

nm – not meaningful

Note:

(1) The number of shares used for the purpose of calculating the EPS for FY2024 and FY2023 were 452,812,000 and 452,491,000 respectively.

For FY2024, the Company has proposed a final dividend of 0.125 cents per ordinary share or $0.6 million. Total dividend paid since listing in June 2004 will be 31.00 cents per share or $139.9 million. This represents 96.0% of earnings over the same period.

Year-on-year earnings per share increase from -2.54 cents in FY2023 to 0.92 cents in FY2024.

Return on equity increase from -36.7% in FY2023 to 11.8% in FY2024. Return on capital employed and return on total assets were 7.6% (FY2023: -22.2%) and 2.1% (FY2023: -9.1%) respectively.

DIRECTORS' **STATEMENT**

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2024.

In our opinion:

(a) the financial statements set out on pages 116 to 182 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International); 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.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Directors

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

Ronald Seah Lim Siang	
Stephen Geoffrey Miller	
Pauline Lim Wong Mae Sum	
Cheah Sui Ling	
Yeo Siew Chye Stephen	
Shailesh Anand Ganu	
Lim Yong	
Adrian Chan Pengee	(Appointed on 24 April 2024)
Jennifer Duong Young	(Appointed on 24 April 2024)

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:

Name of director and related corporations in which interests (fully paid ordinary shares unless otherwise stated) are held	Holdings at beginning of the year	Holdings at end of the year
The Company		
Ordinary shares		
Ronald Seah Lim Siang	872,000	1,854,000
Stephen Geoffrey Miller	494,000	968,000
Pauline Wong Mae Sum	3,728,778	3,728,778
Cheah Sui Ling	211,000	746,000
Yeo Siew Chye Stephen	176,000	620,000
Shailesh Anand Ganu	–	144,000
Ho Koon Lian Irene (Resigned on 24 April 2024)	637,000	885,000
Lim Yong	–	–
Adrian Chan Pengee (Appointed on 24 April 2024)	–	–
Jennifer Duong Young (Appointed on 24 April 2024)	–	–

DIRECTORS' STATEMENT

Name of director and related corporations in which interests (fully paid ordinary shares unless otherwise stated) are held	Holdings at beginning of the year/the date of appointment	Holdings at end of the year/the date of resignation
Related Corporations		
CapitaLand Ascendas REIT Management Limited (Formerly known as Ascendas Fund Management (S) Limited)		
Unitholdings in CapitaLand Ascendas REIT (Formerly known as (Ascendas Real Estate Investment Trust)		
Yeo Siew Chye Stephen	16,000	16,000
CapitaLand Ascott Trust Management Limited (Formerly known as Ascott Residence Trust Management Limited and Ascott Business Trust Management Pte. Ltd.)		
Unitholdings in CapitaLand Ascott Trust (Formerly known as Ascott Residence Trust)		
Yeo Siew Chye Stephen	45,920	45,920
CapitaLand Investment Limited		
Ordinary Shares		
Yeo Siew Chye Stephen	65,043	65,043
Jennifer Duong Young (Appointed on 24 April 2024)	–	3,800
CapitaLand Integrated Commercial Trust Management Limited		
Unitholdings in CapitaLand Integrated Commercial Trust		
Yeo Siew Chye Stephen	33,715	33,715
CapitaLand China Trust Management Limited (Formerly known as CapitaLand Retail China Trust Management Limited)		
Unitholdings in CapitaLand China Trust (Formerly known as CapitaLand Retail China Trust)		
Yeo Siew Chye Stephen	64,000	64,000
Datameer, Inc.		
Stock option to purchase shares of common stock, exercisable by 15.11.2027 at US$1.56 each		
Stephen Geoffrey Miller		
- Held in the name of STT inTech Pte. Ltd.	1,146,953	1,146,953
MPACT Management Ltd. (Formerly known as Mapletree Commercial Trust Management Ltd.)		
Unitholdings in Mapletree Pan Asia Commercial Trust (Formerly known as Mapletree Commercial Trust)		
Yeo Siew Chye Stephen	3,000	3,000
Mapletree Industrial Trust Management Ltd.		
Unitholdings in Mapletree Industrial Trust		
Ho Koon Lian Irene (Resigned on 24 April 2024)	40,000	40,000
Mapletree North Asia Commercial Trust Management Ltd.		
Unitholdings in Mapletree North Asia Commercial Trust		
Yeo Siew Chye Stephen	3,000	3,000

DIRECTORS' STATEMENT

Name of director and related corporations in which interests (fully paid ordinary shares unless otherwise stated) are held	Holdings at beginning of the year/the date of appointment	Holdings at end of the year/the date of resignation
Related Corporations (cont'd)		
Singapore Airlines Limited **Ordinary shares**		
Yeo Siew Chye Stephen	1,000	1,000
Singapore Airlines Limited **Bond- 0% Mandatory Convertible Bonds: 2021-8/6/2030 SGXF74459318**		
Jennifer Duong Young (Appointed on 24 April 2024)	13,063	-
Singapore Technologies Engineering Ltd **Ordinary shares**		
Yeo Siew Chye Stephen	5,000	5,000
Ho Koon Lian Irene (Resigned on 24 April 2024)	6,000	6,000
Singapore Technologies Telemedia Pte Ltd ("ST Telemedia") **5.0% Subordinated Perpetual Securities issued under ST Telemedia's S$2,000,000,000 Multicurrency Debt Issuance Programme**		
Stephen Geoffrey Miller	S$250,000	S$250,000
4.2% Subordinated Perpetual Securities issued under ST Telemedia's S$2,000,000,000 Multicurrency Debt Issuance Programme		
Ho Koon Lian Irene (Resigned on 24 April 2024)	S$250,000	S$250,000
Singapore Telecommunications Limited **Ordinary shares**		
Yeo Siew Chye Stephen	68,360	68,360
Ho Koon Lian Irene (Resigned on 24 April 2024)	190	190
Jennifer Duong Young (Appointed on 24 April 2024)	110,000	110,000
StarHub Ltd **Ordinary shares**		
Stephen Geoffrey Miller	214,000	247,100
Yeo Siew Chye Stephen	11,000	11,000
Ho Koon Lian Irene (Resigned on 24 April 2024)	15,000	15,000
STT GDC Pte. Ltd. ("STT GDC") **3.59% Notes issued under STT GDC's S$1,500,000,000 Multicurrency Debt Issuance Programme**		
Ho Koon Lian Irene (Resigned on 24 April 2024)	S$250,000	S$250,000
5.7% Sustainability-Linked Perpetual Securities issued under STT GDC's S$1,500,000,000 Multicurrency Debt Issuance Programme		
Ho Koon Lian Irene (Resigned on 24 April 2024)	S$250,000	S$250,000
Stephen Geoffrey Miller	–	S$250,000

DIRECTORS' **STATEMENT**

Name of director and related corporations in which interests (fully paid ordinary shares unless otherwise stated) are held	Holdings at beginning of the year/the date of appointment	Holdings at end of the year/the date of resignation
Related Corporations (cont'd)		
Temasek Financial (IV) Private Limited 1.8% 5-years T2026 S$ Temasek Bond		
Jennifer Duong Young (Appointed on 24 April 2024)	30,000	30,000

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year.

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

Except as disclosed under the "Equity Compensation Benefits" section of this statement, 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.

Equity Compensation Benefits

Long Term Incentive Plans

The TeleChoice Restricted Share Plan (the "TeleChoice RSP") (as amended) and TeleChoice Performance Share Plan (the "TeleChoice PSP") (as amended) (collectively referred to as the "Plans"), were approved and adopted by the members at an Extraordinary General Meeting of the Company held on 27 April 2007 and certain amendments to the TeleChoice RSP and TeleChoice PSP were approved and adopted by the members at the Annual General Meeting of the Company held on 26 April 2018.

Information regarding the Plans is set out below:

(i) The Plans were established with the objective of motivating senior executives to strive for superior performance and sustaining long-term growth for the Company.

(ii) The Plans are administered, prior to 24 April 2024, by the Company's Remuneration Committee comprising three directors, namely Ronald Seah Lim Siang, Yeo Siew Chye Stephen and Stephen Geoffrey Miller and, with effect from 24 April 2024, by the Company's Nominating and Remuneration Committee comprising three directors, namely Yeo Siew Chye Stephen, Stephen Geoffrey Miller and Adrian Chan Pengee (the "Committee").

(iii) The following persons (collectively referred to as the "Eligible Persons") shall be eligible to participate in the Plans at the absolute discretion of the Committee:

a. employees and non-executive directors of the Company and/or any of its subsidiaries;

b. employees and non-executive directors of STT Communications Ltd and its subsidiaries, who may be seconded to render services and contribute to the success of the Group; and

c. employees of associated companies.

(iv) Controlling shareholders and associates of controlling shareholders of the Company will not be eligible to participate in the Plans.

(v) Under the TeleChoice PSP (as amended), conditional awards of shares are granted. Awards represent the right of a participant to receive fully paid shares upon the participant achieving certain pre-determined performance targets which are set based on corporate objectives aimed at sustaining longer-term growth. The vesting period of the awards granted under the Plans is between one to three years. After the awards vest, the shares comprised in the awards are issued at the end of the performance and/or service period once the Committee is, at its sole discretion, satisfied that the prescribed performance targets have been achieved.

DIRECTORS' STATEMENT

The actual number of shares given will depend on the level of achievement of the prescribed performance targets over the performance period, currently prescribed to be a three-year period. No shares will be delivered if the threshold performance targets are not achieved, while up to 1.5 times the number of shares that are the subject of the award will be delivered if the stretched performance targets are met or exceeded.

(vi) Under the TeleChoice RSP (as amended), conditional awards vest over a three-year period, once the Committee is, at its sole discretion, satisfied that the performance and extended service conditions are attained. For the RSP grants for 2017 onwards, the total number of shares to be awarded depends on the level of attainment of the individual performance targets.

(vii) Since the commencement of the Plans to the financial year ended 31 December 2024, conditional awards aggregating 73,606,305 (2023: 62,875,305) shares have been granted under the aforesaid Plans, representing the number of shares to be delivered based on the achievement against the pre-determined target performance levels. 9,399,460 shares under the Plans were released during the financial year ended 31 December 2024 (2023: 4,043,405 shares), 5,415,295 (2023: 3,004,405) shares were paid in the form of cash.

(viii) During the financial year ended 31 December 2024, conditional awards aggregating 7,000,000 (2023: 4,652,495) shares have been granted under the Plans, representing the number of shares to be delivered based on the achievement against the pre-determined target performance levels. An aggregate 14,665,795 shares under the Plans were outstanding as at 31 December 2024 (2023: 15,690,160 shares).

(ix) During the financial year ended 31 December 2024, restricted share awards aggregating 2,015,000 (2023: 1,716,000) shares were also granted under the TeleChoice RSP. These share awards formed 30% (2023: 30%) of the payment of Directors' fee for the financial year ended 31 December 2023 (2023: 31 December 2022) to all of the Directors (other than Mr Lim Chai Hock Clive and Lim Yong) and were granted without any performance or vesting conditions attached, but subject to a selling moratorium and other terms and conditions.

(x) Since commencement of the Plans, no share awards were granted under the Plans at a discount.

The details of the Plans granted to the Directors of the Company are as follows:

Name of Directors	Granted during the financial year Share Awards	Aggregate granted since the commencement of the Plans to 31 December 2024 Share Awards	Aggregate exercised/released since the commencement of the Plans to 31 December 2024 Share Awards	Aggregate outstanding as at 31 December 2024 Share Awards
Ronald Seah Lim Siang	506,000	1,854,000	1,854,000	–
Stephen Geoffrey Miller	238,000	968,000	968,000	–
Cheah Sui Ling	287,000	746,000	746,000	–
Yeo Siew Chye Stephen	238,000	620,000	620,000	–
Ho Koon Lian Irene	287,000	1,167,000	1,167,000	–
Lim Chai Hock Clive	–	183,000	183,000	–
Tang Yew Kay Jackson [1]	–	1,096,000	1,096,000	–
Shailesh Anand Ganu	144,000	144,000	144,000	–
Pauline Wong Mae Sum	3,410,000	12,104,690	4,463,658	5,045,830

Name of Directors	Granted during the financial year Share Awards	Aggregate granted since the commencement of the Plans to 31 December 2023 Share Awards	Aggregate exercised/released since the commencement of the Plans to 31 December 2023 Share Awards	Aggregate outstanding as at 31 December 2023 Share Awards
Ronald Seah Lim Siang	476,000	1,348,000	872,000	476,000
Stephen Geoffrey Miller	236,000	730,000	494,000	236,000
Cheah Sui Ling	248,000	459,000	211,000	248,000
Yeo Siew Chye Stephen	206,000	382,000	176,000	206,000
Ho Koon Lian Irene	248,000	880,000	632,000	248,000
Lim Chai Hock Clive	–	183,000	183,000	–
Tang Yew Kay Jackson [1]	302,000	1,096,000	794,000	302,000

1 Tang Yew Kay Jackson retired as a Director of the Company with effect from 31 December 2022. The grant for the financial year was related to FY2022 director's fees in shares.

DIRECTORS' **STATEMENT**

Since the commencement of the Plans, no share awards have been granted to any participant who is a controlling shareholder of the Company or an associate of such controlling shareholder (save for Mr Lim Chai Hock Clive, who was a controlling shareholder of the Company until 26 December 2013, when he then became an associate of a controlling shareholder). Mr Lim Chai Hock Clive had informed the Company and the Company had in turn on 4 March 2019, announced that he had acquired all the shares of Leap International Pte Ltd ("Leap") from his daughter, Ms Lim Shi, and is deemed to be interested in all the shares of the Company that are held by Leap. The grant of the share awards to Mr Lim Chai Hock Clive as part of his director's remuneration for the financial years ended 31 December 2013, 2014, 2015 and 2016 were approved and ratified by the independent members at the Annual General Meeting of the Company held on 26 April 2018.

Set out below are the details of the participants who have received share awards granted under the Plans which represent 5% or more of the total number of share awards granted to date under the Plans. The terms of these share awards are set out above.

Participants	Granted during the financial year Share Awards	Aggregate granted since the commencement of the Plans to 31 December 2024 Share Awards	Aggregate exercised/released since the commencement of the Plans to 31 December 2024 Share Awards	Aggregate outstanding as at 31 December 2024 Share Awards
Loh Sur Jin Andrew	–	4,807,000	2,974,300	–
Lim Shuh Moh Vincent	–	12,957,220	4,297,203	4,575,410
Lee Yoong Kin	–	7,839,690	4,319,918	303,330
Pauline Wong Mae Sum	3,410,000	12,104,690	4,463,658	5,045,830
Wong Loke Mei	400,000	4,058,800	2,197,044	1,066,660
Goh Song Puay	–	3,239,050	1,978,874	575,000
Jessie Sng Bee Kwang	1,090,000	2,294,000	704,000	1,590,000
Suwanto Santoso	1,090,000	2,800,860	1,155,066	1,373,330

Participants	Granted during the financial year Share Awards	Aggregate granted since the commencement of the Plans to 31 December 2023 Share Awards	Aggregate exercised/released since the commencement of the Plans to 31 December 2023 Share Awards	Aggregate outstanding as at 31 December 2023 Share Awards
Loh Sur Jin Andrew	–	4,807,000	2,974,300	–
Lim Shuh Moh Vincent	1,705,000	12,957,220	3,379,368	5,493,245
Lee Yoong Kin	–	7,839,690	3,635,508	987,740
Pauline Wong Mae Sum	725,000	8,694,690	3,779,248	2,320,240
Wong Loke Mei	400,000	3,658,800	1,595,379	1,268,325
Goh Song Puay	345,000	3,239,050	1,459,964	1,093,910

The details of the participants who have received share awards granted under the Plans which represent 5% or more of the total number of share awards available to all directors and employees of the Company and its subsidiaries during the financial year ended 31 December 2024 are as follows:

Participants	Number of share awards granted under the Plans during the financial year ended 31 December 2024	Number of share awards granted under the Plans during the financial year ended 31 December 2023
Lim Shuh Moh Vincent	–	1,705,000
Pauline Wong Mae Sum	3,410,000	725,000
Wong Loke Mei	400,000	400,000
Goh Song Puay	–	345,000
Jessie Sng Bee Kwang	1,090,000	–
Suwanto Santoso	1,090,000	–

DIRECTORS' **STATEMENT**

Audit Committee

The members of the Audit Committee during the year were:

- Cheah Sui Ling, Non-Executive and Independent Director (Chairman from 1 January 2024 to 24 April 2024 and Member from 24 April 2024 to 31 December 2024)
- Ho Koon Lian Irene, Non-Executive and Non-Independent Director (Member from 1 January 2024 to 24 April 2024)
- Yeo Siew Chye Stephen, Non-Executive and Lead Independent Director (Member from 1 January 2024 to 24 April 2024)
- Adrian Chan Pengee, Non-Executive and Independent Director (Chairman from 24 April 2024 to 31 December 2024)
- Jennifer Duong Young, Non-Executive and Independent Director (Member from 24 April 2024 to 31 December 2024)

Ho Koon Liane Irene resigned as a Director on 24 April 2024 and concurrently ceased to be a member of the Audit Committee. Yeo Siew Chye Stephen ceased to be a member of the Audit Committee on 24 April 2024. The members of the Audit Committee as at the date of this statement are:

- Adrian Chan Pengee, Non-Executive and Independent Director (Chairman)
- Cheah Sui Ling, Non-Executive and Independent Director
- Jennifer Duong Young, Non-Executive and Independent Director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX-ST Listing Manual and the best practices as set out in the SGX-ST Listing Manual and the Code of Corporate Governance 2018.

The Audit Committee has held four meetings since the last directors' statement. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX-ST Listing Manual and the best practices as set out in the SGX-ST Listing Manual and the Code of Corporate Governance 2018.

The Audit Committee has held four meetings since the last directors' statement. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;

- half-yearly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and

- interested person transactions (as defined in Chapter 9 of the SGX-ST Listing Manual).

The Audit Committee, together with the Risk and Sustainability Committee, is also responsible for overseeing the Group's risk management framework and policies, in which respect it shall:

- review, together with the Risk and Sustainability Committee, at least annually, the adequacy and effectiveness of the Group's financial risk management and internal control systems, including the financial, compliance and risks, and relevant information technology risks, and where required, provide an opinion as to the adequacy and effectiveness of such risk management and internal control systems;

- review and comment, together with the Risk and Sustainability Committee, on the assurance provided or to be provided to the Board by such members of the Company's senior management team as may be required under applicable laws, regulations and/or guidelines on the integrity of the financial records/statements, as well as the effectiveness of the Group's risk management and internal control systems.

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

DIRECTORS' **STATEMENT**

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries, and the associated company, we have complied with Rules 712 and 715 of the SGX-ST Listing Manual.

Auditors

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

Adrian Chan Pengee
Director

Pauline Wong Mae Sum
Executive Director

27 March 2025

INDEPENDENT AUDITORS' REPORT

Members of the Company
TeleChoice International Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of TeleChoice International Limited ("the Company") and its subsidiaries ("the Group") which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 116 to 182.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for opinion

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

Key audit matters

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

Valuation of inventories ($42,752,000) **(Refer to Note 2.4, Note 3.5 and Note 9 to the financial statements)**	
The key audit matter	*How the matter was addressed in our audit*
We focused on this area because determination of inventory allowance involves subjective estimates and are influenced by assumptions concerning future demand and sales prices.	We understood the Group's policy for inventory allowance and assessed the adequacy of the allowance made based on our understanding of the Group's business. *Our findings* We found that the assumptions and estimates applied in determining inventory allowance were balanced.

INDEPENDENT AUDITORS' REPORT

Revenue recognition for long term contracts ($79,789,000) **(Refer to Note 2.4, Note 3.12 and Note 23 to the financial statements)**	
The key audit matter We focused on certain long term contracts where the recognition of revenue depends on the Group's estimate of percentage of completion for these contracts. We also focused on bundled contracts as allocation of contract value for bundled contracts to different performance obligations require judgement.	*How the matter was addressed in our audit* We assessed whether the Group's revenue recognition policies for long term contracts complied with SFRS(I) 15 *Revenue from Contracts with Customers* and tested the implementation of those policies. We evaluated and tested the operating effectiveness of the internal controls implemented over the recording of revenue. For a sample of long-term contracts, we evaluated the reasonableness of the projects' percentage of completion used to measure revenue by reference to the contract cost incurred to date to the total expected contract cost of the projects. For a sample of bundled contracts, we read extracts of the relevant customer contracts and assessed the reasonableness of the allocation of revenue to different contractual performance obligations under the contracts. For the provision for onerous contract assessment, we compared the total budgeted costs against respective contracted revenue and assessed if the provision for onerous contracts were adequate. *Our findings* We found that the percentage of completion used by the Group reasonably reflects the contract cost incurred to date to the total expected contract cost of the projects. We found that the revenue had been appropriately allocated to different performance obligations where applicable. We also found that the provision for onerous contracts were adequate.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

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

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

INDEPENDENT **AUDITORS' REPORT**

Responsibilities of management and directors for the financial statements

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 controls 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INDEPENDENT AUDITORS' REPORT

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

Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Tan Khai Boon.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
27 March 2025

STATEMENTS OF **FINANCIAL POSITION**

AS AT 31 DECEMBER 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Non-current assets					
Plant and equipment	4	1,543	756	349	23
Intangible assets	5	84	124	–	6
Right-of-use assets	20	5,622	1,930	3,494	709
Subsidiaries	6	–	–	6,073	6,547
Associate	7	489	258	–	–
Deferred tax assets	8	1,182	840	334	341
Trade and other receivables	10	508	426	–	–
Total non-current assets		9,428	4,334	10,250	7,626
Current assets					
Inventories	9	42,752	33,507	12,948	19,056
Contract assets	23	16,467	15,161	–	–
Trade and other receivables	10	92,678	40,895	29,595	17,059
Cash and cash equivalents	14	38,581	32,820	5,769	6,013
Total current assets		190,478	122,383	48,312	42,128
Total assets		199,906	126,717	58,562	49,754
Equity					
Share capital	15	21,987	21,987	21,987	21,987
Reserves	16	5,273	5,892	14,025	14,381
Accumulated profits/(losses)		8,066	3,485	(13,287)	(15,214)
Total equity attributable to equity holders of the Company		35,326	31,364	22,725	21,154
Non-controlling interests		–	–	–	–
Total equity		35,326	31,364	22,725	21,154
Non-current liabilities					
Contract liabilities	23	4,748	493	–	–
Trade and other payables	17	413	460	–	–
Lease liabilities	20	3,648	314	2,089	19
Provisions	21	484	365	333	339
Total non-current liabilities		9,293	1,632	2,422	358
Current liabilities					
Contract liabilities	23	9,956	9,587	–	–
Current tax payable		421	29	–	–
Trade and other payables	17	101,931	65,248	12,101	23,513
Loans and borrowings	19	38,253	16,137	19,300	4,000
Lease liabilities	20	2,126	1,229	1,310	515
Provisions	21	2,600	1,491	704	214
Total current liabilities		155,287	93,721	33,415	28,242
Total liabilities		164,580	95,353	35,837	28,600
Total equity and liabilities		199,906	126,717	58,562	49,754

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 DECEMBER 2024

	Note	Group 2024 $'000	Group 2023 $'000
Revenue	23	380,401	238,089
Cost of sales		(346,102)	(221,100)
Gross profit		34,299	16,989
Other income		176	685
Sales and marketing expenses		(10,529)	(7,700)
Administrative expenses		(17,049)	(18,086)
Impairment loss on investment in associate		–	(1,673)
Other expenses	24	949	(516)
Results from operating activities		7,846	(10,301)
Finance income	24	242	138
Finance costs	24	(2,230)	(748)
Net finance costs		(1,988)	(610)
Share of profit of associate (net of tax)	7	222	90
Profit/(loss) before tax	24	6,080	(10,821)
Tax expense	25	(1,901)	(682)
Profit/(loss) for the year		4,179	(11,503)
Profit/(loss) attributable to:			
Owners of the Company		4,179	(11,503)
Non-controlling interests		–	–
Profit/(loss) for the year		4,179	(11,503)
Earnings per share			
Basic earnings per share (cents)	26	0.92	(2.54)
Diluted earnings per share (cents)	26	0.89	(2.46)

CONSOLIDATED STATEMENT OF **COMPREHENSIVE INCOME**

YEAR ENDED 31 DECEMBER 2024

	Note	Group 2024 $'000	Group 2023 $'000
Profit/(loss) for the year		4,179	(11,503)
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurement of defined benefit plan asset		49	9
Tax on other comprehensive income		(11)	(2)
		38	7
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences – foreign operations		104	(204)
Share of foreign currency translation differences of associate	7	9	(3)
Realisation of reserve upon liquidation of a subsidiary		–	(1)
Foreign currency translation differences on monetary items forming part of net investment in foreign operations		(92)	(52)
		21	(260)
Other comprehensive income for the year, net of tax		59	(253)
Total comprehensive income for the year		4,238	(11,756)
Total comprehensive income attributable to:			
Owners of the Company		4,238	(11,756)
Non-controlling interests		–	–
Total comprehensive income for the year		4,238	(11,756)

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

YEAR ENDED 31 DECEMBER 2024

		Attributable to owners of the Company										
Group	**Note**	**Share capital $'000**	**Accumulated profits $'000**	**General reserve $'000**	**Capital reserves $'000**	**Goodwill written off $'000**	**Share option reserve $'000**	**Reserve for own shares $'000**	**Exchange translation reserve $'000**	**Total $'000**	**Non-controlling interests $'000**	**Total equity $'000**
At 1 January 2023		21,987	14,901	27	16,603	(1,538)	1,812	(252)	(10,297)	43,243	–	43,243
Total comprehensive income for the year												
Loss for the year		–	(11,503)	–	–	–	–	–	–	(11,503)	–	(11,503)
Other comprehensive income												
Foreign currency translation differences – foreign operations		–	–	–	–	–	–	–	(204)	(204)	–	(204)
Share of foreign currency translation differences of associate	7	–	–	–	–	–	–	–	(3)	(3)	–	(3)
Realisation of reserve upon disposal of a subsidiary		–	–	–	–	–	–	–	(1)	(1)	–	(1)
Foreign currency translation differences on monetary items forming part of net investment in a foreign operation		–	–	–	–	–	–	–	(52)	(52)	–	(52)
Remeasurement of defined benefit plan asset		–	9	–	–	–	–	–	–	9	–	9
Tax on other comprehensive income		–	(2)	–	–	–	–	–	–	(2)	–	(2)
Total other comprehensive income		–	7	–	–	–	–	–	(260)	(253)	–	(253)
Total comprehensive income for the year		–	(11,496)	–	–	–	–	–	(260)	(11,756)	–	(11,756)

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

YEAR ENDED 31 DECEMBER 2024

Group	Note	Attributable to owners of the Company										
		Share capital $'000	Accumulated profits $'000	General reserve $'000	Capital reserves $'000	Goodwill written off $'000	Share option reserve $'000	Reserve for own shares $'000	Exchange translation reserve $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Transactions with owners of the Company, recognised directly in equity												
Contributions by and distributions to owners of the Company												
Share-based payments expenses	22	–	–	–	–	–	391	–	–	391	–	391
Payment of share options		–	80	–	–	–	(598)	–	–	(518)	–	(518)
Purchase of treasury shares	15	–	–	–	–	–	–	(124)	–	(124)	–	(124)
Issue of treasury share	15	–	–	–	(22)	–	–	150	–	128	–	128
Total contributions by and distributions to owners of the Company		–	80	–	(22)	–	(207)	26	–	(123)	–	(123)
Total transactions with owners of the Company		–	80	–	(22)	–	(207)	26	–	(123)	–	(123)
At 31 December 2023		21,987	3,485	27	16,581	(1,538)	1,605	(226)	(10,557)	31,364	–	31,364

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

YEAR ENDED 31 DECEMBER 2024

		Attributable to owners of the Company										
Group	**Note**	**Share capital $'000**	**Accumulated profits $'000**	**General reserve $'000**	**Capital reserves $'000**	**Goodwill written off $'000**	**Share option reserve $'000**	**Reserve for own shares $'000**	**Exchange translation reserve $'000**	**Total $'000**	**Non-controlling interests $'000**	**Total equity $'000**
At 1 January 2024		21,987	3,485	27	16,581	(1,538)	1,605	(226)	(10,557)	31,364	–	31,364
Total comprehensive income for the year												
Profit for the year		–	4,179	–	–	–	–	–	–	4,179	–	4,179
Other comprehensive income												
Foreign currency translation differences – foreign operations		–	–	–	–	–	–	–	104	104	–	104
Share of foreign currency translation differences of associate	7	–	–	–	–	–	–	–	9	9	–	9
Foreign currency translation differences on monetary items forming part of net investment in a foreign operation		–	–	–	–	–	–	–	(92)	(92)	–	(92)
Remeasurement of defined benefit plan asset		–	49	–	–	–	–	–	–	49	–	49
Tax on other comprehensive income		–	(11)	–	–	–	–	–	–	(11)	–	(11)
Total other comprehensive income		–	38	–	–	–	–	–	21	59	–	59
Total comprehensive income for the year		–	4,217	–	–	–	–	–	21	4,238	–	4,238

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

YEAR ENDED 31 DECEMBER 2024

Group	Note	Attributable to owners of the Company										
		Share capital $'000	Accumulated profits $'000	General reserve $'000	Capital reserves $'000	Goodwill written off $'000	Share option reserve $'000	Reserve for own shares $'000	Exchange translation reserve $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Transactions with owners of the Company, recognised directly in equity												
Contributions by and distributions to owners of the Company												
Share-based payments expenses	22	–	–	–	–	–	97	–	–	97	–	97
Payment of share options		–	364	–	–	–	(898)	–	–	(534)	–	(534)
Purchase of treasury shares	15	–	–	–	–	–	–	(118)	–	(118)	–	(118)
Issue of treasury share	15	–	–	–	(60)	–	–	339	–	279	–	279
Total contributions by and distributions to owners of the Company		–	364	–	(60)	–	(801)	221	–	(276)	–	(276)
Total transactions with owners of the Company		–	364	–	(60)	–	(801)	221	–	(276)	–	(276)
At 31 December 2024		21,987	8,066	27	16,521	(1,538)	804	(5)	(10,536)	35,326	–	35,326

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2024

	Note	Group 2024 $'000	Group 2023 $'000
Cash flows from operating activities			
Profit/(loss) before tax		6,080	(10,821)
Adjustments for:			
Amortisation of intangible assets	5	162	370
Depreciation of plant and equipment	4	662	677
Depreciation of right-of-use assets	20	2,207	3,695
Finance expense	24	2,230	748
Finance income	24	(242)	(138)
Impairment loss on investment in associate	7	–	1,673
Gain/(loss) on disposal of plant and equipment and intangible assets	24	(67)	73
Gain on disposal of a subsidiary	24	–	(77)
Gain on derecognition of right-of-use assets	24	(6)	–
Reversal of provision for warranties	21	–	(6)
Reversal of provision for reinstatement costs	21	(6)	–
Reversal of onerous contracts	21	–	(130)
Reversal of provision for restructuring costs	21	(615)	–
Impairment loss/(reversal of impairment loss) on trade and other receivables, net	24	796	(197)
Write-off of contract assets	23	865	1,132
Share-based payments expenses	22	97	391
Share of profit of associate	7	(222)	(90)
		11,941	(2,700)
Changes in:			
Inventories		(9,201)	(21,206)
Contract assets		(2,163)	8,691
Trade and other receivables		(52,587)	5,205
Trade and other payables		34,887	18,452
Contract liabilities		4,625	2,777
Provisions and employee benefit obligations		1,513	1,128
Cash generated from operations		(10,985)	12,347
Tax paid		(1,854)	(450)
Net cash (used in)/from operating activities		(12,839)	11,897
Cash flows from investing activities			
Proceeds from disposal of plant and equipment		68	6
Disposal of a subsidiary, net of cash disposed of		–	(60)
Purchase of plant and equipment	4	(827)	(406)
Purchase of intangible assets	5	(120)	(56)
Interest received		228	108
Net cash used in investing activities		(651)	(408)
Cash flows from financing activities			
Interest paid	19	(1,622)	(724)
Payment of share-based payment expenses		(534)	(518)
Proceeds from bank loans	19	57,909	13,028
Repayment of short-term loans	19	(34,688)	(4,336)
Purchase of treasury shares	15	(118)	(124)
Payment of lease liabilities	19	(1,992)	(4,056)
Net cash from financing activities		18,955	3,270
Net increase in cash and cash equivalents		5,465	14,759
Cash and cash equivalents at 1 January		32,820	18,372
Effect of exchange rate changes on cash held in foreign currencies		296	(311)
Cash and cash equivalents at 31 December	14	38,581	32,820

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NOTES TO THE FINANCIAL STATEMENTS

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 27 March 2025.

1 Domicile and activities

TeleChoice International Limited ("the Company" or "TeleChoice") is a company incorporated in the Republic of Singapore. The Company has its registered office 25 North Bridge Road, Level 7, Singapore 179104 and its place of business at 15 Pandan Crescent, Level M3 Unit B, Tiong Woon Building, Singapore 128470.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interest in an associate.

The principal activities of the Company during the financial year are investment holding and those of wholesalers, retailers, suppliers, importers, exporters, distributors, agents and dealers of mobile phones, prepaid cards, radio and telecommunication equipment and accessories and the provision of related services. The principal activities of the subsidiaries are set out in Note 6 to the financial statements.

The immediate and ultimate holding companies are STT Communications Ltd ("STTC") and Temasek Holdings (Private) Limited, respectively. These companies are incorporated in the Republic of Singapore. Temasek Holdings (Private) Limited is wholly-owned by the Minister for Finance, a body corporate constituted under the Minister for Finance (Incorporation) Act 1959.

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)"). The changes to material accounting policies are described in Note 2.5.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.3 Functional and presentation currency

These financial statements are presented in Singapore dollars, which is the Company's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions about the future, including climate-related risks and opportunities, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are consistent with the Group's risk management and climate-related commitments where appropriate. Revisions to accounting estimates are recognised prospectively.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following note:

- Note 17 – Reverse factoring: presentation of amounts related to supplier finance arrangement in the statement of financial position and in the statement of cash flows.

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 9 – Valuation of inventories;
- Note 23 – Estimate of total contract costs to complete and corresponding contract revenue.

NOTES TO THE FINANCIAL STATEMENTS

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets, and financial and on-financial liabilities.

The Group has an established control framework with respect to the measurement of fair values.

When measuring the fair value of an asset or a liability, the Group use observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

If the inputs used to measure the fair value of an assets or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is 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 (with Level 3 being the lowest).

2.5 New accounting standards and amendments

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2024:

- Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current and* Amendments to SFRS(I) 1-1: *Non-Current liabilities with Covenants*
- Amendments to SFRS(I) 1-16: *Lease Liability in a Sales and Leaseback*
- Amendments to SFRS(I) 1-7 and SFRS(I) 7: *Supplier Finance Arrangements*

Other than the below, the application of these amendments to accounting standards and interpretations does not have a material effect on the financial statements.

The Group adopted Amendments to SFRS(I) 1-7 and SFRS(I) 7: Supplier Finance Arrangements for the first time in 2024. The supplier finance arrangements are classified in Trade and other payables in the consolidated statement of financial position. Cashflows related to liabilities arising from supplier finance arrangements are included in operating activities in the consolidated statement of cash flows.

2.6 Going concern basis of accounting

Management continues to have reasonable expectation that the Group has adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate.

For the year ended 31 December 2024, notwithstanding that the Group recognised a net profit after tax of $4,179,000, the net cash used in operating activities amounted to $12,839,000. As at 31 December 2024, the Group has net current assets of $35,191,000, net assets of $35,326,000 and cash and cash equivalents of $38,581,000. As at 31 December 2024, the Group maintains credit facilities in total of $150.7 million with various banks, at a margin over cost of funds. Of the total credit facilities, $78.4 million of credit facilities have been utilised and $72.3 million were unutilised. Out of the total credit facilities, the Group has $20.0 million of committed credit facilities with a bank, of which $14.2 million is unutilised.

The Group is expected to generate cash inflows from operating activities for the next 12 months. The Group manages working capital through the use of accounts receivable factoring and invoice financing arrangement. This arrangement, together with the cash held by the Group, will enable the Group to continue operations and to meet its liabilities as and when they fall due.

Based on these factors, management has a reasonable expectation that the Group has and will have adequate resources to continue in operational existence for the next 12 months.

3 Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except as explained in Note 2.5, which addresses changes in material accounting policies.

NOTES TO THE **FINANCIAL STATEMENTS**

3.1 Basis of consolidation

Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

Non-controlling interests are measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in subsidiaries are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Acquisitions from entities under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group, the assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within Group equity and any gain/loss arising is recognised directly in equity.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Investment in associate

Associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies of the entity.

NOTES TO THE FINANCIAL STATEMENTS

Investment in associate is accounted for using the equity method. It is recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the associate, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its investment in an associate, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the associate's operations or has made payments on behalf of the associate.

Transaction eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associate are eliminated against the investment to the extent of the Group's interest in the associate. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Subsidiaries and associate in the separate financial statements

Investments in subsidiaries and associate are stated in the Company's statement of financial position at cost less accumulated impairment losses.

3.2 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currencies at the exchange rate at that date. The functional currencies of the Group entities comprise Singapore Dollar, Indonesian Rupiah, Ringgit Malaysia, Vietnamese Dong, Philippine Peso and Renminbi.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognised in profit or loss and presented within other expenses.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at the average exchange rates for the year. Equity items are translated at historical transaction rates, with pre-acquisition equity items at the closing exchange rates at acquisition date.

Foreign currency differences are recognised in other comprehensive income and presented in the exchange translation reserve in equity. However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in associate that includes a foreign operation while retaining significant influence, the relevant portion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in other comprehensive income, and are presented in the exchange translation reserve in equity.

3.3 Plant and equipment

Recognition and measurement

Items of plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

Cost includes expenditure that is directly attributable to the acquisition of the asset.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

If significant parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

Any gain or loss on disposal of an item of plant and equipment is recognised in profit or loss.

Subsequent costs

The cost of replacing a component of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment, unless it is included in the carrying amount of another asset.

Depreciation is recognised from the date that the plant and equipment are installed and are ready for use.

The estimated useful lives for the current and comparative years are as follows:

• Leasehold improvements	2-10 years
• Plant and equipment	2-5 years
• Office furniture, fittings and equipment	2-10 years
• Computers	2-5 years
• Motor vehicles	5-10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

3.4 Intangible assets

Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition, see Note 3.1.

Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. In respect of associate, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the associate.

Other intangible assets

Other intangible assets comprise computer software, which is stated at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets.

NOTES TO THE FINANCIAL STATEMENTS

Amortisation is calculated based on the cost of the asset, less its residual value. Amortisation is recognised in profit or loss on a straight-line basis over their estimated useful lives from the date the asset is available for use. The estimated useful lives of computer software are 2 to 5 years.

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

3.5 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in-first-out principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

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

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any allowance for write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any allowance for write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3.6 Contract assets and contract liabilities

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

3.7 Financial instruments

Recognition and measurement

Non-derivative financial assets and financial liabilities

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

NOTES TO THE
FINANCIAL STATEMENTS

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or require prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Non-derivative financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

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Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. These financial liabilities comprised loans and borrowings, and trade and other payables. The Group classifies financial liabilities that arise from supplier finance arrangement within Trade and other payables in the statement of financial position if they have a similar nature and function to trade payables. This is the case if the supplier finance arrangement is part of the working capital used in the Group's normal operating cycle, the level of security provided is similar to trade payables and the terms of the liabilities that are part of the supply chain finance arrangement are not substantially different from the terms of trade payables that are not part of the arrangement. Cash flows related to liabilities arising from supplier finance arrangements that are classified in Trade and other payables in the consolidated statement of financial position are included in operating activities in the consolidated statement of cash flows.

Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

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

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term bank deposits with maturities of three months or less from date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity. Income tax relating to transactions costs of an equity transaction is accounted for in accordance with SFRS(I) 1-12.

NOTES TO THE FINANCIAL STATEMENTS

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effect, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in non-distributable capital reserve.

Intra-group financial guarantees in the separate financial statements

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS(I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15.

ECLs are a probability-weighted estimate of credit losses. ECLs are measured for financial guarantees issued as the expected payment to reimburse the holder less any amounts that the Company expects to recover. Liabilities arising from financial guarantees are included within “loans and borrowing”.

3.8 Impairment

Non-derivative financial assets and contract assets

The Group recognises loss allowances for expected credit losses (“ECLs”) on:

- financial assets measured at amortised cost;
- contract assets; and
- intra-group financial guarantee contracts (FGC).

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

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

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

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

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

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- there is significant delay in payments.

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The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The Company considers a FGC to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Company in full, without recourse by the Company to actions such a realising security (if any is held).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is “credit-impaired” when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or significant delay in payment; or
- it is probable that the debtor will enter bankruptcy or other financial reorganisation.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

Loss allowances for FGC are recognised as a financial liability to the extent that they exceed the initial carrying amount of the FGC less the cumulated income recognised.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group’s procedures for recovery of amounts due.

Non-financial assets

The carrying amounts of the Group’s non-financial assets, other than inventories, contract assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets’ recoverable amounts are estimated. Goodwill and intangible assets with indefinite useful lives or not yet available for use are tested for impairment at each reporting date. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit (“CGU”) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGU s that are expected to benefit from the synergies of the combination.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

NOTES TO THE FINANCIAL STATEMENTS

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

An impairment loss in respect of an associate is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with the requirements for non-financial assets. An impairment loss is recognised in profit or loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and only to the extent that the recoverable amount increases.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

3.9 Leases

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

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in the profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in SFRS(I) 9 to the net investment in the lease (see Note 3.7 and Note 3.8).

3.10 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

Employee leave entitlements

Employees' entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated liability for the annual leave as a result of services rendered by the employees up to the reporting date.

Bonus plans

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

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Share-based payments

Performance Share Plan and Restricted Share Plan

The Performance Share Plan and the Restricted Share Plan are accounted as equity-settled share-based payments. Equity-settled share-based payments are measured at fair value at the date of grant. The share-based expense is amortised and recognised in profit or loss on a straight-line basis over the vesting period. At each reporting date, the Company revises its estimates of the number of shares that the participating employees and directors are expected to receive based on non-market vesting conditions. The difference is charged or credited to the profit or loss, with a corresponding adjustment to equity over the remaining vesting period.

The fair value of the options granted to employees of its subsidiaries is recognised as an increase in the cost of the Company's investment in subsidiaries, with a corresponding increase recorded in equity over the vesting period.

There are group share-based payment arrangements in which employees of the Company's subsidiaries receive remuneration in the form of share-based payments and the Company settles these transactions for its subsidiary. These are regarded as capital contribution and added to cost of investment in subsidiaries in the Company's statement of financial position.

Defined benefit plan

The Group provides post-employment benefits as required under Indonesian Government Regulation No. 35/2021. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment, or curtailment occurs. Curtailment gains and losses are accounted for as past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost), past service cost, as well as gains and losses on curtailments and settlements;
- net interest expense or income; and
- remeasurement.

The Group presents the first two components of defined benefit costs in profit or loss.

Termination

A liability for a termination benefit is recognised at earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

3.11 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Warranties

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

Reinstatement

Operating lease improvement reinstatement costs are provided at the present value of expected costs to settle the obligation using estimated cash flows. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the reinstatement liability. The unwinding of the discount is expensed as incurred and recognised in profit or loss as a finance cost. The estimated future costs of reinstatement are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

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Restructuring

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected the net cost of continuing with the contract, which is determined based on incremental costs necessary to fulfil the obligation under the contract.

3.12 Revenue recognition

Revenue from sale of goods and services in the ordinary course of business is recognised when the Group satisfies a performance obligation (“PO”) by transferring control of a promised good or service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

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

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

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

3.13 Government grants

Government grants that compensate the Group for expenses incurred are recognised in profit or loss as ‘other income’ on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable.

3.14 Finance income and finance costs

The Group’s finance income and finance costs include:

- interest income from banks and financial institutions;
- interest expense on lease liabilities; and
- interest expense on borrowings.

Interest income or expense is recognised using the effective interest method, except where collection is contingent upon certain conditions being met, then such income is recognised when received.

The “effective interest rate” is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

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In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the profit or loss using the effective interest method.

3.15 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, measured using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also included any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.
Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that
  - is not a business combination and
  - at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give risk to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries and associate to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

3.16 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders.

3.17 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

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3.18 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's President & Chief Executive Officer ("President & CEO") (chief operating decision-maker) to make discussions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Inter-segment pricing is determined based on terms agreed between the segments concerned.

Segment capital expenditure comprises additions to plant and equipment and intangible assets.

3.19 New standards and interpretations not adopted

Amendment to standard is effective for annual periods beginning after 1 January 2024 and earlier application is permitted. However, the Group has not early adopted the new or amended accounting standards in preparing these financial statements.

(i) Other accounting standards

The following amendment to SFRS(I)s is not expected to have a significant impact on the Group's statement of financial position.

- Amendments to SFRS(I) 1-21: *Lack of Exchangeability*

NOTES TO THE FINANCIAL STATEMENTS

4 Plant and equipment

	Leasehold improvements $'000	Plant and equipment $'000	Office furniture, fittings and equipment $'000	Computers $'000	Motor vehicles $'000	Total $'000
Group						
Cost						
At 1 January 2023	2,260	4,184	363	1,659	1,104	9,570
Additions	108	161	20	117	–	406
Disposals/Write-off	(67)	(291)	(79)	(166)	–	(603)
Translation differences on consolidation	5	(51)	(11)	(22)	(12)	(91)
At 31 December 2023	2,306	4,003	293	1,588	1,092	9,282
At 1 January 2024	2,306	4,003	293	1,588	1,092	9,282
Additions	297	93	141	113	838	1,482
Disposals/Write-off	(887)	(126)	(132)	(125)	(84)	(1,354)
Translation differences on consolidation	1	(23)	(13)	(14)	(18)	(67)
At 31 December 2024	1,717	3,947	289	1,562	1,828	9,343
Accumulated depreciation						
At 1 January 2023	2,124	4,103	238	1,221	847	8,533
Depreciation for the year	127	90	46	315	99	677
Disposals/Write-off	(51)	(302)	(78)	(169)	–	(600)
Translation differences on consolidation	6	(47)	(10)	(21)	(12)	(84)
At 31 December 2023	2,206	3,844	196	1,346	934	8,526
At 1 January 2024	2,206	3,844	196	1,346	934	8,526
Depreciation for the year	96	75	51	195	245	662
Disposals/Write-off	(887)	(126)	(131)	(125)	(84)	(1,353)
Translation differences on consolidation	(2)	(14)	3	(7)	(15)	(35)
At 31 December 2024	1,413	3,779	119	1,409	1,080	7,800
Carrying amounts						
At 1 January 2023	136	81	125	438	257	1,037
At 31 December 2023	100	159	97	242	158	756
At 31 December 2024	304	168	170	153	748	1,543

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	Leasehold improvements $'000	Office furniture, fittings and equipment $'000	Computers $'000	Motor vehicles $'000	Total $'000
Company					
Cost					
At 1 January 2023	649	267	573	155	1,644
Additions	–	–	19	–	19
Disposal/Write-off	–	–	(19)	–	(19)
At 31 December 2023	649	267	573	155	1,644
Additions	197	130	14	55	396
Disposal/Write-off	(638)	(63)	(3)	–	(704)
At 31 December 2024	208	334	584	210	1,336
Accumulated depreciation					
At 1 January 2023	645	264	542	155	1,606
Depreciation for the year	4	2	28	–	34
Disposal/Write-off	–	–	(19)	–	(19)
At 31 December 2023	649	266	551	155	1,621
Depreciation for the year	24	17	19	10	70
Disposal/Write-off	(638)	(63)	(3)	–	(704)
At 31 December 2024	35	220	567	165	987
Carrying amounts					
At 1 January 2023	4	3	31	–	38
At 31 December 2023	–	1	22	–	23
At 31 December 2024	173	114	17	45	349

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FINANCIAL STATEMENTS

5 **Intangible assets**

	Computer software $'000	Goodwill $'000	Total $'000
Group			
Cost			
At 1 January 2023	2,642	11,853	14,495
Additions	56	–	56
Disposals/Write-off	(122)	–	(122)
Translation differences on consolidation	(3)	–	(3)
At 31 December 2023	2,573	11,853	14,426
Additions	120	–	120
Disposals/Write-off	(17)	–	(17)
Translation differences on consolidation	1	–	1
At 31 December 2024	2,677	11,853	14,530
Accumulated amortisation and impairment losses			
At 1 January 2023	2,128	11,853	13,981
Amortisation charge for the year	370	–	370
Disposals/Write-off	(46)	–	(46)
Translation differences on consolidation	(3)	–	(3)
At 31 December 2023	2,449	11,853	14,302
Amortisation charge for the year	162	–	162
Disposals/Write-off	(17)	–	(17)
Translation differences on consolidation	(1)	–	(1)
At 31 December 2024	2,593	11,853	14,446
Carrying amounts			
At 1 January 2023	514	–	514
At 31 December 2023	124	–	124
At 31 December 2024	84	–	84

The amortisation charge is recognised in the following line items of the consolidated statement of profit or loss:

	Group 2024 $'000	Group 2023 $'000
Cost of sales	124	155
Administrative expenses	38	215
	162	370

	Computer software $'000
Company	
Cost	
At 1 January 2023	1,372
Additions	–
At 31 December 2023	1,372
Additions	–
At 31 December 2024	1,372
Accumulated amortisation	
At 1 January 2023	1,343
Amortisation charge for the year	23
At 31 December 2023	1,366
Amortisation charge for the year	6
At 31 December 2024	1,372
Carrying amounts	
At 1 January 2023	29
At 31 December 2023	6
At 31 December 2024	–

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6 **Subsidiaries**

	Company 2024 $'000	Company 2023 $'000
Unquoted equity investments, at cost	33,695	33,695
Capital contribution for share option	1,418	1,420
	35,113	35,115
Less: Impairment losses	(29,040)	(28,568)
	6,073	6,547

The movements in the allowance for impairment in respect of investments in subsidiaries during the year were as follows:

	2024 $'000	2023 $'000
Balance at 1 January	(28,568)	(15,694)
Impairment loss recognised	(472)	(13,563)
Amount utilised due to disposal of subsidiary	–	689
Balance at 31 December	(29,040)	(28,568)

Details of subsidiaries are as follows:

Name of subsidiaries	Principal activities	Principal place of business/ Country of incorporation	Effective equity held by the Group 2024 %	Effective equity held by the Group 2023 %
NexWave Technologies Pte Ltd	Provision of network engineering services	Singapore	100	100
N-Wave Technologies (Malaysia) Sdn Bhd	Provision of network engineering services and consultancy services	Malaysia	100	100
Planet Telecoms Managed Services Sdn. Bhd.	Provision of consultancy services and distribution of mobile phones, prepaid cards and the provision of related services	Malaysia	100	100
Planet Telecoms (S) Pte Ltd	Sale of telecommunication equipment and provision of related services	Singapore	100	100
NxGen Asia Pte. Ltd. (formerly known as S & I Systems Pte Ltd)	Integrated information technology solutions provider	Singapore	100	100
NxGen Communications Pte Ltd	Provision of system integration services	Singapore	100	100
Planet Managed Services Pte. Ltd.	Sale of telecommunication equipment and provision of related services	Singapore	100	100
Planet Smart Services Pte. Ltd.	Wholesale trade of a variety of goods without a dominant product and provision of training courses for healthcare, education, community and social services	Singapore	100	100

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Name of subsidiaries	Principal activities	Principal place of business/ Country of incorporation	Effective equity held by the Group 2024 %	2023 %
Held by NexWave Technologies Pte Ltd:				
PT NexWave	Provision of network engineering services	Indonesia	100	100
N-Wave Technologies Philippines, Inc.	Provision of network engineering services	Philippines	100	100
NexWave Technologies Vietnam Company Limited [1]	Dormant	Vietnam	100	100
Held by NxGen Asia Pte. Ltd. (formerly known as S & I Systems Pte Ltd):				
TeleChoice Technologies (Shanghai) Co. Ltd.	Dormant	China	100	100
Held by NxGen Communications Pte Ltd:				
NxGen Inc.	Dormant	Philippines	100	100
Radiance Communications Pte Ltd [2]	Dormant	Singapore	100	100
NxGen Malaysia Sdn. Bhd.	Sale, distribution and maintenance of telecommunication systems, equipment and accessories	Malaysia	100	100
NxGen Communications (M) Sdn. Bhd. [3]	Dormant	Malaysia	100	100

[1] On 1 July 2024, NexWave Technologies Vietnam Company Limited filed for member's voluntary liquidation.

[2] On 12 December 2024, Radiance Communications Pte Ltd ("RCPL") has completed the member's voluntary liquidation and held the final meeting on 12 December 2024. On 4 March 2025, RCPL appointed liquidator has lodged the required Return with the Registrar of Companies, RCPL will be dissolved on the expiration of three months after the lodgement.

[3] On 19 January 2023, NxGen Communications (M) Sdn. Bhd. filed for member's voluntary liquidation.

KPMG Singapore is the auditor of all significant Singapore-incorporated subsidiaries. Imelda & Rekan, a member of Deloitte Touche Tohmatsu Limited, is the auditor for PT NexWave, a significant subsidiary incorporated in Indonesia. RSM Malaysia, a member of RSM International, is the auditor for Planet Telecoms Managed Services Sdn. Bhd., a significant subsidiary incorporated in Malaysia.

For this purpose, a subsidiary is considered significant as defined under SGX-ST Listing Manual if its net tangible assets represent 20% or more of the Group's consolidated net tangible assets, or if its pre-tax profits accounts for 20% or more of the Group's consolidated pre-tax profits.

Capital contribution for share option

Capital contribution for share option represents the share-based payments expenses arising from grants of share options to Eligible Persons of subsidiaries in exchange for their services provided to the subsidiaries, which were deemed to be investment made by the Company into these subsidiaries. As at the reporting date, the Company capitalised $1,418,000 (2023: $1,420,000) in investments in subsidiaries based on the fair value of the PSP and RSP at the grant date. Refer to Note 22 for the measurement of the equity compensation benefits.

NOTES TO THE FINANCIAL STATEMENTS

Impairment assessment for investments in subsidiaries

The Company assesses at the end of each financial year whether there is any indication of impairment for its subsidiaries. This assessment takes into account changes in the technological, market, economic or legal environment in which the subsidiaries operate in and changes to the market interest rates. The amount and timing of recorded expenses for any period would differ if the Company made different judgment or utilised different estimates. An increase in the Company's impairment losses would increase the Company's recorded other expenses and decrease the carrying value of the investments in subsidiaries.

As at the reporting date, due to continued losses incurred by the subsidiaries, the Company carried out a review on the recoverable amount of its investments in subsidiaries. Where impairment indicators exist, the recoverable amount of the relevant investments in subsidiaries are estimated using net assets value at the reporting date (i.e. fair value less cost to sell). The net assets of these subsidiaries comprised mainly monetary assets and liabilities whose carrying amounts approximate their fair values. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used (see note 2.4).

During the financial year, the Company recognised impairment loss of $329,000, $129,000 and $14,000 for investments in Nexwave Technologies Pte Ltd, Planet Smart Services Pte. Ltd. and NxGen Asia Pte Ltd respectively, totalling $472,000.

During the financial year ended 31 December 2023, the Company recognised impairment loss of $8,567,000, $2,382,000 and $2,614,000 for investments in NxGen Communications Pte Ltd, NxGen Asia Pte Ltd (formerly known as S & I Systems Pte Ltd) and Nexwave Technologies Pte Ltd respectively, totalling $13,563,000.

7 Associate

	Group	
	2024	**2023**
	$'000	**$'000**
Interest in associate	489	258

Details of associate as follows:

Name of associate	**Principal activities**	**Principal place of business/ Country of incorporation**	**Ownership interest held by the Group**	
			2024	**2023**
			%	**%**
MVI Holdings Ltd	Investment holdings	Hong Kong	29.41	29.41
MVI Systems Limited [1]	Provision of Internet Protocol Television ("IPTV") systems, related consulting services and content provision within the IPTV systems	Hong Kong	29.41	29.41

[1] MVI Systems Limited was 100% owned by MVI Holdings Ltd. On 30 August 2024, 100% of the shares in MVI Systems Limited was transferred to MVI Holdings Ltd.

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The following summarises the financial information of the associate based on its financial statements prepared in accordance with SFRS(I)s, modified for fair value adjustments on acquisition:

	Group	
	2024 **$'000**	**2023** **$'000**
Revenue	7,113	6,576
Profit from continuing operations	755	308
Other comprehensive income	32	(5)
Total comprehensive income	787	303
Non-current assets	385	340
Current assets	7,919	5,654
Current liabilities	(6,641)	(5,119)
Non-current liabilities	–	–
Net assets	1,663	875

	Group	
	2024 **$'000**	**2023** **$'000**
Group's interest in net assets of associate at beginning of the year	258	1,844
Group's share of:		
- Profit from continuing operations	222	90
- Other comprehensive income	9	(3)
- Total comprehensive income	231	87
Impairment loss on investment in associate	–	(1,673)
Carrying amount of interest in associate at end of year	489	258

The movements in the allowance for impairment of associate during the year are as follows:

	2024 **$'000**	**2023** **$'000**
Balance at 1 January	(1,673)	–
Impairment losses recognised	–	(1,673)
Balance at 31 December	(1,673)	(1,673)

Impairment assessment for investment in associate

The Group assesses at the end of each financial year whether there is any indication of impairment for its associate. This assessment takes into account the financial performance of the associate, changes in the technological, market, economic or legal environment in which the associate operates in and changes to the market interest rates. The amount and timing of recorded expenses for any period would differ if the Group made different judgment or utilised different estimates. An increase in the Group's impairment losses would increase the Group's "impairment loss on investment in associate" in the profit or loss and decrease the carrying value of the investments in associate.

As at the reporting date, the Group carried out an impairment review of its investment in associate. Where impairment indicators exist, the recoverable amount of the investment in associate is estimated using net assets value at the reporting date (i.e. fair value less cost to sell). The net assets of the associate comprised mainly monetary assets and liabilities whose carrying amounts approximate its fair value. During the financial year, no impairment loss was recognised by the Group. In 2023, an impairment loss of S$1,673,000 was recognised by the Group to write down the cost of investment to its estimated recoverable amount.

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8 **Deferred tax assets and liabilities**

Movements in deferred tax assets and liabilities (prior to offsetting of balances) during the year are as follows:

	At 1 January 2023 $'000	Recognised in profit or loss (Note 25) $'000	Recognised in other comprehensive income $'000	Exchange differences $'000	At 31 December 2023 $'000	Recognised in profit or loss (Note 25) $'000	Recognised in other comprehensive income $'000	Exchange differences $'000	At 31 December 2024 $'000
Group									
Deferred tax assets									
Plant and equipment	(28)	36	–	–	8	74	–	(1)	81
Inventories	66	(10)	–	–	56	(40)	–	–	16
Accruals	319	51	(2)	(5)	363	546	(11)	6	904
Receivables	(31)	–	–	–	(31)	31	–	–	–
Right-of-use assets	30	(20)	–	–	10	1	–	–	11
Unutilised capital allowances and tax losses	256	178	–	–	434	(264)	–	–	170
	612	235	(2)	(5)	840	348	(11)	5	1,182

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	At 1 January 2023 $'000	Recognised in profit or loss $'000	At 31 December 2023 $'000	Recognised in profit or loss $'000	At 31 December 2024 $'000
Company					
Deferred tax assets					
Inventories	22	(16)	6	1	7
Unutilised tax losses	–	278	278	(108)	170
Accruals	27	(6)	21	90	111
Right-of-use assets	17	(11)	6	2	8
Plant and equipment	(38)	68	30	8	38
	28	313	341	(7)	334

The amounts determined after appropriate offsetting are included in the statement of financial position as follows:

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Deferred tax assets	1,182	840	334	341

Unrecognised deferred tax assets

The following deductible temporary differences have not been recognised:

	Group 2024 $'000	Group 2023 $'000
Deductible temporary differences	5,041	13,642
Unutilised tax losses	18,248	11,146
Unutilised capital allowances	67	–
	23,356	24,788

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The deductible temporary differences do not expire under current tax legislation.

Deferred tax assets have not been recognised as it is not probable that future taxable profit will be available against which the Group could utilise the benefits therefrom.

Unrecognised deferred tax liabilities

At the reporting date, deferred tax liabilities of $1,076,000 (2023: $1,229,000) for temporary differences of $10,762,000 (2023: $12,289,000) relating to investments in subsidiaries were not recognised as the Group can control the timing of reversal of the taxable temporary differences for all subsidiaries and the temporary differences are not expected to reverse in the foreseeable future.

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9 **Inventories**

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Raw materials	3,013	9,242	–	–
Inventories held for resale	39,739	24,265	12,948	19,056
	42,752	33,507	12,948	19,056

In 2024, inventories of $243,946,000 (2023: $116,906,000) were recognised as an expense during the year and included in "cost of sales".

In addition, the write down and write back of inventories recognised in the consolidated statement of profit or loss amounted to $1,958,000 and $15,000 respectively (2023: $840,000 and $206,000 respectively), and are included in "cost of sales".

Source of estimation uncertainty

The Group carries out periodic reviews on inventory obsolescence and any decline in the net realisable value below cost will be recorded against inventory balance. Such reviews require management to consider future demand and sales prices for the inventories. The net realisable value represents management's best estimate of the recoverable amount and is based on the evidence available at the end of the reporting date. Management considers ageing analysis and technical assessment of the inventories as part of its inventory obsolescence assessment process. Such evaluation process requires significant judgement and may affect the carrying amount of inventories at the reporting date.

10 **Trade and other receivables**

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Trade receivables		26,448	25,143	5,952	2,459
Allowance for doubtful receivables		(226)	(269)	–	–
		26,222	24,874	5,952	2,459
Unbilled receivables	23	841	1,101	107	57
Other receivables and deposits	11	4,050	4,508	683	1,248
Amounts due from:					
- related parties	12	44,862	5,376	396	220
- subsidiaries	13	–	–	21,727	12,961
Financial assets at amortised cost		75,975	35,859	28,865	16,945
Prepayments		3,320	2,330	730	114
Deferred expenses		13,891	3,132	–	–
		93,186	41,321	29,595	17,059
Non-current		508	426	–	–
Current		92,678	40,895	29,595	17,059
		93,186	41,321	29,595	17,059

Unbilled receivables, other receivables and deposits do not carry any credit terms.

Unbilled receivables relate to amounts recognised as revenue that have not been invoiced as at the reporting date.

Deferred expenses relate to amounts that have been paid in relation to the provision of voice services, and maintenance support services. The amounts are recognised as costs of sales on a systematic basis over the period of contract.

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The movements in the allowance for impairment in respect of trade receivables during the year was as follows:

	Group	
	2024 $'000	2023 $'000
Balance at 1 January	269	42
Reversal of impairment loss recognised during the year	(22)	(308)
Impairment loss recognised during the year	463	111
Write-off	(58)	–
Reclassification due to disposal of subsidiary	(424)	424
Translation difference on consolidation	(2)	–
Balance at 31 December	226	269

The Group and the Company's exposure to credit and currency risks, and impairment losses for trade and other receivables, are disclosed in Note 30.

Transfer of trade receivables

The Group sold with recourse trade receivables to a bank (accounts receivable factoring) for cash proceeds. These trade receivables have not been derecgonised from the statement of financial position, because the Group retains substantially all of the risks and rewards – primarily credit risk. The amount received on transfer has been recognised as a secured bank loan (see note 19). The arrangement with the bank is such that the customers remit cash to the Group and the Group will then repay to the bank.

The receivables are considered to be held within a held-to-collect business model consistent with the Group's continuing recognition of the receivables.

The following information shows the carrying amount of trade receivables at the reporting date that have been transferred but have not been derecognised and the associated liabilities.

	Group 2024 $'000
Carrying amount of trade receivables transferred to a bank	12,036
Carrying amount of associated liabilities	12,036

11 Other receivables and deposits

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Deposits	1,255	989	247	19
Other receivables	3,146	3,519	436	1,229
Allowance for doubtful receivables	(351)	–	–	–
	4,050	4,508	683	1,248
Non-current	469	426	–	–
Current	3,581	4,082	683	1,248
	4,050	4,508	683	1,248

The movements in the allowance for impairment in respect of other receivables during the year was as follows:

	Group 2024 $'000
Balance at 1 January	–
Impairment loss recognised during the year	355
Translation difference on consolidation	(4)
Balance at 31 December	351

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Other receivables relate mainly to marketing incentives receivable from suppliers. Other receivables and deposits do not carry any credit terms.

12 Amounts due from/(to) related parties

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Amounts due from related parties:				
- immediate holding company (trade)	–	41	–	–
- subsidiaries of holding companies (trade)				
- billed portion	43,103	4,047	280	220
- unbilled portion	1,129	1,277	–	–
- subsidiaries of holding companies (non-trade)	630	11	116	–
	44,862	5,376	396	220
Amounts due to related parties:				
- subsidiaries of holding companies (trade)	(1,719)	(403)	(6)	(388)
- subsidiaries of holding companies (non-trade)	(14)	(210)	(14)	(192)
- immediate holding company (non-trade)	–	(113)	–	(113)
- associate of holding companies (trade)	–	(181)	–	–
	(1,733)	(907)	(20)	(693)

Unbilled receivables relate to amounts recognised as revenue that have not been invoiced as at the reporting date.

The non-trade amounts due from related parties are unsecured, interest-free and have no fixed terms of repayment. The amounts are classified as current as the Group expects to receive payment within the next 12 months. There is no allowance for doubtful debts arising from these outstanding balances as the ECL is not material.

The non-trade amounts due to related parties are unsecured, interest-free and repayable on demand.

13 Amounts due from/(to) subsidiaries

	Company	
	2024 $'000	2023 $'000
Amounts due from subsidiaries:		
- trade	3,231	4,528
- non-trade	18,496	8,433
	21,727	12,961
Amounts due to subsidiaries (non-trade)	(1,478)	(1,049)

The non-trade amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment, except for an amount of S$10,350,000 (2023: S$1,350,000) which bears interest at a weighted average rate of 5.7% (2023: 5.9%) per annum. The amounts are classified as current as the Company expects to receive payment within the next 12 months. There is no allowance for doubtful debts arising from these outstanding balances as the ECL is not material.

The non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

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14 **Cash and cash equivalents**

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Cash at banks and in hand	34,299	26,828	5,769	6,013
Short-term deposits	4,282	5,992	–	–
Cash and cash equivalents in the statement of cash flows	38,581	32,820	5,769	6,013

The short-term bank deposits have maturity period of 1 – 3 months (2023: 1 – 3 months) from the placement date. The effective interest rate of the short-term bank deposits is 2.4% - 4.85 % (2023: 2.9% - 4.85%) per annum.

15 **Share capital**

	Group and Company			
	2024		**2023**	
	No. of shares ('000)	**$'000**	**No. of shares ('000)**	**$'000**
Fully paid ordinary shares with no par value:				
At 1 January and 31 December	454,423	21,987	454,423	21,987

During the year, the Company completed the buy-back of 1,608,700 (2023: 1,523,000) ordinary shares under the terms of the Share Purchase Mandate approved by its shareholders on 24 April 2024. The total consideration for these shares bought back from the market is $118,000 (2023: $124,000), being the market price, including incidental cost. This amount was classified as a deduction from equity under "reserve for own shares".

During the year, 3,984,165 (2023: 1,039,000) ordinary shares were awarded to eligible directors and employees under the TeleChoice Restricted Share Plan (as amended) and TeleChoice Performance Share Plan (as amended) (see Note 22). As at 31 December 2024, the Company held 46,600 (2023: 2,422,065) of its own uncancelled shares.

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

Capital management

The Board's policy when managing capital is to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure to maximise shareholder value. The Board of Directors monitors the return on capital employed, which the Group defines as earnings before interest divided by capital employed. The Board also monitors the level of dividends to ordinary shareholders.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. For the purposes of setting key performance indicators for management personnel under the Group's Performance Share Plan, it has adopted a targeted range of return on capital employed of between 2% to 6% (2023: 5% to 10%). In 2024, the return was 7.6% (2023: -22.2%). In comparison, the interest expense on interest-bearing borrowings (excluding liabilities with imputed interest and lease liabilities) was 3.77% to 10.15% (2023: 4.32% to 10.15%) per annum.

From time to time, the Group purchases its own shares from the market and the timing of the purchases depends on market prices. Primarily, the shares purchased are intended to be used for issuing shares under the Group's long-term incentive plans. Buy and sell decisions are made based on the requirements under the plans.

The Board defines "capital employed" to include funds raised through the issuance of ordinary share capital, accumulated profits and loan and borrowings.

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

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

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16 **Reserves**

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Capital reserves	16,521	16,581	12,798	12,858
General reserve	27	27	–	–
Reserve for own shares	(5)	(226)	(5)	(226)
Share option reserve	804	1,605	1,232	1,749
Goodwill written off	(1,538)	(1,538)	–	–
Exchange translation reserve	(10,536)	(10,557)	–	–
	5,273	5,892	14,025	14,381

In accordance with the merger relief provisions of Section 69(B) of the Companies Act 1967, the capital reserve of the Company mainly comprises reserve arising from the excess of the fair value of the Company's share issued as consideration for the acquisition of subsidiaries over their par value.

Capital reserves of the Group comprise merger reserve of $17,024,000 (2023: $17,024,000) and losses on the reissuance of treasury shares of $503,000 (2023: 443,000), totalling $16,521,000 (2023: $16,581,000).

Merger reserve comprises the following:

	2024	**2023**
	$'000	**$'000**
Aggregate of share capital of subsidiaries acquired	23,403	23,403
Aggregate of losses of subsidiaries prior to acquisition by STTC	(6,372)	(6,372)
Acquisition of additional 7% equity interest in NexWave Solutions Pte. Ltd. by STTC	1,455	1,455
Goodwill on acquisition of subsidiaries by STTC	1,538	1,538
Cost of investment paid by STTC	20,024	20,024
Par value of shares issued for acquisition of subsidiaries	(3,000)	(3,000)
	17,024	17,024

The Group is required to transfer 20% of the registered share capital of its Indonesian subsidiary's net profit in each year to general reserve if there are available retained earnings, until the general reserve reaches 20% of its registered share capital. The Indonesian subsidiary's general reserve reached 20% of its registered share capital in 2009.

Reserve for own shares comprises the cost of the Company's shares held by the Group. As at 31 December 2024, the Group held 46,600 of the Company's shares (2023: 2,422,065 shares).

The share option reserve comprises the cumulative value of the employee services received for the shared-based payment.

The goodwill written off represents the excess of consideration paid on the acquisition of subsidiaries prior to 1 January 2001 over the share of the fair value of net assets acquired. In 2013, the Group transferred the goodwill written off of $570,000 to capital reserve upon liquidation of a subsidiary, NexWave Solutions Pte. Ltd.

The exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations and from the monetary items which form part of the Group's net investment in foreign subsidiaries.

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17 Trade and other payables

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Trade payables		55,537	42,441	7,375	19,586
Trade payables – supplier finance arrangement		22,939	–	–	–
Accruals for payroll and staff related costs		8,396	5,710	1,916	854
Accrued expenses		13,184	10,454	1,312	1,327
Amounts due to:					
- related parties	12	1,733	907	20	693
- subsidiaries	13	–	–	1,478	1,049
Financial liabilities at amortised cost		101,789	59,512	12,101	23,509
Employee benefits obligation	18	413	460	–	–
Advances from customers		142	5,736	–	4
		102,344	65,708	12,101	23,513
Non-current		413	460	–	–
Current		101,931	65,248	12,101	23,513
		102,344	65,708	12,101	23,513

The Group and the Company's exposures to currency risk and to liquidity risk related to trade and other payables are disclosed in Note 30.

The Group participates in an invoice finance arrangement (IFA) under which its suppliers will receive payment of their invoices from a bank. Under the arrangement, the banks agree to pay invoice amounts to a supplier in respect of invoices owned by the Group and the Group repay the financing amount plus a fee to the banks at a later date. In order for the banks to pay the invoices, the goods must have been received or supplied and the invoices approved by the Group. The principal purpose of this arrangement is to facilitate efficient payment processing and improve the Group's working capital. The Group provides no security to the banks.

Payment terms with suppliers have not been renegotiated in conjunction with the arrangement. From the Group's perspective, the arrangement extends the Group's payment terms, by having a payment date to the bank later than the original due date of the invoices. The Group discloses the amounts subject to the IFA within trade payables because the nature and function of these payables remain the same as those of other trade payables. All payables under IFA are classified as current as at 31 December 2024.

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Group and their principal nature remains operating - i.e. payments for the purchase of goods and services. The payments to suppliers by the banks are considered non-cash transactions and amount to $46,591,000.

Additional information about the trade payable provided in the table below.

	Group 2024 $'000	Group 2023 $'000
Carrying amount of financial liabilities		
Presented within trade and other payables	22,939	
- Of which suppliers have received payments from banks	22,836	–*
Range of payment due dates	**Days after invoice date**	
Trade payables subject to supplier finance arrangement	75 – 210	–*
Comparable trade payables	0 – 30	–*

* The Group is not required to disclose this information in the first year of applying Supplier Finance Arrangements-Amendments to SFRS(1) 1-7 and SFRS (1) 7.

Non-cash changes

There were no significant non-cash changes in the carrying amount of financial liabilities subject to supplier finance arrangements

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18 **Employee benefits obligation**

	Group 2024 $'000	Group 2023 $'000
Post-employment benefits	408	455
Other long-term employee benefits	5	5
	413	460

Post-employment benefits ("PEB")

The Group provides defined PEB for its qualifying employees in accordance with Indonesian Government Regulation No. 35/2021 and Indonesian Regulation. The number of employees and directors entitled to the benefits is 23 and 22 employees in 2024 and 2023, respectively.

Interest rate risk

A decrease in the bond interest rate will increase the plan liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Other long-term employee benefits ("OLB")

The Group provides OLB for its employees in the form of long leaves awarded to employees based of completed years of service in the form of day leave and compensation leave.

Employee benefit expense recognised in the consolidated statement of profit or loss and consolidated statement of comprehensive income are as follows:

	Group PEB $'000	 OLB $'000	 Total $'000
2024			
Service cost:			
- current service cost	(15)	–	(15)
- interest cost	27	–	27
- remeasurement of OLB	–	1	1
Components of defined benefits costs recognised in consolidated statement of profit or loss	12	1	13
Remeasurement on the net defined benefit liability:			
- actuarial gains arising from changes in financial assumptions	(40)	–	(40)
- actuarial gains due to changes in estimates of future employee turnover, mortality or increases in salaries	(9)	–	(9)
Components of defined benefits costs recognised in consolidated statement of comprehensive income	(49)	–	(49)
2023			
Service cots:			
- current service cost	41	1	42
- interest cost	29	–	29
- remeasurement of OLB	–	(3)	(3)
Components of defined benefits costs recognised in consolidated statement of profit or loss	70	(2)	68

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	PEB $'000	Group OLB $'000	Total $'000
2023			
Remeasurement on the net defined benefit liability:			
- actuarial gains arising from changes in financial assumptions	19	–	19
- actuarial gains due to changes in estimates of future employee turnover, mortality or increases in salaries	(28)	–	(28)
Components of defined benefits costs recognised in consolidated statement of comprehensive income	(9)	–	(9)

Movements in the present value of the defined benefit obligation are as follows:

	PEB $'000	Group OLB $'000	Total $'000
2024			
Opening defined benefit obligation	455	5	460
- current service cost	(15)	–	(15)
- interest cost	27	–	27
- remeasurement of OLB	–	1	1
Components of defined benefits costs recognised in consolidated statement of profit or loss	467	6	473
Remeasurement on the net defined benefit liability:			
- actuarial gains arising from changes in financial assumptions	(40)	–	(40)
- actuarial gains due to changes in estimates of future employee turnover, mortality or increases in salaries	(9)	–	(9)
Components of defined benefits costs recognised in consolidated statement of comprehensive income	(49)	–	(49)
Translation differences on consolidation	(10)	(1)	(11)
Closing defined benefit obligation	408	5	413
2023			
Opening defined benefit obligation	400	7	407
- current service cost	41	1	42
- interest cost	29	–	29
- remeasurement of OLB	–	(3)	(3)
Components of defined benefits costs recognised in consolidated statement of profit or loss	470	5	475
Remeasurement on the net defined benefit liability:			
- actuarial gains arising from changes in financial assumptions	19	–	19
- actuarial gains due to changes in estimates of future employee turnover, mortality or increases in salaries	(28)	–	(28)
Components of defined benefits costs recognised in consolidated statement of comprehensive income	(9)	–	(9)
Translation differences on consolidation	(6)	–	(6)
Closing defined benefit obligation	455	5	460

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The cost of providing employment benefits and other long-term employee benefit is calculated by independent actuary, KKA Hery Al Hariry. The actuarial valuation was carried out using the following key assumptions:

	Group	
	2024	**2023**
Discount rate	6.70% - 7.14%	6.25% - 7.10%
Salary increment rate	4%	4%
Disability rate	10%	10%
Resignation rate	#	#
Normal retirement age	63	62

7% (2023: 10%) for employee before the age of 30 and will linearly decrease to 0% at the age of 61 (2023: 0% at the age of 60).

19 **Loans and borrowings**

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Current liability				
Secured bank loans	12,036	–	–	–
Unsecured bank loans	26,217	16,137	19,300	4,000
	38,253	16,137	19,300	4,000

Information about the Group's and the Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 30.

Terms and debts repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

	Nominal interest rate (%)	Year of maturity	Currency	Face value $'000	Carrying amount $'000
Group					
31 December 2024					
Secured loans	4.80 – 4.81	2025	MYR	12,036	12,036
Unsecured loans	3.62 – 4.84	2025	SGD	26,217	26,217
				38,253	38,253
31 December 2023					
Unsecured loans	4.47 – 5.22	2024	SGD	14,065	14,065
Unsecured loans	4.32	2024	MYR	100	100
Unsecured loans	9.75 – 10.15	2024	PHP	1,972	1,972
				16,137	16,137
Company					
31 December 2024					
Unsecured loans	3.90 – 4.24	2025	SGD	19,300	19,300
31 December 2023					
Unsecured loans	4.47 – 5.22	2024	SGD	4,000	4,000

The secured bank loans of the Group are secured over trade receivables with carrying amounts of S$12,036,000 (see note 10).

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Intra-group financial guarantees

Intra-group financial guarantees comprise corporate guarantees given by the Company to banks in respect of banking facilities amounting to $18,763,000 (2023: $32,952,000) granted to its wholly-owned subsidiaries. At the reporting date, the Company has not recognised an ECL provision as the ECL amount was lower than the amortised liability for intra-group financial guarantee contracts. The Company does not consider it probable that a claim will be made against the Company under the guarantees. The carrying amount represented the initial fair value less the cumulative amount of income recognised.

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Lease liabilities	Loans and borrowings	Total
	$'000	$'000	$'000
Balance at 1 January 2023	4,388	2,578	6,966
Changes from financing cash flows			
Interest paid	(79)	(645)	(724)
Proceeds from borrowings	–	13,028	13,028
Repayment of borrowings	–	(4,336)	(4,336)
Payment of lease liabilities	(4,056)	–	(4,056)
Total changes from financing cash flows	(4,135)	8,047	3,912
The effect of changes in foreign exchange rates	–	(60)	(60)
Other changes			
Proceeds from borrowings (non-cash transactions)	–	4,927	4,927
Interest expense	79	645	724
Derecognition of leases	(8)	–	(8)
New leases	1,219	–	1,219
Total other changes	1,290	5,572	6,862
Balance at 31 December 2023	1,543	16,137	17,680
Balance at 1 January 2024	1,543	16,137	17,680
Changes from financing cash flows			
Interest paid	(129)	(1,493)	(1,622)
Proceeds from borrowings	–	57,909	57,909
Repayment of borrowings	–	(34,688)	(34,688)
Payment of lease liabilities	(1,992)	–	(1,992)
Total changes from financing cash flows	(2,121)	21,728	19,607
The effect of changes in foreign exchange rates	3	460	463
Other changes			
Repayment of borrowings (non-cash transactions)	–	(1,565)	(1,565)
Interest expense	129	1,526	1,655
Derecognition of leases	(140)	–	(140)
New leases	5,705	–	5,705
Others	655	(33)	622
Total other changes	6,349	(72)	6,277
Balance at 31 December 2024	5,774	38,253	44,027

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20 **Leases**

Leases as lessee

The Group leases offices, warehouses, a number of retail outlets, copier machines and motor vehicles under operating leases. The leases typically run for an initial period of two to five years, with an option to renew the lease after that date. Lease payments are usually increased annually to reflect market rentals.

Information about leases for which the Group is a lessee is presented below.

Right-of-use assets

	Leasehold improvements $'000	Office equipment $'000	Motor vehicles $'000	Total $'000
Group				
2024				
Balance at 1 January	1,834	80	16	1,930
Additions to right-of-use assets	5,978	63	–	6,041
Depreciation charge for the year	(2,146)	(46)	(15)	(2,207)
Derecognition of right-of-use assets	(134)	–	–	(134)
Translation difference on consolidation	(7)	–	(1)	(8)
Balance at 31 December	5,525	97	–	5,622
2023				
Balance at 1 January	4,329	97	–	4,426
Additions to right-of-use assets	1,151	37	31	1,219
Depreciation charge for the year	(3,634)	(46)	(15)	(3,695)
Derecognition of right-of-use assets	–	(8)	–	(8)
Translation difference on consolidation	(12)	–	–	(12)
Balance at 31 December	1,834	80	16	1,930
Company				
2024				
Balance at 1 January	665	28	16	709
Additions to right-of-use assets	4,119	63	–	4,182
Depreciation charge for the year	(1,353)	(28)	(16)	(1,397)
Balance at 31 December	3,431	63	–	3,494
2023				
Balance at 1 January	1,738	27	–	1,765
Additions to right-of-use assets	260	37	31	328
Depreciation charge for the year	(1,333)	(29)	(15)	(1,377)
Derecognition of right-of-use assets	–	(7)	–	(7)
Balance at 31 December	665	28	16	709

Lease liabilities

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Non-current	3,648	314	2,089	19
Current	2,126	1,229	1,310	515
	5,774	1,543	3,399	534

Amounts recognised in the consolidated statement of profit or loss

	Note	2024 $'000	2023 $'000
Interest on lease liabilities	24	129	79
Expenses relating to short-term leases		1,750	1,737
Variable lease payments not included in the measurement of lease liabilities		126	166

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Amounts recognised in consolidated statement of cash flows

	2024 $'000	2023 $'000
Total cash outflow for leases	3,871	5,872

Extension option

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

21 **Provisions**

	Warranties $'000	Reinstatement costs $'000	Restructuring $'000	Onerous contracts $'000	Total $'000
Group					
At 1 January 2023	38	432	223	224	917
Provision made during the year	2	260	618	418	1,298
Utilisation of provision	–	–	(223)	–	(223)
Provision written back during the year	(6)	–	–	(130)	(136)
At 31 December 2023	34	692	618	512	1,856
Provision made during the year	642	336	50	1,204	2,232
Utilisation of provision	(79)	(268)	(3)	(33)	(383)
Provision written back during the year	–	(6)	(615)	–	(621)
At 31 December 2024	597	754	50	1,683	3,084
31 December 2024					
Non-current	–	484	–	–	484
Current	597	270	50	1,683	2,600
	597	754	50	1,683	3,084
31 December 2023					
Non-current	–	365	–	–	365
Current	34	327	618	512	1,491
	34	692	618	512	1,856

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	Warranties $'000	Reinstatement costs $'000	Total $'000
Company			
At 1 January 2023	–	294	294
Provision made during the year	–	259	259
At 31 December 2023	–	553	553
Provision made during the year	616	184	800
Utilisation of provision	(78)	(238)	(316)
At 31 December 2024	538	499	1,037
31 December 2024			
Non-current	–	333	333
Current	538	166	704
31 December 2024	538	499	1,037
31 December 2024			
Non-current	–	339	339
Current	–	214	214
31 December 2024	–	553	553

Warranties

The provision made for warranties relates mainly to mobile phones, network engineering services and radio and telecommunication equipment sold during the year. The provision is based on estimates made from historical warranty data.

Reinstatement costs

In accordance with terms of the lease agreements, the Group is required to restore the retail outlets and offices to their original condition by the end of the lease terms.

Restructuring

In 2024, the Group is committed to a plan to restructure its wholly owned subsidiary, NxGen Malaysia Sdn Bhd. The Group recognised a provision of $50,000 for expected restructuring costs, including employee termination benefits. Estimated restructuring costs mainly include employee termination benefits and are based on a detailed plan agreed between management and employee. The restructuring is expected to be completed by December 2025.

Provision of $615,000 made in 2023 for the Group's restructuring plan for NxGen Communications Pte Ltd and Planet Managed Services Pte Ltd was reversed in 2024 as the restructuring plans approved by the board of directors of the respective subsidiary in 2023 was not executed.

Onerous contracts

During 2024, a provision of $1,204,000 (2023: $418,000) was recognised for certain sales contracts as the estimated unavoidable incremental costs of meeting the obligations exceeded the economic benefits expected to be received.

22 Equity compensation benefits

TeleChoice Restricted Share Plan and Performance Share Plan

The TeleChoice Restricted Share Plan (the "TeleChoice RSP") (as amended) and TeleChoice Performance Share Plan (the "TeleChoice PSP") (as amended) (collectively referred to as the "Plans"), were approved and adopted by the members at an Extraordinary General Meeting of the Company held on 27 April 2007 and certain amendments to the TeleChoice RSP and TeleChoice PSP were approved and adopted by the members at the Annual General Meeting of the Company held on 26 April 2018.

Information regarding the Plans are set out below:

(i) The Plans were established with the objective of motivating senior executives to strive for superior performance and sustaining long-term growth for the Company.

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(ii) The Plans are administered by the Company's Remuneration Committee (the "Committee").

(iii) The following persons (collectively referred to as the "Eligible Persons") shall be eligible to participate in the Plans at the absolute discretion of the Committee:

- employees and non-executive directors of the Company and/or any of its subsidiaries;
- employees and non-executive directors of STTC and its subsidiaries, who may be seconded to render services and contribute to the success of the Group; and
- employees of associated companies.

(iv) Controlling shareholders and associates of controlling shareholders of the Company will not be eligible to participate in the Plans.

(v) Under the TeleChoice PSP (as amended), conditional awards of shares are granted. Awards represent the right of a participant to receive fully paid shares upon the participant achieving certain pre-determined performance targets set based on corporate objectives aimed at sustaining longer-term growth. After the awards vest, the shares comprised in the awards are issued at the end of the performance and/or service period once the Committee is, at its sole discretion, satisfied that the prescribed performance targets have been achieved.

(vi) The actual number of shares given will depend on the level of achievement of the prescribed performance targets over the performance period, currently prescribed to be a three-year period. No shares will be delivered if the threshold performance targets are not achieved, while up to 1.5 times the number of shares that are the subject of the award will be delivered if the stretched performance targets are met or exceeded.

(vii) Under the TeleChoice RSP (as amended), conditional awards vest over a three-year period, once the Committee is, at its sole discretion, satisfied that the performance and extended service conditions are attained. For the RSP grants for 2017 onwards, the total number of shares to be awarded depends on the level of attainment of the individual performance targets.

(viii) The vesting period of the shares granted under the Plans is between one to three years.

(ix) As at 31 December 2024, the initial awards of 20,929,640 (2023: 17,919,640) shares under the TeleChoice PSP and the initial awards of 52,676,665 (2023: 44,955,665) shares under the TeleChoice RSP were made to Eligible Persons. As at 31 December 2024, awards of 6,081,250 (2023: 4,436,250) shares under the TeleChoice PSP and 8,584,545 (2023: 11,253,910) shares under the TeleChoice RSP were outstanding.

The key assumptions applied in estimating the fair values under the TeleChoice PSP are as follows:

Date of grant of shares	**3 June 2024**	**1 June 2023**	**1 June 2022**	**1 June 2021**	**3 June 2020**
Fair value at grant date	$0.067	$0.077	$0.078	$0.121	$0.133
Assumptions under Monte-Carlo Model Expected Volatility					
TeleChoice International Limited	24.55%	22.02%	18.47%	16.77%	15.10%
Straits Times Index	N/A	12.75%	17.83%	N/A	N/A
Risk-free interest rates	3.33%	3.16%	2.38%	0.49%	0.43%

The key assumptions applied in estimating the fair values under the TeleChoice RSP are as follows:

Date of grant of shares	**3 June 2024**	**1 June 2023**	**1 June 2022**	**1 June 2021**	**3 June 2020**
Fair value at grant date:					
For RSP vested 12 months from grant date	$0.067	$0.082	$0.113	$0.167	$0.188
For RSP vested 24 months from grant date	$0.067	$0.082	$0.111	$0.162	$0.180
For RSP vested 36 months from grant date	$0.067	$0.082	$0.110	$0.158	$0.171
For RSP vested 48 months from grant date	N/A	N/A	N/A	N/A	N/A

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Date of grant of shares	3 June 2024	1 June 2023	1 June 2022	1 June 2021	3 June 2020
Assumptions under Monte-Carlo Model					
Expected Volatility					
TeleChoice International Limited	24.55%	22.02%	18.47%	16.77%	15.10%
Risk-free interest rates					
Singapore 1-year Government Bond yield	3.63%	3.73%	1.94%	0.30%	0.29%
Singapore 2-year Government Bond yield	3.46%	3.36%	2.26%	0.36%	0.35%
Singapore 3-year Government Bond yield	3.33%	3.16%	2.38%	0.49%	0.43%

The fair value of the shares is estimated using the Monte-Carlo simulation methodology at the measurement dates, which are grant dates of these share awards. The accrual for the share expenses under the Plans has been estimated on the basis that the Group will be on target in respect of the performance conditions. During the financial year, the Group expensed off $97,000 (2023: $391,000) to profit or loss based on the fair value of the PSP and RSP at the grant date.

23 Revenue

	Group	
	2024	2023
	$'000	$'000
Equipment, software and prepaid cards sales	262,704	138,094
Voice services	2,350	1,707
Consultancy, fulfilment and managed services	17,218	7,587
Maintenance support services	30,042	23,582
Network engineering projects	42,916	44,491
Info-communication technology projects	25,171	22,628
Revenue from contracts with customers	380,401	238,089

The following tables provide information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Personal Communications Solutions Services ("PCS") segment

Nature of goods or services	The PCS segment generates revenue from the supply of equipment and prepaid cards, provision of consultancy, fulfilment and managed services relating to mobile communication devices, wearables and accessories.
When revenue is recognised	Revenue from sale of equipment and prepaid cards are recognised at a point in time, when significant risks and rewards are transferred to the customers. Sales rebate given to customers are recognised as a reduction from revenue in accordance with the specific terms and conditions. Revenue from provision of consultancy, fulfilment and managed services are recognised at a point in time, when services are rendered.
Significant payment terms	Invoices are issued when goods are delivered, services are rendered or upon receipt of purchase orders for services rendered and payable by cash on delivery or based on respective customers' credit terms.
Obligations for warranties	Mobile equipment sold are under the manufacturers' standard product warranties.

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Equipment and cards sales revenue, in which certain sales of mobile communication devices and accessories are made to related parties. Management has considered the following factors in distinguishing between an agent and a principal and concluded that the Group acts as a principal in the transaction rather than as an agent:

- The Group has the primary responsibility for fulfilling the order and providing the equipment to related parties; and
- The Group is required to bear inventory risk of loss and damage upon delivery of equipment by manufacturers. The related parties have the rights or entitlement to cancel the purchase order issued to the Group prior to the receipt of such equipment ordered.

Info-Communications Technology Services ("ICT") segment

Nature of goods or services	The ICT segment generates revenue from the provision of integrated info-communication technology solutions services and telecommunication services.
When revenue is recognised	Revenue from sale of equipment, software, annual support services and voice services are recognised at point of sales. Revenue from the provision of maintenance support service is recognised on a straight-line basis over the contractual periods. For info-communication technology projects, whereby professional services are provided to implement the projects, revenue is recognised based on the percentage of completion using cost incurred to measure the progress of completion achieved over time. For info-communication technology projects, with bundled products and services in the contract, the products and services are identified as separate performance obligations to the extent that the customer can benefit from the products or services on their own. When the Group assessed that the bundled products and services forms a single performance obligation, and the revenue is to be recognised over time, the company will measure revenue based on the percentage of completion using cost incurred to measure the progress of completion.
Significant payment terms	Invoices are issued when goods are delivered or services are rendered and are payable based on the invoice credit terms. Progress billings to the customers are based on payment schedules in the contracts that are dependent on the achievement of specified milestones. If the value of the services rendered exceeds payments received from the customers, a contract asset is recognised.
Obligations for warranties	The obligations for warranties are generally in the range of one to two years.

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Network Engineering Services ("NES") segment

Nature of goods or services	The Engineering segment generates revenue from the provision of network engineering services and supply of specialised telecommunications products.
When revenue is recognised	Revenue from sale of goods is recognised at point of sales. Revenue from the provision of maintenance support service is recognised on a straight-line basis over the contractual periods. For network engineering projects, the Group has assessed that these contracts qualify for over time revenue recognition as the customised equipment is made to customers' specifications and has no alternative use for the Group due to contractual restrictions, and the Group generally has enforceable rights to payment for performance completed till date. The stage of completion is assessed by reference to the contract costs incurred till date in proportion to management's estimate of the total contract costs.
Significant payment terms	Invoices are issued when goods are delivered or services are rendered and are payable based on the invoice credit terms. Progress billings to the customers are based on payment schedules in the contracts that are dependent on the achievement of specified milestones. If the value of the services rendered exceeds payments received from the customers, a contract asset is recognised.
Obligations for warranties	Certain network engineering services have a standard warranty period of one to three years from final acceptance date. The obligations for warranties on telecommunication equipment sold are generally borne by the equipment suppliers.

Source of estimation uncertainty

Significant judgements are used to estimate total contract costs to complete. In making these estimates, management has relied on the contract costs incurred till date in proportion to estimated total contract costs of each contract to determine the progress of projects, and also on past experience of completed projects. The estimated total contract costs are reviewed every reporting period and adjusted where necessary, with the corresponding adjustment to profit margin being recognised prospectively from the date of change.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers on the statement of financial position as at 31 December.

	2024 **$'000**	**2023** **$'000**
Trade receivables	26,222	24,874
Unbilled receivables	841	1,101
Amount due from immediate holding company (trade)	–	41
Amount due from related parties (trade)	44,232	5,324
Contract assets	16,467	15,161
Contract liabilities	(14,704)	(10,080)

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	Contract liabilities 2024 $'000	Contract liabilities 2023 $'000
Non-current	4,748	493
Current	9,956	9,587
	14,704	10,080

Contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on network engineering projects, and info-communication technology projects. The contract assets are transferred to unbilled receivables when the rights become unconditional and then to trade receivables upon invoicing.

Contract liabilities primarily relate to advance consideration received from customers for maintenance services that have not been rendered or ongoing info-communication technology service projects at the reporting date.

Significant changes in the contract assets and contract liabilities during the period are as follows.

	Contract assets		Contract liabilities	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	–	–	7,655	2,755
Increases due to cash received/progress billings, excluding amounts recognised as revenue during the year	–	–	(12,279)	(5,559)
Contract assets recognised, net of reclassification to receivables	2,171	(8,754)	–	–
Write-off of contract assets	(865)	(1,132)	–	–

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially satisfied) at the reporting date.

	Within 1 year		Within 2 – 5 years		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Maintenance support services and info-communication technology projects	12,328	6,806	12,532	11,713	24,860	18,519

Variable consideration that is constrained and therefore not included in the transaction price is excluded in the amounts presented above.

The Group applies the practical expedient in paragraph 121 of SFRS(I) 15 and does not disclose information about its remaining performance obligations if:

- the performance obligation is part of a contract that has an original expected duration of one year or less; or
- the Group has a right to invoice a customer in an amount that corresponds directly with its performance to date, then it recognises revenue in that amount.

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24 Profit/(loss) before tax

Profit/(loss) before tax is arrived at after charging/(crediting) the following items:

	Note	Group 2024 $'000	Group 2023 $'000
Amortisation of intangible assets	5	162	370
Depreciation of plant and equipment	4	662	677
Depreciation of right-of-use assets	20	2,207	3,695
Audit fees paid to:			
- auditors of the Company		227	260
- other auditors		259	232
Non-audit fees		–	–
Cost of inventories recognised as an expense in consolidated statement of profit or loss		243,946	116,906
Directors' fee		539	486
Other government grants		(117)	(93)
Impairment loss on investment in associate	7	–	1,673
Gain on disposal of a subsidiary		–	(77)
Impairment loss/(reversal of impairment loss) on trade receivables, net	10	441	(197)
Impairment loss on other receivables	11	355	–
Write-off of contract assets	23	865	1,132
Other expenses			
Exchange (gain)/loss		(1,255)	107
(Gain)/loss on disposal of plant and equipment		(67)	73
Gain on derecognition of right-of-use assets		(6)	–
Withholding tax expenses		339	216
Others		40	120
		(949)	516
Employee benefits expense			
Staff costs		34,967	41,015
Contributions to defined contribution plans, included in staff costs		2,762	2,921
(Reversal of provision)/provision for restructuring cost, net	21	(565)	618
Share-based payments expenses, included in staff costs	22	97	391
Finance income			
Interest income			
- banks and financial institutions		(228)	(108)
- interest accretion		(14)	(30)
		(242)	(138)
Finance costs			
Interest expense			
- loans & borrowings		1,526	645
- supplier finance arrangement		563	–
- leases liabilities	20	129	79
- interest accretion		12	24
		2,230	748

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FINANCIAL STATEMENTS

25 Tax expense

	Group	
	2024 $'000	2023 $'000
Current tax expense		
Current year	2,228	883
Under provision in respect of prior years	21	34
	2,249	917
Deferred tax expense		
Origination and reversal of temporary differences	(376)	(3)
Under/(over) provision in respect of prior years	28	(232)
	(348)	(235)
Tax expense	1,901	682

Reconciliation of effective tax rate

	2024 $'000	2023 $'000
Profit/(loss) before taxation	6,080	(10,821)
Income tax using Singapore tax rate of 17% (2023: 17%)	1,034	(1,840)
Non-deductible expenses	304	790
Non-taxable income	(354)	(98)
Deferred tax assets not recognised	362	1,884
Effect of results of associate presented net of tax	(38)	(15)
Effect of different tax rates in other countries	544	159
Under/(over) provision in respect of prior years	49	(198)
	1,901	682

26 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the Group's loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2024 $'000	2023 $'000
Profit/(loss) attributable to equity holders of the Company	4,179	(11,503)

	Group Number of shares	
	2024 ('000)	2023 ('000)
Issued ordinary shares at beginning of the year	452,491	454,423
Effect of own shares held	321	(1,932)
Weighted average number of ordinary shares during the year	452,812	452,491

Diluted earnings per share

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from the dilutive share options with the potential ordinary shares weighted for the period outstanding.

NOTES TO THE FINANCIAL STATEMENTS

	Group 2024 $'000	Group 2023 $'000
Diluted earnings per share is based on:		
Profit/(loss) attributable to equity holders of the Company	4,179	(11,503)

	Group Number of shares 2024 ('000)	Group Number of shares 2023 ('000)
Weighted average number of ordinary shares (basic)	452,812	452,491
Effect of RSP shares vested but not released	14,665	15,690
Weighted average number of ordinary shares (diluted) during the year	467,477	468,181

	Group 2024	Group 2023
Earnings per share		
Basic earnings per share (cents)	0.92	(2.54)
Diluted earnings per share (cents)	0.89	(2.46)

27 Significant related party transactions

Related party transactions

In the normal course of business, the Group purchases and sells products and services to related parties. Significant transactions with related parties, other than those disclosed elsewhere in the financial statements, are as follows:

	Group 2024 $'000	Group 2023 $'000
Immediate holding company		
Revenue from sale of products and provision of services	35	46
Other related parties		
Revenue from sale of products and provision of services	137,443	20,760
Purchase of products and services	(12,381)	(10,929)
Telecommunication services received	(413)	(242)

Sales and purchases of goods and services were carried out based on commercial terms and conditions as agreed between the parties. As at the reporting date, outstanding balances arising from sales and purchases of goods and services are disclosed in Note 12.

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Key management personnel compensation

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group.

Key management personnel compensation comprised:

	Group	
	2024	**2023**
	$'000	**$'000**
Salaries and short-term employment benefits		
- Directors' fee	394	355
- Other key management personnel	2,500	3,279
Post-employment benefits (including defined contribution plans)		
- Other key management personnel	494	467
Share-based payments		
- Directors' fee	145	131
- Other key management personnel	94	254
	3,627	4,486

28 Operating segments

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different marketing and technical expertise. For each of the strategic business units, the Group's President & CEO reviews internal management reports on a monthly basis. The following describes the operations in each of the Group's reportable segments:

Personal Communications Solutions Services ("PCS"): This division is a regional provider of consumer fulfilment and managed services. It provides retail, e-commerce, distribution, and supply chain management services relating to mobile communication devices, wearables, and smart lifestyle products. In Singapore, it operates a retail chain under the Planet Telecoms brand and holds the exclusive role of being the sole StarHub Ltd ("StarHub") Exclusive Partner entrusted with the management of StarHub Platinum Shops. Additionally, it serves as the appointed distributor for StarHub's prepaid card business. The Division also oversees concept stores for well-known mobile device manufacturers such as Samsung and HONOR. Leveraging its track record and strengths, it has been appointed for the full-service distribution, brand marketing, and retail management of HONOR products in Singapore. In Malaysia, PCS offers comprehensive Fourth-Party Logistics ("4PL") services, including procurement, retail management, fulfillment, and holistic supply chain solutions to U Mobile Sdn Bhd, a leading telecom company. Aligning with the demands of the digital era, PCS also operates the e-commerce platform www.eplanetworld.com, featuring the latest mobile phones, tablets, accessories, wearables, and smart gadgets to cater to the preferences of online shoppers.

Info-Communications Technology Services ("ICT"): This division serves as a regional provider of integrated info-communications solutions, specialising in consultancy, system integration, and comprehensive ICT offerings across three essential pillars: Digital Infrastructure, Tech & Apps Services, and Communications. In Digital Infrastructure, ICT extends storage and server space infrastructure services, encompassing managed and hosted services, fixed and wireless networking, along with dedicated Day-2 support. Under Tech & Apps, it operates as a proficient Managed Service Provider (MSP), guiding companies through optimised cloud costs and the adoption of transformative technologies like Development Operations (Dev Ops) and Office Automation (OA). Its expertise spans diverse areas such as cloud computing, Hybrid Cloud, big data, analytics, smart learning, and AI Solutions. Notably, the Division excels in campus management and customer relationship management. Within Communications, ICT specialises in Contact Centre as a Service (CCaaS) and Unified Communications as a Service (UCaaS), offering versatile on-premises, hybrid, and cloud solutions for contact centre and unified communications needs. Additionally, through its associate MVI, it tailors Internet Protocol (IP) television solutions specifically for the hospitality industry.

Network Engineering Services ("NES"): This division is a regional provider of network engineering services and supplier of specialised telecommunications products. It designs, builds and manages telecommunications networks and provides a comprehensive suite of specialised products and solutions to address the network infrastructure needs of fixed and mobile operators in Asia-Pacific. Its services encompass radio network planning and optimisation, transmission network planning, network implementation, maintenance, and project management. It also offers a comprehensive range of innovative and cost-effective products, along with managed services contracts, to meet telecommunications access and coverage needs, including Fiber to the Home (FTTH). Additionally, it provides power supply and backup solutions, catering to the requirements of data centers.

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Information about reportable segments

	Personal communications solutions services		Info-communications technology services		Network engineering services		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Equipment, software and prepaid cards sales	224,184	104,232	29,657	29,352	8,863	4,510	262,704	138,094
Voice services	–	–	2,350	1,707	–	–	2,350	1,707
Consultancy, fulfilment and managed services	17,218	7,587	–	–	–	–	17,218	7,587
Maintenance support services	–	–	28,570	23,009	1,472	573	30,042	23,582
Network engineering projects	–	–	–	–	42,916	44,491	42,916	44,491
Info-communication technology projects	–	–	25,171	22,628	–	–	25,171	22,628
Total revenue from external customers	241,402	111,819	85,748	76,696	53,251	49,574	380,401	238,089
Inter-segment revenue	4	–	382	113	–	–	386	113
	241,406	111,819	86,130	76,809	53,251	49,574	380,787	238,202
Timing of revenue recognition								
Products transferred at a point in time	241,402	111,819	50,347	42,543	8,863	7,478	300,612	161,840
Products and services transferred over time	–	–	35,401	34,153	44,388	42,096	79,789	76,249
	241,402	111,819	85,748	76,696	53,251	49,574	380,401	238,089

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	Personal communications solutions services		Info-communications technology services		Network engineering services		Total	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Interest income	107	97	122	146	218	105	447	348
Interest expenses	(1,580)	(223)	(371)	(269)	(484)	(466)	(2,435)	(958)
Amortisation of intangible assets	(60)	(28)	(94)	(333)	(8)	(9)	(162)	(370)
Depreciation of plant and equipment	(120)	(158)	(193)	(321)	(349)	(198)	(662)	(677)
Depreciation of right-of-use assets	(1,899)	(3,468)	(165)	(100)	(143)	(127)	(2,207)	(3,695)
(Impairment loss)/reversal of impairment loss on trade and other receivables, net	–	–	(356)	290	(440)	(93)	(796)	197
Write-off of contract assets	–	–	(865)	–	–	(1,132)	(865)	(1,132)
Reportable segment profit/(loss) before income tax	6,559	370	(1,390)	(6,331)	689	(3,277)	5,858	(9,238)
Share of profit of associate (net of tax)	–	–	222	90	–	–	222	90
Impairment of investment in associate	–	–	–	(1,673)	–	–	–	(1,673)
Reportable segment assets	119,934	44,549	47,745	43,640	31,738	38,270	199,417	126,459
Investment in associate	–	–	489	258	–	–	489	258
Capital expenditure								
- plant and equipment	537	23	15	144	985	239	1,537	406
- intangible assets	115	2	4	51	1	3	120	56
Reportable segment liabilities	101,253	30,287	49,259	44,275	14,068	20,791	164,580	95,353

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Reconciliations of reportable segment revenue, profit or loss, assets and liabilities and other material items:

	Group	
	2024	**2023**
	$'000	**$'000**
Revenue		
Total revenue for reportable segments	380,787	238,202
Elimination of inter-segment revenue	(386)	(113)
Consolidated revenue	380,401	238,089
Profit or loss		
Total profit or loss for reportable segments	5,858	(9,238)
Impairment of investment in associate	–	(1,673)
Share of profit of associate	222	90
Consolidated loss before income tax	6,080	(10,821)
Assets		
Total assets for reportable segments	199,417	126,459
Investment in associate	489	258
Consolidated total assets	199,906	126,717
Liabilities		
Total liabilities for reportable segments	164,580	95,353

	Reportable segment totals $'000	Adjustments $'000	Consolidated totals $'000
Other material items 2024			
Interest income	447	(205)	242
Interest expenses	(2,435)	205	(2,230)
Impairment loss on trade and other receivables, net	(796)	–	(796)
Write-off of contract assets	(865)	–	(865)
Capital expenditure			
- plant and equipment	1,537	(55)	1,482
- intangible assets	120	–	120
Other material items 2023			
Interest income	348	(210)	138
Interest expenses	(958)	210	(748)
Reversal of impairment loss on trade and other receivables, net	197	–	197
Write-off of contract assets	(1,132)	–	(1,132)
Impairment of investment in associate	(1,673)	–	(1,673)
Capital expenditure			
- plant and equipment	406	–	406
- intangible assets	56	–	56

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Geographical segments

The Group has operations primarily in Singapore, Indonesia, Philippines and Malaysia.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of assets.

	Revenue $'000	Non-current assets* $'000
31 December 2024		
Singapore	214,838	6,149
Malaysia	127,517	163
Indonesia	36,595	937
Philippines	1,074	–
Hong Kong	1	489
Other countries	376	–
	380,401	7,738
31 December 2023		
Singapore	188,990	2,280
Malaysia	8,170	154
Indonesia	38,920	370
Philippines	924	6
Hong Kong	7	258
Other countries	1,078	–
	238,089	3,068

* Non-current assets presented consist of plant and equipment, intangible assets, right-of-use assets and investment in associate.

Major customers

Revenue from two (2023: two) customers of the Group represents approximately 37% (2023: 15%) of the Group's total revenue.

29 **Determination of fair values**

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability:

(i) Trade and other receivables

The fair value of non-current trade and other receivables (excluding prepayments and deferred expenses) is estimated at the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes.

(ii) Non-derivative financial liabilities

The fair value of non-derivative financial liabilities (excluding advances from customers), which is determined for measurement upon acquisition and disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

(iii) Share-based payments

The fair value measurement for share-based payments is described in Note 22.

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30 **Financial risk management**

Overview

The Group's activities expose it to credit risk, liquidity risk and market risk (including interest rate risk and currency risk). The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Cash and cash equivalents

Cash and fixed deposits are placed with banks and financial institutions which are regulated.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents was negligible.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. As at 31 December 2024, the Group has 60% (2023: 15%) of total receivables due from 2 (2023: 2) major customers.

The Group has a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, where available, and in some cases bank references. Otherwise, the credit quality of customers is assessed after taking into account its financial position and past experience with the customers. Credit exposure to customers is restricted by credit limits that are monitored by management on an ongoing basis.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, whether they are a multinational corporation, wholesale, retail or end-user customer, geographic location, industry, aging profile, maturity and existence of previous financial difficulties. Trade receivables comprise mainly amounts due from related parties and multinational corporations.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables and contract assets. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified.

The loss allowances are based on assumptions about risk of default and expected loss rates to be applied for the respective category of the receivables. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation including evaluation of the receivables past history of loss rate, existing market conditions as well as forward looking estimates at the end of each reporting period. In assessing the segmentation of the receivables for the loss allowance, judgement is involved in determining the creditworthiness and financial health of its receivables. Where their conditions change, this may require changes in the receivables' segmentation, which in turn may affect the level of loss allowance in future periods.

If the Group is satisfied that no recovery of the amount owing is possible, at that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset. Actual results could differ from estimates.

There are no other significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

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Impairment losses and amount written off on financial assets recognised in profit or loss were as follows:

	Note	Group 2024 $'000	Group 2023 $'000
Reversal of impairment loss on trade receivables	10	(22)	(308)
Impairment loss on trade receivables	10	463	111
Impairment loss on other receivables	11	355	–
Write-off of contract assets	23	865	1,132

Exposure to credit risk

The Group's primary exposure to credit risk arises through its trade receivables, unbilled receivables and contract assets. The Group's historical experience in the collection of accounts receivable falls within the recorded allowances. As a result, management believes that no additional credit risk beyond the amounts provided for is inherent in the Group's trade receivables and amounts due from related parties.

The following table provides information about the exposure to credit risk and ECLs for trade receivables, unbilled receivables and contract assets at the reporting date (by type of customer).

	Group		Company	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Related companies	45,205	7,256	3,511	4,748
Multinational companies	13,843	8,593	–	–
Other companies	28,714	30,652	6,059	2,516
	87,762	46,501	9,570	7,264

Expected credit loss assessment

The Group uses an allowance matrix to measure the ECLs of trade receivables, unbilled receivables and contract assets. In calculating the expected credit loss rates, the Group considers historical loss rates and, if relevant, adjustment for forward looking economic factors affecting the customers' ability to settle the outstanding receivables.

The Group and the Company's exposure to credit risk and ECL relating to trade receivables, unbilled receivables and contract assets at the reporting date is as follows.

	Expected loss rate %	Gross 2024 $'000	Impairment 2024 $'000	Gross 2023 $'000	Impairment 2023 $'000
Group					
No credit terms	–	13,584	–	18,608	–
Not past due	0.03/0	46,436	(16)	17,788	–
Past due 0 – 30 days	0.01/0	19,832	(1)	6,185	–
Past due 31 – 120 days	0.31/0	6,604	(21)	2,876	–
Past due 121 – 360 days	6.38/8.88	1,400	(89)	1,126	(100)
More than one year	74.88/90.37	132	(99)	187	(169)
		87,988	(226)	46,770	(269)
Company					
No credit terms	–	107	–	57	–
Not past due	–	6,800	–	2,752	–
Past due 0 – 30 days	–	2,079	–	2,480	–
Past due 31 – 120 days	–	584	–	1,975	–
		9,570	–	7,264	–

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Other receivables

The Group and the Company has other receivables of $4,050,000 and $683,000 (2023: $4,508,000 and $1,248,000) respectively. Other receivables relate mainly to deposits placed with lessors, tax recoverable and marketing incentives receivable from suppliers. The Group and the Company use an approach that is based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement). There is no significant increase in credit risk for these exposures. During the year, impairment loss on other receivables recognised in profit or loss was $355,000 (2023: nil).

Guarantees

The Company issued corporate guarantees amounting to $30,894,000 (2023: $34,012,000) in favour of subsidiaries to cover sales and purchases and bank facilities per the terms of the agreements. These guarantees are subject to the impairment assessment under SFRS(I) 9. The Company has assessed that the subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses from there guarantees. The Company's assessment is based on qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projection and applying experienced credit judgement).

Non-trade amounts due from related parties and subsidiaries

The Group and the Company have non-trade amounts due from related parties and subsidiaries of $630,000 (2023: $11,000) and $18,612,000 (2023: $8,433,000) respectively. Impairment on these balances has been measured on the 12-month expected credit loss basis which reflects the credit risk of the exposures. The amount of the allowance on non-trade amounts due from related parties and subsidiaries is negligible.

Liquidity risk

The Group monitors its 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 maintains sufficient level of cash and cash equivalents to meet its working capital and service its financial obligation. When required, the Group also obtains short-term bridging arrangement with banks to pay for their purchases of equipment.

Management monitors cash flow requirements through regular cash flow forecast carried out at the operating companies' level in accordance with the working capital requirement. The Group sets asset productivity targets which vary by entity and location taking into consideration the business environment that the entity operates in. Asset productivity targets used include debtor and inventory turnover days.

As described in note 17, the Group also participates in an invoice finance arrangement (IFA) with the principal purpose of facilitating efficient payment processing of supplier invoices and improve the Group's working capital.

For the year ended 31 December 2024, notwithstanding that the Group recognised a net profit after tax of $4,179,000, the net cash used in operating activities amounted to $12,839,000. As at 31 December 2024, the Group has net current assets of $35,191,000, net assets of $35,326,000 and cash and cash equivalents of $38,581,000. As at 31 December 2024, the Group maintains credit facilities in total of $150.7 million with various banks, at a margin over cost of funds. Of the total credit facilities, $78.4 million of credit facilities have been utilised and $72.3 million were unutilised. Out of the total credit facilities, the Group has $20.0 million of committed credit facilities with a bank, of which $14.2 million is unutilised.

The Group is expected to generate cash inflows from operating activities for the next 12 months. The Group manages working capital through the use of accounts receivable factoring and invoice financing arrangement. This arrangement, together with the cash held by the Group, will enable the Group to continue operations and to meet its liabilities as and when they fall due.

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The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments.

	Note	Carrying amount $'000	Contractual cash flows $'000	Within 1 year $'000	1 to 5 years $'000
Group					
2024					
Secured bank loans	19	12,036	(12,036)	(12,036)	–
Unsecured bank loans	19	26,217	(26,267)	(26,267)	–
Lease liabilities	20	5,774	(5,882)	(2,177)	(3,705)
Trade and other payables*	17	101,789	(101,950)	(101,950)	–
		145,816	(146,135)	(142,430)	(3,705)
2023					
Unsecured bank loans	19	16,137	(16,242)	(16,242)	–
Lease liabilities	20	1,543	(1,568)	(1,249)	(319)
Trade and other payables*	17	59,512	(59,512)	(59,512)	–
		77,192	(77,322)	(77,003)	(319)
Company					
2024					
Unsecured bank loans	19	19,300	(19,338)	(19,338)	–
Lease liabilities	20	3,399	(3,614)	(1,448)	(2,166)
Trade and other payables*	17	12,101	(12,101)	(12,101)	–
		34,800	(35,053)	(32,887)	(2,166)
2023					
Unsecured bank loans	19	4,000	(4,008)	(4,008)	–
Lease liabilities	20	534	(537)	(517)	(20)
Trade and other payables*	17	23,509	(23,509)	(23,509)	–
		28,043	(28,054)	(28,034)	(20)

* *Exclude employee benefits obligation and advances from customers*

Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's exposure to cash flow interest rate risks arises mainly from short-term floating rate borrowings. The Group does not use derivative financial instruments to hedge its interest rate risk.

NOTES TO THE FINANCIAL STATEMENTS

Exposure to interest rate risk

In respect of the interest-bearing financial liabilities, the following table indicates their effective interest rates at the reporting date and the periods in which they reprice:

	Effective interest %	Within 1 year $'000
Group		
31 December 2024		
Financial liabilities		
Secured bank loans	4.80 – 4.81	12,036
Unsecured bank loans	3.62 – 4.84	26,217
31 December 2023		
Financial liabilities		
Unsecured bank loans	4.32 – 10.15	16,137
Company		
31 December 2024		
Financial liabilities		
Unsecured bank loans	3.90 – 4.24	19,300
31 December 2023		
Financial liabilities		
Unsecured bank loans	4.47 – 5.22	4,000

Fair value sensitivity analysis

The Group does not account for any financial assets and liabilities at FVTPL. Therefore, a change in interest rates at the reporting date would not affect.

Cash flow sensitivity analysis for variable rate instruments

The Group's borrowings at variable rates are denominated mainly in Singapore Dollar, Indonesian Rupiah, Philippine Peso and Ringgit Malaysia. If the interest rates increase/ (decrease) by 100 basis point with all other variables being held constant, the loss before tax will be higher/(lower) by the amounts shown below.

	Profit or loss	
	100 bp increase $'000	100 bp decrease $'000
Group		
31 December 2024		
Loans and borrowings	(383)	383
31 December 2023		
Loans and borrowings	(161)	161
Company		
31 December 2024		
Loans and borrowings	(193)	193
31 December 2023		
Loans and borrowings	(40)	40

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

NOTES TO THE FINANCIAL STATEMENTS

Currency risk

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings, including inter-company sales, purchases and inter-company balances, that are denominated in a currency other than the respective functional currencies of Group entities. The functional currencies of Group entities are primarily the Singapore dollar ("SGD"). The currency in which these transactions primarily are denominated is US dollar ("USD").

The Group's and the Company's exposure to foreign currency are as follows:

	USD $'000
Group	
31 December 2024	
Trade and other receivables	3,143
Cash and cash equivalents	2,133
Trade and other payables	(7,135)
Net exposure	(1,859)
31 December 2023	
Trade and other receivables	822
Cash and cash equivalents	1,093
Trade and other payables	(3,139)
Net exposure	(1,224)
Company	
31 December 2024	
Trade and other receivables	251
Cash and cash equivalents	128
Trade and other payables	(195)
Net exposure	184
31 December 2023	
Cash and cash equivalents	31

Sensitivity analysis

A 10 percent strengthening of the following currency against the Group entities' functional currencies at 31 December would have (decreased)/increased the profit/(loss) before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit/(Loss) before tax	
	Group $'000	Company $'000
31 December 2024		
USD	(186)	18
31 December 2023		
USD	(122)	3

A 10 percent weakening of the above currency against the Group entities' functional currencies at 31 December would have had the equal but opposite effect on the above currency to the amounts shown above, on the basis that all other variables remain constant.

Estimating the fair values

As at 31 December 2024, the fair value of non-current receivables and payables amounted to $508,000 (2023: $426,000) and $413,000 (2023: $460,000) respectively.

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FINANCIAL STATEMENTS

The notional amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, trade and other payables and loans and borrowings) are assumed to approximate their fair values because of the short period to maturity.

Accounting classifications

	Note	Amortised cost $'000	Other financial liabilities $'000	Total carrying amount $'000
Group				
31 December 2024				
Financial assets not measured at fair value				
Trade and other receivables*	10	75,975	–	75,975
Cash and cash equivalents	14	38,581	–	38,581
		114,556	–	114,556
Financial liabilities not measured at fair value				
Trade and other payables#	17	–	101,789	101,789
Loans and borrowings	19	–	38,253	38,253
		–	140,042	140,042
Company				
31 December 2024				
Financial assets not measured at fair value				
Trade and other receivables*	10	28,865	–	28,865
Cash and cash equivalents	14	5,769	–	5,769
		34,634	–	34,634
Financial liabilities not measured at fair value				
Trade and other payables#	17	–	12,101	12,101
Loans and borrowings	19	–	19,300	19,300
		–	31,401	31,401
Group				
31 December 2023				
Financial assets not measured at fair value				
Trade and other receivables*	10	35,859	–	35,859
Cash and cash equivalents	14	32,820	–	32,820
		68,679	–	68,679
Financial liabilities not measured at fair value				
Trade and other payables#	17	–	59,512	59,512
Loans and borrowings	19	–	16,137	16,137
		–	75,649	75,649
Company				
31 December 2023				
Financial assets not measured at fair value				
Trade and other receivables*	10	16,945	–	16,945
Cash and cash equivalents	14	6,013	–	6,013
		22,958	–	22,958
Financial liabilities not measured at fair value				
Trade and other payables#	17	–	23,509	23,509
Loans and borrowings	19	–	4,000	4,000
		–	27,509	27,509

* *Exclude prepayments and deferred expenses*
\# *Exclude employee benefits obligation and advances from customers*

NOTES TO THE FINANCIAL STATEMENTS

31 **Commitments**

During 2024, the Group's wholly-owned subsidiary, PT Nexwave is committed to incur capital expenditure equivalent to $2,169,000 for purchase of motor vehicles under hire purchase arrangements. These commitments are expected to be settled in 2028.

32 **Contingencies**

The Company has given formal undertakings, which are unsecured, to provide financial support to its subsidiaries. As at 31 December 2024, the net liabilities of NxGen Asia Pte. Ltd. and N-Wave Technologies (Malaysia) Sdn Bhd amounted to approximately $3,209,000 and $8,000 (2023: $749,000 and $179,000) respectively and the net current liabilities of NxGen Communications Pte Ltd as at 31 December 2023 amounted to approximately $1,693,000.

The Group's wholly-owned subsidiary, NxGen Asia Pte. Ltd. (formerly known as S & I Systems Pte Ltd) ("NxGen Asia") has received a letter of demand from the solicitors representing Anubavam Technologies Private Limited ("AT") in relation to a teaming agreement dated 10 August 2022 ("Teaming Agreement") between NxGen Asia as prime contractor and AT as subcontractor for the provision of a college management system to a customer. Pursuant to the letter of demand, AT has demanded an aggregate sum of $445,931.95 plus interest from NxGen Asia for alleged breach by NxGen Asia of its obligations under the Teaming Agreement. NxGen Asia has sought legal advice and considers that it is more likely than not that will be able to defend the claim successfully.

The Group's wholly-owned subsidiary, PT Nexwave has faced a legal dispute with PT Mitra Pinasthika Mustika Rent ("MPM") at the Tangerang District Court and the Banten High Court regarding a vehicle rental payment claim equivalent to $268,000, where both courts have rejected MPM's lawsuit. Currently, MPM has filed a cassation appeal to the Supreme Court; however, considering the rulings from the previous two court levels, management believes that the dispute will not have a material impact on the financial statements as of 31 December 2024.

33 **Subsequent events**

On 20 February 2024, the Remuneration Committees approved for the payment of financial year 2024 long-term incentive grants under TeleChoice RSP (as amended) approximately 2,190,820 shares to be paid in cash instead of shares in year 2025.

On 27 February 2025, the directors proposed a final dividend of 0.125 cent per ordinary share (one-tier tax exempt) in respect of financial year ended 31 December 2024. The proposed final dividend amounting to $567,000 has not been recognised as at year end and is subject to shareholders' approval at the forthcoming Annual General Meeting of the Company in 2025.

SUPPLEMENTARY INFORMATION

(SGX-ST LISTING MANUAL DISCLOSURE REQUIREMENTS)

1 Directors' Remuneration

None of the Directors of the Company receives remuneration from the Group other than: (a) in respect of the Non-Executive and Non-Independent Directors and Non-Executive and Independent Directors, the Directors' Fee and Benefits for Non-Executive Directors for the financial years ended 31 December 2024 and 2023, and (b) in respect of the Executive Director, her remuneration and other benefits as President & CEO for the financial year ended 31 December 2024 (with effect from the date of her appointment on 14 October 2023). Please see further the section "(B) Remuneration Matters" of the Corporate Governance Report.

2 Interested Person Transactions

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual 2024 $'000	2023 $'000
Transactions for the sales of goods and services			
U Mobile Sdn. Bhd.[1]	Associates of controlling shareholder	123,960	4,101
Starhub Ltd		8,728	8,877
Singapore Power Limited and its associates		3,218	4,878
Singapore Telecommunications Limited and its associates		854	1,238
Temasek Holdings (Private) Limited and its Associates (Other than those disclosed above)	Controlling shareholder and its associates	718	1,711
		137,478	**20,805**
Transactions for the purchase of goods and services			
Starhub Ltd	Associates of controlling shareholder	11,429	9,465
Mapletree Industrial Trust and its associates		908	875
Singapore Telecommunications Limited and its associates		413	242
Temasek Holdings (Private) Limited and its Associates (Other than those disclosed above)	Controlling shareholder and its associates	44	589
		12,794	**11,171**
Management services			
Temasek Holdings (Private) Limited and its Associates	Controlling shareholder and its associates	–	–
Total Interested Person Transactions		**150,272**	**31,976**

Note:

(1) On 5 February 2024, the Company's wholly-owned subsidiary, Planet Telecoms Managed Services Sdn. Bhd. ("**PTMS**") entered into a Fourth Party Logistics Services Agreement ("**4PL Agreement**") with U Mobile Sdn. Bhd. ("**U Mobile**"), an associate of Temasek Holdings (Private) Limited. Under the 4PL Agreement, PTMS will provide fourth party managed services to U Mobile for an initial term of two years which may be extended for one year in accordance with the 4PL Agreement. The managed services will involve a suite of solutions for supply chain management, including acting as the device buying house, managing product lifecycle, overseeing the warehousing and integrating logistics functions, optimising distribution networks, and incorporating advanced technologies for monitoring performance metrics and mitigating risks related to stock obsolescence.

There were no interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual).

3 Material Contracts

There was no material contract entered into or still subsisting at the end of the financial year, for the purpose of Rule 1207(8) of the SGX-ST Listing Manual.

SHAREHOLDINGS **STATISTICS**

as at 10 March 2025

Class of shares – Ordinary shares
Voting rights – 1 vote per ordinary share

ANALYSIS OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	6	0.33	374	0.00
100 – 1,000	87	4.80	75,274	0.02
1,001 – 10,000	792	43.66	4,133,792	0.91
10,001 – 1,000,000	902	49.72	79,376,516	17.46
1,000,001 and above	27	1.49	370,836,544	81.61
	1,814	100.00	454,422,500	100.00

TOP 20 SHAREHOLDERS

NO.	NAME OF SHAREHOLDER	NO.OF SHARES	%*
1	STT COMMUNICATIONS LTD	228,937,500	50.39
2	DB NOMINEES (SINGAPORE) PTE LTD	83,814,200	18.45
3	DBS NOMINEES PTE LTD	7,423,890	1.63
4	HONG LEONG FINANCE NOMINEES PTE LTD	4,890,000	1.08
5	LIEW KUO HUEI	4,393,100	0.97
6	NG HIAN CHOW	3,799,200	0.84
7	PAULINE WONG MAE SUM (PAULINE HUANG MEIXIN)	3,728,778	0.82
8	LEE YOONG KIN	3,213,038	0.71
9	LIM CHAI HOCK, CLIVE	3,183,000	0.70
10	LOH SUR JIN ANDREW	2,974,300	0.65
11	RAFFLES NOMINEES (PTE) LIMITED	2,524,000	0.56
12	CGS INTERNATIONAL SECURITIES SINGAPORE PTE LTD	2,210,000	0.49
13	UNITED OVERSEAS BANK NOMINEES PTE LTD	1,892,500	0.41
14	SEAH LIM SIANG	1,854,000	0.41
15	OCBC NOMINEES SINGAPORE PTE LTD	1,696,200	0.37
16	JACQUELINE TAN KIM HOIE	1,466,000	0.32
17	TAN CHWEE HUAT	1,325,000	0.29
18	OH PECK HAR SHARON	1,275,800	0.28
19	CHEN WEI CHING	1,250,000	0.27
20	WONG LOKE MEI	1,220,709	0.27
		363,071,215	79.91

* The percentage of shareholdings was computed based on the issued share capital of the Company as at 10 March 2025 of 454,375,900 shares (which excludes 46,600 shares which are held as treasury shares representing approximately 0.01% of the total number of issued shares excluding treasury shares). There were no subsidiary holdings (as defined in the SGX-ST Listing Manual) as at 10 March 2025.

Shareholdings Held in Hands of Public

Based on information available to the Company, approximately 28.70% of the Company's shares listed on the Singapore Exchange Securities Trading Limited were held in the hands of the public. Therefore the Company has complied with Rule 723 of the Listing Manual.

SHAREHOLDINGS STATISTICS

AS AT 10 MARCH 2025

SUBSTANTIAL SHAREHOLDERS

(as recorded in the Register of Substantial Shareholders)

Name	Direct Interest	%[4]	Deemed Interest	%[4]
Leap International Pte Ltd[1]	–	–	83,804,200	18.44%
Lim Chai Hock Clive[2]	3,183,000	0.70%	83,804,200	18.44%
STT Communications Ltd[3]	228,937,500	50.39%	–	–
Singapore Technologies Telemedia Pte Ltd[3]	–	–	228,937,500	50.39%
Temasek Holdings (Private) Limited[3]	–	–	228,937,500	50.39%

Notes:

(1) Leap International Pte Ltd ("**Leap International**") is deemed to be interested in the 83,804,200 Shares held through DB Nominees (Singapore) Pte Ltd by virtue of section 4 of the Securities and Futures Act 2001 ("**SFA**").

(2) Lim Chai Hock Clive owns 100% of the interest in Leap International. Accordingly, Lim Chai Hock Clive is deemed to be interested in all the shares in which Leap International has an interest by virtue of section 4 of the SFA. Lim Chai Hock Clive holds a total (direct and deemed) interest in 86,987,200 shares, representing 19.14% of the issued share capital of the Company.

(3) STT Communications Ltd ("**STTC**") is a subsidiary of Singapore Technologies Telemedia Pte Ltd ("**STT**"), which is a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("**Temasek**"). Temasek and STT are deemed to be interested in the 228,937,500 shares held by STTC by virtue of section 4 of the SFA.

(4) The percentage of shareholdings was computed based on the total number of issued shares of the Company as at 10 March 2025 of 454,375,900 shares (which excludes 46,600 shares which are held as treasury shares as at that date).

NOTICE OF TWENTY-SEVENTH **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of TeleChoice International Limited ("**Company**") will be held at Oslo Room, 6 Serangoon North Avenue 5 #03-16 Singapore 554910 on 28 April 2025, Monday, at 10.30 a.m. to transact the following business:

AS ORDINARY BUSINESS

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

2. To declare a final tax exempt (one-tier) dividend of 0.125 cent per ordinary share in the capital of the Company ("**Share**"), for the financial year ended 31 December 2024. **Resolution 2**

3. To re-elect Mr Yeo Siew Chye Stephen, who is retiring in accordance with Regulation 99 of the Constitution of the Company. **Resolution 3**

   See Explanatory Note (a)

4. To re-elect Ms Cheah Sui Ling, who is retiring in accordance with Regulation 99 of the Constitution of the Company. **Resolution 4**

   See Explanatory Note (b)

5. To re-elect Ms Pauline Wong Mae Sum, who is retiring in accordance with Regulation 99 of the Constitution of the Company. **Resolution 5**

   See Explanatory Note (c)

6. To re-elect Mr Adrian Chan Pengee, who is retiring in accordance with Regulation 105 of the Constitution of the Company. **Resolution 6**

   See Explanatory Note (d)

7. To re-elect Ms Jennifer Duong Young, who is retiring in accordance with Regulation 105 of the Constitution of the Company. **Resolution 7**

   See Explanatory Note (e)

8. To approve the sum of $481,561 to be paid as Directors' Remuneration to all of the Directors (other than Ms Pauline Wong Mae Sum and Mr Lim Yong) for the financial year ended 31 December 2024 comprising: **Resolution 8**

   (a) $337,092 to be paid in cash (2023: $304,868) (2022: $300,300); and

   (b) $144,469 to be paid in the form of restricted share awards pursuant to the TeleChoice Restricted Share Plan (as amended) ("**TeleChoice RSP**") (2023: $130,658) (2022: $128,700).

   See Explanatory Note (f)

9. To approve the sum of $57,000 to be paid as Director's Remuneration to Mr Lim Yong for the financial year ended 31 December 2024 in cash (2023: $27,797) (2022: Nil) **Resolution 9**

   See Explanatory Note (g)

10. To re-appoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 10**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

11. That authority be and is hereby given to the Directors to: **Resolution 11**

    (a) (i) issue Shares whether by way of rights, bonus or otherwise; and/or

NOTICE OF TWENTY-SEVENTH
ANNUAL GENERAL MEETING

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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

(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 issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph 11(b)(ii) below), of which the aggregate number of Shares to be issued 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 issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph 11(b)(ii) below);

(ii) (subject to such manner of 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 11(b)(i) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, and adjusting for: (1) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and (2) any subsequent bonus issue, consolidation or subdivision of Shares;

(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 Constitution for the time being of the Company; and

(iv) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

See Explanatory Note (h)

12. That authority be and is hereby given to the Directors to: **Resolution 12**

(a) offer and grant awards in accordance with the rules and terms of the TeleChoice RSP and/or the TeleChoice Performance Share Plan (as amended) ("**TeleChoice PSP**") (the TeleChoice RSP and the TeleChoice PSP shall collectively be referred to as the "**Share Plans**"); and

(b) allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of the awards granted under the TeleChoice RSP and/or the TeleChoice PSP,

provided that the aggregate number of Shares to be issued under the Share Plans shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

See Explanatory Note (i)

NOTICE OF TWENTY-SEVENTH
ANNUAL GENERAL MEETING

13. That: **Resolution 13**

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Annexure to the Appendix to the Annual Report dated 4 April 2025 ("**Appendix**") with any party who is of the class of interested persons described in the Annexure to the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

(b) the approval given in sub-paragraph 13(a) above ("**Shareholders' Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

(c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution.

See Explanatory Note (j)

14. That: **Resolution 14**

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 ("**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as defined in sub-paragraph 14(c) below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined in sub-paragraph 14(c) below), whether by way of:

(i) market purchase(s) on the SGX-ST through the SGX-ST's trading system and/or any other securities exchange ("**Other Exchange**") on which the Shares may for the time being be listed and quoted ("**Market Purchases**"); and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next Annual General Meeting of the Company is held; or

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

NOTICE OF TWENTY-SEVENTH
ANNUAL GENERAL MEETING

(c) in this Resolution:

"**Average Closing Price**" means the average of the last dealt prices of a Share for the last five consecutive Market Days (as defined in this sub-paragraph 14(c) below) on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, or as the case may be, Other Exchange, for any corporate action which occurs during the relevant five Market Day period and the day on which the purchases are made;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Market Day**" means a day on which the SGX-ST, or as the case may be, Other Exchange is open for trading in securities;

"**Maximum Limit**" means that number of issued Shares representing 10% of the issued ordinary Shares in the capital of the Company as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of an Off-Market Purchase of a Share, 110% of the Average Closing Price; and

(ii) in the case of a Market Purchase of a Share, 105% of the Average Closing Price; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

See Explanatory Note (k)

15. **Other Business**

To transact any other business that may be transacted at an Annual General Meeting of the Company.

By Order of The Board
Lai Wai Kit Andrew
Company Secretary

Singapore, 4 April 2025

Notes:

Format of Meeting

1. The Annual General Meeting will be held, in a wholly physical format, at Oslo Room, 6 Serangoon North Avenue 5 #03-16 Singapore 554910 on 28 April 2025, Monday, at 10.30 a.m. There will be no option for shareholders to participate virtually. Printed copies of this Notice, the accompanying Proxy Form and the Request Form for a printed copy of the 2024 Annual Report and 2024 Appendix (as defined below) will be sent by post to shareholders. These documents will also be published on the SGXNet website at URL: https://www.sgx.com/securities/company-announcements and on the Company's corporate website at URL: http://telechoice.listedcompany.com/newsroom.html.

Register in person to attend Annual General Meeting

2. Shareholders and (where applicable) duly appointed proxies may attend the Annual General Meeting in person. To do so, they will need to register in person at the registration counter(s) outside the Annual General Meeting venue on the day of the event. Registration will commence at 10.00 a.m. on that day. Every attendee is required to bring along his or her NRIC/passport to enable the Company to verify his or her identity.

NOTICE OF TWENTY-SEVENTH **ANNUAL GENERAL MEETING**

Appointment of Proxy

3. (a) A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

   (b) A member of the Company who is a relevant intermediary (as defined below) is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   The term "**relevant intermediary**" has the meaning ascribed to it in section 181 of the Act.

   A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

   CPF or SRS investors who wish to appoint the Chairman of the Annual General Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 April 2025.

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

5. The Chairman of the Annual General Meeting will be exercising his right under Regulation 68(B) of the Constitution of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of poll.

6. The instrument appointing a proxy or proxies must be submitted in the following manner:

   (a) if submitted by post, be lodged with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77 Singapore 068896; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

   in either case, by 10.30 a.m. on 25 April 2025.

   A shareholder who wishes to submit an instrument of proxy by post or via email must first download, print, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it to the email address provided above.

   Submission of Questions

7. Shareholders can submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting to the Chairman of the Meeting, in advance of the Annual General Meeting, in the following manner:

   (a) by email to the Company at enquiry@telechoice.com.sg; or

   (b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77 Singapore 068896.

   When submitting questions by email or post, shareholders should provide the following details: (a) the shareholder's full name; (b) the shareholder's address; and (c) the manner in which the shareholders hold shares in the Company (e.g., via CDP, CPF or SRS).

   All questions submitted in advance of the Annual General Meeting must be submitted by **5.00 p.m. on 14 April 2025**.

8. The Company will endeavour to address all substantial and relevant questions received from shareholders by the submission deadline of 5.00 p.m. on 14 April 2025 by publishing its responses to such questions on the Company's corporate website at URL: http://telechoice.listedcompany.com/newsroom.html and on the SGXNet website at URL: https://www.sgx.com/securities/company-announcements after trading hours on 22 April 2025.

   The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the Annual General Meeting) received after the submission deadline of 5.00 p.m. on 14 April 2025 which have not already been addressed prior to the Annual General Meeting, as well as those substantial and relevant questions received at the Annual General Meeting, at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

9. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting, at the Annual General Meeting itself.

   Access to Documents

10. The Company's Annual Report for the financial year ended 31 December 2024 ("**2024 Annual Report**") and the Appendix to the 2024 Annual Report dated 4 April 2025 in relation to the proposed renewal of the Shareholders' Mandate for Interested Person Transactions and Share Purchase Mandate ("**2024 Appendix**") have been published on the SGXNet website at URL: https://www.sgx.com/securities/company-announcements and are also available on the Company's corporate website as follows:

    (a) The 2024 Annual Report may be accessed at URL: http://telechoice.listedcompany.com/ar.html.

    (b) The 2024 Appendix may be accessed at URL: http://telechoice.listedcompany.com/appendix.html.

    Shareholders may request for printed copies of these documents by completing and submitting the request form sent to them by post together with printed copies of this Notice and the accompanying Proxy Form.

NOTICE OF TWENTY-SEVENTH **ANNUAL GENERAL MEETING**

EXPLANATORY NOTES:

(a) Ordinary Resolution No. 3 is to approve the re-election of Mr Yeo Siew Chye Stephen, who is retiring by rotation, in accordance with Regulation 99 of the Constitution of the Company. Upon his re-election, Mr Yeo will remain as a Non-Executive and Lead Independent Director, Chairman of the Nominating and Remuneration Committee and member of the Executive Committee. Detailed information of Mr Yeo can be found in the sections on "Board of Directors" and "Additional Information in relation to Directors Standing for Re-election" of the Company's 2024 Annual Report.

(b) Ordinary Resolution No. 4 is to approve the re-election of Ms Cheah Sui Ling, who is retiring by rotation, in accordance with Regulation 99 of the Constitution of the Company. Upon her re-election, Ms Cheah will remain as a Non-Executive and Independent Director and member of the Audit Committee. Detailed information of Ms Cheah can be found in the sections on "Board of Directors" and "Additional Information in relation to Directors Standing for Re-election" of the Company's 2024 Annual Report.

(c) Ordinary Resolution No. 5 is to approve the re-election of Ms Pauline Wong Mae Sum, who is retiring in accordance with Regulation 99 of the Constitution of the Company. Upon her re-election, Ms Wong will remain as an Executive Director and President and Chief Executive Officer. Detailed information of Ms Wong can be found in the sections on "Board of Directors" and "Additional Information in relation to Directors Standing for Re-election" of the Company's 2024 Annual Report.

(d) Ordinary Resolution No. 6 is to approve the re-election of Mr Adrian Chan Pengee, who is retiring in accordance with Regulation 105 of the Constitution of the Company. Upon his re-election, Mr Chan will remain as a Non-Executive and Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committee. Detailed information of Mr Chan can be found in the sections on "Board of Directors" and "Additional Information in relation to Directors Standing for Re-election" of the Company's 2024 Annual Report.

(e) Ordinary Resolution No. 7 is to approve the re-election of Ms Jennifer Duong Young, who is retiring in accordance with Regulation 105 of the Constitution of the Company. Upon her re-election, Ms Young will remain as a Non-Executive and Independent Director and member of the Audit Committee. Detailed information of Ms Young can be found in the sections on "Board of Directors" and "Additional Information in relation to Directors Standing for Re-election" of the Company's 2024 Annual Report.

(f) Ordinary Resolution No. 8 is to approve the payment of an aggregate sum of $481,561 as Directors' remuneration for the financial year ended 31 December 2024 to all of the Directors (other than Ms Pauline Wong Mae Sum and Mr Lim Yong). This includes pro-rated Directors' remuneration of Ms Ho Koon Lian Irene, who resigned as a Director with effect from 24 April 2024, and Mr Adrian Chan Pengee and Ms Jennifer Duong Young, who were appointed as Directors with effect from 24 April 2024. If Ordinary Resolution No. 8 is approved, each of the Directors (other than Ms Pauline Wong Mae Sum and Mr Lim Yong) will receive approximately 70% of his or her Director's remuneration in cash and approximately 30% of his or her Director's remuneration in the form of a restricted share award pursuant to the TeleChoice RSP. Please refer to the section on "Remuneration Matters" in the Corporate Governance Report on pages 39 to 46 of the Company's 2024 Annual Report for the rationale in including a share component to the Directors' remuneration. The number of Shares to be awarded will be based on the volume-weighted average price ("**VWAP**") of a Share listed on the SGX-ST over the 14 market days commencing on (and including) the first ex-dividend date that immediately follows the date of this Annual General Meeting (and in the event that no dividend is declared at such last concluded Annual General Meeting, the VWAP of a Share listed on the SGX-ST over the 14 market days commencing after the date of such last concluded Annual General Meeting). The number of Shares to be awarded will be rounded down to the nearest thousand shares, and any residual balance settled in cash. The restricted share awards will consist of the grant of fully paid shares, without any performance or vesting conditions attached. However, in order to encourage alignment of interest of the Directors with the interests of shareholders, a Director is required to hold such number of Shares equivalent to at least: (i) the prevailing annual basic Board retainer fee, based on the VWAP of a Share listed on the SGX-ST over the 14 market days from (and including) the first ex-dividend date (if any) following the date of the Company's last concluded Annual General Meeting (and in the event that no dividend is declared at such last concluded Annual General Meeting, the VWAP of a Share listed on the SGX-ST over the 14 market days commencing after the date of such last concluded Annual General Meeting); or (ii) the total number of Shares awarded to that Director under the TeleChoice RSP for the financial year ended 31 December 2013 and onwards, whichever is lower. Notwithstanding the foregoing, a Director is permitted to dispose of all of his Shares after the first anniversary of the date of his cessation as a Director of the Company.

(g) Ordinary Resolution No. 9 is to approve the payment of $57,000 as Director's remuneration for the financial year ended 31 December 2024 to Mr Lim Yong. It is proposed that the entire amount of his Director's remuneration (including the amount of $17,100 which would otherwise have been paid in the form of share awards under the TeleChoice RSP) be paid to him in cash. Mr Lim Yong is the son, and therefore an associate, of Mr Lim Chai Hock Clive who is a controlling shareholder of the Company, and approval of independent Shareholders by way of a separate resolution for the grant of the specific number of share awards to him is required under Rule 853 of the Listing Manual of the SGX-ST. However, as the number of share awards to be granted to Mr Lim Yong would have been computed only after the date of the Annual General Meeting (as described in Explanatory Note (f) above), such number of awards would not be known until after the Annual General Meeting, and it is therefore not possible to seek approval for the grant of the specific number of share awards to him at the Annual General Meeting. In view of the difficulties that the Company would face in complying with Rule 853 of the Listing Manual of the SGX-ST for the grant of share awards to Mr Lim Yong, the Company is therefore proposing to pay him in cash in full instead.

(h) Ordinary Resolution No. 11 is to authorise the Directors to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the issued Shares at the time that Ordinary Resolution No. 11 is passed, after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution No. 11 is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of Shares.

(i) Ordinary Resolution No. 12 is to authorise the Directors to offer and grant awards and to allot and issue Shares in the capital of the Company in accordance with the rules and terms of the TeleChoice RSP and/or the TeleChoice PSP, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plans shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. Details of the Share Plans are set out in the Company's Circular to Shareholders dated 11 April 2007 and the Company's Appendix to the Annual Report dated 11 April 2018.

(j) Ordinary Resolution No. 13 is to renew the mandate to allow the Company, its subsidiaries and its associated companies that are entities at risk or any of them to enter into certain interested person transactions with certain classes of interested persons as described in the 2024 Appendix. The authority will, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company.

NOTICE OF TWENTY-SEVENTH **ANNUAL GENERAL MEETING**

(k) Ordinary Resolution No. 14 is to renew the mandate to allow the Company to purchase or acquire issued ordinary Shares in the capital of the Company on the terms and subject to the conditions of the Resolution.

The Company may use internal resources or external borrowings or a combination of both to fund the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the financial position of the Company, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired and the price at which such Shares were purchased or acquired.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 December 2024, based on certain assumptions, are set out in paragraph 3.7.3 of the Letter to Shareholders in the Appendix.

PERSONAL DATA PRIVACY:

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

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ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

The following information relating to Ms Pauline Wong Mae Sum, Ms Cheah Sui Ling, Mr Yeo Siew Chye Stephen, Mr Adrian Chan Pengee and Ms Jennifer Duong Young, each of whom is standing for re-election at the Twenty-Seventh Annual General Meeting of TeleChoice International Limited ("**Company**" or "**TeleChoice**") on 28 April 2025, is provided pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Name of Director	**Adrian Chan Pengee**	**Jennifer Duong Young**
Date of Appointment	24 April 2024	24 April 2024
Date of last Re-appointment (if applicable)	Nil	Nil
Age	60	59
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Mr Chan has decades of experience as a corporate lawyer and possesses a depth of expertise in corporate governance. Mr Chan also has deep experience as a director (including as chairman or member of different board committees) of various listed companies since 2002. The Board of Directors is of the view that, taking into account the foregoing, Mr Chan will enhance the mix and balance of skills, experience and diversity of perspectives on the Board. The Board of Directors has accepted the recommendation of the Nominating and Remuneration Committee of TeleChoice, which has reviewed Mr Chan's qualifications, experience and skillsets and approved the re-election of Mr Chan as an Independent Director of TeleChoice. Please refer to pages 35 and 36 of the Corporate Governance Report in this Annual Report 2024 on the process for selection, appointment and re-appointment of directors and the board diversity considerations.	Ms Young is professionally qualified as a chartered accountant and has many years of experience in the finance, audit and banking sector. The Board of Directors is of the view that, taking into account the foregoing, Ms Young will enhance the mix and balance of skills, experience and diversity of perspectives on the Board. The Board of Directors has accepted the recommendation of the Nominating and Remuneration Committee of TeleChoice, which has reviewed Ms Young's qualifications, experience and skillsets and approved the re-election of Ms Young as an Independent Director of TeleChoice. Please refer to pages 35 and 36 of the Corporate Governance Report in this Annual Report 2024 on the process for selection, appointment and re-appointment of directors and the board diversity considerations.
Whether appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Director Chairman of the Audit Committee Member of the Nominating and Remuneration Committee	Non-Executive and Independent Director Member of the Audit Committee
Professional Qualifications	Bachelor of Laws (Honours) from the National University of Singapore Advocate and Solicitor of the Supreme Court of Singapore	Former Chartered Accountant (CA) with the Institute of Chartered Accountants of New Zealand Former Fellow of the Hong Kong Society of Accountants

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum	**Cheah Sui Ling**	**Yeo Siew Chye Stephen**
14 October 2023	3 June 2020	3 June 2020
24 April 2024	27 April 2023	27 April 2023
51	53	70
Singapore	Singapore	Singapore
Ms Wong brings 30 years of extensive experience in the telecommunications industry, with expertise in corporate planning, strategy development, business operations, fulfilment, managed services, and retail management. The Board of Directors is of the view that her experience will enhance the mix and balance of skills, experience and diversity of the Board. The Board of Directors has accepted the recommendation of the Nominating and Remuneration Committee of TeleChoice, which has reviewed Ms Wong's qualifications, experience and skillsets and approved the re-election of Ms Wong as an Executive Director of TeleChoice. Please refer to pages 35 and 36 of the Corporate Governance Report in this Annual Report 2024 on the process for selection, appointment and re-appointment of directors and the board diversity considerations.	Ms Cheah has over 20 years of international investment banking and corporate experience. The Board of Directors is of the view that her experience will continue to enhance deliberations at the Board. The Board of Directors has accepted the recommendation of the Nominating and Remuneration Committee of TeleChoice which has reviewed Ms Cheah's qualifications, experience and skillsets, and approved the re-election of Ms Cheah as an Independent Director of TeleChoice. Please refer to page 35 to page 36 of the Corporate Governance Report in this Annual Report 2024 on the process for selection, appointment and re-appointment of directors and the board diversity considerations.	Mr Yeo has over 40 years of operational and management experience in the private and public sectors. The Board of Directors is of the view that his experience will continue to enhance deliberations at the Board. The Board of Directors has accepted the recommendation of the Nominating and Remuneration Committee of TeleChoice which has reviewed Mr Yeo's qualifications, experience and skillsets, and approved the re-election of Mr Yeo as an Independent Director of TeleChoice. Please refer to page 35 to page 36 of the Corporate Governance Report in this Annual Report 2024 on the process for selection, appointment and re-appointment of directors and the board diversity considerations.
Executive	Non-executive	Non-executive
Executive Director	Independent Director Member of the Audit Committee	Independent Director Chairman of the Nominating and Remuneration Committee Member of the Executive Committee
Bachelor of Business (Distinction) from the Royal Melbourne Institute of Technology University, Victoria, Australia Executive MBA (Honours) from the University of Chicago Booth School of Business	Magna Cum Laude with a Bachelor of Arts in Economics and French from Wellesley College, Massachusetts, US	Bachelor of Arts (Honours) in Engineering Science from Oxford University, UK Master of Science in Industrial Engineering from the National University of Singapore, Singapore Master of Business Administration in International Business from the University of Southern California, US

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Name of Director	**Adrian Chan Pengee**	**Jennifer Duong Young**
Working experience and occupation(s) during the past 10 years	Please refer to page 8 of the Annual Report 2024	Please refer to page 9 of the Annual Report 2024
Shareholding interest in TeleChoice and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, TeleChoice and/or substantial shareholder of TeleChoice or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to TeleChoice	Yes	Yes
Other Principal Commitments * including Directorships – Past (for the last 5 years)	• AEM Holdings Ltd (Director) • Yoma Strategic Holdings Ltd. (Director) • CapitaLand Ascendas REIT Management Limited (f.k.a. Ascendas Funds Management (S) Limited) (Director) • Azalea Asset Management Pte. Ltd (Director) • Best World International Limited (Director) • Accounting and Corporate Regulatory Authority (Board Member) • The Law Society of Singapore (Council Member)	• Credit Suisse Services AG, Singapore Branch (Managing Director)
Other Principal Commitments * including Directorships – Present	• Lee & Lee (Partner) • Hong Fok Corporation Limited (Director) • First REIT Management Limited (Director) • Food Empire Holdings Limited (Director) • Keppel Infrastructure Fund Management Pte. Ltd. (Director) • Shared Services For Charities Limited (Director) • Singapore Institute of Directors (Director) • aLife Ltd. (Director) • Association of Small & Medium Enterprises (Honorary Secretary) • Legal Service Commission (Member) • Singapore Management University's Enterprise Board (Member)	• City Developments Limited (Independent Director) • Singapura Developments (private) Limited (Director) • Millennium & Copthorne Hotels Limited (Director) • Children's Cancer Foundation (Honorary Treasurer and Board Member)

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum	Cheah Sui Ling	Yeo Siew Chye Stephen
Please refer to page 7 of the Annual Report 2024	Please refer to page 8 of the Annual Report 2024	Please refer to page 7 of the Annual Report 2024
Direct interest of 3,728,778 shares in TeleChoice	Direct interest of 746,000 shares in TeleChoice	Direct interest of 620,000 shares in TeleChoice
No	No	No
No	No	No
Yes	Yes	Yes
Nil	Nil	Nil
• TeleChoice International Limited (President and Chief Executive Officer) • Planet Managed Services Pte. Ltd. (Director) • Planet Smart Services Pte. Ltd. (Director) • Planet Telecoms (S) Pte Ltd (Director) • Planet Telecoms Managed Services Sdn Bhd (Director) • NexWave Technologies Pte Ltd (Director) • N-Wave Technologies (Malaysia) Sdn Bhd (Director) • PT NexWave (Director) • NxGen Asia Pte Ltd (Director) • TeleChoice Technologies (Shanghai) Co. Ltd (Director) • N-Wave Technologies Philippines Inc. (Director) • NxGen Communications Pte Ltd (Director)	• M&C REIT Management Limited (as the manager of CDL Hospitality Real Estate Investment Trust) (Independent Director) • M&C Business Trust Management Limited (as the trustee-manager of CDL Hospitality Business Trust) (Independent Director) • Parkway Trust Management Limited (as the manager of ParkwayLife REIT) (Independent Director) • Pathology Asia Holdings Pte. Ltd. (Independent Director) • ecoSPIRITS Pte Ltd (Executive Chairwoman)	Nil

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Name of Director	**Adrian Chan Pengee** (Yes/No)	**Jennifer Duong Young** (Yes/No)
(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
(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

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum (Yes/No)	**Cheah Sui Ling** (Yes/No)	**Yeo Siew Chye Stephen** (Yes/No)
• NexWave Technologies Vietnam Company Limited (Director) • Radiance Communications Pte Ltd (in liquidation) (Director) • NxGen Malaysia Sdn. Bhd. (formerly known as Radiance Converged Communications Sdn Bhd) (Director)		
No	No	No
No	No	No
No	No	No
No	No	No

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Name of Director	**Adrian Chan Pengee** (Yes/No)	**Jennifer Duong Young** (Yes/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
(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

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum (Yes/No)	**Cheah Sui Ling** (Yes/No)	**Yeo Siew Chye Stephen** (Yes/No)
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Name of Director	Adrian Chan Pengee (Yes/No)	Jennifer Duong Young (Yes/No)
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes	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
(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,	Yes	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	Mr. Chan was a director of Best World International Limited when it was investigated by the SGX for a breach of Rule 703(1)(a) of the SGX Listing Manual for failing to disclose the group's involvement in the operations of one of its major customers, Changsha Commodity Trading Co., which was material information concerning the group necessary to be disclosed to avoid the establishment of a false market in the company's securities. Mr. Chan was a non-executive independent director of AEM Holdings Limited, a listed company in Singapore, which announced in May 2007 that seven of its employees including the then Chief Executive Officer) were under investigation by the CPIB and he had assisted the CPIB in their investigations. The then Chief Executive Officer was eventually charged and convicted for corruption in 2012.	

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum (Yes/No)	**Cheah Sui Ling** (Yes/No)	**Yeo Siew Chye Stephen** (Yes/No)
No	No	No

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Name of Director	**Adrian Chan Pengee** (Yes/No)	**Jennifer Duong Young** (Yes/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

ADDITIONAL INFORMATION IN RELATION TO **DIRECTORS STANDING FOR RE-ELECTION**

Pauline Wong Mae Sum (Yes/No)	**Cheah Sui Ling** (Yes/No)	**Yeo Siew Chye Stephen** (Yes/No)
No	No	No

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TELECHOICE INTERNATIONAL LIMITED

(Registration No. 199802072R)
(Incorporated in the Republic of Singapore)

PROXY FORM

Twenty-Seventh Annual General Meeting

IMPORTANT

1. The Twenty-Seventh Annual General Meeting ("**AGM**") will be held, in a wholly physical format, at Oslo Room, 6 Serangoon North Avenue 5 #03-16 Singapore 554910 on Monday, 28 April 2025 at 10.30 a.m. (Singapore time). There will be no option for shareholders to participate virtually. Printed copies of the Notice of AGM and this Proxy Form will be sent by post to members. These documents will also be published on the SGXNet website at URL: https://www.sgx.com/securities/company-announcements and on the Company's corporate website at URL: http://telechoice.listedcompany.com/newsroom.html.
2. Please read the notes overleaf which contain instructions on, among other things, the appointment of a proxy(ies).
3. This Proxy Form is not valid for use by CPF or SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 15 April 2025.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 4 April 2025.

I/We ____________________ (Name) NRIC/Passport/Co. Reg. No. __________

of ______________________________ (Address)
being a member/members of TELECHOICE INTERNATIONAL LIMITED ("**Company**") hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of shareholdings	
			No. of shares	%

*and/or

or failing *him/them, the Chairman of the Meeting, as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM of the Company to be held on Monday, 28 April 2025 at 10.30 a.m. (Singapore time) at Oslo Room, 6 Serangoon North Avenue 5 #03-16 Singapore 554910 and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated below.

Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please indicate with a tick (√) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a tick (√) in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deems fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM.

No.	Ordinary Resolutions	For	Against	Abstain
	Ordinary Business			
1.	Adoption of Financial Statements, Directors' Statement and Auditors' Report			
2.	Declaration of Final Tax Exempt (one-tier) Dividend			
3.	Re-election of Mr Yeo Siew Chye Stephen as Director			
4.	Re-election of Ms Cheah Sui Ling as Director			
5.	Re-election of Ms Pauline Wong Mae Sum as Director			
6.	Re-election of Mr Adrian Chan Pengee as Director			
7.	Re-election of Ms Jennifer Duong Young as Director			
8.	Approval of Directors' Remuneration to be paid to all of the Directors (other than Ms Pauline Wong Mae Sum and Mr Lim Yong)			
9.	Approval of Director's Remuneration to be paid to Mr Lim Yong			
10.	Re-appointment of KPMG LLP as Auditors			
	Special Business			
11.	Authority for Directors to issue shares			
12.	Authority for Directors to offer and grant awards, and allot and issue shares, pursuant to the TeleChoice Restricted Share Plan (as amended) and the TeleChoice Performance Share Plan (as amended)			
13.	Approval of Renewal of the Shareholders' Mandate for Interested Person Transactions			
14.	Approval of Renewal of the Share Purchase Mandate			

** Delete whichever is inapplicable.*

Dated this ______ day of __________ 2025.

Total Number of Shares Held

____

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

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. (a) A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

   (b) A member of the Company who is a relevant intermediary (as defined below) is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   The term "**relevant intermediary**" has the meaning ascribed to it in section 181 of the Companies Act 1967.

   A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be submitted in the following manner:

   (a) if submitted by post, be lodged with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77 Singapore 068896; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

   in each case, not less than 72 hours before the time appointed for holding the AGM, that is, by 10.30 a.m. on 25 April 2025, failing which, the proxy form will not be treated as valid.
5. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney 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.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time fixed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Fold along this line

Affix
Postage
Stamp

TELECHOICE INTERNATIONAL LIMITED

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

Fold along this line

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COMPANY REGISTRATION

NO. 199802072R