V2Y CORPORATION LTD.

ANNUAL REPORT 2023

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

The contact person for the sponsor is Mr. Khong Choun Mun at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.

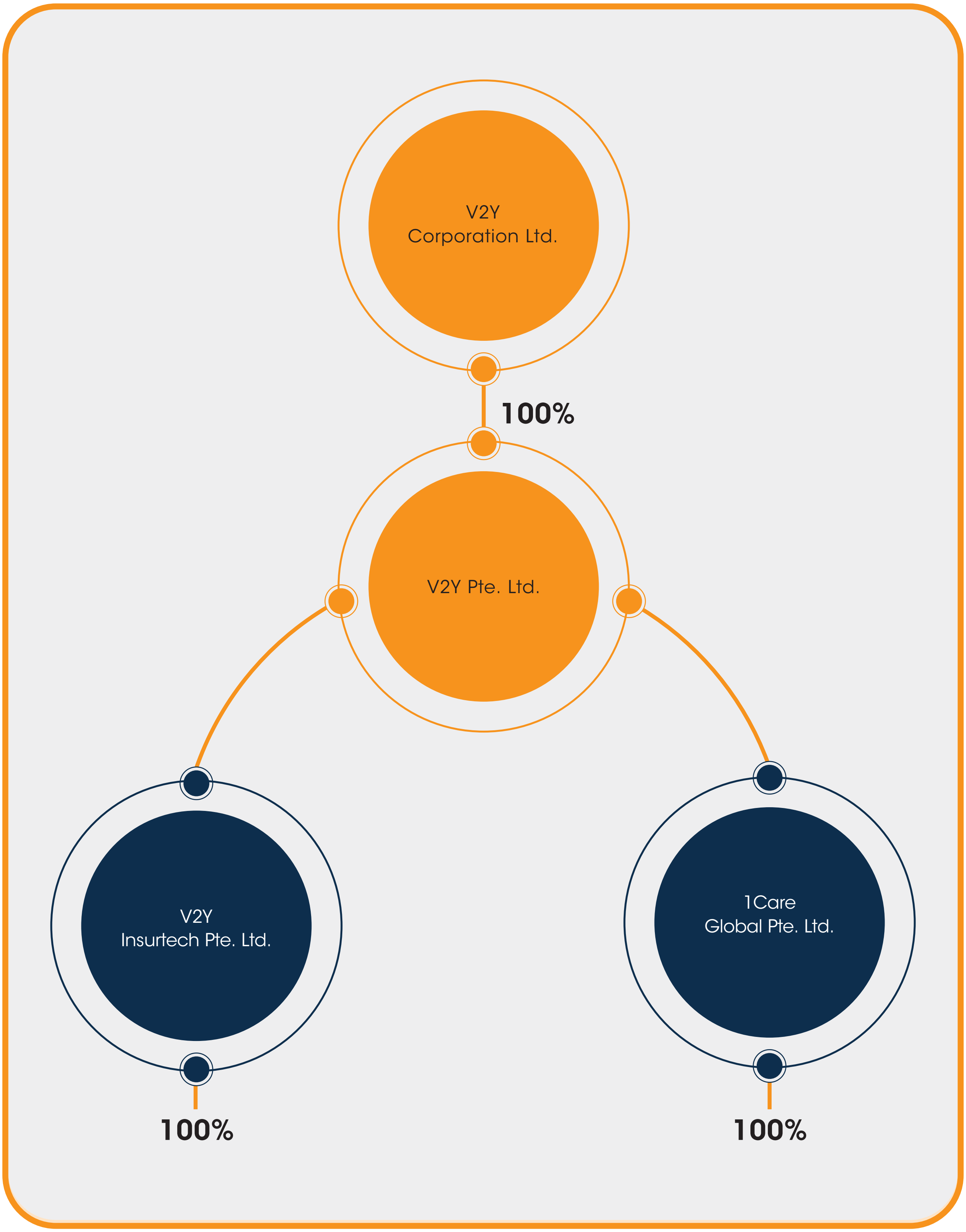
CORPORATE PROFILE

The Company was incorporated in Singapore on 28 June 2017, in accordance with the Companies Act as a private limited company under the name of "Synagie Corporation Pte. Ltd.". The Company was subsequently renamed to "Synagie Corporation Ltd." on 27 June 2018 in connection with its conversion into a public company limited by shares. On 12 November 2020, the Company's name was changed to V2Y Corporation Ltd.

On 5 November 2020, the Company had completed the sale of its E-Commerce and E-Logistics business segment (the "Disposal Group") and accordingly financial results of the Disposal Group were classified as discontinued operations. Please refer to announcements made on 5 August 2020, 4 September 2020, 28 September 2020 and 5 November 2020 for further information.

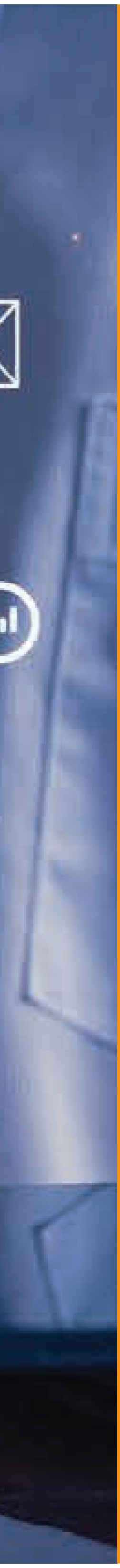
The Insurtech business segment provides third party administration and value-added services to help our brand partners in the computer, communication and consumer electronics sector manage and execute their extended warranty and accidental damage protection programmes. Leveraging on its technology platform and ecosystem, the Group is looking to expand its Insurtech business by extending existing offerings and new products to its brand partners, channel partners and end consumers.

CORPORATE **STRUCTURE**



CHAIRMAN'S MESSAGE

CHAIRMAN'S **MESSAGE**



The Group remained vigilant in managing our costs and implemented a series of cost-saving measures to mitigate our risks, reaping some positive results.

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of V2Y Corporation Ltd. and its subsidiaries (collectively the "Group"), it is my honour to present you with the annual report for the financial year ended 31 December 2023 ("FY2023").

High inflationary pressure has persisted for the past few years. Overall inflation may have eased considerably in 2023 but core consumer prices still rose in line with the goods and services tax (GST) increase to 8% and 9% in 2023 and 2024 respectively. Although inflation is expected to ease in 2024, upside risks still remain with growing geopolitical uncertainty.

During the year, the Group remained vigilant in managing our costs and implemented a series of cost-saving measures to mitigate our risks, reaping some positive results.

Our core business segment, the Insurtech business is closely linked to the smartphone industry. In the past few years, the smartphone market faced challenges due to high inflation and rising interest rates, which tempered consumer spending. But there were signs of stabilisation in 2023 as the global smartphone market declined just 4%[1]. Nevertheless, risks remain as early 2024 economic development appears sluggish.

[1] Canalys Newsroom - Global smartphone market declined just 4% in 2023 amid signs of stabilization

CHAIRMAN'S MESSAGE

In view of this, the Group remains cautious about the business prospects of the coming year and will continue to explore opportunities for local and overseas expansion, as we build on our local retail network to distribute our products.

FY2023 has been challenging and I would like to express my appreciation to all our employees and shareholders who have believed in us and rendered us their unwavering support during this period. I would also like to thank all our stakeholders who have contributed towards the Group's performance and helped us to overcome the obstacles in our journey.

Last but not least, I would like to extend my gratitude to Mr. Chue En Yaw, who has stepped down as Independent Non-Executive Director on 11 August 2023 for his contribution during his term. On the same note, I would like to welcome Mr. Seet Kah Wai, who was appointed as Independent Non-Executive Director on 28 July 2023 and as the Audit Committee Chairman with effect from 11 August 2023. We look forward to working together with him to steer the Group towards greater achievements.

CEO'S MESSAGE

The Group will step up efforts to explore opportunities to grow our business locally and foray into overseas markets, as well as other new business segments, to improve our business performance and revenue.

On behalf of the Board and Management, I am pleased to present the V2Y Corporation Ltd. (the "Company") annual report for FY2023.

Inflation became one of the most prominent economic effects that resulted and lingered till today. A series of events further exacerbated the rate of inflation, such as geopolitical tensions and supply chain disruptions.

Overall inflation started to ease considerably in 2023, averaging at 4.8% as compared to 6.1% in 2022 as shown by official data on January 2023[2]. Monetary Authority of Singapore (MAS) and Ministry of Trade and Industry (MTI) jointly reported on January 2023 that Inflation rates in 2023 were impacted by the hike in the goods and services tax (GST) rate to 8%. Further effect is expected in early 2024 with another hike in the GST rate to 9 percent and other consumption price increases.

However, core inflation is anticipated to moderate over the rest of the year as import cost pressures decline and tightness in the domestic labour market eases, though upside risks remain due to geopolitical conflicts, higher food commodity prices arising from climate change, unexpected tightness in the domestic labour market, and a weakening global economy.

With this in mind, V2Y Corporation Ltd. and its subsidiaries (collectively the "Group") is committed to stay vigilant on our business performance and continue to implement cost-saving measures, while we remain prudent in our financial spending. We will monitor the industry closely and make efforts to enhance our business operations to increase productivity and efficiency.

Performance Highlight

Group revenue for the year reduced by 29.3% or S$89,000 to S$215,000 mainly due to decline in new projects and sales from customers. Accordingly, the Group's cost of sales for FY2023 slipped by 39.0% from S$195,000 in FY2022 to S$119,000 in FY2023.

Meanwhile, our gross profit margin increased from 35.9% in the previous year to 44.7% in the reporting year as a result of the higher margins reaped from our various projects.

Separately, other operating expenses was lowered by 98.1% mainly due to the non-recurring expenses arising from impairment loss for intangible assets of S$327,000, impairment loss on goodwill of S$329,000 and impairment loss on right-of-use assets of S$92,000 in FY2022.

We had implemented cost-saving measures in FY2023. Administrative expenses had also decreased by 31.0% to S$1.1 million in FY2023 as compared to S$1.6 million in FY2022 mainly attributed to a decrease in payroll expenses of S$0.2 million arising from headcount reduction during the year and decrease in depreciation and amortisation expenses of S$0.3 million in FY2023 as intangible assets and plant and equipment were fully impaired in FY2022.

[2] Singapore core consumer prices rise faster in December; overall inflation eases to 4.8% in 2023 | The Straits Times

CEO'S MESSAGE

Concurrently, other income increased by 430.0% in the reporting year led by write off of lease liabilities of S$36,000 due to the early termination of office rental, reversal of non-trade accruals of S$45,000 and gain on disposal of plant and equipment of S$4,000. The Group also rented an office unit with smaller floor area in line with our cost-saving strategy.

In view of the above factors, the Group reported lower loss for FY2023, which stood at S$0.9 million, against a loss of S$2.3 million incurred for the same period last year.

Business Developments

We are mainly focused on our Insurtech business segment, which we operate mainly in Singapore and are affected by developments in the mobile phone market.

For the past years or so, the mobile device market has been badly affected by a slowdown in consumer spending caused by inflation, rising interest rates and unfavourable geopolitical factors. This was evident in the lacklustre performance of Apple and Samsung, two of the world's largest smartphone makers. However, the trend seems to be turning around. In FY2023, global smartphone market downtrend stabilised at a declined of just 4%[3]. The better-than-expected performance came amidst an 8% year-on-year growth in 4Q2023, which further affirmed signs of stabilisation and recovery.

A rebound supported by the recovery in emerging markets was seen in 2H2023, narrowing the decline in the whole of 2023. Smartphone vendors experienced a significant improvement in profitability despite the overall market decline in 2023.

In line with the market trend, the Group's gross profit margin increased from 35.9% in FY2022 to 44.7% in FY2023 mainly due to higher margin in Group's project despite our revenue decreasing by 29.3% for FY2023.

In order to navigate the challenging environment in which the Group operates, we have implemented cost-cutting measures during the year and reduced administrative expenses by 31.0% and other operating expenses by 98.1%. We also made efforts to expand to other segments and countries, while continuing to explore new potential business opportunities to enhance the Group's performance.

Business Outlook

The Group expects industrial prospects to remain daunting with growing economic uncertainty amidst various global factors, such as geopolitical tensions, longer than expected inflationary pressure and rising costs. Coupled with rapidly evolving consumers' preference, this further renders the industry in which the Group operates to be even more challenging.

In view of this, the Group will step up efforts to explore opportunities to grow our business locally and foray into overseas markets, as well as other new business segments, to improve our business performance and revenue.

In Appreciation

I would like to take this opportunity to express my gratitude to Mr. Chue En Yaw for his valuable contribution towards the Group during his term as Independent Non-Executive Director. Mr. Chue has stepped down on 11 August 2023 and we wish him every success in his future endeavours.

At the same time, I would like to extend a warm welcome to Mr. Seet Kah Wai who came onboard as Independent Non-Executive Director on 28 July 2023. We look forward to his guidance and working together closely with him to steer the Group to achieve new developments.

I would also like to thank our Board of Directors for their insights during this challenging period of uncertainty. We are grateful to our staff and management for staying the course with us and being committed to our cause. On the same note, our appreciation goes out to our customers, business associates and shareholders for being with us on this journey and rendering us support and faith. We will continue to strive to overcome all odds to attain greater achievements.

[3] Canalys Newsroom – Global smartphone market declined just 4% in 2023 amid signs of stabilization

FINANCIAL REVIEW

Revenue

The Group's revenue for the FY2023 had decreased by 29.3% or S$89,000, from S$304,000 in FY2022 to S$215,000 in FY2023. The decrease in revenue was mainly due to decrease in new projects and revenue from its customers.

Cost of sales

Cost of sales comprised of fixed and variable costs. The Group's cost of sales for the FY2023 had decreased by 39.0% or S$76,000, from S$195,000 in FY2022 to S$119,000 in FY2023 mainly due to the decrease in new projects and revenue from its customers.

Gross profit and gross profit margin

The Group's gross profit for the FY2023 decreased by 11.9% or S$13,000, from S$109,000 in FY2022 to S$96,000 in FY2023. The decrease in gross profit is mainly due to the decrease in revenue.

The Group's gross profit margin increased from 35.9% in FY2022 to 44.7% in FY2023. The increase was mainly due to higher margin in Group's project.

Other income

Other income increased by 237% in FY2023 as compared to FY2022. The increase was mainly due to the write off of lease liabilities of S$35,000 due to the early termination of office rental, reversal of non-trade accruals of S$45,000 and gain on disposal of plant and equipment of S$4,000. As part of the Group's cost saving measures, the Group has subsequently rented an office unit with smaller floor area.

Distribution and selling costs

There had been no significant differences in distribution and selling costs incurred during FY2023 and FY2022.

Administrative expenses

Administrative expenses had decreased by 31.0% or S$0.5 million to S$1.1 million in FY2023 as compared to S$1.6 million in FY2022.

The decrease in administrative expenses was mainly due to the decrease in payroll expenses of S$0.2 million arising from decrease in number of headcount for the Group during FY2023 and decrease in depreciation and amortisation expenses of S$0.3 million in FY2023 as intangible assets and plant and equipment were fully impaired in FY2022.

Other operating expenses

Other operating expenses for FY2023 had decreased by 98.1% or S$780,000, mainly due to the non-recurring expenses arising from impairment loss for intangible assets of S$327,000, impairment loss on goodwill of S$329,000 and impairment loss on right-of-use assets of S$92,000 in FY2022.

Finance costs

The Group's finance costs had decreased by 15.4% in FY2023 as compared to FY2022. The decrease is mainly due to lower loan principal from monthly repayment and there is no change in the cost of borrowing for the Group.

Income tax credit

Income tax credit in FY2022 arise from the full unwinding of deferred tax liabilities associated with the acquisition of Insurtech Subsidiary.

Loss for the year

The loss for the FY2023 decreased by S$1.4 million, from a loss of S$2.3 million in FY2022 to S$0.9 million in FY2023. The decrease in loss for FY2023 was mainly due to the decrease in other operating expenses of S$0.8 million and administrative expenses of S$0.5 million, partly offset by increase in other income of S$0.1 million.

FINANCIAL REVIEW

STATEMENT OF FINANCIAL POSITION

Current assets

The Group's current assets decreased from S$1.9 million as at 31 December 2022 to S$0.9 million as at 31 December 2023, mainly attributed to decrease in cash and cash equivalent of S$1.0 million and trade and other receivables of S$0.1 million. Cash and cash equivalent decreased as a result of cash flows used mainly in operating activities and repayment of bank borrowings.

Non-current assets

The Group's non-current assets comprise deferred service costs, plant and equipment, intangible assets, goodwill, and right-of-use assets. In the financial year ended 31 December 2022, the Group had fully impaired its plant and equipment, intangible assets, goodwill and right-of-use assets. Deferred service costs relate to warranty services for the Insurtech business segment which were paid up-front in full and amortised over the service period.

Current liabilities

The Group's current liabilities decreased from S$771,000 as at 31 December 2022 to S$757,000 as at 31 December 2023, mainly attributed to decrease in trade and other payables decreased of S$53,000 and decreased in lease liabilities of S$38,000, partly offset by increase in deferred service revenue of S$91,000.

Deferred service revenue relates to service billings for the Insurtech business segment which is recognised over the service period.

Non-current liabilities

The Group's non-current liabilities decreased by S$46,000 from S$349,000 as at 31 December 2022 to S$303,000 as at 31 December 2023. The decrease was mainly due to the decrease in bank borrowings and lease liabilities of S$101,000 and S$31,000 respectively offset by the increase in deferred service revenue of S$86,000.

Equity

As at 31 December 2023, the Group's equity of S$(0.2) million includes mainly issued and full paid-up share capital of S$2.9 million, other reserve of S$0.8 million and accumulated losses of S$3.9 million.

STATEMENT OF CASH FLOWS

The Group used S$0.8 million in its operating activities in FY2023 as compared to S$1.8 million in FY2022, mainly due to negative operating cash flows before movement in working capital of S$1.0 million, adjusted for net working capital inflows of S$0.2 million arising mainly from the collection from trade and other receivables of S$0.3 million, partly offset by payment of trade and other payables of S$0.1 million.

FINANCIAL REVIEW

Net cash inflow from investing activities was S$13,000 in FY2023 as the Group disposal of some of its inessential office equipment and interest income received during the year.

Net cash outflow from financing activities of S$149,000 in FY2023 mainly due to repayment of bank borrowings and interest expenses totaling S$99,000, repayment of principal portion of lease liabilities of S$39,000 and payment of interest expenses of S$11,000.

BOARD OF DIRECTORS

LIM CHUAN POH
(NON-EXECUTIVE AND INDEPENDENT CHAIRMAN)

Mr Lim Chuan Poh graduated in 1978 with a Bachelor of Arts (Hons) in Engineering Science from Balliol College, Oxford University. He obtained his MSc in 1988 from Imperial College of Science & Technology on a Commonwealth Scholarship. Mr Lim spent more than 20 years in the Singapore Civil Service from 1980. Amongst his various appointments, Mr Lim was posted to the then Telecommunications Authority of Singapore (TAS) in 1994 and appointed as the Deputy Secretary of the Ministry of Communications in 1996. He was conferred the Public Administration Medal (Silver) at the 1996 National Day Awards by the Singapore government. Mr Lim left the Civil Service in 1998 to join Singapore Telecommunications Ltd ("**SingTel**") as Chief Executive (Fixed Lines & Internet Business). Thereafter, he held several key management positions including Chief Executive Officer ("**CEO**"), SingTel Mobile and CEO, International Business. He retired from SingTel in 2010. Currently, Mr Lim serves as a non-executive and independent director of SPTel Pte. Ltd. (formerly known as SP Telecommunications Pte. Ltd.) and is also the Chief Advisor of Astrum Mobile Pte. Ltd..

MR ONG SHEN CHIEH (WANG SHENGJIE)
(CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR)

Mr Ong Shen Chieh (Wang Shengjie) holds a Bachelor of Science degree in Real Estate from the National University of Singapore. He has extensive experience in the sectors of corporate finance, private equity and mergers and acquisitions. Mr Ong founded Sakal Investments Limited, a private equity investment firm, in March 2016. He is currently also serving as a non-executive and independent director of Eindec Corporation Limited, a company listed on the Catalist Board of the SGX-ST.

BOARD OF DIRECTORS

SEET KAH WAI (XUE JIAWEI)
(NON-EXECUTIVE AND INDEPENDENT DIRECTOR)

Mr Seet Kah Wai (Xue Jiawei) graduated from Nanyang Technological University with a Bachelor of Accountancy and is a Chartered Accountant. Mr Seet has over 20 years of experience in audit, corporate finance, accounting and financial management. Mr Seet started his career at PricewaterhouseCoopers, Singapore from 2004 to 2008 as an auditor. In 2008, Mr Seet joined China Minzhong Food Corporation Limited, a company listed on the Mainboard of the SGX-ST as Group Financial Controller and was promoted to Group Deputy Chief Financial Officer in 2013. Thereafter, Mr Seet was appointed as the Group Chief Financial Officer at Asian Healthcare Specialists Limited, a company listed on the Catalist Board of the SGX-ST, in 2017. In 2023, Mr Seet joined Growthwell Singapore Private Limited and head its finance division. In February 2024, Mr Seet joined Mi Equipment Pte. Ltd. as the Chief Financial Officer.

BOEY SOUK-TANN
(NON-EXECUTIVE AND INDEPENDENT DIRECTOR)

Ms Boey Souk-Tann obtained her Law Degree from the National University of Singapore in year 1992 and was called to the Singapore Bar in 1993. She is also admitted on the Roll of Solicitors of England and Wales in a non-practising capacity. Ms Boey specialises in banking, corporate and real estate matters and has close to 20 years of experience as both in-house and private legal practitioner. Ms Boey started her career with the Legal Service where she served with the Ministry of National Development as legal officer, and then with the Attorney-General Chambers as State Counsel. Thereafter, Ms Boey joined Bangkok Bank Public Company Limited as its in-house legal counsel, covering legal and operational aspects of audit, operations, regulatory compliance and corporate banking. In 1999, Ms Boey joined Khattar Wong & Partners dealing in banking, finance and property matters and in 2011, she joined LegalStandard LLP as a partner where she specialises in corporate, banking and real estate matters. With effect from 1 April 2022, Souk-Tann joined LegalWorks Law Corporation as a director specialising in banking, corporate and real estate matters.

EXECUTIVE **OFFICER**

CAI JINGREN, JOHN
(GROUP FINANCIAL CONTROLLER)

Mr Cai Jingren John graduated from SIM University of London in 2008 and started his career at Deloitte & Touche LLP ("Deloitte") as an Audit Associate. He was responsible for audits of local listed companies and multi-national corporations. He left Deloitte in 2013 and joined Oxley Holdings Limited as the Finance Manager where he supported the CFO and oversaw all aspects of finance and accounting functions within the group. In 2015, he left Oxley Holdings Limited and joined KTL Global Limited as the Financial Controller. In 2019, he joined our Group as its Group Financial Controller and oversees the finance, accounting and administration functions of the Group. He is a Chartered Accountant in Singapore and is a member of the Institute of Singapore Chartered Accountants.

CORPORATE INFORMATION

BOARD OF DIRECTORS

LIM CHUAN POH
(Non-executive and Independent Chairman)

ONG SHEN CHIEH (WANG SHENGJIE)
(Executive Director and Chief Executive Officer)

SEET KAH WAI (XUE JIAWEI)
(Non-executive and Independent Director)

BOEY SOUK-TANN
(Non-executive and Independent Director)

AUDIT COMMITTEE

SEET KAH WAI (XUE JIAWEI) (Chairman)
LIM CHUAN POH
BOEY SOUK-TANN

NOMINATING COMMITTEE

BOEY SOUK-TANN (Chairman)
SEET KAH WAI (XUE JIAWEI)
LIM CHUAN POH

REMUNERATION COMMITTEE

LIM CHUAN POH (Chairman)
SEET KAH WAI (XUE JIAWEI)
BOEY SOUK-TANN

COMPANY SECRETARIES

CAI JINGREN, JOHN
LIM KOK MENG

REGISTERED OFFICE

16 Raffles Quay
#17-03 Hong Leong Building
Singapore 048581
Tel: (65) 6745 1668

SHARE REGISTRAR

IN.CORP CORPORATE SERVICES PTE. LTD.
30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

INDEPENDENT AUDITOR

BDO LLP
Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

PARTNER-IN-CHARGE
Mr Adrian Lee Yu-Min
(Appointed since financial year ended
31 December 2023)

PRINCIPAL BANKERS

UNITED OVERSEAS BANK LIMITED

SPONSOR

RHT CAPITAL PTE. LTD.
36 Robinson Road,
#10-06, City House,
Singapore 068877
Registered Professional: Mr Khong Choun Mun

SUSTAINABILITY **REPORT**

BOARD'S STATEMENT

Dear Stakeholders,

V2Y Corporation Limited (referred to as "**V2Y**" or the "**Company**", along with its subsidiaries, the "**Group**" and "**we**"), is delighted to release the annual sustainability report for the financial year ended on 31 December 2023 ("**FY2023**"). The Chief Executive Officer (the "**CEO**") is responsible for V2Y's sustainability and climate change programme, and actively incorporates environmental, social, and governance ("**ESG**") considerations in our corporate strategy formulation and update to the Board of Directors (the "**Board**") during our Board meetings. The Board approves V2Y's material ESG factors and oversees senior management in executing sustainability initiatives across all business units.

As we continue to navigate through the evolving business landscape, we remain committed to integrating sustainable practices into our operational and strategic frameworks. During FY2023, we took substantial steps towards refining our approach to managing climate-related risks. We focused on enhancing our metrics to better assess and manage potential climate impacts, particularly in relation to our investment portfolio and warranty services.

Our proactive strategy includes engaging with insurers who demonstrate a strong commitment to sustainability, mirroring our own aim to become carbon-neutral in the long term. This year, we are proud to partner with Great Eastern and Etiqa, who have both pledged to achieve net-zero emissions, reinforcing our dedication to responsible investment and operational practices.

While we currently do not face material emissions, we are laying the groundwork to manage our environmental footprint more effectively. This includes planning for targeted emissions reductions and aligning with industry benchmarks to reinforce our competitive edge in a low-carbon economy. The Board and management are united in our resolve to set tangible targets and incorporate them into our broader risk management and operational processes as our business develops.

In closing, we would like to express our gratitude for your continued support and assure you that V2Y is unwavering in our pursuit of sustainability, not just as a corporate mandate, but as a guiding principle for long-term value creation for all our stakeholders.

For and on behalf of the Board of Directors,
Ong Shen Chieh (Wang Shengjie)
Executive Director and Chief Executive Officer
V2Y Corporation Ltd.

12 June 2024

SUSTAINABILITY **REPORT**

ABOUT THIS REPORT

Scope of the report

The Group has prepared its sustainability report with reference to the Global Reporting Initiative ("**GRI**") Standards covering our performance from 1 January 2023 to 31 December 2023. This report primarily addresses our initiatives and achievements in environmental, social, and governance ("**ESG**") areas, including economic considerations and measures impacting key ESG factors. Unless otherwise stated, the policies, practices, performance, and targets of the sustainability topics shall cover the Group's Insurtech business in Singapore.

Reporting Framework

This Sustainability Report has been prepared in compliance with Rules 711A and 711B of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Catalist Rules and with reference to the internationally recognised Global Reporting Initiative ("**GRI**") Standards (GRI Universal Standards 2021). It includes the six required primary components of a sustainability report on a 'comply or explain' basis.

In this year's report, we have included climate-related disclosures in alignment with the 11 recommendations of the Taskforce for Climate-related Financial Disclosures ("**TCFD**"). Recognising the extensive risks and opportunities the climate crisis presents to businesses, we are committed to ongoing monitoring and periodic evaluation of our need to include climate-related disclosures that adhere to TCFD recommendations in our future sustainability reports.

Report Content and Quality

This Sustainability Report aims to provide stakeholders with an overview of the Group's initiatives and strategies concerning sustainability issues. Our goal is to address the principal concerns and issues important to our stakeholders. To maintain the integrity of the information in this report, we have followed GRI's standards of accuracy, balance, clarity, comparability, reliability, and timeliness. We present all data in this report using internationally recognised units of measurement and unless specified otherwise, financial information is denominated in Singapore Dollars. The report and its data have undergone an internal review by our management team. Currently, the Group has not sought external assurance for the sustainability report and will consider doing so in the future.

Availability

This Sustainability Report is only available in PDF format and can be downloaded from SGXNet and on the Company's website https://v2y.si/investor_relations/.

As part of our ongoing efforts in improving the coverage of our sustainability practices, we welcome stakeholders to submit their questions or feedback on any aspect of our sustainability performance to Sustain@V2Y.si.

SUSTAINABILITY REPORT

ORGANISATIONAL PROFILE

V2Y Corporation Ltd. is a company listed on the Catalist Board of the Singapore Stock Exchange, specialising in the vibrant Insurtech sector. Our core expertise lies in delivering third-party administration services to multi-national corporations within the computer, communication, and consumer electronics industries (the "**3C sector**"), and our service reach spans more than 12 countries across Asia. Boasting over a decade of experience, V2Y offers a comprehensive array of services, including extended warranty, accidental damage protection, after-sales support, and call centre solutions. Our esteemed client base features Fortune 500 companies from the 3C sector, with a significant footprint in Singapore, India, Hong Kong, and Malaysia.

We play a crucial role in streamlining administrative procedures for both our corporate clients and their insurance partners, thus facilitating an efficient extended warranty ecosystem. This arrangement allows manufacturers and retailers to effectively outsource essential aspects of their extended warranty programmes. Our product range includes Device Care, Extended Care and Replacement Care. Device Care provides 12 to 24 months of accidental damage coverage for phone, tablets, smart watches and laptops repair costs, with no excess charges and guarantees that all repairs are undertaken at the brand's authorised repair centres. For more details on our products, please visit our websites at "https://v2y.si/products/" and "https://devicecare.com.sg/".

Our products are:

EXTENDED CARE

Extended Care
- Extended Care is an extended warranty program that provides Repair or Replacement options for an additional 12 or 24 months period. Covers the repair and replacement of original parts and components in the event of mechanical and/or electrical breakdown.
- The term for Extended Care Service Plan will only begin upon the expiry of the original standard manufacturer's warranty.

REPLACEMENT CARE

Replacement Care
- Replacement Care is designed to minimise 'Repair Time'.
- Provides Replacement option. In the event the new product fails to operate due to mechanical and/or electrical breakdown, a new replacement will be offered in lieu of the product being repaired.
- The term for Replacement Care Service Plan will only begin upon the expiry of the original standard manufacturer's warranty.

DEVICE CARE

Device Care
- Device Care is a care plan to cover the damage costs to the devices for repairs when the devices were accidentally damaged. The coverage supplements the phone's manufacturer warranty and enables the phone user to use their devices with peace of mind.

SUSTAINABILITY **REPORT**

Our supply chain

Our approach to a sustainable supply chain is to embed our fundamental values throughout the entire product and service lifecycle, beginning with our supply chain operations. We adhere to stringent quality criteria and partner exclusively with credible service providers, including insurers, who meet international ESG standards.

We perform ongoing due diligence checks on our insurers to verify their adherence to necessary licenses and industry benchmarks. Additionally, we seek out partners who are aligned with our vision for a sustainable future and establish strategic collaborations with them. Regular interactions with our service providers and insurers are crucial for us, as they allow for the sharing of insights and the identification of areas for enhancement within our supply chain.

OUR SUSTAINABILITY STATEMENT

Our Vision

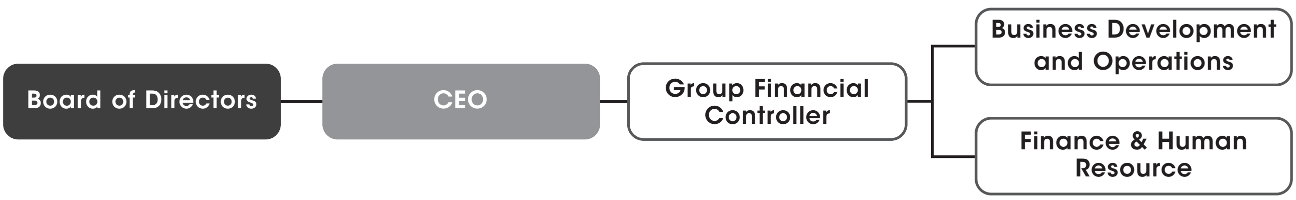
To create sustainable commerce and champion positive change.

Our Mission

To partner with our customers through adding value to their products and creating exceptional post-sales service experience, to achieve profitability and to create a sustainable business together.

OUR SUSTAINABILITY MANAGEMENT

A Sustainability Management Committee ("**SRMC**") consisting of our Executive Director, Chief Executive Officer ("**CEO**"), Group Financial Controller, department heads, and the middle management team, has been formed to oversee the Company's sustainability and corporate social responsibility objectives. This committee is responsible for monitoring the Company's achievements and progress towards these goals, as well as conducting materiality assessments. The SRMC operates under the leadership of the Board of Directors, which spearheads the sustainability agenda and integrates sustainability considerations into its strategic planning. The Board receives operational support from the CEO, who is further assisted by the Group Financial Controller. Together, they collaborate with department heads and the middle management team as outlined below.



SUSTAINABILITY **REPORT**

The Board conducts regular assessments of ESG factors as and when necessary, at least once annually, deemed critical to our business, taking into account the priorities of our stakeholders when establishing objectives and benchmarks for the Group. The Board meticulously oversees the performance against these targets, ensuring frequent reviews. Additionally, it offers continuous advice to the Management team on the successful execution and supervision of sustainability initiatives and metrics. Furthermore, every member of the Board of Directors has fulfilled the requirements of the compulsory ESG training programme, in line with the updated sustainability reporting standards introduced by SGX-ST in December 2021.

STAKEHOLDER ENGAGEMENT

Engaging with stakeholders and addressing their feedback and requirements is fundamental to V2Y's business approach and vital for our enduring success. We interact with various stakeholder groups through numerous channels on a regular basis. Their feedback and recommendations are instrumental in refining our strategies and maintaining transparency and accountability in our operations. We have outlined our principal stakeholders, methods of engagement, and their main concerns in the table below:

Stakeholder	*Engagement channels*	*Frequency*	*Key areas of concern*
Employees	Code of Conduct and Group's policies which are included in the Staff Handbook and made available to employees during orientation	On-going	• Fair and transparent employment practices in the workplace • Work environment safety and welfare
	Performance appraisal	Annual	• Areas of improvement • Good merit-based compensation system; and • Creation of an effective development plan
	Training and development	Ad-hoc	• Professional knowledge and compliance • Career progression • Learning and growth opportunities; and • Annual Continuing Professional Development training, insurance update for staff

SUSTAINABILITY **REPORT**

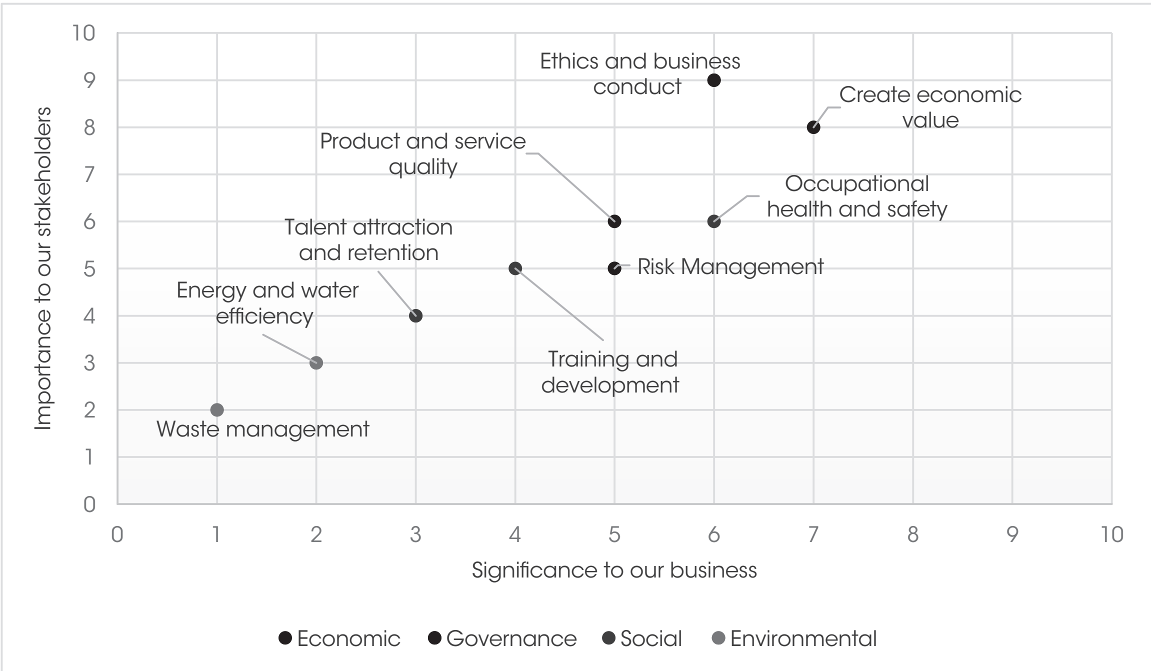
Stakeholder	*Engagement channels*	*Frequency*	*Key areas of concern*
Insurers	V2Y's network (e.g. writer and broker) through online meetings and calls	On-going	• Establishing and maintaining strong business relationships with accredited insurers; and • Prompt payment cycles
End Users (B2B – Corporate Customers and B2C – Direct Customer)	Feedback	Annual	• Timely and quality customer service
Shareholders	Annual report and sustainability report	Half-yearly	• Financial performance and position • Business strategy and outlook; and • Sustainability of business
	Announcements on SGXNet	Ad-hoc	• Timeliness, completeness, transparency, and accuracy of announcements
	Media releases	Ad-hoc	
Regulators	Correspondence and meetings with government agencies and statutory bodies, participation in industry associations	Ad-hoc	• Regulatory compliance • Good governance • Safety at work
Community	Collaborations with local councils	Annual	• Corporate social conduct • Safe and sustainable environment
	Sustainability report		
	Device Care is one of the sponsors for Echamp 2023 Mobile Legends on 9 December 2023, organised by nEbO (NTUC Youth Club) and an effort to promote E-Sports in Singapore.		

SUSTAINABILITY REPORT

MATERIALITY ASSESSMENT

The journey towards our sustainability reporting was significantly influenced by the execution of a materiality assessment in 2019. This pivotal step allowed us to identify ESG factors that are of the greatest importance to both our business and its stakeholders. By integrating feedback and concerns from our stakeholders with a comprehensive analysis by our management team, we developed our sustainability strategy. This strategy centres on the areas that have a profound impact on the environment, society, and governance. Based on the feedback and assessments from our stakeholders, we have identified nine key factors that the Group has chosen to prioritise.

These critical sustainability topics have been arranged in a materiality matrix, with each topic assigned a priority level from '1 to 10', as depicted in the table below. This prioritisation reflects their importance regarding stakeholder interest and their potential effect on our business operations.



The Board has undertaken a review and validation of the reporting topics for FY2023 and affirm that the material topics identified in the prior year continue to be relevant to the organisation's activities and its stakeholders. In the future, we will maintain our commitment to regularly assess and review these topics and their performance.

SUSTAINABILITY **REPORT**

MATERIAL TOPICS

Material Topic	Our Commitment	Management Approach	Targets
		Economic Aspect	
Creating economic value	We are committed to delivering long-term value for our shareholders and other stakeholders, by striving to achieve long-term profitability.	The Company has been exploring more diversified products such as selling cracked screen, all damage/risk and extend warranty coverages to direct customers via online sales (i.e., Lazada). We are also venturing and sourcing for new markets overseas.	To improve or maintain our financial performance by exploring more business opportunities and enhancing our product and customer service quality.
			Short: In the short term, we want to keep our customer customers and expand the existing offerings to these customers and new customers to improve financial performance.
			Medium: In the medium term of 3 years, we hope to be able to expand globally and to acquire a bigger market share.
			Long: The long-term goal is to provide the most comprehensive coverage plan and to be able to enter new country targeting new customer groups and build revenue.
Product and service quality	Providing quality products and excellent customer service are our top priorities. We are committed to building a reputation for quality and meeting our customers' expectations. Providing the best products and excellent services that meet or exceed our customers' expectations will lead to higher customer satisfaction, and this would build a sustainable business relationship with them.	We appreciate feedback from our customers as it allows us to improve and innovate further. We value the feedback from our customers, and we will continue to provide them with quality products and customer service.	To continue to maintain good rapport and gather feedback from our customers to enhance our range of insurance products and offer them new quality products and services.
			Short: In the short term, we want to keep our customer customers and expand the existing offerings to these customers and new customers.
			Medium: In the medium term of 3 years, we hope to be able to expand the plan to our customers from local coverages to global coverages and be a full-time warranty administrator for the customers.
			Long: The long-term goal is to provide the most comprehensive coverage plan and services to our customers locally and abroad.

SUSTAINABILITY **REPORT**

Material Topic	Our Commitment	Management Approach	Targets
Environmental Aspect			
Waste management	As a responsible corporation, we have been focusing on the importance of protecting the environment by promoting environmentally friendly practices within the Group. Despite our minimal waste creation, we are committed to adhering to our national vision of becoming a Zero Waste Nation and a Leading Green Economy.	Our waste-reducing practices through our 3Rs (Reduce, Reuse, and Recycle) awareness and education initiatives are already in progress. We have also reduced the usage of physical screen crack cards and have them replaced by electronic/online submissions, to reduce plastic waste.	To continue to promote further waste reduction efforts such as further reducing our paper consumption and implementing reuse and recycle initiatives when possible. **Short:** Short term is to reduce the use of paper consumption by 25% annually. **Medium:** In the medium term, to adopt a economically viable platform that can move our internal controls paper-light and external communications 100% paperless. **Long:** In the long term, we strive we make minimal impact to the environment in our operations.
Energy and water efficiency	The Group seeks to maximise energy conservation efforts and reduce water wastage to minimise our environmental footprint.	In the workplace, employees have developed a culture of reducing electricity and water usage. Our employees are encouraged to set power save mode for desktops and notebooks, and to switch off air-conditioning and lights during lunchtime and after office hours. We are committed to understanding and reducing operational water footprint, advocating an effective water consumption policy, and encouraging our employees on water-saving habits by stopping running water taps, for example.	**Short:** The short term is to maintain zero fines and penalties incurred for non-compliance, and to continue to adhere to the environmental laws and regulations as set by the authorities. **Medium:** In the medium term we aim to deal mainly with suppliers that practise responsible actions to the environment and applying the highest standard of energy efficiency. **Long:** In the long term, to engage with suppliers that has net zero emission.

SUSTAINABILITY **REPORT**

Material Topic	Our Commitment	Management Approach	Targets
Social Aspect			
Talent attraction and retention	Our Group endeavours to ensure attractive remuneration packages are offered to recruit and retain talents. The remuneration packages include all staff welfare and benefits prescribed by the local authorities, applicable labour laws and regulations. This enables us to maintain our competitive edge and expand in the market.	We provide all our employees with equal opportunities in terms of equitable remuneration, promotion, and career development to retain existing talents and as well as to attract new talents.	To reduce our turnover rate and retain talented staff.
Occupational health and safety	The Group recognises that the safety and well-being of our employees are the foundations of our success. We believe that keeping our people safe is our top responsibility as a company. It is one of our core values for us, and it is part of the expectation from our employees, their families, and communities.	We always emphasise a "Safety First" culture in the Group. Continuous training and coaching are important components to encourage a culture of safety within the Group. Safety training courses which help address the major sources of known risk are conducted for our employees.	To continue to maintain zero workplace incidents reported to reduce any safety and health risks at the workplace.
Training and development	We strongly believe that cultivating our employees is crucial to our success. We constantly provide learning and development opportunities for our people to better themselves through internal courses or on-the-job training. We understand that consistent and ongoing training and development is important to maintaining a competitive, skilled, productive and motivated workforce.	We invest in our employees through various professional development opportunities and training programmes to develop their skillset and equip them with the necessary knowledge for further career advancement. On-the-job training and guidance are also provided to the employees as the need arises, so that they can execute their roles and responsibilities efficiently. We acknowledge that training requirements vary depending on the levels of management responsibilities. Therefore, our training programmes cover a variety of areas catering for employees with different job scopes and skills set requirements.	To provide ample opportunities for staff growth through extensive training programs.

SUSTAINABILITY **REPORT**

Material Topic	Our Commitment	Management Approach	Targets
Governance Aspect			
Ethics and business conduct	The Group places a strong emphasis on corporate governance, professionalism, integrity, and accountability to ensure the sustainability of our business. We acknowledge that effective people, processes, and structures are essential to direct and manage the Group's affairs and build a solid foundation for corporate governance. The Board of Directors is fully aware of the significance of corporate governance and is dedicated to upholding high standards to safeguard the interests of shareholders, improve corporate value, and enhance accountability.	The Group has formulated a Code of Conduct ("**Code**") which sets out the guidelines and practices and is made available to all employees. All our employees including management are expected to understand, internalise, and abide by it. In our formalised Code of Business Ethics and Conduct policy, we have established zero tolerance towards corruption and fraud. In addition, we have implemented a whistleblowing policy (accessible at https://v2y.si/wp-content/uploads/2023/09/WHISTLE_BLOWING_POLICY_Web-130923.pdf in keeping with our commitment to the highest level of corporate governance. Employees can report workplace misconduct or any suspected wrongdoings to the Audit Committee Chairman in good faith and confidentially. We are committed to storing and protecting our customer's data safely and securely. Hence, we have put in place processes to protect our stakeholders' personal data through the privacy policy and our compliance with the Personal Data Protection Act 2012 as well as Personal Data Protection (Amendment) Act 2020.	To have zero substantiated cases of corruption or legal compliance issues and zero tolerance for corruption and fraud.

SUSTAINABILITY **REPORT**

Material Topic	Our Commitment	Management Approach	Targets
Risk management	Enterprise risk management helps an organisation in assessing the business environment as well as identifying potential risks and opportunities for its sustainability. At V2Y, we value risk management in the formulation of the Group's strategic objectives. The enterprise risk management exercise enables us to identify the risks as well as seize potential opportunities for our sustainable environment.	An annual enterprise risk management exercise is carried out by the management. We constantly evaluate the potential risks, as well as closely monitor the status, and effectiveness of risk mitigation measures and strategy implementation to report to the Board. In addition, we seek new opportunities and leverage on them to maintain the sustainable growth of the Group. As our operations involve the collection of a large volumes of customers' personal data, management of risks and threats is important to ensure that we comply with the regulations and our customers' data are protected and secure.	To continue to maintain zero incidents of bribery or corruption. **Short:** To continue to maintain zero incidents of non-compliance with all applicable laws and regulations. **Medium:** To ensure that zero complaints are received regarding any breaches of customer privacy and continue to maintain our commitment towards protecting our customers' personal data. **Long:** To ensure that customer data can be kept at source and we can establish a secure link between the source and the end user directly, without having V2Y to record or to access to the information as an administrator, at a economically viable method.

SUSTAINABILITY **REPORT**

ECONOMIC PERFORMANCE

Objective

We aim to innovate our Insurtech business using technology innovation and create affordable insurance experiences that is unlike traditional insurance, as well as create long-term economic value for our stakeholders.

Approach

We are committed to delivering long-term value for our shareholders and other stakeholders, by striving to achieve long-term profitability and adopt strategies through the following:

Creating Economic Value

In response to the increasing adoption of remote working practices, the demand for laptops and mobile phones has dramatically risen, underscoring their critical role in modern work and life. V2Y, seizing on this trend, aims to carve out a larger footprint within the burgeoning Insurtech market of Singapore. Despite the competitive landscape populated by numerous Insurtech players, V2Y is strategically poised to differentiate itself and capture a unique segment of the market. Our objective is not just to expand our array of products but also to significantly grow our clientele, leveraging the widespread reliance on these essential devices to propel our business forward in a thriving sector.

Over the year, V2Y reported an economic value generation of S$333,000, witnessing a decrease from the S$426,000 reported in FY2022. However, the economic value retained by the company improved, with a lower net loss of S$921,000 in FY2023 compared to a loss of S$2,185,000 in FY2022, reflecting a more controlled expenditure and an improved financial position despite reduced revenues. This was mostly due to the reduction of impairment losses, which led to reduction in other operating expenses of S$780,000. The Group's cost cutting measures implemented in FY2023, resulted in the reduction of administrative expenses of SS498,000. Overall, these factors attributed to the Group's performance to improve with a lower net loss for FY2023.

	FY2023	FY2022
Economic Value Generated (S$'000)		
External revenues	215	304
Income tax credit	–	87
Other income	118	35
Economic Value Distributed (S$'000)		
Operating costs	119	196
Finance costs	11	13
Administrative costs	1,109	1,607
Other operating expenses	15	795
Economic Value Retained (S$'000)		
Net Profit/(Loss)	(921)	(2,185)

SUSTAINABILITY **REPORT**

In the upcoming period, V2Y is setting its sights on sustaining long-term business growth through diversification of both our customer base and product offerings. Our strategy encompasses leveraging our current networks and connections to attract new clients, alongside engaging professional agencies to bid for fresh projects and business ventures. Moreover, we are committed to widening our portfolio of products and services available to consumers, aiming to diversify and enhance our revenue channels.

Product and Customer Service Quality

Our dedication to achieving excellence in the quality of our products and services is a fundamental principle of our company ethos. We strive not only to meet but to exceed our customers' expectations, thereby ensuring their satisfaction and forging enduring business relationships. Our aim is to reinforce our reputation in the market and secure customer loyalty through the provision of high-calibre products and services. To facilitate this objective, we commit to extensive training programmes, including practical on-the-job training and specialised courses in PDPA, to boost our team's proficiency and operational effectiveness.

We place great value on feedback from our customers, considering it an essential tool for ongoing enhancement and innovation in our offerings. It is with pride that we report no customer complaints in FY2023, reflecting our unwavering commitment to quality. Moreover, we have implemented key performance indicators to meticulously track and improve the responsiveness of our customer service team to client queries and feedback, ensuring that our service always remains attentive and customer-centric. This includes ensuring that any complaints are addressed within the Service Level Agreement ("SLA") timeframe, processing claims promptly, and conducting repairs exclusively at authorised repair centres.

Economic Performance in FY2023	
FY2023 Target	**Performance Update**
To expand our range of insurance products.	We offered extended warranty plans for our mobile insurance and provided insurance coverage for other electronic products as well.
Economic Target for FY2024	
FY2024 Target	**Action plan**
To continue expanding our range of insurance products.	In 2024, we are looking to broaden our insurance offerings to include tablets and are considering the potential extension of coverage to laptops.

SUSTAINABILITY **REPORT**

ENVIRONMENTAL

Objective

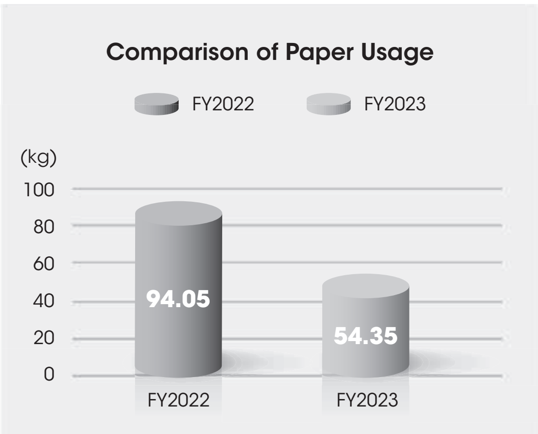
We are dedicated to being an environmentally-aware and socially-responsible corporation, to the integration of eco-friendly practices in our corporate strategies and decisions with the aim of minimising our environmental footprint.

Approach

As the effects of global warming and climate change grow, along with the increased use of natural resources, we understand how important it is to keep an eye on and lessen our impact on the environment. Caring for the environment is a key value for us, and is as important as our economic and social responsibilities. While our operations generally do not generate any major environmental burdens, the Group is conscious of complying with all applicable environmental laws, guidelines and regulations, and committed to reducing waste and conserving natural resources.

Waste Management

As responsible corporate citizens, we place a high emphasis on environmental protection and advocate for eco-friendly practices within our organisation. We have initiated efforts to minimise waste through raising awareness and educating our team on the principles of the 3Rs: Reduce, Reuse, and Recycle. Our evaluations have identified paper as the main contributor to our waste generation.



Even though we produce a small amount of waste, we are committed to helping our country achieve its goals of becoming a Zero Waste Nation and a leading green economy. Our focus is on embedding the 3Rs (Reduce, Reuse, Recycle) into our everyday work, especially by cutting down on paper use. We encourage our employees to share and store documents electronically and to use less paper when printing or photocopying is necessary, by opting for recycled paper and printing on both sides. Furthermore, we have embraced a paperless approach in our operations, by sending out electronic invoices and statements to our clients and advocating for electronic payments in our day-to-day transactions.

In our quest to make work processes more efficient and lower our paper consumption, we achieved a significant reduction in paper use, dropping from 94.05kg in FY2022 to 54.35kg in FY2023. Beyond just cutting down on paper, our environmental initiatives extend to recycling efforts, such as the collection and recycling of used toner cartridges. We also motivate our employees to lessen plastic waste by opting for reusable items like lunchboxes, cutlery, bottles, and paper bags. The effectiveness of our waste reduction strategies can be attributed to the collective support and collaboration within our Group. As we progress, our focus remains on identifying new methods to enhance our dedication to sustainability and to evolve towards a completely paperless operational framework.

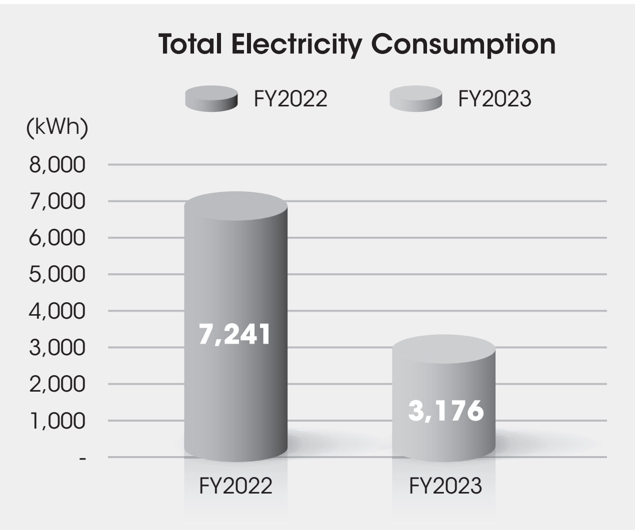
SUSTAINABILITY REPORT

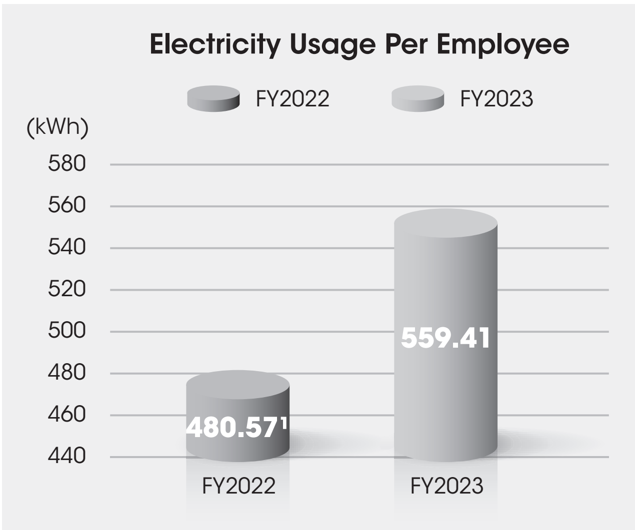
Energy and Water Efficiency

Our Group is dedicated to reducing its environmental impact by prioritising energy conservation and minimising water usage. We actively promote a culture of reducing electricity and water consumption among our employees by encouraging the use of power-saving modes for desktops and notebooks, opting for energy-efficient light bulbs, and switching off air-conditioning and lights during lunch breaks and after office hours. By decreasing our energy usage, we not only lower operational costs but also reduce our carbon footprint. We remain committed to exploring further opportunities to enhance energy efficiency across our business operations.

We are pleased to announce that the Company ensured full compliance with all environmental laws and regulations in the regions where we operate in and there were no fines or penalties arising from any non-adherence to environmental laws and regulations in FY2023.

The Group monitors our energy and water consumption through monthly utility statements. The following graphs present our offices' total electric consumption and the electricity usage per employee[1] for FY2022 and FY2023. Compared to our performance in FY2022, the Group has significantly reduced our electricity consumption from 7,241 kWh in FY2022 to 3,176 kWh in FY2023, representing a 56% reduction in consumption. The decrease in electricity consumption for our company is attributed to our move to a smaller office unit in mid-October, where the rental agreement includes both electricity and water usage.





V2Y's offices' total electricity usage for FY2022 and FY2023 are as follows:

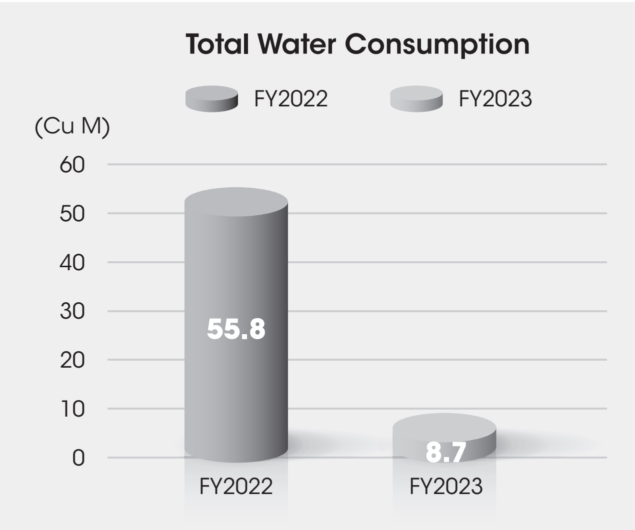
Electricity Consumption			
Year	Electricity Usage (kWh)	Group Revenue (S$'000)	Energy Intensity Ratio (kWh/S$'000)
FY2022	7,241	304,000	0.024
FY2023	3,176	215,000	0.015

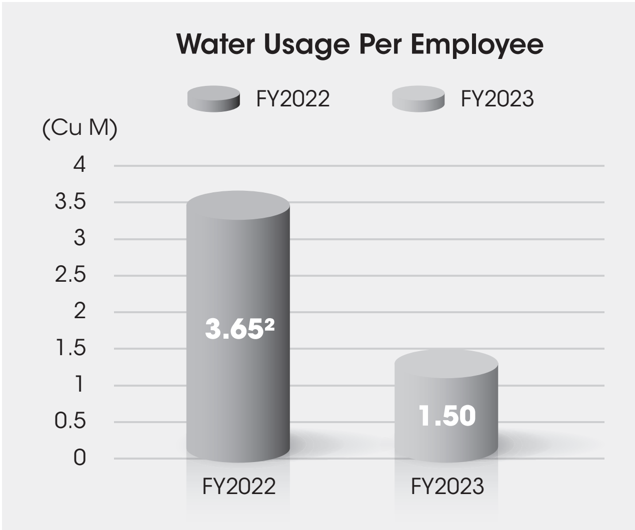
[1] The Electricity Usage per Employee figure for FY2022 has been restated from the previously reported 905.12 kWh to 480.57 kWh. The restatement was made as management is of the view that summation of monthly average usage rate is more representative as compared to year end average usage rate and therefore FY2022 calculations had been rectified in our reporting.

SUSTAINABILITY **REPORT**

With growing populations and increasing demands, coupled with the impact of climate change, water resources become increasingly limited. Our Group henceforth directs its efforts toward water conservation through the usage of water efficiency and educating employees on the importance of water conservation.

The following graphs represent our office's water consumption for FY2022 and FY2023. There was a significant reduction in total water consumption from 55.8 cubic meters ("Cu M") in FY2022 to 8.7 Cu M in FY2023. Our water usage per employee[2] has also decreased from 3.65 Cu M in FY2022 to 1.50 Cu M in FY2023.





Environmental Performance in FY2023	
FY2023 Targets	**Performance Update**
To maintain zero fines or penalties resulting from non-compliance with environmental laws and regulations.	There were no fines or penalties arising from any non-compliance to environmental laws and regulations.
To continue to improve on electricity and water conservations efforts.	**Electricity Consumption** There was a significant reduction in electricity consumption from 7,241 kWh in FY2022 to 3,176 kWH in FY2023, reduction of 56% in consumption. **Water Consumption** There was a significant reduction in water consumption from 55.8 Cu M in FY2022 to 8.7 Cu M in FY2023, reduction of 84% in consumption.
Environmental Target for FY2024	
FY2024 Targets	**Action plan**
To continue promoting our energy conservation program to instil effective energy-saving habits throughout our organisation.	To educate our employees on the importance of energy and water conservation.

[2] The Water Usage per Employee figure for FY2022 has been restated from the previously reported 6.975 Cu M to 3.65 Cu M. The restatement was made as management is of the view that summation of monthly average usage rate is more representative as compared to year end average usage rate and therefore FY2022 calculations had been rectified in our reporting.

SUSTAINABILITY REPORT

TCFD REPORT

Disclosure Focus Area	Recommended Disclosure	Location/Remarks
Governance		
Disclose the organisation's governance around climate-related risks and opportunities.	a. Describe the Board's oversight of climate-related risks and opportunities.	At V2Y, the Board's oversight of climate-related risks and opportunities is integrated into our governance framework, though it is in the initial phases of development. Currently, management reports to the Board and its committees on climate-related issues on a half-yearly basis, aligning these updates with regular Board meetings. While the consideration of climate-related issues in the strategic review, risk management policies, annual budgets, and business plans is still evolving, our organisation acknowledges the growing importance of these factors. At present, climate-related considerations have not significantly impacted major decisions such as strategy, plans of action, or capital expenditures. However, the Board is beginning to incorporate climate-related issues into the setting of the organisation's performance objectives. Progress against these objectives and broader climate-related goals is monitored using key performance indicators ("**KPIs**") and industry benchmarks. This approach ensures a structured oversight mechanism, albeit one that is in the early stages of fully integrating climate considerations into our core governance and strategic processes. Efforts to enhance our Board's effectiveness in this area include the development of a skills matrix that encompasses climate change expertise, to be provided in due course, reflecting our commitment to aligning with the recommendations of the TCFD as we evolve our practices.

SUSTAINABILITY **REPORT**

Disclosure Focus Area	Recommended Disclosure	Location/Remarks
	b. Describe management's role in assessing and managing climate-related risks and opportunities.	Management at V2Y plays a proactive role in assessing and managing climate-related risks and opportunities, although the process is still developing. The Group Financial Controller is tasked with reporting on these issues on a half-yearly basis, to coincide with Board meetings. The process for management to stay informed involves the preparation of a report which encompasses data collection, analysis, communication, and the formulation of an action plan when necessary. Internally, management monitors climate-related issues and seeks external consultancy for review and guidance. To integrate climate-related considerations into the organisation's management functions, V2Y is initiating measures to equip management with the necessary knowledge through relevant courses, which will be reflected in their key performance indicators. Currently, there is no designated subject matter expert on sustainability or climate change within key functional or managerial roles, indicating an area for potential enhancement of the organisation's climate governance capabilities.
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.	a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	Refer to section on "Strategy" – Page 36
	b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	
	c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	

SUSTAINABILITY **REPORT**

Disclosure Focus Area	Recommended Disclosure	Location/Remarks
Risk Management		
Disclose how the organisation identifies, assesses, and manages climate-related risks.	a. Describe the organisation's processes for identifying and assessing climate-related risks.	Refer to section on "Risk Management" – Page 37
	b. Describe the organisation's processes for managing climate-related risks.	
	c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	
Metrics and Targets		
Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Currently, we measure our energy consumption and water usage as primary metrics to assess our environmental impact and identify areas for improvement. These metrics are critical in monitoring our operational efficiency, managing costs, and reducing our carbon footprint. By focusing on these key areas, we can track our progress against climate-related targets, align our resource use with sustainability objectives, and make informed decisions that support our commitment to climate responsibility in accordance with TCFD recommendations. Refer to section on "Environmental" – Pages 30 to 32
	b. Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.	At present, V2Y's operations do not result in material greenhouse gas emissions, nor do we fall within the high consumption industries as reported by the Energy Market Authority ("**EMA**") in Singapore. Our environmental impact is limited to Scope 2 emissions, which come from our purchased electricity from our office operations from January to October 2023. Starting 15 October 2023, V2Y transitioned to a new office where the costs for electricity and utilities are included in the monthly rent. For FY2023, our Scope 2 emissions from purchased electricity[3] amounted to 1.324 tonnes of CO_2 equivalent.
	c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	At this juncture, our organisation does not have designated targets for managing climate-related risks and opportunities since we have not yet engaged in activities that produce significant gas emissions. As our business activities evolve and if our gas emissions reach a level that warrants it, we will implement appropriate targets to ensure effective management and oversight.

[3] The emission factor used for purchased electricity is 0.417 kg/kWh. Source: EMA | SES Chapter 2: Energy Transformation

SUSTAINABILITY **REPORT**

Strategy

V2Y, as an investment holding and service company focused on identifying investment opportunities and administering warranty-related services, acknowledges the importance of climate-related impacts on its operations. Our strategy includes considering the potential climate-related impacts on our future investments and the way we manage our service administration.

Our organisation defines the relevant time horizons for climate-related risks and opportunities as short-term (within 2 years), medium-term (between 2-5 years), and long-term (above 5 years). This categorisation considers the expected useful life of our assets and infrastructure, as well as the recognition that climate-related issues often unfold over medium to long-term periods.

Short-Term

In the short term, we are focusing on immediate risks and opportunities that are likely to affect our operations and asset performance, ensuring that our strategies are responsive to rapid changes in climate policies and regulations.

Medium-Term

Over the medium term, we will be assessing the potential impacts of transitional risks, including shifts in market preferences and technological advancements that may alter our business landscape.

Long-Term

For the long term, our strategy includes preparing for physical risks to our assets due to climate change, such as extreme weather events, as well as capitalising on long-term opportunities by aligning with the transition to a low-carbon economy.

Identifying these horizons allows us to strategically plan and allocate resources to address the climate-related challenges and opportunities that are most relevant to our organisation's sustainability and resilience.

Climate-Related Risks

As an organisation, we are strategically navigating climate-related scenarios, including potential shifts in regulatory landscapes that could impact the insurance coverage of assets. Our approach is informed by industry benchmarking, ensuring our strategies are tailored to our unique operational context. We are particularly focused on monitoring and mitigating risks associated with GHG emissions, incorporating forward-looking policy, energy, and technological considerations into our planning.

We routinely assess both the qualitative and quantitative dimensions of climate-related risks, considering factors such as regulatory compliance, corporate reputation, branding, and the cost implications of insurance premiums. This ongoing analysis shapes our strategic and financial planning, positioning us to seize emerging opportunities and define relevant future goals and performance indicators.

SUSTAINABILITY **REPORT**

A core component of our strategy is to collaborate with insurance partners who are committed to environmental responsibility. We currently partner with companies like Great Eastern and Etiqa, both of which have committed to achieving carbon neutrality or net zero in the long term. By aligning ourselves with partners that share our vision for a sustainable future, we enhance the resilience of our operations against a spectrum of climate-related risks. This alignment not only bolsters our risk management processes but also supports our overarching aim to transition towards a low-carbon economy, reinforcing our commitment to sustainability in a changing global climate. We believe, this proactive approach is designed to ensure that our organisation's strategy remains robust even under different climate-related scenarios, including those aligned with a 2°C or lower warming pathway.

Type of Risk	Description of Risk	Scope of Risk	Potential (Financial) Impact	Risk Management and Mitigation
Transition – Reputation	Insurance firms engaging in unethical behaviour and irresponsible conduct.	Industry-wide; Affects all sectors that purchase insurance services.	Loss of customer trust, potential boycotts, and increased regulatory scrutiny which may result in a decrease in market share and revenue.	To engage only with insurance companies that has put in effort and disclose their sustainability direction, and conduct themselves responsibly.
Transition – Market	Investments being unsustainable and unethical.	Investment Portfolio; Affects all areas where investments are made.	Devaluation of assets, reduced investment returns, and possible divestment by stakeholders concerned with sustainability.	To perform checks on future investment opportunities to understand if the practices engaged by the new business are sustainable.
Transition – Market	Lower emissions per sales to reduce per dollar and overall intensity ratio	Operations; Affects production efficiency and sales.	Marginal cost savings initially, but long-term financial benefits from improved efficiency and market positioning.	Consider reducing this target as it becomes material, lower emissions per sales to reduce per dollar. Currently our structure, this is immaterial.

Risk Management

Our organisation is in the process of developing a framework to identify and assess climate-related risks, with an initial focus on understanding the financial, compliance, and reputational implications associated with the insurtech industry. While we have not yet fully integrated climate change considerations with our Enterprise Risk Management framework, we are actively considering how best to incorporate these important factors into our risk assessment processes in line with evolving best practices.

SUSTAINABILITY **REPORT**

Our organisation manages climate-related risks by prioritising them based on a comprehensive risk assessment that considers factors such as compliance, associated costs, and energy consumption. Risk determinations are contingent upon the size of the organisation's revenue and assets. To manage these risks effectively, we engage with insurers that aim to be net zero or carbon neutral in the long-run, ensuring that climate-related objectives are aligned with broader organisational goals. Decisions to mitigate, transfer, accept, or control these risks are made with a focus on reducing risk where possible, including the procurement of insurance coverage to transfer risk. Furthermore, we have established internal policies as part of our control framework to curtail usage and manage climate-related risks proactively. This multi-faceted approach underscores our commitment to rigorous risk management practices in line with TCFD recommendations.

Our organisation recognises the importance of integrating climate-related risks into our overall risk management strategy. Before our next reporting cycle, we plan to engage the relevant professionals to incorporate these risks into our Enterprise Risk Management ("**ERM**"). This future integration will further align climate-related risks with the established internal controls and assurance processes that we apply to traditional financial risks, ensuring a unified and rigorous approach to our entire risk management methodology and portfolio. Our commitment to this initiative reflects our dedication to meeting the comprehensive risk oversight standards recommended by the TCFD.

SOCIAL

Objective

We are committed to uphold ethical behaviour and social responsibility as part of our corporate responsibility strategy. The Group maintains its professional ethics and integrity in the conduct of our business operations.

Approach

We take proactive measures to foster the growth and development of talent within the organisation, implementing tailored development plans and succession strategies. We have employees with extensive experience and strong industry backgrounds. With long-term sustainability in mind, we are consistent in dedicating our time and resources to recruit, enhance skills, engage, and recognise our employees.

As of 31 December 2023, V2Y had a workforce of five (5) employees (compared to eight (8) in FY2022). The decrease in headcount was due to the decrease in projects undertaken by the Company and attrition without subsequent replacements. The below table presents the breakdown of our employee numbers, categorised by gender, age, and type of employment:

	By Gender		By Age		
FY2023	**Male**	**Female**	**< 30 years**	**31 – 50 years**	**> 50 years**
Permanent, Full-time Employees	4	0	0	3	1
Temporary Employees	0	1	0	1	0
All Employees	4	1	0	4	1

SUSTAINABILITY **REPORT**

FY2022	By Gender		By Age		
	Male	Female	< 30 years	31 – 50 years	> 50 years
Permanent, Full-time Employees	5	1	0	5	1
Temporary Employees	0	2	0	1	1
All Employees	5	3	0	4	2

Talent Attraction and Retention

Our Group acknowledges that attracting and retaining talent are vital for our business success, considering that our employees play a significant role in shaping business performance.

No. of New Hires					
	By Gender		By Age Group		
	Female	Male	< 30 years	31 – 50 years	> 50 years
FY2023	0	0	0	0	0
FY2022	1	0	0	1	0

No. of Resignees					
	By Gender		By Age Group		
	Female	Male	< 30 years	31 – 50 years	> 50 years
FY2023	2	1	0	0	3
FY2022	3	2	0	5	0

Competitive and equitable remuneration

Our Group is committed to attracting and retaining skilled employees by providing competitive remuneration packages that comply with the welfare benefits and standards mandated by local authorities, in accordance with prevailing labour laws and regulations. This strategy is essential for sustaining our competitive edge and facilitating further expansion into the market.

We recognise the challenge in sourcing individuals whose skills and talents are in harmony with our Group's culture and organisational structure. To this end, we ensure all our employees are afforded equal opportunities for pay, promotion, and career progression. We carry out formal and systematic performance assessments to guarantee that expectations, feedback, and outcomes are communicated clearly. Expectations for the forthcoming year are also established during these appraisals.

SUSTAINABILITY **REPORT**

An annual review of salaries is conducted for all staff, reflecting upon their performance evaluations to award merit-based rewards. Furthermore, we periodically revisit our salary band structure to ensure it remains in compliance with manpower regulations and keeps our offering competitive. This holistic approach aids in our endeavour to retain and attract top talent, thus nurturing a strong and vibrant workforce.

Employee benefits and welfare

Our company places a high emphasis on the well-being and work-life balance of our employees. We offer flexible working arrangements, allowing team members to tailor their work schedules to harmonise with both their professional and personal obligations. We are convinced that empowering our employees with the flexibility to choose their working hours leads to increased job satisfaction and boosts productivity. In addition to adhering to all relevant manpower laws, we offer a comprehensive benefits package. This includes reimbursement for outpatient and dental costs, travel, and entertainment expenses for managerial roles, as well as parental leave and stock ownership options.

Human rights and freedom of association

For all employees, we uphold the principles of freedom of association, the right to collective bargaining, non-discrimination, and a harassment-free workplace, alongside merit-based and forward-thinking human resource practices in accordance with the regulations of the jurisdictions we operate in. In FY2023, 50% of our employees are covered by collective bargaining agreements. We also strongly support the eradication of forced or child labour.

Diversity

We hold the conviction that discrimination obstructs individuals from realising their fullest potential and fosters inequality within the workplace. Our aim is to build a diverse workforce by ensuring equal opportunities and paths for career progression to all employees, in line with governmental regulations, regardless of their age, gender, race, or nationality. The criteria for selecting our employees are strictly based on skills, experience, and performance in their roles, rather than personal background. We are committed to the principles of diversity and non-discrimination as essential components for the sustainable growth of our business. Additionally, we acknowledge the significance of having diversity within our Board, appreciating the array of values and benefits it brings. To this end, our Board includes a varied group of talented and committed directors, chosen for their wide-ranging skills, experiences, expertise, as well as diversity in gender and age. For more information on Board Matters, please refer to page 49 in our annual report.

Occupational Health and Safety

The Group places utmost importance on the safety and welfare of its employees, recognising these elements as crucial to its success. We are dedicated to creating a secure and healthy work environment for our staff, alongside safe practices across all our business operations.

SUSTAINABILITY **REPORT**

A "Safety First" approach is central to our ethos, underpinned by ongoing training and coaching to foster a culture of safety. Our comprehensive safety training covers identified risks, while regular drills, including fire evacuation and illness management scenarios, prepare employees for potential emergencies. The maintenance of firefighting equipment through regular checks is a part of our commitment to workplace safety. We also undertake periodic reviews of our Occupational Health and Safety policies and systems to ensure their effectiveness and suitability for ongoing implementation.

To support our employees' health and safety further, we provide a basic medical insurance and benefits program, offering coverage for injuries or illnesses requiring medical, surgical, or hospital care. In addition, healthcare cards are issued to promote our staff's physical well-being, reflecting our commitment to integrating Occupational Safety and Health principles into our company culture and daily practices.

In FY2023, we achieved a significant milestone with no reports of severe or fatal workplace injuries, demonstrating full compliance with manpower regulations. Moreover, there were no incidents of child labour, forced or compulsory labour, or discrimination, underscoring our dedication to ethical and responsible business practices.

Training and Development

Recognising the critical importance of employee development to our success, we are dedicated to fostering our staff's growth through ongoing learning and development initiatives. Our strategy encompasses a mix of in-house courses, practical on-the-job training, and professional development programmes designed to enhance our employees' skills and propel their careers forward.

We provide a range of professional development opportunities, including advanced Excel training, Insurance Continuing Professional Development, Continuing Professional Education ("**CPE**") accredited by the Institute of Singapore Chartered Accountants ("**ISCA**"), and qualifications for Data Analysts. These programmes are tailored to equip our employees with the essential knowledge and skills for professional advancement.

Beyond structured programmes, we also offer hands-on training and mentorship to ensure our staff can effectively meet their roles and responsibilities. We believe that through thorough training and development, our employees will gain the competencies necessary to remain competitive and relevant in the industry.

SUSTAINABILITY **REPORT**

In FY2023, our employees received an average of 24 hours of training per person, a significant rise from the 13 hours recorded in FY2022. This increase can be attributed to the company's enhanced commitment to Continuing Professional Development ("**CPD**") training. We have included a detailed breakdown of the average training hours received per employee category:

	FY2023			FY2022		
By Employee Category	Senior Management	Managers	Executives	Senior Management	Managers	Executives
Total training hours	48.0	48.0	–	34.5	45.0	–
Permanent staff headcount (as of the end the of reporting period)	2	2	–	2	3	1
Average training hours	24.0	24.0	–	17.3	13.2	–

We recognise the critical role that continuous training and development plays in sustaining a workforce that is competitive, skilled, and highly motivated. To stay aligned with the evolving business and operational landscape, we consistently refine our career development pathways and performance evaluation procedures. Through annual performance appraisals, we pinpoint the specific gaps and requirements of each employee, enabling us to tailor training plans more effectively to meet our team's needs.

Furthermore, we understand that training needs differ across various levels of management and job responsibilities. Consequently, our training programs are designed to cater to a diverse range of job functions and skillset demands, ensuring that all employees have access to the learning opportunities that best suit their professional development needs.

Social Performance in FY2023	
FY2023 Targets	**Performance Update**
To continue providing training and development courses for employees	Managed to clock 96 hours in training and development which is an average of 32 training hours per employee.
To maintain zero workplace incidents reported	There were no workplace incidents reported.
Social Target for FY2024	
FY2024 Targets	**Action Plan**
To continue to revise our training and development program for each level of employee	To build a training plan for each employee and to source for relevant external training. To include key vendors who provide e-commerce/ marketing training, insurance, and other relevant course in the training programme.

SUSTAINABILITY **REPORT**

SUSTAINABLE GOVERNANCE

Objective

We seek to establish our corporate image based on ethical business conduct and our commitment to transparency and accountability to our stakeholders.

Approach

V2Y prioritises upholding exemplary standards of corporate governance, professionalism, accountability, and integrity. We are steadfast in our belief that these attributes are fundamental to securing the enduring success and sustainability of our enterprise.

Ethics and Business Conduct

Our Group's Board of Directors is dedicated to fostering accountability and transparency across our operations and sustainability efforts. This commitment aims to deliver consistent growth to all stakeholders. We adhere to a principled approach in our business conduct, ensuring integrity and efficiency, guided by the Singapore Code of Corporate Governance 2018 and other relevant legislation.

Twice a year, our Board undertakes a comprehensive review and assessment of our key activities and strategic directions, incorporating sustainability considerations into our overarching strategy.

To uphold our standards, we have established a Code of Conduct ("**Code**") that outlines expected behaviours and practices for our staff, including management. This Code is a fundamental part of our Staff Handbook, distributed to all employees at orientation and made available on the HR Portal (Whyze System) for ongoing reference.

Anti-corruption

We uphold a stringent zero-tolerance policy towards corruption in all its manifestations. This commitment is enshrined in our Code of Business Ethics and Conduct, ensuring it is readily available to every employee and enforces a strict compliance with ethical practices aimed at preventing fraud and corruption. Our stance on maintaining the highest ethical standards means we actively combat bribery and corruption.

Should any allegations of corruption or bribery arise, we commit to a comprehensive investigation and review of the incident. Any employee found violating our ethical guidelines, including engaging in malpractice or corruption, will face disciplinary measures. We expect all employees to adhere to and embody the high ethical standards set forth in our Code of Business Ethics and Conduct, reinforcing our dedication to integrity and ethical business conduct.

SUSTAINABILITY **REPORT**

Whistleblowing

Fostering an environment of open communication is a cornerstone of our ethos, emphasizing honesty and propriety in handling all matters. To support this, a whistleblowing policy has been put in place, enabling employees to report any suspected wrongdoing or workplace misconduct confidentially to the Chairman of the Audit Committee. These reports are subsequently reviewed by the Board during its meetings.

The authority to conduct independent investigations into any reported complaints rests with the Audit Committee, which is also responsible for implementing appropriate responses based on their findings. We are firmly committed to protecting whistle-blowers from any form of harassment or victimisation, including informal pressures. Protecting those who report concerns in good faith is of utmost importance, and we are dedicated to ensuring their safety and security.

Data protection and information confidentiality

In our operations, which involve the collection of significant volumes of customer data, the emphasis on data protection and confidentiality is paramount. Our aim is to maintain superior standards in data privacy and security, not only to foster sustainable growth but also to protect the interests of our customers.

The process of data collection is initiated when customers register for product warranties or engage with any of our services. Aware of the importance our customers place on data protection, we have tailored our practices to gather only the essential personal data, minimising privacy risks.

To reinforce the sustainability of our operations and demonstrate our commitment to transparency and accountability, we have outlined our privacy policy on our corporate website. This step is crucial in building and maintaining our customers' trust, particularly concerning how we collect, handle, and store their information. The key elements of our data protection policy include:

- Explains the types of information we collect;
- When was the consent given for our collection of personal data;
- How do we retain and use personal data;
- When do we disclose personal data;
- Importance of providing us accurate and complete personal data;
- Opt-out procedure; and
- Queries in relation about our privacy policy.

SUSTAINABILITY **REPORT**

Moreover, we have implemented robust security protocols to safeguard personal data. These measures include password protection, encryption, and ensuring that access is limited to authorised personnel who require the information to perform their duties, along with a policy of retaining personal data only as long as is needed for legal and business purposes.

Our dedication is to the protection of our stakeholders' personal information and the respect of their privacy. We strictly comply with the Personal Data Protection Act 2012, guaranteeing adherence to all pertinent data protection laws and regulations.

Enterprise Risk Management

At V2Y, we acknowledge the paramount importance of risk management in developing our strategic ambitions. Our primary activities are centred around mitigating and managing risks for our clients, underscoring the necessity to address organisational risks and ensure the protection against threats. This is crucial for adhering to regulatory standards and safeguarding our customers' data.

Each year, we undertake a thorough review of our enterprise risk management programme to identify and integrate emerging risks associated with our expanding operations. We are dedicated to maintaining vigilant oversight of our programme, ensuring that risks are kept within our acceptable limits and managed with the highest level of proficiency. Moreover, we conduct an annual internal audit of our core business processes.

The implementation of our corporate governance and anti-corruption measures has nurtured a constructive organisational culture throughout the Group. Throughout FY2023, there were no incidents of employee dismissals or disciplinary measures related to corruption or fraud. We also did not receive any whistle-blower reports regarding bribery, corruption, dishonest practices, or other inappropriate conduct within the workplace. Furthermore, we have consistently adhered to all listing requirements and legal regulations throughout FY2023, avoiding any fines or penalties for non-compliance.

Sustainable Governance Performance in FY2023	
FY2023 Targets	**Performance Update**
Zero incidents of bribery or corruption.	There were no reported incidents of bribery or corruption.
Zero incidents of non-compliance with all applicable laws and regulations.	There were no reported cases of non-compliance or breaches of all applicable laws and regulations.
Zero complaints were received relating to breaches of customer privacy.	There were no complaints received relating to breaches of customer privacy.
Sustainable Governance Targets for FY2024	
FY2024 Targets	**Action Plan**
To improve the effectiveness of our company's risk management and internal control processes	We plan to have our key business processes audited annually.

SUSTAINABILITY **REPORT**

GRI CONTENT INDEX

Statement of Use	V2Y Corporation Limited has reported the information cited in this GRI content index for the period 1 January 2023 to 31 December 2023 with reference to the GRI Standards.
GRI 1 Used	GRI 1: Foundation 2021

GRI Standards	Disclosure No.	Disclosure Title	Page Reference and Reasons for Omission, if applicable
GRI 2: General Disclosures 2021			
The organisation and its reporting practices	2-1	Organisational details	Pages 18 - 19
	2-2	Entities included in the organisation's sustainability reporting	Page 17
	2-3	Reporting period, frequency and contact point	Page 17
	2-4	Restatements of information	Pages 31 - 32
	2-5	External assurance	Page 17
Activities and workers	2-6	Activities, value chain and other business relationships	Pages 18 - 19
	2-7	Employees	Pages 38 - 39
	2-8	Workers who are not employees	Not applicable
Governance	2-9	Governance structure and composition	Pages 19, 54 and 55
	2-10	Nomination and selection of the highest governance body	Pages 49, 57 and 60
	2-11	Chair of the highest governance body	Page 55
	2-12	Role of the highest governance body in overseeing the management of impacts	Page 50
	2-13	Delegation of responsibility for managing impacts	Pages 19 - 20
	2-14	Role of the highest governance body in sustainability reporting	Page 19
	2-15	Conflicts of interest	Pages 49 and 76
	2-16	Communication of critical concerns	Pages 44 and 72
	2-17	Collective knowledge of the highest governance body	Page 20
	2-18	Evaluation of the performance of the highest governance body	Page 61

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GRI Standards	Disclosure No.	Disclosure Title	Page Reference and Reasons for Omission, if applicable
	2-19	Remuneration policies	Page 62
	2-20	Process to determine remuneration	Page 62
	2-21	Annual total compensation ratio	Page 65
Strategy, policies and practices	2-22	Statement on sustainable development strategy	Page 19
	2-23	Policy commitments	Pages 40 and 49
	2-24	Embedding policy commitments	Pages 49 - 77
	2-25	Processes to remediate negative impacts	Pages 71 - 72
	2-26	Mechanisms for seeking advice and raising concerns	Page 72
	2-27	Compliance with laws and regulations	Pages 49 - 53
	2-28	Membership associations	Not applicable
Stakeholder Engagement	2-29	Approach to stakeholder engagement	Page 20
	2-30	Collective bargaining agreements	Not applicable
GRI 3: Material Topics 2021			
Material Topics 2021	3-1	Process to determine material topics	Page 22
	3-2	List of material topics	Pages 23 - 27
	3-3	Management of material topics	Pages 22 - 27
GRI 201 2016: Economic Performance	201-1	Direct economic value generated and distributed	Page 28
	201-2	Financial implications and other risks and opportunities due to climate change	Page 37
Product And Service Quality	3-3	Management of material topics	Page 29
GRI 306 2020: Waste Management	3-3	Management of material topics	Page 30
	306-2	Management of significant waste-related impacts	Page 30
GRI 302 2016: Energy; and GRI 303 2018: Water and Effluents	3-3	Management of material topics	Pages 31 - 32
	302-1	Energy consumption within the organisation	Page 31
	302-1	Energy intensity	Page 31
	303-5	Water consumption	Page 32

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GRI Standards	Disclosure No.	Disclosure Title	Page Reference and Reasons for Omission, if applicable
GRI 401 2016: Employment	3-3	Management of material topics	Pages 38 - 40
	401-1	New employee hires and employee turnover	Page 39
	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	Page 40
GRI 404 2016: Training and Development	3-3	Management of material topics	Pages 41 - 42
	404-1	Average hours of training per year per employee	Page 42
	404-2	Programs for upgrading employee skills and transition assistance programs	Page 41
	404-3	Percentage of employees receiving regular performance and career development reviews	Page 39
GRI 403 2018: Occupational Health and Safety	3-3	Management of material topics	Pages 40 - 41
	403-5	Worker training on occupational health and safety	Page 41
	403-6	Promotion of worker health	Page 41
GRI 205 2016: Anti-Corruption	3-3	Management of material topics	Pages 43 - 45
	205-3	Confirmed incidents of corruption and actions taken	Page 45
Risk Management	3-3	Management of material topics	Page 45

CORPORATE **GOVERNANCE REPORT**

The Board of Directors (the "**Board**" or the "**Directors**") and the management team ("**Management**") of V2Y Corporation Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") are committed to maintaining a high level of corporate governance to promote greater transparency and safeguard the interests of shareholders, employees, and other stakeholders as well as to promote investors' confidence.

In accordance with Rule 710 of the Listing Manual – Section B: Rules of the Catalist (the "**Catalist Rules**"), this Corporate Governance report (the "**Report**") outlines the Company's corporate governance structures and practices that were in place during the financial year ended 31 December 2023 ("**FY2023**"), with specific reference made to the principles of the Code of Corporate Governance 2018 (the "**Code**"), to protect and enhance the interests and value of its shareholders.

The Company believes that it has substantially complied with the principles and guidelines as set out in the Code where appropriate. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

I. BOARD MATTERS

PRINCIPLE 1: THE BOARD'S CONDUCT OF ITS AFFAIRS

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

The Board's principal roles include promoting long-term shareholder value, setting the strategic direction and establishing goals for Management of the Company and its subsidiaries as well as ensuring proper observance of corporate governance practices. This includes setting the appropriate code of conduct and ethics as well as putting in place the desired organisational culture and tone, and to ensure proper accountability within the Group. In this regard, the Board oversees the business affairs of the Group and works with Management to achieve these goals for the Group. Provision 1.1 of the Code

The Board has put in place policies and procedures for dealing with conflict of interest. Where a Director faces a conflict of interest, he or she would recuse himself or herself from discussions and retrain from deciding on the issues of conflict. All Directors objectively discharge their duties and responsibilities as fiduciaries and make decisions in the best interest of the Group at all times while taking into account the need to safeguard the interests of shareholders, customers, employees and other stakeholders.

To ensure that the Directors are able to consistently develop and maintain their skills and knowledge, the Company encourages its Directors to attend courses and seminars. The Company relies on and encourages its Directors to regularly update themselves on, *inter alia*, new laws, regulations and changing commercial risks in the industry. Accordingly, information on courses or seminars in relation to the roles and responsibilities as a director of a public listed company as well as revisions to laws or regulations (which are applicable to the Company) are disseminated to Directors. Provision 1.2 of the Code

The Company also has in place orientation programmes for newly-appointed Directors to ensure that they are familiar with the Group's structure, the Group's business, and its operations. New Director(s) will be expected to undergo orientation with the Company which includes meeting with the Chairman and/or the Executive Director(s) for an introduction to the business of the Company. Newly appointed Directors are encouraged to attend formal courses to familiarise themselves with the regulatory environment in Singapore and the roles and responsibilities as a director of a listed company.

CORPORATE GOVERNANCE REPORT

In addition to this, the Company will arrange for new Directors, who do not have prior experience as a director of a public listed company in Singapore, to attend training courses organised by the Singapore Institute of Directors ("**SID**") or other training institutions in areas such as accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties.

During FY2023, Mr Seet Kah Wai (Xue Jiawei) was appointed as Director of the Company. In this regard, Management had conducted an orientation to introduce the Group's business and its operations to the new Director. The Company had also arranged for Mr Seet Kah Wai, who did not have prior experience as a director of a public listed company in Singapore, to attend training courses conducted by SID. In this regard, Mr Seet Kah Wai has partially completed the mandatory prescribed courses conducted by SID under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules and will be completing the remaining prescribed courses within one year from his appointment date.

Further to this, the external auditors will also brief the members of the Audit Committee on the developments in accounting standards (where applicable) during the Audit Committee meetings whilst the Company Secretary periodically updates the Board on any changes in the regulatory environment in Singapore as well as those pertaining to the roles and responsibilities of a director of a listed company.

In addition to statutory duties and responsibilities, the Board's duties, including the key matters to be approved by the Board are set out as follows:

Provision 1.3 of the Code

(a) reviewing and approving key business and financial strategies (taking into consideration sustainability issues) and objectives of the Group;

(b) reviewing and approving major corporate and/or financial restructuring and/or share issuance;

(c) reviewing and approving annual budgets of the Group, major transactions, including acquisitions, divestments, investments and capital expenditure;

(d) reviewing and approving the annual report and audited financial statements;

(e) reviewing and approving half yearly and full year annual results announcements;

(f) approving the nomination of Board members and the appointment of key management personnel;

(g) reviewing the performance of Management;

(h) providing guidance to the Management;

(i) ensuring that the necessary financial and human resources are in place for the Group to meet its objectives;

(j) ensuring that the Group has adequate internal controls, risk management, financial reporting and compliance as well as evaluating the same;

CORPORATE **GOVERNANCE REPORT**

(k) ensuring the Group's compliance with laws, regulations, policies, directives and guidelines;

(l) establishing and maintaining the Company's values and standards and ensuring obligations to shareholders and others are understood and met;

(m) establishing and maintaining an ethical corporate culture that is reflective of the Company's values, standards, policies and practices and encouraging adherence to the Group's internal code of conduct;

(n) overseeing risk management strategies of the Group; and

(o) ensuring accurate, adequate and timely reporting to, and communication with shareholders and other key stakeholder groups.

Provision 1.4 of the Code

To ensure smooth operations, facilitate decision-making and ensure proper controls, the Board has delegated some of its powers to its committees and Management. In particular, the Board has set up three committees to assist it in effectively discharging its duties. These three committees are the Audit Committee ("**AC**"), Nominating Committee ("**NC**"), and Remuneration Committee ("**RC**") (collectively, the "**Board Committees**").

Each of the Board Committees is given specific responsibilities and they are empowered by the Board to deal with matters within the limits of authority set out in their respective terms of reference, which are reviewed on a regular basis by the Board. The AC is responsible for undertaking an independent review of the effectiveness of the financial reporting process and internal control systems of the Company and if required, to make the necessary recommendations to strengthen the necessary processes and controls to the Board. The NC is responsible for reviewing and making the appropriate recommendations to the Board on all board appointments and re-appointments while the RC is responsible for establishing and implementing a framework for remuneration of directors and key management personnel. Accordingly, the Board Committees facilitate the Board's oversight of the Group.

For the purposes of optimising operational efficiency, the Board has delegated the day-to-day operations to Management while reserving key matters (such as corporate restructuring, mergers and acquisitions, investments, acquisitions and disposals of assets, major corporate policies on key areas of operations, the release of the Group's half yearly and annual results, interested person transactions of a material nature, and declaration of interim dividends and proposal of final dividends) for the Board's approval.

Management in conducting the day-to-day operations of the Group will be guided by the internal guidelines (such as the approval limits for various expenditures, banking and treasury approval limits and authorised signatories as well as a Compliance Reporting Policy) that clearly set out the matters which must be approved by the Board. In addition, the Board is free to request further clarification and information from Management on all matters within their purview.

Notwithstanding the above delegation of authority by the Board, the ultimate responsibility on all matters lies with the Board.

CORPORATE **GOVERNANCE REPORT**

Generally, the Board convenes for scheduled meetings at least twice a year, and *ad-hoc* meetings will be arranged when required (for example to consider proposed corporate actions by the Company or to review corporate action documents). If the Directors are unable to physically attend the Board meetings, such meetings may be conducted via telephone conference, video conference, audio visual or by means of a similar communication equipment where all the Directors participating in the meeting are able to hear each other. In addition, decisions of the Board and/or the Board Committees may also be obtained through circular resolutions.

Provision 1.5 of the Code

Notwithstanding that some of the Directors have multiple listed company board representations, the Board is satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company. The Board is of the view that the assessment of whether each Director is able to devote sufficient time to discharge his duties should not be restricted to the number of board representations. Holistically, the contributions by the Directors during the meetings and attendance at such meeting should also be taken into consideration. The NC will continue to review from time to time the listed company board representations of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

Directors' attendance at the Board and the Board Committee meetings during FY2023 are as follows:

Name of Director	Board	Audit	Nominating	Remuneration
Number of Meetings held				
	4	3	1	1
Number of Meetings attended				
Lim Chuan Poh	4	3	1	1
Chue En Yaw(1)	3	3	1	1
Ong Shen Chieh (Wang Shengjie)	4	3*	1*	1*
Boey Souk-Tann	4	3	1	1
Seet Kah Wai (Xue Jiawei)(2)	2	1*	–	–

* Attendance by invitation

Notes:

(1) Mr Chue En Yaw had resigned as a Non-Executive and Independent Director of the Company on 11 August 2023.

(2) Mr Seet Kah Wai (Xue Jiawei) was appointed as a Non-Executive and Independent Director of the Company on 28 July 2023 and as the Chairman of the Audit Committee as well as a member of both the Remuneration and Nominating Committees on 11 August 2023. As such, Mr Seet Kah Wai (Xue Jiawei) only attended one (1) meeting of the Audit Committee by invitation and two (2) Board meetings since his appointment.

CORPORATE **GOVERNANCE REPORT**

To enable the Directors to better understand the Group's business as well as for them to discharge their respective duties, Management provides regular business updates to the Directors during board meetings. In addition, in order to ensure that each Director is able to contribute in a meaningful manner during Board meetings, Management provides the members of the Board with relevant background information and documents relating to the items of business to be discussed at each Board meeting, such as copies of disclosure documents, budgets, forecasts and internal financial statements, before the meetings.

Provision 1.6 of the Code

Key information relating to the Company's operations and finances are also circulated to the Board via email in a timely manner so that the Directors may monitor the Company's performance as well as the Management's fulfilment of goals and objectives set by the Board.

Further to the above, the Directors are also regularly briefed by the Management on the business activities of the Company as they are responsible for the Company's strategic directions as well as its corporate practices. Accordingly, such briefings by Management ensure that the Directors are kept updated on the day-to-day implementation of such strategic directions and corporate practices.

Complementing the existing orientation programme and periodic updates on the developments in accounting standards and any changes in the regulatory environment in Singapore as well as those pertaining to the roles and responsibilities of a director of a public listed company set out above, the Directors also have separate and independent access to the Management of the Company, including the Chief Executive Officer ("**CEO**"), and Group Financial Controller ("**Group FC**") as well as the Company Secretary of the Company.

Provision 1.7 of the Code

The Company Secretary and/or representatives from the Company Secretary's office attends all meetings of the Board and the Board Committees and prepares the minutes of such meetings. The minutes of such meetings are then circulated to the Board and the Board Committees, as the case may be. The Company Secretary also advises the Board on governance matters and ensures that the procedures for such meetings are in accordance with the Constitution and terms of reference, and that all applicable rules and regulations (including the requirements of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Catalist Rules) are complied with.

Further to the above, the Company Secretary helps to facilitate communications within the Board and the Board Committees and between Management and the Directors. The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Company allows Directors to take independent professional advice on matters affecting the Company, and such costs will be borne by the Company. In addition, Directors have, at all times, unrestricted access to the Company's records and information, Management and the Company Secretary.

CORPORATE GOVERNANCE REPORT

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

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

Presently, the Board comprises the following Directors: *Provision 2.1 of the Code*

Name of Directors	Designation
Lim Chuan Poh	Non-Executive and Independent Chairman
Ong Shen Chieh (Wang Shengjie)	Executive Director and CEO
Boey Souk-Tann	Non-Executive and Independent Director
Seet Kah Wai (Xue Jiawei)	Non-Executive and Independent Director

Further information about the profiles of the Directors are set out on pages 12 to 13 of this Annual Report.

The independence of each of the Non-Executive and Independent Directors is reviewed annually and as and when circumstances require, by the NC, based on the guidelines set forth in the Code as well as Rule 406(3)(d) of the Catalist Rules (collectively, the "**Independence Criteria**") to ensure that the Board consists of persons who, together, will provide core competencies and independent business judgements and perspectives necessary to meet the Company's objectives. In this regard, after conducting a review, the NC is satisfied that there are no relationships identified by the Code which would result in any of the Non-Executive and Independent Directors not being deemed to be independent.

The Chairman of the Board has been assessed by the NC to be independent and as such, there is no requirement for independent directors to make up a majority of the Board. *Provision 2.2 of the Code*

Notwithstanding the above, the Company endeavours to maintain a strong and independent element on the Board. The Board currently comprises four (4) members, of whom three (3) are Non-Executive and Independent Directors and one (1) is an Executive Director. In addition, each of the Board Committees is chaired by a Non-Executive and Independent Director which further strengthens the independence element on the Board. *Provision 2.3 of the Code*

In light of the foregoing, the Board and the NC are of the view that the Board can exercise independent judgement on corporate affairs and that no one individual or group(s) of individuals dominates any decision-making process.

The Board, through the NC, reviews the size and composition of the Board on an annual basis to ensure that the size and composition of the Board is conducive for the purposes of effective discussion and decision-making. Based on these requirements, the NC and the Board are of the opinion that, for FY2023, its current board size and composition is reasonably effective and efficient considering the nature, scope and size of the Group's business operations. *Provision 2.4 of the Code*

CORPORATE **GOVERNANCE REPORT**

The Company has in place a Board Diversity Policy, which endorses the principle that its Board should have a balance of skill, knowledge, experience and diversity of perspectives appropriate to the Group's business to promote the inclusion of different perspectives and ideas. The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has an appropriate mix of expertise, skill, knowledge, experience and gender diversity, and collectively possesses the necessary core competencies required for the purposes of ensuring that it is able to function effectively and to make informed decisions for the Company.

The NC is of the view that the Board possesses adequate core competencies in areas such as accounting, finance or legal, business or management experience, industry knowledge, strategic planning experience and experience or knowledge that are relevant to the direction of the expansion of the Group. In recognition of the importance and value of gender diversity in the composition of the Board, the Company undertakes to have gender diversity of at least 25% on the Board. The current Board comprises one (1) female Director and three (3) male Directors with an age group ranging from 47 to 69 years old, with 25% gender diversity on the Board.

Hence, the NC is of the view that the current composition and size of the Board provides an appropriate balance and mix of skills, knowledge, experience, gender and age, which avoids groupthink, fosters constructive debate and facilitates effective decision-making.

The Non-Executive and Independent Directors participate actively in Board meetings and provide, amongst other things, strategic guidelines to the Company based on their professional knowledge and experience. They also constructively challenge and help develop directions on strategy and review the performance of the Management in the implementation of the agreed strategies and goals.

Provision 2.5 of the Code

Where necessary, the Non-Executive and Independent Directors discuss or meet to deliberate on the Group's affairs amongst themselves without the presence of the Executive Director(s) and the Management. Feedback will also be provided to the Executive Director(s) and Management after such discussions or meetings.

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.

The positions of the Chairman of the Board and CEO are separately held by two (2) persons. In this regard, the Chairman of the Board is a Non-Executive and Independent Director. The separation of the two (2) roles has been undertaken for the purposes of maintaining an appropriate balance of power on the Board as well as to maintain effective checks and balances. In addition, the separation of the two (2) roles also promotes greater accountability from Management as the Board is able to exercise its independence in its oversight of and deliberations with Management.

Provision 3.1 of the Code

In light of the separation of the two (2) roles, there is a clear division of the responsibilities between the Chairman of the Board and the CEO.

Provision 3.2 of the Code

CORPORATE GOVERNANCE REPORT

The Chairman of the Board is responsible for the overall management of the Board and has the following responsibilities:

(a) leading the Board, ensuring its effectiveness in all aspects of its role, and setting out its agenda;

(b) ensuring that the Directors receive complete, adequate, accurate, timely and clear information;

(c) critiquing key proposals by Management before they are presented to the Board;

(d) ensuring effective communication with shareholders;

(e) encouraging constructive relations between the Board and Management;

(f) facilitating the effective contribution of the Non-Executive and Independent Directors towards the Company;

(g) encouraging constructive relations between the Executive Directors and Non-Executive and Independent Directors; and

(h) promoting high standards of corporate governance.

The CEO has full executive responsibilities over the business direction and operational decisions in the day-to-day management of the Group. In this regard, the CEO's responsibilities pertaining to the Board include the following:

(a) scheduling meetings that enable the Board to perform its duties responsibly;

(b) preparing meeting agendas in consultation with the Non-Executive and Independent Chairman;

(c) ensuring quality, quantity and timeliness of the flow of information between the Management and the Board; and

(d) assisting to ensure compliance with the Company's guidelines on corporate governance.

The Chairman of the Board and CEO are not immediate family members. Provision 3.3 of the Code

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.

The Company has established the NC which is guided by the terms of reference that has been approved by the Board. In this regard, the NC is responsible for the following: Provision 4.1 of the Code

(a) making recommendations to the Board on all board appointments, including re-nominations, through a formal and transparent process which takes into account the director's contribution and performance (for example, attendance, preparedness, participation and candour);

(b) determining annually whether or not a director is independent based on the Independence Criteria;

(c) in respect of a director who has multiple board representations in various companies, deciding whether or not such director is able to and has been adequately carrying out his/her duties as director, having regard to the competing time commitments that are faced when serving on multiple boards;

(d) reviewing and approving any new employment of related persons and the proposed terms of their employment;

(e) reviewing the directors' mix of skills, experience, core competencies and knowledge of the Company and its subsidiaries that our Board requires to function competently and efficiently;

(f) reviewing succession plans for the Executive Directors and the key management personnel;

(g) reviewing the training and professional development programs for the Board;

(h) determining and recommending to the Board the maximum number of listed company board representations which any director may hold and disclosing this in the Company's annual report; and

(i) deciding how the Board's performance is to be evaluated and proposing objective performance criteria, subject to the Board's approval, which address how the Board has enhanced long term shareholders' value. The Board will also implement a process to be proposed by the Board Committees for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual director to the effectiveness of the Board (if applicable).

CORPORATE GOVERNANCE REPORT

The NC comprises three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the NC as at the date of this Report are: Provision 4.2 of the Code

(a)	Boey Souk-Tann (Chairman)	Non-Executive and Independent Director
(b)	Lim Chuan Poh	Non-Executive and Independent Director
(c)	Seet Kah Wai (Xue Jiawei) (*appointed as a member on 11 August 2023*)	Non-Executive and Independent Director

In the event that there is a need to change the structure of the Board, the Chairman of the Board or the membership of the Board Committees, the NC will review the proposed changes and will make the appropriate recommendations to the Board. In addition, the NC is also responsible for ensuring that the membership of the Board is refreshed progressively and in a systematic manner, to avoid losing institutional knowledge. Provision 4.3 of the Code

The NC also reviews the succession plans for the key management personnel as it recognises the importance of succession planning. Accordingly, in order to ensure that there is a progressive and systematic renewal of the Board and key management personnel, it has put in place an internal process for succession planning for the Chairman, Directors, the CEO and the key management personnel. In this regard, the NC will, in consultation with the Board and the Company's professional advisors, examine the existing strengths, and capabilities of the existing Board and the key management personnel. In addition, the NC will also consider the contributions (such as the skills, knowledge and experience) of the existing Directors and the key management personnel as well as taking into account the diversity of the Board and the future needs of the Company. Through this process, the NC, together with the Board, will seek candidates, either through recommendations made by existing Directors or through the Company's professional advisors, who are able to contribute to the Company. When necessary, the NC may seek the assistance of external consultant(s) in the search process. Once the appropriate candidates have been identified, at least two (2) members of the NC will conduct interviews with the potential new Director or key management personnel before recommending their appointments to the Board for approval. If the proposed appointments are approved by the Board, announcements relating to their appointment will subsequently be released via SGXNET.

With regard to the retirement and re-election of Directors at every Annual General Meeting ("**AGM**"), the Company's Constitution provides that all Directors are to submit themselves for re-nomination and re-election at least once every three (3) years and at least one-third of the Directors are to retire from office by rotation. If new directors are appointed during the year, they would be subject to retirement and re-election at the forthcoming AGM of the Company. The NC is responsible for the nomination of retiring Directors for re-election. In determining the nomination of a Director for re-election, the NC takes into account the composition and progressive renewal of the Board, and the competency, performance and contribution of the Director including his/her attendance, preparedness and participation at Board and Board Committees meetings. A Director's time and effort accorded to the Company's business and affairs will also be considered.

CORPORATE **GOVERNANCE REPORT**

Pursuant to Regulations 107 and 108(1) of the Company's Constitution respectively, Mr Seet Kah Wai (Xue Jiawei) and Ms Boey Souk-Tann respectively will retire at the forthcoming AGM (collectively, the "**Retiring Directors**"). In this regard, after assessing the contributions of the Retiring Directors, the Board has accepted the NC's recommendation that the Retiring Directors, who have each given their consent for re-nomination and re-election at the forthcoming AGM of the Company, be put forth for re-nomination and re-election.

Information, as set out in Appendix 7F of the Catalist Rules, relating to the Retiring Directors who are retiring and offering themselves for re-election at the upcoming AGM can be found in the "Disclosure of Information on Directors Seeking Re-Election" on pages 132 to 138 of the Annual Report.

Further to this, the NC is also tasked with assessing the independence of the Non-Executive and Independent Directors. This review is done annually, and as and when the circumstances require. Annually, each of the Non-Executive and Independent Directors is required to complete a Director's Independence Checklist (the "**Independence Checklist**") to confirm his/her independence. The Independence Checklist is drawn up based on the Independence Criteria. Thereafter, the NC reviews the Independence Checklist completed by each of the Non-Executive and Independent Directors and assesses their independence prior to recommending its assessment to the Board. The Non-Executive and Independent Directors have confirmed their independence in accordance with the Independence Criteria for FY2023. The Board, after taking into account the views of the NC and having considered the confirmations of independence provided by each of the Non-Executive and Independent Directors, is of the view that Mr Lim Chuan Poh, Mr Seet Kah Wai (Xue Jiawei), and Ms Boey Souk-Tann are independent.

Provision 4.4 of the Code

To ensure that new Directors are aware of their duties and obligations, a formal letter of appointment explaining their duties and obligations as a Director is provided to every new Director upon appointment. The formal letter of appointment sets out the time commitment required of the Director and the Director's roles and responsibilities, including disclosure requirements and best practices relating to dealings in securities under applicable laws and regulations.

Provision 4.5 of the Code

As the ability to commit time and attention to the Group's affairs is essential for the individual Director's contribution and performance, the NC has considered the number of listed directorships each of its Directors can hold after taking into considerations factors such as the expected and/or competing time commitments of the Directors, the size and composition of the Board as well as the nature and scope of the Group's operations and size. However, based on the Directors' contributions at meetings of the Board and the Board Committees as well as their time commitment to the affairs of the Company, the Board believes that at present, it would not be meaningful to define the maximum limit on the number of listed company board representations and other principal commitments which any Director may hold, and has instead tasked the NC to review if a Director with multiple board representations is devoting sufficient time and attention to the affairs of the Company.

CORPORATE **GOVERNANCE REPORT**

After conducting the annual reviews, the NC is satisfied that the current Directors have been able to devote adequate time and attention to the affairs of the Company and that they are able to satisfy their duties as Directors of the Company. In addition, for FY2023, the Company does not have any alternate directors. Notwithstanding this, the NC would, from time to time, continue to review the number of board representations and other principal commitments of each Director to ensure that the Directors are able to continue to meet the demands of the Group and to discharge their duties adequately.

A list of directorships of the Directors of the Board in listed companies, the principal commitments of each Director, as well as their interests in the Company and related corporations (if any) as at the date of this Annual Report is set out below:

Name of Directors	Directorship in Listed Company		Principal Commitments	Shareholding in the Company and related corporation	
	Present	Past Preceding three years		Direct	Indirect
Lim Chuan Poh	V2Y Corporation Ltd.	Nil	• Director of SPTel Pte. Ltd. (formerly known as SP Telecommunications Pte. Ltd.) • Chief Advisor, Astrum Mobile Private Limited	Nil	Nil
Ong Shen Chieh (Wang Shengjie)	• V2Y Corporation Ltd. • Eindec Corporation Limited	• P99 Holdings Limited • Elec & Eltek International Company Limited • Kakiko Group Limited (Listed on HKSE)	• Executive Director and CEO of V2Y Corporation Ltd. • Director of Investing Point VCC • Non-Executive and Independent Director of Eindec Corporation Limited • Director of Sakal Capital Pte. Ltd. (formerly known as Husk Life Pte. Ltd.)	Nil	Nil
Seet Kah Wai (Xue Jiawei)	V2Y Corporation Ltd.	Nil	Chief Financial Officer, Mi Equipment Pte. Ltd.	Nil	Nil
Boey Souk-Tann	V2Y Corporation Ltd.	Nil	Director, LegalWorks Law Corporation	Nil	Nil

CORPORATE **GOVERNANCE 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.

The Board has in place a process, which is carried out by the NC, for assessing the effectiveness of the Board and its Board Committees as a whole as well as the contribution made by each individual Director. Provision 5.1 of the Code

In assessing the performance and effectiveness of the Board and its Board Committees, the NC takes into account, among other factors, the Board Committees' and the Board's ability to work with the senior management of the Company, the discussions and due deliberations of the Board and the Board Committees, and whether objectives and targets set at the commencement of the relevant financial years have been met.

In assessing the performance and effectiveness of the Directors in fulfilling their duties, the NC takes into account, *inter alia*, the Director's qualifications in relation to general commercial knowledge, specific industry experience, political and social knowledge of the countries that the Group operates in, attendance at Board and/or the Board Committees meetings in person or via teleconference, availability at all reasonable times and the degree of participation at Board and Board Committees meetings, quality of interventions or difference of opinion expressed, and any special contributions. The NC also considers whether the Director has a reasonable understanding of the Company's business and the industry, the Director's working relationship with the other members of the Board, as well as feedback from other Directors.

For the avoidance of doubt, reviews of each individual Board member's performance and effectiveness, as well as the performance and effectiveness of the Board and the Board Committees are undertaken on a continuous basis by the NC with inputs from the various Board members.

For FY2023, the Board had implemented a formal assessment process to be carried out by the NC. This formal assessment process entails the completion of a board assessment form and Board Committee assessment forms by the Board members and Board Committee members respectively, in which they will assess the Board and the Board Committee against the factors set out in the paragraph above. In addition, the Board has also adopted a peer evaluation process and as part of this peer evaluation process, individual Directors will complete an assessment form in which individual Directors will be assessed against the factors set out in the paragraph above. Provision 5.2 of the Code

Once the Board, the Board Committees and the individual Directors' assessment forms have been completed, the Company Secretary will assist the NC to tabulate the results for the purposes of facilitating the discussions by the NC.

For the avoidance of doubt, each member of the NC abstains from voting on any resolution in respect of the assessment of his/her own performance or re-nomination as Director.

After evaluation, the NC has considered the performance and effectiveness of each individual Director, the Board as a whole and the Board Committees to be satisfactory in respect of FY2023.

CORPORATE **GOVERNANCE REPORT**

No external facilitator was engaged in FY2023. If required, the NC has full authority to engage an external facilitator to assist with the evaluation process.

II. REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

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

The Company has established the RC which is guided by the terms of reference approved by the Board. In this regard, the primary function of the RC is to advise the Board on compensation matters. The RC establishes remuneration policies that are in line with the Group's business strategies and risk policies as well as long-term interests of the Group and its shareholders, with a view to ensuring remuneration packages are sufficiently competitive to attract, retain and motivate Directors and the key management personnel with the appropriate experience and expertise.

Provision 6.1 of the Code

The responsibilities and principal functions of the RC, as set out in its terms of reference, include the following:

(a) recommending to the Board a framework of remuneration for the directors and executive officers, and determining specific remuneration packages for each executive director and any CEO (or executive of equivalent rank), if a CEO is not an executive director, such recommendations to be submitted for endorsement by the entire Board and should cover all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, the contingent awards of shares in the Company granted or which may be granted pursuant to its performance share plan, the options to be issued under the Company's employee share option scheme and benefits in kind;

(b) in the case of service contracts for any director or executive officer, considering what compensation commitments the directors' or executive officers' contracts of service, if any, would entail in the event of early termination with a view to be fair and avoid rewarding poor performance; and

(c) in respect of any long-term incentive schemes including share schemes as may be implemented, considering whether any director should be eligible for benefits under such long-term incentive schemes.

As part of its review, the RC will take into consideration the salary and employment conditions of similar roles within the same industry and in comparable companies, as well as the Group's relative performance and the performance of the CEO and key management personnel. This remuneration framework is recommended by the RC to the Board to ensure that the structure is competitive and sufficient to attract, retain and motivate the Executive Director(s) and the key management personnel to run the Company successfully in order to maximise shareholder value.

CORPORATE **GOVERNANCE REPORT**

The RC comprises three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the RC are:

Provision 6.2 of the Code

(a) Lim Chuan Poh (Chairman) — Non-Executive and Independent Director

(b) Seet Kah Wai (Xue Jiawei) (*appointed as a member on 11 August 2023*) — Non-Executive and Independent Director

(c) Boey Souk-Tann — Non-Executive and Independent Director

There is a formal and transparent procedure for fixing the remuneration packages of the Directors. No individual Director is involved in deciding his/her own remuneration. In addition, each member of the RC abstains from making any recommendation on or voting on any resolution in respect of his/her own Director's fees payable to them, except for providing information and documents specifically requested by the RC to assist it in its deliberations. Further to this, with regard to the remuneration of other key management personnel, the RC reviews proposals which are made by the Executive Director(s). The remuneration policy for the key management personnel is guided by the National Wage Council guidelines, and takes into consideration the Company's performance, long-term interest and risk policies, as well as the responsibilities and performance of individual key management personnel. The latter is measured by goals and objectives set for each key management executive in congruence with the Company's overall goals and objectives.

Provision 6.3 of the Code

The RC will also review the terms and conditions of the respective service agreements of the Executive Director(s) as well as the key management personnel before their respective execution. In the course of such review, the RC will consider, in particular, the Group's obligations arising in the event of termination of any of the Executive Director(s) and the key management personnel. This is to ensure that the service agreements contain fair and reasonable termination clauses and are not overly generous so as to avoid rewarding poor performance. In this regard, the RC has reviewed the terms of the service agreement for the Executive Director and they are of the view that the Executive Director has a service agreement which contains fair and reasonable termination clauses and this service agreement is in line with market practices and is not overly generous.

If necessary, the RC is entitled to seek professional advice from external remuneration consultants on remuneration of the Directors and key management personnel. In the event that the RC decides that such professional advice is required, it will ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants.

Provision 6.4 of the Code

The Company has not appointed any remuneration consultants for FY2023.

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.

The Company has a remuneration policy for the Executive Director(s) and the key management personnel, which comprises a fixed component and a variable component. The fixed and variable components are in the form of a base salary and a variable bonus (which is inclusive of bonuses and other benefits) respectively. The variable bonus also takes into account the performance of the Group and the performance of the Executive Director(s) and the key management personnel respectively, as well as market rates. Provision 7.1 of the Code

The performance-related elements of remuneration are designed to align the interests of the Executive Director(s) and the key management personnel with those of the Company's shareholders and link rewards to corporate and individual performance. In structuring the compensation framework, the Company also takes into account its risk policies, the need for the compensation to be symmetric with the risk outcomes and the time horizon of such risks.

Some of the performance-related elements of remuneration that the RC has at its disposal are the V2Y Employee Share Option Scheme ("**V2Y ESOS**") and the V2Y Performance Share Plan ("**V2Y PSP**"), which were approved by the Company's shareholders by way of members' resolution in writing on 25 July 2018. The V2Y ESOS and V2Y PSP are administered by the RC and these performance-related elements of remuneration have been designed to align the interests of Directors, key management personnel and staff with those of shareholders and to link their rewards to corporate and individual performances. These schemes provide an additional tool for the Company to reward, retain and motivate a core group of Directors, key management personnel and employees so as to build sustainable businesses in the long term.

Details of the V2Y ESOS and the V2Y PSP can be found on pages 79 to 81 of the Annual Report in the Directors' Statement. In FY2023, no share awards were granted to any employees and Directors under the V2Y PSP. No share options were granted to any employees and Directors under the V2Y ESOS in FY2023.

With regard to the remuneration of the Non-Executive and Independent Directors, the Non-Executive and Independent Directors receive basic directors' fees and additional fees for serving as a Chair of any of the Board Committees. For the avoidance of doubt, the Executive Director(s) do not receive directors' fees. Provision 7.2 of the Code

The RC, in assessing the remuneration of the Non-Executive and Independent Directors, will take into account factors such as time spent and the responsibilities of the Non-Executive and Independent Directors, the current market circumstances, long-term interests and risk policies of the Company, and the need to attract directors of experience and standing. The Non-Executive and Independent Directors' fees are also compared against market standards to ensure that they are in line with market norms and to ensure that their independence is not compromised. In addition, payment of Directors' fees is subject to approval by the shareholders at the AGM of the Company.

CORPORATE **GOVERNANCE REPORT**

As stated in Principle 6 above, the RC has established remuneration policies that are in line with the Group's business strategies and risk policies as well as long-term interests of the Group and its shareholders, with a view to ensuring remuneration packages are sufficiently competitive to attract, retain and motivate Directors and the key management personnel with the appropriate experience and expertise.

Provision 7.3 of the Code

PRINCIPLE 8: DISCLOSURE ON REMUNERATION

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

The remuneration framework is based on policies which are aligned with the interests of shareholders and to support the Group's business with the aim of retaining key capabilities, provide sound and structured funding of remuneration in ensuring affordability and sustainable value creation. Competitive remuneration packages are offered to attract and retain experienced individuals. The remuneration policies, the procedures for setting remuneration and the relationships between remuneration, performance and value creation are described in Principles 6 and 7 above.

Provision 8.1 of the Code

Details of remuneration for the Directors and key management personnel in FY2023 are set out in the table below. Disclosure of the same is also made in Note 27 to the financial statements.

	Salary and allowance %	Bonus %	Directors' Fees %	Other Benefits(1) %	Total %
Executive Director(s)					
Between S$200,001 – S$300,000					
Ong Shen Chieh (Wang Shengjie)	100	–	–	–	100
Non-Executive and Independent Directors					
S$100,000 and below					
Lim Chuan Poh	–	–	100	–	100
Chue En Yaw(2)	–	–	100	–	100
Boey Souk-Tann	–	–	100	–	100
Seet Kah Wai (Xue Jiawei)(3)	–	–	100	–	100
Key Management Personnel					
Between S$100,001 – S$200,000					
Cai Jingren John	100	–	–	–	100

Notes:

(1) Other benefits, where applicable, include granting of share options under the V2Y ESOS and granting of awards under the V2Y PSP.

(2) Mr Chue En Yaw had resigned as a Non-Executive and Independent Director of the Company on 11 August 2023.

(3) Mr Seet Kah Wai (Xue Jiawei) was appointed as a Non-Executive and Independent Director of the Company on 28 July 2023 and as the Chairman of the Audit Committee as well as a member of both the Remuneration and Nominating Committees on 11 August 2023.

CORPORATE **GOVERNANCE REPORT**

The Company has disclosed the remuneration for its Directors and the key management personnel in bands of S$100,000 and provided a further detailed breakdown of the remuneration in percentage terms into fixed salary and allowance, variable or performance-related bonuses, directors' fees, and other benefits such as share-based incentives and awards. The Company is of the view that this is sufficient to provide shareholders with insight into the level of compensation of the Directors and the key management personnel, and the links between the Directors' and key management personnel's remuneration and their performance. The Company believes that the disclosure of further details in relation to the aggregate remuneration of the respective Directors and key management personnel may be prejudicial to its business interests given the highly competitive and niche industry that it is operating in, and would not be in the best interests of the Company.

There were no employees who were substantial shareholders of the Company, or who were immediate family members of a director, CEO or a substantial shareholder of the Company, and whose remuneration exceeded S$100,000 during FY2023. Provision 8.2 of the Code

Further to the above, the Company confirms that in FY2023 there were no termination, retirement and post-employment benefits granted to the Directors and key management personnel. Provision 8.3 of the Code

In FY2023, no share awards and no share options were granted to any employees and Directors under the V2Y PSP and under the V2Y ESOS respectively. Details of the V2Y ESOS and the V2Y PSP can be found on pages 79 to 81 of the Annual Report in the Directors' Statement.

III. ACCOUNTABILITY AND AUDIT

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board is responsible for the Group's overall internal control framework and the AC is responsible for ensuring that Management complies with the Company's risk management framework and policies. In this regard, the Board, through the AC, ensures that the Management regularly reviews and improves the Group's internal controls and implements effective risk management policies to control and mitigate any identified areas of significant business and operational risks so as to safeguard shareholders' interest and the Company's assets. The internal controls in place will address the compliance, financial, information technology, operational risks and the objectives of these controls are to provide reasonable assurance that there are no material financial misstatements or material loss, that there is maintenance of proper accounting records, that financial information is reliable and that assets are safeguarded. Provision 9.1 of the Code

CORPORATE **GOVERNANCE REPORT**

Having considered the Company's business operations and taking into account its nature, scope and scale, as well as the existing internal control and risk management systems, the Board is of the view that a separate risk committee is not required for the time being. Notwithstanding this, the Board recognises that all risk management and internal control systems contain inherent limitations and that no internal control system will preclude all errors and irregularities, as the system is designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against misstatements or losses.

Further to this, the Board also notes that there is no risk management and internal controls system that could provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

The Board has received assurance from the CEO and Group FC that the financial records of the Group for FY2023 have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances. In addition, the CEO and key management personnel have also given assurance to the Board that the risk management and internal control systems are adequate and effective in addressing the financial, operational, compliance and information technology risks.

Provision 9.2 of the Code

PRINCIPLE 10: AUDIT COMMITTEE

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

The Company has established the AC which is guided by the terms of reference that has been approved by the Board. The primary function of the AC is to assist the Board in discharging its responsibility to safeguard the assets of the Company, maintain adequate accounting records, as well as to develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains an adequate and effective control environment in the Company. In this regard, the responsibilities of the AC include the following:

Provision 10.1 of the Code

(a) reviewing the audit plan, the audit report, the management letter and the Management's response with the external auditors;

(b) reviewing the internal audit plan and the evaluation of the adequacy of the Company's internal control and accounting system with the internal auditors before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report;

(c) reviewing the financial statements and financial results before submission to the 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;

CORPORATE **GOVERNANCE REPORT**

(d) reviewing the internal control procedures and ensuring co-ordination between the external auditors and Management, reviewing the assistance given by Management to the auditors, and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the external or internal auditors may wish to discuss (in the absence of Management where necessary);

(e) reviewing and discussing with the external 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 Management's response;

(f) reviewing annually the scope and results of the external audit and its cost effectiveness and the nature and extent of non-audit services (if any) to the Company as well as the independence and objectivity of the external auditors;

(g) reviewing the adequacy and effectiveness of the Company's risk management and internal control systems (including financial, operational, compliance and information technology controls) and to report to the Board annually;

(h) reviewing the scope and results of the internal audit procedures including the effectiveness of the internal audit functions and ensuring that such function is adequately resourced and has appropriate standing within the Company;

(i) reviewing and approving interested person transactions and reviewing procedures thereof;

(j) reviewing arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up;

(k) reviewing potential conflicts of interest (if any) and setting out a framework to resolve or mitigate any potential conflicts of interests;

(l) conducting periodic review of foreign exchange transactions and hedging policies (if any) undertaken by the Group;

(m) considering the appointment or re-appointment of the external auditors and matters relating to resignation or dismissal of the auditors;

(n) reviewing the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, as amended, modified or supplemented from time to time, including such amendments made thereto from time to time;

(o) undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the Board Committees;

CORPORATE GOVERNANCE REPORT

(p) overseeing the design and implementation of the overall risk management systems and internal control systems (including financial, operational, compliance and information technology controls);

(q) reviewing at least annually the Group's 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 report of the Company or, where the findings are material, to announce such material findings immediately via SGXNET; and

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

The Board has delegated to the AC the authority to investigate any matter within its terms of reference. The AC has full access to and the cooperation of Management. It has full discretion to invite any Director or executive officer, including any director from any subsidiary within the Group, to attend its meetings and has various resources, including external consultants, to enable it to discharge its responsibilities adequately. The auditors, both internal and external, have unrestricted access to the AC.

The AC has full access to and the co-operation of Management as well as reasonable resources to enable it to discharge its functions properly. The AC meetings are held with both external auditors and internal auditors (if required) and by invitation, any Director and representatives from Management.

Further to this, to assist the AC in discharging its duties, the external auditors also brief the AC members on the developments in accounting standards (where applicable) during AC meetings to keep the AC members abreast of changes to the accounting standards and issues which may impact the financial statements.

In the review of the financial statements, the AC had discussed with Management the accounting principles that were applied and its judgement of items that might affect the integrity of the financial statements.

As part of the annual review on the independence and objectivity of the external auditors, the AC will review the performance of the external auditors and the volume of non-audit services provided by them. In this regard, BDO LLP ("**BDO**"), an audit firm registered with the Accounting & Corporate Regulatory Authority of Singapore, was re-appointed as the Company's external auditors on 20 April 2023 and for FY2023, BDO has provided only audit services to the Group. In this regard, the amount of fees that were paid to BDO for audit services for FY2023 was S$80,000. BDO was also appointed to audit the accounts of the Company's Singapore subsidiaries for FY2023. The Company has therefore acted in compliance with Rule 712 and Rule 715 of the Catalist Rules.

The AC, having reviewed the independence and objectivity of BDO as required under Section 206(1A) of the Companies Act, is satisfied that the independence and objectivity of the external auditors are not affected.

CORPORATE **GOVERNANCE REPORT**

Further to this, after taking into account the resources and experience of BDO and the audit engagement partner assigned to the audit, BDO's other audit engagements, the size and complexity of the audit as well as the number and experience of the staff assigned by BDO for the audit, the Board and the AC are of the view that BDO is able to meet its audit obligations and as such, the AC has recommended to the Board that BDO be nominated for re-appointment as the auditor of the Company at the forthcoming AGM.

The AC comprises three (3) members all of whom, including its Chairman, are Non-Executive and Independent Directors. The members of the AC are:

Provision 10.2 of the Code

(a)	Seet Kah Wai (Xue Jiawei) (*appointed as Chairman on 11 August 2023*)	Non-Executive and Independent Director
(b)	Lim Chuan Poh	Non-Executive and Independent Director
(c)	Boey Souk-Tann	Non-Executive and Independent Director

The AC as a whole has many years of experience in senior management positions and relevant accounting or related financial management expertise or experience. The Board is of the view that collectively, the AC members, having accounting and related financial management expertise and experience, are appropriately qualified to discharge their responsibilities.

None of the committee members of the AC are former partners or directors of the Company's existing audit firm:

Provision 10.3 of the Code

(a) within a period of two (2) years commencing on the date of their ceasing to be a partner of the audit firm; and

(b) for as long as they have any financial interest in the auditing firm.

The Board recognises that it is the Board's responsibility to maintain a system of internal control processes to safeguard shareholders' investments and the Group's business and assets. In this regard, taking into consideration the risks which the Group is exposed to, the likelihood of occurrence of such risks, the costs of implementing the corresponding controls and the environmental and social interactions within the communities in which the Group operates, the AC has also set in place certain internal controls policies and procedures (for example, setting approval limits for various expenditures and having different bank signatories), risk management practices and sustainability practices. These internal controls are subjected to periodic review and testing in order to ensure that the control mechanisms in place are working in the intended manner for which they are designed.

Provision 10.4 of the Code

CORPORATE **GOVERNANCE REPORT**

While the importance of effective internal controls cannot be discounted, the Board also recognised that, due to the size of the Group, it is not cost-effective to have an internal audit function and team within the organisational setup. Accordingly, for FY2023, the Company had appointed Baker Tilly Consultancy (Singapore) Pte. Ltd. ("**BTC**"), a suitably appointed and qualified firm of accountants which meets the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors, to conduct internal control reviews over selected processes/sub-processes of the Group. In assessing the engagement of the internal auditors, the AC has considered factors such as the resources of the internal auditors and the independence of the internal auditors from the activities that it audits. In terms of reporting, the internal auditors report functionally to the AC and administratively to the CEO and the Group FC. For the avoidance of doubt, the internal auditors are independent of Management.

The internal auditors' activities are guided by its global internal auditing methodology which is in line with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. In addition, in order to ensure that the internal auditors are able to discharge the internal audit function effectively, the AC ensures that Management provides good support to the internal auditors and provides them with access to documents, records, properties, and personnel when requested in order for the internal auditors to carry out their function accordingly. The AC also reviews and approves the internal auditor's scope of work (which covers key aspects of the Group's internal controls established to address financial, operational, compliance and information technology risks) for the purposes of ensuring the adequacy of the internal audit function. In the event that non-compliance and internal control weaknesses are highlighted during the internal audit, the appropriate recommendations to address these issues will be reported to the AC as part of the review of the Group's internal control system.

Further to the internal audit work done by the internal auditors, the Company also has in place whistleblowing policies by which staff may, in confidence, raise concerns either verbally or in writing (via email) about possible improprieties or possible fraudulent activities in matters of financial reporting, misconduct or wrongdoing relating to the Company and its officers, or other matters within the Company to the members of the AC directly. The AC is responsible for oversight and monitoring of whistleblowing. The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud. The Group will treat all information received confidentially and the whistle-blowers will be protected from reprisal within the limits of the law for whistle-blowing in good faith. These whistleblowing policies are part of the internal control mechanisms put in place by the Group and the objectives of the whistleblowing policies are to ensure that arrangements are in place for independent investigations of such matters and for appropriate follow-up action to be taken. Copies of the whistleblowing policies have been circulated to the employees and are also available at the Company's registered office. There were no whistle-blowing reports received in FY2023.

CORPORATE GOVERNANCE REPORT

Accordingly, based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by Management, the AC, and the Board, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2023.

This is further supported by the assurances that the Board and the AC had received from the CEO and the Group FC that:

(a) the financial records of the Group have been properly maintained and the financial statements for FY2023 give a true and fair view of the Group's operations and finances; and

(b) the risk management system and internal controls in place within the Group are adequate and effective in addressing the key financial, operational and compliance risks in the Group.

The AC meets with the internal and external auditors separately, at least once a year, without the presence of the Management, to review any matter that might be raised. These meetings enable the auditors to raise any issues in the course of their work directly to the AC. Individual members of the AC also engage the internal and external auditors separately in *ad hoc* meetings.

Provision 10.5 of the Code

IV. 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.

On 9 April 2024, the Company had been granted an extension of time from the Singapore Exchange Regulation Pte. Ltd. to hold its AGM within six (6) months from the financial year end up to 30 June 2024. The Accounting and Corporate Regulatory Authority had also, on 4 April 2024, approved the Company's application for it to hold its AGM by 31 July 2024.

The Company is committed to treating all of its shareholders fairly and equitably and to facilitate the exercise of shareholders' rights. In this regard, the Board also regards the general meetings as opportunities to communicate directly with the shareholders and encourages greater shareholder participation. During these general meetings, shareholders are able to engage the Board and Management on the Group's business activities, financial performance and other business-related matters.

Provision 11.1 of the Code

To facilitate participation by shareholders, all general meetings of the Company are held in Singapore. Shareholders have the opportunity to participate effectively in and to vote at general meetings of the Company. As such, the shareholders are encouraged to attend general meetings of the Company to gain a better understanding of the Group's businesses and be informed of the Group's strategic goals and objectives. Notices of general meetings are despatched to the shareholders in accordance with the relevant provisions set out in the Companies Act and the Constitution.

CORPORATE GOVERNANCE REPORT

Resolutions are passed through a process of voting and shareholders are entitled to vote in accordance with established voting rules and procedures. In this regard, shareholders of the Company are informed of the rules, including voting procedures that govern general meetings of shareholders.

The Company's Constitution states that shareholders of the Company are allowed to vote in person and allows shareholders, who are unable to attend the general meetings in person, to appoint not more than two (2) proxies to attend and vote in his/her place at the general meetings via proxy forms submitted in advance (i.e., not less than seventy-two (72) hours before the time appointed for holding the general meeting). The proxy form is sent with the notice of general meetings to all shareholders.

The Company's forthcoming AGM for FY2023 will be in a wholly physical format. Therefore, shareholders will be able to attend the AGM in person. Physical copies of the notice of AGM, proxy form and letter to shareholders dated 12 June 2024 will be sent to shareholders. The notice of AGM, proxy form and letter to shareholders dated 12 June 2024, together with the annual report, will be published on the Company's website and on SGXNet.

Separate resolutions on each distinct issue are tabled at general meetings and voting on each resolution by poll is carried out systematically with proper recording of votes cast and the resolution passed. "Bundling" of resolutions are kept to a minimum and are done only where the resolutions are interdependent so as to form one (1) significant proposal and only where the reasons and material implications justifying the same are explained. In compliance with Rule 730A(2) of the Catalist Rules, resolutions tabled at general meetings of shareholders will be put to vote by poll, using polling slips, the procedures of which will be explained by the appointed scrutineer(s) at the general meetings of shareholders.

Provision 11.2 of the Code

General meetings of the Company are chaired by the Non-Executive and Independent Chairman and are also attended by other Directors, Management, the external auditors, the Company Secretary and if necessary, the internal auditors.

Provision 11.3 of the Code

At all general meetings, shareholders are given the opportunity to air their views and to ask the Chairman, the individual Directors and the Chairmen of the Board Committees questions regarding the Company. The external auditors are also present to assist the Board in addressing any shareholders' questions on the conduct of audit and the preparation of the auditors' report, if necessary.

For FY2023, all Directors were present at the last AGM held on 20 April 2023.

If shareholders are not able to attend these meetings, they can appoint up to two (2) proxies to attend and vote in their place. The Company does not provide for absentia voting methods such as by mail, email, or fax due to concerns as to the integrity of such information and authentication of the identity of shareholders voting by such means.

Provision 11.4 of the Code

CORPORATE GOVERNANCE REPORT

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. "Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act.

The Company Secretary and/or representatives from the Company Secretary's office prepares the minutes of general meetings that include relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The minutes of such meetings are then circulated to the Board for approval. These minutes will be published on the SGXNet and the Company's website.

Provision 11.5 of the Code

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business conditions, development plans and other factors as the Directors may deem appropriate. Any pay-out of dividends would be clearly communicated to shareholders via announcements released on SGXNet.

Provision 11.6 of the Code

PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

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

The Board values dialogue with shareholders and believes in regular, effective and fair communication with them and is committed to hearing shareholders' views and addressing their concerns where possible. Accordingly, it is the Board's policy that all shareholders should be equally and timely informed of all major developments that impact the Group. In this regard, information is communicated to shareholders on a timely basis via SGXNet through, *inter alia*:

Provision 12.1 of the Code

(a) annual reports that are issued to all shareholders;

(b) half-yearly financial results containing a summary of the financial information and affairs of the Group;

(c) timely announcements and disclosures made pursuant to the Catalist Rules;

(d) notices of general meetings; and

(e) circulars or letters to shareholders to provide the shareholders with more information on transactions which require shareholders' approval.

The Group monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis. Half-yearly and full-year results as well as the annual report are announced or issued within the mandatory period.

CORPORATE **GOVERNANCE REPORT**

The Board does not practise selective disclosure and adheres to the continuous disclosure obligations of the Company pursuant to the Catalist Rules as well as its policy set out above. All disclosures will be made on a timely basis through SGXNet. Accordingly, the Group issues announcements and news releases on an immediate basis when required under the Catalist Rules. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that the stakeholders and the public have fair access to the information.

The Company's corporate website and its announcements made via SGXNet are the key resource of information for shareholders. It contains a wealth of investor-related information of the Company, which includes, amongst others, profiles of the Directors and key management personnel of the Company, the unaudited financial results of the Company, and annual reports of the Company.

Provision 12.2 and 12.3 of the Code

The Company's Investor Relations Policy is available on the Company's corporate website which outlines the practices and processes to facilitate regular, timely, accurate and fair communication of information to its shareholders. The contact details of the Company can be found on the corporate website to facilitate dialogue and queries from shareholders. Accordingly, this is in line with the objectives of Provision 12.2 of the Code which is to allow for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Calls and emails requesting information are generally attended to promptly, taking into consideration the fact that key management personnel may need to consult with the Board or any of the Company's relevant advisors before communicating or disseminating certain information.

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.

The Group has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationship with such groups. The Group identifies stakeholders as groups that have an impact, or have the potential to be impacted by the Group's business, as well as external organisations that have expertise in aspects that the Group considers material. The feedback the Group receives from stakeholders helps to determine the Group's material topics and identify focus areas. Stakeholders of the Company include, but are not limited to, customers, employees, suppliers and subcontractors, community and shareholders and investors.

Provision 13.1 of the Code

The Company's strategy and key focus areas in relation to the management of stakeholder relationships during the year will also be set out in the Company's sustainability report which will be set out on pages 16 to 48 of this Annual Report.

Provision 13.2 of the Code

In addition, the Company also engages with its shareholders via its website at https://v2y.si/investor_relations/.

Provision 13.3 of the Code

CORPORATE GOVERNANCE REPORT

DEALING WITH THE COMPANY'S SECURITIES

Pursuant to Rule 1204(19) of the Catalist Rules, the Company has adopted an internal policy on dealings in the Company's securities to provide guidance to its Directors and officers with regard to dealings in the Company's securities.

The Company, its Directors and officers are prohibited from dealing in the Company's securities during the period commencing one (1) month before the announcement of the Company's half-year and full-year financial statements and ending on the date of announcement of the relevant results. In addition, both Directors and employees are prohibited from dealing in securities of the Company while in possession of price-sensitive information of the Group. Notifications of the 'closed window' periods are sent to all Directors and officers concerned.

The Directors are also required to notify the Company of any dealings in the Company's securities within two (2) days of the transaction and to submit an annual confirmation on their compliance with the internal policy. In addition, the Company, its Directors and officers are discouraged from dealing in the Company's securities on short-term considerations. The Board confirms that as at the date of this Report, the Company has complied with Rule 1204(19) of the Catalist Rules.

MATERIAL CONTRACTS

There were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the CEO, any Director, or controlling Shareholder, either still subsisting at the end of FY2023 or if not then subsisting, entered into since the end of the previous financial year.

INTERESTED PERSON TRANSACTIONS

To ensure compliance with the relevant rules under Chapter 9 of the Catalist Rules on interested person transactions, the Company has established internal control procedures to ensure that any interested person transaction proposed to be entered into is regularly reviewed by the Board and the AC and if so, to ensure that the Company complies with the requisite rules under Chapter 9 of the Catalist Rules.

If the Company enters into an interested party transaction, and a potential conflict of interest arises, the Director concerned will abstain from any discussions and will also refrain from exercising any influence over other members of the Board.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules. The Company confirms that there were no interested person transactions entered into by the Group for FY2023.

NON-SPONSOR FEES

The Company is under the SGX-ST Catalist sponsor-supervised regime. RHT Capital Pte. Ltd. ("**RHTC**") is the existing continuing sponsor of the Company.

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid to RHTC in FY2023.

CORPORATE **GOVERNANCE REPORT**

USE OF PROCEEDS

Pursuant to the Company's placement completed on 14 March 2022, the Company received net proceeds of approximately S$1.9 million (the "**Net Proceeds**"). Further to the Company's announcement on 28 February 2024, the Net Proceeds have been utilised as follows:

Proposed use of Net Proceeds	Amount allocated on 14 March 2022 (S$'000)	Amount re-allocated on 24 March 2023 (S$'000)	Amount utilised as at 30 May 2024 (S$'000)	Balance (S$'000)
General working capital	903	1,860	(1,860)[2]	–
Acquisition Expenses (as defined in the Previous Announcements[1])	978	21	(21)	–
Total	**1,881**	**1,881**	**(1,881)**	**-**

Notes:

(1) Previous Announcements mean the Company's announcements released on 23 February 2022, 7 March 2022, 14 March 2022, 29 July 2022, 27 February 2023, 24 March 2023, 4 August 2023, 3 January 2024 and 28 February 2024 in relation to the use of proceeds from the placement of new ordinary shares in the capital of the Company and issue of non-listed and non-transferable warrants.

(2) Breakdown of amount utilised for working capital:

	(S$'000)
Employee benefits	955
Directors' fees	352
Professional fees and compliance costs	435
Other operating expenses	118
Total	1,860

DIRECTORS' STATEMENT

The Directors of V2Y Corporation Ltd. (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 December 2023, the statement of financial position of the Company as at 31 December 2023 and the statement of changes in equity of the Company for the financial year ended 31 December 2023.

1. Opinion of the Directors

In the opinion of the Board of Directors,

(a) the consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company together with the notes thereon 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 of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended; and

(b) at the date of this statement, as disclosed in the Note 3 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

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

Lim Chuan Poh
Ong Shen Chieh (Wang Shengjie)
Boey Souk-Tann
Seet Kah Wai (Xue Jiawei) (appointed on 28 Jul 2023)

3. Arrangements to enable Directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraph 5 below.

4. Directors' interests in shares or debentures

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act").

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 January 2024 in the shares or debentures of the Company have not changed from those disclosed as at 31 December 2023.

DIRECTORS' STATEMENT

5. Share options

The V2Y Employee Share Option Scheme ("V2Y ESOS")

The Company implemented V2Y ESOS in accordance with the scheme approved by shareholders on 25 July 2018 and is subjected to annual approval by the shareholders at the annual general meeting. The objectives of V2Y ESOS are as follows:

(a) to motivate participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;

(b) to retain key employees and directors whose contributions are essential to the long-term growth and profitability of the Group;

(c) to instil loyalty to, and a stronger identification by participants with the long-term prosperity of, the Group;

(d) to attract potential employees with relevant skills to contribute to the Group and to create value for the shareholders; and

(e) to align the interests of participants with the interests of the shareholders.

V2Y ESOS is administered by the Remuneration Committee whose members are:

Lim Chuan Poh (Chairman)
Seet Kah Wai (Xue Jiawei)
Boey Souk-Tann

Terms of V2Y ESOS:

(a) A one year vesting period is required commencing from the first date of grant if offer price is not at a discount; a two years vesting period is required commencing from the first date of grant if offer price is at a discount.

(b) The subscription price is based on the price equal to the average of the last dealt prices of an ordinary share in the capital of the Company for the five consecutive trading days immediately preceding the date of grant of the option, rounded up to the nearest whole cent in the event of fractional prices.

(c) The options may be exercised in whole or in part at any time by a participant after the first anniversary from the date of grant. Such option shall be exercised before the tenth anniversary of the date of grant, or such earlier date may be determined by the Committee.

(d) The unvested options shall lapse upon the employee ceasing to be employed by the Company or its subsidiaries.

DIRECTORS' STATEMENT

5. **Share options** (Continued)

Options to take up unissued shares

During the financial year, no options to take up unissued shares of the Company or any corporation in the Group were granted.

Options exercised

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

Unissued shares under options

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

6. **Share awards**

<u>The V2Y Performance Share Plan ("V2Y PSP")</u>

The Company implemented V2Y PSP in accordance with the performance share scheme approved by shareholders on 25 July 2018 and is subjected to annual approval by the shareholders at the annual general meeting. The purpose of V2Y PSP are as follows:

(a) to attract potential employees with relevant skills to contribute to the Group and to create value for shareholders;

(b) to instil loyalty to, and a stronger identification by the participants with the long-term prosperity of the Group;

(c) to motivate the participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Group;

(d) to align the interests of the participants with the interests of the shareholders;

(e) to give recognition to the contributions made by the participants to the success of the Group; and

(f) to retain key employees of the Group whose contributions are essential to the long-term prosperity of the Group.

V2Y PSP is administered by the Remuneration Committee whose members are:

Lim Chuan Poh (Chairman)
Seet Kah Wai (Xue Jiawei)
Boey Souk-Tann

DIRECTORS' STATEMENT

6. Share awards (Continued)

The V2Y Performance Share Plan ("V2Y PSP") (Continued)

An executive or non-executive director of any member of the Group or a full-time employee of any member of the Group ("Eligible Person") who is selected by the Remuneration Committee is eligible to participate in the V2Y PSP. The awards represent the right of an Eligible Person to receive fully paid shares free of charge, upon the participant satisfying the criteria set out in the V2Y PSP and upon satisfying such conditions as may be imposed. The number of shares to be granted to an Eligible Person shall be determined at the absolute discretion of the Remuneration Committee, which shall consider criteria such as individual performance, length of services, achievements of past performance targets, ability to value-add to the Group's performance and development and overall enhancement to shareholder values, and the extent of effort with which the performance conditions as determined by the Remuneration Committee may be achieved within the performance period.

Each award to be granted to an Eligible Person who is a non-executive director of any member of the Group shall not exceed 10% of the total number of shares available for grant of awards under the V2Y PSP. The total number of shares which may be issued and/or issuable pursuant to awards granted under the V2Y PSP on any date shall not exceed 15% of the issued shares of the Company (excluding any shares held in treasury) from time to time. The V2Y PSP shall continue to be in force at the discretion of the Remuneration Committee, subject to a maximum period of 10 years, commencing from adoption date, provided always that the V2Y PSP may continue beyond the stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

During the financial year, there were no shares of the Company or any corporation in the Group issued and awarded to employees who are eligible to participate in the V2Y PSP.

7. Audit committee

The audit committee of the Company, consisting of all Non-Executive and Independent Directors, is chaired by Mr Seet Kah Wai, and includes Mr Lim Chuan Poh and Ms Boey Souk-Tann. The audit committee has met 3 times since the last Annual General Meeting (AGM) till the date of this report and has carried out its functions in accordance with Section 201B(5), including reviewing the following, where relevant, with the executive Directors and external and internal auditors of the Company:

(a) the audit plans of the internal and external auditors and the results of the auditors' examination and evaluation of the Group's systems of internal accounting controls;

(b) the Company's and the Group's financial and operating results and accounting policies;

(c) the statement of financial position and the statement of changes in equity of the Company and the consolidated financial statements of the Group and external auditor's report on those financial statements before their submission to the Directors of the Company;

DIRECTORS' STATEMENT

7. Audit committee (Continued)

(d) the half-yearly and full-year announcements as well as the related press releases on the results and financial position of the Company and the Group;

(e) the co-operation and assistance given by the management to the Company's internal and external auditor; and

(f) the re-appointment of the internal and external auditor of the Company.

The audit committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the audit committee.

The audit committee has recommended to the Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming AGM of the Company.

8. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Ong Shen Chieh (Wang Shengjie)
Director

Lim Chuan Poh
Director

Singapore
12 June 2024

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of V2Y Corporation Ltd. (the "Company") and its subsidiaries (the "Group"), as set out on page 88 to 129, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023;
- the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended; and
- notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and 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)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

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

INDEPENDENT AUDITORS' **REPORT**

TO THE MEMBERS OF V2Y CORPORATION LTD.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 to the financial statements, which indicates that the Group incurred a net loss of $921,000 and negative cash flows from operating activities of $823,000 for the financial year ended 31 December 2023. As of that date, the Group is in a capital deficiency position of $137,000. The Group experienced a decrease in revenue mainly due to a decrease in new projects and revenue from its customers during the financial year and is currently in the process of securing funding to meet its operational needs. As disclosed in Note 3, these factors indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no key audit matters to communicate in our report.

Other Information

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

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

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD.

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- 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.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF V2Y CORPORATION LTD.

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- 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 AUDITORS' **REPORT**

TO THE MEMBERS OF V2Y CORPORATION LTD.

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Adrian Lee Yu-Min.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
12 June 2024

STATEMENTS OF **FINANCIAL POSITION**

AS AT 31 DECEMBER 2023

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
ASSETS					
Current assets					
Cash and cash equivalents	4	**664**	1,623	**533**	1,266
Trade and other receivables	5	**111**	207	**7**	17
Deferred service costs	6	**85**	49	**–**	–
Total current assets		**860**	1,879	**540**	1,283
Non-current assets					
Deferred service costs	6	**63**	25	**–**	–
Plant and equipment	7	**–**	–	**–**	–
Right-of-use assets	8	**–**	–	**–**	–
Goodwill	9	**–**	–	**–**	–
Intangible assets	10	**–**	–	**–**	–
Investment in a subsidiary	11	**–**	–	**–**	–
Total non-current assets		**63**	25	**–**	–
Total assets		**923**	1,904	**540**	1,283
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	12	**333**	386	**339**	217
Bank borrowing	13	**101**	99	**–**	–
Provision	14	**1**	17	**–**	–
Deferred service revenue	15	**315**	224	**–**	–
Lease liabilities	16	**7**	45	**–**	–
Total current liabilities		**757**	771	**339**	217
Non-current liabilities					
Bank borrowing	13	**148**	249	**–**	–
Deferred service revenue	15	**148**	62	**–**	–
Lease liabilities	16	**7**	38	**–**	–
Deferred tax liabilities	17	**–**	–	**–**	–
Total non-current liabilities		**303**	349	**–**	–
Equity					
Share capital	18	**2,935**	2,935	**2,935**	2,935
Other reserve	19	**792**	792	**792**	792
Accumulated losses		**(3,864)**	(2,943)	**(3,526)**	(2,661)
Total equity		**(137)**	784	**201**	1,066
Total liabilities and equity		**923**	1,904	**540**	1,283

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

CONSOLIDATED STATEMENT OF **PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group 2023 $'000	Group 2022 $'000
Revenue	20	**215**	304
Cost of sales		**(119)**	(195)
Gross profit		**96**	109
Other item of income			
Other income	21	**118**	35
Other items of expense			
Distribution costs		**–**	(1)
Administrative expenses		**(1,109)**	(1,607)
Other operating expenses	22	**(15)**	(795)
Finance costs	23	**(11)**	(13)
Loss before income tax	24	**(921)**	(2,272)
Income tax credit	25	**–**	87
Loss for the financial year		**(921)**	(2,185)
Other comprehensive income:			
Item that may be reclassified subsequently to profit or loss			
Exchange differences arising from translation of foreign operations		**–**	*
Other comprehensive income for the financial year, net of tax		**–**	*
Total comprehensive income for the financial year		**(921)**	(2,185)
Total comprehensive income attributable to owners of the parent		**(921)**	(2,185)
Loss per share attributable to owners of the Company			
Basic and diluted (cents)	26	**(0.26)**	(0.63)

* denotes less than $1,000

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

STATEMENTS OF **CHANGES IN EQUITY**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital $'000	Other reserve $'000	Accumulated losses $'000	Total equity $'000
Group				
Balance at 1 January 2023	2,935	792	(2,943)	784
Loss for the financial year, representing total comprehensive income for the year	–	–	(921)	(921)
Balance at 31 December 2023	**2,935**	**792**	**(3,864)**	**(137)**
Balance at 1 January 2022	1,027	792	(758)	1,061
Issuance of ordinary shares (Note 18)	1,908	–	–	1,908
Loss for the financial year, representing total comprehensive income for the year	–	–	(2,185)	(2,185)
Balance at 31 December 2022	2,935	792	(2,943)	784

	Share capital $'000	Other reserve $'000	Accumulated losses $'000	Total $'000
Company				
Balance at 1 January 2023	**2,935**	**792**	**(2,661)**	**1,066**
Loss for the year, representing total comprehensive income for the year	**-**	**-**	**(865)**	**(865)**
Balance at 31 December 2023	**2,935**	**792**	**(3,526)**	**201**
Balance at 1 January 2022	1,027	792	628	2,447
Issuance of ordinary shares (Note 18)	1,908	–	–	1,908
Loss for the year, representing total comprehensive income for the year	–	–	(3,289)	(3,289)
Balance at 31 December 2022	2,935	792	(2,661)	1,066

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

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

		Group	
	Note	2023	2022
		$'000	$'000
Operating activities			
Loss before income tax		**(921)**	(2,272)
Adjustments for:			
Amortisation of intangible assets	24	**–**	193
Bad debts written off	22	**–**	40
Amortisation of right-of-use assets	24	**1**	49
Depreciation of plant and equipment	24	**–**	13
Gain on disposal of plant and equipment	21	**(4)**	–
Impairment loss on goodwill	22	**–**	329
Impairment loss on intangible assets	22	**–**	322
Impairment loss on plant and equipment	22	**–**	12
Impairment loss on right-of-use assets	22	**5**	92
Interest expense	23	**11**	13
Interest income	21	**(9)**	(2)
Reversal of non-trade accruals	21	**(45)**	–
Reversal of provision	21	**(17)**	–
Gain on derecognition of lease liabilities	21	**(35)**	–
Operating cash flows before movements in working capital		**(1,014)**	(1,211)
Trade and other receivables		**273**	100
Trade and other payables		**(82)**	(656)
Cash used in operations, representing the net cash used in operating activities		**(823)**	(1,767)
Investing activities			
Interest income received		**9**	–
Proceeds from disposal of plant and equipment		**4**	–
Net cash generated from investing activities		**13**	
Financing activities			
Proceeds from issuance of ordinary shares	18	**–**	1,908
Repayment of bank borrowing		**(99)**	(96)
Repayment of principal portion of lease liabilities	16	**(39)**	(42)
Interest paid		**(11)**	(13)
Net cash (used in)/generated from financing activities		**(149)**	1,757
Net decrease in cash and cash equivalents		**(959)**	(10)
Cash and cash equivalents at beginning of year		**1,623**	1,624
Effect of exchange rate changes on the balance of cash held in foreign currencies		**–**	9
Cash and cash equivalents at end of year	4	**664**	1,623

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

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

1. GENERAL

V2Y Corporation Ltd. (the "Company") (Registration No. 201717972D) is a limited liability company incorporated and domiciled in Singapore with its registered office at 16 Raffles Quay, #17-03, Hong Leong Building, Singapore 048581. The principal place of business is at 40 Jalan Pemimpin, #03-12B9 Tat Ann Building, Singapore 577185. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary are disclosed in Note 11 to the financial statements.

The consolidated financial statements of the Company and its subsidiaries (the "Group"), the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023 were authorised for issue in accordance with a Directors' resolution dated 12 June 2024.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s") under the historical cost convention, except as disclosed in in the relevant notes to the financial statements and on a going concern basis as disclosed in Note 3 to the financial statements.

The individual financial statements of each entity within the Group are measured and presented in the currency of primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("$") which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand ("$'000") as indicated.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below and detailed disclosures are included in the respective notes to the financial statements.

Critical judgements applied:

- Going concern (Note 3)

Significant accounting estimates and assumptions used:

- Allowance for impairment loss of trade and other receivables (Note 5)

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Changes in accounting policies

New standards, amendments and interpretations effective from 1 January 2023

On 1 January 2023, the Group adopted the new or amended SFRS(I) and interpretations to SFRS(I) that are mandatory for application for the financial year. The adoption of these standards did not result in significant changes to the Group's accounting policies and had no material impact to the Group's financial statements, except as disclosed below:

Disclosure of Accounting Policies (Amendments to SFRS(I) 1-1 Presentation of Financial Statements and SFRS(I) Practice Statement 2: Making Materiality Judgements)

The amendments change the disclosure requirements with respect to accounting policies from 'significant accounting policies' to 'material accounting policy information'. The amendments provide guidance on when accounting policy is likely to be considered material and therefore requiring disclosure.

These amendments have no effect on the measurement or presentation of any items in the financial statements of the Group but affect the disclosure of accounting policies of the Group.

New standards, amendments and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I)s were issued but not yet effective, and have not been adopted early in these financial statements:

		Effective date (annual periods beginning on or after)
SFRS(I) 16 (Amendments)	: Lease Liability in a Sale and Leaseback	1 January 2024
SFRS(I) 1-1 (Amendments)	: Classification of Liabilities as Current or Non-current	1 January 2024
SFRS(I) 1-7, SFRS(I) 7	: Amendments to SFRS(I) 1-7 and	1 January 2024
SFRS(I) 7	: Supplier Finance Arrangements	
Various	: Amendments to SFRS(I) 1-1: Non-current liabilities with covenants	1 January 2024
SFRS(I) 1-21, SFRS(I) 1	: Amendments to SFRS(I) 1-21: Lack of Exchangeability	1 January 2025
SFRS(I) 10 and SFRS(I) 1-28 (Amendments)	: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

Consequential amendments were also made to various standards as a result of these new or revised standards.

Management anticipates that the adoption of the above SFRS(I)s in future periods, if applicable, will not have a material impact on the financial statements of the Group and the Company in the period of their initial adoption.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information

2.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Subsidiaries are entities over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from its involvement with the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Subsidiaries are consolidated from the date on which the Group obtains control over the investee and cease from consolidation when the control is lost. Control is reassessed whenever the facts and circumstances indicate that there may be a change in the elements of control.

All intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides an impairment indicator of the transferred asset.

The financial statements of the subsidiaries are prepared for the same financial year as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the Group.

In the separate financial statements of the Company, investments in subsidiaries are carried at cost, less any accumulated impairment loss that has been recognised in profit or loss.

2.2 Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise cash on hand, cash and deposits with banks and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

2.3 Financial instruments

The Group recognises a financial asset or a financial liability in its statements of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument.

Financial assets

The Group classifies its financial assets depending on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group shall reclassify its affected financial assets when and only when the Group changes its business model for managing these financial assets. The Group's accounting policy for each category is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.3 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost (Continued)

Impairment provisions for trade receivables are recognised based on the simplified approach within SFRS(I) 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the consolidated statement of profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for other receivables are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's and the Company's financial assets measured at amortised cost comprise trade and other receivables (excluding goods and service tax receivables and prepayments) and cash and cash equivalents in the statements of financial position.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor; and
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.3 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 60 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Credit-impaired financial assets

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

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

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.3 Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. The Group classifies ordinary shares as equity instruments.

Financial liabilities

The Group classifies all financial liabilities as subsequently measured at amortised cost.

Trade and other payables

Trade and other payables (excluding goods and service tax payables) are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method.

Borrowings

Interest-bearing bank loans are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest method.

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

Financial guarantee contracts

The Company has issued corporate guarantees to banks for borrowings of a subsidiary and these guarantees qualify as financial guarantees because the Company is required to reimburse the banks if the subsidiary breaches any repayment term.

Financial guarantee contract liabilities are measured initially at their fair values, net of transaction costs. Financial guarantee contracts are subsequently measured at the higher of:

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

(b) the amount of loss allowance determined in accordance with SFRS(I) 9.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.3 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

Offsetting arrangements

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

2.4 Impairment of non-financial assets (excluding goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.5 Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Group expects to be entitled in exchange for transferring promised good or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). The consideration promised in the contracts with customers may include fixed amount, variable amounts or both. Most of the Group's revenue is derived from fixed price contracts and therefore, the amount of revenue earned for each contract is determined by reference to those fixed prices.

Insurtech – rendering of warranty and other support services, including the related administration services in handling and processing of warranty and other claims

The Group provides a series of warranty support services. Such performance obligations are recognised as a performance obligation over time. Revenue is recognised on a straight-line basis over the period of service. Management has assessed that the revenue recognition method is an appropriate measure of progress towards complete satisfaction of these performance obligations under SFRS(I) 15.

Insurtech – Commission income

The Group receives commission income for acting as a corporate agent for insurance provider. The income is recognised upon submission of the insured information to the insurance provider. The Group is acting as an agent in the arrangement, and amounts collected should be recognised as a net amount of commission.

Revenue relating to the commission income is recognised when the commission is earned after the insurance provider undertakes the insured customer. This represents the point in time at which the right to consideration becomes unconditional as only the passage of time is required before payment is due.

Interest income

Interest income is recognised using the effective interest rate method.

2.6 Employee benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense in the period in which the related service is performed. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, and has no legal and constructive obligation to pay further once the payments are made.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated undiscounted liability for annual leave expected to be settled wholly within 12 months after the end of reporting period as a result of services rendered by employees up to the end of the reporting period.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. BASIS OF PREPARATION (CONTINUED)

Disclosure of material accounting policy information (Continued)

2.7 Segment reporting

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

3. GOING CONCERN

The Group incurred a net loss of $921,000 and negative cash flows from operating activities of $823,000 for the financial year ended 31 December 2023. As of that date, the Group is in a capital deficiency position of $137,000. The Group experienced a decrease in revenue mainly due to a decrease in new projects and revenue from its customers during the financial year and is currently in the process of securing funding to meet its operational needs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as going concern.

In assessing the appropriateness of the going concern assumptions of the Group, the management is of the view that the use of going concern assumption to prepare the financial statements is appropriate based on the following factors:

(a) the management of the Group has carried out a detailed review of the cash flow forecast of the Group for the next 18 months after the end of the financial year. Based on such forecast, the management of the Group has estimated that the proceeds from the ongoing contracts and existing liquidity are adequate to finance the working capital requirements of the Group for the next 18 months; and

(b) management is actively pursuing new business opportunities and corporate actions as well as fund raising options.

Notwithstanding the above, the Directors acknowledge that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern, which is highly dependent on the realisation of the factors above in order to meet its debt obligations and working capital requirements.

Should the Group be unable to discharge their liabilities in the normal course of business which may lead to the Group being unable to continue in operational existence for the foreseeable future, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group may need to reclassify non-current assets and non-current liabilities to current assets and current liabilities respectively. No such adjustments have been reflected in these consolidated financial statements.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. CASH AND CASH EQUIVALENTS

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Cash at bank	**664**	1,123	**533**	766
Short-term fixed deposit	**–**	500	**–**	500
	664	1,623	**533**	1,266

In prior financial year, short-term fixed deposit had a tenure of 3 months and bore interest at 2.70% per annum.

The currency profiles of the Group's and Company's cash and bank balances at each reporting date are as follows:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Singapore dollar	**481**	1,086	**418**	1,014
United States dollar	**183**	537	**115**	252
	664	1,623	**533**	1,266

5. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Trade receivables				
– Third parties	**90**	131	**–**	–
Other receivables				
– Third parties	**13**	56	**–**	5
– A subsidiary	**–**	–	**1,157**	1,157
Less: Loss allowance on amount due from a subsidiary	**–**	–	**(1,157)**	(1,157)
Deposits	**1**	8	**–**	–
Goods and service tax receivables	**–**	–	**6**	5
Interest receivables	**–**	2	**–**	2
Prepayments	**7**	10	**1**	5
Total trade and other receivables	**111**	207	**7**	17
Less:				
Goods and service tax receivables	**–**	–	**(6)**	(5)
Prepayments	**(7)**	(10)	**(1)**	(5)
Add:				
Cash and cash equivalents (Note 4)	**664**	1,623	**533**	1,266
Financial assets carried at amortised cost	**768**	1,820	**533**	1,273

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables are unsecured, non-interest bearing and generally on 7 to 30 (2022: 7 to 30) days' credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition. The Group assesses the potential customer's credit quality and determines credit limits to be allowed before accepting any new customer. Credit limits granted to customers are reviewed regularly.

Other receivables due from the third parties are unsecured, non-interest bearing and repayable on demand. Other receivables due from a subsidiary are unsecured, non-interest bearing and repayable on demand.

Deposits mainly relate to deposits made for the rental of office premises and utilities.

Allowance for impairment loss of trade and other receivables

The Group determines expected credit losses on trade receivables from third parties based on credit loss model. In determining the expected credit losses ("ECL") for trade receivables, management categorised the trade debtors based on their historical credit loss pattern, adjusted for general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. For non-trade receivables, management considers the performance, financial capability as well as payment profile of these non-trade receivables in order to determine the appropriate stage of expected credit loss for these receivables. Probability or risk of default is then being estimated by considering future conditions.

Notwithstanding the above, the Group evaluates the ECL on customers in financial difficulties separately.

Analysis of trade receivables

Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. The ECL on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. There is no loss allowance provided during the financial year as the amount is insignificant.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. There is no bad debt written off on trade receivables during the financial year.

The following table details the risk profile of trade receivables from contracts with customers based on the Group's historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimate of future economic conditions. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. TRADE AND OTHER RECEIVABLES (CONTINUED)

Allowance for impairment loss of trade and other receivables (Continued)

Analysis of trade receivables (Continued)

	Group				
	Trade receivables – days past due				
	Not past due $'000	1 to 30 days $'000	31 to 60 days $'000	> 60 days $'000	Total $'000
2023					
Expected loss rate	**-**	**-**	**-**	**-**	**-**
Estimated total gross carrying amount at default	**44**	**28**	**-**	**18**	**90**
Lifetime ECL	**-**	**-**	**-**	**-**	**-**
					90
2022					
Expected loss rate	–	–	–	–	–
Estimated total gross carrying amount at default	74	34	23	–	131
Lifetime ECL	–	–	–	–	–
					131

Analysis of other receivables

During the financial year, the management carried out a review of the recoverable amount of the other receivables due from the third parties. The review led to the recognition of bad debts written off amounting to $NIL (2022: $40,000) that has been recognised in "other operating expenses" in line item of profit or loss. There is no allowance for doubtful debts arising from the remaining other receivables from the third parties as the expected credit loss is not material.

For amount due from a subsidiary, management has taken into account information that it has available internally about the subsidiary's past, current and expected operating performance and cash flow position. Management monitors and assesses at each reporting period on any indicator of significant increase in credit risk on amount due from the subsidiary, by considering the performance and any default in external debts.

Based on the subsidiary's financial performance and results, management is of the view that the amount due from subsidiary is not likely to be recovered and have been fully impaired.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. TRADE AND OTHER RECEIVABLES (CONTINUED)

Allowance for impairment loss of trade and other receivables (Continued)

Analysis of other receivables (Continued)

The currency profiles of the Group's and Company's trade and other receivables (excluding goods and service tax receivables and prepayments) at each reporting date are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Singapore dollar	**104**	150	**-**	7
United States dollar	**-**	47	**-**	–
	104	197	**-**	7

6. DEFERRED SERVICE COSTS

	Group	
	2023	2022
	$'000	$'000
Non-current	**63**	25
Current	**85**	49
	148	74

Costs relating to warranty services are recognised over time although the Group pays up-front in full for these services. These costs are amortised on a straight-line basis over the period of warranty services ranging from 1 to 2 years.

Movement in deferred service costs is as follows:

	2023	2022
	$'000	$'000
At beginning of financial year	**74**	84
Billed in advance of performance and not recognised as cost of sales	**149**	106
Amount recognised as cost of sales	**(75)**	(116)
At end of financial year	**148**	74

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

7. PLANT AND EQUIPMENT

	Computers $'000	Furniture and fittings $'000	Renovation $'000	Total $'000
Group				
Cost				
At 1 January 2023	**6**	**7**	**33**	**46**
Disposal	**(4)**	**–**	**–**	**(4)**
Written off	**–**	**(6)**	**(33)**	**(39)**
At 31 December 2023	**2**	**1**	**–**	**3**
Accumulated depreciation and impairment loss				
At 1 January 2023	**6**	**7**	**33**	**46**
Disposal	**(4)**	**–**	**–**	**(4)**
Written off	**–**	**(6)**	**(33)**	**(39)**
At 31 December 2023	**2**	**1**	**–**	**3**
Carrying amount				
At 31 December 2023	**–**	**–**	**–**	**–**
Cost				
At 1 January 2022 and 31 December 2022	6	7	33	46
Accumulated depreciation and impairment loss				
At 1 January 2022	6	2	13	21
Depreciation	–	2	11	13
Impairment loss	–	3	9	12
At 31 December 2022	6	7	33	46
Carrying amount				
At 31 December 2022	–	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

7. PLANT AND EQUIPMENT (CONTINUED)

	Computers $'000	Furniture and fittings $'000	Renovation $'000	Total $'000
Company				
Cost				
At 1 January 2023	*	**6**	**33**	**39**
Written off	**–**	**(5)**	**(33)**	**(38)**
At 31 December 2023	*	**1**	**–**	**1**
Accumulated depreciation and impairment loss				
At 1 January 2023	*	**6**	**33**	**39**
Written off	**–**	**(5)**	**(33)**	**(38)**
At 31 December 2023	*	**1**	**–**	**1**
Carrying amount				
At 31 December 2023	**–**	**–**	**–**	**–**
Cost				
At 1 January 2022 and 31 December 2022	*	6	33	39
Accumulated depreciation and impairment loss				
At 1 January 2022	*	2	13	15
Depreciation	–	2	11	13
Impairment loss	–	2	9	11
At 31 December 2022	*	6	33	39
Carrying amount				
At 31 December 2022	–	–	–	–

* denotes less than $1,000

In the previous financial year, impairment loss was recognised for the plant and equipment as the estimated future cash flows of the Group and Company were negative.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. RIGHT-OF-USE ASSETS

	Office premises $'000	Office equipment $'000	Total $'000
Group			
Cost			
At 1 January 2023	**103**	**18**	**121**
Addition from new office lease	**6**	**-**	**6**
Derecognition of right-of-use assets	**(103)**	**-**	**(103)**
At 31 December 2023	**6**	**18**	**24**
Accumulated amortisation and impairment loss			
At 1 January 2023	**103**	**18**	**121**
Amortisation	**1**	**-**	**1**
Derecognition of right-of-use assets	**(103)**	**-**	**(103)**
Impairment loss	**5**	**-**	**5**
At 31 December 2023	**6**	**18**	**24**
Carrying amount			
At 31 December 2023	**-**	**-**	**-**
Cost			
At 1 January 2022	70	18	88
Lease modification	103	–	103
Derecognition of right-of-use assets	(70)	–	(70)
At 31 December 2022	103	18	121
Accumulated amortisation and impairment loss			
At 1 January 2022	46	4	50
Amortisation	45	4	49
Derecognition of right-of-use assets	(70)	–	(70)
Impairment loss	82	10	92
At 31 December 2022	103	18	121
Carrying amount			
At 31 December 2022	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. RIGHT-OF-USE ASSETS (CONTINUED)

	Office premises $'000
Company	
Cost	
At 1 January 2022	69
Derecognition of right-of-use assets	(69)
At 31 December 2022	–
Accumulated amortisation	
At 1 January 2022	45
Amortisation	24
Derecognition of right-of-use assets	(69)
At 31 December 2022	–
Carrying amount	
At 31 December 2022	–

During the financial year, right-of-use assets in respect of office premises have been derecognised due to early termination of lease (2022: derecognised due to expiration of lease).

During the financial year, an impairment loss of $5,000 (2022: $92,000) was recognised for right-of-use assets as the Insurtech business had negative operating cash flows and had been persistently making losses.

9. GOODWILL

	Group $'000
Cost	
At 1 January 2023 and 31 December 2023	**2,171**
Accumulated impairment loss	
At 1 January 2023 and 31 December 2023	**2,171**
Carrying amount	
At 31 December 2023	**–**
Cost	
At 1 January 2022 and 31 December 2022	2,171
Accumulated impairment loss	
At 1 January 2022	1,842
Impairment loss	329
At 31 December 2022	2,171
Carrying amount	
At 31 December 2022	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9. GOODWILL (CONTINUED)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating unit ("CGU") that are expected to benefit from the business combination. The carrying amount of goodwill has been allocated to the Insurtech CGU, arising from the acquisition of Insurtech Subsidiary.

The Group tests goodwill at least annually for impairment and the recoverable amount is determined from value in use method. In the previous financial year, an impairment loss of $329,000 was recognised as the estimated future cash flow of CGU is negative. The impairment loss recognised was included in "other operating expenses" in line item of profit or loss.

10. INTANGIBLE ASSETS

	Software $'000	Customer relationships $'000	Total $'000
Group			
Cost			
At 1 January 2023	**100**	**1,916**	**2,016**
Written off	**(100)**	**-**	**(100)**
At 31 December 2023	**-**	**1,916**	**1,916**
Accumulated amortisation and impairment loss			
At 1 January 2023	**100**	**1,916**	**2,016**
Written off	**(100)**	**-**	**(100)**
At 31 December 2023	**-**	**1,916**	**1,916**
Carrying amount			
At 31 December 2023	**-**	**-**	**-**
Cost			
At 1 January 2022 and 31 December 2022	100	1,916	2,016
Accumulated amortisation and impairment loss			
At 1 January 2022	97	1,404	1,501
Amortisation	2	191	193
Impairment loss	1	321	322
At 31 December 2022	100	1,916	2,016
Carrying amount			
At 31 December 2022	–	–	–

The amortisation of intangible assets is included in the administrative expenses line item in the consolidated statement of profit or loss and other comprehensive income.

In the previous financial year, an impairment loss of $322,000 was recognised as the Insurtech business had negative operating cash flows and had been persistently making losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. INVESTMENT IN A SUBSIDIARY

	Company	
	2023	**2022**
	$'000	**$'000**
Unquoted equity shares, at cost	**1,300**	1,300
Less: Impairment loss on investment in a subsidiary	**(1,300)**	(1,300)
	-	-

The management assesses the recoverable amount of its investment in a subsidiary at the end of each reporting period to determine whether there is any indication of impairment. In the previous financial year, an impairment loss was recognised as the subsidiary had negative operating cash flows and had been persistently making losses.

Details of the Company's subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation and principal place of business	Ownership interest	
			2023	**2022**
			%	**%**
Held by the Company				
V2Y Pte. Ltd.(1)	Investment holding.	Singapore	**100**	100
Held by V2Y Pte. Ltd.				
1Care Global Pte. Ltd.(1)	Other information technology and computer service activities and general wholesale trade (including general importers and exporters).	Singapore	**100**	100
V2Y Insurtech Pte. Ltd.(1)	Other information technology and computer service activities.	Singapore	**100**	100
V2Y Insurtech Sdn. Bhd.(2)	Dormant.	Malaysia	**-**	100

(1) Audited by BDO LLP, Singapore
(2) Struck off on 10 February 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. TRADE AND OTHER PAYABLES

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Trade payables				
– Third parties	**74**	60	**–**	–
Other payables				
– Third parties	**3**	17	*	15
– Subsidiaries	**–**	–	**129**	–
Accruals	**252**	300	**210**	202
Goods and services tax payables	**4**	9	**–**	–
Total trade and other payables	**333**	386	**339**	217
Add:				
Lease liabilities (Note 16)	**14**	83	**–**	–
Bank borrowing (Note 13)	**249**	348	**–**	–
Less:				
Goods and services tax payables	**(4)**	(9)	**–**	–
Financial liabilities carried at amortised cost	**592**	808	**339**	217

* denotes less than $1,000

Trade payables are unsecured, non-interest bearing and repayable within the normal trade credit terms of 30 to 60 (2022: 30 to 60) days.

Other payables due to third parties are unsecured, non-interest bearing and repayable on demand.

The currency profiles of the Group's and Company's trade and other payables (excluding goods and services tax payables) at each reporting date are Singapore dollar.

13. BANK BORROWING

	Group	
	2023	**2022**
	$'000	**$'000**
Temporary bridging loan		
Non-current	**148**	249
Current	**101**	99
	249	348

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13. BANK BORROWING (CONTINUED)

In previous years, the Group applied for a 5-year temporary bridging loan under the Enterprise Financing Scheme in order to support its working capital.

The temporary bridging loan is repayable within 60 months from the date of first drawn down date, the interest is fixed at 2.5% per annum and will be fully repaid in 2026.

The bank borrowing of the Group is supported by corporate guarantee provided by the Company.

As at the end of the reporting period, the Group had facilities as follows:

	Group	
	2023	**2022**
	$'000	**$'000**
Facilities granted	**500**	500
Facilities utilised	**500**	500

The currency profile of the borrowing is Singapore dollar.

14. PROVISION

	Group	
	2023	**2022**
	$'000	**$'000**
At 1 January	**17**	–
Provision made during the financial year	**1**	17
Provision reversed	**(17)**	–
At 31 December	**1**	17

The provision pertains to provision for reinstatement costs, which is the estimated costs of dismantlement, removal, or restoration of leased office to its original conditions as stipulated in the terms and conditions of lease contract.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. DEFERRED SERVICE REVENUE

	Group	
	2023	**2022**
	$'000	**$'000**
Non-current	**148**	62
Current	**315**	224
	463	286

Revenue relating to warranty services is recognised over time although the customer pays up-front in full for these services. A contract liability is recognised for revenue relating to the warranty services at the time of the initial sales transaction and is amortised over the service period. Deferred service revenue as at the end of each reporting period is expected to be utilised over the next 1 to 3 years.

Movement in deferred service revenue is as follows:

	2023	**2022**
	$'000	**$'000**
At 1 January	**286**	199
Billed in advance of performance and not recognised as revenue	**377**	386
Amount recognised as revenue	**(200)**	(299)
At 31 December	**463**	286

16. LEASE LIABILITIES

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Cost				
At 1 January	**83**	39	**–**	24
Lease modification	**–**	86	**–**	–
Additions	**5**	–	**–**	–
Derecognition of lease liabilities	**(35)**	–	**–**	–
Interest expense (Note 23)	**3**	3	**–**	*
Lease payments				
– Principal portion	**(39)**	(42)	**–**	(24)
– Interest portion	**(3)**	(3)	**–**	(*)
At 31 December	**14**	83	**–**	–

* denotes less than $1,000.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. LEASE LIABILITIES (CONTINUED)

The maturity analysis of lease liabilities of the Group and Company at the end of reporting date are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Contractual undiscounted cash flows				
– Not later than a year	**7**	49	**-**	–
– After one year but within five years	**8**	39	**-**	–
	15	88	**-**	–
Less: Future interest expense	**(1)**	(5)	**-**	–
Present value of lease liabilities	**14**	83	**-**	–
Presented in statements of financial position				
– Current	**7**	45	**-**	–
– Non-current	**7**	38	**-**	–
	14	83	**-**	–

* denotes less than $1,000

The Group and Company lease office premises and equipment. The lease payments are fixed. As at 31 December 2023, the average incremental borrowing rate applied in the lease was 5.5% (2022: 5.50%).

The currency profiles of the Group's and Company's lease liabilities at each reporting date are Singapore dollar.

17. DEFERRED TAX LIABILITIES

Deferred tax liabilities arose from fair value adjustment on intangible assets – customer relationships in relation to the acquisition of a subsidiary on 20 April 2018.

	Intangible assets – customer relationships $'000
Group	
At 1 January 2023 and 31 December 2023	**-**
At 1 January 2022	87
Credit to profit or loss for the year (Note 25)	(87)
At 31 December 2022	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18. SHARE CAPITAL

	Group and Company	
	2023	2022
	$'000	$'000
Issued and paid up:		
At 1 January	**2,935**	1,027
Issuance of ordinary shares[1]	**–**	1,908
At 31 December	**2,935**	2,935

Number of ordinary shares

	Group and Company	
	2023	2022
	'000	'000
Issued and paid up:		
At 1 January	**353,886**	305,896
Issuance of ordinary shares[1]	**–**	47,990
At 31 December	**353,886**	353,886

[1] On 14 March 2022, the Company had allotted and issued an aggregate of 47,990,000 new ordinary shares at a price of $0.0417 per share (the "Allotment"), representing an increase in the share capital of approximately $1,908,000. As part of the Allotment, 47,990,000 warrants were issued to the owners for each of the new ordinary shares subscribed, at a ratio of one warrant to one new ordinary share at no consideration. The warrant had an exercise price of $0.0417 and had expired on 13 March 2024 (2 years from date of issuance). There was no cash repayment or share issuance upon the expiration of the warrants.

19. OTHER RESERVE

This represents the excess of the liability and equity component of the Convertible Notes and principal amount of the Convertible Notes reclassified to other reserve upon conversion to share capital of the Company in 2018.

20. REVENUE

The Group derives its revenue from the transfer of goods and services in the following major service lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 Operating Segments.

A disaggregation of the Group's revenue for the year, is as follows:

	Group	
	2023	2022
	$'000	$'000
Insurtech:		
– Sale of warranty support services recognised over time	**200**	299
– Commission income recognised at a point in time	**15**	5
	215	304

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

21. OTHER INCOME

	Group	
	2023	2022
	$'000	$'000
Gain on disposal of plant and equipment	**4**	–
Gain on foreign exchange, net	**-**	12
Gain on derecognition of lease liabilities	**35**	–
Government grants	**3**	7
Interest income	**9**	2
Reversal of non-trade accruals	**45**	–
Reversal of provision	**17**	–
Others	**5**	14
	118	35

22. OTHER OPERATING EXPENSES

	Group	
	2023	2022
	$'000	$'000
Bad debts written off	**-**	40
Impairment loss on goodwill	**-**	329
Impairment loss on intangible assets	**-**	322
Impairment loss on plant and equipment	**-**	12
Impairment loss on right-of-use assets	**5**	92
Loss on foreign exchange, net	**10**	–
	15	795

23. FINANCE COSTS

	Group	
	2023	2022
	$'000	$'000
Interest on lease liabilities	**3**	3
Interest on bank borrowings	**8**	10
	11	13

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. LOSS BEFORE INCOME TAX

In addition to the charges and credits disclosed elsewhere in the notes to the statement of profit or loss, the above includes the following charges:

	Group	
	2023	**2022**
	$'000	**$'000**
Cost of sales		
Employee benefit expenses:		
– Staff costs	**39**	59
– Employer's contribution to defined contribution plans	**6**	17
Administrative expenses		
Audit fees to auditors of the Company[1]	**80**	80
Amortisation of intangible assets	**-**	193
Depreciation of plant and equipment	**-**	13
Amortisation of right-of-use assets	**1**	49
Directors fees	**174**	172
Employee benefit expenses:		
– Staff costs (including directors' remuneration)[2]	**558**	767
– Employer's contribution to defined contribution plans	**57**	72

(1) There are no non-audit fees paid to the auditors of the Company.

(2) Employee compensation relating to key management personnel is disclosed in Note 27 to the financial statements.

25. INCOME TAX CREDIT

	Group	
	2023	**2022**
	$'000	**$'000**
Deferred tax:		
– Credit to profit or loss	**-**	87
Total income tax credit recognised in profit or loss	**-**	87

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

25. INCOME TAX CREDIT (CONTINUED)

The income tax credit varied from the amount of income tax credit determined by applying the applicable income tax rate of 17% (2022: 17%) to loss before income tax as a result of the following differences:

	Group	
	2023	**2022**
	$'000	**$'000**
Loss before income tax	**(921)**	(2,272)
Income tax calculated at 17% (2022: 17%)	**(157)**	(386)
Non-deductible expenses	**4**	70
Non-taxable income	**(8)**	(1)
Effect of unutilised tax losses and other temporary differences not recognised as deferred tax assets	**161**	230
Income tax credit	**-**	(87)

As at 31 December 2023, the Group has unabsorbed tax losses of approximately $8,331,000 (2022: $7,167,000) available for offsetting against future taxable income. The unrecognised deferred tax benefits arising from unutilised tax losses and other temporary differences amounted to approximately $1,416,000 and $42,000 (2022: $1,218,000 and $42,000) respectively.

The unrecognised deferred tax assets relating to certain entities have not been recognised as there is no certainty that there will be sufficient future taxable profits to realise these future benefits.

26. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary owners of the Company is based on the following data:

	2023	**2022**
Loss for the year attributable to owners of the Company ($'000)	**(921)**	(2,185)
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share	**353,885,908**	344,287,908
Basic and diluted (cents per share)	**(0.26)**	(0.63)

The dilutive loss per share computed for the relevant periods are as the same as the basic loss per share as the Group's warrants as disclosed in Note 18 to the financial statements are anti-dilutive because the average market prices during the period are below the exercise price of the warrants.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year, in addition to those related party information disclosed elsewhere in these financial statements, the Group has no significant transactions with its related parties whereas the Company has the following transactions with related parties at rates and terms agreed between the parties:

	Company	
	2023	**2022**
	$'000	**$'000**
With subsidiaries		
Advances to	**(30)**	(385)
Management fee charged to	**(36)**	(63)
Management fee charged by	**78**	45
Advances from	**20**	30

Compensation of directors and key management personnel

The remuneration of the Directors and key management personnel of the Group during the financial year are as follows:

	Group	
	2023	**2022**
	$'000	**$'000**
Short-term benefits	**378**	414
Post-employment benefits	**25**	27
Directors fees	**174**	172
	577	613

28. SEGMENTAL INFORMATION

For purposes of resource allocation and assessment of segment performance, the Group's chief operating decision makers have focused on the business operating units which in turn are segregated based on the type of goods and services supplied. This forms the basis of identifying the segments of the Group under SFRS(I) 8 Operating segments as follows:

Operating segments are aggregated into a single reportable operating segment if they have similar economic characteristics, such as long-term average gross margins, and are similar in respect of nature of services and process, type of customers, and if applicable, the nature of the regulatory environment.

NOTES TO **THE FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. SEGMENTAL INFORMATION (CONTINUED)

The Group has two reportable operating segments:

- Insurtech – providing third party administration and value-added services to brand partners in the computer, communication and consumer electronic sector, manage and execute their extended warranty and accidental damage protection programs.

- Investment holding – relates to investment holding company.

	Insurtech $'000	Investment holding $'000	Total $'000
2023			
Revenue			
Segment revenue	215	-	215
Results			
Segment results	(185)	(828)	(1,013)
Other income			118
Other operating expenses			(15)
Finance costs			(11)
Loss before income tax			(921)
Income tax credit			-
Loss for the financial year			(921)

	Insurtech $'000	Investment holding $'000	Total $'000
2023			
Other material non-cash items			
Amortisation of right-of-use assets	(1)	-	(1)
Impairment loss on right-of-use assets	(5)	-	(5)
Reversal of non-trade accruals	45	-	45
Reversal of provision	17	-	17
Gain on disposal of plant and equipment	4	-	4
Gain on derecognition of lease liabilities	35	-	35

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. SEGMENTAL INFORMATION (CONTINUED)

	Insurtech $'000	Investment holding $'000	Total $'000
2022			
Revenue			
Segment revenue	304	–	304
Results			
Segment results	(651)	(848)	(1,499)
Other income			35
Other operating expenses			(795)
Finance costs			(13)
Loss before income tax			(2,272)
Income tax credit			87
Loss for the financial year			(2,185)

	Insurtech $'000	Investment holding $'000	Total $'000
2022			
Other material non-cash items			
Amortisation of intangible assets	193	–	193
Bad debt written off	40	–	40
Depreciation of plant and equipment	–	13	13
Amortisation of right-of-use assets	25	24	49
Impairment loss on goodwill	329	–	329
Impairment loss on intangible assets	322	–	322
Impairment loss on plant and equipment	1	11	12
Impairment loss on right-of-use assets	92	–	92

	Insurtech $'000	Investment holding $'000	Total $'000
2023			
Assets and liabilities			
Segment assets	**383**	**540**	**923**
Segment liabilities	**850**	**210**	**1,060**
2022			
Assets and liabilities			
Segment assets	626	1,278	1,904
Segment liabilities	909	211	1,120

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. SEGMENTAL INFORMATION (CONTINUED)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2 to the financial statements. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

Geographical information

The Group's revenue from external customers and information about its segment assets by geographical location are detailed below:

	Revenue		Non-current assets	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Singapore	**215**	304	**63**	25

Major customer information

The Group's revenue derived from 1 customer (2022: 2 customer) of Insurtech segment who accounted for 76% (2022: 80%) or more of the Group's revenue amounted to $164,000 (2022: $243,000).

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

The Group's and the Company's activities expose them to financial risks (including credit risk, foreign currency risk and liquidity risk) arising in the ordinary course of business. The Group's and the Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets in the Group's and the Company's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and the Company. The management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

There has been no change to the Group's and the Company's exposures to these financial risks or the manner in which they manage and measure the risk. The Group and the Company do not hold or issue derivative financial instruments for trading purposes, if any, in interest rates and foreign exchange rates.

29.1 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2023, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amounts of the respective recognised financial assets as stated in the statements of financial position; and

The Group develops and maintains its credit risk gradings to categorise exposures according to their degree of risk of default. The Group uses its trading records to rate its major customers and other debtors. The Group does not hold collateral to cover its credit risks associated with its financial assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.1 Credit risk (Continued)

As at 31 December 2023, the Group does not have significant credit exposure to any single counterparty or any group of counterparties having similar characteristics except for 1 (2022: 2) customers which accounted for 76% (2022: 63%) of trade receivables.

Cash and cash equivalents

Credit risk also arises from cash and cash equivalents with a bank. The cash and cash equivalents are held with banks and financial institutions, which are rated Aa1. Impairment on cash and cash equivalents balances has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. Management considers that its cash and cash equivalents balances have low credit risk based on the external credit ratings of the counterparty.

Financial guarantee contracts

The Company is exposed to credit risk in relation to financial guarantees given to banks on subsidiary's borrowings. The Company's maximum exposure is the maximum amount the Company could have to pay if the guarantee is called on. As at 31 December 2023, a subsidiary's borrowings of $249,000 (2022: $348,000) was guaranteed by the Company. For the financial guarantee issued, the Company has assessed that the subsidiary has sufficient financial capabilities to meet its contractual cash flows obligation in the near future hence, does not expect any material loss allowance under 12-month expected credit loss model.

Trade and other receivables

For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL.

For other receivable, the Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	Simplified approach
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit- impaired
In default	Amount is >120 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.1 Credit risk (Continued)

Trade and other receivables (Continued)

The tables below detail the credit quality of the Group's trade and other receivables, as well as maximum exposure to credit risk by credit risk rating grades:

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
Group						
2023						
Trade receivables	5	(i)	Lifetime ECL (simplified approach)	**90**	**-**	**90**
Other receivables	5	Performing	12-month ECL	**13**	**-**	**13**
Deposits	5	Performing	12-month ECL	**1**	**-**	**1**
2022						
Trade receivables	5	(i)	Lifetime ECL (simplified approach)	131	–	131
Other receivables	5	Performing	12-month ECL	56	–	56
Deposits	5	Performing	12-month ECL	8	–	8
Interest receivables	5	Performing	12-month ECL	2	–	2

The tables below detail the credit quality of the Company's trade and other receivables, as well as maximum exposure to credit risk by credit risk rating grades:

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
Company						
2023						
Amount due from a subsidiary	5	(ii)	Lifetime ECL	**1,157**	**(1,157)**	**-**
2022						
Amount due from a subsidiary	5	(ii)	Lifetime ECL	1,157	(1,157)	–
Other receivables	5	Performing	12-month ECL	5	–	5
Interest receivables	5	Performing	12-month ECL	2	–	2

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.1 Credit risk (Continued)

Trade and other receivables (Continued)

(i) For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items based on historical credit loss experience on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

(ii) For amount due from a subsidiary, the Company determines the expected credit losses on these items based on the financial performance and results.

Further details on the loss allowance for trade and other receivable are disclosed in Note 5 to the financial statements.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk to each class of financial instruments is the carrying amount of that financial instruments presented in the consolidated statement of financial position, except for the financial guarantee issued to bank for a subsidiary's borrowings.

29.2 Foreign currency risk

The Group's foreign currency exposures arise mainly from the exchange rate movements of the United States dollar against Singapore dollar.

At the end of the reporting period, carrying amounts of significant monetary assets and liabilities denominated in the currency other than the respective group entities' functional currencies are as follows:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Assets				
United States dollar	**183**	584	**115**	252
Liabilities				
United States dollar	**-**	–	**-**	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.2 Foreign currency risk (Continued)

The following table details the sensitivity to a 10% (2022: 10%) increase and decrease in the foreign currency against the functional currency of each group entity. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusted their translation at the period end for a 10% range in foreign currency rates. If the relevant foreign currency strengthens by 10% against the functional currency of each Group's entity, loss after tax will increase/(decrease) by:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
United States dollar	**(18)**	(58)	**(12)**	(25)

29.3 Liquidity risk

Liquidity risk refers to the risk in which the Group and the Company encounter difficulties in meeting their short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

The Group and the Company actively manage their operating cash flows so as to ensure that all repayment needs are met. As part of overall prudent liquidity management, the Group and the Company maintain sufficient levels of cash to meet working capital requirements.

Contractual maturity analysis

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earlier of the contractual date or when the Group is expected to pay. The table includes both expected interest and principal cash flows.

	Weighted average effective interest rate	Repayable on demand or within 1 year	After 1 year but within 5 years	Total
	%	**$'000**	**$'000**	**$'000**
Group				
2023				
Trade and other payables	**-**	**329**	**-**	**329**
Borrowings	**2.50**	**106**	**150**	**256**
Lease liabilities	**5.50**	**7**	**8**	**15**
Total undiscounted financial liabilities		**442**	**158**	**600**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.3 Liquidity risk (Continued)

Contractual maturity analysis (Continued)

	Weighted average effective interest rate %	Repayable on demand or within 1 year $'000	After 1 year but within 5 years $'000	Total $'000
2022				
Trade and other payables	–	377	–	377
Borrowings	2.50	106	257	363
Lease liabilities	5.50	49	39	88
Total undiscounted financial liabilities		532	296	828
Company				
2023				
Trade and other payables	**-**	**339**	**-**	**339**
Financial guarantee contracts*	**2.50**	**256**	**-**	**256**
Total undiscounted financial liabilities		**595**	**-**	**595**
2022				
Trade and other payables	–	217	–	217
Financial guarantee contracts*	2.50	363	–	363
Total undiscounted financial liabilities		580	–	580

* This represents the maximum exposure of the Company in relation to corporate guarantees provided to the bank for a subsidiary's borrowings, without taking into consideration of the collaterals held. However, based on management's assessment, it is not probable that the counterparty to these financial guarantee contracts will claim under the contracts.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

29.4 Capital risk management policies and objectives

The Group and the Company manage its capital so as to ensure that the Group and the Company are able to continue as going concern and to maintain an optimal capital structure so as to maximise shareholders' value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders or issue new shares. The Group's and the Company's overall strategy remains unchanged from the previous financial year.

The capital structure of the Group comprises only of issued share capital and reserves as disclosed in the consolidated statement of changes in equity of the Group.

The Group is in compliance with externally imposed capital requirements for the financial years ended 31 December 2023 and 31 December 2022.

29.5 Fair value of financial assets and financial liabilities

Fair value hierarchy

The Group and the Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The table below analyses financial instruments carried at fair value by the valuation method. The fair value hierarchy has the following levels:

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONTINUED)

Fair values of financial instruments that are not carried at fair value

The carrying amounts of the current financial assets and current financial liabilities that are not carried at fair value approximate their respective fair values as at each reporting date due to the relatively short-term maturity of these financial instruments.

The carrying amount of non-current bank borrowing approximates its fair value because it is charged at the market lending rate for similar types of lending or borrowing at the end of the reporting period.

STATISTICS OF **SHAREHOLDINGS**

AS AT 24 MAY 2024

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	18	1.87	1,131	0.00
100 – 1,000	107	11.11	82,229	0.02
1,001 – 10,000	221	22.95	1,332,004	0.38
10,001 – 1,000,000	572	59.40	90,404,778	25.55
1,000,001 AND ABOVE	45	4.67	262,065,766	74.05
TOTAL	**963**	**100.00**	**353,885,908**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	UOB KAY HIAN PRIVATE LIMITED	73,721,839	20.83
2	MAYBANK SECURITIES PTE. LTD.	21,460,593	6.06
3	TAI LAI FUN CINDY	14,898,250	4.21
4	TEO QUEE LAM EUGENE (ZHANG GUINAN EUGENE)	11,250,000	3.18
5	OCBC SECURITIES PRIVATE LIMITED	11,122,800	3.14
6	ZANETTA LEE YUE (ZANETTA LI YU)	10,592,190	2.99
7	TAI HO YAN	9,056,250	2.56
8	SIM SIEW TIN CAROL (SHEN XIUZHEN CAROL)	8,800,020	2.49
9	CAI SONGHAN	8,719,290	2.46
10	DBS NOMINEES (PRIVATE) LIMITED	8,386,016	2.37
11	CHUA SONG RU @ CAI SONGRU	7,919,290	2.24
12	TEO TAT BENG	7,300,000	2.06
13	JACK INVESTMENT PTE LTD	5,210,000	1.47
14	HENG SIEW ENG	3,720,700	1.05
15	EVOLVE CAPITAL MANAGEMENT PRIVATE LIMITED	3,630,000	1.03
16	CHUA SIEW LIAN	3,500,000	0.99
17	DAVID TAN YEW WENG	3,330,165	0.94
18	KONG POH LIN, NARIKO	3,330,165	0.94
19	LIM HUI TIAN	3,300,000	0.93
20	PHILLIP SECURITIES PTE LTD	2,673,760	0.76
	TOTAL	**221,921,328**	**62.70**

STATISTICS OF **SHAREHOLDINGS**

AS AT 24 MAY 2024

Class of shares	: Ordinary shares
Number of shares (excluding treasury shares)	: 353,885,908
Voting rights	: One vote per share
Number of treasury shares and percentage	: Nil
Number of subsidiary holdings held and percentage	: Nil

SUBSTANTIAL SHAREHOLDERS
(As recorded in the Register of Substantial Shareholders)

	Direct interest	Shareholding %(1)(2)	Deemed interest	Shareholding %(1)(2)
Metadrome Ltd(3)	–	–	71,373,669(4)	20.17
Lee Shieh-Peen Clement(3)	–	–	71,373,669	20.17

Notes:

(1) Calculated based on 353,885,908 shares as at 24 May 2024.

(2) Rounded to the nearest two decimal places.

(3) Mr Lee Shieh-Peen Clement is the sole beneficial owner of Metadrome Ltd. Accordingly, Mr Lee Shieh-Peen Clement is deemed interested in the Shares held by Metadrome Ltd. by virtue of Section 7 of the Companies Act.

(4) Metadrome Ltd. is deemed to be interested in 71,373,669 Shares of the Company held in its custodian account maintained with UOB Kay Hian Pte. Ltd.

As at 24 May 2024, approximately 271,920,049 Shares, representing approximately 76.8% of the total number of issued Shares (excluding treasury shares), are in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules which requires at least 10.0% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) to be in the hands of the public.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ms Boey Souk-Tann and Mr Seet Kah Wai (Xue Jiawei) are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 28 June 2024 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules:–

Name	Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
Date of Appointment	9 December 2020	28 July 2023
Date of last re-appointment	21 April 2022	N.A.
Age	54	44
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualifications, work experiences and suitability of Ms Boey Souk-Tann for re-appointment as a Non-Executive and Independent Director of the Company. The Board has reviewed and concluded that Ms Boey Souk-Tann possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. Accordingly, the Board has recommended the re-election of Ms Boey Souk-Tann as a Non-Executive and Independent Director of the Company.	The Board of Directors of the Company has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Seet Kah Wai (Xue Jiawei) for re-appointment as a Non-Executive and Independent Director of the Company. The Board has reviewed and concluded that Mr Seet Kah Wai (Xue Jiawei) possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. Accordingly, the Board has recommended the re-election of Mr Seet Kah Wai (Xue Jiawei) as a Non-Executive and Independent Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Director, Chairman of the Nominating Committee, Member of both the Audit Committee and the Remuneration Committee.	Non-Executive and Independent Director, Chairman of the Audit Committee, Member of both the Remuneration Committee and the Nominating Committee.

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

Name	Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
Professional qualifications	National University of Singapore, LLB (Hons)	• Nanyang Technological University, Singapore, Bachelor of Accountancy, Second Class Honours (Upper Division), • Institute of Singapore Chartered Accountants, Chartered Accountant of Singapore
Working experience and occupation(s) during the past 10 years	• From December 2020 to Present: Non-Executive and Independent Director of V2Y Corporation Ltd. • From April 2022 to Present: Director, LegalWorks Law Corporation • From year 2011 to March 2022: Partner, LegalStandard LLP	• From July 2023 to Present: Non-Executive and Independent Director of V2Y Corporation Ltd. • From February 2024 to Present: CFO, Mi Equipment Pte. Ltd. • From 2023 to January 2024: SVP Finance, Growthwell Singapore Private Limited • From 2017 to 2023: Chief Financial Officer, Asian Healthcare Specialists Limited • From 2013 to 2017: Deputy Chief Financial Officer, China Minzhong Food Corporation Limited
Shareholding interest in the listed issuer and its subsidiaries	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

<table>
<tr><th colspan="2">Name</th><th>Boey Souk-Tann</th><th>Seet Kah Wai (Xue Jiawei)</th></tr>
<tr><td colspan="2">Other Principal Commitments* Including Directorships#</td><td></td><td></td></tr>
<tr><td colspan="2">Past (for the last 5 years)</td><td>Other Principal Commitments
• Partner, LegalStandard LLP</td><td>Directorships
• Cornerstone Asia Health Pte. Ltd.
• Bobcheng Pte. Ltd.
• GS Medic Pte. Ltd.
• Ng Tay Meng G.I. HEP. Services Pte. Ltd.
• Ng Tay Meng Gastrointestinal and Liver Clinic Pte. Ltd.
• RSI Medical Pte. Ltd.
• Skin Consultancy Pte. Ltd.
• Uro Centre Pte. Ltd.
• Urology Novena Pte. Ltd.
• Urology Surgery Pte. Ltd.
• Salvia Ventures Pte. Ltd.

Other Principal Commitments
• SVP, Finance, Growthwell Singapore Private Limited
• Chief Financial Officer, Asian Healthcare Specialists Limited</td></tr>
<tr><td colspan="2">Present</td><td>Directorship
• V2Y Corporation Ltd.
• LegalWorks Law Corporation</td><td>Directorship
• V2Y Corporation Ltd.

Other Principal Commitments
• CFO, Mi Equipment Pte. Ltd.</td></tr>
<tr><td colspan="4">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.</td></tr>
<tr><td>(a)</td><td>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?</td><td>No</td><td>No</td></tr>
</table>

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

Name		Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c)	Whether there is any unsatisfied judgment against him	No	No
(d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

Name		Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
(e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

Name			Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?		No	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of –			
	i.	any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
	ii.	any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
	iii.	any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

DISCLOSURE OF INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

Name			Boey Souk-Tann	Seet Kah Wai (Xue Jiawei)
	iv.	any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?		No	No

NOTICE OF **ANNUAL GENERAL MEETING**

This Notice has been made available on SGXNet and the Company's website via the following link: http://www.v2y.si/investor_relations. **A printed copy of this Notice will be despatched to members.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of V2Y Corporation Ltd. (the "**Company**") will be held at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2023 and the Directors' Statement and the Auditors' Report thereon. — Ordinary Resolution 1

2. To approve the payment of Directors' fees in the amount of S$174,157.53 for the financial year ending 31 December 2024, to be paid quarterly in arrears (FY2023: S$172,000.00). — Ordinary Resolution 2

3. To re-elect Ms Boey Souk-Tann pursuant to Regulation 108(1) of the Company's Constitution.
[See Explanatory Note (i)] — Ordinary Resolution 3

4. To re-elect Mr Seet Kah Wai (Xue Jiawei) pursuant to Regulation 107 of the Company's Constitution.
[See Explanatory Note (ii)] — Ordinary Resolution 4

5. To re-appoint BDO LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. — Ordinary Resolution 5

6. To transact any other ordinary business which may properly be transacted at an AGM.

NOTICE OF **ANNUAL GENERAL MEETING**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Listing Manual – Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules")**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

(a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit;

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:

(i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

NOTICE OF **ANNUAL GENERAL MEETING**

(ii) (subject to such calculation and adjustments 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 total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(A) new shares arising from the conversion or exercise of any convertible securities;

(B) new shares arising from exercising share options or vesting of share awards, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(C) any subsequent bonus issue, consolidation or subdivision of shares.

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)] Ordinary Resolution 6

NOTICE OF **ANNUAL GENERAL MEETING**

8. **Authority to issue shares under the V2Y Employee Share Option Scheme ("V2Y ESOS")**

   That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the prevailing V2Y ESOS and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the V2Y ESOS, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y ESOS and V2Y Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   [See Explanatory Note (iv)] Ordinary Resolution 7

9. **Authority to issue shares under the V2Y Performance Share Plan ("V2Y PSP")**

   That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share awards under the V2Y PSP and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the V2Y PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the V2Y PSP and V2Y ESOS shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   [See Explanatory Note (iv)] Ordinary Resolution 8

By Order of the Board

ONG SHEN CHIEH (WANG SHENGJIE)
Executive Director and Chief Executive Officer
Singapore
12 June 2024

NOTICE OF **ANNUAL GENERAL MEETING**

Explanatory Notes:

(i) Ms Boey Souk-Tann will, upon re-election as a Director of the Company, remain as the Non-Executive and Independent Director of the Board, Chairman of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee. The Nominating Committee and the Board consider Ms Boey Souk-Tann to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.

(ii) Mr Seet Kah Wai (Xue Jiawei) will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Board, Chairman of the Audit Committee, as well as a member of the Nominating Committee and Remuneration Committee. The Nominating Committee and Board consider Mr Seet Kah Wai (Xue Jiawei) to be independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to "Disclosure of Information on Directors Seeking Re-Election" section of the Annual Report for the detailed information required under Rule 720(5) of the Catalist Rules.

(iii) Ordinary Resolution 6 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to Shareholders.

For the purposes of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time this Ordinary Resolution 6 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iv) Ordinary Resolutions 7 and 8, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares pursuant to the exercise of Options and vesting of Awards under the V2Y ESOS and V2Y PSP, provided that the aggregate number of shares to be issued pursuant to the V2Y ESOS and V2Y PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

Notes:

Format of Meeting

i. The AGM will be held, in a **wholly physical format**, at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. Shareholders, including investor holding shares through Supplementary Retirement Scheme ("**SRS Investor**") and duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually. Printed copies of this Notice of AGM and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at http://www.v2y.si/investor_relations and the SGX website at https://www.sgx.com/securities/company-announcements.

Appointment of Proxy(ies)

ii. A member of the Company (individual or SRS Investor) is able to participate at the AGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM conducted in person, if such member wishes to exercise his/her/its voting rights at the AGM.

iii. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

iv. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

NOTICE OF **ANNUAL GENERAL MEETING**

v. This proxy form is not valid for use by investors holding shares in the Company ("**Shares**") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her vote.

vi. The proxy form must be submitted to the Company in the following manner:

(i) if sent personally or by post, be received at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building Singapore 048581; or

(ii) if submitted by email, be received by the Company by email to AGMFY2023@v2y.si,

in either case, by 2.00 p.m. on 25 June 2024, being not less than 72 hours before the time appointed for holding the AGM.

Members are strongly encouraged to submit completed proxy forms by email.

vii. In the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

viii. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, falling which the Proxy Form may be treated as invalid.

Submission of questions in advance of the AGM:

ix. All members and Investors may submit substantial and relevant questions in advance relating to the business of the AGM by no later than 5.00 p.m. on 19 June 2024 by email to the Company at AGMFY2023@v2y.si.

For verification purposes, when submitting any questions by email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), contact number, NRIC/passport number/UEN, shareholding type and number of shares held).

x. The Company will endeavour to answer all substantial and relevant questions received from shareholders by the above-stated timeline, after trading hours on 21 June 2024. Any relevant and substantial questions received after 19 June 2024 prior to the AGM shall be addressed during the AGM. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

xi. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNet and on the Company's website, and the minutes will include the Company's responses to the substantial and relevant questions addressed during the AGM.

Access to Documents:

xii. All documents (including the letter to Shareholders, Annual Report, proxy form, and this Notice of AGM) or information relating to the AGM have been, or will be, published on the Company's website at http://www.v2y.si/investor_relations or accessed at the SGX website at the following link: https://www.sgx.com/securities/company-announcements. Members may request for printed copies of these documents by (a) completing and submitting the Request Form sent to them by post, or (b) sending the Request Form via email to AGMFY2023@v2y.si and stating their full name, mailing address, telephone or mobile number, and the manner in which you hold shares by 5.00 p.m. on 20 June 2024.

Personal Data Privacy:

By submitting the proxy form appointing proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

V2Y CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201717972D)

PROXY FORM
ANNUAL GENERAL MEETING

1. *The Annual General Meeting ("AGM") will be held, in a **wholly physical format**, at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. **There will be no option for shareholders to participate virtually. Printed copies of the Notice of AGM and this Proxy Form will be sent to members.***
2. *A member of the Company (individual or investor holding shares through Supplementary Retirement Scheme ("**SRS Investor**")) is able to participate at the AGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM conducted in person, if such member wishes to exercise his/her/its voting rights at the AGM.*
3. *This proxy form is not valid for use by investors holding shares in the Company ("**Shares**") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (including SRS Investor) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her vote.*
4. ***Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of AGM dated 12 June 2024.*
5. ***PLEASE READ THE NOTES OVERLEAF WHICH CONTAIN INSTRUCTIONS ON, INTER ALIA, THE APPOINTMENT OF PROXIES OR THE CHAIRMAN OF THE AGM AS A MEMBER'S PROXY TO ATTEND, SPEAK AND VOTE ON HIS/HER BEHALF AT THE AGM.***

I/We ______________________ (Name) ____________ (NRIC/Passport/Company Registration Number)

of ____ (Address)

being a *member/members of V2Y Corporation Ltd. ("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 the person, or either or both the persons, referred to above, the Chairman of the Annual General Meeting ("**AGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held at 137 Cecil Street, Cecil Building, #04-01, Singapore 069537 on Friday, 28 June 2024 at 2.00 p.m. and at any adjournment thereof.

I/We* direct my/our* proxy to vote for or against, or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies (other than the Chairman of the AGM as proxy) will vote or abstain from voting at his/her discretion.**

NOTE: All resolutions at the AGM will be voted on by way of a poll.

Resolutions relating to:		**For****	**Against****	**Abstain****
Ordinary Business				
1.	Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2023 and the Auditors' Report thereon			
2.	Approval of Directors' fees amounting to S$174,157.53 for the financial year ending 31 December 2024, to be paid quarterly in arrears			
3.	Re-election of Ms Boey Souk-Tann who is retiring by rotation pursuant to Regulation 108(1) of the Company's Constitution, as a Director of the Company			
4.	Re-election of Mr Seet Kah Wai (Xue Jiawei) who is retiring pursuant to Regulation 107 of the Company's Constitution, as a Director of the Company			
5.	Re-appointment of BDO LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration			
Special Business				
6.	Authority to allot and issue new shares			
7.	Authority to issue shares under the V2Y Employee Share Option Scheme			
8.	Authority to issue shares under the V2Y Performance Share Plan			

* Delete accordingly

** If you wish to exercise all your votes "For", "Against" or "Abstain" from voting on the resolutions, please indicate with a "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions, where you appoint the Chairman of the AGM as your proxy, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this ________ day of ________________ 2024

Total number of Shares in:	**No. of Shares**
(a) CDP Register	
(b) Register of Members	

____
Signature of member(s) and/or Common Seal of corporate member

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you only 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 only have Shares registered in your name in the Register of Members, you should insert that number of Shares. However, if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).

2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

   A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

   "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

4. **An Investor who wishes to vote should instead approach his/her Relevant Intermediary* as soon as possible to specify his/her voting instructions. A SRS Investor who wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM to act as his/her proxy at least 7 working days before the date of the AGM to submit his/her voting instructions.** This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint a proxy to vote on their behalf.

5. **The proxy form must be submitted to the Company in the following manner**:

   (a) if sent personally or by post, be received at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building, Singapore 048581; or

   (b) if submitted by email, be received by the Company by email at AGMFY2023@v2y.si,

   in either case, by 2.00 p.m. on 25 June 2024, being not less than 72 hours before the time appointed for holding the AGM.

   Members are strongly encouraged to submit completed proxy forms electronically via email.

6. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

7. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

8. For purposes of the appointment of a proxy(ies) and/or representative(s), the member(s)' full name and CDP account number (if applicable) and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport number will need to be produced for sighting upon registration at the AGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

**A Relevant Intermediary means:*

(a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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V2Y CORPORATION LTD.
Company Registration No.: 201717972D
Incorporated in Singapore on 28 June 2017
16 Raffles Quay
#17-03 Hong Leong Building
Singapore 048581