



2023
ANNUAL REPORT

**Driving Forward
with Innovative Impact**

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CORPORATE OVERVIEW

Founded in 2012, Grand Venture Technology Limited ("**GVT**") is a fast-growing and trusted solutions and services provider for the manufacture of ultra-precision machining, sheet metal components and complex mechatronics modules. Our manufacturing plants in Singapore, Penang and Johor (Malaysia) and Suzhou (China) are backed by the latest automated computer numerical control ("**CNC**") manufacturing technologies, Class 10,000 cleanroom facilities and a certified quality management system. Harnessing these, our highly experienced and dedicated team of engineering talent serves a strong global network of established partners and suppliers with our wide range of engineering, assembly, testing and product life cycle management solutions.

GVT's portfolio of customers hail from the front-end and back-end semiconductor, electronics, analytical life sciences, aerospace, medical and industrial automation industries, and represent some of the largest Original Equipment Manufacturers ("**OEM**") in their respective markets.

GVT is listed on the Mainboard of Singapore Exchange Securities Trading Limited ("**SGX-ST**").

VISION

To be the leading manufacturing solutions and services provider in Asia Pacific, providing world class precision manufacturing expertise with core competencies in ultra-precision machining, complex mechatronics assembly and advanced materials capabilities.

MISSION

To offer undeniable flexibility and customisation, as well as quick turnaround time to our customers.

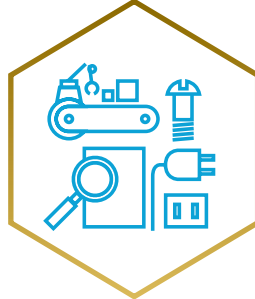
WHAT WE DO

A FULLY INTEGRATED SUITE OF DIFFERENTIATED CAPABILITIES



Value Engineering

Design for manufacturability and assembly (DFM / DFA)



Produce, Assemble & Test

One-stop end-to-end manufacturing capabilities



Deliver, Support & Upgrade

Manage entire product life cycle, to form strong and lasting customer relationships

Ultra-precision machining

Advanced materials machining

Complex sheet metal fabrication

Mechatronics assembly and testing

Surface treatment

ENABLED BY



Dedicated and Capable Team

Digitalisation and Industrial 4.0



SERVING AND CROSS-SELLING TO A DIVERSE BLUE-CHIP CUSTOMER BASE

Semiconductor

Front-end **NEW!** Back-end

Aerospace

Life Sciences

Medical

Electronics and Others

Business Presence



SINGAPORE



JOHOR BAHRU



PENANG



SUZHOU



Country	Location	Entity	Approximate Gross Floor Area ("GFA")	Activities
Singapore	Changi North	Grand Venture Technology Limited ("GVT" or the "Company")	86,736 sq ft	Corporate Headquarters Precision Machining, Assembly and Testing
Malaysia	Penang	Grand Venture Technology Sdn. Bhd. ("GVT MY")	342,900 sq ft	Precision Machining, Sheet Metal Fabrication, Assembly and Testing
	Johor Bahru	Formach Asia Sdn. Bhd. ("Formach")	73,818 sq ft	Sheet Metal Fabrication, Assembly
China	Suzhou	Grand Venture Technology (Suzhou) Co., Ltd ("GVT SZ")	124,576 sq ft	Precision Machining, Sheet Metal Fabrication, Assembly
		Grand Venture Technology (Suzhou) Limited ("GVT SL") <i>formerly known as J-Dragon Tech (Suzhou) Co., Ltd</i>	190,941 sq ft	Precision Machining, Assembly

Key Milestones

■ Corporate Activities

■ Organic Growth

■ Inorganic Expansion

Fastest-growing

Named by The Straits Times and Statista as one of Singapore's fastest-growing companies



Advancing organisational competencies

Appointment of Leong Kwok Choon as Senior Director, Key Technology, and subsequent redesignation to Chief Technology Officer – to enhance and align operational capabilities across facilities



JANUARY

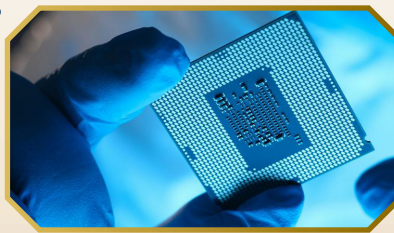
MARCH

JULY



Enhancing aerospace capabilities

Localised key processes such as annealing at the refitted GVT SL facility for mission-critical aerospace components



Progress in front-end semiconductor activity

Continued onboarding of front-end semiconductor customers and commencing small-volume production

Moving up the value chain

Commenced development of capabilities in advanced materials to carry out new projects for a key life sciences customer



Commissioning the dedicated front-end semiconductor facility

Facility in Penang operationally ready to support front-end semiconductor customers



OCTOBER

DECEMBER

MARCH 2024



Scaling globally

Invited by Enterprise Singapore to take part in its Scale-Up programme, which grooms high-growth local companies to enable them to scale effectively and become globally competitive

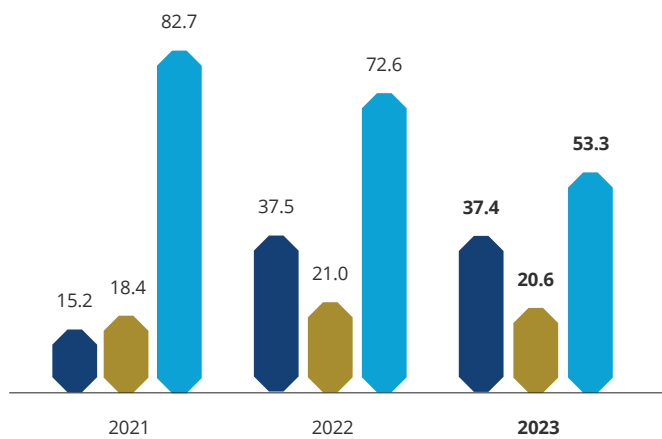


Strategic capability expansion

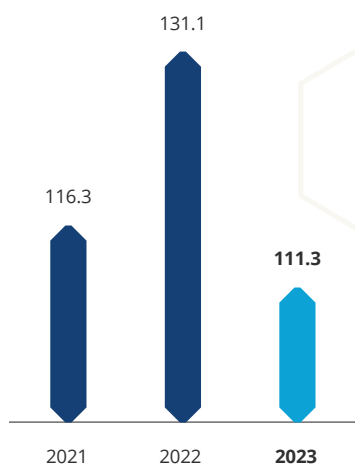
Received the approval for the acquisition of ACP Metal Finishing Pte Ltd, a surface treatment specialist, to deepen penetration into aerospace and front-end semiconductor segments

Financial Highlights

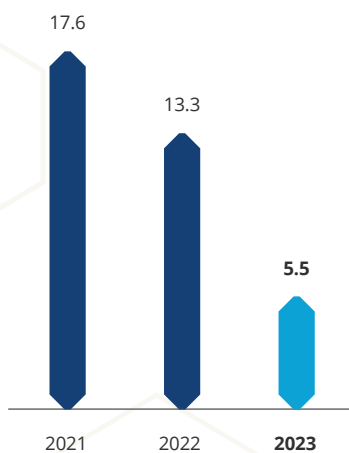
- ◆ Semiconductor
- ◆ Life Sciences
- ◆ Electronics, Aerospace, Medical and Others



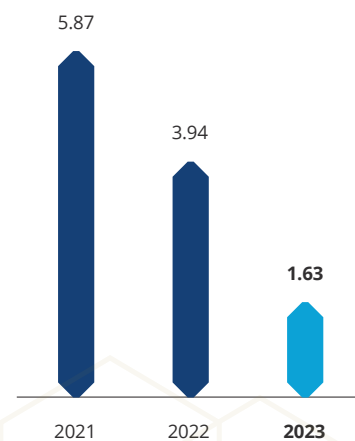
SEGMENTAL REVENUE (\$\$'m)



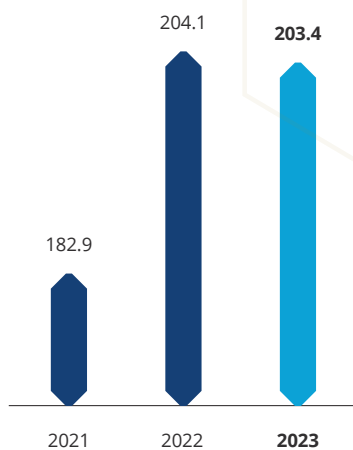
GROUP REVENUE (\$\$'m)



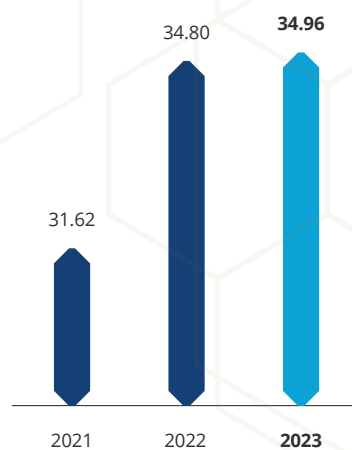
NET PROFIT AFTER TAX (\$\$'m)



EARNINGS PER SHARE (\$\$ cents)



TOTAL ASSETS (\$\$'m)



NET ASSET VALUE PER SHARE (\$\$ cents)

BOARD OF DIRECTORS

Liew Yoke Pheng Joseph
Independent, Non-Executive Chairman

Lee Tiam Nam Ricky
Executive Deputy Chairman

Ng Wai Yuen Julian
CEO and Executive Director

Loke Wai San
Non-Independent, Non-Executive Director

Pong Chen Yih
Independent Director

Heng Su-Ling Mae
Independent Director

Sim Mong Huat Barry
Independent Director

AUDIT COMMITTEE

Liew Yoke Pheng Joseph
Chairman

Pong Chen Yih
Heng Su-Ling Mae

NOMINATING COMMITTEE

Pong Chen Yih
Chairman

Liew Yoke Pheng Joseph
Heng Su-Ling Mae
Lee Tiam Nam Ricky

REMUNERATION COMMITTEE

Heng Su-Ling Mae
Chairman

Liew Yoke Pheng Joseph
Pong Chen Yih

COMPANY SECRETARY

Catherine Lim Siok Ching

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

2 Changi North Street 1
Singapore 498828

SHARE REGISTRAR

Tricor Barbinder Share
Registration Services
(A division of Tricor Singapore Pte. Ltd.)
9 Raffles Place
#26-01
Republic Plaza
Tower 1
Singapore 048619

INDEPENDENT AUDITOR

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner-in-charge: Teo Li Ling
(a practising member of the Institute of
Singapore Chartered Accountants)
(with effect from financial year ended
31 December 2019)

PRINCIPAL BANKERS

DBS Bank Ltd.
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

The Hongkong and
Shanghai Banking Corporation Limited
10 Marina Boulevard
Marina Bay Financial Centre
Tower 2 Level 48
Singapore 018983

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
#09-00 OCBC Centre
Singapore 049513

Chairman's Statement



Dear Shareholders,

Amid various challenges, the year ended 31 December 2023 (“FY2023”) has been one of progress, as we positioned our business for growth over the next several years. Despite headwinds arising from geopolitical tensions, macroeconomic challenges and an extended normalisation of overall product inventory levels in the semiconductor and electronics industries, we have taken advantage of this downturn to reinforce our value proposition by judiciously investing in our capacity, capabilities and talent. Our diversified revenue streams have also strengthened the resilience of our Group against these headwinds.

We have recorded revenue of \$111.3 million, a 15.1% contraction compared to \$131.1 million in the previous financial year (“FY2022”), mainly as a result of lower business activity in our semiconductor segment, while our other business segments delivered relatively stable performance. Net profit attributable to shareholders declined by 58.4% to \$5.5 million, compared to \$13.3 million a year ago, in view of the lower revenue, the continued absorption of new capacities and the onboarding of new semiconductor customers.

In view of the results, and our Group’s investment plans, the Board has proposed a final tax-exempt dividend of 0.1 cent per share for FY2023, which will be paid out in May 2024, subject to your approval at the forthcoming Annual General Meeting on 26 April 2024.

Positioning for the Future

In spite of the industry slowdown, we resolved to grow our customer base, and have onboarded new front-end semiconductor customers in the metrology, inspection, etch and wafer deposition space. With our front-end semiconductor facility in Penang, Malaysia, completed and commissioned in December 2023, we are well-prepared for the anticipated industry upturn and the consequent demand recovery. Meanwhile, we have onboarded a new back-end semiconductor customer, and are working with existing customers on the production of next-generation projects.

We have also been relentlessly enhancing our capabilities, both organically and inorganically, to improve our competitive edge and keep abreast of our customers’ technological advancements. We have commenced the development of capabilities in advanced materials with the support of a key life sciences customer. The capabilities in advanced materials will enable us to carry out new manufacturing projects for the customer and can also be cross-offered to customers in the semiconductor, life sciences and other industries.

In November 2023, we announced the proposed acquisition of ACP Metal Finishing Pte Ltd (“ACP”), a Singapore-based surface treatment specialist, for a consideration of \$17 million. ACP’s niche surface treatment capabilities will improve our value proposition by filling in a critical missing piece to our service suite. They will not only help reduce our reliance on third parties, but also transform GVT into a one-stop service provider for our customers, especially those in the aerospace, front-end semiconductor, life sciences and medical segments.

The Year Ahead

The rapid technological advancements in recent years have shown the extent to which our everyday lives have become increasingly digitalised. Our unwavering efforts to execute our growth roadmap is thus underpinned by an urgency to be ready to support our customers as they pursue the latest technological applications in their industries. As such, we remain committed in our pursuit of excellence in our operations, to enhance our position as one among a handful of companies in this region that is capable of delivering the full suite of services — from ultra-high-precision machining to surface treatment — to multiple industries.

Chairman's Statement

While challenges arising from macroeconomic pressures, as well as military conflicts and geopolitical tensions around the world, are expected to persist in the near term, we anticipate 2024 to be a year of gradual recovery for the semiconductor industries. This comes on the back of depleting inventories and accelerating technological innovation and advancements in the areas of artificial intelligence, high-performance computing, industrial automation and robotics.

Our front-end semiconductor business is gradually taking shape and we are looking forward to meaningful contributions from our new customers from the later half of 2024. We will also continue to support the requirements of our back-end semiconductor semiconductor customers, who are pursuing technological enhancements for next-generation applications such as advanced semiconductor packaging.

On the life sciences front, the delivery of first-article inspections in 2023 should hopefully translate to a mass production in the course of this year. We will continue to work closely with our research partner and a key customer on the development of advanced machining capabilities.

With global air travel activity expected to surpass pre-pandemic levels in 2024, we will pursue opportunities to increase our wallet share with customers in the aerospace segment, while seeking other areas of growth. Having received your approval for the acquisition of ACP, we are looking forward to integrating ACP's surface treatment and finishing capabilities into our existing operations and leveraging its accreditations from multiple aviation authorities to expand our customer base and geographical reach in this segment.

To sustain our drive for business growth, we have also strengthened our management team in the areas of digitalisation, technology, advanced materials development, and business development.

Appreciation

My fellow Directors and I would like to express our appreciation of the dedication and diligence of the GVT team in the past years in executing our strategy for growth. I am also grateful to my fellow Directors for their invaluable guidance in the past years.



We welcomed Mr Sim Mong Huat to the Board as Non-Executive Independent Director on 1 January 2024. Mr Sim brings with him a wealth of knowledge and experience in the electronics manufacturing sector, having served at ETLA Limited and the Economic Development Board of Singapore, and we look forward to his counsel.

We would also like to thank all our shareholders, customers, business partners and associates for standing by us. As we continue to chart our course for growth and long-term sustainability, I am confident that, with everyone alongside on this journey, we will be able to build on our strengths and seize the opportunities that arise.

Liew Yoke Pheng Joseph
Independent, Non-Executive Chairman

CEO's Operating and Financial Review



“ We are committed to delivering exceptional service to our customers through our operational capacities in Singapore, Johor and Penang. Our primary focus is to work closely with front-end customers to boost first-article qualifications and order production, while simultaneously preparing ourselves to support back-end semiconductor customers during a turnaround in demand.”

Dear Shareholders,

While FY2023 was a subdued year amid supply chain disruptions, wider geopolitical headwinds and an ongoing semiconductor cyclical downturn, we persisted in executing our investment plan, expanding our customer base and wallet share, and preparing ourselves for the exciting projects that we are looking to engage in.

Our underlying motivation is a ceaseless desire to push our limits and not be content with counting the days till the next recovery. We have resolved to stay ahead of the curve and be the trusted partner of our blue-chip original equipment manufacturing customers who are constantly evolving new technology to support industries such as adaptive computing, artificial intelligence, medical and healthcare, life sciences, aerospace, and automotive.

Financial Review

We achieved revenue of \$111.3 million in FY2023, compared to \$131.1 million in FY2022. The cyclical industry downturn weighed down on the Group's business activity in the semiconductor segment, even as the other business segments generated stable revenue year-on-year.

Revenue from the semiconductor segment fell 26.6% to \$53.3 million, from the \$72.6 million recorded in

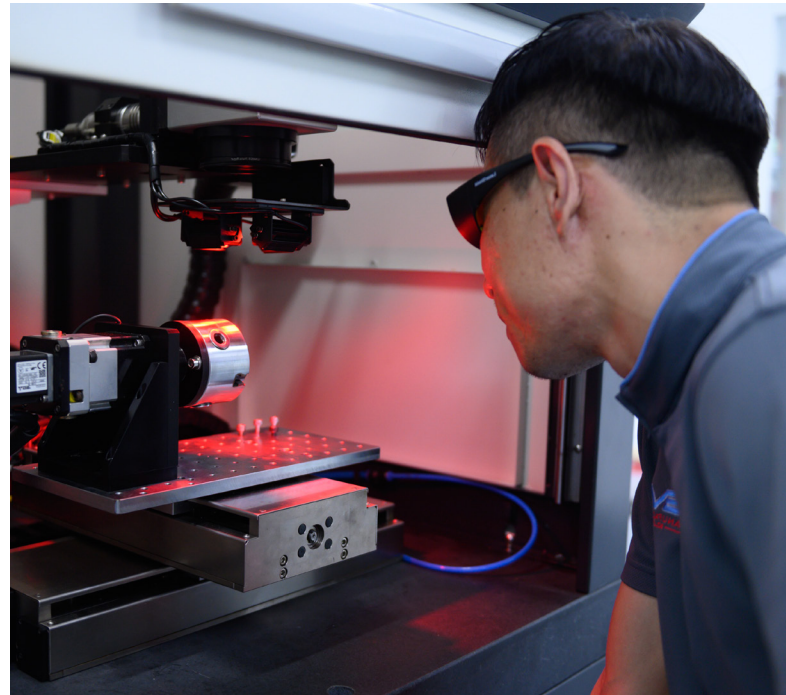
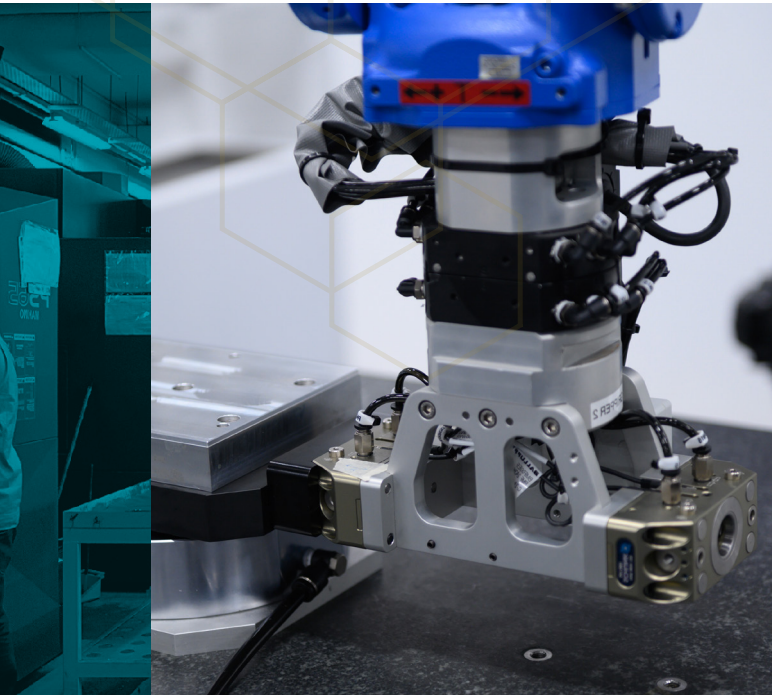
FY2022, amid lower customer demand for our back-end semiconductor services in tandem with the general industry slowdown. We have also delivered first-article for new products for front-end and back-end semiconductor customers during the year, albeit with relatively small revenue contribution from these.

The life sciences segment generated revenue of \$20.6 million, compared to \$21.0 million a year ago. We were able to expand our wallet share with a key customer, which helped to mitigate the impact of a general decrease in business activity in this segment.

The electronics, aerospace, medical and others segment recorded revenue of \$37.4 million, compared to \$37.5 million a year ago. A decrease in contribution from the electronics segment was offset by higher revenue generated by the Group's subsidiaries in the aerospace, medical and others segment.

Gross profit declined by 22.3% to \$27.8 million in FY2023, taking into account the decrease in revenue and continued capacity absorption. It also included customer onboarding expenses and non-recurring expenses relating to fair value adjustments of inventories from the acquisitions of Grand Venture Technology (Suzhou) Limited (formerly known as J-Dragon (Tech) Suzhou Co., Ltd) and Formach Asia Sdn. Bhd. that were charged against cost of sales. Gross margin thus amounted to 25.0% in FY2023, compared to 27.3% in the previous financial year.

CEO's Operating and Financial Review



Other income increased to \$1.7 million, from \$1.5 million in FY2022. The increase factored in a \$0.3 million rise in grant income that was amortised as deferred income, a \$0.1 million increase in interest income, and a \$0.1 million reduction in rental income and utilities charged to tenants.

General and administrative expenses amounted to \$15.2 million, compared to \$14.8 million in FY2022, mainly due to a \$0.2 million increase in foreign exchange loss, as well as costs incurred in tandem with our expanded operations.

Selling and distribution expenses fell 32.4% to \$0.9 million, from \$1.3 million from a year ago, in view of the broad decrease in business activity in FY2023.

We incurred other operating expenses of \$5.0 million in FY2023, compared to \$4.9 million in FY2022, taking into account a \$0.4 million rise in depreciation charges arising from our continued expansion, offset by savings in other expenses.

Finance costs remained relatively unchanged year-on-year at \$2.3 million, amid stable use of our borrowing facilities.

In view of the above, we recorded net profit attributable to shareholders of \$5.5 million in FY2023, versus \$13.3 million in FY2022.

Non-current assets amounted to \$93.8 million as at 31 December 2023, compared to \$95.2 million as at 31 December 2022, taking into account a \$0.9 million decrease in property, plant and equipment mainly as a result of depreciation charges, and a \$0.7 million decrease in intangible assets.

Current assets as at 31 December 2023 was \$109.6 million, compared to \$108.8 million as at end FY2022, after factoring in a \$4.0 million reduction in cash and bank balances and a \$1.4 million decrease in trade and other receivables, as well as a \$6.1 million increase in inventories.

Non-current and current liabilities decreased to \$84.8 million as at 31 December 2023, compared to \$86.0 million. This was mainly due to a \$2.1 million decrease in lease liabilities, a \$2.0 million decrease in loans and borrowings, offset by a \$3.0 million higher rise in trade and other payables. Our debt-to-equity ratio remained at a robust 0.41 times as at 31 December 2023, versus 0.43 times as at 31 December 2022.

CEO's Operating and Financial Review



Review of Operations

During the year, a key focus was to lay the groundwork for our front-end semiconductor business. We have equipped one of our facilities in Penang, Malaysia, with the requisite large-format machinery and other assets. We made significant strides in executing first-article inspections and obtaining qualifications for our new front-end semiconductor customers, who are in the metrology, inspection, etch and wafer deposition sectors. Additionally, we maintained good traction in the back-end semiconductor segment, with a new back-end semiconductor customer for which we are delivering on first-article inspections and qualifications as well, while working with existing customers on new projects.

We have discussed before our plan to pursue advanced materials machining capabilities in order to expand our participation in our customers' value chain. To this end, we have embarked on developing our own expertise in this area with the support of a key life sciences customer in FY2023. The use of advanced materials extends beyond life sciences – they are also used in equipment manufactured by our customers for the semiconductor, medical and other industries. This will enable us to build a sound base from which we can expand such capabilities, organically and inorganically, to reinforce our competitiveness and standing among existing and potential customers in these industries. In terms of customer engagement, we continued to work closely with existing life sciences customers and grew our wallet share with them through first-article inspections on new projects.

In the aerospace segment, we have retrofitted the enlarged facility of our subsidiary in China, Grand Venture Technology (Suzhou) Limited (formerly known as J-Dragon Tech (Suzhou) Co., Ltd). We localised key processes such as annealing and treatment, which are vital to the aerospace industry. Localising them enables us to have better control and flexibility over the production process, improve productivity, and be more responsive to customer requirements. This positions us better to take on projects relating to important aircraft components, as well those in the medical equipment industry.

Positioning Ourselves for Growth

The year ahead is expected to be shrouded in uncertainties arising from geopolitical and military contestations between US and China and also in Ukraine and the Middle East, as well as volatile macroeconomic variables in inflation and interest rates. On the other hand, the reconfiguration of supply chains into the Southeast Asian region in response to geopolitical challenges bodes well for customer engagements and business growth. Even as we continue to navigate through near-term challenges, we are determined to stay on course in our pursuit of innovation and capability development that will benefit all our business segments.

CEO's Operating and Financial Review

We put forth to shareholders our proposed acquisition of ACP Metal Finishing Pte Ltd and have received your approval at an Extraordinary General Meeting on 1 March 2024. In the months ahead, we will be working towards completing the acquisition process and the subsequent integration of ACP's niche surface treatment and finishing capabilities into our current operations. This is part of our strategy to build a full suite of in-house capabilities that we can leverage to expand our value-add to existing and potential customers across multiple industries. This will in turn bring us yet another step closer to realising our vision of becoming a leading manufacturing solutions and services provider in the Asia Pacific. For a start, these capabilities will better position us to deepen our engagement in the front-end semiconductor segment and expand our touchpoints in the aerospace segment beyond China towards Singapore and the region.

To further support our ambitions, we have beefed up the management team with the addition of Leong Kwok Choon as our Chief Technology Officer during the year. He will spearhead our adoption of next-generation technologies to broaden and deepen our precision manufacturing competencies. At the organisation level, we have already enhanced and aligned our operational capabilities across all our facilities to improve efficiency and productivity, so that we stand ready to support our clients' technological innovations. Other new team members will also be supporting our Group's activities in developing advanced materials capabilities and in identifying opportunities to expand our customer base and industries.

The semiconductor industry downturn is expected to progressively ease from late 2024. We believe that the emergence of artificial intelligence, alongside the rapid development of high-performance computing and advanced packaging, and the slowing of Moore's Law, represents a transition to a new era of innovation for the semiconductor industry. It is expected that industry demand for equipment and capacity to support the development of next-generation artificial intelligence applications, as well as innovations in other areas such as 5G, data centres and automotive electrification, will increase tremendously.

Operationally, we are well-prepared for the eventual pick-up in order momentum, with the onboarding of the new front-end semiconductor customers, and the commissioning of our dedicated front-end semiconductor facility. We will also be looking to expand our wallet share with these customers by undertaking more projects with more complex parts and components. In the back-end semiconductor segment, we expect to convert first-article from our new back-end semiconductor customer to mass production, while also expanding wallet share with existing customers. We are also closely engaging with a key existing customer in the advanced packaging space on new projects and also to further expand our support.

In the life sciences sector, rising research and development investments in the pharmaceutical and medical industries are expected to support demand for mass spectrometers. We are excited to support our life sciences customers on new projects in this area and are in the midst of executing first-article inspections for some of them, which should hopefully be converted into mass production orders in the year ahead. In the meantime, we will continue to develop our advanced machining capabilities, while expanding our wallet share and customer base in this segment.

Additionally, with global air travel activity expected to surpass pre-pandemic levels in 2024, we are actively working to secure new orders from customers in the aerospace segment. We are also identifying opportunities to expand our participation in the medical segment.

Appreciation

Underpinning GVT's growth story is a team of staff and management who have demonstrated resilience and dedication despite the challenges we faced in the past year – I would like to express my appreciation of all of them. I am grateful for our customers, business partners and bankers for their trust and support, and thankful to have the wise counsel of my fellow Board members. To our shareholders, we are grateful to have you alongside as we set out to ride the next wave of growth.

Ng Wai Yuen Julian
Chief Executive Officer

Board of Directors



Liew Yoke Pheng Joseph *Independent, Non-Executive Chairman*

Joseph, 67, is our Independent, Non-Executive Chairman. He also serves as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committee. He was appointed to our Board on 11 January 2019, and was last re-elected on 27 April 2021.

Joseph is an Independent Non-Executive Director of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited and Biolidics Limited. He is also Director of Lew Foundation and Char Yong (Dabu) Foundation.

Joseph was the Executive Chairman and CEO of Hoe Leong Corporation Limited from 2019 to 2023. He was the General Manager of business compliance and the senior adviser on internal audit at Giti Tire (China) Investment Company Ltd from 2014 to 2018. He was a Consultant with GT Asia Pacific Holdings Pte Ltd from 2018 to 2019. Joseph was an Independent Director of Innovalues Limited from 2013 to 2017 and Shanghai Turbo Enterprises Ltd in 2020. Joseph began his career in 1980 as an auditor with Peat Marwick, Mitchell & Co. (now part of KPMG). He then joined Caltex (Asia) Limited in 1982 as an internal auditor. From 1985 to 1988, Joseph was head of operations and information technology audit with Great Eastern Life Assurance Company Limited. He joined Base Management Systems Pte. Ltd. as director in 1989, before returning to Great Eastern Life Assurance Company Limited in 1992 as head of internal audit. Subsequently, between 1995 and 2003, Joseph was a director of RSM Chio Lim Stone Forest Group of companies. He joined Sun Life Everbright Life Insurance Company in 2003 as its Chief Financial Officer, followed by Sage Software Asia Pte. Ltd, from 2006 to 2014, as its director and Asia regional Chief Financial Officer.

Joseph holds a Bachelor of Commerce from Nanyang University, Singapore. He is a Certified Information Systems Auditor, a Certified Fraud Examiner, a Fellow of the Institute of Singapore Chartered Accountants, a Fellow of the Association of Chartered Certified Accountants (United Kingdom) and a member of the Singapore Institute of Directors.



Lee Tiam Nam Ricky *Executive Deputy Chairman*

Ricky, 62, is our Executive Deputy Chairman and is responsible for the overall strategic direction and development of our Group. He is one of our founding Directors and has been appointed to our Board since our incorporation on 17 September 2012. He also serves as a member of the Nominating Committee. Ricky was last re-elected to the Board on 27 April 2022.

Ricky has over 38 years of experience in the manufacturing, assembly/servicing and precision engineering industries. He was the president of the Society of Modern Management Singapore from 2013 to 2017. He is a member of the school management committee of his alma mater – Chung Cheng High School, Chung Cheng High School (Yishun) and Nanyang Junior College.

Ricky began his career in 1982 as a machinist in Pan-World Precision Engineering Pte Ltd, before leaving in 1985 to start Square Contractor, a partnership engaged in the servicing and installation of vending machines. In 1988, while at Square Contractor, Ricky founded Centrelines Precision Engineering, a partnership engaged in the installation of industrial machinery and equipment, and mechanical engineering works, which was subsequently corporatised as Centrelines Engineering (S) Pte Ltd. In 1999, pursuant to the Singapore Economic Development Board's "3C" (co-investment, collaboration and consolidation) initiative, Centrelines Engineering (S) Pte Ltd merged with Norelco Precision Engineering Pte Ltd to form Norelco Centreline Pte Ltd, which was thereafter listed in 2001 as Norelco Centreline Holdings Limited. Ricky was the Managing Director of Norelco Centreline Holdings Limited until its subsequent merger with UMS Holdings Limited in 2004. In 2006, Ricky became an adviser to Eng Tic Lee Achieve Pte. Ltd. and was made a director and its Executive Vice-Chairman in 2007. Eng Tic Lee Engineering (S) Pte Ltd was eventually listed in 2007 as ETLA Limited, and Ricky remained a director until early 2011.

Board of Directors

Ng Wai Yuen Julian *Chief Executive Officer and Executive Director*

Julian, 52, is our Chief Executive Officer and Executive Director and is responsible for the overall management and growth of our Group. He was appointed to our Board on 22 September 2015, and was last re-elected on 27 April 2023.

Julian has over 20 years of experience in the manufacturing and precision engineering industries. Julian began his career in 1993 as a Research Specialist with Singapore's Ministry of Defence. He joined Norelco Centreline Pte Ltd in 1999 and rose to the position of Sales and Marketing Manager. In 2005, Julian left to establish Achieve Manufacturing Solutions Pte. Ltd., which specialised in manufacturing and precision engineering. In 2005, the assets of Achieve Manufacturing Solutions Pte. Ltd. were acquired by Eng Tic Lee Engineering (S) Pte Ltd, which was subsequently renamed Eng Tic Lee Achieve Pte. Ltd., with Julian serving as its Sales and Marketing Director. Eng Tic Lee Achieve Pte. Ltd. was eventually listed in 2007 as ETLA Limited, and Julian remained as its sales and marketing director until 2014 when he left to join our Company as our Sales and Marketing Director.

Julian holds a Diploma in Shipbuilding & Offshore Engineering from Ngee Ann Polytechnic, Singapore.

Loke Wai San *Non-Executive Director, Non-Independent Director*

Wai San, 55, was appointed to our Board on 29 April 2021 as a Non-Independent, Non-Executive Director. He was last re-elected on 27 April 2022.

He is the Non-Executive Chairman and Director of AEM Holdings Ltd. Wai San is also the Chairman of the Board of Governors of Temasek Polytechnic, and serves on the boards of several other private companies in the region.

Wai San is the Founder and Managing Partner of a private equity fund adviser, Novo Tellus Capital Partners. His expertise is in cross-border technology and industrial private equity investments across various sectors including semiconductors, IT, enterprise software, medical equipment, and manufacturing. From 2000 to 2010, he was with Baring Private Equity Asia, where he was a Managing Director and head of its US office and subsequently co-head for Southeast Asia. Prior to joining Baring Private Equity Asia, Wai San was Vice President at a venture capital fund, H&Q Asia Pacific, from 1999 to 2000, Senior Manager at management consulting firm, AT Kearney, from 1995 to 1999, and a research and development engineer with Motorola from 1991 to 1993.

Wai San holds a Master of Business Administration from the University of Chicago, and a Bachelor of Science in Electrical Engineering from Lehigh University.

Board of Directors



Pong Chen Yih *Independent Director*

Chen Yih, 48, is our Independent Director and serves as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He was appointed to our Board on 11 January 2019 and was last re-elected on 27 April 2022.

Chen Yih is the Chief Operating Officer of Novus Corporate Finance Pte. Ltd., a corporate finance firm licenced by the Singapore Exchange and the Monetary Authority of Singapore. Chen Yih was formerly the lead partner for the Singapore Capital Markets Group of Baker McKenzie Wong & Leow for four years until 2018, where he practiced law in the main areas of capital markets work, compliance, investments and mergers and acquisitions. Prior to this, Chen Yih served as partner at WongPartnership LLP for six years, and had joined the firm as an associate in 2003. He has been in practice since May 2002 as an associate in Shook Lin & Bok LLP. Chen Yih is an Independent Non-Executive Director of Singapore-listed Figtree Holdings Limited, HRnetGroup Limited and Rex International Holding Limited.

Chen Yih holds a Bachelor of Laws from the National University of Singapore.



Heng Su-Ling Mae *Independent Director*

Mae, 53, is our Independent Director and serves as Chairman of the Remuneration Committee and a member of the Nominating and Audit Committees. She was appointed to our Board on 11 January 2019, and was last re-elected on 27 April 2023.

Mae began her career with Ernst & Young Singapore. Mae is an Independent Non-Executive Director of Singapore-listed HRnetGroup Limited, Chuan Hup Holdings Limited, Ossia International Limited and Rex International Holding Limited. She also holds directorships in her family-owned investment holding companies.

Mae holds a Bachelor of Accountancy from the Nanyang Technological University. She is a fellow member of the Institute of Singapore Chartered Accountants (ISCA) and a member of ASEAN Chartered Professional Accountant (ASEAN CPA).



Sim Mong Huat Barry *Independent Director*

Barry, 62, was appointed to our Board as Independent Director on 1 January 2024.

Barry possesses deep knowledge of the electronics and precision engineering sectors. He was the Managing Director of ETLA Limited for 14 years until June 2021 and Executive Director of Frencken Group Limited from July 2009 to April 2016. Prior to that, he served at the Economic Development Board (EDB) of Singapore for over 15 years in various key management capacities, including Senior Vice President (Investments) of EDB Ventures, Director of Industry (Electronics) and Director for North America Operations. In 2003 to 2004, Barry served as the Group Managing Director of Norelco Centreline Holdings Limited, a public-listed company in the precision engineering business. Barry is currently a director of Nanyang Polytechnic International Pte Ltd.

Barry holds a Master of Business Administration (Sloan Fellows) from the Massachusetts Institute of Technology (MIT), a postgraduate Diploma in Finance Management from the Singapore Institute of Management (SIM) and a Bachelor of Mechanical Engineering (First Class Honours) from the University of Newcastle.

Tan Chun Siong *Chief Operating Officer (“COO”)*

Chun Siong joined our Group in February 2014 and was appointed as the Chief Operating Officer in 2018. He assists the Chief Executive Officer in overseeing our Group’s operations.

Chun Siong has over 20 years of experience in the manufacturing and precision engineering industries. He began his career in 1999 as an assistant engineer with Apple South Asia Pte. Ltd.. He then joined Norelco Centreline Pte Ltd in 2000 as an engineer and rose to become a project manager. In 2004, Chun Siong joined Eng Tic Lee Engineering (S) Pte Ltd as its project manager. Eng Tic Lee Engineering (S) Pte Ltd was subsequently renamed Eng Tic Lee Achieve Pte. Ltd., and was eventually listed in 2007 as ETLA Limited. During this period, Chun Siong rose to and served in the position of General Manager until 2014.

Chun Siong holds a Diploma in Mechanical Engineering from Singapore Polytechnic.

Leong Kwok Choon *Chief Technology Officer (“CTO”)*

Kwok Choon joined the Group in July 2023 and was appointed as the Chief Technology Officer.

Kwok Choon is an industry veteran with more than 30 years of experience in the precision engineering sector. He has held senior leadership positions at Frencken Group Limited, Norelco Centreline Holdings Limited (now known as UMS Holding Limited), Flextronics (now known as Flex) and Philips. He has extensive experience and expertise in engineering, industrial technology, and manufacturing operations, with a proven track record of implementing Industry 4.0 and automation.

Kwok Choon holds a Master of Business Administration and a Bachelor of Engineering (Mechanical Engineering) from the National University of Singapore.

Robby Sucipto *Chief Financial Officer (“CFO”)*

Robby joined the Group as Chief Financial Officer in March 2020 and is responsible for the accounting, financial administration, analysis and planning, and compliance and reporting obligations of our Group.

Backed by the Big 4 fundamentals in financial audit and M&A experiences, Robby has more than 15 years of experience in delivering leadership and values to organisations through finance and accounting. He previously served in Ernst & Young, KPMG, a group company of Hitachi Ltd and Pacific Star Development Limited.

Robby holds a Master of Business Administration from the National University of Singapore, and a Bachelor of Commerce (Double Major, Finance and Accounting) from Monash University, Australia. He is a member of Institute of Singapore Chartered Accountants (ISCA) and a member of ASEAN Chartered Professional Accountant (ASEAN CPA).

Key Management



Saw Yip Hooi *Group Senior Director of Sales (GVT Malaysia)*

Yip Hooi is our Group Senior Director of Sales. He is based in Penang, Malaysia and supports the Group's expansion in the region.

Yip Hooi has over 30 years of experience in the manufacturing and precision engineering industries. He began his career in 1990 as a machinist with Centrelines Engineering (S) Pte. Ltd. In 1993, Yip Hooi left to start Centrepont Precision Engineering, a Malaysian partnership engaged in precision engineering. This was followed by Centretechnics Engineering Works (PG) Sdn. Bhd. in 1994 where he assumed the role of Director of Sales and Marketing. He then joined Norelco Centreline (PG) Sdn. Bhd. in 2000 before moving to Norelco Centreline (M) Sdn. Bhd. in 2003 and Norelco-UMS (M) Sdn. Bhd. in 2005, and had held the position of Sales and Program Director in these three companies. In 2008, he joined Ultimate Manufacturing Solutions (M) Sdn. Bhd. as Sales and Marketing Director and left in 2009 to be a full-time private investor. In 2010, Yip Hooi took over the operations of GVT Malaysia, and joined our Group in 2013 pursuant to our acquisition of GVT Malaysia by way of a share swap.

Yip Hooi has Module Certificates in Turning, Milling and Grinding of the National Technical Certificate Grade 3 from the Institute of Technical Education, Singapore and the Vocational and Industrial Training Board of Singapore.



Lu Jin Feng Alan *General Manager (GVT Suzhou)*

Alan is the General Manager of GVT Suzhou and assists the Chief Executive Officer with the overall management and growth of Grand Venture Technology (Suzhou) Co., Ltd. He joined our Group in January 2018.

Alan has over 20 years of experience in the manufacturing and precision engineering industries. Alan began his career in 1997 as a technician and purchaser with Hongguan Technologies Machinery (Suzhou) Co., Ltd. He then joined VDL Enabling Technologies Group of Suzhou Ltd. in 2001 as a purchaser. Alan left to start SIP Innovation in 2008, followed by SIP Excellence in 2010. Further to the establishment of our wholly-owned subsidiary GVT Suzhou, and the subsequent acquisition by GVT Suzhou of the business and assets of SIP Innovation and SIP Excellence, Alan was appointed as our General Manager (China) in January 2018.

Alan graduated with a Diploma in Turn-Mill Machining from the Suzhou Technician Institute, PRC, in 1997.



Lee Boon Kwong Wilson *Managing Director (GVT Suzhou Limited)*

Wilson is the Managing Director of Grand Venture Technology (Suzhou) Limited, formerly known as J-Dragon Tech (Suzhou) Co., Ltd, and supports the overall management and growth of the company. Wilson joined our Group in March 2022.

Wilson brings with him over 30 years of experience in the precision engineering industry. He started his career at Norelco Engineering Services in 1991 as a CNC programmer and skilled worker. In 1994, Wilson joined Super Union Precision Engineering Pte Ltd as Technical Engineer in charge of engineering sales and marketing involving customers in the semiconductor and electronics industries before he was promoted to Assistant Manager in 2003. Subsequently, Wilson co-founded Certact Engineering Pte. Ltd. in 2004 and J-Dragon Tech (Suzhou) Co., Ltd in 2007.



Sustainability Report

Corporate Profile

[GRI 2-1a] Organisation details

[GRI 2-6] Activities, value chain and other business relationships

GVT serves as the headquarters and was initially listed on the Catalist Board of SGX in 2019 before transitioning to the Mainboard in 2021. GVT and its subsidiaries (the “**Group**”) are trusted manufacturing solutions and service providers for the semiconductor, analytical life sciences, electronics, aerospace, medical and other industries, with operations in Singapore, Malaysia (Penang, Johor Bahru) and China (Suzhou).

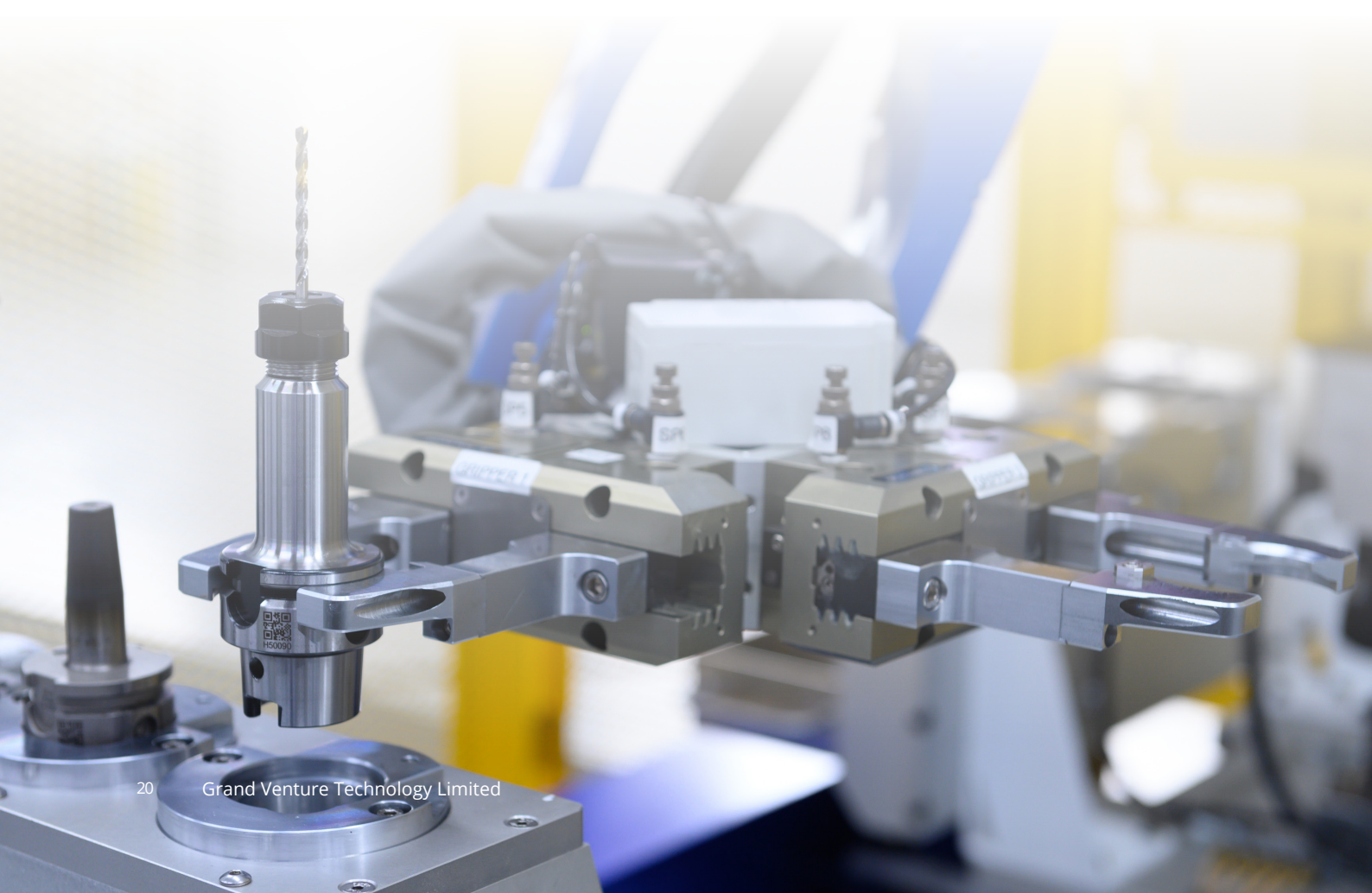
Backed by an experienced Management Team (“**Management**”), GVT serves some of the largest OEMs in these industries by providing a range of engineering, assembly, testing and product lifecycle management services for the manufacture of ultra-precision machining, mechatronics modules and complex sheet metal.

GVT has extended its presence into Malaysia and China, in 2013 and 2017 respectively. In 2022, GVT expanded its operations by acquiring Formach and GVT SL, as well as completing the purchase of a third facility in Malaysia.

These achievements demonstrate GVT’s commitment to growth and delivering value to its customers.

To stay ahead of the curve, GVT has adopted cutting-edge technology, including i4.0 planning software and robotic process automation, to facilitate high-mix low-volume production plans. The Group has incorporated lean manufacturing concepts in its factories, which has enabled it to minimise errors and waste, and optimise production efficiency. These measures have allowed GVT to align its vision and establish itself as a leading supplier of essential components to its customers.

Refer to pages 4 to 5 of the Annual Report for corporate milestones achieved during the year.



About this Report

[GRI 2-22] Statement on sustainable development strategy

We are pleased to provide our annual Sustainability Report (“SR”), which entails our approach to integrating sustainable and responsible principles into every aspect of the organisation, ensuring that environmental impact, social responsibilities and governance standards are meticulously addressed and embedded in the Company’s strategic decision-making processes, daily operations and overarching policies.

The Group’s vision is to be a world leader in innovative manufacturing solutions and services by providing the most advanced technologies for precision engineering and manufacturing. Our mission is to offer undeniable flexibility and customisation, as well as quick turnaround time to our customers. The Group has taken a step towards affirming our sustainability journey by having an Internal Auditor (“IA”) perform an internal review of the report.

The Group is dedicated to acting as a socially responsible and sustainable corporate citizen, delivering enduring value to the sectors in which we operate. Through this report, we aim to instil confidence in our stakeholders and strengthen our connections with them as we continue to advance as a company committed to moral and responsible practices.

Scope of the Report

[GRI 2-1] Organisation details

[GRI 2-2] Entities included in the organisation’s sustainability reporting

[GRI 2-3] Reporting period, frequency and contact point

[GRI 2-4] Restatements of information

This report dated 25 March 2024 is our latest annual Sustainability Report publication and is to be read in conjunction with our Annual Report. It presents our sustainability performance in the financial year from 1 January 2023 to 31 December 2023.

GVT is a public company limited by shares and incorporated on 17 September 2012. GVT maintains 100% ownership of all the entities listed below. The information provided in this report covers the operations of GVT and its subsidiaries, as outlined in the table below.

Entity	Corporate Structure	Country
Grand Venture Technology Limited	Headquarters	Singapore
Grand Venture Technology Sdn. Bhd.	Subsidiary	Malaysia
Formach Asia Sdn. Bhd.	Subsidiary	Malaysia
Grand Venture Technology (Suzhou) Co., Ltd	Subsidiary	China
Grand Venture Technology (Suzhou) Limited	Subsidiary	China

This report presents sustainability strategies, initiatives, and performance of all the five entities operations of the corporate office, and processing facilities in Singapore, Malaysia, and China unless otherwise stated. The Global Reporting Initiative Universal Standards 2021 (“GRI”) are adopted to align disclosure strategies across all operations.

There was no significant change to the Group’s size, structure, ownership, or supply chain during the reporting period. This report contains no restatement.

About this Report

Reporting Framework

The Sustainability Report is prepared in accordance with the GRI Standards. The GRI framework was chosen as it is one of the most widely used and recognised standards for reporting globally, which would provide for higher comparability of the Company's disclosures with its peers. The disclosures made in this report are in line with GRI's Reporting Principles for defining report quality – accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness and verifiability. Our GRI content index can be found on pages 56 to 61 of the report.

This report also complies with the sustainability reporting requirements of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Rule 711A and 711B. It has also been developed while referencing the six primary components stated in SGX-ST Listing Rule 711B on the "comply or explain" basis, that includes:

- i. Material Environmental, Social, Governance ("**ESG**") factor
- ii. Task Force on Climate-Related Disclosures ("**TCFD**") recommendations
- iii. Policies, Practices and Performance
- iv. Targets
- v. Sustainability Reporting Framework
- vi. Board Statement and associated governance structure for sustainability practices.

Confirmation and Approval

[GRI 2-3c] Report the publication date of the report or reported information

The policy, practice and performance data presented in this report was obtained from formal documents and operational statistics of GVT. The Sustainability Report has received endorsement from the Board of Directors (the "**Board**") on 25 March 2024 and was published on 9 April 2024.

Report Assurance and Review

[GRI 2-5] External assurance

GVT has appointed Tembusu Asia Consulting Pte Ltd in the preparation of this report. We have not sought external assurance for this report. However, we will consider such requirements when reporting matures over time or if the complexity of the Group's operations requires such external assurance or assistance.

Feedback

[GRI 2-3d] Contact point for questions about the report or reported information

We welcome feedback from our stakeholders for further improvement in our sustainability performance and reporting. Please contact us via the following channels if you have any feedback and questions about this report.

Email: contact@gvt.com.sg

Tel: +65 6542 3000

About this Report

Board Statement

[GRI 2-22] Statement on sustainable development strategy

In 2023, GVT has successfully navigated through a challenging political landscape and an ever-shifting market environment. The increasing geopolitical tensions between US and China and increasing ESG regulations placed strain on 'business as usual' working practices. We have addressed these challenges and turned them into opportunities by firstly establishing a strong Business Continuity Plan ("BCP") and secondly, viewing ESG as a core aspect of the business. GVT strives to set itself apart by embodying the principles of a socially responsible corporate citizen and offering sustainable business values to its stakeholders. The elevated standards of governance and associated costs provide opportunities for GVT to distinguish itself as a preferred business partner.

GVT recognises the critical role that sustainability plays in shaping the long-term success and resilience of our organisation. We acknowledge the urgency of efforts in addressing climate change and are committed towards a sustainable operation to constantly evaluate and reduce its negative environmental impact. Climate and environmental risks include rising energy costs, increased cost of monitoring and compliance and heightened expectations for ESG from our stakeholders.

Business integrity in the environmental and social aspects are crucial beyond governance as it guides the long-term strategic direction and ensuring the sustainability of the organisation. The Group is committed to be a socially responsible and sustainable corporate citizen in delivering sustainable values to the sectors we operate in.

The Board is fully supportive of GVT's sustainability journey and has all undergone training on sustainability matters. GVT has taken progressive steps in sustainability efforts, including installation of solar panels to subsidise energy consumption, providing employment to less

privileged or special needs members, and underpinning strong corporate governance in our business. GVT looks towards scaling up its sustainability efforts alongside its planned business growth and expansion. We shall continue to adapt our business strategies to the ongoing global trends and keep fulfilling the obligation we have towards our employees, shareholders, suppliers, customers, competitors and the community as a whole.

Some strategic plans to support, attract and retain talent include partnership with academic institutions, establishment of attachment/train-and-place programmes or scholarships, provision of equity-linked incentives, offering employee benefits, training and development of its talent pool including sponsorship for courses. This includes instilling digitalisation through our factory's i4.0 automation, harnessing Big Data, Machine Learning and Artificial Intelligence. GVT also optimises our human capital across different sites to bridge and enhance our pool of talent.

As the market environment continues to evolve, we will focus on enhancing and building stronger capabilities. We would also like to thank our stakeholders for their support and assistance that helped us to continue operating safely and optimally throughout the challenging periods. Looking ahead to 2024, we will continue to work hand in hand with all stakeholders towards sustainability by keeping abreast of market trends and maximising synergies to create new value as a responsible corporate citizen.

We look forward to your support as we bring value to our stakeholders, our business and the world.

Ng Wai Yuen Julian
Chief Executive Officer

Sustainable Governance and Leadership

Governance Structure

This section complements the Corporate Governance Report.

Board composition

[GRI 2-9] Governance structure and composition

[GRI 2-11] Chair of the highest governance body

[GRI 2-12] Role of the highest governance body in overseeing the management of impacts

[GRI 2-19] Remuneration policies

Independence of the Board

[GRI 2-10, GRI 2-17]

Nomination of Board Members

[GRI 2-10]

Evaluation of the Board

[GRI 2-18]

Remuneration of Board Members

[GRI 2-19, GRI 2-20]

Please refer to Annual Report, pages 62 to 93 for details to the above sections.

Conflict of Interest Policy

[GRI 2-15]

Guided by the Group's Conflict of Interest Policy, the Company discloses details of employees who are immediate family member of a Director or CEO whose remuneration exceeds S\$100,000 during the reporting year. Each year, the Remuneration Committee ("RC") will review the remuneration packages of employees related to our Directors, Substantial Shareholders and Controlling Shareholders to ensure that they are in accordance with our staff remuneration guidelines and appropriately compensated based on their job scopes and responsibilities.

These related employees will also be subject to the RC's review and approval of bonuses, raises, and promotions. Likewise, any new employment and proposed terms of employment of related employees must be reviewed and approved by the Nominating Committee ("NC") and RC. NC and RC members who are related to the employee under review will abstain from the review.

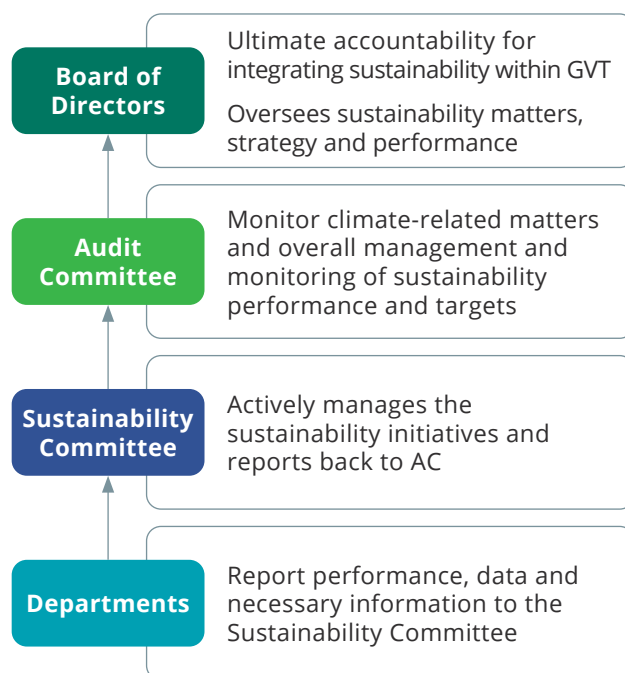
Please refer to page 85 of the Annual Report on the Group's compliance with Interested Party Transactions.

Sustainability Structure

[GRI 2-12, GRI 2-13, GRI 2-14, GRI 2-17, GRI 2-24]

GVT's Board of Directors oversees sustainability practices and implementation. With the assistance of the Audit Committee ("AC"), the Board monitors and reviews ESG-related matters and is responsible for the governance of sustainability and climate-related risks, strategic risk management policies, and planning. On an annual basis, the Board reviews and endorses GVT's material matters on sustainability and climate change. In FY2022, the Board has endorsed the list of sustainability topics and climate-related risks. We retained the same climate risks while incorporating qualitative scenario analysis into our approach for FY2023. After reviewing the reported information, the Board approved the submission of this Sustainability Report to SGX along with the publication of this Annual Report.

Execution is a vital part of bringing sustainability to the front line. Once GVT's sustainability strategy has been articulated at the Board level, the Board allocates the responsibility of monitoring the sustainability aspects to the AC. The AC overlooks the sustainability committee. At present, the finance department coordinates the assessment of sustainability-related risks, opportunities and management mechanisms, including those related to climate change and reports them to the AC on annual basis. Input from all the departments at the end of the value chain support the teams higher in the hierarchy by providing clear information to make informed decisions.



Summary of roles and responsibilities

Sustainable Governance and Leadership

Corporate Core Values

[GRI 2-23a-iv]

We are focused on people. Our core values are integrity, respect, dialogue, open communications, pushing new boundaries, and exceeding expectations. The Group abides strictly by the Code of ethics, conduct, environmental, health and safety as specified in the Group's employee handbook and policies as released from time to time. GVT believes in a work environment that is free from harassment, intimidation and threats and ensures all employees work together as a team and treat each other with dignity, respect, and sensitivity.

The Group's vision is to be the leading manufacturing solutions and services provider in the Asia Pacific, providing world class precision engineering services expertise and full range of manufacturing services, attracting, and building the best talent towards value creation and sustainable growth for stakeholders, employees, and communities.

Our core values guide us to be a socially responsible and sustainable corporate citizen in delivering sustainable values to the sectors we serve.

Sustainable Development Strategy and Policy

[GRI 2-16, GRI 2-22, GRI 2-23, GRI 2-25, GRI 2-26, GRI 2-27]

GVT recognises that we have obligations to our community, shareholders, suppliers, customers, and competitors. We consider our reputation, which includes the respect and confidence of people we do business with, to be one of our most valuable assets. In order to uphold this reputation and level of confidence, we demand higher standards and strive to do so. As a result, we have adopted various good practices recommended in the Code of Business Ethics and Conduct 2015 and the following policies aim to uphold our accountability:

- Code of Business Ethics and Conduct
- Group Whistle-blowing Policy, which also serve as grievance mechanism
- Workplace Safety & Health Management System
- GVT Handbook – covers Personal Data Protection Act (“**PDPA**”), Conduct and Discipline, Environmental, Health and Safety

We will evaluate whether our policy commitment can be effectively communicated to workers, business partners, and other relevant participants by publishing key extracts of the above policies on our website in the near future. GVT shall also look to streamline or renew the policies as per the latest guidelines.

Sustainability Risk and Opportunity Management

The Group adopts a precautionary approach to its risk management in operational planning. The Board is responsible for the governance of risk and ensures that the Management maintains a sound system of risk management and internal controls, including those relating to sustainability, to safeguard the interest of the Company and its stakeholders.

All our operational entities are ISO 9001 certified, including our operational risk management processes. The Group also undergoes annual external and internal audit programme in our risk identification and mitigation. Risk management is under the purview of the AC.

Risk measurement is a function of likelihood of occurrence and the potential degree of financial and non-financial impact. We prioritise our resources to address the highest probability of occurrence and its associated highest degree of impact to our business.

Compliance with Laws and Regulations

Upholding high standards of business ethics and conduct is essential for building a strong reputation, gaining the trust of customers and stakeholders, and maintaining long-term success. By consistently upholding high standards of business ethics and conduct, the Group can demonstrate its commitment to responsible and sustainable business practices and help build a culture of integrity and trust within the organisation and among its stakeholders. There were no instances of fines or non-monetary sanctions during the reporting period.

Climate-Related Risk and Opportunities

Risk Management

[GRI 2-12] Role of the highest governance body in overseeing the management of impacts

[GRI 2-13] Delegation of responsibility for managing impacts

[GRI 2-25] Processes to remediate negative impacts

[GRI 3-1] Process to determine material topics (climate-related risks as recommended by SGX)

GVT has been in compliance with the Singapore Exchange Regulation since FY2022, incorporating climate reporting on a ‘comply or explain’ basis within our Sustainability Report. In FY2023, we continue to present our TCFD disclosures and qualitative scenario analysis. We have expanded our analysis to better understand the plausible outcomes and to prepare mitigation and adaptation plans to sustain our business in the coming years.

Risks and opportunities related to ESG topics are identified, reviewed, and managed in consultation with the Management. We acknowledge and recognise that the impacts of climate change are already being felt and will influence our business-as-usual scenario and our financial performance.

This section describes how we manage and mitigate the climate-related risks with reference to the four pillars recommended by TCFD. **Table 1** provides the further details on each pillar and its disclosures.

Table 1 - TCFD Disclosures

No.	Pillar/Recommendation	Key Points
<i>Governance: Disclose the organisation's governance around climate-related risks and opportunities</i>		
a)	Describe the Board's oversight of climate-related risks and opportunities	<p>The Board of GVT and its committees are responsible for supervising the implementation of GVT's ESG strategies and initiatives. These aspects are seamlessly integrated into their oversight of the Company's comprehensive strategy and risk management.</p> <p>The Board has taken small steps towards its decarbonisation journey such as the installation of solar panels to subsidise our energy consumption, bringing in digital capabilities to the factory with latest innovations to reduce energy usage and improve productivity and quality.</p> <p>The Board has oversight of climate-related risks, opportunities and initiatives that drive climate mitigation and adaptation strategies — these include the materiality assessment, climate-related risk assessment.</p>
b)	Describe management's role in assessing and managing climate-related risks and opportunities.	<p>Our governance model is driven by the Board of Directors who has the ultimate accountability to oversee sustainability matters. The Audit Committee who reports to the Board of Directors provides directives to the Sustainability Committee and the departments supporting them on the initiatives to be implemented. Communications happen on annual basis during board meetings on relevant sustainability matters such as items related to climate strategy and performance towards reducing greenhouse gas ('GHG') emissions. The Audit Committee is responsible for sharing the report to the Board at every board meeting which is conducted annually. The detailed Board structure and responsibilities are depicted in our annual report.</p> <p>Each of these Management and committees communicate on an annual basis with the Board and provide them with the information to help them make informed decisions including the climate-related risks into the overall strategy.</p>

Climate-Related Risk and Opportunities

No.	Pillar/Recommendation	Key Points
<p><i>Strategy: Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material</i></p>		
c)	Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long-term	<p>GVT has defined time horizons as:</p> <ul style="list-style-type: none"> • Short-term – 2025 • Medium-term – 2030 • Long-term – 2050 <p>Please refer to Table 2 for physical and transition risks identified in the short, medium, and long-term.</p>
d)	Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning	<p>Risk management is an integral part of GVT and has a place in Risk Management and Internal controls framework to manage its risk exposure. As part of this risk assessment, Management works closely with the Board to better align, manage, and increase GVT's resilience to emerging climate-related risks with the core strategy.</p> <p>In FY2022, GVT started its TCFD journey to better understand climate-related risks and their potential impact on business. This year, we expanded our analysis to include qualitative scenario analysis.</p>
e)	Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	<p>In FY2023, GVT expanded analysis to include scenario analysis. Our method for conducting scenario analysis adheres to the guidelines provided by the TCFD and aligns with the availability of relevant data. Two Representative Concentration Pathway ("RCP") scenarios are selected from Intergovernmental Panel on Climate Change ("IPCC"): </p> <ul style="list-style-type: none"> • RCP 2.6 (SSP2) which describes an orderly scenario where global temperatures are limited to 2°C by the year 2100. • RCP 8.5 (SSP5) which describes a disorderly scenario where global temperatures could reach 4°C by the year 2100. <p>Please refer to Table 3 for Scenario Analysis</p>
<p><i>Risk Management: Disclose how the organisation identifies, assesses, and manages climate-related risks</i></p>		
f)	Describe the organisation's processes for identifying and assessing climate-related risks.	<p>GVT engaged an external consultant to conduct the materiality assessment and identify climate-related risks. Through this activity, we identified two main categories of risks: (i) regulatory transition risks such as mandates on existing products and services, reporting obligations, increased cost of raw materials, shifts in consumer preferences, changing customer behaviour and (ii) physical risks which include extreme weather events.</p> <p>These risks potentially impact the revenue of the Company, people associated with the Company and have an overall impact on the environment.</p>
g)	Describe the organisation's processes for managing climate-related risks.	<p>GVT's entities and risk management processes comply to our quality management certification ISO 9001. The Group also undergoes an annual external and internal audit programme in our risk identification and mitigation. Risk management is under the purview of the Audit Committee. Our Sustainability Committee conducts materiality assessments at regular intervals by surveying all stakeholder groups for unidentified risks.</p>
h)	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	<p>This year we have engaged an external consultant to advise us on the climate-related risks and these risks are considered strategic business risks.</p> <p>We worked with the consultants to manage them under our risk management system.</p> <p>Risks, Impacts and Opportunities along with time horizons are presented in Table 3.</p>

Climate-Related Risk and Opportunities

No.	Pillar/Recommendation	Key Points
<i>Metrics & Targets: Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material</i>		
i)	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	GVT started adopting TCFD recommendations since FY2022. This year we have conducted qualitative scenario analysis to understand the impact of the climate-related risks on our business as per the recommended phased approach. We intend to reference local and global comparisons to progressively improve our data analysis and address metrics in terms of productivity loss (man-days), asset loss (\$), fines or fees (\$) in the coming years.
j)	Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas emissions, and the related risks.	GVT has begun disclosing Scope 1 emissions starting from this year as the data collection process has matured. This complements our ongoing disclosure of Scope 2 emissions. GVT has recently embarked on the task of gaining insight into Scope 3 emissions and gauging the extent of data required for disclosure. In the coming years, we aim to enhance our data collection process and commence disclosing the Scope 3 emissions.
k)	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	GVT's long-term target is to have renewable energy subsidising at least 15% of Group's energy consumption by the year 2050. There has been a reduction in Scope 2 emissions in FY2023.

Scenario Analysis

GVT recognises the urgency of efforts in addressing climate change. The Group is committed towards a sustainable operation and constantly assesses ways to reduce its negative impact on the environment. The global community recognises climate change as an urgent and existential threat. Given the interconnectedness of supply chains, extreme weather conditions in one country can lead to a ripple effect across the world. With the emerging consensus to raise climate change high on the agenda, we have started taking steps towards identifying the risks and keeping the Board and Management informed about the climate-related risks in order to include this into our core strategy to have sustainable growth. We have identified both physical and transition risks in line with the TCFD recommendations.

In FY2023, we continue our process of identifying climate-related risks and opportunities relevant to our business by:

- i. Gathering stakeholder perspectives on future climate change risks through a survey.
- ii. Sharing the above results with the Management to validate and prioritise the most important climate change risks for GVT.
- iii. Analysing the climate-related risks highlighted by local and global authorities and by aligning with global standards.

Climate-Related Risk and Opportunities

Table 2 - Transition & Physical Risks Identified

Type	Risk	Group	Rating
Transition Risk	Increased cost of raw materials	Market Risk	High
	Changing customer behaviour	Market Risk	Medium
	Mandates on and regulation of existing products and services	Policy & Legal Risk	Medium
	Shifts in consumer preferences	Reputation Risk	High
Physical Risk	Increased severity of extreme weather events such as cyclones and floods	Acute Physical Risk	Medium

Risks identified above align with the Group's vision to be the leading manufacturing solutions and services provider in Asia Pacific, providing world class precision engineering services expertise and a full range of manufacturing services, attracting, and building the best talent towards value creation and sustainable growth for stakeholders, employees, and communities. The Group is also committed to be a socially responsible and sustainable corporate citizen in delivering sustainable values to the sectors we operate in.

To further our understanding on how these risks can impact our business or provide an opportunity, we conducted qualitative scenario analysis for two IPCC scenarios, RCP 2.6 (SSP2) and RCP 8.5 (SSP5). We have collaborated with the consultant who has done desktop research, qualitative analysis using credible tools and internal and external industry expertise to understand how a range of business-relevant impacts or opportunities might plausibly play out in each of these scenarios. This exercise helps the Board to make informed decisions on the mitigation and adaptation strategies to have a sustainable business in the coming years. The impacts of transition risks and physical risks are analysed for the two RCP scenarios identified and depicted in the **Table 3**.

Table 3 - Scenario Analysis

Transition risks analysis under scenarios RCP 2.6 (SSP2)				
RCP 2.6 is a "very stringent" pathway. According to the IPCC, RCP 2.6 requires that carbon dioxide ("CO ₂ ") emissions start declining by year 2020 and go to zero by year 2100.				
Impact of transition risks				
High transition risks	Higher push on policies to reduce the emissions	Fast technology changes	Aims to achieve net zero by 2050 and limit the global warming to 1.5°C.	Lead to economic uncertainties, affecting industries and markets. Cause social impacts affecting employment patterns and limiting access to essential services

Climate-Related Risk and Opportunities

Risk Type	Potential Impacts	Adaptation or Mitigation Strategies
Increased cost of materials	Market competitiveness may decrease if GVT fails to absorb the increased costs and eventually losing its market share to competitors. If these rising costs are not managed well, it could lead to a decrease in profit margins by increasing the overall operational cost of the business.	<p>Procuring raw material is pivotal to our business; procurement from sustainable sources is especially important to ensure that consumers continually support a green company.</p> <p>GVT has production facilities in Singapore, Malaysia and China. This diversification works in our favour in ensuring a competitive advantage over suppliers and enabling us to obtain the necessary materials locally. Having sites across different geographical regions also allow GVT to plan our production content (safety stocks), reduce redundancy in supplier network and adapt with social empathy and operate sustainably in the regions we operate in.</p> <p>GVT may need to develop long-term strategies to adapt to changing market conditions, build resilience, and reduce dependency on high-risk materials or supply chain sources into their BCP.</p>
Reputation	<p>Negative perception from use of fossil fuels usage in the manufacturing process may lead to reputational damage.</p> <p>Breaches of any law and regulations may lead to hefty penalties and negative publicity.</p> <p>Negative partnerships in the value chain may tarnish the reputation of the Company.</p>	<p>GVT has taken small steps in its sustainability efforts over the past few years, including the installation of solar panels to subsidise our energy consumption.</p> <p>GVT always complies with the local laws and regulations where we operate to avoid any fines or negative publicity.</p> <p>GVT believes in having strong partnerships in its value chain and constantly seeks to expand its partner network and opportunities by implementing sustainable practices throughout its supply chain.</p>
Regulatory impacts	<p>Carbon pricing and cost of compliance with related climate regulations</p> <p>Regulators may expect more comprehensive disclosures on climate actions and metrics in the coming years.</p>	<p>GVT is not impacted by carbon pricing in the short-term. Nonetheless, changes in Singapore's Carbon Pricing policies may have implications for GVT in the medium-term.</p> <p>As a strategic response, GVT can support low-carbon industrial technology development and implement innovative technological solutions in our manufacturing process such as lean, six sigma methodologies which help in reducing waste, variance and automation of the process saving productive hours and cost of operations.</p> <p>GVT will assess the variations in the policies or regulations and ensure these variations are included in its BCP.</p> <p>As per National Environment Agency, Singapore — the carbon tax is applied to all industrial facilities with an annual direct GHG emissions of 25,000 tonnes of carbon dioxide equivalent (tCO₂e).</p>

Climate-Related Risk and Opportunities

Risk Type	Potential Impacts	Adaptation or Mitigation Strategies
Regulatory impacts		<p>Malaysia does not levy an explicit carbon price but will consider implementing it in the future.</p> <p>The carbon price of China's national Exchange Trading System currently hovers at around sixty yuan (RMB60), which is equivalent to eight United States Dollar (US\$8) per tonne.</p>
Competition in the landscape of Industrial Goods, Industrial Machinery & Equipment	<p>Influence on competitive position due to customer and end consumer preferences regarding low-carbon manufacturing process and circularity of the products with a high recycling rate.</p> <p>Transitioning to new processes may require investments in technology and innovation, impacting short-term financials but potentially offering long-term benefits.</p>	<p>GVT will opt for materials with lower carbon footprint and give preference to recycled or reclaimed materials. GVT will also evaluate the environmental implications of raw material sourcing and transportation, aiming to reduce transportation-related emissions by sourcing locally, leveraging our Company's global presence.</p> <p>GVT looks towards scaling up its sustainability efforts alongside its planned business growth and expansion. GVT has been instilling digitalisation through factory's i4.0 automation, our next step towards harnessing Big Data, Machine Learning and Artificial Intelligence. We disseminate information across to educate our employees on sustainable practices and encourage their involvement in energy-saving initiatives.</p>

Opportunities arising from the transition risks

Proactive risk management, strategic planning, and adaptability will be crucial for successfully navigating these challenges. GVT has invested in innovation and technology to automate its processes and reduce the operating costs in the longer term, including productive hours and waste reduction.

Emission reduction has brought an opportunity for cost saving and energy efficiency. GVT has a long-term plan to install solar panels across its production facilities to subsidise energy consumption. At present, GVT has been promoting recycling and reducing water consumption in its operations. We encourage employees to utilise public transportation and switch to electric vehicles where feasible.

Maintaining regulatory compliance and a good reputation in managing the transition risks provides GVT with the opportunity to better equip itself to adapt to the changing markets conditions, regulatory landscapes and evolving environmental regulations.

By recognising and capitalising on these opportunities, GVT can not only mitigate the risks associated with the transition to a more sustainable future but also position itself for long-term success in a rapidly changing business environment.

Physical risks analysis under scenarios RCP 8.5 (SSP5)

RCP 8.5 is the highest baseline emissions scenario in which emissions continue to rise throughout the twenty-first century. Therefore, climate change projected under RCP 8.5 will typically be more severe in terms of physical risks than under RCP 2.6.

Impact of physical risks

High physical risks	Minimal transition policies are expected to be in place.	Development of low carbon technology or related market changes may be slower.	Severe physical risks driven by an energy-intensive, fossil fuel-based economy.	SSP5 shows the most overall emissions of any SSP, ranging from 104 GtCO ₂ to 126 GtCO ₂ in year 2100, resulting in warming of 4.7°C to 5.1°C.
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Climate-Related Risk and Opportunities

Risk Type	Potential Impacts	Adaptation or Mitigation Strategies
<p>Increased severity of extreme weather events such as cyclones and floods – Acute physical risk rated as medium in the risk matrix.</p>	<p>Reduced revenue and higher costs for negative impacts on workforce (e.g., health, safety, absenteeism).</p> <p>Extreme weather events can directly threaten the physical well-being of employees. Cyclones and floods may lead to injuries or fatalities if employees are caught in the affected areas.</p> <p>Severe weather can impact transportation routes and logistics, affecting the timely delivery of supplies. This disruption can lead to shortages, delaying projects and potentially affecting the health and safety of workers who rely on essential resources.</p> <p>Floods can contaminate water sources, increasing the risk of waterborne diseases. Employees may face health hazards if they come into contact with polluted water.</p> <p>All of the aforementioned effects result in an indirect reduction of productive hours for GVT.</p>	<p>To mitigate these risks, GVT is exploring ways to leverage its capabilities effectively. This includes investing in robust emergency preparedness plans, implementing safety protocols, conducting regular drills, and staying informed about weather forecasts.</p> <p>Additionally, GVT is considering integrating climate risk assessments into its business planning to adapt to the changing climate and potentially minimising the impact of extreme weather events on health and safety. These proactive steps demonstrate GVT's commitment to ensuring the well-being of its stakeholders and the community at large.</p>

Stakeholder Engagement

[GRI 2-29] Approach to Stakeholder Engagement

Stakeholder engagement is the process by which we, as an organisation involves, communicates with, and seeks input from individuals, groups, or entities that can affect or be affected by its activities, decisions, or outcomes.

It is vital to understand stakeholder perspectives and obtain feedback throughout the year. Effective stakeholder engagement is essential for building and maintaining positive relationships, enhancing corporate reputation, and managing risk.

We believe in building positive relationships and actively engage with our internal and external stakeholders through socially constructed processes to have closer interactions. We have identified the following stakeholders to have the most influence on our operations: Board of Directors, Management, investors, employees, customers, banks, suppliers (E.g., Subcontractor, Business Partner), professional service providers (E.g., External Auditor, Corporate Secretary), policy makers, government, regulatory agencies and media.

Through regular dialogue and engagement on an extensive range of topics by using various platforms and feedback mechanisms, we gain a deeper understanding of our stakeholders and their emerging needs and concerns. **Table 4** depicts GVT's stakeholders and their response to specific stakeholder concerns.

Table 4 – Approach to Stakeholder Engagement

Stakeholders (Internal and External)	Approach to Stakeholder Engagement	Key Topics	Frequency of Engagement
Investors/Shareholders	<ul style="list-style-type: none"> Annual General Meeting SGX Announcements 	<ul style="list-style-type: none"> Financial update Diversification Business outlook 	Annually — keep shareholders informed on key business updates
Board of Directors	<ul style="list-style-type: none"> Yearly meetings (electronic/in person) Ad hoc meetings (as needed) 	<ul style="list-style-type: none"> Financial Update Corporate Governance 	Yearly
Management	<ul style="list-style-type: none"> Regular Project Meetings Workshops/Focus group discussion 	<ul style="list-style-type: none"> Sharing of best practices Collaborating practices 	Fortnightly meetings and need-basis meetings
Customers	<ul style="list-style-type: none"> Meetings, calls, and conferences Site visits Feedbacks channels 	<ul style="list-style-type: none"> Product quality Customer service and experience Ethical business practices 	Consultative and collaborative approach for delivery
Employees	<ul style="list-style-type: none"> Meetings, calls, events, and conferences 	<ul style="list-style-type: none"> Employee satisfaction Job security Career growth and upskilling 	Frequent communications on regular basis
Suppliers	<ul style="list-style-type: none"> Periodic procurement reviews Electronic communications Physical visits/ Newsletters 	<ul style="list-style-type: none"> Delivery timeline Product specifications Project timelines 	Frequent communications on regular basis

Materiality Assessment

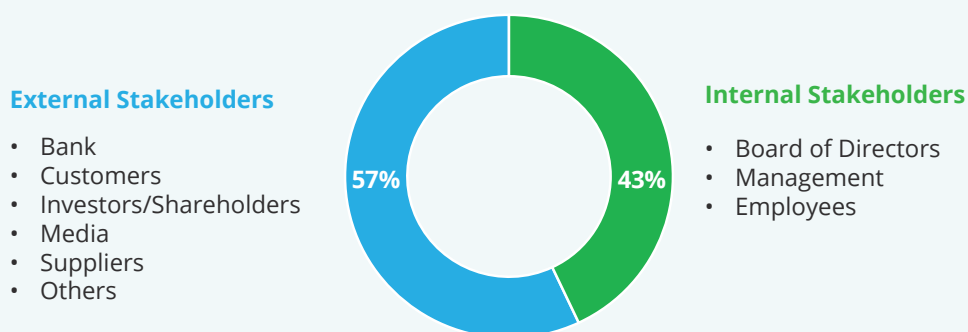
Stakeholders (Internal and External)	Approach to Stakeholder Engagement	Key Topics	Frequency of Engagement
Professionals/Service providers	<ul style="list-style-type: none"> Project discussions Meetings Electronic communications 	<ul style="list-style-type: none"> Specific subject matters including legal, accounting 	Frequent communications on regular basis
Banks	<ul style="list-style-type: none"> Electronic communications Company communications on financial updates 	<ul style="list-style-type: none"> Accounting/ administrative matters regarding financial transactions 	As required
Policy makers/ Government	<ul style="list-style-type: none"> Electronic communications Letters 	<ul style="list-style-type: none"> Financial performance Compliance News updates 	As required
Media	<ul style="list-style-type: none"> Electronic communications Social media 	<ul style="list-style-type: none"> Financial performance Compliance News updates 	As required

Process of Identifying Material Topics

[GRI 3-1] Process to determine material topics

Understanding our stakeholders' concerns and sustainability topics that are important to them is crucial to GVT. Stakeholder engagement was carried out through questionnaires via online forms sent to all relevant internal and external key stakeholders, to understand stakeholder priorities and views on sustainability related topics and climate-related issues relevant to GVT. Of all respondents, 43% were internal stakeholders and 57% were external stakeholders.

Ratio of Internal vs External Stakeholders



External Stakeholders

- Bank
- Customers
- Investors/Shareholders
- Media
- Suppliers
- Others

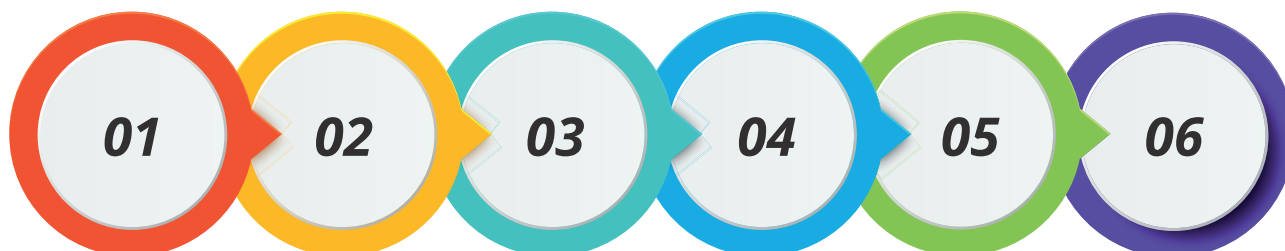
Internal Stakeholders

- Board of Directors
- Management
- Employees

Distribution of respondents participating in the questionnaire

Materiality Assessment

To facilitate our materiality analysis, we adopted the 6-step stakeholder engagement process:



01 IDENTIFIED SUSTAINABILITY ISSUES	02 STAKEHOLDER FEEDBACK COLLECTION	03 STAKEHOLDER FEEDBACK ASSESSMENT	04 RESPONSE TO STAKEHOLDER	05 MATERIAL TOPIC PRIORITIZATION	06 MATERIAL TOPIC VALIDATION
Identified Sustainability Issues relevant to GVT's business and operations	Engaged stakeholders through digital channels such as online surveys and questionnaires to gather opinions and feedback on material topics	Reviewed and assessed the feedback received from GVT's stakeholders	Addressed stakeholders' issues and concerns	Ranked material topics according to significance and presented findings to GVT's management	Validated the identified materials topics from the Board

Material Topics and Management

[GRI 3-2] List of Material Topics

[GRI 3-3] Management of Material Topics

GVT views ESG as a core aspect of its business. GVT aims to differentiate itself by being a socially responsible corporate citizen and therefore presenting a sustainable business values and proposition to its stakeholders.

Materiality assessment is a crucial process allowing GVT to analyse where our operations have the most significant impact on the economy, environment, and the society. This ensures that our sustainability efforts are focused on the topics that are most significant to our business. The materiality assessment is conducted annually and in FY2023, we identified and prioritised the material topics that matter most to GVT and our stakeholders.

Based on the stakeholder survey results, previous year material topics, management inputs, peer industry analysis using SGX study and keeping in view of current global trends, we have identified 10 material topics out of the 32 materials topics across economy, environment, and social pillars. **Table 5** provides a comparison of the current year with previous year.

Materiality Assessment

Table 5 - List of Material Topics

FY2021 Material Topics
GRI 201: Economic Performance 2016
GRI 307: Environmental Compliance 2016
GRI 404: Training and Education 2016
GRI 403: Occupational Health and Safety 2018
GRI 419: Socioeconomic Compliance 2016

FY2022 Material Topics
GRI 205: Anti-corruption 2016
GRI 201: Economic Performance 2016
GRI 403: Occupational Health and Safety 2018
GRI 401: Employment 2016
GRI 404: Training and Education 2016
GRI 405: Diversity and Equal Opportunity 2016
GRI 302: Energy 2016
GRI 305: Emissions 2016

FY2023 Material Topics
GRI 205: Anti-corruption 2016
GRI 201: Economic Performance 2016
GRI 403: Occupational Health and Safety 2018
GRI 401: Employment 2016
GRI 404: Training and Education 2016
GRI 405: Diversity and Equal Opportunity 2016
GRI 302: Energy 2016
GRI 305: Emissions 2016
GRI 402: Labor/Management Relations 2016
GRI 418: Customer Privacy 2016

	Economic
	Environmental
	Social

Table 5 - List of Material Topics and its Boundaries

Material Topics		Boundary, where impact of the material topic occurs									Impacts addressed in this Report
		Within GVT's Operation ¹			Outside GVT's Operation ²						
		Board of Directors	Management	Employees	Investors/ Shareholders	Suppliers and/or Professional service	Customers	Policy makers/ Government	Bank	Media	
GRI material topics identified through the stakeholder engagement survey (in descending order of topic importance)											
1	Anti-Corruption (GRI 205)	x	x	x	x	x	x	x			Conduct and Discipline
2	Economic Performance (GRI 201)	x			x			x	x	x	Securing responsible business practices
3	Occupational Health and Safety (GRI 403)	x	x	x		x		x			Supporting people and communities
4	Employment (GRI 401)		x	x							Supporting people and communities
5	Training and Education (GRI 404)		x	x							Supporting people and communities
6	Diversity and Equal Opportunities (GRI 405)		x	x				x		x	Supporting people and communities
7	Energy (GRI 302)		x	x		x		x		x	Bettering the planet
8	Emission (GRI 305)		x	x		x		x	x	x	Bettering the planet
9	Labor/Management Relations (GRI 402)	x	x	x							Supporting people and communities
10	Customer Privacy (GRI 418)						x				Supporting people and communities

¹ GVT's operation has contributed directly to this impact.

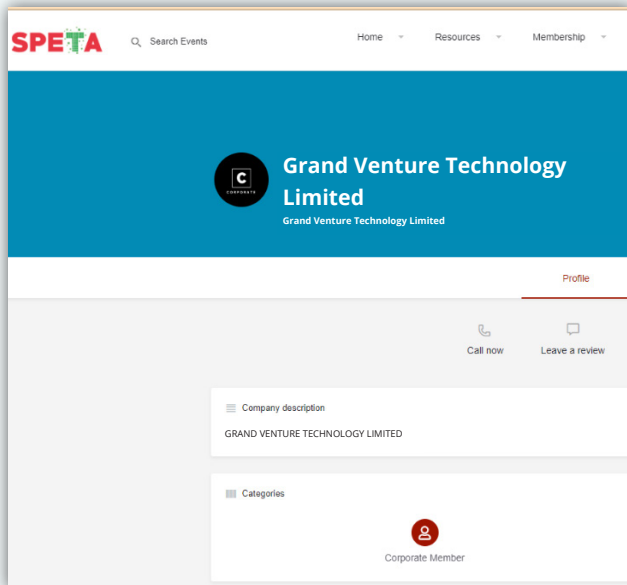
² GVT contributes indirectly to this impact through its stakeholders, suppliers etc.

Securing Responsible Business Practices

[GRI 2-28] Membership Associations

Membership of associations

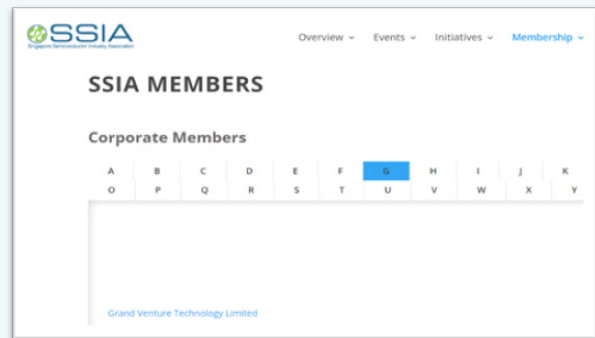
Singapore Precision Engineering & Technology Association (SPETA)



GVT is one of the corporate members of SPETA which enables us to enhance our skills and professional knowledge via their comprehensive knowledge base and access to the vibrant local and regional community.

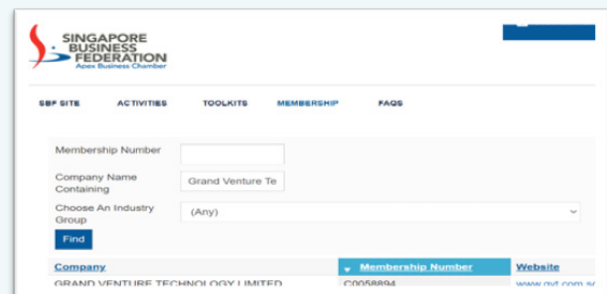
SPETA is the leading trade association for the Precision Engineering Industry. SPETA works closely with our members, industry leaders, knowledge partners and government agencies to co-create a conducive and dynamic business environment for the Precision Engineering and Technology community, enabled by digitalisation, innovation, sustainability, and a vibrant workforce.

Singapore Semiconductor Industry Association (SSIA)



GVT is a member of a Singapore-focused semiconductor community. Representing Singapore's semiconductor companies and the companies that support the semiconductor industry in Singapore, we gain business information through networking events to help us stay informed and connected. SSIA helps businesses flourish in Singapore and in the region and ensure our voice is heard through proactive advocacy.

Singapore Business Federation (SBF)



The Singapore Business Federation (SBF) is the apex business chamber championing the interests of the Singapore business community in the areas of trade, investment, and industrial relations. It represents more than 27,000 companies, as well as key local and foreign business chambers.

GVT is a member of this association which helps us:

- Expand our network and partnership opportunities
- Access global markets and tap overseas connections
- Build new capabilities and enhance existing competencies
- Engage actively and advocate collectively

Securing Responsible Business Practices

Economic Performance

[GRI 201]

Economic performance measures the effectiveness of GVT's business plan and strategy. It underpins the sustainability of our value chain across our stakeholders including customers, suppliers, employees, and shareholders. GVT's approach is to establish a robust management reporting system which reviews its underlying financial performance together with revenue and cost drivers on a regular basis. GVT identifies opportunities for growth and improvements, ultimately preserving shareholders' values.

The Company is committed to monitoring the risk and opportunities associated with climate change, which may lead to significant changes in operations, revenue, or expenditure through TCFD and International Sustainability Standards Board ("ISSB"). Management also conducts monthly operational meetings and quarterly Board meetings to regularly review SGX financial reporting, audited financial statements and annual reports. Furthermore, GVT remains committed to enhancing the shareholder's value by fostering resilience across our business operations through resource allocation to sectors such as semiconductor, life sciences, medical, aerospace and others.

For more information relating to the Group's financial performance, please refer to pages from 101 - 105 in this Annual Report.

Anti-Corruption/Bribery

[GRI 205]

Under no circumstances may employees, agents or contractors of GVT accept any offer, payment, promise to pay, or authorisation to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events, and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy.

At GVT, we are firm in our commitment to upholding the highest level of ethical standards, conducting business with strict adherence to all applicable laws and regulations. The company maintains a policy of zero tolerance for corruption and conducts its business ethically and honestly, adhering to all relevant laws and regulatory requirements to prevent corruption, bribery, and extortion. It is our policy to adopt a zero-tolerance approach towards corruption and bribery of any form in our business and are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever we operate.

GVT aims to provide clear communication to its employees regarding the conduct and discipline expected within the company. Our Company strives to keep this communication through the employee handbook. New joiners are mandated to go through the handbook and pre joining trainings. Updated versions of the handbook are communicated through internal channels.

The Group adopts a whistle-blowing policy which provides whistle-blowers a confidential avenue in reporting to the independent chairman without fear of reprisals or victimisations. In FY2023, GVT has no cases of confirmed incidents of corruption or employee/partners dismissals or legal fines across all the five locations addressed in this SR. **Table 6** provides the details on the number of employees trained/communicated for the anti-corruption/bribery.

Target: GVT targets to maintain zero cases for the year ahead. The Group is targeting to increase communication coverage of at least 100% for all employees including new hires across the Group for the next two years.

Securing Responsible Business Practices

Table 6 - Anti-Corruption/Bribery Communication/Training Details

	Singapore	Malaysia	China
Number of board members or employees that the Company's anti-corruption policies and procedures have been communicated to	Board of Director - 2 Senior Management - 3 Middle Management - 17 General Staff - 64 Local - 35 Foreigner - 51	Board of Director - NA Senior Management - 14 Middle Management - 65 General Staff - 860 Local - 547 Foreigner - 392	Board of Director - NA Senior Management - 6 Middle Management - 23 General Staff - 259 Local - 285 Foreigner - 3
Number of board members or employees that have received training on anti-corruption	Board of Director - 1 Senior Management - 0 Middle Management - 7 General Staff - 35 Local - 17 Foreigner - 26	Board of Director - NA Senior Management - 3 Middle Management - 2 General Staff - 0 Local - 5 Foreigner - 0	Board of Director - NA Senior Management - 6 Middle Management - 23 General Staff - 259 Local - 285 Foreigner - 3
Number of business partner that the Company's anti-corruption policy has been communicated to	NA	Upstream - 143 Downstream - 21 Others not in supply chain - 4 Local - 130 Foreigner - 38	Upstream - 191 Downstream - 26 Others not in supply chain - 4 Local - 192 Foreigner - 29

Preserving the environment is not just a matter of ethical responsibility; it holds significance for our customers, their clientele, and our business. We consistently strive to contribute to a healthier planet by minimising greenhouse gas emissions and optimising energy use to foster sustainable business development. Consequently, we share our environmental targets and metrics in alignment with the latest GRI standards, facilitating stakeholders in comprehending our initiatives and advancements in this domain.

Energy and Emission

[GRI 302, GRI 305]

The company is committed to the usage of renewable sources of energy. The current nature of the manufacturing involves the consumption of electricity and water, which would have a direct impacts on the environment and the local community.

The Group measures success beyond economic growth, it extends towards environmental sustainability as we carry out our business as a responsible corporate citizen. We continually review our approach and remain committed to ensuring full compliance with local environmental laws and regulations to minimise impact from our operations.

In the upcoming years, GVT aims to reduce its carbon footprint by (i) deploying solar energy at our facilities to supplement our current level of energy consumption, (ii) encouraging the switch to electric vehicles and (iii) adopting green practices such as switching off lights at our offices where no users are present, using energy

efficient equipment, setting our computers to energy saving mode and using air-conditioning only where and when function/meeting rooms are used. Additionally, GVT continually encourages employees to recycle, reduce water consumption and take public transport where feasible.

Our emissions cover Scope 1 – direct emissions and Scope 2 – energy indirect emissions. The major source of emissions comes from fuel for vehicles and equipment as well as electrical consumption. Carbon emission is factored in all types of GHGs covered by the Kyoto Protocol: carbon dioxide (“CO₂”), methane (“CH₄”), nitrous oxide (“N₂O”), hydrofluorocarbons (“HFCs”), perfluorocarbons (“PFCs”), sulphur hexafluoride (“SF₆”) and nitrogen trifluoride (“NF₃”). Each of these gases affect the atmosphere differently and remain in the atmosphere for different lengths of time. Rather than reporting on each gas separately, gases are expressed as a CO₂ equivalent (“CO₂e”). In the calculation of our carbon emissions, we do so in line with the Greenhouse Gas Protocol Initiative. GVT uses the operational control method in the calculation.

Fuel Consumption

Scope 1 emissions refer to direct greenhouse gas emissions that occur from sources that are owned or controlled by the reporting entity. These emissions are associated with on-site activities and processes within the organisation’s operational boundaries. The Group has disclose the Scope 1 emissions in **Table 7**. GVT has no company vehicles in Singapore, hence no Scope 1 emissions are reported.

Bettering the Planet

Table 7 - Fuel Consumption

Country	Scope 1 – direct emissions (L)		Scope 1 – direct emissions (GJ) ⁵		Energy intensity (GJ/\$'000) ³		Scope 1 – direct emissions (tCO ₂) ⁶		Total Scope 1 – direct emissions (tCO ₂)	Carbon emissions intensity (tCO ₂ e/\$'000) ⁴
	Petrol	Diesel	Petrol	Diesel	Petrol	Diesel	Petrol	Diesel		
Singapore	-	-	-	-	-	-	-	-	-	-
Malaysia	29,680	16,978	1,015	613	0.022	0.013	71	46	116	0.003
China	34,695	-	1,187	-	0.048	-	83	-	83	0.003

Electricity Consumption

Scope 2 emissions consist of all emissions that occur when the Company purchases and consumes electricity that is generated at a source not owned or reported by the Company. Electricity consumption drawn by grid location-based was the only Scope 2 emission source relevant to GVT. There is no heating, cooling, or steam consumption. Energy in the form of electricity is used for lighting and air conditioning in our offices and at the factories. Our environmental data covers operations in Singapore, Malaysia, and China regions. Electricity consumption of GVT in FY2023 for the locations are provided in **Table 8** below.

Table 8 - Electricity Consumption

Year	Country	Scope 2 – indirect emissions, electricity consumption (kWh)	Scope 2 – indirect emissions, electricity consumption (GJ) ⁷	Energy Intensity (GJ/\$'000) ³	Scope 2 – indirect emissions, electricity emissions (tCO ₂) ⁸	Carbon emission intensity (tCO ₂ e/\$'000) ⁴
FY2022	Singapore	5,592,974	20,135	0.415	2,269	0.047
	Malaysia	13,265,437	47,756	0.809	8,554	0.145
	China	4,952,966	17,831	0.757	3,923	0.167
FY2023	Singapore	353,820	1,274	0.032	144	0.004
	Malaysia	12,762,393	45,945	0.992	5,178	0.112
	China	4,370,864	15,735	0.637	1,773	0.072

Renewable Energy Impact: Emissions Comparison

Year	Total electricity consumption (kWh)	Electricity from REC (kWh)	Percentage of electricity from REC (%)	Total electricity consumption (GJ)	Total electricity emissions
FY2022	23,811,377	-	0.0%	85,722	14,746
FY2023	20,281,765	2,794,668	13.8%	62,954	7,095

³ Energy intensity calculated based on direct/indirect emissions (GJ) divided by revenue by country during the year.

⁴ Carbon emissions intensity calculated based on direct/indirect emissions (tCO₂) divided by revenue by country during the year.

⁵ Conversion of diesel to GJ is 0.03612 and conversion of petrol to GJ is 0.0342.

⁶ Emissions factor for diesel is 74.3493 and emissions factor for petrol is 69.5493.

⁷ Conversion of electricity consumption from kWh to GJ is 0.0036

⁸ Emissions factor for electricity is based on Singapore's Grid Emission Factor (AOM) by Energy Market Authority is 0.4057

Electricity Reduction Initiatives

GVT continually looks for opportunities to reduce the environmental impact of operations. At GVT, we have introduced initiatives to optimise the use of electricity such as switching to energy efficient electrical appliances, and turning on air-conditioning and lights only when needed. We will continue to track and monitor consumption of energy in and emissions from our office and factory locations in the coming years, so that we can identify areas for improvement and implement activities that result in greater efficiency and help us progress in the decarbonisation journey. This year, GVT has taken proactive steps towards reducing our carbon emission by investing in renewable energy with Renewable Energy Certificates ("REC") in Singapore.

We shall approach the reduction initiatives as per the stages below:

- Improving the energy efficiency at all the operations
- Switching to renewable sources electricity

Target: By 2050, GVT targets to have renewable energy which will be able to subsidise at least 15% of its energy usage. For the forthcoming year, GVT targets to maintain at least 10% of the electricity which is backed by renewable energy.

Supporting People and Communities

Our People

[GRI 2-7, 2-8, 2-30]

GVT acknowledges that employees are the backbone of the company, playing a pivotal role in driving our success. We empower our employees by investing in their professional and personal development and ensure an inclusive employment and work environment is provided. Staff engagement events are held throughout the year, such as the celebration of the mid-autumn festival, monthly birthday celebrations, team bonding events and our yearly annual dinner which serves as a platform for GVT to appreciate and express gratitude for everyone's contribution.

GVT is committed to fostering a work environment that embrace diversity, promotes equal opportunities, and prioritises the health and happiness of our workforce. This commitment is pivotal to ensuring the long-term sustainability of our business.

Except for GVT SL, all entities within the organisation are not covered by collective bargaining agreements as per the Company's policy. This is because the Management and employees are committed to building a strong labour management relationship based on mutual trust and respect. Therefore, the Company has no procedures or labour unions in place and employees are not covered by such agreements. In China, 127 staffs are covered by 集体合同, which is a collective bargaining agreement.

As of 31 December 2023, GVT had a total of 1,406 employees across 5 locations in Singapore, Malaysia, and China. There are no significant fluctuations in the number of employees during the reporting period or between reporting periods. **Table 9** shows the details of the employment demographics.

Table 9 - Employment Demographics

Employee demographics	Singapore	Malaysia	China	Total
Total Employees	173	939	294	1,406
Employees by gender				
Male	114	815	200	1,129
Female	59	124	94	277
Employees by country				
Local	51	547	291	889
Foreigner	122	392	3	517
Employees by employment type				
Permanent	170	927	283	1,380
Temporary/Contract ⁽¹⁾	3	12	11	26
Employees by employee category				
Senior management ⁽²⁾	5	14	8	27
Middle management	18	65	27	110
General Staff	150	860	259	1,269
Employees by age group				
Under 30 years old	46	538	47	631
30 to 50 years old	98	371	223	692
Over 50 years old	29	30	24	83

Supporting People and Communities

Employee demographics	Singapore	Malaysia	China	Total
New hires by gender				
Male	39	231	96	366
Female	21	53	36	110
New hires by age group				
Under 30 years old	23	212	37	272
30 to 50 years old	30	67	95	192
Over 50 years old	7	5	-	12
New hires by country				
Local	14	181	132	327
Foreigner	46	103	-	149
Turnover by gender				
Male	30	161	92	283
Female	15	45	25	85
Turnover by age group				
Under 30 years old	10	158	33	201
30 to 50 years old	29	44	84	157
Over 50 years old	6	4	-	10
Turnover by country				
Local	14	176	117	307
Foreigner	31	30	-	61

Note: Permanent employees were also referred to full-time employees.

⁽¹⁾ Temporary/contract, including interns and subcontractors.

⁽²⁾ Senior management, including Board of Directors Lee Tiam Nam and Ng Wai Yuen Julian.

Employment

[GRI 401- a] New Hires

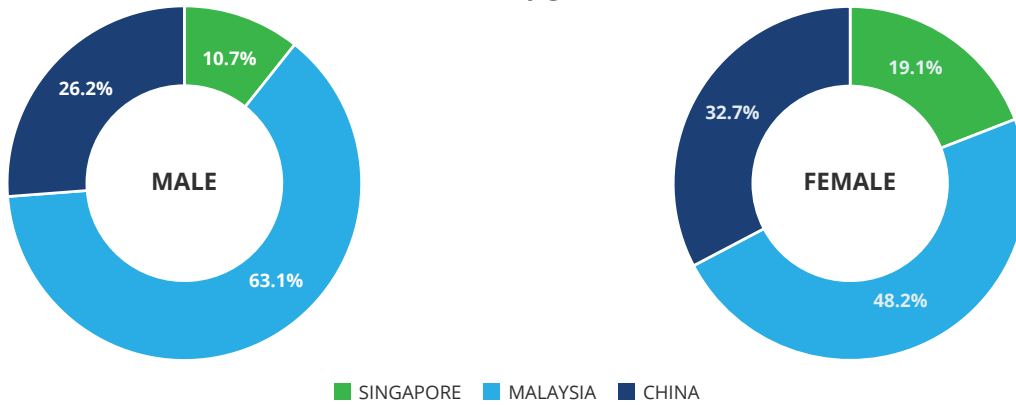
We comply with local labour (Singapore, Malaysia and China) and human rights regulation by abiding with the authority bodies. We are committed to fair and equal opportunities during the hiring, recruitment, and retention processes. Recruitment is based on merit and is non-discriminatory towards race, religion, age, sex, and marital status to attract diverse, qualified employees and to create an inclusive work environment. GVT also distributes an Employee Handbook and Code of Business Ethics and Conduct to its employees to ensure that its employees know their rights.

Supporting People and Communities

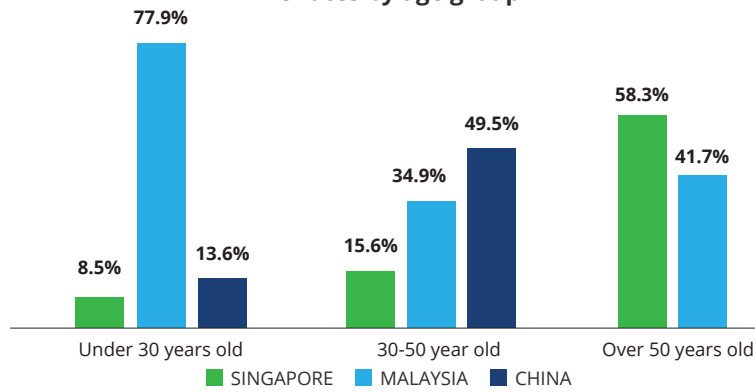
Diversity for new hires

[GRI 401- a] New Hires

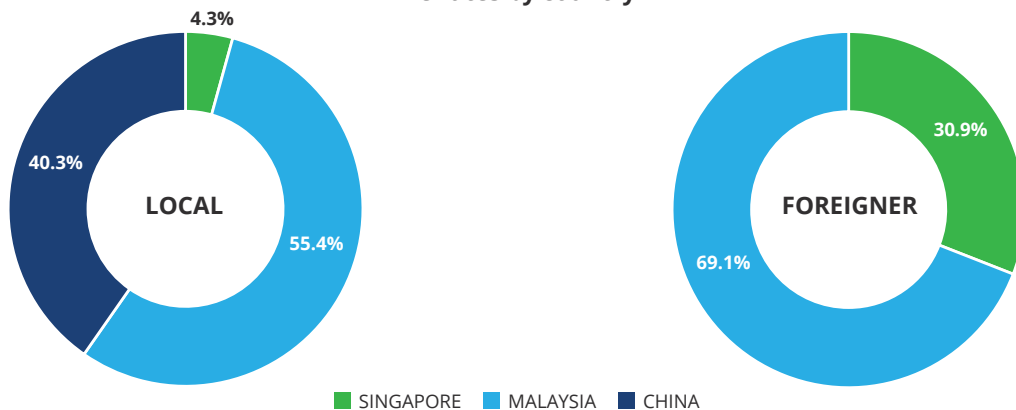
Hire rates by gender⁹



Hire rates by age group¹⁰



Hire rates by country¹¹



⁹ Hire rates by gender are calculated based on number of new hires divided by the total number of the new hires per gender.
¹⁰ Hire rates by age group are calculated based on number of new hires divided by the total number of the new hires per age category across all countries.
¹¹ Hire rates by country are calculated based on number of new hires by country divided by the total number of the new hires across all countries.

Supporting People and Communities

Employee Turnover

[GRI 401-1b]

The table below present the employee turnover rate at each of the GVT locations categorised by gender, age group and country. To retain talent, GVT strives to create and support an inclusive culture while investing in employees' growth. GVT's Human Resource department oversees employee welfare through the review of bonus, benefits, and staff welfare. The Group sends selected employees to industry conferences and seminars. Attendance at such events enables our staff to gain industry-specific know-how and insight, and to form new business relationships from meeting and interacting with others in our industry.

Table 10 - Turnover Composition by Gender

FY2023	Total number of employee turnover by gender		Employee turnover rate by gender ¹²	
	Male	Female	Male	Female
Singapore	30	15	17.3%	8.7%
Malaysia	161	45	17.2%	4.8%
China	92	25	31.3%	8.5%

Table 11 - Turnover Composition by Age Group

FY2023	Total number of employee turnover by age group			Employee turnover rate by age group ¹²		
	Under 30 years old	30-50 years old	Over 50 years old	Under 30 years old	30-50 years old	Over 50 years old
Singapore	10	29	6	5.8%	16.8%	3.5%
Malaysia	158	44	4	16.8%	4.7%	0.4%
China	33	84	-	11.2%	28.6%	-

Table 12 - Turnover Composition by Country

FY2023	Total number of employee turnover by country		Employee turnover rate by country ¹²	
	Local	Foreigner	Local	Foreigner
Singapore	14	31	8.1%	17.9%
Malaysia	176	30	18.7%	3.2%
China	117	-	39.8%	-

Target: GVT targets to maintain zero incident of biased or unfair practice or discrimination against any group for the forthcoming year.

¹² Employee turnover rate is computed based on the number of attritions divided by the current year's total headcount at that location.

Supporting People and Communities

Employee Benefits

[GRI 401 3a-e]

We recognise the impact every employee's health and well-being has on our workplace and productivity, and we take measures to protect our employees and ensure their safety at workplace and beyond workplace.

The Group adopts an internal Health and Safety policies contained within the Employee Handbook and follows the Group ISO 9001 policy, The Health and Safety policies are designed to protect the employees' health and safety during the course of work, which include segments such as fire safety, personal protective equipment, housekeeping and cleanliness and reporting process for work-related injuries/incidences.

In order to boost our employees' morale and take care of their mental wellness, we provide benefits such as parental leave, work injury compensation, Group Hospitality and surgery insurance and annual health check-up and Group Personal Accident Insurance. As part of team building activities, the Company arranges trips and plans recreational activities for the employees.

Table 13 - Employee Parental Leave Statistic

Group Level Disclosure	Singapore		Malaysia		China	
	Male	Female	Male	Female	Male	Female
Total number of employees who were entitled to parental leave	112	58	732	123	183	88
Total number of employees who took parental leave	2	3	41	11	1	6
Total number of employees who returned to work in the reporting period after parental leave ended	2	2	41	11	1	5
Total number of employees who returned to work after parental leave ended and were still employed 12 months after their return to work	0	0	0	0	1	5
Return to work and retention rates of employees that took parental leave, by gender	0	0	1	0	2	2

Diversity and Equal Opportunity

[GRI 405]

GVT's stakeholders have recognised the importance of diversity and equal opportunity as a material topic. Diversity and equal opportunity are a fundamental part of our business strategy while fostering an inclusive culture where employees work towards a common goal. We believe embracing diversity and inclusion is the key factor in attracting the best talent and producing quality work.

Our commitment is also reflected in our Board Diversity Policy. The Company complies with the recommendation under the Code that Non-Executive Directors should make up a majority of the Board. The current Board comprises Directors who as a group provide an appropriate balance and diversity of skills, including finance, legal, business and management experience as well as industry knowledge that are critical for the Group's business objectives.

The NC reviews and assesses Board composition and recommends the appointment of new Directors to the Board. In reviewing Board composition and succession planning, the NC will consider the benefits of all aspects of diversity, including but not limited to those described above. In identifying suitable candidates for appointment to the Board, the NC will consider candidates on merit against objective criteria and with due regard for the benefits of having diversity in the Board.

Supporting People and Communities

We employ appropriate measures and activities to promote a conducive working environment in which all employees can develop to the best of their potential. Our hiring procedures are fair, merit-based, and non-discriminative. GVT also conducts annual performance reviews for all indirect employees, and promotions will be determined solely on the merit of each staff's performance to ensure fairness and prevent any unjust practices within the Group.

Please refer to pages 66 to 68 of the annual report for board gender diversity and board representation.

Table 14 – Employee Category by Gender

By employee category - Gender		Male (%)	Female (%)
Singapore	Senior management ⁽³⁾	2.9%	0.0%
	Middle management	8.1%	2.3%
	General staff	54.9%	31.8%
Malaysia	Senior management ⁽³⁾	2.0%	0.8%
	Middle management	3.7%	1.6%
	General staff	81.4%	10.5%
China	Senior management ⁽³⁾	2.0%	0.7%
	Middle management	6.4%	2.7%
	General staff	59.5%	28.7%

Note: Malaysia and China entities values are taken as average.

Table 15 – Employee Category by Age Group

By employee category - Age Group		Under 30 years old (%)	30-50 years old (%)	Over 50 years old (%)
Singapore	Senior management ⁽³⁾	0.0%	1.2%	1.7%
	Middle management	0.0%	6.4%	4.0%
	General staff	26.6%	49.1%	11.0%
Malaysia	Senior management ⁽³⁾	0.0%	2.1%	0.7%
	Middle management	0.4%	4.0%	0.9%
	General staff	54.8%	35.9%	1.2%
China	Senior management ⁽³⁾	0.0%	2.0%	0.7%
	Middle management	0.0%	8.1%	1.0%
	General staff	16.0%	65.7%	6.5%

Note: Malaysia and China entities values are taken as average.

⁽³⁾ Senior management, including Board of Directors Lee Tiam Nam and Ng Wai Yuen Julian.

Training and Education

[GRI 404 - 1 to 3]

At GVT, we pride ourselves on our employees' long-term development while investing in employees' career progression. The Group endeavours to develop a high-performing workforce in its talent development and talent acquisition plans. The Human Resource departments of the respective entities of the Group regularly work closely with line managers and review the employees' competencies, training needs and opportunities to enhance our workforce capabilities and productivity.

Supporting People and Communities

Our training and development programs lay the foundation for employees' success. They are designed for employees to:

- i. Acquire the skills, knowledge and related qualifications needed to perform the duties and tasks for which they are employed.
- ii. Develop their potential to meet the future manpower needs of the Company.
- iii. Further their career pursuits and personal development within the Company, developing them in exceptional cases beyond the Company's immediate and foreseeable needs.

We encourage new joiners to undergo orientation programmes to familiarise themselves with the Company's culture and on the job training is provided as per needed. We also ensure our employees understand our value chain, where we stand and our role. The Group also encourages employees to keep themselves updated about the industry by involving them in the conferences and seminars. GVT performs career development reviews on annual basis to further develop each employees' skills and performance.

Target: GVT as a Group targets to achieve an average of 4 training hours per employee including internal and external training in forthcoming year. Training is designed to upskill them to the latest technological advances in the industry. This initiative also helps GVT in reducing the employee turnover rate.

Below is a non-exhaustive list of training courses provided for employees in FY2023 at GVT locations.

Table 16 – Training Provided for Employees

Entities	Trainings Provided
Singapore	ISO Training, Anti-Corruption Training, Cyber security Training, Fair purchasing practices and other internal training
Malaysia	<p>Training Need Analysis performed yearly to understand the needs to upgrade employee skills. The following trainings were conducted to upgrade employee skills:</p> <ul style="list-style-type: none"> • Fire Prevention awareness / PPE & First Aid • 2024 Budget & Tax Conference • Basic Quality & Safety Awareness • Intellectual Property Awareness • Welding Training • Health & Safety Training • Employee Act Training for HR Staff
China	<p>The following trainings were conducted to upgrade employee skills:</p> <ul style="list-style-type: none"> • CNC Debugging Skills Enhancement Training • APQP Advanced Quality Planning • Health & Safety Training • Office Software Training

Table 17 - Average Training Hours per Employee

Unit - hours

FY2022	Average hours of training ⁽⁵⁾	Total hours of training by employee category ⁽⁴⁾			Employee training hours by gender ⁽⁴⁾	
		Senior Management	Middle Management	General Staff	Male	Female
Singapore	*	*	*	*	*	*
Malaysia	2.8 hours	20	303	2,127	2,246	204
China	4.7 hours	16	118	895	914	396

*Informal training given to employees in Singapore location

FY2023	Average hours of training ⁽⁵⁾	Total hours of training by employee category ⁽⁴⁾			Employee training hours by gender ⁽⁴⁾	
		Senior Management	Middle Management	General Staff	Male	Female
Singapore	1.7 hours	80	48	167	165	130
Malaysia	3.7 hours	69	426	2,967	3,021	441
China	0.7 hours	18	74	100	124	68

⁽⁴⁾ Total training hours for five locations is 3,949 hours (2022: 3,760 hours) (rounded to nearest number)

⁽⁵⁾ Average training hours = total training hours by location/total number of employees by each location

Occupational Health and Safety (OHS)

[GRI 403]

Workplace safety is of paramount importance to the group. We are committed to the health and safety of our employees by providing a safe working environment. We believe the safety and well-being of our employees are important to the employee's morale, productivity, and satisfaction.

The Group is committed to the health and safety of our employees by providing a safe working environment. We believe the safety and well-being of our employees are important to the employees' morale, productivity, and satisfaction. The Group adopts internal Health and Safety policies, contained within the Employee Handbook. The Health and Safety policies are designed to protect the employees' health and safety during the course of work, which include segments such as fire safety, personal protective equipment, housekeeping and cleanliness and reporting process for work-related injuries/incidences. GVT is committed to attaining zero work-related injury and work-related ill-health and has been successful in recent years, with zero work related injuries reported during the last year.

Our Health, Safety and Environment (HSE) Management System

[GRI 403-1]

We are committed to implementing best-in-class practices throughout our business processes in order to ensure product and service excellence. GVT has various certifications and accreditations as described in the **Table 18**. GVT aims to provide a safe and healthy workplace for all staff, contractors, and visitors. All workers including workers who are not employees but whose work and/or workplace is controlled by GVT are required to comply with the requirements on the safety.

Supporting People and Communities

Table 18 – Certification and Accreditation

Name	Singapore	Malaysia	China
AS9001		X	X
BizSafe Level 3	X		
BS EN ISO 9001:2018		X	
ISO 9001:2008	X		
ISO 9001:2015	X	X	X
ISO 13485:2016	X		X
ISO 14001:2015		X	

We have the GVT 023 Workplace Safety & Health Management System which specially outlines the Use of Personal Protective Equipment (“PPE”). To protect our employees from noise induced deafness and eyes injuries, GVT has put legal requirements in place such as:

- SS 105: 1997 – Safety Footwear
- SS 473: 2011 – Personal Eye-Protectors
- SS 549: 2009 – Code of practice for selection, use, care, and maintenance of hearing protectors

Our Management at the factory floor must ensure all the employees are in their PPE before they start the work. Accessibility and maintaining of the PPEs are of concern for both the management and employees.

Assessing Risks

[GRI 403-2]

As part of the process for assessing risks, our Singapore entity was certified by bizSAFE Level 3, which helped us conduct the risk assessments for every work activity and process in our workplace, in compliance with the requirements in the WSH (Risk Management) Regulations. Our Group has engaged an MOM Approved WSH Auditor to assess our company’s implementation of the Risk Management.

The bizSAFE level 3 certification is valid for 3 years from the date of approval. The certification will be renewed 2 months before it expires, or we shall plan to move on to the next stages of certification. All other entities including Singapore also follow the ISO standards as mentioned in **Table 18**.

Occupational Health Safety

[GRI 403-3]

At GVT, we prioritise the safety of all employees, and everyone is expected to follow all safety policies and procedures. This includes wearing PPE such as safety shoes, safety goggles and protective hearing plugs. The Group also implemented various measures to ensure a secure workplace environment for everyone.

- Alcohol and drugs (excluding those prescribed by a doctor) are strictly prohibited during work hours.
- Report any faulty equipment and unsafe conditions to supervisor/manager immediately.
- All electrical work or repair shall be done by a qualified electrician. Only trained employees are allowed to open electrical cabinets to reset any power trips or power failure.
- No employee is allowed to start working on a job unless employee has been trained in the correct procedures.
- No employee is allowed to enter high voltage switch rooms unless authorised personnel.
- Floor must be kept clear of oil, grease, and any spillage of chemicals e.g., Calcium carbide.

Employee participation, consultation, and communication on OHS

[GRI 403-4]

At GVT, we believe in SAFETY IS EVERYONE’S BUSINESS. No matter how good our safety programme is, it is useless and ineffective without the participation of every employee. Safety depends on everyone of us! Company notice boards are located at various locations for information dissemination. All employees are encouraged to read the notice board regularly for updates of the Company’s policies, regulations, events, etc.

Supporting People and Communities

Employee training on OHS

[GRI 403-5]

Employees are made to undergo emergency drills and are educated to handle the eventualities. Emergency contact numbers are displayed for quick access on the factory floors and the Company's phone/internet/emails are made accessible for an official use of communication.

Promotion of employee health

[GRI 403-6]

All our employees are covered by medical insurance. The Group adopts an internal Health and Safety policy, contained within the Employee Handbook. The Health and Safety policies are designed to protect the employees' health and safety during the course of work, which include segments such as fire safety, personal protective equipment, housekeeping and cleanliness and reporting process for work-related injuries/incidences.

Prevention and mitigation of occupational health and safety impacts directly linked by business relationships

[GRI 403-7]

At GVT, we consider the safety of all workers on our premises to be of utmost importance. We follow the same safety policies for all working on our factory floors. We follow the same legal requirements for all workers listed under our Workplace Safety & Health Management System.

Employees covered by an OHS management system

[GRI 403-8]

Safety measures are equally applied to all the employees (including non-employees worker) working in our covered factories under our safety policies such as wearing PPE, safety shoes, safety goggles and protective hearing plugs.

Work-related injuries and ill-health

[GRI 403-9, GRI 403-10]

GVT has laid out emergency procedures for employees. In case of any accident, employees must inform their immediate supervisor and follow these procedures:

- Give immediate attention to the injured by qualified first aider.
- Call ambulance if required.

In the event of work-related injuries, the head of department is responsible for documenting the incident. An investigation will be conducted by head of department to propose corrective and preventive actions. The report will be submitted to the HR for further reporting to the MOM. Measures are taken to enhance workers knowledge and safer work practices. Incidents report and outcome are shared internally to prevent recurrence or for our retrospection. This year, we are proud to announce zero injuries at the workplace.

Table 19 depicts the details needed to be recorded and reported for work related injuries.

Supporting People and Communities

Table 19 - Work-Related Injuries

Operations and scope of workers	Singapore		Malaysia		China	
	Employee	Non-employee ¹³	Employee	Non-employee ¹³	Employee	Non-employee ¹³
Number of fatalities by work-related injury	-	-	-	-	-	-
Rate of fatalities by work-related injury	-	-	-	-	-	-
Number of high-consequence work-related injuries ¹⁴ (Excluding fatalities)	-	-	-	-	-	-
Rate of high-consequence work-related injuries (Excluding fatalities)	-	-	-	-	-	-
Number of recordable work-related injuries	Major	-	-	-	-	-
	Minor	-	-	-	-	-
Rate of recordable work-related injuries ¹⁵	-	-	-	-	-	-
Number of hours worked	<i>No man hours disclosed as zero injury and fatality from our operation.</i>					

In FY2023, we are pleased to report that we have zero injury and fatality for our operations at GVT.

Target: The Group aims to maintain zero case of work-related injury and work-related ill-health in the forthcoming year.

Table 20 - Workplace Report and Statistics

Operations	Singapore	Malaysia	China
Workplace Injury Rate (WIR), %	NA	NA	NA
Accident Frequency Rate (AFR), %	NA	NA	NA
Accident Severity Rate (ASR), %	NA	NA	NA
Fatality Rate (FR), %	NA	NA	NA
Disease Incident (DI), %	NA	NA	NA
Occupational disease rate (ODR), %	NA	NA	NA
Lost day rate (LDR), %	NA	NA	NA
Absentee rate (AR), %	NA	NA	NA

We are committed to continual improvement in our safety management systems, setting new benchmarks and go beyond compliance with the legislation and industrial requirements.

¹³ Workers who are not employees but whose work/workplace is controlled by GVT.

¹⁴ Work-related injury that results in a fatality or in an injury from which the worker cannot, does not, or is not expected to recover fully to pre-injury health status within 6 months.

¹⁵ Rates are calculated based on 200,000 hours worked. However, GVT reported zero injuries.

Supporting People and Communities

Customer Privacy

[GRI 418]

GVT recognises customer privacy as a key material topic to our organisation and safeguarding customer privacy builds trust and enhances the reputation of our business. Confidence in the protection of customer privacy is a key factor in building long-term customer relationships. Protecting customer data and privacy is a top priority at GVT and we are strictly in compliance with all relevant laws and regulations. We adhere to strict non-disclosure agreements and confidentiality agreements signed by the customer and GVT.

In 2023, we received zero substantiated complaints (from external parties or regulatory bodies) concerning breaches of customer privacy and zero identified leaks or loss of customer data.

Labour & Management Relations

[GRI 402]

Labour and management relations are crucial to the overall success and functioning of an organisation. The importance of positive relations between labour (employees or labour unions) and management can be understood through various key aspects such as conflict resolution, good communication, employee morale and retention and compliance and legal considerations.

GVT acknowledges the significance of labour and management relations as a material topic for us. This is a newly identified material topic for FY2023. For GVT Singapore and GVT Malaysia, a minimum of two weeks' notice is usually provided to employees and their representatives before significant operational changes are implemented. For GVT SL, located in China, a one-month notice period will be provided in the event of any layoffs.

GRI Content Index

Statement of use	GVT has reported in accordance with the GRI Standards for the period 1 Jan 2023 to 31 Dec 2023.
GRI 1 used	GRI 1: Foundation 2021

GRI STANDARD	DISCLOSURE	REASONS FOR OMISSION	PAGE NUMBER(S)	SGX REQUIREMENT	
GENERAL DISCLOSURES					
GRI 2: General Disclosures 2021	2-1	Organisational details		Page 20	
	2-2	Entities included in the organisation's sustainability reporting		Page 21	
	2-3	Reporting period, frequency and contact point		Pages 21 - 22	
	2-4	Restatements of information		Page 21	
	2-5	External assurance		Page 22	
	2-6	Activities, value chain and other business relationships		Page 20	
	2-7	Employees		Pages 44 - 45	
	2-8	Workers who are not employees		Pages 44 - 45	
	2-9	Governance structure and composition		Pages 66 - 68 (Corporate Governance section)	
	2-10	Nomination and selection of the highest governance body		Pages 70 - 72 (Corporate Governance section)	
	2-11	Chair of the highest governance body		Pages 63 - 69 (Corporate Governance section)	
	2-12	Role of the highest governance body in overseeing the management of impacts		Pages 63 - 69 (Corporate Governance section)	
	2-13	Delegation of responsibility for managing impacts		Pages 63 - 69 (Corporate Governance section)	
	2-14	Role of the highest governance body in sustainability reporting		Page 24	
	2-15	Conflicts of interest		Page 24	
	2-16	Communication of critical concerns		Page 25 Page 79 (Corporate Governance section)	
	2-17	Collective knowledge of the highest governance body		Pages 14 - 16	

GRI Content Index

GRI STANDARD	DISCLOSURE		REASONS FOR OMISSION	PAGE NUMBER(S)	SGX REQUIREMENT
GRI 2: General Disclosures 2021	2-18	Evaluation of the performance of the highest governance body		Pages 72 - 73 (Corporate Governance section)	
	2-19	Remuneration policies		Pages 73 -74 (Corporate Governance section)	
	2-20	Process to determine remuneration		Pages 73 -74 (Corporate Governance section)	
	2-21	Annual total compensation ratio	Confidential due to concerns about competitive sensitivity. This information could provide sensitive insights into our internal compensation structures	NA	
	2-22	Statement on sustainable development strategy		Page 25	
	2-23	Policy commitments		Page 25	
	2-24	Embedding policy commitments		Page 25	
	2-25	Processes to remediate negative impacts		Page 25	
	2-26	Mechanisms for seeking advice and raising concerns		Page 25	
	2-27	Compliance with laws and regulations		Page 25	
	2-28	Membership associations		Page 38	
	2-29	Approach to stakeholder engagement		Pages 33 - 34	
2-30	Collective bargaining agreements		Page 44		
Material Topics					
GRI 3: Material Topics 2021	3-1	Process to determine material topics		Pages 34 - 35	
	3-2	List of material topics		Pages 35 - 37	PN7.6-4.4.1.a.

GRI Content Index

GRI STANDARD	DISCLOSURE	REASONS FOR OMISSION	PAGE NUMBER(S)	SGX REQUIREMENT
Economic Performance				
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37
GRI 201: Economic Performance 2016	201-1	Direct economic value generated and distributed		Pages 101 - 105 (Financial Statement section)
GRI 201: Economic Performance 2016	201-2	Financial implications and other risks and opportunities due to climate change		Pages 101 - 105 (Financial Statement section)
	201-3	Defined benefit plan obligations and other retirement plans		Pages 101 - 105 (Financial Statement section)
	201-4	Financial assistance received from government		Pages 101 - 105 (Financial Statement section)
Anti-Corruption				
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37
GRI 205: Anti-corruption 2016	205-1	Operations assessed for risks related to corruption		Pages 39 - 40
	205-2	Communication and training about anti-corruption policies and procedures		Pages 39 - 40
	205-3	Confirmed incidents of corruption and actions taken		Pages 39 - 40
Energy				
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37
GRI 302: Energy 2016	302-1	Energy consumption within the organisation		Pages 41 - 43
	302-2	Energy consumption outside of the organisation		Pages 41 - 43
	302-3	Energy intensity		Pages 41 - 43
	302-4	Reduction of energy consumption		Pages 41 - 43
	302-5	Reductions in energy requirements of products and services		Pages 41 - 43

GRI Content Index

GRI STANDARD	DISCLOSURE	REASONS FOR OMISSION	PAGE NUMBER(S)	SGX REQUIREMENT	
Emissions					
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37	PN7.6-4.4.1.c; PN7.6-4.4.1.d; PN7.6-4.4; LR711B-1 b & c
GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions		Page 42	
	305-2	Energy indirect (Scope 2) GHG emissions		Page 42	
	305-4	GHG emissions intensity		Page 42	
	305-5	Reduction of GHG emissions		Page 42	
Employment					
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37	PN7.6-4.4.1.c; PN7.6-4.4.1.d; PN7.6-4.4; LR711B-1 b & c
GRI 401: Employment 2016	401-1	New employee hires and employee turnover		Pages 46 - 47	
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees		Pages 44 - 48	
	401-3	Parental leave		Page 48	
Diversity and Equal Opportunity					
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37	PN7.6-4.4.1.c; PN7.6-4.4.1.d; PN7.6-4.4; LR711B-1 b & c
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees		Pages 48 - 49	
	405-2	Ratio of basic salary and remuneration of women to men	Confidential due to concerns about competitive sensitivity. This information could provide sensitive insights into our internal compensation structures	NA	

GRI Content Index

GRI STANDARD	DISCLOSURE	REASONS FOR OMISSION	PAGE NUMBER(S)	SGX REQUIREMENT	
Training and education					
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37	PN7.6-4.4.1.c. PN7.6-4.4.1. d. PN7.6-4.4. LR711B-1 b & c
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee		Page 51	
	404-2	Programs for upgrading employee skills and transition assistance programs		Page 50	
	404-3	Percentage of employees receiving regular performance and career development reviews	Not disclosed percentage, however general approach is mentioned in SR	Page 50	
Occupational Health and Safety					
GRI 3: Material Topics 2021	3-3	Management of material topics		Pages 35 - 37	PN7.6-4.4.1.c; PN7.6-4.4.1.d; PN7.6-4.4; LR711B-1 b & c
GRI 403: Occupational Health and Safety 2018	403-1	Occupational health and safety management system		Page 51	
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	403-4	Worker participation, consultation, and communication on occupational health and safety		Page 52	
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GRI 402: Labor/ Management Relations 2016	402-1	Minimum notice periods regarding operational changes		Page 55	



Corporate Governance Report

CORPORATE GOVERNANCE REPORT

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

This Report outlines the Company’s corporate governance practices that were in place for the financial year ended 31 December 2023 (“**FY2023**”) with specific reference made to the principles and guidelines of the Code of Corporate Governance 2018 (the “**Code**”). The Board of Directors of the Company (the “**Board**”) confirms that the Company has substantially complied with the principles and guidelines as set out in the Code. In areas where the Group has not complied with the Code, explanations have been provided.

BOARD MATTERS

Principle 1: The Board’s Conduct of its Affairs

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

Provision 1.1:

Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

The business and affairs of the Group are managed under the direction of the Board. Apart from its statutory duties and responsibilities, the key functions of the Board are to:

- (a) provide entrepreneurial leadership, set strategic objectives and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the Group’s assets;
- (c) review Management Team’s (“**Management**”) performance;
- (d) identify the key stakeholder groups and recognise that their perceptions affect the Group’s reputation;
- (e) set the Group’s values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders’ are understood and met; and
- (f) consider sustainability issues, including environmental and social factors, as part of its strategic formulation.

The Board is responsible for the overall management and the corporate governance of the Company – including setting the direction and goals for the Management, monitoring the achievement of these goals and holding Management accountable for its performance. The Board seeks to align the interests of the Company with that of shareholders, and to balance the interests of other stakeholders.

The Board of Directors objectively discharge its duties and responsibilities at all times in the interest of the Company. Each Director is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction with the Group as soon as is practicable after the relevant facts have come to his/her knowledge. In the event that any Director faces a conflict of interest, he/she will recuse himself/herself from any discussion and decision involving the issue of conflict.

CORPORATE GOVERNANCE REPORT

The Board is collectively responsible for the long-term success of the Group, and exercises close oversight over key areas in corporate governance, strategy, finance, risk management and internal controls, and human resources. For example, the Group has in place an Employee Handbook which sets out principles to guide employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity.

The Board provides a balanced and understandable assessment of the Group's performance, position and prospects to shareholders in a timely manner, through publication of its business updates and financial results, and via announcements on the Company's website and SGXNET. Following Singapore Exchange Regulation ("SGX RegCo")'s removal of mandatory quarterly reporting, the Board provides business updates on the Company for its first and third quarters. These business updates supplement the half-year and full-year financial results. Notwithstanding the removal of quarterly reporting, the Board continues to conduct regular scheduled meetings for the first and third quarters of the financial year to review the business updates.

Provision 1.2:

Directors understand the company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the company's expense. The induction, training and development provided to new and existing directors are disclosed in the company's annual report.

A formal letter of appointment explaining their duties and obligations as Director is provided to every new Director upon appointment. The formal letter of appointment sets out, among others, the Director's roles and responsibilities, including disclosure requirements and best practices relating to dealings in securities under applicable laws and regulations.

The Company will arrange orientation programs to familiarise new Directors with the Group's business activities and directions of the Group, as well as have meetings with senior management. As and where appropriate, the Company will also arrange and fund regular trainings for all Directors to ensure that Directors are updated on the latest governance and listing rules. Relevant courses include seminars conducted by the Singapore Institute of Directors or other training institutes as well as training sessions facilitated by sustainability experts.

All Directors possess years of corporate experience and are familiar with their duties and responsibilities as Directors. Newly appointed Directors would receive a formal letter setting out the Director's duties and obligations.

Directors are regularly updated on changes to applicable laws and regulations (e.g. regulatory developments), developments in corporate governance and changes in accounting standards, either during Board meetings or via electronic mail. Management also circulates to Directors, relevant articles relating to recent developments in the precision manufacturing industry.

Under the direction of the Chairman and the Chief Executive Officer ("**CEO**"), the Company Secretary facilitates good information flow between the Board and Management. The Company Secretary assists Directors in ensuring compliance with their obligations under the relevant rules and regulations, and in the Directors' professional development.

Provision 1.3:

The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the company's annual report.

Matters which are specifically reserved for the Board's approval are material transactions, that do not ordinarily fall within the normal day-to-day operations of the Group, which include amongst others, investments, acquisitions and disposals, annual budgets, approval of annual reports and audited financial statements, declaration of dividends, convening of general meetings and approval of interested person transactions.

As a general rule, the Board reviews and approves transactions that require disclosure by the Company pursuant to the Listing Rule.

CORPORATE GOVERNANCE REPORT

Provision 1.4:

Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the company's annual report.

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

Provision 1.5:

Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.

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

The number of meetings held by the Board and Board Committees and attendance since 1 January 2023 to the date of this report is disclosed below:

Name of Directors	Board Meetings		Audit Committee Meetings		Nominating Committee Meetings		Remuneration Committee Meetings	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Number of meetings attended								
Liew Yoke Pheng Joseph	7	7	5	5	4	4	3 ⁽²⁾	3 ⁽²⁾
Lee Tiam Nam	7	7	NA	NA	4	4	NA	NA
Ng Wai Yuen Julian	7	7	NA	NA	NA	NA	NA	NA
Loke Wai San	7	7	NA	NA	NA	NA	NA	NA
Pong Chen Yih	7	7	5	5	4	4	3 ⁽²⁾	3 ⁽²⁾
Heng Su-Ling Mae	7	7	5	5	4	4	3 ⁽²⁾	3 ⁽²⁾
Sim Mong Huat ⁽¹⁾	2	2	NA	NA	NA	NA	NA	NA

⁽¹⁾ Sim Mong Huat was appointed as an Independent Director on 1 January 2024.

⁽²⁾ A Circular resolution was passed by the Remuneration Committee.

Provision 1.6:

Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

Directors are provided with board papers and related materials, background or explanatory information relating to matters to be brought before the Board in an accurate and timely manner, prior to each Board and Board Committee meetings to enable the Board to make informed decisions. The Board also has separate and independent access to Management, the Company Secretary and external advisors (if necessary). Directors are entitled to request additional information from Management as and when required. Board papers adhere to a standard format which includes background information, issues for deliberation, and risk mitigation measures.

CORPORATE GOVERNANCE REPORT

To give Directors sufficient time to prepare for Board and Board Committee meetings, the agenda, papers and presentation slides are submitted via electronic email in a timely manner, generally one week before the relevant meeting. Directors can access these materials via their personal computers, laptops, smartphones and other mobile devices prior to, during and after meetings. Hard copies of these materials are also distributed to the Directors at their request. Members of Management who prepared the Board papers and can provide additional insights into matters at hand would be present at the relevant meeting.

Provision 1.7:

Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole.

Directors have separate and independent access to Management and the Company Secretary.

The Company Secretary attends to corporate secretarial administration matters and assists the Board and Management in implementing and strengthening corporate governance policies and procedures. The Company Secretary ensures that Board procedures are properly followed. The Company Secretary also prepares the agenda for Board and Board Committee meetings in consultation with the Chairman, the respective Board Committee Chairman and the CEO, and attend Board and Board Committee meetings. The appointment and the removal of the Company Secretary are subject to the Board's approval.

The Directors, whether as a group or individually, may seek and obtain independent professional advice in the furtherance of their duties, the expenses of which are borne by the Company.

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.

Provision 2.1:

An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.

Provision 2.2:

Independent directors make up a majority of the Board where the Chairman is not independent.

Provision 2.3:

Non-executive directors make up a majority of the Board.

As at the date of this Annual Report, the Board comprises seven Directors, of whom two are Executive Directors, four are Non-Executive and Independent Directors and one Non-Executive and Non-Independent Director. Independent and Non-Executive Directors make up a majority of the Board.

The Chairman of the Board ("**Chairman**"), Liew Yoke Pheng Joseph, is an Independent Director.

The Independent Directors and their immediate family members have no relationships with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

Provision 2.4:

The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company's annual report.

CORPORATE GOVERNANCE REPORT

The current Board of Directors and Board Committees comprise:

Board members		Audit Committee	Nominating Committee	Remuneration Committee
Liew Yoke Pheng Joseph	Independent, Non-Executive Chairman	Chairman	Member	Member
Lee Tiam Nam	Executive Deputy Chairman	-	Member	-
Ng Wai Yuen Julian	Chief Executive Officer and Executive Director	-	-	-
Loke Wai San	Non-Independent, Non-Executive Director	-	-	-
Pong Chen Yih	Independent Director	Member	Chairman	Member
Heng Su-Ling Mae	Independent Director	Member	Member	Chairman
Sim Mong Huat ⁽¹⁾	Independent Director	-	-	-

⁽¹⁾ Sim Mong Huat was appointed as an Independent Director on 1 January 2024.

The criteria for independence are defined in the Code and the independence of each of the Directors is reviewed by the NC. In accordance with the Code, the Board considers an "Independent" Director as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

There is no Independent Director who has served beyond 9 years since the date of his first appointment. Save for Sim Mong Huat's appointment on 1 January 2024, all the Independent Directors were appointed on 11 January 2019.

Annually, the Board has examined its size in reference to current scope and nature of Group's operations, and is of the view that the current Board size of seven Directors is appropriate and facilitates effective decision-making, after taking into account the scope and nature of the operations of the Group.

In addition, the current Board comprises Directors who as a group provide an appropriate balance and diversity of skills, including finance, legal, business and management experience as well as industry knowledge that are critical for the Group's business objectives. Key information regarding our Directors, such as academic and professional qualifications, is set out in the Annual Report under "Board of Directors".

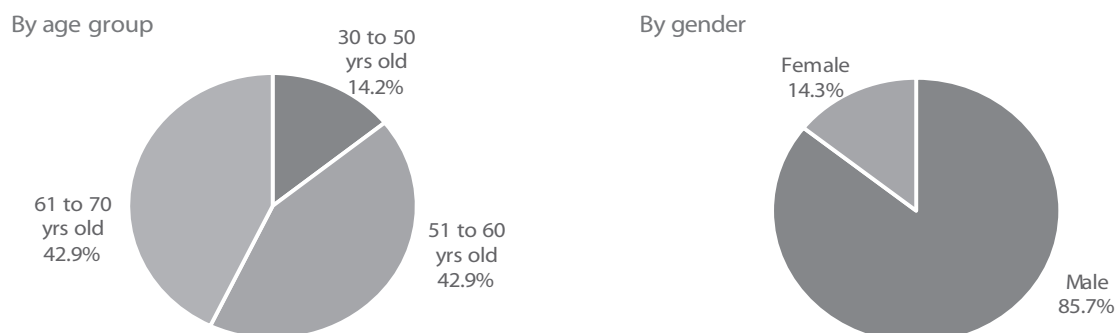
Board Diversity

GVT is committed to building a diverse, inclusive and collaborative culture. GVT recognises and embraces the benefits of diversity in the Board, and views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. A diverse Board will include and leverage on differences between the Directors in terms of skills, experience, background, gender, age, ethnicity and other relevant factors. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All Board appointments are made based on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires in order to be effective.

The NC reviews and assesses Board composition and recommends the appointment of new Directors to the Board. In reviewing Board composition and succession planning, the NC will consider the benefits of all aspects of diversity, including but not limited to those described above. In identifying suitable candidates for appointment to the Board, the NC will consider candidates on merit against objective criteria and with due regard for the benefits of having diversity in the Board.

CORPORATE GOVERNANCE REPORT

The age and gender diversity amongst the current Board of Directors are as follows:



The Board has set out the targets to achieve diversity on the board, including the accompanying plans and timeline for achieving such targets.

- **Competencies:** To maintain Board's diverse core competencies

The Directors have the relevant qualifications, experience and knowledge in various fields including law, accounting, finance, mergers and acquisitions, strategic planning, and management. The Board comprises Directors who have broad and complementary skills to serve the Company's business objectives and governance standards.

The Company will continue to maintain individuals on the Board with the strength of core competencies required to drive its business objectives. The NC would evaluate the core competencies requirements in its appointment/re-appointment process.

- **Independence:** To maintain majority of Independent Directors representation on the Board

With the appointment of Sim Mong Huat on 1 January 2024, the total number of Independent Directors has increased to four (4). The Independent Directors now comprises majority of the Board.

The Company will strive to maintain majority of Independent Directors representation on the Board in its appointment/re-appointment process.

- **Gender:** To achieve at least 20% of women representation on the Board by year 2030

The Board consists of 14.3% female representation with Heng Su-Ling Mae being the sole female Director on the Board.

Gender diversity is recognised by the Board as an essential aspect of a well-balanced Board. The Company will continue to enhance diversity on the Board's composition.

To ensure this, the Company will continuously improve its candidate search process to include female candidates for consideration and the requirement to present female candidates will be made known where external consultants are used for the search.

Provision 2.5:

Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

Directors and Management openly discuss and debate issues at Board meetings. Non-Executive Directors are kept apprised of the Group's business through quarterly business updates circulated by Management. Minutes of all Board Committee meetings are circulated to the Board so that the Directors are aware and kept updated as to the proceedings and matters discussed during such meetings.

CORPORATE GOVERNANCE REPORT

The role of the Non-Executive Directors is to review Management's performance, monitor the Group's performance and constructively challenge and help to develop proposals on strategy. Non-Executive Directors may meet privately without the presence of Management to review any matter as an appropriate check and balance on Management. The Chairman of such meetings shall provide feedback to the Board and/or Chairman as appropriate.

Principle 3: Chairman and Chief Executive Officer

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

Provision 3.1:

The Chairman and the CEO are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

Provision 3.2:

The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.

The positions of Chairman and CEO are separately held by two persons in order to maintain effective checks and balances. This promotes greater accountability from Management and allows the Board to exercise its independence in its oversight of and deliberations with Management. There is a clear separation of the roles and responsibilities between the Chairman and the CEO.

The Chairman is Liew Yoke Pheng Joseph, who is an Independent, Non-Executive Director.

The Chairman is responsible for the overall management of the Board as well as ensuring that Directors and Management work together with integrity and competency. He leads the Board to ensure its effectiveness in all aspects of its role. Among other things, the Chairman ensures effectiveness by steering productive and comprehensive discussions amongst Board members and Management on strategic and other key issues pertinent to the business and operations of the Group. He encourages active engagement, participation by and contribution from all Directors. With the assistance of the Company Secretary, he schedules meetings and prepares meeting agendas to enable the Board to perform its duties responsibly having regard to the Group's operations. He also monitors the flow of information from Management to the Board to ensure that material information is provided in a timely manner to Directors. The Chairman plays a key role in promoting high standards of corporate governance and transparency, and ensuring effective communication with the stakeholders.

The Group's CEO is Ng Wai Yuen Julian who is responsible for the overall management and growth of Group.

The CEO has full executive responsibilities over the business direction and operational decisions in the day-to-day management of the Group. He works with Management to ensure that action plans have been put in place in developing an effective risk management system. He works with the Board to determine the Group's strategy and is responsible for the implementation of the strategies and policies approved by the Board. The CEO provides leadership and guidance to Management in order to meet the strategic and operational objectives of the Group. He develops and manages good relationships with the stakeholders, such as shareholders, the regulators and the investment community.

Provision 3.3:

The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

The Chairman and CEO are not immediate family members. Given that the roles of the Chairman and CEO are separate and the Chairman is independent, no lead Independent Director is required to be appointed.

CORPORATE GOVERNANCE REPORT

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.

Provision 4.1:

The Board establishes a Nominating Committee to make recommendations to the Board on relevant matters relating to:

- (a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;*
- (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors;*
- (c) the review of training and professional development programmes for the Board and its directors; and*
- (d) the appointment and re-appointment of directors (including alternate directors, if any).*

Provision 4.2:

The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.

Provision 4.3:

The company discloses the process for the selection, appointment and re-appointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the company's annual report.

Provision 4.4:

The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the company discloses the relationships and its reasons in its annual report.

Provision 4.5:

The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the company. The company discloses in its annual report the listed company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.

The Board has established a NC to make recommendations to the Board on all board appointments. The NC comprises four Directors, the majority of whom, including the NC Chairman, are Independent Directors.

The current NC comprises:

- Pong Chen Yih (Chairman);
- Liew Yoke Pheng Joseph;
- Heng Su-Ling Mae; and
- Lee Tiam Nam

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

- (a) reviewing of succession plans for Directors, in particular, the appointment and/or replacement of our Chairman, CEO and Key Management Personnel;
- (b) reviewing and recommending the nomination or re-nomination of our Directors having regard to our Directors' contribution and performance;

CORPORATE GOVERNANCE REPORT

- (c) reviewing and determining the process and criteria for evaluation of the performance of our Board, its committees and our Directors;
- (d) determining on an annual basis whether or not a Director is independent;
- (e) in respect of a Director who has multiple board representations on various companies, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as Director, having regard to the competing time commitments that are faced by the Director when serving on multiple boards;
- (f) reviewing the adequacy of training and professional development programmes for the Board and its Directors;
- (g) deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director; and
- (h) reviewing and approving any new employment of related persons and the proposed terms of their employment.

Each member of the NC abstains from voting on any resolution in respect of the matter in which he has an interest.

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

None of the Directors has appointed an alternate director.

The Company will arrange orientation programs to familiarise new Directors with the Group's business activities and directions of the Group, as well as have meetings with senior management. As and where appropriate, the Company will also arrange and fund regular trainings for all Directors to ensure that Directors are updated on the latest governance and listing rules. Relevant courses include seminars conducted by the Singapore Institute of Directors or other training institutes as well as training sessions facilitated by sustainability experts.

The NC decides how the Board's performance is to be evaluated and propose objective performance criteria. On an annual basis, the Company Secretary assists in the facilitation of an annual peer review of the Board and Committee members. The Chairman of the NC acts on the results of the performance evaluation of the Board, and selections of members of the Board, in consultation with the NC.

The NC determines annually, and as and when circumstances require, if a Director is independent in accordance with the guidelines stipulated in the Code. The NC also decides whether Directors, who have multiple board representations, have sufficient time and attention given to the affairs of the Company. Key information regarding Directors, including their directorships in listed companies and principal commitments, is set out in the Annual Report under "Board of Directors". In any situation that involves a conflict of interest with the Company, Directors recuse themselves from participating in any discussion and decision on the matter. More details on the independence of the Directors are set out under "Board Composition and Guidance" of this report.

Each of the Directors consults the Chairman of the Board prior to accepting further commitments which might either give rise to a conflict of interest or a conflict with any of his duties to the Group, or which might detract from the time that he is able to devote to his role as a Director. The Chairman of the Board has to consult the NC before accepting such commitments.

CORPORATE GOVERNANCE REPORT

During FY2023, the NC has reviewed the independence of the Independent Directors namely Liew Yoke Pheng Joseph, Pong Chen Yih and Heng Su-Ling Mae, according to the criteria set out in the Code. These Directors have demonstrated strong independence in character and judgement over the years in discharging their duties and responsibilities as Independent Directors. They continue to express their individual viewpoints, debate on issues, objectively scrutinise and challenge Management's proposals as well as participate in discussions on business activities and transactions involving conflicts of interests and other complexities. During FY2023, there was no alternate Director on the Board.

Annually, the Company Secretary will inform the NC which Directors are due for retirement at the Annual General Meeting ("**AGM**"). According to the Company's Constitution, every Director shall retire from office at least once every three years and for this purpose, at each AGM, one-third of the Directors shall retire from office by rotation. The retiring Directors are eligible to offer themselves for re-election. Each member of the NC shall abstain from voting on any resolutions in respect of his re-nomination as a Director.

The NC, having considered the attendance and participation of the following Directors at Board and Board Committees meetings, in particular, their contributions to the business and operations of the Company as well as Board processes, had recommended to the Board the re-election of Liew Yoke Pheng Joseph and Lee Tiam Nam who will be retiring pursuant to Regulation 117 of the Constitution of the Company and Sim Mong Huat who will be retiring pursuant to Regulation 122 of the Constitution of the Company at the forthcoming AGM.

If re-elected as a Director of the Company:

- (a) Liew Yoke Pheng Joseph will remain as Independent, Non-Executive Chairman, Chairman of the AC and a member of the NC and RC;
- (b) Lee Tiam Nam will remain as an Executive Deputy Chairman and member of the NC; and
- (c) Sim Mong Huat will remain as an Independent Director of the Company.

Liew Yoke Pheng Joseph and Sim Mong Huat will be considered independent for the purposes of Rule 704(8) of the of Listing Manual Section A: Rules of Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**").

All key information on the Directors, including listed company directorships and principal commitments, are set out under "Board of Directors" of this report. Information relating to the Directors who are retiring and offering themselves for re-election at the upcoming AGM are as set out in Appendix 7.4.1 of the Listing Rules, and can be found in the "Supplemental Information on Directors seeking re-election" section of this report.

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.

Provision 5.1:

The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.

Provision 5.2:

The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.

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

CORPORATE GOVERNANCE REPORT

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

The performance criteria for the board evaluation are in respect of board size and composition, board independence, board's decision-making processes, strategic planning, board information and accountability, board performance in relation to discharging its principal functions and financial targets.

The evaluation focuses on areas such as Board structure, Board processes, managing the Group's performance, Board strategy and priorities, Sustainability matters, the development and succession planning for Directors and senior management (including the CEO), teamwork amongst Directors, and each Director's contribution to the Board.

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

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.

Provision 6.1:

The Board establishes a Remuneration Committee to review and make recommendations to the Board on:

- (a) a framework of remuneration for the Board and key management personnel; and*
- (b) the specific remuneration packages for each director as well as for the key management personnel.*

Provision 6.2:

The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.

Provision 6.3:

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

Provision 6.4:

The company discloses the engagement of any remuneration consultants and their independence in the company's annual report.

The RC is established to review and recommend to the Board a general framework of remuneration for the Board and Key Management Personnel. The RC reviews and recommends to the Board the specific remuneration packages for each Director as well as for the Key Management Personnel. The RC's recommendations should be submitted for endorsement by the Board. The RC covers all aspects of remuneration, including but not limited to Director's fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind.

CORPORATE GOVERNANCE REPORT

The RC comprises three Independent Directors, namely:

- Heng Su-Ling Mae (Chairman);
- Liew Yoke Pheng Joseph; and
- Pong Chen Yih

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

- (a) reviewing and approving the Company's policy for determining executive remuneration including the remuneration of the CEO, Executive Directors, and key management executives (the "**Key Management Personnel**");
- (b) reviewing the on-going appropriateness and relevance of the executive remuneration policy and other benefit programmes;
- (c) considering, reviewing and approving and/or varying (if necessary) the entire specific remuneration package and service contract terms for each Key Management Personnel and any employee related to the Directors, CEO or substantial shareholders, if any (including salaries, allowances, bonuses, payments, options, benefits in kind, retirement rights, severance packages and service contracts);
- (d) considering and approving termination payments, retirement payments, gratuities, ex-gratia payments, severance payments and other similar payments to Key Management Personnel and employees related to the Directors, CEO or substantial shareholders, if any;
- (e) obtaining reliable, up-to-date information on the remuneration practices of other companies and the relevant market benchmarks through the appointment of external consultants. Such information can also be obtained by commissioning or purchasing any appropriate reports, surveys or information. These will be at the expense of the Company, subject to the budgetary constraints imposed by the Board;
- (f) reviewing and approving the design of all option plans, stock plans and/or other equity based plans;
- (g) for each equity based plan, determining whether awards will be made under that plan;
- (h) reviewing and approving each award as well as the total proposed awards under each plan in accordance to the rules governing each plan, including awards to Directors and Key Management Personnel;
- (i) reviewing, approving and keeping under review performance hurdles and/or fulfilment of performance hurdles for each equity-based plan; and
- (j) approving the remuneration framework (including Directors' fees) for Non-Executive Directors of the Company.

The RC can seek expert advice, where necessary, inside and/or outside the Company on remuneration of all Directors, at the Company's expense. No remuneration consultants were engaged by the Company for the financial year 2023.

No Director is involved in deciding his own remuneration.

The Company has entered into service agreements (the "**Service Agreements**") with Lee Tiam Nam (Executive Deputy Chairman) and Ng Wai Yuen Julian (CEO) respectively, effective 23 January 2019. The parties may terminate the respective Service Agreements by giving the other party not less than three months' notice in writing and the Service Agreements do not contain onerous termination clauses.

The termination clauses contained in the contracts of service for Key Management Personnel are fair and reasonable and not overly generous. The RC aims to be fair and avoid rewarding poor performance.

CORPORATE GOVERNANCE REPORT

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.

Provision 7.1:

A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.

Provision 7.2:

The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

Provision 7.3:

Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.

The remuneration policy of the Group is designed to attract, retain and motivate Executive Directors and Key Management Personnel and at the same time, link rewards to corporate and individual performance so as to align with the interest of shareholders and promote the long-term success of the Group.

Total remuneration package of Executive Directors and Key Management Personnel comprises fixed cash component of salary and allowances, variable performance incentives and contributions to the Central Provident Fund. Variable performance incentives are tied to the performance of the Group or business unit and the individual's performance. The RC conducts annual review to ensure that the remuneration paid to Executive Directors and Key Management Personnel is considered against industry norms and commensurate with the performance of each employee.

The Company also has in place long-term incentive schemes such as GVT Performance Share Plan and GVT Employee Share Option Scheme ("GVT ESOS") as set out in the Company's Offer Document dated 15 January 2019 and its subsequent amendments in circular to shareholders dated 1 November 2021. Both schemes are administered by the Administration Committee, which is also the RC. Currently, no share options have been granted under the GVT ESOS since its commencement.

763,500 Share Awards were granted and allotted to selected employees of the Group pursuant to the GVT Share Plan during 2022. Of which, 35,000 Share Awards were approved at the AGM on 27 April 2022 and allotted to associates of controlling shareholder, Lee Tiam Nam, as follows:

Name	Relationship with controlling shareholder	No. of Share Awards granted
Lee Ban Sing	Son of Lee Tiam Nam	15,000
Lee Ching Ann	Brother of Lee Tiam Nam	20,000

The Group does not use contractual provisions to reclaim incentive components of remuneration from Executive Directors and Key Management Personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Group believes that such exceptional events could tantamount to breach of fiduciary duties of the Executive Directors and Key Management Personnel, which would provide the Group with legal remedies.

Non-Executive Directors do not have any service agreements with the Company and receive Directors' fees, in accordance with their level of contribution, taking into account factors such as effort and time spent and responsibilities of the Directors. The Independent Directors do not receive any other forms of remuneration from the Company. Executive Directors do not receive Directors' fees. Directors' fees of S\$260,000 for the year ending 31 December 2024 has been proposed for the shareholders' approval at the forthcoming AGM. Refer to next section for details of proposed Directors' fees.

CORPORATE GOVERNANCE REPORT

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.

Provision 8.1:

The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:

- (a) *each individual director and the CEO; and*
- (b) *at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.*

Provision 8.2:

The company discloses the names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.

Provision 8.3:

The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.

The remuneration bands of the Executive Directors of the Company for FY2023 and proposed Directors' fees of the Non-Executive Directors for financial year ending 31 December 2024 ("FY2024") are as follows:

Independent and Non-Executive Directors	FY2023 (S\$)	Proposed for FY2024 (S\$)
Liew Yoke Pheng Joseph	60,000	60,000
Pong Chen Yih	50,000	50,000
Heng Su-Ling Mae	50,000	50,000
Sim Mong Huat ⁽¹⁾	-	50,000

Non-Independent and Non-Executive Director	FY2023 (S\$)	Proposed for FY2024 (S\$)
Loke Wai San ⁽²⁾	50,000	50,000

⁽¹⁾ Sim Mong Huat was appointed as an Independent Director on 1 January 2024

⁽²⁾ Loke Wai San is a deemed controlling shareholder of the Company

Executive Directors	Fixed Salary (%)	Directors' Fees (%)	Variable Bonus (%)	Total (%)
S\$250,001 – S\$500,000				
Lee Tiam Nam ⁽³⁾	88%	-	12%	100%
Ng Wai Yuen Julian	87%	-	13%	100%

⁽³⁾ Lee Tiam Nam is a deemed controlling shareholder of the Company.

CORPORATE GOVERNANCE REPORT

The Group has six Key Management Personnel (who are not Directors or CEO). The remuneration bands of the Key Management Personnel in bands of S\$250,000 for FY2023 are as follows:

Name of Key Management Personnel	Fixed Salary (%)	Variable Bonus (%)	Total (%)
S\$250,001 – S\$500,000			
Tan Chun Siong	88%	12%	100%
Robby Sucipto	87%	13%	100%
Saw Yip Hooi	88%	12%	100%
Lee Boon Kwong	93%	7%	100%
Below S\$250,000			
Alan Lu	97%	3%	100%
Leong Kwok Choon ⁽⁴⁾	88%	12%	100%

⁽⁴⁾ Leong Kwok Choon was appointed as Senior Director, Key Technology on 3 July 2023. He was subsequently re-designated as Chief Technology Officer.

The total remuneration paid to the above Directors and Key Management Personnel for FY2023 was S\$2,234K. Total remuneration paid to the Key Management Personnel for FY2023 was S\$1,397K.

The Company is of the view that full disclosure of the actual remuneration of each individual Director, CEO and Key Management Personnel is not in the interest of the Company due to the confidentiality and sensitivities of remuneration matters and that the disclosure in S\$250,000 bands enables investors to understand the link between performance and remuneration paid to Directors and Key Management Personnel. Nevertheless, the Company is cognisant of Rule 1207(10D) of the Listing Manual to disclose the exact amounts with breakdown of remuneration paid to individual Director and the CEO in its annual report for financial year ending 31 December 2024 onwards.

There are no termination, retirement or post-employment benefits granted to Directors, CEO and other Key Management Personnel.

The details of the employees who are immediate family members of a Director or CEO whose remuneration exceeds S\$100,000 during FY2023 are as follows:

Name of employee	Relationship with Director	Designation and responsibilities
S\$150,001 – S\$200,000		
Lee Ching Ann	Brother of Lee Tiam Nam	Sales Director who is responsible for managing and maintaining certain key customer relationship.
S\$100,001 – S\$150,000		
Lee Ban Seng	Nephew of Lee Tiam Nam	Operations Manager who is responsible for operations and production.

The remuneration of the employees who are related to our Directors, Substantial Shareholders and Controlling Shareholders will be reviewed annually by the RC to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. Any bonuses, pay increases and/or promotions for these related employees will also be subject to the review and approval of the RC. In addition, any new employment of related employees and the proposed terms of their employment will also be subject to the review and approval of the NC and RC. In the event that a member of the NR or RC is related to the employee under review, he will abstain from the review.

CORPORATE GOVERNANCE REPORT

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.

Provision 9.1:

The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

Provision 9.2:

The Board requires and discloses in the company's annual report that it has received assurance from:

- (a) the 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 the company's operations and finances; and*
- (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.*

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

Since the financial year 2018, the Group has appointed Foo Kon Tan Advisory Services Pte Ltd ("**FKT**") as internal auditors to evaluate and test the adequacy and effectiveness of internal controls in selected areas that are in place in major operating companies in Singapore, Malaysia and China. The internal audit review will be conducted with a view to identify control gaps in the current business processes, ensure that operations were conducted within the policies and procedures laid down and identify areas for improvements, where controls can be strengthened.

In addition, the external auditors will also highlight internal control weaknesses which may have come to their attention in the course of their statutory audit. All external and internal audit findings and recommendations will be reported to the AC.

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

The Board has also received assurance from the CEO and CFO that the Group's risk management and internal control systems are adequate and effective.

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

CORPORATE GOVERNANCE REPORT

Principle 10: Audit Committee

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

Provision 10.1:

The duties of the AC include:

- (a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;*
- (b) reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;*
- (c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;*
- (d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;*
- (e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and*
- (f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.*

Provision 10.2:

The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

Provision 10.3:

The AC does not comprise former partners or directors of the company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

Provision 10.4:

The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.

Provision 10.5:

The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.

The AC comprises three Independent Directors, namely:

- Liew Yoke Pheng Joseph (Chairman);
- Pong Chen Yih; and
- Heng Su-Ling Mae

CORPORATE GOVERNANCE REPORT

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

- (a) assisting the Board in the discharge of its responsibilities to safeguard the assets, maintain adequate accounting records, and develop and maintain effective systems of internal control of the Company, with the overall objective of ensuring that the Management of the Company creates and maintains an effective control environment in the Group;
- (b) reviewing with the external auditors, the audit plans, their audit report, their management letter and response from Management;
- (c) considering the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal of the external auditors;
- (d) making recommendations to the Board on the proposals to the shareholders on the appointment and removal of external auditors and the remuneration and terms of engagement of the external auditors;
- (e) reviewing with the internal auditors the internal audit plans and their evaluation of the adequacy of our internal control and accounting system before submission of the results of such review to our Board for approval prior to the incorporation of such results in our annual report, where necessary;
- (f) reviewing, at least annually, the effectiveness and adequacy of our internal control and procedures and ensure coordination between the external auditors and Management, and review the assistance given by Management to the external auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the external auditors may wish to discuss (in the absence of Management where necessary);
- (g) reviewing the co-operation given by the Company's officers to external auditors;
- (h) reviewing the half yearly and annual, and quarterly if applicable, financial statements and results announcements before submission to our Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;
- (i) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the financial performance;
- (j) reviewing the assurance from CEO and CFO on the financial records and financial statements;
- (k) reviewing and discussing with the external and internal auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and response from Management;
- (l) reviewing transactions falling within the scope of Chapter 9 and Chapter 10 of the Listing Manual (if any);
- (m) reviewing potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflicts of interest;
- (n) reviewing the effectiveness and adequacy of the administrative, operating, internal accounting and financial control procedures;
- (o) reviewing the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNET;
- (p) undertaking such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

CORPORATE GOVERNANCE REPORT

- (q) generally to undertake such other functions and duties as may be required by statute or the Listing Manual, and by such amendments made thereto from time to time;
- (r) reviewing arrangements by which our staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up;
- (s) reviewing our Group's compliance with such functions and duties as may be required under the relevant statutes or the Listing Manual, including such amendments made thereto from time to time;
- (t) reviewing and approving all hedging policies and instruments (if any) to be implemented by the Group; and
- (u) reviewing the whistle-blowing policy and procedures.

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

The AC comprises three Directors, and all of whom, including the AC Chairman, are non-executive and independent. Two of the AC members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience. The AC members are not former partner or Director of the Company's existing auditing firm and they have no financial interest in such auditing firm.

The AC has met the external and internal auditors, without the presence of Management, in February 2024.

The AC assesses the independence of the external auditors annually. In addition, the AC reviewed the independence and objectivity of the external auditors through discussions with them as well as a review of the volume and nature of non-audit services provided by the external auditors during the financial year under review.

The details of the fees of the external auditors of the Group (Messrs Ernst & Young LLP) during FY2023 are set out as follows:

	S\$'000
Audit Services	255
Non-Audit Services	32
Total	287

The AC has reviewed the non-audit services provided by the external auditors and is satisfied that the nature and extent of such services would not prejudice the independence of the external auditors, and has recommended the re-appointment of Messrs Ernst & Young LLP as the external auditors of the Company at the forthcoming AGM. The Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed re-appointment of the external auditors.

The Group does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing by employees in the course of their work and has in place a whistle-blowing policy since February 2019. Employees of the Group and any other persons are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting and other malpractices at the earliest opportunity to the AC Chairman, and the identity of the whistleblower would be treated with strict confidentiality. The Group is committed to ensure protection of the whistleblower against detrimental or unfair treatment. The Group prohibits discrimination, retaliation or harassment of any kind against a whistleblower who submits a complaint or report in good faith.

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The Company has outsourced its internal audit function to FKT to assist the Company in reviewing the design and effectiveness of key internal controls which address financial, operational, compliance and information technology risks and the Company's risk management policy and system as a whole. The AC will review and approve the annual internal audit scope and plan to ensure that there is sufficient coverage of the Group's activities. It also oversees the implementation of the internal audit plan and ensures that Management provides the necessary cooperation to enable the internal auditors to perform its function. The internal auditors reports directly to the AC on audit matters and to the CEO on administrative matters. The AC also reviews the appointment and remuneration of the internal auditors.

FKT is an established accounting firm which possesses vast experience in providing internal audits, risk management services and advisory services in the region. The internal audit team from FKT comprised the engagement lead, a manager and experienced staff members. The engagement lead is a Partner who holds the Certified Internal Auditor qualification from the Institute of Internal Auditors and has over 20 years of internal audit and risk advisory experience. The internal auditors carry out their review in accordance with the International Standards for the Professional Practice of Internal Auditing established by the Institute of Internal Auditors.

The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including access to the AC.

With the appointment of FKT, the AC has reviewed and is satisfied that the internal audit function is independent, effective, and adequately resourced.

AC members have to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements. This is done via regular updates and briefings provided by the external auditors to the AC as well as accounting standards update seminars conducted by various accounting firms or professional bodies.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

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

Provision 11.1:

The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

Provision 11.2:

The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.

Provision 11.3:

All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the company's annual report.

Provision 11.4:

The company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.

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

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The Company announces financial information, major developments and other price sensitive information on the SGXNET in a timely manner to ensure investors are kept abreast of the Group's developments.

Shareholders are encouraged to actively participate at the Company's general meetings. All shareholders of the Company will receive the annual report, circulars and notices of all shareholders' meetings. The annual report, circulars and notices will be made available on SGXNET and the Company's website at www.gvt.com.sg. All shareholders are entitled to vote and the Company will conduct poll voting for all resolutions to be passed at general meetings.

If any shareholder is unable to attend, the shareholder is allowed to appoint up to two proxies to attend, speak and vote on his/her behalf at the general meeting through proxy form sent in advance, at least 72 hours before the time of the meeting. The Company's Constitution allows corporations which are considered "relevant intermediary" to appoint more than two proxies to attend, speak and vote at the general meeting.

To facilitate and encourage such participation, all the Directors intend to be present and available to address shareholders' queries, at the forthcoming AGM. All Directors were present at last year's AGM held on 27 April 2023.

The external auditors would also be present to address any shareholders' queries (if any), submitted in advance, about the conduct of audit and the preparation and content of the auditors' report.

The Company ensures that there are separate resolutions at general meetings on each substantially separate issue, unless the issues are interdependent and linked so as to form one significant proposal. If a scenario arises where the resolutions are inter-conditional, the Company will provide the reasons and material implications in the notice of meeting. For greater transparency, the Company will put all resolutions to vote by poll and make an announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will be presented and announced on the same day.

The Company's Constitution allows absentia voting via proxy voting. However, the Company has decided, for the time being, not to make appropriate provisions in its Constitution to allow for absentia voting methods such as by mail, electronic mail or fax until security, integrity and other pertinent issues are satisfactorily resolved.

Provision 11.5:

The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

Minutes of the Company's general meetings of the shareholders will be posted on the Company's website at www.gvt.com.sg as soon as practicable. The minutes will record substantial and relevant comments or queries from shareholders relating to the meetings, and responses from the Board and Management. The Board also ensures that all material information relating to the Group is disclosed in an accurate and timely manner through publication on SGXNET and is made available to everyone.

Provision 11.6:

The company has a dividend policy and communicates it to shareholders.

The Company expects to continue with a dividend payout ratio of up to 20%. The Board will take into account various factors, including but not limited to, earnings, balance sheet and cash flow requirements, plans for expansion, availability of market opportunities for value-creating investments and availability of distributable reserves, in determining the form, frequency and amount of dividends to recommend or declare in each particular year or period.

Subject to shareholders' approval at the forthcoming AGM, the Board has recommended a final dividend of 0.1 Singapore cents per share for FY2023.

CORPORATE GOVERNANCE REPORT

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.

Provision 12.1:

The company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

Provision 12.2:

The company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Provision 12.3:

The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.

The Company is committed to keeping shareholders and the public fully informed of information that may have a material effect on the price or value of the Company through timely disclosure of information to the SGX-ST via the SGXNET, to assist investors in their investment decisions.

Accordingly, communication with shareholders are mainly made via SGXNET. This includes half-yearly and quarterly (if applicable) financial results announcements, public announcements on major developments and price-sensitive information and annual reports. Some of these documents are also made available on the Company's website.

The Company has engaged Ark Advisors Pte Ltd to assist the Company in handling the Investor Relations ("IR") matters, who focus on facilitating the communications with all stakeholders on a regular basis and attend to their queries or concerns as well as to keep the investors public apprised of the Group's corporate developments and financial performance.

The Company actively engages its stakeholders (including shareholders, fund managers, analysts and the media) through its Investor Relations consultant. The IR team conducts quarterly briefings, roadshows together with senior Management and participates in one-on-one investor meetings, investor seminars and conferences, which may be virtual or in person, to keep the market and investors apprised of its financial performance and corporate development.

The aim of such meetings is to provide investors with prompt disclosure of relevant information, provide a better understanding of the Company's operations and financial performance, and to enable investors to make informed investment decisions, as well as to solicit and understand the views of shareholders.

Management makes available its IR briefing materials to the SGX-ST through SGXNET and via the Company's corporate website at www.gvt.com.sg.

Investors can also contact the IR team by email at IR@gvt.com.sg. This email address is published on the Company's corporate website.

Online submission form is available on the Company's website which also include email addresses and contact numbers for operating companies in Singapore, Malaysia and China. It allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. Shareholders may contact the Company with questions and receive responses in a timely manner.

CORPORATE GOVERNANCE REPORT

MANAGING STAKEHOLDERS RELATIONSHIPS

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.

Provision 13.1:

The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

Provision 13.2:

The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

Provision 13.3:

The company maintains a current corporate website to communicate and engage with stakeholders.

The Board regularly engages the stakeholders through various means and communication channels. The relationships with material stakeholders have an impact on the Company's long term sustainability, service and products standards. By considering and balancing the needs and interests of material stakeholders, it would ensure the interests of the Company are best served. The material stakeholders of the Company include investors, employees, customers, government and regulators as well as the community.

The Company's website www.gvt.com.sg provides a platform to allow communication and engagement with stakeholders.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in the Company's Securities

In compliance with Rule 1207(19) of the Listing Manual, the Company has adopted an internal code of best practices on securities transactions by the Company and its officers. All Directors and officers of the Group are prohibited from dealing in the Company's securities during the period commencing one month before the announcement of the Group's half-year and full-year financial results. Officers should also not deal in the Company's securities on short term considerations and the law of insider trading has to be observed and complied with at all times when officers are in possession of unpublished price sensitive information. Directors and CEO of the Company are required to notify the Company of their dealings in the Company's securities within two business days. Reminders are sent via email to all Directors and key employees.

Interested Person Transactions ("IPT")

The Group has established internal control policies to ensure that transactions with interested persons are properly reviewed and approved, and are conducted at an arm's length commercial terms basis. Any Director who is interested in a transaction will abstain and refrain from deliberating, discussing, making recommendations and approving the transaction. The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920(1)(a) of the Listing Manual.

An interested person transactions will be properly documented and submitted to the AC for half-yearly review to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

The Group has not obtained a general mandate from shareholders for IPT. There were no interested person transactions of S\$100,000 and above during FY2023.

CORPORATE GOVERNANCE REPORT

Material Contracts

Save for the Service Agreements between the Company and the Executive Directors, there were no material contracts of the Company or its subsidiaries involving the interest of the CEO, any Director or controlling shareholder during the FY2023.

Use of Proceeds

The Company has raised net proceeds from placement of new shares amounting to S\$27.6 million (the “**Net Proceeds**”) in September 2021.

Pursuant to Rule 704(30) of the Listing Manual, the Company had, on 8 August 2023, provided an update on the utilisation of the Placement Proceeds pursuant to the intended use of as disclosed in the Placement Agreement dated on 3 September 2021 and its re-allocation of balance on 20 February 2023 and 3 March 2023. Accordingly, the net proceeds have been fully utilised, as follows:

Use of proceeds	Allocated		Utilised (announced 10-Aug-22)	Balance (announced 10-Aug-22)	Amount re-allocated (announced 20-Feb-23)	Balance after re-allocation and utilised (announced 3-Mar-23)	Utilised (announced 8-Aug-23)	Balance after re-allocation and utilised
	%	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Expansion via mergers and acquisitions, joint ventures and partnerships	40-45	11,000 to 12,400	4,500	6,500	(4,500)	-	-	-
Investing and enhancing operational and engineering capabilities	40-45	11,000 to 12,400	11,000	-	4,500	705	705	-
General working capital ⁽¹⁾	10-20	2,783 to 5,583	5,583 ⁽¹⁾	-	-	-	-	-
Total	100	27,583	21,083	6,500	-	705	705	-

⁽¹⁾ Details of working capital used:

	S\$'000
Staff cost	4,803
Directors' fees	100
Professional fees, including M&A due diligence costs	170
Rental, office expenditure and other operating expenses	510
Total	5,583

CORPORATE SOCIAL RESPONSIBILITY

We recognise that for long-term sustainability, we need to look beyond the financial parameters and strike a balance between business profitability and corporate social responsibility. We have taken various steps to play our part in contributing to the welfare of the society and communities in the environment we operate in. Hence, we support important causes such as environmental preservation, donation to the needy, and community services. We have hired certain special needs personnel under our headcount.

We regularly support various services and activities within our community. We have made donations to registered charitable organisations, installed solar panels and charging stations for electric vehicles at some of our facilities, to supplement the reduction of Group's carbon footprint.

CORPORATE GOVERNANCE REPORT

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION (Pursuant to Rule 720(6) of the Listing Manual)

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
Date of appointment	11 January 2019	17 September 2012	1 January 2024
Date of last re-appointment	27 April 2021	27 April 2022	N/A
Age	67	62	62
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on the re-appointment	<p>Joseph is a seasoned business and strategic management leader with extensive knowledge and experience in corporate governance, information technology, finance and accounting that contribute towards the core competencies of the Board.</p> <p>The Nominating Committee and the Board recommend the re-appointment of Joseph as the Independent Director, Non-Executive Chairman of the Company.</p>	<p>Mr Lee is one of the founding Directors the Group and he brings with him over 38 years of experience in the precision manufacturing and assembly industry.</p> <p>Mr Lee offers his deep-level sector knowledge, experience and leadership to the core competencies of the Board.</p> <p>The Nominating Committee and the Board recommend the re-appointment of Mr Lee as the Executive Deputy Chairman of the Company.</p>	<p>Mr Sim possesses deep knowledge of the electronics and precision engineering sectors, alongside his multiple leadership roles.</p> <p>Mr Sim offers strategic leadership and management to the core competencies of the Board.</p> <p>The Nominating Committee and the Board recommend the re-appointment of Mr Sim as the Independent Director of the Company.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive Deputy Chairman	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> Independent Non-Executive Chairman Chairman of the Audit Committee Member of the Nominating Committee Member of the Remuneration Committee 	<ul style="list-style-type: none"> Executive Deputy Chairman Member of Nominating Committee 	<ul style="list-style-type: none"> Non-Executive Independent Director

CORPORATE GOVERNANCE REPORT

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
Professional qualifications	<ul style="list-style-type: none"> • Bachelor of Commerce from the Nanyang University, Singapore • Certified Information Systems Auditor • Certified Fraud Examiner • Fellow Chartered Accountant with the Institute of Singapore Chartered Accountants • Fellow of the Association of Chartered Certified Accountants (United Kingdom) 	<ul style="list-style-type: none"> • GCE O' level 	<ul style="list-style-type: none"> • Master of Business Administration (Sloan Fellows) from Massachusetts Institute of Technology (MIT) • Post Graduate Diploma in Finance Management - Singapore Institute of Management • Bachelor of Engineering (Mechanical) - University of Newcastle • Diploma in Mechanical Engineering - Singapore Polytechnic
Working experience and occupation(s) during the past 10 years	<p>Hoe Leong Corporation Limited – Executive Chairman and CEO (2019 to 2023)</p> <p>Giti Tire (China) Investment Company Ltd – General Manager of business compliance and senior adviser on internal audit (2014 to 2018)</p> <p>GT Asia Pacific Holdings Pte Ltd – Consultant (2018 to 2019)</p>	<p>Executive Deputy Chairman of Grand Venture Technology Limited (2022 to present)</p> <p>Executive Chairman of Grand Venture Technology Limited (2012 to 2022)</p>	<p>ETLA Limited – CEO/ Managing Director (2007 to 2021)</p> <p>Frencken Group Limited – Concurrent role, Executive Director (2009 to 2016)</p>
Shareholding interest in the listed issuer and its subsidiaries	NIL	52,150,000 shares (amounting to 15.37%) in the capital of the Company.	NIL
Any relationship (including immediate family relationships with any existing Director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

CORPORATE GOVERNANCE REPORT

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
Other Principal Commitments Including Directorships	<p><u>Past (for the last 5 years):</u></p> <ul style="list-style-type: none"> ● Hoe Leong Corporation Limited ● Innovalues Limited ● Shanghai Turbo Enterprises Ltd <p><u>Present:</u> <u>Directorships:</u></p> <ul style="list-style-type: none"> ● Grand Venture Technology Limited ● Biolidics Limited ● Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited ● Lew Foundation ● Char Yong (Dabu) Foundation <p><u>Other Principal Commitments:</u> NIL</p>	<p><u>Past (for the last 5 years):</u></p> <ul style="list-style-type: none"> ● Metalbank Singapore Pte. Ltd. ● Proinvest Capital Pte. Ltd. <p><u>Present:</u> <u>Directorships:</u></p> <ul style="list-style-type: none"> ● Grand Venture Technology Limited ● Punggol 33 Pte. Ltd. ● Lee Clan General Association, Singapore <p><u>Other Principal Commitments:</u></p> <ul style="list-style-type: none"> ● Treasurer of Chung Cheng High School (Main), Chung Cheng High School (Yishun) and Nanyang Junior College ● Treasurer of Chung Cheng High School Ltd. ● Committee member of Tan Kah Kee Foundation 	<p><u>Past (for the last 5 years):</u></p> <ul style="list-style-type: none"> ● New Hope Community Service <p><u>Present:</u> <u>Directorships:</u></p> <ul style="list-style-type: none"> ● Grand Venture Technology Limited ● Nanyang Polytechnic International Pte Ltd <p><u>Other Principal Commitments:</u> NIL</p>
<p>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.</p>			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

CORPORATE GOVERNANCE REPORT

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
(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	No
(c) Whether there is any unsatisfied judgment against him?	No	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	No

CORPORATE GOVERNANCE REPORT

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No

CORPORATE GOVERNANCE REPORT

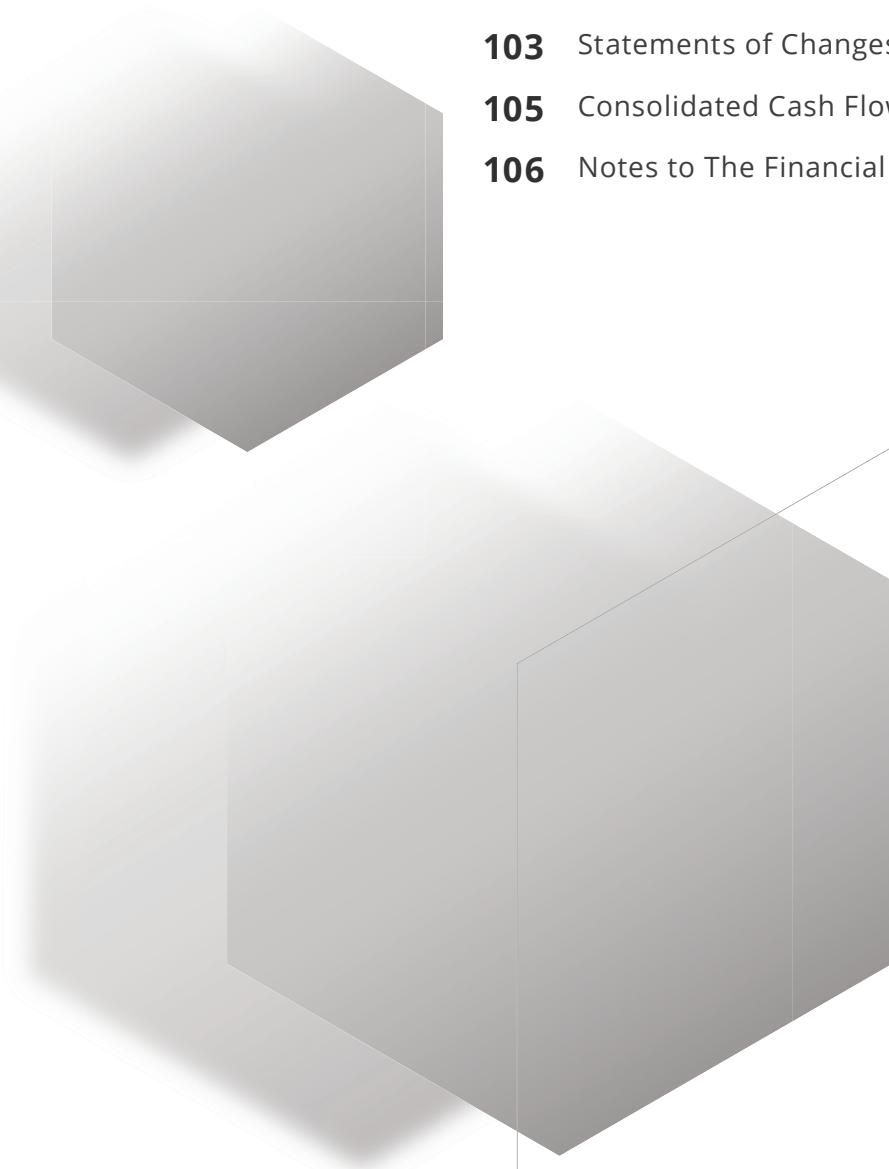
Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(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 (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No

CORPORATE GOVERNANCE REPORT

Name of Directors	Liew Yoke Pheng Joseph	Lee Tiam Nam	Sim Mong Huat
<p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No	No
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	No	No	No



Financial Statements

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DIRECTORS' STATEMENT

The directors wish to present their statement to the members together with the audited consolidated financial statements of Grand Venture Technology Limited (the “Company”) and its subsidiaries (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2023.

Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company 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 2023 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Lee Tiam Nam
Ng Wai Yuen Julian
Liew Yoke Pheng Joseph
Pong Chen Yih (Feng Zengyu)
Heng Su-Ling Mae
Loke Wai San
Sim Mong Huat (Appointed on 1 January 2024)

Arrangements to enable directors to acquire shares and debentures

Except as described under “Directors’ interests in shares and debentures”, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors’ interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors’ shareholdings required to be kept under Section 164 of the Companies Act 1967, an interest in shares of the Company as stated below:

Name of director	Direct interest			Deemed interest		
	At beginning of the year	At end of the year	At 21 January 2024	At beginning of the year	At end of the year	At 21 January 2024
The Company						
Ordinary shares						
Lee Tiam Nam	52,150,000	52,150,000	52,150,000	-	-	-
Ng Wai Yuen Julian	12,050,000	12,050,000	12,050,000	-	-	-
Loke Wai San	-	-	-	90,527,000	90,527,000	90,527,000

DIRECTORS' STATEMENT

Loke Wai San is deemed interested in the Company's shares by virtue of his shareholding in the holding company, Novo Tellus PE Fund 2, L.P..

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning or at the end of the financial year or at 21 January 2024.

Options

During the financial year:

- (a) No options have been granted by the Company to any person to take up unissued shares in the Company; and
- (b) No shares have been issued by virtue of any exercise of option to take up unissued shares of the Company.

Auditor

Ernst & Young LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Lee Tiam Nam
Director

Ng Wai Yuen Julian
Director

Singapore

25 March 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAND VENTURE TECHNOLOGY LIMITED

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Grand Venture Technology Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), which comprise the balance sheets of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("**ACRA**") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("**ACRA Code**") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Goodwill impairment assessment

As at 31 December 2023, the carrying value of the Group's goodwill is \$6,470,000 (2022: \$6,815,000) representing 3.2% (2022: 3.3%) of the Group's total assets and 6.9% (2022: 7.2%) of the Group's non-current assets. Management had identified the cash-generating units ("**CGUs**") to be the Company's subsidiaries and allocated the goodwill to these four CGUs accordingly. The recoverable values of the CGUs have been determined based on value-in-use calculations using cash flow projections approved by management. Given the magnitude of the carrying value of goodwill and goodwill impairment assessment involved significant management judgement, we considered this to be a key audit matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAND VENTURE TECHNOLOGY LIMITED

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Key audit matters (cont'd)

Goodwill impairment assessment (cont'd)

Our procedures included, amongst others, understanding management's impairment assessment process and assessing management's identification of CGUs, to which the goodwill have been allocated to. We reviewed the robustness of management's forecast by comparing previous forecasts to actual results. We discussed with the relevant senior management personnel to understand the basis for the key assumptions used in forming the estimates underpinning the assessment of the recoverable values of the CGUs. We assessed the reasonableness of the revenue growth rates by comparing them to historical performances and industry outlook and by considering information available after year end. We evaluated the key assumptions used in the impairment analysis, in particular, pre-tax discount rates and long-term growth rates. We involved our internal valuation specialists to review the reasonableness of the pre-tax discount rates and long-term growth rates by checking to comparable companies in the same industry. We reviewed management's analysis of the sensitivity of the value-in-use calculations to a reasonably possible change in the key assumptions.

We also assessed the adequacy of the disclosures in Note 12 to the consolidated financial statements.

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

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

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

Auditor's responsibilities for the audit of the financial statements

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAND VENTURE TECHNOLOGY LIMITED

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAND VENTURE TECHNOLOGY LIMITED

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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 have been properly kept in accordance with the provisions of the Act.

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

Ernst & Young LLP
Public Accountants and Chartered Accountants
Singapore

25 March 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

		Group	
	Note	2023	2022
		\$'000	\$'000
Revenue	4	111,297	131,087
Cost of sales		(83,482)	(95,287)
Gross profit		27,815	35,800
Other income	5	1,740	1,515
Selling and distribution costs		(912)	(1,349)
General and administrative expenses		(15,228)	(14,798)
Other operating expenses		(4,991)	(4,930)
Finance costs	6	(2,349)	(2,354)
Profit before tax	7	6,075	13,884
Income tax expense	8	(531)	(559)
Profit after tax		5,544	13,325
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Currency transaction differences arising from consolidation of foreign operations		(3,999)	(5,032)
Total comprehensive income for the financial year attributable to owners of the Company		1,545	8,293
Earnings per share (cents per share)			
- Basic and diluted	9	1.63	3.94

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Non-current assets					
Property, plant and equipment	10	83,549	84,408	14,057	16,332
Investments in subsidiaries	13	-	-	50,334	45,796
Intangible assets	12	9,455	10,191	-	-
Loans to subsidiaries	18	-	-	3,112	6,150
Deferred tax assets	14	778	644	-	-
		<u>93,782</u>	<u>95,243</u>	<u>67,503</u>	<u>68,278</u>
Current assets					
Cash and bank balances	15	19,148	23,148	11,714	13,149
Trade and other receivables	16	30,640	32,003	13,624	14,376
Prepayments		3,035	3,042	200	2,161
Forward contract	19	45	-	33	-
Inventories	17	56,728	50,637	13,882	12,840
Loans to subsidiaries	18	-	-	4,900	5,400
		<u>109,596</u>	<u>108,830</u>	<u>44,353</u>	<u>47,926</u>
Total assets		<u>203,378</u>	<u>204,073</u>	<u>111,856</u>	<u>116,204</u>
Current liabilities					
Trade and other payables	20	26,230	23,183	6,061	8,380
Loans and borrowings	21	20,785	18,682	2,800	3,234
Lease liabilities	11	2,200	2,358	35	33
Deferred income	22	266	236	247	236
Forward contract	19	-	116	-	116
Provision for income tax		156	15	232	255
		<u>49,637</u>	<u>44,590</u>	<u>9,375</u>	<u>12,254</u>
Net current assets		<u>59,959</u>	<u>64,240</u>	<u>34,978</u>	<u>35,672</u>
Non-current liabilities					
Loans and borrowings	21	28,225	32,285	10,073	12,875
Lease liabilities	11	4,645	6,599	1,500	1,535
Deferred income	22	716	773	716	773
Deferred tax liabilities	14	1,544	1,742	472	177
		<u>35,130</u>	<u>41,399</u>	<u>12,761</u>	<u>15,360</u>
Total liabilities		<u>84,767</u>	<u>85,989</u>	<u>22,136</u>	<u>27,614</u>
Net assets		<u>118,611</u>	<u>118,084</u>	<u>89,720</u>	<u>88,590</u>
Equity attributable to owners of the Company					
Share capital	23	87,590	87,590	87,590	87,590
Currency translation reserve		(10,029)	(6,030)	-	-
Retained earnings		41,050	36,524	2,130	1,000
Total equity		<u>118,611</u>	<u>118,084</u>	<u>89,720</u>	<u>88,590</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Group	Note	Share capital \$'000	Currency translation reserve \$'000	Share-based payment reserve \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2022		78,926	(998)	764	25,913	104,605
<i>Transactions with owners, recognised directly in equity</i>						
Issuance of shares	23	8,664	-	(764)	-	7,900
Dividends paid	30	-	-	-	(2,714)	(2,714)
Total		8,664	-	(764)	(2,714)	5,186
<i>Total comprehensive income for the year</i>						
Profit for the year		-	-	-	13,325	13,325
Other comprehensive income for the year		-	(5,032)	-	-	(5,032)
Total comprehensive income for the year		-	(5,032)	-	13,325	8,293
At 31 December 2022		87,590	(6,030)	-	36,524	118,084
At 1 January 2023		87,590	(6,030)	-	36,524	118,084
<i>Transactions with owners, recognised directly in equity</i>						
Dividends paid	30	-	-	-	(1,018)	(1,018)
Total		-	-	-	(1,018)	(1,018)
<i>Total comprehensive income for the year</i>						
Profit for the year		-	-	-	5,544	5,544
Other comprehensive income for the year		-	(3,999)	-	-	(3,999)
Total comprehensive income for the year		-	(3,999)	-	5,544	1,545
At 31 December 2023		87,590	(10,029)	-	41,050	118,611

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Company	Note	Share capital \$'000	Share-based payment reserve \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2022		78,926	764	(742)	78,948
<i>Transactions with owners, recognised directly in equity</i>					
Issuance of shares	23	8,664	(764)	-	7,900
Dividends paid	30	-	-	(2,714)	(2,714)
Total		8,664	(764)	(2,714)	5,186
<i>Total comprehensive income for the year</i>					
Profit for the year, representing total comprehensive income for the year		-	-	4,456	4,456
At 31 December 2022		87,590	-	1,000	88,590
At 1 January 2023		87,590	-	1,000	88,590
<i>Transactions with owners, recognised directly in equity</i>					
Dividends paid	30	-	-	(1,018)	(1,018)
Total		-	-	(1,018)	(1,018)
<i>Total comprehensive income for the year</i>					
Profit for the year, representing total comprehensive income for the year		-	-	2,148	2,148
At 31 December 2023		87,590	-	2,130	89,720

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 \$'000	2022 \$'000
Operating activities			
Profit before tax		6,075	13,884
Adjustments for:			
Depreciation of property, plant and equipment	7,10	14,201	13,443
Amortisation of intangible assets	7,12	391	530
Inventories written down	7,17	-	68
Net (gain)/loss on disposal of property, plant and equipment	7	(11)	62
Amortisation of deferred income	5,22	(513)	(241)
Interest income	5	(150)	(53)
Interest expense	6	2,349	2,354
Provision for sales rebates	7	360	408
Unrealised foreign exchange gain		(205)	(496)
Operating cash flows before changes in working capital		22,497	29,959
Decrease in trade and other receivables		383	2,680
Increase in inventories		(8,793)	(2,882)
Decrease in prepayments		815	768
Increase/(decrease) in trade and other payables		3,666	(13,500)
Cash flows generated from operations		18,568	17,025
Income tax paid		(696)	(1,298)
Interest received		150	53
Interest paid		(2,349)	(2,354)
Net cash flows generated from operating activities		15,673	13,426
Investing activities			
Purchases of property, plant and equipment	10	(10,235)	(9,733)
Capital expenditure grant received	22	486	733
Proceeds from disposal of property, plant and equipment		16	83
Net cash outflow on acquisition of business		-	(6,879)
Net cash flows used in investing activities		(9,733)	(15,796)
Financing activities			
Proceeds from loans and borrowings		15,265	4,038
Repayment of loans and borrowings		(13,787)	(11,522)
Repayment of trade financing		(3,001)	(3,080)
Repayment of hire purchases	21	(4,603)	(4,758)
Payment of principal portion of lease liabilities	21	(2,403)	(2,067)
Dividends paid to shareholders	30	(1,018)	(2,714)
Decrease in placement of short-term fixed deposits		7	169
Net cash flows used in financing activities		(9,540)	(19,934)
Net decrease in cash and cash equivalents		(3,600)	(22,304)
Effect of foreign exchange rate changes, net		(366)	(732)
Cash and cash equivalents at the beginning of the year		23,054	46,090
Cash and cash equivalents at the end of the year	15	19,088	23,054

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1. Corporate information

The Company (Registration No. 201222831E) was incorporated in Singapore with its principal place of business and registered office at 2 Changi North Street 1, Singapore 498828. The Company is listed on the Mainboard of Singapore Exchange Securities Trading Limited.

The principal activities of the Group and the Company are that of manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and the statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”).

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (“SGD” or “\$”) and all values in the tables are rounded to the nearest thousand (“\$’000”), except when otherwise indicated.

The financial statements of the Group and the Company have been prepared on the basis that it will continue to operate as a going concern.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those previously applied except that in the current financial year, the Group has adopted all the SFRS(I) which are effective for annual financial periods beginning on or after 1 January 2023. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods on or after
Amendments to SFRS(I) 1-1: <i>Presentation of Financial Statements – Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 1-1: <i>Presentation of Financial Statements – Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 1-21: <i>The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability</i>	1 January 2025

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting dates as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.4 Basis of consolidation and business combinations (cont'd)

(b) Business combinations and goodwill (cont'd)

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.5 Foreign currency

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) Consolidated financial statements

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.6 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Freehold properties	-	50 years
Leasehold land	-	20 to 60 years
Leasehold properties	-	3 to 33 years
Plant, machinery and equipment	-	5 to 10 years
Furniture and fittings	-	5 to 10 years
Office equipment	-	3 to 10 years
Motor vehicle	-	5 to 10 years

Freehold land has an unlimited useful life and therefore is not depreciated.

Construction-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

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

2.7 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Amortisation for customer relationship is calculated on a straight-line basis over the estimated useful lives of 5 to 10 years.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.7 Intangible assets (cont'd)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

2.8 Impairment of non-financial assets

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

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.9 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's balance sheet, investment in subsidiaries are accounted for at cost less impairment losses.

2.10 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instruments.

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

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.10 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are measured using the effective interest rate method, less impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired, and through amortisation process.

The Group's financial assets at amortised cost are disclosed in Note 16 to the financial statements.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received is recognised in profit or loss.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

Financial liabilities not designated at fair value through profit or loss

After initial recognition, financial liabilities that are not carried at fair value through profit and loss are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.11 Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a “12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a “lifetime ECL”).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short term deposits, that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials: costs of purchase on a first-in first-out basis.
- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

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

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.

2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.15 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Government grants shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as "Other income". Alternatively, they are deducted in reporting the related expenses.

Where the grant relates to an asset, the fair value is recognised as deferred income on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as additional government grant.

2.16 Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2.17 Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.17 Leases (cont'd)

Group as a lessee (cont'd)

(a) Right-of-use assets (cont'd)

If the ownership of the leased assets transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment under Note 2.8 to the financial statements.

The Group's right-of-use assets are presented within property, plant and equipment in Note 10 to the financial statements.

(b) Lease liabilities

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

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

(c) Short-term leases and leases of low-value assets

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

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in income in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as income in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.18 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) Sale of goods

The Group manufactures and sells components, modules and system assemblies.

Revenue is recognised at the point in time when control over the goods has been transferred to the customer, usually on delivery of goods and acceptance by the customer. The goods are sold with retrospective sales rebates based on sales over a period of time.

The amount of revenue recognised is based on the expected transaction price, which comprises the contractual price, net of estimated sales rebates.

The Group recognises the expected sales rebates payable to customers as a provision.

(b) Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

2.19 Income taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income ("OCI") or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.19 Income taxes (cont'd)

(b) Deferred tax (cont'd)

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. Material accounting policy information (cont'd)

2.20 Share capital and share issuance expenses

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

2.21 Share-based payments

Employees of the Group receive remuneration in the form of equity instruments as consideration for services rendered. The cost of these equity-settled share-based payment transactions with employees is measured by reference to the fair value, which is the market price of the shares transacted at grant date. This cost is recognised in profit or loss, with a corresponding increase in equity (share-based payment reserve), over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest.

2.22 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

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

3. Significant accounting estimates and judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are disclosed as below. The Group based its assumptions and estimates on parameters available when financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

When making assessments of key assumptions concerning the future and other key sources of estimation uncertainty, the Group continues to consider the existing and anticipated effects of the outbreak on its existing business model, business activities and related risks.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. Significant accounting estimates and judgements (cont'd)

3.1 Key sources of estimation uncertainty (cont'd)

Goodwill impairment assessment (cont'd)

As disclosed in Note 12 of the financial statements, the recoverable amounts of the cash generating units, which goodwill have been allocated to, are determined based on value-in-use calculations. The value-in-use calculations are based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate and the long-term growth rate used for the discounted cash flow model. The key assumptions applied in the determination of the value-in-use, are disclosed and further explained in Note 12 to the financial statements.

The carrying amount of goodwill on consolidation is \$6,470,000 (2022: \$6,815,000).

4. Revenue

Revenue represents sales of goods to customers, net of sales rebates, and are recognised at point in time.

The disaggregation of revenue by operating segments and geographical location are set out in Note 29 to the financial statements.

5. Other income

	Group	
	2023 \$'000	2022 \$'000
Amortisation of deferred income	513	241
Proceeds from scrapped materials	466	495
Government grants	347	337
Rental income	157	230
Interest income	150	53
Utilities charged to tenants	96	159
Gain on disposal of property, plant and equipment	11	-
	1,740	1,515

Interest income of the Group mainly relates to interest income earned on fixed deposits.

6. Finance costs

	Group	
	2023 \$'000	2022 \$'000
Interest expense on:		
Bank loans	1,539	1,314
Hire purchases	360	459
Interest expense on lease liabilities	408	456
Trade financing	42	125
	2,349	2,354

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

7. Profit before tax

The following items have been included in arriving at profit before tax:

	Note	Group 2023 \$'000	Group 2022 \$'000
Employee benefits expenses			
- Salaries and bonuses		27,144	24,778
- Defined contribution plan		3,434	3,189
- Other benefits		1,577	2,690
Depreciation of property, plant and equipment	10	14,201	13,443
Amortisation of intangible assets	12	391	530
Provision for sales rebates		360	408
Foreign exchange loss, net		405	177
Operating lease expenses for short-term leases	11	393	176
Inventories written down		-	68
Net (gain)/loss on disposal of property, plant and equipment		(11)	62

8. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2023 and 2022 are:

	Group 2023 \$'000	Group 2022 \$'000
Current income tax		
- Current income tax	644	1,204
- Under/(over) provision in respect of prior years	192	(282)
	836	922
Deferred tax		
- Origination and reversal of temporary differences	(378)	74
- Under/(over) provision in respect of prior years	73	(437)
	(305)	(363)
Income tax expense recognised in profit or loss	531	559

Domestic income tax is calculated at 17% (2022: 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. Income tax expense (cont'd)

Relationship between tax expense and accounting profit

A reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2023 and 2022 is as follows:

	Group	
	2023	2022
	\$'000	\$'000
Profit before tax	6,075	13,884
Tax at the domestic rates applicable to profit in the countries where the Group operates	1,314	3,041
Non-deductible expenses	334	377
Income not subject to taxation	(52)	(312)
Effects of partial tax exemption and tax relief	(1,330)	(1,828)
Under/(over) provision of current income tax in respect of prior years	192	(282)
Under/(over) provision of deferred income tax in respect of prior years	73	(437)
Income tax expense recognised in profit or loss	531	559

The tax position of certain financial years of a subsidiary of the Group is in the midst of tax audits by the local tax authority. The Group has assessed that no further adjustments are required to be made to its tax position at this juncture.

9. Earnings per share

	2023	2022
	\$'000	\$'000
Profit for the year, net of tax, attributable to owners of the Company used in the computation of basic and diluted earnings per share	5,544	13,325
Weighted average number of ordinary shares for basic and diluted earnings per share computation	339,289,000	337,964,000
Basic and diluted earnings per share ("EPS") (Singapore cents)	1.63	3.94

Basic earnings per share are calculated by dividing profit for the year, net of tax, attributable to the owners of the Company by the weighted average number of shares held by the owners of the Company.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. Property, plant and equipment

Group	Leasehold properties \$'000	Leasehold land \$'000	Freehold property \$'000	Freehold land \$'000	Plant, machinery and equipment \$'000			Furniture and fittings \$'000	Office equipment \$'000	Motor vehicle \$'000	Construction- in-progress \$'000	Total \$'000
					Plant, machinery and equipment \$'000	Furniture and fittings \$'000	Office equipment \$'000					
Cost:												
At 1 January 2022	22,916	3,747	-	-	56,898	7,905	3,309	526	916			96,217
Acquisition of subsidiaries	5,664	-	1,348	299	10,917	599	881	324	25			20,057
Additions	2,180	3,590	-	-	13,159	2,274	1,348	139	10,977			33,667
Disposals	-	-	-	-	(466)	(101)	(79)	(64)	-			(710)
Written-off	-	-	-	-	(20)	-	(7)	-	-			(27)
Transfers	142	2	-	-	615	2,527	76	-	(3,362)			-
Translation differences	(1,459)	(215)	(16)	(17)	(4,163)	(618)	(212)	(56)	(296)			(7,052)
At 31 December 2022 and 1 January 2023	29,443	7,124	1,332	282	76,940	12,586	5,316	869	8,260			142,152
Additions	250	-	-	-	2,427	2,004	681	104	10,861			16,327
Lease modification	540	-	-	-	-	-	-	-	-			540
Disposals	-	-	-	-	(44)	-	(14)	(90)	-			(148)
Transfers	3,112	-	-	-	-	764	-	-	(3,876)			-
Translation differences	(989)	(313)	(15)	(16)	(3,259)	(527)	(189)	(49)	(596)			(5,953)
At 31 December 2023	32,356	6,811	1,317	266	76,064	14,827	5,794	834	14,649			152,918

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

Group	Leasehold properties	Leasehold land	Freehold property	Freehold land	Plant, machinery and equipment	Furniture and fittings	Office equipment	Motor vehicle	Construction-in-progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Accumulated depreciation:										
At 1 January 2022	7,490	297	-	-	27,403	2,349	1,895	423	-	39,857
Acquisition of subsidiaries	512	-	98	-	5,675	525	627	266	-	7,703
Charge for the year	2,562	141	8	-	8,466	1,395	796	75	-	13,443
Disposals	-	-	-	-	(349)	(85)	(71)	(60)	-	(565)
Written-off	-	-	-	-	(17)	-	(5)	-	-	(22)
Transfers	-	-	-	-	(327)	345	(18)	-	-	-
Translation differences	(328)	(9)	(6)	-	(1,964)	(205)	(117)	(43)	-	(2,672)
At 31 December 2022 and 1 January 2023	10,236	429	100	-	38,887	4,324	3,107	661	-	57,744
Lease modification	(6)	-	-	-	-	-	-	-	-	(6)
Charge for the year	2,771	163	13	-	8,594	1,712	868	80	-	14,201
Disposals	-	-	-	-	(44)	-	(9)	(90)	-	(143)
Translation differences	(276)	(12)	(6)	-	(1,798)	(185)	(113)	(37)	-	(2,427)
At 31 December 2023	12,725	580	107	-	45,639	5,851	3,853	614	-	69,369
Carrying amount:										
At 31 December 2022	19,207	6,695	1,232	282	38,053	8,262	2,209	208	8,260	84,408
At 31 December 2023	19,631	6,231	1,210	266	30,425	8,976	1,941	220	14,649	83,549

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

Company	Leasehold property \$'000	Leasehold land \$'000	Plant, machinery and equipment \$'000	Furniture and fittings \$'000	Office equipment \$'000	Total \$'000
Cost:						
At 1 January 2022	10,810	1,681	13,039	2,579	1,457	29,566
Additions	-	-	1,782	159	508	2,449
Disposals	-	-	(1,388)	-	-	(1,388)
At 31 December 2022 and 1 January 2023	10,810	1,681	13,433	2,738	1,965	30,627
Additions	-	-	96	145	108	349
Disposals	-	-	(16)	-	(14)	(30)
At 31 December 2023	10,810	1,681	13,513	2,883	2,059	30,946
Accumulated depreciation:						
At 1 January 2022	5,040	186	5,995	812	863	12,896
Charge for the year	238	62	1,759	269	369	2,697
Written-off	-	-	(1,298)	-	-	(1,298)
At 31 December 2022 and 1 January 2023	5,278	248	6,456	1,081	1,232	14,295
Charge for the year	238	62	1,681	256	382	2,619
Disposals	-	-	(16)	-	(9)	(25)
At 31 December 2023	5,516	310	8,121	1,337	1,605	16,889
Carrying amount:						
At 31 December 2022	5,532	1,433	6,977	1,657	733	16,332
At 31 December 2023	5,294	1,371	5,392	1,546	454	14,057

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

During the year, the Group acquired plant, machinery and equipment with an aggregate cost of \$2,144,000 (2022: \$3,821,000) by means of hire purchases and \$3,928,000 (2022: \$14,191,000) by means of term loan. The net cash outflow on acquisition of property, plant and equipment amounted to \$10,235,000 (2022: \$9,733,000).

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 11 to the financial statements.

The carrying amount of plant, machinery and equipment, motor vehicles and office equipment under hire purchases at the end of the year as disclosed under Note 21 are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Plant, machinery and equipment	8,800	11,132	3,254	3,443
Motor vehicles	-	4	-	-
Office equipment	40	48	-	-
	<u>8,840</u>	<u>11,184</u>	<u>3,254</u>	<u>3,443</u>

Assets pledged as security

The carrying amount of the Group's and the Company's property, plant and equipment which are mortgaged to secure the Group's and the Company's bank loans as disclosed in Note 21 to the financial statements are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Land and building	19,482	11,831	5,294	5,532
Plant, machinery and equipment	5,458	6,523	-	-
Construction-in-progress	5,131	6,003	-	-
	<u>30,071</u>	<u>24,357</u>	<u>5,294</u>	<u>5,532</u>

11. Leases

Group as a lessee

The Group has lease contracts for leasehold land and properties used for its operations. Leasehold land generally have a lease term of 20 to 60 years, while leasehold properties generally have lease terms between 3 to 33 years.

The Group also has leases of dormitories for its employees with lease terms of 12 months or less. The Group applies the "short-term lease" recognition exemptions for these leases.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. Leases (cont'd)

Group as a lessee (cont'd)

Right-of-use assets

The carrying amounts and movements of the Group's and the Company's right-of-use assets during the year are as follows:

Group	Leasehold properties \$'000	Leasehold land \$'000	Total \$'000
Cost:			
At 1 January 2022	22,916	3,747	26,663
Acquisition of subsidiaries	5,664	-	5,664
Additions	2,180	3,590	5,770
Transfers	142	2	144
Translation differences	(1,459)	(215)	(1,674)
	<hr/>	<hr/>	<hr/>
At 31 December 2022 and 1 January 2023	29,443	7,124	36,567
Additions	250	-	250
Lease modification	540	-	540
Transfers	3,112	-	3,112
Translation differences	(989)	(313)	(1,302)
At 31 December 2023	<hr/>	<hr/>	<hr/>
	32,356	6,811	39,167
Accumulated depreciation:			
At 1 January 2022	7,490	297	7,787
Acquisition of subsidiaries	512	-	512
Charge for the year	2,562	141	2,703
Translation differences	(328)	(9)	(337)
	<hr/>	<hr/>	<hr/>
At 31 December 2022 and 1 January 2023	10,236	429	10,665
Lease modification	(6)	-	(6)
Charge for the year	2,771	163	2,934
Translation differences	(276)	(12)	(288)
At 31 December 2023	<hr/>	<hr/>	<hr/>
	12,725	580	13,305
Carrying amount:			
At 31 December 2022	<hr/>	<hr/>	<hr/>
	19,207	6,695	25,902
At 31 December 2023	<hr/>	<hr/>	<hr/>
	19,631	6,231	25,862

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. Leases (cont'd)

Group as a lessee (cont'd)

Right-of-use assets (cont'd)

Company	Leasehold property \$'000	Leasehold land \$'000	Total \$'000
Cost:			
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	10,810	1,681	12,491
Accumulated depreciation:			
At 1 January 2022	5,040	186	5,226
Charge for the year	238	62	300
At 31 December 2022 and 1 January 2023	5,278	248	5,526
Charge for the year	238	62	300
At 31 December 2023	5,516	310	5,826
Carrying amount:			
At 31 December 2022	5,532	1,433	6,965
At 31 December 2023	5,294	1,371	6,665

Lease liabilities

The carrying amounts and movements of the Group's and the Company's lease liabilities during the year were as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
At 1 January	8,957	5,629	1,568	1,598
Acquisition of subsidiaries	-	5,197	-	-
Additions	20	983	-	-
Accretion of interest	408	456	90	93
Payments	(2,811)	(2,523)	(123)	(123)
Lease modification	546	-	-	-
Translation differences	(275)	(785)	-	-
At 31 December	6,845	8,957	1,535	1,568
Current	2,200	2,358	35	33
Non-current	4,645	6,599	1,500	1,535
	6,845	8,957	1,535	1,568

The maturity analysis of lease liabilities is disclosed in Note 27 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. Leases (cont'd)

Group as a lessee (cont'd)

The following are the amounts recognised in profit or loss:

	Note	Group	
		2023 \$'000	2022 \$'000
Depreciation of right-of-use assets		2,934	2,703
Interest expense on lease liabilities	6	408	456
Operating lease expense relating to short-term leases (included in other operating expenses)	7	393	176
Total amount recognised in profit or loss		<u>3,735</u>	<u>3,335</u>

During the year, the Group's total cash outflows relating to short-term leases and repayment of principal and interest portion of lease liabilities amounted to \$3,204,000 (2022: \$2,699,000).

As at 31 December 2023 and 2022, there are no future cash outflows relating to leases that have yet to commence.

Group as a lessor

The Group leased out certain areas of its office premises, which have ended during the financial year.

The future minimum lease payments receivable under these non-cancellable operating leases as at 31 December 2022 are as follows:

	Group and Company 2022 \$'000
Not later than one year	105
Later than one year but not later than five years	-
	<u>105</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. Intangible assets

Group	Customer relationship \$'000	Goodwill \$'000	Total \$'000
Cost:			
At 1 January 2022	1,244	1,872	3,116
Acquisition of subsidiaries	3,763	5,478	9,241
Translation differences	-	(535)	(535)
At 31 December 2022 and 1 January 2023	5,007	6,815	11,822
Acquisition of subsidiaries	-	-	-
Translation differences	-	(345)	(345)
At 31 December 2023	5,007	6,470	11,477
Accumulated amortisation:			
At 1 January 2022	1,101	-	1,101
Amortisation for the year	530	-	530
At 31 December 2022 and 1 January 2023	1,631	-	1,631
Amortisation for the year	391	-	391
At 31 December 2023	2,022	-	2,022
Carrying amount:			
At 31 December 2022	3,376	6,815	10,191
At 31 December 2023	2,985	6,470	9,455

Customer relationship

Customer relationship have an average remaining amortisation period of 9.7 years (2022: 10.2 years).

Impairment testing of goodwill

Goodwill acquired through business combinations are attributable to the acquisition of the Company's subsidiaries (Note 13), which are also considered as cash-generating units ("CGUs") for impairment testing as follows:

	2023 \$'000	2022 \$'000
Formach Asia Sdn. Bhd. ("Formach")	2,894	3,070
Grand Venture Technology (Suzhou) Limited ("GVT SL") (formerly known as J-Dragon Tech (Suzhou) Co., Ltd)	1,920	1,998
Grand Venture Technology Sdn. Bhd. ("GVT MY")	1,208	1,282
Grand Venture Technology (Suzhou) Co., Ltd. ("GVT SZ")	448	465
	6,470	6,815

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. Intangible assets (cont'd)

Impairment testing of goodwill (cont'd)

The recoverable amounts of the CGUs have been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering a five-year period. The pre-tax discount rate applied to the cash flow projections are as follows:

	Pre-tax discount rates	
	2023	2022
Formach	12.2%	12.2%
GVT SL	11.8%	12.6%
GVT MY	14.2%	14.2%
GVT SZ	13.0%	13.9%

The long-term growth rates assumed were the same at 2.0% for the years ended 31 December 2023 and 2022.

Key assumptions used in the value-in-use calculations

The calculations of value-in-use for the CGUs are most sensitive to the following assumptions:

Long-term growth rates – These are used to extrapolate cash flow projections beyond the period covered by the most recent budgets and are based on management's assessment of the markets and do not exceed the long-term average growth rate for the industries relevant to the CGU.

Pre-tax discount rates – Discount rate reflect the current market assessment of the risk specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. In determining appropriate discount rates, consideration has been given to the weighted average cost of capital ("**WACC**") of the entity. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumption

Management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the CGU to materially exceed its recoverable amounts.

Accordingly, no impairment loss on goodwill was recognised for the financial years ended 31 December 2023 and 31 December 2022 as their recoverable values were in excess of their carrying values.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13. Investments in subsidiaries

	Company	
	2023 \$'000	2022 \$'000
Unquoted shares, at cost:		
At 1 January	45,796	15,492
Issuance of shares for acquisition of subsidiaries	-	30,304
Additional paid-up capital	4,538	-
At 31 December	<u>50,334</u>	<u>45,796</u>

Composition of the Group

The Group has the following investments in subsidiaries as at the financial years ended 31 December 2023 and 2022:

Name of subsidiaries	Principal activities (Principal place of business)	Proportion of ownership interest	
		2023 %	2022 %
Held by the Company			
Grand Venture Technology Sdn. Bhd.	Manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly (Malaysia, Penang)	100	100
Grand Venture Technology (Penang) Sdn. Bhd.	Manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly (Malaysia, Penang)	100	100
Formach Asia Sdn. Bhd.	Manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly (Malaysia, Johor)	100	100
Grand Venture Technology (Suzhou) Co., Ltd.	Manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly (China, Suzhou)	100	100
Grand Venture Technology (Suzhou) Limited	Manufacturing ultra-precision machining parts, modules, complex sheet metal and mechatronics assembly (China, Suzhou)	100	100

The subsidiaries are audited by member firms of EY Global in the respective countries.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. Deferred tax

Movements in deferred tax during the year are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Deferred tax assets:				
At 1 January	644	333	-	-
Credited to profit or loss	156	342	-	-
Translation differences	(22)	(31)	-	-
At 31 December	778	644	-	-
Deferred tax liabilities:				
At 1 January	(1,742)	(836)	(177)	(216)
Acquisition of subsidiaries	-	(980)	-	-
Credited/(charged) to profit or loss	149	21	(295)	39
Translation differences	49	53	-	-
At 31 December	(1,544)	(1,742)	(472)	(177)

Deferred tax assets and liabilities as at 31 December relate to the following:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Deferred tax assets:				
Tax incentive	-	42	-	-
Losses available for offsetting against future taxable income	372	290	-	-
Others	406	312	-	-
	778	644	-	-
Deferred tax liabilities:				
Net book value of qualifying fixed assets in excess of tax written-down value	(1,544)	(1,416)	(472)	(177)
Others	-	(326)	-	-
	(1,544)	(1,742)	(472)	(177)

At the end of the reporting period, the Group has tax losses of approximately \$2,480,000 (2022: \$1,933,000) that are available for offset against future taxable profits of the companies in which the losses arose. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. The tax losses have no expiry date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. Cash and bank balances

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Cash at banks and on hand	19,088	23,054	11,714	13,149
Short-term fixed deposits	60	94	-	-
	<u>19,148</u>	<u>23,148</u>	<u>11,714</u>	<u>13,149</u>

Cash at banks earns interest at floating rates based on the daily bank deposit rates. Short-term fixed deposits carry interest at the rate of 2.3% (2022: 1.6% to 3.9%) per annum and are made for a period of 12 months (2022: 12 months).

Cash and cash equivalents denominated in respective entities' foreign currencies as at 31 December are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
United States Dollar	<u>8,297</u>	<u>8,174</u>	<u>4,334</u>	<u>3,035</u>

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2023 \$'000	2022 \$'000
Cash and bank balances	19,148	23,148
Less: Short-term fixed deposits	(60)	(94)
Cash and cash equivalents	<u>19,088</u>	<u>23,054</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. Trade and other receivables

	Note	Group		Company	
		2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Trade receivables:					
Third parties		29,258	30,838	11,543	11,930
Net input tax		247	-	5	-
		<u>29,505</u>	<u>30,838</u>	<u>11,548</u>	<u>11,930</u>
Other receivables:					
Deposits		910	886	240	240
Other receivables		225	279	7	23
Amounts due from subsidiaries		-	-	1,829	2,183
		<u>1,135</u>	<u>1,165</u>	<u>2,076</u>	<u>2,446</u>
Total trade and other receivables		30,640	32,003	13,624	14,376
Less: Net input tax		(247)	-	(5)	-
Add: Cash and bank balances	15	19,148	23,148	11,714	13,149
Add: Loans to subsidiaries	18	-	-	8,012	11,550
Total financial assets carried at amortised cost		<u>49,541</u>	<u>55,151</u>	<u>33,345</u>	<u>39,075</u>

Trade receivables

Trade receivables are unsecured, non-interest bearing and are generally on 60 to 90 days (2022: 60 to 90 days) terms. They are recognised at their original invoiced amounts which represent their fair values on initial recognition.

Trade receivables denominated in respective entities' foreign currencies as at 31 December are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
United States Dollar	22,294	23,841	9,766	10,986

Amounts due from subsidiaries

Amounts due from subsidiaries are unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Allowance for expected credit losses

As at 31 December 2023 and 2022, the allowance for expected credit losses on trade receivables is \$13,000 (2022: \$13,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17. Inventories

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Balance sheet:				
Raw materials	11,974	10,215	2,096	1,624
Work-in-progress	23,043	24,352	2,797	4,419
Finished goods	21,711	16,070	8,989	6,797
Total inventories at lower of cost and net realisable value	<u>56,728</u>	<u>50,637</u>	<u>13,882</u>	<u>12,840</u>
Income statement:				
Inventories recognised as an expense in cost of sales	82,910	94,480		
Inclusive of the following:				
- Inventories written down	<u>-</u>	<u>68</u>		

18. Loans to subsidiaries

Company	2023		2022	
	Maturity	\$'000	Maturity	\$'000
Current:				
Loans to subsidiaries	2024	<u>4,900</u>	2023	<u>5,400</u>
Non-current:				
Loans to subsidiaries	2025-2026	<u>3,112</u>	2024-2025	<u>6,150</u>

Loans to subsidiaries (current)

The loans to subsidiaries (current) are unsecured, repayable on demand, bear interest at 3.0% (2022: 3.0%) per annum, and are to be settled in cash.

Loans to subsidiaries (non-current)

The loans to subsidiaries (non-current) are unsecured, repayable between years 2025 to 2026, bear interest at 3.0% (2022: 3.0%) per annum, and are to be settled in cash.

Accordingly, the loans to subsidiaries have been classified as non-current assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

19. Forward contract

	Notional amount \$'000	Group				
		2023		2022		
		Assets \$'000	Liabilities \$'000	Notional amount \$'000	Assets \$'000	Liabilities \$'000
Forward contract	2,155	45	-	8,145	-	116

	Notional amount \$'000	Company				
		2023		2022		
		Assets \$'000	Liabilities \$'000	Notional amount \$'000	Assets \$'000	Liabilities \$'000
Forward contract	1,352	33	-	8,145	-	116

Forward currency contracts are used to hedge foreign currency risk arising from the Group's sales and purchases denominated in United States Dollar ("USD") for which firm commitments existed at the end of the reporting period, extending to March 2024 (2022: June 2023).

20. Trade and other payables

	Note	Group		Company	
		2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Trade payables:					
Third parties		14,500	9,824	1,964	1,672
Amounts due to subsidiaries		-	-	2,077	2,418
Net output tax		-	145	-	91
		14,500	9,969	4,041	4,181
Other payables:					
Other payables		7,030	6,720	282	711
Accrued operating expenses		4,700	4,750	1,738	1,763
Amounts due to related parties		-	1,695	-	1,695
Rental deposits received		-	49	-	30
		11,730	13,214	2,020	4,199
Total trade and other payables		26,230	23,183	6,061	8,380
Less: Net output tax		-	(145)	-	(91)
Add: Lease liabilities	11	6,845	8,957	1,535	1,568
Add: Loans and borrowings	21	49,010	50,967	12,873	16,109
Total financial liabilities carried at amortised cost		82,085	82,962	20,469	25,966

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. Trade and other payables (cont'd)

Trade payables

Trade payables are unsecured, non-interest bearing and are normally settled on 30 to 60 days (2022: 30 to 60 days) terms.

Trade payables are denominated in the following currencies:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
United States Dollar	3,185	1,863	2,934	2,895

21. Loans and borrowings

Group	2023		2022	
	Maturity	\$'000	Maturity	\$'000
Current:				
Hire purchases	2024	3,350	2023	3,997
Bank loans:				
Bankers' acceptances	2024	1,463	2023	1,899
Term loans in SGD	2024	2,073	2023	2,043
Term loans in MYR	2024	2,533	2023	1,874
Short-term loans in RMB	2024	10,677	2023	8,869
Working capital loan	2024	689	2023	-
		<u>20,785</u>		<u>18,682</u>
Non-current:				
Hire purchases	2025	1,896	2024	4,009
Bank loans:				
Term loans in SGD	2025-2035	9,840	2024-2035	11,913
Term loans in MYR	2025-2042	16,489	2024-2042	16,363
		<u>28,225</u>		<u>32,285</u>
Company				
	2023		2022	
	Maturity	\$'000	Maturity	\$'000
Current:				
Hire purchases	2024	727	2023	1,191
Bank loans:				
Term loans in SGD	2024	2,073	2023	2,043
		<u>2,800</u>		<u>3,234</u>
Non-current:				
Hire purchases	2025-2026	233	2024-2025	962
Bank loans:				
Term loans in SGD	2025-2035	9,840	2024-2035	11,913
		<u>10,073</u>		<u>12,875</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

21. Loans and borrowings (cont'd)

Bankers' acceptances (secured)

Bankers' acceptances are denominated in Malaysian Ringgit ("MYR"), and bears interest at 4.5% to 5.1% (2022: 4.1% to 4.9%) per annum. The bankers' acceptances are secured by a corporate guarantee from the Company.

Hire purchases (secured)

Hire purchases are secured by a charge over the respective property, plant and equipment (Note 10), with an average discount rate of 5.9% (2022: 5.6%) per annum. These obligations are denominated in the respective functional currencies of the relevant entities in the Group.

Term loans in SGD (secured)

The term loans in SGD bear interest at 2.3% (2022: 2.3%) per annum. The term loans in SGD are secured by mortgage over the Company's leasehold property (Note 10).

Term loans in MYR (secured)

The term loans in MYR bear interest at rates which ranges from 4.4% to 6.9% (2022: 4.2% to 6.9%) per annum. The term loans in MYR are secured by mortgage over certain of the Group's leasehold land and properties (Note 10).

Working capital loan (secured)

The working capital loan in MYR bears interest at 5.3% to 5.7% (2022: nil) per annum, and is secured by a corporate guarantee from the Company.

Short-term loans in RMB (secured and unsecured)

The secured short-term loans in RMB are denominated in Chinese Renminbi ("RMB"), bear interest at rates which ranges from 3.5% to 3.7% (2022: 3.6% to 3.8) per annum, and is secured by a corporate guarantee from the Company.

The unsecured short-term loans in RMB bear interest at 3.0% to 3.7% (2022: 3.4% to 3.7%).

The carrying amount of loans and borrowings are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

Loans and borrowings are denominated in the following currencies as at 31 December:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Singapore Dollar	12,873	16,390	12,873	16,109
Malaysian Ringgit	25,460	25,708	-	-
Chinese Renminbi	10,677	8,869	-	-
	<u>49,010</u>	<u>50,967</u>	<u>12,873</u>	<u>16,109</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

21. Loans and borrowings (cont'd)

A reconciliation of liabilities arising from the Group's financing activities is as follows:

		1		Non-cash changes			31	
	Note	January 2023	Cash flows Proceeds/ (repayment)	Acquisitions	Lease modification	Translation differences	Others	December 2023
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<u>Current</u>								
Hire purchases	21	3,997	(4,603)	2,144	-	(153)	1,965	3,350
Bank loans	21	14,685	(1,523)	3,928	-	(637)	982	17,435
Lease liabilities	11	2,358	(2,403)	20	546	(99)	1,778	2,200
<u>Non-current</u>								
Hire purchases	21	4,009	-	-	-	(148)	(1,965)	1,896
Bank loans	21	28,276	-	-	-	(965)	(982)	26,329
Lease liabilities	11	6,599	-	-	-	(176)	(1,778)	4,645
Total liabilities from financing activities		59,924	(8,529)	6,092	546	(2,178)	-	55,855

		1		Non-cash changes			31	
	Note	January 2022	Cash flows Proceeds/ (repayment)	Acquisition of subsidiaries	Acquisitions	Translation differences	Others	December 2022
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<u>Current</u>								
Hire purchases	21	4,071	(4,758)	81	3,821	(179)	961	3,997
Bank loans	21	12,179	(10,564)	4,739	14,191	(1,164)	(4,696)	14,685
Lease liabilities	11	1,326	(2,067)	5,197	983	(428)	(2,653)	2,358
<u>Non-current</u>								
Hire purchases	21	5,165	-	-	-	(195)	(961)	4,009
Bank loans	21	24,385	-	-	-	(805)	4,696	28,276
Lease liabilities	11	4,303	-	-	-	(357)	2,653	6,599
Total liabilities from financing activities		51,429	(17,389)	10,017	18,995	(3,128)	-	59,924

The 'others' column relates to reclassification of non-current portion of loans and borrowings including hire purchases due to the passage of time.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

22. Deferred income

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Current:				
Capital expenditure grant	266	236	247	236
Non-current:				
Capital expenditure grant	716	773	716	773
Total deferred income	982	1,009	963	1,009

Capital expenditure grant relates to government grants received for the purchase of property, plant and equipment. Capital expenditure grant is amortised over the periods necessary to match depreciation of the property, plant and equipment purchased with the related grants.

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Capital expenditure grant				
Cost:				
At 1 January	1,430	697	1,430	697
Received during the financial year	486	733	467	733
At 31 December	1,916	1,430	1,897	1,430
Accumulated amortisation:				
At 1 January	421	180	421	180
Amortisation for the year	513	241	513	241
At 31 December	934	421	934	421
	982	1,009	963	1,009

23. Share capital

	Note	Group and Company			
		2023		2022	
		No. of shares	\$'000	No. of shares	\$'000
Ordinary shares					
At 1 January		339,289,432	87,590	330,780,000	78,926
Issuance of ordinary shares		-	-	7,745,932	7,900
Share awards	24	-	-	763,500	764
At 31 December		339,289,432	87,590	339,289,432	87,590

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. Share-based payment reserve

Share-based payment reserve represents the share awards granted to employees.

On 21 January 2022, the Company granted share awards to selected key employees of the Group in relation to the Group's performance for the financial year ended 31 December 2021 pursuant to the GVT Performance Share Plan ("GVT PSP").

A total of 763,500 ordinary shares were granted at \$1.00 per share, which was based on the last transacted share price on the date of grant.

For the year ended 31 December 2022, the ordinary shares pertaining to the share awards were issued, and the share-based payment reserve was reclassified to share capital accordingly.

There were no outstanding share awards held under GVT PSP as at 31 December 2023 and 31 December 2022.

25. Capital commitments

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Capital commitments in respect of property, plant and equipment	3,752	5,901	-	-

26. Other related party transactions

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

	Group		Company	
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Advisory fee to an affiliate shareholder	(96)	(96)	(96)	(96)
Factory rental paid to a related party	(271)	(72)	-	-
Purchases from subsidiaries	-	-	(11,770)	(18,923)
Management fee	-	-	935	860
Interest income from subsidiaries	-	-	283	317
Sales to subsidiaries	-	-	127	226
Sales of fixed assets to a subsidiary	-	-	-	383

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26. Other related party transactions (cont'd)

Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the years were as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Short-term benefits	2,295	2,285	1,702	1,464
Defined contribution plans	149	194	64	70
	<u>2,444</u>	<u>2,479</u>	<u>1,766</u>	<u>1,534</u>

The remuneration of directors and key management is determined by the board of directors having regard to the performance of individuals.

27. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk, liquidity risk and foreign currency risk. The board of directors reviews and agrees on policies and procedures for the management of these risks.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arise primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the consideration of a default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which could include the following indicators:

- Internal credit rating;
- External credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the borrower;
- Significant increases in credit risk on other financial instruments of the same borrower;
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; or
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 60 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

(i) Loans at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from external credit rating companies, such as Standard and Poor, Moody's and Fitch, supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group compute expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward-looking macroeconomic data such as industry growth.

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for the debt instruments and loans is as follows:

Category	Definition of Category	Basis for recognition of ECL provision	Basis for calculating interest revenue
Grade 1	Customers have a low risk of default and strong capacity to meet contractual cash flows	12-month ECL	Gross carrying amount
Grade 2	Loans for which there is a significant increase in credit risk	Lifetime ECL	Gross carrying amount
Grade 3	Interest and/or principal repayments are 60 days past due	Lifetime ECL	Amortised cost of carrying amount (net of credit allowance)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

The gross carrying amount of loans of the Company as at 31 December 2023 and 2022 which represents the maximum exposure to loss, is \$8,012,000 (Group: nil) and \$11,550,000 (Group: nil) respectively.

(ii) Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due. The allowance for expected credit losses as at 31 December 2023 and 2022 determined below also incorporate forward-looking information such as forecast of economic conditions deteriorating over the next year, leading to an increased number of defaults.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

(ii) Trade receivables (cont'd)

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix:

	Current \$'000	Less than 30 days past due \$'000	31 to 60 days past due \$'000	More than 60 days past due \$'000	Total \$'000
31 December 2023					
Gross carrying amount	20,159	5,417	2,846	849	29,271
Less: Allowance for expected credit losses	(8)	(2)	(3)	-	(13)
Net carrying amount	20,151	5,415	2,843	849	29,258
31 December 2022					
Gross carrying amount	25,266	4,728	713	144	30,851
Less: Allowance for expected credit losses	(8)	(2)	(3)	-	(13)
Net carrying amount	25,258	4,726	710	144	30,838

There is no movement of allowance for expected credit losses on trade receivables for the financial years ended 31 December 2023 and 2022 as disclosed in Note 16 to the financial statements.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels. The Group does not apply hedge accounting.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

(ii) Trade receivables (cont'd)

Credit risk concentration profile

The Group determines the concentration of credit risk by monitoring the country and industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	2023		2022	
	\$'000	% of total	\$'000	% of total
By industry sector:				
Semiconductor	13,289	46%	13,289	43%
Life sciences	6,547	22%	7,446	24%
Electronics, aerospace, medical and others	9,422	32%	10,103	33%
	<u>29,258</u>	<u>100%</u>	<u>30,838</u>	<u>100%</u>

At the end of the reporting period, approximately 37% (2022: 47%) of the Group's trade receivables were due from two (2022: three) major customers.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings.

The Group's policy is to obtain the most favourable rates available and to minimise the interest rate risks by placing such balances on varying maturities and interest rate terms.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates had been 100 (2022: 100) basis points lower/higher with all other variables held constant, the Group's profit before tax would have been \$490,000 (2022: \$510,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. There is no significant exposure to liquidity risk. The Group actively manages its operating cash flows and the availability of funding so as to ensure that all funding needs are met. The Group maintains sufficient levels of cash and cash equivalents to meet its working capital requirements. The Group's liquidity risk management policy is to match maturities of financial assets and liabilities and to maintain available banking facilities of a reasonable level.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(c) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities

The following table presents the expected contractual undiscounted cash flows of non-derivative financial instruments, including estimated payments and excluding the impact of netting arrangement:

Group	One year or less \$'000	One to five years \$'000	Over five years \$'000	Total \$'000
2023				
Financial assets:				
Trade and other receivables	30,393	-	-	30,393
Cash and bank balances	19,148	-	-	19,148
Total undiscounted financial assets	49,541	-	-	49,541
Financial liabilities:				
Trade and other payables	26,230	-	-	26,230
Loans and borrowings	22,313	16,704	17,190	56,207
Lease liabilities	2,492	3,845	2,130	8,467
Total undiscounted financial liabilities	51,035	20,549	19,320	90,904
Total net undiscounted financial liabilities	(5,291)	(20,549)	(19,320)	(45,160)
2022				
Financial assets:				
Trade and other receivables	32,003	-	-	32,003
Cash and bank balances	23,148	-	-	23,148
Total undiscounted financial assets	55,151	-	-	55,151
Financial liabilities:				
Trade and other payables	23,038	-	-	23,038
Loans and borrowings	20,292	19,152	48,708	88,152
Lease liabilities	2,753	5,937	2,254	10,944
Total undiscounted financial liabilities	46,083	25,089	50,962	122,134
Total net undiscounted financial assets/(liabilities)	9,068	(25,089)	(50,962)	(66,983)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(c) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

Company	One year or less \$'000	One to five years \$'000	Over five years \$'000	Total \$'000
2023				
Financial assets:				
Trade and other receivables	13,619	-	-	13,619
Loans to subsidiaries	5,140	3,200	-	8,340
Cash and bank balances	11,714	-	-	11,714
Total undiscounted financial assets	30,473	3,200	-	33,673
Financial liabilities:				
Trade and other payables	6,061	-	-	6,061
Loans and borrowings	2,993	4,741	6,073	13,807
Lease liabilities	123	494	2,130	2,747
Total undiscounted financial liabilities	9,177	5,235	8,203	22,615
Total net undiscounted financial assets/(liabilities)	21,296	(2,035)	(8,203)	11,058
2022				
Financial assets:				
Trade and other receivables	14,376	-	-	14,376
Loans to subsidiaries	5,745	6,459	-	12,204
Cash and bank balances	13,149	-	-	13,149
Total undiscounted financial assets	33,270	6,459	-	39,729
Financial liabilities:				
Trade and other payables	8,289	-	-	8,289
Loans and borrowings	3,494	6,762	7,045	17,301
Lease liabilities	123	494	2,254	2,871
Total undiscounted financial liabilities	11,906	7,256	9,299	28,461
Total net undiscounted financial assets/(liabilities)	21,364	(797)	(9,299)	11,268

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. Financial risk management objectives and policies (cont'd)

(d) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the entities in the Group. The foreign currencies in which these transactions are denominated are mainly in USD. Approximately 78% (2022: 77%) of the Group's sales are denominated in foreign currencies whilst almost 61% (2022: 73%) of costs are denominated in the respective functional currencies of the Group entities. The Group's trade receivable and trade payable balances at the end of the reporting period have similar exposures.

The Group and the Company also hold cash and short-term deposits denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances are mainly in USD.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the USD exchange rates against the respective functional currencies of the Group, with all other variables held constant.

		Increase/(decrease) in profit before tax	
		2023	2022
		\$'000	\$'000
USD/SGD	- strengthened 5%	621	619
	- weakened 5%	(621)	(619)
USD/MYR	- strengthened 5%	512	606
	- weakened 5%	(512)	(606)
USD/RMB	- strengthened 5%	214	284
	- weakened 5%	(214)	(284)

28. Fair value of financial assets and financial liabilities

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. Fair value of financial assets and financial liabilities (cont'd)

(b) *Assets and liabilities not measured at fair value, for which fair value is disclosed*

The following table shows an analysis of the Group's assets and liabilities not measured at fair value, for which fair value is disclosed:

Company	Fair value measurements at the end of the reporting period using			Total \$'000
	Quoted prices in active markets for identical instruments \$'000	Significant observable inputs other than quoted prices \$'000	Significant unobservable inputs \$'000	
2023				
Financial assets				
Loans to subsidiaries (non-current)	-	-	3,125	3,125
	<hr/>			
2022				
Financial assets				
Loans to subsidiaries (non-current)	-	-	6,122	6,122
	<hr/>			

Determination of fair value

Loans to subsidiaries (non-current)

The fair value as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending and borrowing arrangements at the end of the reporting period.

The carrying amount of loans and borrowings are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

29. Segment information

For management purposes, the Group is organised into business units based on reports reviewed by the management team that are used to make strategic decisions. There are three reportable operating segment as follows:

(i) Semiconductor

The semiconductor segment involves the manufacturing of precision machined components, complex sheet metal manufacturing and mechatronics assembly for customers who are leading equipment providers for semiconductor manufacturing and electronics assembly solutions.

(ii) Life sciences

The life sciences segment involves the manufacturing of key components of mass spectrometers, high performance liquid chromatography instruments and bolt-on instruments used for various laboratories testing and pharmaceutical applications.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. Segment information (cont'd)

(iii) Electronics, aerospace, medical and others

The electronics, aerospace, medical and others segment involves the manufacturing of consumable parts, manufacturing and assembly of parts and components for commercial aircraft carriers, surgical microscopes and the assembly of complex modules for customers in the business of industrial automation and manufacturing equipment.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segment.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on gross profit or loss.

	Semiconductor \$'000	Life sciences \$'000	Electronics, aerospace, medical and others \$'000	Total \$'000
2023				
Revenue	53,280	20,601	37,416	111,297
Cost of sales	(38,304)	(14,250)	(30,928)	(83,482)
Gross profit	14,976	6,351	6,488	27,815
2022				
Revenue	72,616	20,955	37,516	131,087
Cost of sales	(50,679)	(13,979)	(30,629)	(95,287)
Gross profit	21,937	6,976	6,887	35,800

Geographical information

Revenue and non-current assets information based on the geographical location of the customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Malaysia	45,640	53,778	52,436	49,501
Singapore	30,197	35,833	14,056	16,326
China	19,512	20,988	26,512	28,772
United States	10,017	16,950	-	-
Others	5,931	3,538	-	-
Total	111,297	131,087	93,004	94,599

Non-current assets information presented above consist of property, plant and equipment, and intangible assets as presented in the consolidated balance sheet.

Information about major customers

Revenue from four (2022: three) major customers, each contributing ten per cent or more to the Group's revenue, amounted to \$61,140,000 (2022: \$58,202,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. Dividends

	Group and Company	
	2023 \$'000	2022 \$'000
Declared and paid during the financial year:		
<i>Dividends on ordinary shares</i>		
Interim exempt (one-tier) dividend: nil (2022: 0.3 cents per share)	-	1,018
Final exempt (one-tier) dividend: 0.3 cents per share (2022: 0.5 cents per share)	1,018	1,696
	<u>1,018</u>	<u>2,714</u>
Proposed but not recognised as a liability as at 31 December:		
<i>Dividends on ordinary shares, subject to shareholders' approval at the AGM</i>		
Final exempt (one-tier) dividend: 0.1 cents per share (2022: 0.3 cents per share)	339	1,018
	<u>339</u>	<u>1,018</u>

31. Events occurring after the reporting period

On 30 November 2023, the Company entered into an agreement in relation to the proposed acquisition of the entire issued and paid-up share capital of ACP Metal Finishing Pte Ltd ("**ACP**"), a company incorporated in Singapore which specialises in surface treatment services and providing customised electro-plating services, for a cash consideration of \$17,000,000.

The proposed acquisition was subsequently approved on 1 March 2024, and is expected to be completed on 26 March 2024. Upon completion of the acquisition, ACP will become a wholly-owned subsidiary of the Group.

The acquisition is in line with the Group's strategy to expand its capabilities and provide a full suite of services to better serve its customers and reduce its external reliance for surface treatment services, especially for customers in the aerospace segment. This is essential for the Group's long-term competency build to further penetrate the front-end semiconductor segment and equip the Group with a differentiated advantage.

32. Authorisation of financial statements

The financial statements for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the Directors on 25 March 2024.

STATISTICS OF SHAREHOLDINGS

SHARE CAPITAL

Issued and paid-up capital	:	\$87,270,985
Number of shares	:	339,289,432
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 12 March 2024, approximately 35.73% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual issued by SGX-ST is complied with.

ANALYSIS OF SHAREHOLDINGS AS AT 12 MARCH 2024

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	1	0.09	55	0.00
100 - 1,000	105	9.81	76,800	0.02
1,001 - 10,000	523	48.83	3,151,500	0.93
10,001 - 1,000,000	415	38.75	36,217,458	10.68
1,000,001 AND ABOVE	27	2.52	299,843,619	88.37
TOTAL :	1,071	100.00	339,289,432	100.00

MAJOR SHAREHOLDERS AS AT 12 MARCH 2024

NO.	NAME OF SHAREHOLDERS	NO. OF SHARES	%
1	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	97,081,100	28.61
2	LEE TIAM NAM	52,150,000	15.37
3	SUNSHINE VENTURES PTE LTD	30,000,000	8.84
4	DBS NOMINEES PTE LTD	16,970,300	5.00
5	ZG INNOTECH PTE LTD	12,382,900	3.65
6	TAN CHUN SIONG (CHEN JUNXIONG)	12,030,000	3.55
7	RAFFLES NOMINEES (PTE) LIMITED	9,922,700	2.92
8	HSBC (SINGAPORE) NOMINEES PTE LTD	9,434,100	2.78
9	CHAN YEOK PHENG	7,281,000	2.15
10	PHILLIP SECURITIES PTE LTD	6,493,945	1.91
11	SAW YIP HOOI	5,374,100	1.58
12	INDIA INTERNATIONAL INSURANCE PTE LTD - SIF	5,000,000	1.47
13	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	3,861,600	1.14
14	TAN KUAN KHER (CHEN GUANKE)	3,565,800	1.05
15	ENG PAU YUEN (HUANG BAOYUN)	3,442,637	1.01
16	LEE BOON KWONG	3,442,637	1.01
17	CITIBANK NOMINEES SINGAPORE PTE LTD	3,212,500	0.95
18	UNICORN FINANCIAL SOLUTIONS PTE. LIMITED	3,104,000	0.91
19	DB NOMINEES (SINGAPORE) PTE LTD	2,439,000	0.72
20	LIM YOKE WAH	2,030,000	0.60
	Total	289,218,319	85.22

STATISTICS OF SHAREHOLDINGS

SUBSTANTIAL SHAREHOLDERS AS AT 12 MARCH 2024

No	Name of shareholders	Direct interest	%	Indirect / Deemed interest	%
1.	Lee Tiam Nam	52,150,000	15.37	-	15.37
2.	Sunshine Ventures Pte. Ltd. (" Sunshine Ventures ")	30,000,000	8.84	-	8.84
3.	SF Capital Investment Pte. Ltd.	-	-	30,000,000	8.84
4.	CLSF LLP	-	-	30,000,000	8.84
5.	NT SPV 12	90,527,000	26.68	-	-
6.	Novo Tellus PE Fund 2, L.P. (" NT Fund 2 ")	-	-	90,527,000	26.68
7.	New Earth Group 2 Ltd. (" NEG 2 ")	-	-	90,527,000	26.68
8.	Loke Wai San (" Wai San ")	-	-	90,527,000	26.68
9.	Keith Hsiang-Wen Toh (" Keith ")	-	-	90,527,000	26.68

Notes:

- SF Capital Investment Pte. Ltd. is deemed interested in the shares held by Sunshine Ventures by virtue of its interest of 100% in Sunshine Ventures.
- CLSF LLP is deemed interested in the shares held by Sunshine Ventures by virtue of its 100% beneficial ownership in SF Capital Investment Pte. Ltd. and Sunshine Ventures.
- NT Fund 2 is deemed interested in the shares held by NT SPV 12 by virtue of its 100% beneficial ownership in NT SPV 12.
- NEG 2 is deemed interested in the shares held by NT SPV 12 as NEG 2 is a general partner of NT Fund 2.
- Wai San and Keith are deemed interested in the shares held by NT SPV 12 as they are each entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares of NEG 2.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Annual General Meeting (“AGM”)** of the Company will be held at 2 Changi North Street 1, Singapore 498828 on 26 April 2024 at 10.00 a.m. to consider and, if thought fit, to pass the following resolutions:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2023 and the Auditors’ Report thereon. Resolution 1
2. To declare a final exempt (one-tier) dividend of 0.1 cents per ordinary share for the year ended 31 December 2023. Resolution 2
3. To re-elect Liew Yoke Pheng Joseph, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company. Resolution 3

Liew Yoke Pheng Joseph shall, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. Liew Yoke Pheng Joseph shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
4. To re-elect Lee Tiam Nam, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company. Resolution 4
5. To re-elect Sim Mong Huat, who is retiring in accordance with Regulation 122 of the Company’s Constitution, as a Director of the Company. Resolution 5

Sim Mong Huat shall, upon re-election as a Director of the Company, remain as an Independent Director of the Board of Directors and shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
6. To approve the payment of Directors’ fees of S\$260,000 for the year ending 31 December 2024. Resolution 6
7. To re-appoint Messrs Ernst & Young LLP as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 7

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution, with or without amendments:

8. Authority to allot and issue shares Resolution 8

“That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and the Listing Manual (“**Listing Manual**”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-

NOTICE OF ANNUAL GENERAL MEETING

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising Share Options (the “**Options**”) or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the Options or Awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or sub-division of shares.
- (iii) 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 AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

See Explanatory Note (i)

9. Authority to grant Options in accordance with GVT Employee Share Option Scheme Resolution 9

“That pursuant to Section 161 of the Companies Act and the Listing Manual, approval be and is hereby given to the Directors of the Company to:

- (a) offer and grant Options in accordance with the provisions of the GVT Employee Share Option Scheme (the “**GVT ESOS**”); and
- (b) to allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the exercise of the Options under the GVT ESOS provided that the aggregate number of shares to be allotted and issued pursuant to the GVT ESOS and any other Share Schemes shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an Option is made.”

See Explanatory Note (ii)

NOTICE OF ANNUAL GENERAL MEETING

10. Authority to grant Awards and to allot and issue shares under the GVT Performance Share Plan Resolution 10

"That pursuant to Section 161 of the Companies Act and the Listing Manual, approval be and is hereby given to the Directors of the Company to:

- (a) grant Awards in accordance with the provisions of the GVT Performance Share Plan (the "**GVT PSP**"); and
- (b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the GVT PSP provided that the aggregate number of shares to be allotted and issued pursuant to the GVT PSP and any other Share Option Schemes shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time."

See Explanatory Note (iii)

11. To transact any other business which may be properly transacted at an AGM.

Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 8, if passed, will empower the Directors from the date of this AGM until the date of the next AGM, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed fifty (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) . This authority will, unless revoked or varied at a general meeting, expire at the next AGM, or by the date by which the next AGM is required by law to be held, whichever is earlier.
- (ii) The Ordinary Resolution proposed in item 9, if passed, will empower the Directors to offer and grant Options under the GVT ESOS and to allot and issue new ordinary shares in the capital of the Company upon the exercise of such Options in accordance with the GVT ESOS as may be modified by the Committee from time to time, provided that the aggregate number of shares to be allotted and issued pursuant to the GVT ESOS and any other Share Schemes shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an Option is made.
- (iii) The Ordinary Resolution proposed in item 10, if passed, will empower the Directors to grant Awards and to issue and allot shares pursuant to the GVT PSP. The grant of Awards under the GVT PSP will be made in accordance with the provisions of the GVT PSP. The aggregate number of shares which may be issued pursuant to the GVT PSP and any other Share Option Schemes shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.

By Order of the Board

CATHERINE LIM SIOK CHING
Company Secretary

Date: 9 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Annual General Meeting (“AGM”) will be held, in a wholly physical format, at 2 Changi North Street 1, Singapore 498828 on Friday, 26 April 2024 at 10:00 a.m.. There will be no option for shareholders to participate virtually.
2. Printed copies of this Notice of AGM together with the accompanying proxy form and the request form for the Annual Report 2023 will be sent by post to members. These documents will also be published on the Company’s website at the URL <https://gvt.com.sg/news/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Printed copies of the Annual Report 2023 will not be sent to members. The Annual Report 2023 is sent to members by electronic means via publication on the Company’s website at the URL <https://gvt.com.sg/news/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For members who wish to receive a printed copy of the Annual Report 2023, please refer to the request form for the Annual Report 2023 on how to make a request.
4. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner and must be submitted by 10.00 a.m. on 16 April 2024:-
 - (a) by email to contact@gvt.com.sg; or
 - (b) by post to the registered office of the Company located at 2 Changi North Street 1, Singapore 498828.The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions via the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://gvt.com.sg/news/> by 21 April 2024.
5. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://gvt.com.sg/news/>.
6. A member (whether individual or corporate) may vote at the AGM or appoint a proxy, including the Chairman of the Meeting, to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company’s website at the URL <https://gvt.com.sg/news/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
7. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
8. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.
9. A proxy need not be a member of the Company.
10. The Proxy Form must be submitted to the Company in the following manner:
 - (a) If submitted by post, be deposited at the registered office of the Company located at 2 Changi North Street 1, Singapore 498828, not less than 72 hours before the time fixed for holding the AGM
 - (b) If submitted electronically, be submitted via email to contact@gvt.com.sg, not less than 72 hours before the time fixed for holding the AGM.
11. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or 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.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed on 10 May 2024 for the purpose of determining members' entitlements to a final tax exempt (one-tier) dividend of 0.1 Singapore cents per ordinary share for the financial year ended 31 December 2023 ("**Proposed Final Dividend**"). The Proposed Final Dividend, if approved by shareholders at the AGM, will be paid on 30 May 2024.

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 9 Raffles Place, #26-01, Republic Plaza, Tower 1, Singapore 048619 up to the close of business at 5.00 p.m. on 9 May 2024 will be registered to determine members' entitlements to the Proposed Final Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 9 May 2024 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

GRAND VENTURE TECHNOLOGY LIMITED

Registration No. 201222831E
(Incorporated in Singapore)

PROXY FORM

IMPORTANT:

- The AGM will be held, in a wholly physical format, at 2 Changi North Street 1, Singapore 498828 on Friday, 26 April 2024 at 10:00 a.m.. There will be no option for shareholders to participate virtually. Printed copies of the Notice of AGM dated 9 April 2024 ("**Notice of AGM**") together with this accompanying proxy form and the request form for the Annual Report 2023 will be sent to members by post and by electronic means via publication on the Company's website at the URL <https://gvt.com.sg/news/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- A relevant intermediary may appoint more than two proxies to attend the AGM and vote (please see Note 3 for the definition of "**relevant intermediary**").
- For investors who have used their CPF monies and/or SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF and/or SRS investors who wish to vote should contact their CPF and/or SRS Approved Nominees to submit their voting instructions at least seven (7) working days before the date of the AGM.
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in this proxy form.

I/We, _____ (Name)

_____ (NRIC / Passport / Company Registration No.)

of _____ (Address)

being a member(s) of Grand Venture Technology Limited (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing him/her/them, the Chairman of the Annual General Meeting or such other person the Chairman may designate, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the Annual General Meeting of the Company to be held at 2 Changi North Street 1, Singapore 498828 on Friday, 26 April 2024 at 10.00 a.m. and at any adjournment thereof.

(Please indicate with an "✓" in the spaces provided whether you wish your vote(s) to be cast for or against the Resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.)

No.	Resolutions	For#	Against#	Abstain#
ORDINARY BUSINESS				
1	To receive and consider the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 and the Auditors' Report thereon.			
2	To declare a final exempt (one-tier) dividend of 0.1 cents per ordinary share for the year ended 31 December 2023.			
3	To re-elect Liew Yoke Pheng Joseph, who is retiring in accordance with Regulation 117 of the Company's Constitution, as a Director of the Company.			
4	To re-elect Lee Tiam Nam, who is retiring in accordance with Regulation 117 of the Company's Constitution, as a Director of the Company.			
5	To re-elect Sim Mong Huat, who is retiring in accordance with Regulation 122 of the Company's Constitution, as a Director of the Company.			
6	To approve the payment of Directors' fees of S\$260,000 for the year ending 31 December 2024.			
7	To re-appoint Messrs Ernst & Young LLP as Auditors and authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS				
8	To authorise Directors to allot and issue shares and convertible securities pursuant to Section 161 of the Companies Act 1967.			
9	To authorise the Directors to offer and grant options and to issue shares in accordance with the Rules of the GVT Employee Share Option Scheme.			
10	To authorise the Directors to offer and grant awards and to issue shares in accordance with the Rules of the GVT Performance Share Plan.			

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

Dated this _____ day of _____ 2024

Signature or Common Seal of shareholder

Total number of shares held	No. of shares
(a) CDP Register	
(b) Register of Members	

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. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his behalf at the general meeting. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each such proxy, failing which, the nomination shall be deemed to be alternative.
3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the general meeting. Relevant intermediary is either:
 - (i) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act 2021 and holds in that capacity; or
 - (iii) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF investors.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
5. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Constitution and Section 179 of the Companies Act 1967.
6. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited by post at the registered office of the Company located at 2 Changi North Street 1, Singapore 498828 or via email to contact@gvt.com.sg not less than 72 hours before the time appointed for the Annual General Meeting.

General:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the AGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the members accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 9 April 2024.



Grand Venture Technology Limited
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