



**PROSPER**

PIONEERING  
PROGRESS  
**DELIVERING  
EXCELLENCE**

ANNUAL REPORT **2024**

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## SPONSOR STATEMENT

This document has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by 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 Jerry Chua (Tel (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.





## CORPORATE PROFILE

**PROSPERA GLOBAL LIMITED ("PGL")** (formerly known as SINIA LAND LIMITED) was incorporated in Singapore on 26 February 2004. It was listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Catalist (formerly "**SESDAQ**") on 25 November 2005 and subsequently upgraded to the SGX-ST Main Board on 22 January 2008. PGL transferred from the SGX-ST Main Board to the SGX-ST Catalist, the sponsor-supervised listing platform of SGX-ST on 8 May 2015.

The Group engages in hostel management, by managing and operating lodging and boarding houses, as well as backpackers hostels. The Group also invests in investment properties.

PGL has been continually exploring new business opportunities which can enhance long term shareholder value. These include geographical expansion, mergers and acquisitions, divestment and partnering with long term strategic investor(s) who can add depth and breadth to the Group's existing business portfolio.

As announced on 19 August 2024, the Company received shareholder approval for its proposed diversification into a new business area of financial and operational support services during the Extraordinary General Meeting held on the same day. This diversification is intended to boost revenue streams, enhance profitability, and drive long-term growth, ultimately contributing to the increased value for shareholders over time.





# MESSAGE TO SHAREHOLDERS



**DARRELL LIM CHEE LEK**  
Non-Executive Chairman

## DEAR SHAREHOLDERS,

On behalf of the board of directors ("**Board**") of Prospera Global Limited (formerly known as Sinjia Land Limited) (the "**Company**", and together with its subsidiaries, the "**Group**"), we are pleased to present the annual report for the financial year ended 31 December 2024 ("**FY2024**").

2024 marked the start of a new chapter in the history of the Group, as we started to expand into financial and operational support services. This is an important element of our diversification strategy to ensure sustainable growth for the Group, as we strive to create shareholder value for the long term.

The global business landscape continues to be volatile, with corporations facing increasing uncertainties and complexities. In response, the Group remains committed to maintaining a lean corporate structure and a strong financial position to stay competitive in this challenging environment.

For FY2024, the Group reported a higher net loss before tax of S\$3.07 million in FY2024, compared to S\$1.50 million in the previous year. This was mainly due to increased staff costs, impairment in loan and interest receivables, fair value loss on investment property and one-off professional fees, associated with the Group's expansion into financial and operational support services.

## OUTLOOK FOR THE YEAR AHEAD

Looking ahead, the hostel management business is expected to remain challenging in FY2025 amid ongoing global geopolitical and economic uncertainties, as well as intense local competition and rising operational costs. However, the Board remains cautiously optimistic about Singapore's tourism prospects.

In February 2025, the Company established a wholly owned subsidiary in Mauritius, PGL Capital Limited. The following day, PGL Capital Limited was granted a Global Business License and an Investment Dealer (Full-Service Dealer, excluding underwriting) License by the Financial Services Commission of Mauritius. PGL Capital Limited will focus on the provision of securities and trading services through electronic trading platforms. This expansion aligns with the Group's strategy to diversify into financial and operational support services.

The Group is keenly focused on driving long-term sustainable success and maximizing value for all stakeholders. The Group will continue exploring new business opportunities, including geographical expansion, mergers and acquisitions, divestments, and strategic partnerships with investors who are able to enhance our existing business portfolio.

# MESSAGE TO SHAREHOLDERS

## ACKNOWLEDGEMENTS

On behalf of the Board, we would like to express our deepest gratitude to all stakeholders for their unwavering support during this challenging financial year. We would also like to thank the board of directors for the valuable time and insightful contributions throughout the year. Lastly, a heartfelt thank you to our dedicated employees for their hard work and commitment to the Group and its shareholders.

We look forward to your continued support as we strive for greater achievements and long-term success.

**DARRELL LIM CHEE LEK**  
Non-Executive Chairman

**GUO JIAHUI**  
Group Chief Executive Officer and  
Executive Director



**GUO JIAHUI**  
Group Chief Executive Officer and Executive Director

# FINANCIAL AND BUSINESS REVIEW

## BUSINESS REVIEW

The Group's principal businesses are in (i) hostel management (operating under G4 Station Pte. Ltd. ("G4")); and (ii) investment properties.

The Board of Directors, remains cautious about the year ahead, given the uncertainties in the global economic driven by geopolitical tensions and inflationary pressures. The key focus will be on maintaining efficient operations and ensuring sufficient cash flow to navigate the challenges.

Despite these difficulties, the Group remains dedicated to pursuing new business opportunities that enhance shareholder value.

The Board regularly assesses the Group's risk exposure across all its businesses, to ensure the implementation of adequate guidelines and procedures for effective operational oversight.

## FINANCIAL REVIEW Income Statement

Revenue decreased by 9% from \$0.68 million in FY2023 to \$0.61 million in FY2024. The decrease was primarily due to decrease in revenue from hostel guests following with the decrease in occupancy rate from 90% in 2023 to 74% in 2024 and also due to the cease of lease of hostel backyard from 1 June 2023.

Other income in FY2024 of \$0.08 million was related to interest in relation to the \$1 million loan to BINEX Inc, that is bears simple interest rate of 8% per annum. Other income in FY2023 consist mainly of other government grant of \$6,000.

Other credits consist of currency exchange gain of \$3,000.

Administrative expenses increased by \$0.33 million, from \$1.55 million in FY2023 to \$1.88 million in FY2024, mainly due to (i) increased of directors' fee by \$0.03 million, from \$0.13 million in FY2023 to \$0.16 million in FY2024 (ii) increases of professional fee by 0.17 million, mainly due to increase of fees payable to Sponsor for fund-raising exercise of \$0.13 million (FY2023: \$Nil) and (iii) increased of staff costs by \$0.14 million due to increase of headcount.

Finance costs relate to interest on lease liabilities of \$7,000 (FY2023: \$6,000) in FY2024 and interest on loan from a third party of \$15,000 (FY2023: \$Nil) in FY2024.

Other charges in FY2024 of \$1.29 million was pertaining to impairment fully made on loan and interest receivables due from BINEX Inc of \$1.07 million and fair value loss on investment property in Dakota of \$0.22 million. Other charges in FY2023 of \$0.05 million consist of fair value loss on investment property in Dakota of \$0.02 million and currency exchange losses of \$0.03 million.

As a result of the above, the Group registered a net loss before tax of \$3.07 million in FY2024, as compared to \$1.50 million in FY2023. The Group posted a loss attributable to equity holders of the Company of \$3.06 million in FY2024, as compared to \$1.50 million in FY2023.

## FINANCIAL POSITION Current Assets

The Group's current assets decreased by \$0.34 million to \$0.97 million as at 31 December 2024, from \$1.31 million as at 31 December 2023. The Group's current assets as at 31 December 2024 comprised trade and other receivables of \$0.06 million, other current assets of \$0.09 million and cash and cash equivalents of \$0.83 million.

Trade and other receivables amounted to \$0.06 million (2023: \$0.05 million) as at 31 December 2024. Following the restructure of a \$1.00 million deposit to a loan bearing a simple interest rate of 8% per annum, the \$1.00 million deposit, which was previously presented under other current assets as of 31 December 2023, is now presented under trade and other receivables. The total gross loan and interest receivables amount to \$1.07 million as of 31 December 2024 (compared to \$1.00 million under other current assets of 31 December 2023). This amount (loan and interest receivables) had been fully impaired during the year and was recognised as other charges in the income statement.

Other current assets decreased from \$1.09 million as at 31 December 2023 to \$0.09 million as at 31 December 2024 due to reclassification of deposit of \$1.00 million to loan receivables as explained above.

Cash and cash equivalents increased by \$0.65 million, from \$0.17 million as at 31 December 2023 to \$0.83 million as at 31 December 2024. The fluctuation was mainly caused by (i) cash outflows to fund the operating activities of the Group of approximately \$1.74 million (ii) cash outflows for repayment of lease liabilities of \$0.28 million and (iii) cash inflows arising from issuance of shares of \$2.69 million.

Please refer to the section on "Consolidated Statement of Cash Flows" below for the reasons on the increase in cash and cash equivalents.

## Non-current Assets

The Group's non-current assets decreased by \$0.49 million to \$1 million as at 31 December 2024, from \$1.49 million as at 31 December 2023. The Group's non-current assets as at 31 December 2024 comprised plant and equipment of \$0.17 million and investment property of \$0.84 million.

Plant and equipment decreased by \$0.27 million from \$0.44 million as at 31 December 2023 to \$0.17 million as at 31 December 2024 due to depreciation expenses of \$0.28 million recognized during FY2024.

Investment property decreased by \$0.22 million from \$1.06 million as at 31 December 2023 to \$0.84 million as at 31 December 2024 mainly due to the fair value loss on investment property in Dakota of \$0.22 million.

# FINANCIAL AND BUSINESS REVIEW



## Current Liabilities

The Group's current liabilities decreased by \$0.29 million, from \$0.83 million as at 31 December 2023 to \$0.54 million as at 31 December 2024. The Group's current liabilities as at 31 December 2024 comprised mainly trade and other payables of \$0.38 million and borrowings of \$0.16 million.

Trade and other payables decreased from \$0.56 million as at 31 December 2023 to \$0.38 million as at 31 December 2024, which mainly consist of accruals of fees payables to directors and auditor.

Current borrowings decreased from \$0.27 million as at 31 December 2023 to \$0.16 million as at 31 December 2024 due to the borrowings consisting of lease payment for 7 months as at 31 December 2024, as compared to 12 months as at 31 December 2023.

The Group reported a positive working capital approximately of \$0.43 million as at 31 December 2024.

## Non-current Liabilities

The Group's non-current liability decreased from \$0.16 million as at 31 December 2023 to \$Nil as at 31 December 2024 as the lease liabilities will be settled by July 2025 and presented under current liabilities.

## Equity

Total equity decreased by \$0.38 million, from approximately \$1.81 million as at 31 December 2023 to \$1.43 million as at 31 December 2024, as a result of net loss incurred in FY2024 of \$3.07 million and proceeds from issuance of share of \$2.69 million.

## CONSOLIDATED STATEMENT OF CASH FLOWS

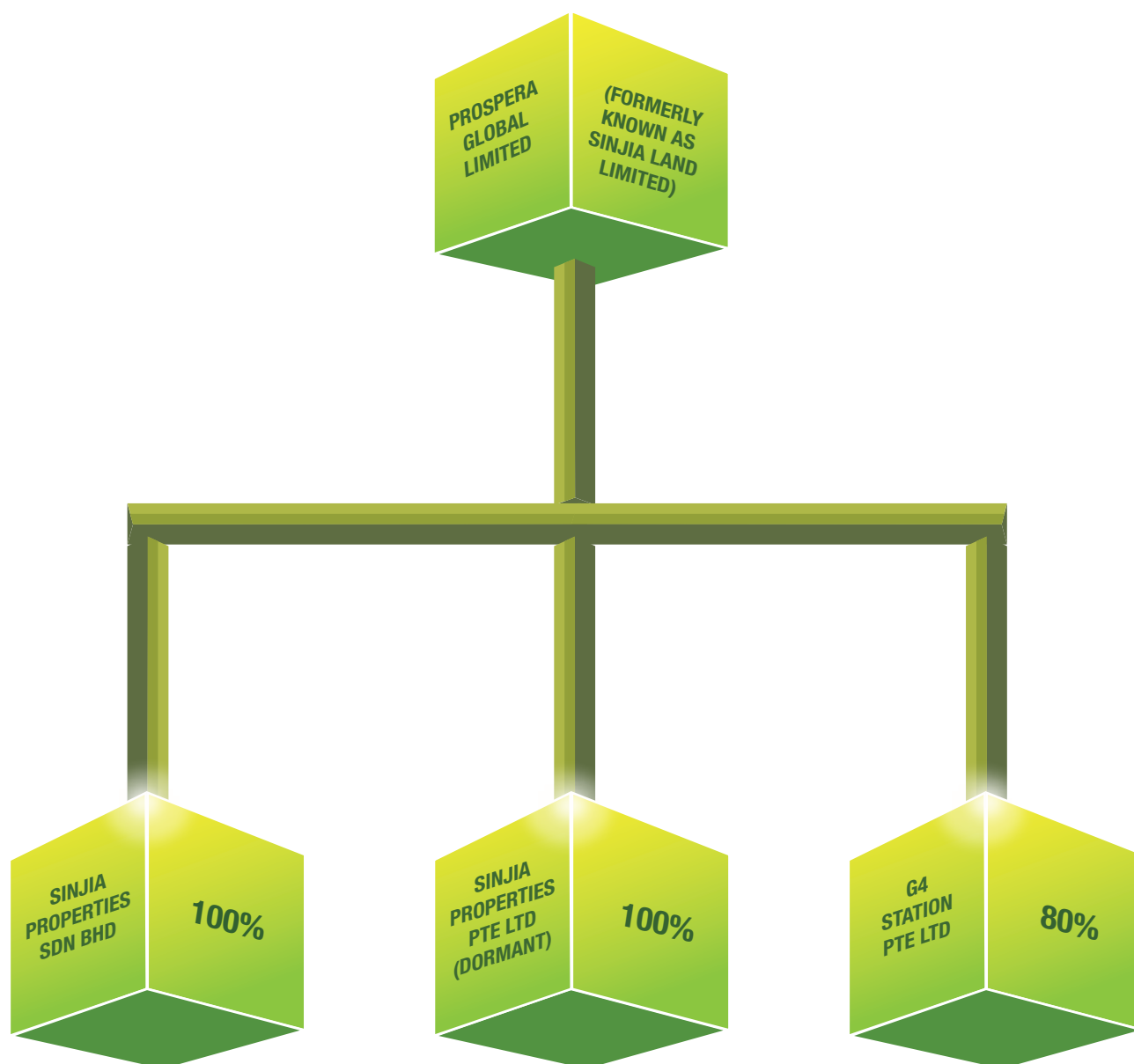
Net cash outflow for operating activities for FY2024 amounted to \$1.74 million, mainly due to cash used in operating activities of \$1.57 million and net cash outflow arising from working capital changes of \$0.18 million.

The Group incurred cash outflows in investing activities for FY2024 of \$4,000 for purchase of plant and equipment.

Net cash inflows from financing activities of \$2.40 million in FY2024 was due for (i) payment of the lease liabilities of \$0.28 million (ii) payment of loan and interest expenses for loan from a third party of \$0.29 million (iii) cash inflows from loan from third party of \$0.28 million and (iv) cash inflows arising from issuance of shares of \$2.69 million

As a result of the above, the Group had cash and cash equivalents of \$0.83 million as at 31 December 2024, representing an increase of \$0.65 million as compared to \$0.17 million at 31 December 2023.

## GROUP STRUCTURE



(a) The group structure is as at 31 December 2024.



## BOARD OF DIRECTORS



MR GUO JIAHUI

**MR GUO JIAHUI** was appointed as an Executive Director of the Company and Group Chief Executive Officer (“**CEO**”) on 1 October 2024. In his capacity as Group CEO, Mr Guo is responsible for the overall management of the Group, overseeing corporate strategy, and driving the Group’s operational and business growth.

With over 15 years of experience in the financial services sector, Mr Guo has held key leadership roles in legal, compliance, and regulatory affairs. Prior to joining the Group, he served as Head of Legal at leading financial institutions, where he managed all legal and compliance functions, ensuring regulatory adherence and strategic risk management.

Mr Guo holds a Master’s Degree in Civil & Commercial Law (LL.M.) from Fudan University and is a qualified attorney-at-law in the People’s Republic of China.

**MR JIN JIXIANG** was appointed as an Executive Director of the Company and Chief Operating Officer (“**COO**”) on 27 January 2025. As COO, Mr Jin is responsible for the overall operations of the Group and also assisting the Group’s corporate strategy.

Mr Jin has more than 10 years of experience in corporate operations. Prior to joining the Group, Mr Jin served as the Head of Operations at a company specializing in providing innovative solutions and services in the technology sector, where he managed operations to ensure both efficiency and effectiveness. Additionally, he has gained significant professional experience in the technology industry across Singapore and Australia.

Mr Jin holds a degree in Journalism of Broadcast and Television from Henan Normal University, as well as a degree in Broadcasting and Hosting from Zhongyuan University of Technology.



MR JIN JIXIANG

## BOARD OF DIRECTORS



**MR LIM CHEE LEK, DARRELL**

**MR LIM CHEE LEK, DARRELL** was appointed as an Independent and Non-Executive Director of the Company and Non-Executive and Independent Chairman on 3 September 2024.

Darrell is co-founder and managing director of iCapital Asia Partners, and has more than 20 years of capital markets experience, specialising in investment management, mergers & acquisitions, and corporate restructuring. He is also a director of Bright Point Capital, a MAS-licensed fund management company.

In addition to chairing Prospera Global, Darrell is independent chairman of SGX-listed Coolan Group Limited, and serves on the boards of SGX-listed BRC Asia Limited and Hafary Holdings as non-independent non-executive director and independent director respectively.

From 2009 to 2019, Darrell spent 10 years with the Singapore Exchange (SGX) in several management roles including corporate coverage, investor relations, product development and corporate strategy. Prior to joining SGX, Darrell was an Australian-based management consultant specialising primarily in corporate strategy and post-merger integration.

Darrell holds degrees from Oxford University (UK), Sydney University (Australia) and the National University of Singapore. Additionally, Darrell has completed the SMU-SID Directors Program conducted by the Singapore Management University, and is certified by the Singapore Institute of Directors as a Senior Accredited Director.

## BOARD OF DIRECTORS



**MS HO YOKE FOONG, IRENE**

**MS HO YOKE FOONG, IRENE** was appointed as an Independent and Non-Executive Director of the Company on 1 March 2024.

Ms Irene has almost 10 years of professional services experience including Assurance, Financial Due Diligence, IPO, Strategic Planning, Mergers and Acquisitions and Valuations; Irene was previously an IPO Audit Manager with Deloitte Singapore.

Ms Irene has over 10 years of experience in luxury entrepreneurship and on NGO Boards; she is currently servicing as a District Councillor and Vice Chair of the Finance Committee in NECDC (North East Community Development Council).

Ms Irene is a Fellow of Association of Chartered Certified Accountants. She holds a Masters of Financial Analysis from the University of New South Wales and a Diploma in Accountancy from Singapore Polytechnic. Ms Irene is also a member of the Singapore Institute of Directors.

**MR TAN CHER CHUAN, JUSTIN** was appointed as an Independent and Non-Executive Director of the Company on 1 October 2024.

Mr Tan has more than 20 years of experience as a legal professional in international law firms, specialising in mergers and acquisitions, joint ventures and private equity transactions, providing significant expertise in corporate law and deal structuring. Mr Tan works with multinational corporations, private equity funds, international trading houses, and Southeast Asian conglomerates, handling complex cross-border M&A, corporate restructuring, and global infrastructure projects.

Mr Tan holds a Graduate Diploma in Singapore Law from National University of Singapore and Bachelor of Laws (Hons) from the University of Bristol. He is an Advocate & Solicitor of the Supreme Court of Singapore, as well as a Solicitor of the Supreme Court of England and Wales.



**MR TAN CHER CHUAN, JUSTIN**



## KEY MANAGEMENT

### MR LEE FUT HUA

Mr Lee Fut Hua is the Group Chief Financial Officer since 05 September 2018 and also appointed as the Company Secretary from 15 August 2016. He is responsible for all financial matters including financial accounting and reporting, taxation, risk management, internal control and treasury functions of the Group's business.

Prior to joining the Group, Mr Lee has over 25 years of experience in accounting and finance. Mr Lee was the group finance director of Lorenzo International Limited (a listed company on Mainboard of the SGX-ST) and was primarily responsible for its group accounting and financial operations, overseeing its financial reporting requirements and ensuring corporate compliance with the relevant regulations. Previously, he was a corporate development manager with HL Cement Co Pte Ltd, and was responsible for overseeing the corporate finance and accounts division.

Mr Lee holds a global Master in Business Administration from the University of Manchester, UK. He is a member of the Institute of Singapore Chartered Accountants and a fellow member of the Association of Chartered Certified Accountants.

MR LEE FUT HUA







## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### **DARRELL LIM CHEE LEK**

Non-Executive Chairman and Independent Director

#### **GUO JIAHUI**

Group Chief Executive Officer and Executive Director

#### **JIN JIXIANG**

Chief Operating Officer and Executive Director

#### **HO YOKE FOONG, IRENE**

Non-Executive and Independent Director

#### **TAN CHER CHUAN, JUSTIN**

Non-Executive and Independent Director

### NOMINATING COMMITTEE

**TAN CHER CHUAN, JUSTIN** Chairman

**HO YOKE FOONG, IRENE** Member

**DARRELL LIM CHEE LEK** Member

### REMUNERATION COMMITTEE

**DARRELL LIM CHEE LEK** Chairman

**HO YOKE FOONG, IRENE** Member

**TAN CHER CHUAN, JUSTIN** Member

### AUDIT COMMITTEE

**HO YOKE FOONG, IRENE** Chairman

**DARRELL LIM CHEE LEK** Member

**TAN CHER CHUAN, JUSTIN** Member

### COMPANY SECRETARY

**LEE FUT HUA**

### REGISTERED OFFICE

410 North Bridge Road,  
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Telephone number: 6224 7320  
Facsimile number: 6224 7231  
Website: [www.prosperaglobal.sg](http://www.prosperaglobal.sg)  
Email Address: [info@prosperaglobal.sg](mailto:info@prosperaglobal.sg)

### SHARE REGISTRAR

#### **BOARDROOM CORPORATE & ADVISORY SERVICES PTE LTD**

1 Harbourfront Avenue  
#14-03/07 Keppel Bay Tower  
Singapore 098632

### AUDITORS

#### **PKF-CAP LLP**

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Singapore 068809

Partner-In-Charge: Sia Boon Tiong  
(Effective From Year Ended 31 December 2024)

### SPONSOR

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## CORPORATE ADDRESS

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### **HOSPITALITY MANAGEMENT UNIT**

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### **PROPERTY BUSINESS UNIT**

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PROXY FORM

# CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**” or “**Directors**”) and management (“**Management**”) of Prospera Global Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) recognizes the importance of corporate governance and are committed to ensure high standard of corporate governance is practiced throughout the Group. This is a fundamental part of their responsibilities to protect and enhance shareholder value and the financial performance of the Group.

This report outlines the Group’s corporate governance activities, structures and practices that were in place throughout the financial year ended 31 December 2024 (“FY2024”), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “Code”) and accompanying Practice Guidance issued in August 2018, which forms part of the continuing obligations of the Listing Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The Board is pleased to confirm that for FY2024, the Group has adhered to the principles and provisions as set out in the Code. In so far as any provision has not been complied with, appropriate reasons have been provided. The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the Code.

## BOARD MATTERS

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### The Board’s Conduct of Affairs

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

The Board provides leadership to the Group through setting overall strategic aims, establishing framework of controls, reviewing the overall performance of Management and approving important decisions affecting the Group. The principal function of the Board is to protect and enhance long-term value and returns for its shareholders. In addition to carrying out its statutory responsibilities, the Board’s role is to:

- (1) Provide entrepreneurial leadership, set strategic objectives and ensure that the necessary resources are in place for the Company to meet its objectives;
- (2) Approve corporate objectives, plans, strategies, policies and financial objectives of the Group, constructively challenge Management and review its performance;
- (3) Oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance, which includes establishing and maintaining a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and company performance;
- (4) Approve nominations and appointments of Directors, Board committee members and key executives;
- (5) Approve annual budgets, investments, capital expenditures, major acquisitions and divestments proposals;
- (6) Set the Company’s values, standards, policies and practices (including ethical standards) and ensure that obligations to shareholders and other stakeholders are understood and met;
- (7) Consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation and ensure transparency and accountability to key stakeholder groups; and
- (8) Assume responsibility for corporate governance.



# CORPORATE GOVERNANCE REPORT

The Board exercises objective judgment independently from Management on corporate affairs of the Group and no individual or small group of individuals dominate the decisions of the Board. All Directors are expected to exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to take objective decisions in the interests of the Group. All Directors are obliged to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as it is practicable after the relevant facts have come to his knowledge. In the event that any Director faces a conflict of interest, he will recuse himself from any discussion and decision involving the issue of conflict.

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

When a new director is appointed, the Company will conduct a comprehensive and customized induction program. This is to provide the new Director with background information about the Group's structure and core values, its strategic direction and corporate governance practices as well as industry-specific knowledge. The orientation program gives the new Director an understanding of the Group's businesses to enable him to assimilate into his new role. It also allows the new Director to get acquainted with the Management, thereby facilitating interaction and independent access to the Management. In addition, for first-time directors of a listed company in Singapore, the Company will arrange for these Directors to attend relevant training and courses conducted by the Singapore Institute of Directors in relation to the roles and responsibilities of a director of a listed company and in areas such as accounting, legal and industry specific knowledge as appropriate. The training of Directors will be arranged and funded by the Company. Newly appointed Directors would receive a formal letter from the Company, setting out their duties and obligations.

In line with the Company's expansion of its existing business to include financial and operational support services, there were changes to the composition of its Board of Directors during the financial year. Refer to the table below for a summary of the changes:

Name of Director	Designation	Date of Appointment/Resignation
Ms Ho Yoke Foong, Irene	Non-executive and Independent Director	Appointed on 1 March 2024
Mr Mannar Rajkumar	Non-executive and Independent Director	Appointed on 1 March 2024 and resigned on 1 October 2024
Mr Li An Hua	Non-executive and Independent Director	Resigned on 1 March 2024
Mr Lee Jim Teck, Edward	Non-executive and Independent Director	Resigned on 1 March 2024
Mr Darrell Lim Chee Lek	Non-executive and Independent Chairman	Appointed on 3 September 2024
Mr Cheung Chi Kin	Non-Executive and Independent Director	Resigned on 3 September 2024
Mr Guo Jiahui	Executive Director and Group Chief Executive Officer	Appointed on 1 October 2024
Mr Tan Cher Chuan, Justin	Non-executive and Independent Director	Appointed on 1 October 2024
Mr Cheong Weixiong	Executive Director and Group Chief Executive Officer	Resigned on 1 October 2024
Mr Jin Jixiang	Executive Director and Chief Operating Officer	Appointed 27 January 2025

# CORPORATE GOVERNANCE REPORT

The Company adopts a policy whereby Directors are encouraged to request for further information or informal discussion on aspects of the Group's operations or issues from Management, to ensure that the Directors are apprised of the business and operations of the Company on a regular basis.

The Company works closely with external professionals to update its directors in any new requirements of the Catalyst Rules, Companies Act or changes to relevant laws, regulations and accounting standards from time to time. During FY2024, all Directors had received updates on changes to the Catalyst Rules and developments in financial reporting and governance standards, so as to enable them to make well-informed decisions and to properly discharge their duties as Directors.

The Company also encourages the Directors to attend appropriate courses, conferences, briefings and seminars, at the Company's expense, to keep themselves abreast of development in regulatory, legal and accounting frameworks and regulations that are of relevance to the Group, so as to improve themselves in the discharge of their duties as directors. The Directors can also request for further explanations, briefings or information on any aspect of the Company's operations or business issues from Management. In addition, the Group's business and strategic developments pertaining to the Group's business are also reported to the Board periodically at board meetings.

The Company has adopted internal guidelines on matters such as annual budgets and transactions relating to investment, financing, treasury, legal and corporate secretarial and the parameters of such matters that require the Board's approval. The Board will review the guidelines on a periodic basis to ensure their relevance to the operations of the Group.

The matters requiring the Board's approval include:

- Annual Budgets/Forecasts of the Group;
- Announcement of the Group's half-year and full year results, and release of annual report as well as sustainability report;
- Issuance of shares and dividend payout;
- Convening of shareholders' meetings;
- Incorporation of new entities;
- Material acquisition and disposal of assets/investment, divestment or capital expenditure;
- Corporate or financial restructuring;
- Any other matters as prescribed under the relevant legislations and regulations, as well as the provisions of the Company's Constitution.

To assist the Board in the discharging its duties, the Board has established various Board Committees, namely the Nominating Committee ("NC"), the Remuneration Committee ("RC") and the Audit Committee ("AC"). Each of these committees is empowered to make decisions on matters within its terms of reference. The composition of each Board Committee, the key terms of reference and a summary of each Board Committee's activities are presented in the following sections of this report. Any change to the terms of reference for any Board Committee requires the approval of the Board.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance within the Group. Minutes of all Board Committee meetings held are made available to the Board members. The Board acknowledges that while these Board Committees have the authority to examine specific issues and reports back to the Board with their decisions and recommendations, the ultimate responsibility on all matters lies with the Board.

A schedule of all Board and Board Committee meetings as well as the Annual General Meeting for the next calendar year is planned in advance, in consultation of the Board and all participating parties, like the auditors and Sponsors. The Board held two scheduled meetings in FY2024. In addition to the scheduled meetings, ad-hoc board briefings, conference calls and physical meetings are held as warranted by particular circumstances or as deemed appropriate by the Board members. The Company's Constitution permits meetings of the Directors to be conducted by telephone or other methods of simultaneous communication by electronic means. The Board and Board Committees may also make decisions through circulating resolutions.

# CORPORATE GOVERNANCE REPORT

The attendances of the Directors at meetings of the Board, Board Committees and Annual General Meeting, as well as the frequency of such meetings held during FY2024 are as follows:

Name of Director	Board		Audit Committee		Nominating Committee		Remuneration Committee		Annual General Meeting	
	No. of meetings	Attendance	No. of meetings	Attendance	No. of meetings	Attendance	No. of meetings	Attendance	No. of meetings	Attendance
Ho Yoke Foong, Irene (Appointed with effect from 1 March 2024)	2	1	2	1	1	N.A.	1	N.A.	1	1
Li An Hua (Resigned with effect from 1 March 2024)	2	1	2	1	1	1	1	1	1	N.A.
Edward Lee (Resigned with effect from 1 March 2024)	2	0	2	0	1	0	1	0	1	N.A.
Cheung Chi Kin (Resigned with effect from 3 September 2024)	2	2	2	2	1	1	1	1	1	1
Cheong Weixiong, Jeff (Resigned with effect from 1 October 2024)	2	2	2	2	1	1	1	1	1	1
Mannar Rajkumar (Appointed on 1 March 2024 and resigned with effect from 1 October 2024)	2	1	2	1	1	N.A.	1	N.A.	1	1
Darrell Lim Chee Lek (Appointed with effect from 3 September 2024)	2	N.A.	2	N.A.	1	N.A.	1	N.A.	1	N.A.
Guo Jiahui (Appointed with effect from 1 October 2024)	2	N.A.	2	N.A.	1	N.A.	1	N.A.	1	N.A.
Tan Cher Chuan, Justin (Appointed with effect from 1 October 2024)	2	N.A.	2	N.A.	1	N.A.	1	N.A.	1	N.A.
Jin Jixiang (Appointed with effect from 27 January 2025)	2	N.A.	2	N.A.	1	N.A.	1	N.A.	1	N.A.

The profiles of the current Board of Directors are set out on pages 7 to 9 of this Annual Report.

Minutes of all Board and Board Committees' meetings will be circulated to the Board so that directors are aware of and kept updated as to the proceedings and matters discussed during the respective meetings.

If a director is unable to attend a Board or Board Committee meeting, he will still receive all the papers and materials for discussion at that meeting. He will review them and advise the Chairman of the Board or the Board Committee of his views and comments on the matters to be discussed so that they can be conveyed to other members at the meeting.

# CORPORATE GOVERNANCE REPORT

All directors are required to declare their board representations. The Board is of the view that the effectiveness of each director is best assessed by a qualitative assessment of the director's contribution and his ability to devote sufficient time and attention to the Company's affairs. Hence, the Board has decided not to set a numerical limit on the number of listed company board representations as it does not wish to omit from its consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as new members of the Board.

The Board is furnished with Board papers prior to any Board meeting. These papers are issued in sufficient time to enable the Directors to obtain additional information or explanations from the Management, if necessary. The Board papers include minutes of the previous meeting, reports relating to investment proposals, budgets, financial results announcements and reports from committees, internal and external auditors. Any additional material or information requested by the Directors is promptly furnished. All directors have unrestricted access to the Company's records and information.

The Board receives half-yearly management financial statements, periodic financial performance reports, annual budgets and explanation on material forecasts variances to enable them to understand and oversee the Group's operational and financial performance. The Board papers provide adequate background and explanatory information from the Management on financial impact, risk analysis, expected outcome, regulatory implications and corporate issues which enable the directors to have an appropriate understanding on issues discussed at Board and Board Committees meetings.

The Directors may communicate directly with the Management team on all matters whenever they deem necessary. The Directors also have separate and independent access to the Company Secretary, the Company's external auditors, internal auditors and other professional advisors, where relevant. The Company Secretary attends Board and Board Committee meetings and is responsible for ensuring that Board procedures are followed and minutes of all meetings are recorded and circulated to the Board and the Board Committees. The Company Secretary also assists the Chairman and CEO, the Chairman of each Committee and Management in the development of the agendas for the various Board and Board Committee meetings. The appointment and removal of the Company Secretary are subject to the approval of the Board.

The Company currently does not have a formal procedure for directors to seek independent professional advice for the furtherance of their duties. However, directors may, on a case-to-case basis, propose to the Board for such independent professional advice, the cost of obtaining such professional advice may be borne by the Company.

The Company has a transparent policy wherein directors are welcomed to request further information or informal discussions and make recommendations on any aspect of the Company's operations or business issues.

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



# CORPORATE GOVERNANCE REPORT

## Board Composition and Guidance

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

The Company endeavors to maintain a strong and independent element on the Board. As at the date of this report, the Board consists of five directors, of whom three are non-executive & independent directors. The Chairman of the Board is a non-executive & independent director. Accordingly, the Company is in compliance with the requirement of the Code. As the majority of the members of the Board are non-executive and independent directors, there is a strong and independent element on the Board. The roles of the Chairman and the Chief Executive Officer ("CEO") are assumed by different persons. The membership of the Directors on the Board Committees as at the date of this report are as follows:

Name of Director	Audit Committee	Nominating Committee	Remuneration Committee
<b>Darrell Lim Chee Lek</b> (Non-Executive and Independent Chairman) Appointed with effect from 3 September 2024	Member	Member	Chairman
<b>Guo Jiahui</b> (Executive Director and Group Chief Executive Officer) Appointed with effect from 1 October 2024	–	–	–
<b>Jin Jixiang</b> (Executive Director and Chief Operating Officer) Appointed with effect from 27 January 2025	–	–	–
<b>Ho Yoke Foong, Irene</b> (Non-Executive and Independent Director) Appointed with effect from 1 March 2024	Chairman	Member	Member
<b>Tan Cher Chuan, Justin</b> (Non-Executive and Independent Director) Appointed with effect from 1 October 2024	Member	Chairman	Member

The non-executive and independent director do not exercise management function in the Group.

The non-executive and independent director meet for discussions as and when required, without the presence of Management or the executive directors to review any matters that must be raised privately and provide feedback to the Board as appropriate.

The Board recognizes that non-executive and independent directors may over time develop significant insights in the Group's business and operations, and can continue to provide noteworthy and valuable contribution objectively to the Board as a whole. The independence of the independent directors must be based on the substance of their professionalism, integrity, and objectivity, and not merely based on form; such as the number of years which they have served on the Board. The NC and Board will determine annually whether there is any director who has served on the Board beyond nine years from the date of his first appointment.

Under Rule 406(3)(d)(iv) of the Catalist Rules, which takes effect for an issuer's annual general meeting for the financial year ending on or after 31 December 2023, a director will not be independent if he has been a director of the issuer for an aggregate period of more than 9 years (whether before or after the listing). As at the date of this Annual Report, none of the non-executive and independent directors have served on the Board for more than nine years from the date of his first appointment.

# CORPORATE GOVERNANCE REPORT

The Board recognizes that a diverse Board is an important element, which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, knowledge, business experience, industry discipline, gender and age.

When reviewing and assessing the composition of the Board and making recommendations to the Board for the appointment of directors, the NC will consider all aspects of diversity in order to arrive at an optimum balanced composition of the Board. The final decision on selection of directors will be based on merit against an objective criterion that complements and expands the skills and experience of the Board as a whole, and after having given due regard to the overall balance and effectiveness of a diverse Board.

The Group recognize the importance and value of diversity across its organization. The Company has adopted a Board Diversity Policy which endorses the principle that its Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate against groupthink and to ensure that the Group has the opportunity to benefit from all available talents. In reviewing the Board composition and succession planning, the NC considers the benefits of all aspects of diversity, including diversity of gender, age, independence and other relevant factors.

The NC will take the principles of the diversity policy into consideration when determining the optimal composition of the Board, and when recommending any proposed changes to the Board. The Board has the opportunity to apply the principles in its recent search for new non-executive and independent directors to succeed the current Non-executive & independent directors. A thorough evaluation process was undertaken, engaging a wide array of candidates with diverse gender, age, professional backgrounds, and skillsets, sourced through personal and corporate networks.

The current Board composition reflects the Company's commitment to Board diversity. The Board currently comprises business leaders and professionals with financial (including accounting), legal, risk management and business management qualifications and backgrounds. The Board currently has directors with ages ranging from 30 to 50 years old serving on it. In terms of gender, one out of the five directors is female. The members of the Board with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction. Further information on the individual directors' background, experience and skills can be found in the 'Board of Directors' section in the AR.

Having considered the scope and nature of the operations of the Group, the Board is satisfied that the current composition mix and size of the Board provide for diversity and allow for informed and constructive discussion and effective decision making at meetings of the Board and Committees. The Board will however continue to review opportunities to refresh the Board with a view to expanding the skills, experience and diversity of the Board as a whole.

Management regularly puts up proposals or reports for the Board's consideration and approval, for instance, proposals relating to strategy formulation, policies, management performance appraisal and monitoring of the Company's financial performance and financial position of the Group. Non-executive and independent directors will then evaluate these proposals or reports and where appropriate, provide guidance to Management. Non-executive and independent directors have been actively participating in discussions and decision-making at the Board and the Board Committees' levels, and had open discussions with the Management. Where necessary, the non-executive and independent directors meet on a need-to basis amongst themselves without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance and risk management initiatives, board processes and any audit observations. The outcome or suggestion arising from such meetings will be provided to the Board and/or Chairman as appropriate.

The Board believes that its current board size and the existing composition of the Board Committees effectively serve the Group. It provides diversity and allow for informed and constructive discussion and effective decision making. The Board will, however, continue to review opportunities to refresh the Board with a view to expanding the skills, experience and diversity of the Board as a whole.

The non-executive and independent directors will meet on a need-to basis amongst themselves and with the Company's external auditors and internal auditors without the presence of Management to discuss matters such as the Group's financial performance, corporate governance and risk management initiatives, board processes and any audit observations. The outcome or suggestion arising from such meetings will be provided to the Board and/or Chairman as appropriate.

# CORPORATE GOVERNANCE REPORT

## Chairman and Chief Executive Officer

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

The roles of Chairman and the CEO are separate to ensure a clear division of responsibilities, increased accountability and greater capacity of the Board for independent decision-making, ensuring a balance of power and authority within the Company. The Chairman and the CEO are not related.

The CEO has full executive responsibilities over the running of the Group's businesses, the business direction and operational decisions of the Group. The CEO leads the Management and he reports to and is accountable to the Board.

The overall role of the Chairman is primarily responsible in leading and ensuring the effectiveness of the Board and this includes promoting a culture of openness and debate at the Board, facilitating the effective contribution of all directors and promoting high standards of corporate governance.

The Chairman's duties and responsibilities includes:–

- (a) Leading the Board to ensure it is effective in its role;
- (b) Setting directions and agendas for the Company and scheduling of meetings to enable the Board to perform its duties responsibly;
- (c) Ensuring the proper conduct of meetings and accurate documentation of the proceedings;
- (d) Ensuring the smooth and timely flow of information between the Board and Management;
- (e) Ensuring compliance with internal policies and guidelines of the Company and high standards of corporate governance;
- (f) Ensuring effective communication with shareholders through investors' relationship channels and timely announcements of Company's development; and
- (g) Encouraging constructive relations between the Board and Management as well as between all directors.

In addition to the above duties, the Chairman will assume duties and responsibilities as may be required from time to time.

In view of the current composition of the Board which consists of a majority of non-executive and independent directors, the Board believes that there is a strong and independent element on the Board and adequate safeguards in place against an uneven concentration of power and authority in a single individual. As such, the Company has not appointed any independent director of the Company to assume the role of a Lead Independent Director.

## Board Membership

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

The NC is established and it comprises 3 members, and consist of all non-executive and independent directors. Mr Tan Cher Chuan, Justin, is acting as the Chairman of NC.

Chairman	:	Mr Tan Cher Chuan, Justin (appointed with effect from 1 October 2024)
Member	:	Ms Ho Yoke Foong, Irene (appointed with effect from 1 March 2024)
Member	:	Mr Darrell Lim Chee Lek (appointed with effect from 3 September 2024)
Former Chairman	:	Mr Mannar Rajkumar (appointed with effect from 1 March 2024 and resigned with effect from 1 October 2024)
Former Member	:	Mr Cheung Chi Kin (resigned with effect from 3 September 2024)

# CORPORATE GOVERNANCE REPORT

The NC held one meeting during the financial year ended 31 December 2024. The NC Chairman reports formally to the Board on its proceedings after the meeting on all matters within its duties and responsibilities.

The NC is established for the purposes of ensuring that there is a formal and transparent process for all Board appointments. It has adopted written terms of reference defining its membership, administration and duties. Some of the duties of the NC include:

- (a) To make recommendations to the Board on all Board appointments, including development of a set of criteria for director appointments, which includes qualifications of director; ability to exercise sound business judgments, relevance to the Company and the industry and appropriate personal qualities;
- (b) To review and make recommendation to the Board on the succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (c) To re-nominate directors having regard to the director's contribution and performance (e.g. attendance, participation and critical assessment of issues deliberated upon by the Board) including, if applicable, as an independent director;
- (d) To determine annually whether or not a director is independent;
- (e) To make recommendation to the Board on the process and criteria for evaluation of the performance of the Board, its board committees and directors; and
- (f) To review and make recommendation to the Board on the training and professional development programmes for the Board and its directors.

A summary of the NC's activities during FY2024 is shown below:

- (i) Reviewed the Board's performance for FY2024 on a collective basis;
- (ii) Reviewed and recommended to the Board the re-election of Mr Guo Jiahui, Mr Jin Jixiang, Mr Darrell Lim Chee Lek and Mr Tan Cher Chuan, Justin;
- (iii) Annual review of the independence of the independent directors; and
- (iv) Reviewed and recommended the nomination of the appointment of new Non-executive & independent directors.

## Process for selection and appointment of new directors

The NC is responsible for identifying candidates and reviewing all nominations for the appointment of new directors.

Where an existing director chooses to retire or the need for a new director arises, either to replace a retiring director or to enhance the Board's strength, the NC, in consultation with the Board, evaluates and determines the selection criteria so as to identify candidates with the appropriate expertise and experience for the appointment as a new director. The selection criterion includes age, gender, qualification, skills, caliber, industry experience and financial literacy. A comprehensive and detailed process in the selection of new directors is adopted by the NC. Candidates will be first sourced through an extensive network of contacts and selected based on, inter alia, the needs of the Group and the relevant expertise required.

When necessary, the NC may seek the help of external consultant(s) in the search process. In selecting suitable candidates, the NC, in consultation with the Board, will consider the Group's strategic goals, business direction and needs. The NC then meets with the shortlisted potential candidates with the appropriate profile to assess suitability and to ensure that the candidates are aware of the expectation and the level of commitment required, before nominating the most suitable candidate to the Board for approval and appointment as director.



# CORPORATE GOVERNANCE REPORT

## Process for re-appointment of directors

The role of NC also includes the reviewing of the re-nomination of directors who retire by rotation, taking into consideration the director's integrity, independence, contribution and performance. The Constitution of the Company requires one-third of the directors to retire and subject themselves to re-election by the shareholders in every Annual General Meeting. In addition, the Company shall require all directors (including the CEO) to submit themselves for re-nomination and re-election at least once every three years. The Constitution of the Company also provides that a newly appointed director must retire and submit himself for re-election at the next AGM following his appointment. Thereafter, he is subject to be re-elected at least once every three years. A director who is due for retirement, shall abstain from voting on any resolution in respect of his re-nomination as a director. In this aspect, the NC has recommended and the Board has agreed for Mr Guo Jiahui, Mr Jin Jixiang, Mr Darrell Lim Chee Lek and Mr Tan Cher Chuan, Justin to retire and seek re-election at the forthcoming AGM.

The NC is charged with determining the independence of the directors as set forth in Provision 2.1 of the Code.

On an annual basis, the NC determines whether or not a director is independent, taking into account the Code definition of an "independent" director and guidance on relationships, the existence of which could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the interest of the Group.

Each independent director is required to complete a Director's Independence Form to confirm his independence annually to confirm his independence based on the guidelines as set out in the Code. For FY2024, the NC carried out a review on the independence of each independent director based on the foregoing considerations, the respective Director's Independence Form and their actual performance on the Board and Board Committees. Having carried out their review, the NC is satisfied that the three directors, who are non-executive, are independent.

The NC ensures that new directors are aware of their duties and obligations. All directors are required to declare their board representations. For re-nomination and re-appointment of directors, when a director has multiple board representation, the NC takes into consideration the competing time commitments faced by directors and their ability to allocate adequate time and attention to the Group, so that they are able to adequately discharge their duties as a director of the Company.

The Board is of the view that the effectiveness of each director is best assessed by a qualitative assessment of the Director's contribution and his ability to devote sufficient time and attention to the Company's affairs. Hence, the Board has decided not to set a numerical limit on the number of listed company board representations as it does not wish to omit from consideration, outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as new members of the Board.

# CORPORATE GOVERNANCE REPORT

The details of the Board members' directorship, including the year of initial appointment and election are disclosed as follows:

Name of Director	Board appointment	Date of first appointment	Date of last re-election	Functions/Board Committees served	<b>Directorships or chairmanships both present and held over the preceding three (3) years in other listed companies and other principal commitments</b>
Darrell Lim Chee Lek	Non-Executive and Independent Chairman	3 September 2024	N.A.	Chairman of the Board and RC, Member of the AC and NC	<u>Other principal commitment</u> Nil  <u>Present Directorship</u> <ul style="list-style-type: none"> <li>Hong Lai Huat Group Limited (Independent Director – effective 01 May 2025)</li> <li>Hafary Holdings Limited (Independent Director)</li> <li>Coolan Group Limited (Formerly New Silkroutes Group Limited) (Independent and Non-executive Director)</li> <li>BRC Asia Limited (Non-executive and non-independent Director)</li> <li>E Street Capital Pte Ltd (Director)</li> <li>Prometheus (S) Pte Ltd (Director)</li> <li>Zenera Pte Ltd (Director)</li> <li>First APAC Fund VCC Pte Ltd (Director)</li> <li>Pristine Islands Investment Pte Ltd (Director)</li> <li>Bright Point Capital Pte Ltd (Non-executive Director)</li> </ul> <u>Past Directorships</u> BRC Asia Limited (Executive Director)
Guo Jiahui	Executive Director and Group Chief Executive Officer	1 October 2024	N.A.	Nil	<u>Other principal commitment</u> Nil  <u>Present Directorship</u> HPL Global Limited (Formerly: Household Partners Limited) Household Consulting Pte. Ltd.  <u>Past Directorship</u> Nil
Jin Jixiang	Executive Director and Chief Operating Officer	27 January 2025	N.A.	Nil	<u>Other principal commitment</u> Nil  <u>Present Directorship</u> Nil  <u>Past Directorship</u> Nil

# CORPORATE GOVERNANCE REPORT

Name of Director	Board appointment	Date of first appointment	Date of last re-election	Functions/Board Committees served	Directorships or chairmanships both present and held over the preceding three (3) years in other listed companies and other principal commitments
Ho Yoke Foong, Irene	Non-executive & independent	1 March 2024	24 April 2024	Chairman of AC, Member of the NC and RC	<u>Other principal commitment</u> Nil  <u>Present Directorship</u> Nil  <u>Past Directorship</u> Nil
Tan Cher Chuan, Justin	Non-Executive and Independent Director	1 October 2024	N.A.	Chairman of NC and Member of the AC and RC	<u>Other principal commitment</u> Nil  <u>Present Directorship</u> Nil  <u>Past Directorship</u> Nil

The Directors are appointed based on the strength of their ability and experience. For other information on the Directors, please refer to the sections entitled “Board of Directors” and “Directors’ Statement” of this Annual Report.

## Board Performance

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

The Board, through the NC, has used its best effort to ensure that directors appointed to the Board and the Board Committees, whether individually or collectively, possess the background, experience, knowledge in the business, competencies in finance and management skills critical to the Group’s business. It has also ensured that each director, with his special contributions, brings to the Board an independent and objective perspective to enable sound, balanced and well-considered decisions to be made.

The NC has established a performance appraisal process to assess the performance of the Board as a whole instead of individual assessment. The performance appraisal includes qualitative and quantitative factors including board structure, board processes, corporate strategy and planning, board performance and risk management and internal control etc.

The NC undertakes the Board performance appraisal annually. All directors are requested on an annual basis to complete a Board assessment checklist designed to seek their views on the various performance criteria set by the Board, so as to assess the overall performance and effectiveness of the Board. The checklists are completed and submitted to the Company Secretary for collation and the consolidated responses are presented to the NC for review and discussion before making any recommendations to the Board. The performance criteria will not change from year to year unless they are deemed necessary and the Board is able to justify the changes. The key objective of the evaluation exercise is to obtain constructive feedback from each director on the board procedures and processes and the changes which should be made to enhance the effectiveness of the Board. The responses are reviewed by the NC and discussed with Board members for determining areas of improvement.

The NC has also decided unanimously, that the Directors will not be evaluated individually, as each member of the Board contributes in different aspects to the success of the Group, and therefore, it would be more appropriate to assess the Board as a whole. Following its review, the NC is of the view that the Board and its Board Committees operate effectively and despite multiple board representations in certain instance, each director has been adequately contributing to the overall effectiveness and objectives of the Board.

The Board has not engaged any external facilitator in conducting the assessment of the Board’s performance. Where relevant, the NC will consider such engagement.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

### Procedures for Developing Remuneration Policies

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

The RC comprises of three (3) members, all of whom are non-executive and independent directors. Mr Darrell Lim Chee Lek, is acting as the Chairman of RC and the RC comprises the following members:

Chairman	:	Mr Darrell Lim Chee Lek (appointed with effect from 3 September 2024)
Member	:	Ms Ho Yoke Foong, Irene (appointed with effect from 1 March 2024)
Member	:	Mr Tan Cher Chuan, Justin (appointed with effect from 1 October 2024)
Former Chairman	:	Mr Cheung Chi Kin (resigned with effect from 3 September 2024)
Former Member	:	Mr Mannar Rajkumar (appointed with effect from 1 March 2024 and resigned with effect from 1 October 2024)

The RC is established for the purposes of ensuring that there is a formal and transparent procedure for fixing the remuneration packages of individual directors and key management personnel. The overriding principle is that no director should be involved in deciding his own remuneration and the level of remuneration should be appropriate to attract, retain and motivate the executive directors to run the Company successfully and ensure that they are fairly rewarded for their individual contributions to overall performance. The RC will work within the principle that the remuneration should be structured so as to link rewards to corporate and individual performance.

The RC has adopted written terms of reference that defines its membership, roles and functions and administration. The duties of the RC are as follows:

- (a) review and make recommend to the Board, a framework of remuneration and specific remuneration packages of each director (executive and non-executive) and key management personnel;
- (b) recommend to the Board, the Company's compensation policies, structures and service contracts, based on proposal by the CEO; and
- (c) determine the Company's compensation policies, structures and service contracts as proposed by the CEO, for relatives of a Director and/or a substantial Shareholder who are employed in managerial positions by the Company, or any of its subsidiaries.

During FY2024, the RC reviewed and recommended to the Board the directors' fee for the financial year ended 31 December 2024 and the financial year ending 31 December 2025.

The RC considers all aspects of remuneration (including directors' fees, salaries, allowances, bonuses, benefits in kind and termination payments) and will aim to be fair and avoid rewarding poor performance. The RC also review the Company's obligations arising in the event of termination of the executive directors, the CEO and key management personnel's contracts of service, to ensure that such contract of service contain fair and reasonable termination clauses.

The RC, has explicit authority within its terms of reference to seek appropriate expert advice in the field of executive compensation outside the Company on remuneration matters where necessary. There being no specific necessity, the RC did not seek the service of an external remuneration consultant in FY2024.

No director shall participate in decisions relating to any remuneration, compensation or any form of benefits to be granted to him or her.

# CORPORATE GOVERNANCE REPORT

## Level and Mix of Remuneration

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

The annual reviews of the compensation are carried out by the RC to ensure that the remuneration of the Executive Directors, CEO and key management personnel commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group. As part of its review, the RC ensures that the Directors, CEO and key management personnel are adequately but not excessively remunerated as compared to industry benchmarks and other comparable companies. The RC also ensures that the non-executive and independent directors are not overly-compensated to the extent that their independence may be compromised.

The Company adopts a remuneration policy for staff comprises mainly a fixed component and a variable component, taking into account factors such as the individual performance and the duties and responsibilities required of the position. The fixed component is paid in the form of a base salary which reflects market worth. The variable component comprises both short-term incentive and longer-term incentives, which is linked to Company and individual performance. This is designed to align remuneration with the interests of shareholders and link rewards to corporate and individual performance so as to promote the long-term sustainability of the Group.

The RC has agreed on a performance-based compensation package for the Executive Directors. The remuneration structure for the Executive Directors is based on service contract which comprises a basic salary component and an annual incentive bonus which is pegged to the Group's financial performance.

The RC has adopted a framework to remunerate the non-executive and independent directors based on their appointments and roles in respective Board Committees and contributions to the Board and Company. The remuneration packages of the non-executive and independent directors comprise a basic director's retainer fee for appointment to Board Committees. The RC has assessed and is satisfied that the non-executive and independent directors are not overly-compensated to the extent that their independence is compromised. While the remuneration frameworks are not subject to Shareholders' approval, the fees for the non-executive and independent directors will be subject to the approval of Shareholders at the AGM.

Directors' fees of S\$157,127 for FY2024 and S\$202,500 for FY2025 are recommended by the Board and subject to the approval of Shareholders at the forthcoming AGM. The Board concurred with the RC that the proposed directors' fees for FY2024 and FY2025 is appropriate and not excessive, taking into consideration the level of contributions by the directors and factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the directors.

The Company has no share-based compensation scheme or any long-term scheme involving the offer of shares or options in place to encourage non-executive directors to hold shares in the Company. The Company will consider the establishment of other forms of long term incentive schemes, as and when appropriate.

The Group is of the view that it is not necessary to incorporate contractual provisions to allow it to reclaim incentive components of remuneration from executive directors, CEO and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Group. The executive directors owe a fiduciary duty to the Company, and the Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

In addition, the Company has in place alternative corporate governance practices described herein, such as the establishment of whistle-blowing policy, rigorous selection criteria of its directors and key management personnel, private discussions between the independent directors with the internal and external auditors and the granting of full access to all employees and documents of the Group to the independent directors, as checks and balances to prevent the occurrence of such instances.



# CORPORATE GOVERNANCE REPORT

## Disclosure on Remuneration

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

### Remuneration of Directors and CEO of the Company

Rule 1204(10D) of the SGX Listing Rules (Catalist) requires the disclosure of the exact amounts, with breakdown of remuneration, paid to individual director and the CEO in its annual report for financial year ending 31 December 2024 onwards.

The breakdown of the total remuneration of the Directors of the Company for the financial year ended 31 December 2024 is set out below:

Remuneration Band	Fee <sup>(1)</sup> (\$)	Salary & fixed allowance <sup>(2)</sup> (\$)	Bonus & incentives <sup>(2)</sup> (\$)	Total (\$)
Cheong Weixiong, Jeff (Resigned on 1 October 2024)	–	525,409	–	525,409
Li Anhua (Resigned on 1 March 2024)	10,000	–	–	10,000
Lee Jim Teck, Edward (Resigned on 1 March 2024)	6,250	–	–	6,250
Cheung Chi Kin (Resigned on 3 September 2024)	32,792	–	–	32,792
Ho Yoke Foong, Irene (Appointed on 1 March 2024)	35,417	–	–	35,417
Mannar Rajkumar (Appointed on 1 March 2024 and resigned on 1 October 2024)	23,334	–	–	23,334
Darrell Lim Chee Lek (Appointed on 3 September 2024)	39,334	–	–	39,334
Guo Jiahui (Appointed on 1 October 2024)	–	100,950	–	100,950
Tan Cher Chuan, Justin (Appointed on 1 October 2024)	10,000	–	–	10,000

(1) Directors fees are payable in 2025 after approval by Shareholders at the AGM.

(2) Salary & fixed allowance, and bonus & incentives shown are inclusive of employer CPF.

# CORPORATE GOVERNANCE REPORT

## Remuneration of Key Management personnel of the Group

The remuneration policy for key management personnel takes into consideration the responsibility and performance of individual personnel. The breakdown for the remuneration of the Company's key management personnel (who are not Directors and CEO of the Company) for FY2024:–

Remuneration Bands	Salary & fixed allowance <sup>(1)</sup>	Bonus & incentives <sup>(1)</sup>	Total
Below S\$250,000			
Lee Fut Hua	100%	Nil	100%

**Note:**

(1) Salary & fixed allowance and bonus & incentives shown are inclusive of employer CPF.

Save as disclosed above, there are no other key management personnel.

For FY2024, there was no employee in the Group who is a substantial shareholder of the Company or is an immediate family member of a Director, the CEO or a substantial shareholder, and whose annual remuneration exceeded S\$100,000.

The Board is of the opinion that the information as disclosed above would be sufficient for shareholders to have an adequate appreciation of the Company's compensation policies and practices and therefore does not intend to issue a separate remuneration report.

## ACCOUNTABILITY AND AUDIT

### Risk Management and Internal Controls

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

The Board is responsible for the governance of risk and sets the tone and direction for the Group in the way risks are managed in businesses. The Board has ultimate responsibility for approving the strategy of the Group in a manner which addresses stakeholders' expectations and does not expose the Group to an unacceptable level of operational, financial and compliance risks. The Board approves the key management policies and ensures the maintenance of a system of risk management and internal controls and monitors performance against them. In addition to determining the approach to risk governance, the Board sets and instils the right risk focused culture throughout the Group for effective risk governance.

The Company has engaged the internal auditors to develop a risk management policy and perform an Enterprise Risk Assessment exercise. The risk management policy is aligned to ISO 31000: 2009, the international standards on Enterprise Risk Management ("ERM") with the objectives of meeting the compliance in the design, implementation and monitoring of the ERM and internal control systems in place. In consultation with the internal auditors, the Group has developed and implemented the appropriate risk management procedures to address the key risks identified. All significant matters will be highlighted to the AC and the Board.

The AC will ensure that a review of the effectiveness of the Group's risk management policies and procedures and internal controls in addressing material risks, including financial, operational, compliance and information technology risks are conducted annually. In this respect, the AC will also review the audit plans and the findings of the external and internal auditors, and will ensure that Management follows up on the external and internal auditors' recommendations raised, if any, during the audit process.

For FY2024, the Board has received:

- (a) assurance from the CEO and the Chief Financial Officer that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) assurance from the CEO and the Chief Financial Officer that the Group's risk management and internal control systems in place were adequate and effective to address the financial, operational, compliance and information technology risks in the current scope of the Group's business operations.

# CORPORATE GOVERNANCE REPORT

The Board notes that the system of internal controls and risk management established by the Company provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can 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.

Based on the internal control policies and procedures established and maintained by the Group, work performed by the external and internal auditors and reviews performed by the Management, the Board, with the concurrence of the AC, is of the opinion that the risk management and internal control systems of the Group, addressing the financial, operational, compliance and information technology risks are adequate and effective as at 31 December 2024.

The Board remains committed to improve the Group's internal controls and will not hesitate to take necessary action to ensure the adequacy and effectiveness of the Group's internal controls and risk management systems.

## Audit & Risk Management Committee

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

The AC comprises 3 members, all of whom, including the Chairman are non-executive and independent directors.

Chairman	:	Ms Ho Yoke Foong, Irene (appointed with effect from 1 March 2024)
Member	:	Mr Darrell Lim Chee Lek (appointed with effect from 3 September 2024)
Member	:	Mr Tan Cher Chuan, Justin (appointed with effect from 1 October 2024)
Former Member	:	Mr Cheung Chi Kin (resigned with effect from 3 September 2024)
Former Member	:	Mr Mannar Rajkumar (appointed with effect from 1 March 2024 and resigned with effect from 1 October 2024)

The Chairman, Ho Yoke Foong, Irene, has close to 10 years of experience in professional services and served as an IPO Audit Manager at Deloitte Singapore. She has also over 10 years of experience in luxury entrepreneurship and served on NGO Boards.

The Board is of the opinion that the members of the AC have sufficient financial management expertise and experience in discharging their duties. None of the members of the AC is a former partner or director of the Company's external or internal auditors.

As a sub-committee of the Board of Directors, the AC assist the Board in discharging their responsibility to safeguard the Group's assets, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that the management creates and maintains an effective control environment in the Group. The AC also reviews and supervises the internal audit functions of the Group.

The AC provides a channel of communication between the Board, Management and the external auditors on matters relating to audit.

The AC has adopted written terms of reference defining its membership, administration and duties. The duties and responsibilities of the AC include:

- (a) review significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performances;
- (b) review at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;
- (c) review the assurance from the CEO and the CFO on the financial records and financial statements;
- (d) discuss with the external auditors, prior to the commencement of audit, on the audit plan which states the nature and scope of the audit;
- (e) review the scope and results of the external audit;
- (f) review with external auditors, on the adequacy and effectiveness of the system of internal controls, the Management Letter and Management's response thereto;

# CORPORATE GOVERNANCE REPORT

- (g) discussion of problems and concerns, if any, arising from the interim and final audits and any matters that the external auditors may wish to discuss with the AC in the absence of the Management;
- (h) review of the independence and objectivity of the external auditors;
- (i) recommend to the Board on, the appointment, re-appointment and removal of the external auditors, and the remuneration and the terms of engagement of the external auditors;
- (j) review the adequacy, effectiveness, independence, scope and results of the company's internal audit function;
- (k) review interested person transactions (as defined in Chapter 9 of the Catalist Rules) to ensure that each transaction has been conducted on an arm's length basis; and
- (l) any other functions that are requested by the Board, as may be required by statutes or the Catalist Rules.

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

In discharging the above duties, the AC confirms that it has full access to and co-operation from Management and is given full discretion to invite any Director to attend its meetings. In addition, the AC has also been given reasonable resources to enable it to perform its functions properly.

The AC has approved a Whistle Blowing Policy to provide employees of the Group with an independent and confidential channel to our independent internal auditor to report suspected fraud, corruption, dishonest practices or irregularities involving the Company and its subsidiaries. The policy encourages the reporting of such matters by employees with confidence that the reporting made in good faith will be handled on a confidential and anonymous basis in compliance with applicable laws and the employees will not be penalized. Details of the Whistle Blowing Policy has been disseminated to all employees of the Group and reminders circulated to all existing employees and new employees on a semi-annual basis.

An external professional firm is appointed as the independent administrator of the policy and their contact e-mail address is [prospaglobal@whistleblow.com.sg](mailto:prospaglobal@whistleblow.com.sg) (Previously: [sinjia@whistleblow.com.sg](mailto:sinjia@whistleblow.com.sg)) with effect from 22 November 2024.

During FY2024, there were no complaints, concerns or issues received.

The AC is responsible for oversight and monitoring of whistleblowing and will report to the Board on such matters at the Board meetings.

The AC is kept abreast by the Management and the external auditors on changes and updates to account standards, and other issues which could have a direct impact on the financial statements of the Group, if any.

In the review of the financial statements, the AC has discussed with the Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The significant matters as disclosed in the independent auditor's report, pages 47 that impacting the financial statements were discussed with the Management and the external auditor, and were reviewed by the AC.

The Company has complied with Rules 712 and 716 of the Catalist Rules on the appointment of the external auditors for the Group in FY2024.

PKF-CAP LLP has been appointed as the auditors of the Company and its Singapore-incorporated subsidiary corporations. The Group has appointed different auditors for its overseas subsidiary corporation. The Board and the AC have reviewed the appointment of the different auditor for its overseas subsidiary corporation and were satisfied that the appointment of different auditor would not compromise the standard and effectiveness of the audit of the Group.

# CORPORATE GOVERNANCE REPORT

For FY2024, the Company outsourced its Internal Audit (“IA”) function to In.Corp Business Advisory Pte. Ltd. (Formerly Ardent Business Advisory Pte. Ltd.) (“In.Corp”), a corporate member of the Institute of Internal Auditors Singapore. In.Corp’s engagement team is headed by a director, Ms. Ruby Rouben, who has over 15 years of experience in audit and advisory services. She is leading the Risk Assurance practice at In.Corp and has extensive experience in a broad range of assurance and advisory services, including corporate governance, enterprise risk management, internal audit, and sustainability reporting. Prior to In.Corp, she has been involved in internal and external audits and started her career in one of the big four auditing firms. She is a Chartered Accountant (Singapore), Certified Internal Auditor, and a member of The Institute of Singapore Chartered Accountants (ISCA), The Institute of Internal Auditors Singapore (IIA), and The Information Systems Audit and Control Association (ISACA). The team is accordingly made up of qualified and experienced professionals and adheres to the International Professional Practices Framework issued by the IA.

The internal auditors report directly to the AC. The internal auditors plan their internal audit schedule in consultation with, but independent of the Management. The AC reviews and approves the internal audit scope and plan to ensure that there is sufficient coverage of the Group’s activities. The internal control weaknesses identified during the internal audit reviews and the recommended corrective actions are reported to the AC periodically. The AC approves the hiring, removal, evaluation and compensation of the certified public accounting firm to which the internal audit function is outsourced. The internal auditors report primarily to the Chairman of the AC and has unrestricted access to the documents, records, properties and personnel of the Company and of the Group.

The primary role of internal audit is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Group, reviewing the internal controls of the Group to ensure prompt and accurate recording of transactions and proper safeguarding of assets and reviewing that the Group complies with the relevant laws, regulations and policies established.

The AC reviews annually and is satisfied that the internal audit function is independent and the audit work is conducted with impartiality and adequately resourced. The AC is also satisfied that the internal auditors is staffed by qualified and experienced personnel. The internal auditors completed one review during the FY2024 in accordance with the internal audit plan approved by the AC. The findings and recommendations of the internal auditors, management’s responses, and management’s implementation of the recommendations have been reviewed and approved by the AC.

A summary of the AC’s activities during FY2024 is shown below:

- (i) Reviewed the Group’s financial performance, internal and external audit reports
- (ii) Reviewed with the Management and the external auditors, the financial results of the Group before submitting them to the Board for its approval and announcement of the financial results
- (iii) Conducted an annual review of the volume of non-audit services provided by the external auditors to ensure that the nature and extent of such services will not prejudice the independence and objectivity of the auditors before recommending their re-nomination to the Board. Pursuant to Rule 1204(6)(a) of the Catalist Rules, the aggregate amount of paid to the external auditors of the Company and other auditor of the Group in FY2024 were S\$70,000 comprising audit fees of S\$70,000 and non-audit fees of S\$0. A breakdown of the fees in total for audit and non-audit services is set out on pages 68 of this Annual Report. The AC is satisfied with the independence of the external auditors and has recommended the re-appointment of the external auditors at the forthcoming Annual General Meeting of the Company.
- (iv) Reviewed the adequacy of the resources, experience of the external auditors and of the audit engagement partner assigned to the audit. The AC is satisfied that the external auditors are able to meet their audit obligations.
- (v) The AC meets with the internal auditors and the external auditors, at least once a year, without the presence of Management, to have free and unfettered access to unfiltered information and feedback.
- (vi) The external auditors updated the AC on changes and updates to the accounting standards, and other issues which might have a direct impact on the financial statements of the Group.



# CORPORATE GOVERNANCE REPORT

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Shareholder Rights and Conduct of General Meetings

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

The Company's corporate governance practices promote fair and equitable treatment of all shareholders. To facilitate shareholders' ownership rights, the Company ensures that all material information is disclosed on a comprehensive and timely basis via SGXNET and the Company's website, especially information pertaining to the Group's business development and financial performance which could have a material impact on the share price of the Company, so as to enable shareholders to make informed decisions in respect of their investments in the Company.

Shareholders are informed of general meetings through notices published in the newspaper and the Company's announcements and press releases via SGXNET as well as through reports and circulars sent to all shareholders. They are given the opportunity to participate effectively and vote at general meetings of the Company. All shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company conducted poll voting for all resolutions tabled at the general meetings. The rules, including the voting process, were explained by the scrutineers at such general meetings.

The Constitution of the Company allows each shareholder to appoint up to two proxies to attend general meetings. Under the Companies Act 1967, a member who is defined as a "relevant intermediary" may appoint more than two proxies to attend and participate in general meetings. Relevant intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

All shareholders of the company receive the annual report of the company and notice of AGM within the mandatory period. The notice is also published in the local newspaper and made available on the SGXNET and the Company's website. Participation of shareholders is encouraged at the Company's general meetings. Resolutions tabled at general meetings are on each substantially separate issue. Each item of special business included in the notice of meeting will be accompanied by the relevant explanatory notes. This is to enable the shareholders to understand the nature and effect of the proposed resolutions.

To facilitate voting by shareholders, the Company's Constitution allows shareholders to appoint up to two proxies to attend and vote at the same general meeting. The Board of Directors (including the Chairman of the respective Board committees), Management, as well as the external auditors will attend the Company's Annual General Meeting to address any questions that shareholders may have. The attendance of the Directors at the last AGM is set out under Principle 1 of this report.

The Company encourages and supports shareholder participation at general meetings, and views the AGM as a good opportunity for Shareholders to meet the Board. The Shareholders will be informed of Shareholders' Meetings through notices published in the newspapers and circulars sent to all Shareholders. All registered Shareholders are invited to attend the AGM and they are given the opportunity to seek clarification or question the Group's strategic direction, business, operations, performance and proposed Resolutions.

The Board is of the view that absentia voting at general meeting may only be possible following careful study to ensure that the integrity of the information and authentication of the identify of shareholders through the web is not compromised.

Substantial and relevant comments or queries from shareholders relating to the agenda of the AGM together with responses from the Board and the Management will be prepared by the Company. The minutes of all general meetings are posted on the Company's corporate website within one month from the date of such meeting. The minutes include comments and questions received from shareholders, together with responses from the Board and the Management, as well as details of the proceedings.

All resolutions at general meetings of the Company will be put to vote by poll so as to better reflect shareholders' shareholding interest and ensure greater transparency. The results of the poll voting on each resolution tabled will be announced after the general meetings via SGXNET and the Company's website.

# CORPORATE GOVERNANCE REPORT

The Company does not have a fixed dividend policy at present. The frequency and amount of dividends declared each year will take into consideration the Group's profit growth, cash position, projected capital requirements for business growth and other factors as the Board may deem appropriate. Given that the Company was loss making for FY2024, the Board has decided not to recommend a dividend for the financial year ended 31 December 2024.

## Engagement with Shareholders

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

The Company endeavours to communicate regularly and proactively with its shareholders. Timely, as well as, detailed disclosure is made to the public in compliance with the Catalyst Rules. The Company ensures that shareholders are informed of all major developments that may have an impact on the Group. Information is communicated to shareholders on a timely basis and is made through:

- (a) annual reports that are prepared and issued to all shareholders;
- (b) half yearly and full year unaudited financial results announcements;
- (c) circulars and notices issued to all shareholders;
- (d) disclosures to the SGX-ST via SGXNET; and
- (e) the Company's website, <https://www.prosperaglobal.sg>, which provides corporate information, Company's announcement, press releases and other information pertaining to the Group.

In addition, the Company will engage an investor relations firm to assist in its communication with shareholders as and when required.

Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meetings. Results, including dividend announcement and annual reports are announced or issued within the mandatory period and are available on the Company's website. Notices of shareholders' meetings are also published in the local newspaper and announced via SGXNET. The Company does not practice selective disclosure as all materials and price-sensitive information are released through SGXNET in a timely manner.

Shareholders are encouraged to attend and raise questions to the directors at the Company's general meetings. At these meetings, shareholders are given the opportunity to express their views and raise issues either formally or informally. These meetings provide opportunities for the Board to engage with shareholders and solicit their feedback.

The Company's website at <https://www.prosperaglobal.sg>, is also another channel to solicit and understand the views of the shareholders.

## Engagement with Stakeholders

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

The Board considers ongoing stakeholder engagement as an important activity to develop effective management strategies and pursue sustainable business practices. The Company's approach to stakeholder engagement is to ensure that it has a good understanding of the key stakeholders' concern and expectation, and develop practical and responsive sustainability strategies. In its pursuit of sustainable business practices, the Group has regularly engaged its stakeholders in the implementation of various initiatives and programs that ensure the sustainability of its business, the environment, and society.

The stakeholders have been identified as entities or individuals who are either directly or indirectly involved in the Group's business, have specific interests in the Group and may be significantly impacted by how the Group operates. The key stakeholders include the investors, shareholders, online booking agents, government, regulators, employees, customers and hostel guests. The Company identified and prioritized the factors and ranked them in accordance to importance to the stakeholders and importance to the Group.

# CORPORATE GOVERNANCE REPORT

The Group has undertaken a process to determine the economic, environmental, social and governance (EESG) factors which are important to these stakeholders. These factors form the materiality matrix upon which targets, performance and progress are reviewed and endorsed by the Board annually.

A more detailed elaboration on the Company's sustainability strategy and key areas of focus in relation to the management of stakeholder relationship is set out in the Sustainability Report 2024.

The Company will make available all media releases, financial results, annual reports, SGXNET announcements and other corporate information relating to the Group in the "Investor Relations" section of its corporate website at <https://prosperaglobal.listedcompany.com>.

## DEALING IN SECURITIES

(Rule 1204(19) of the Catalyst Rules)

The Company has devised and adopted its own internal Code of Conduct on dealing in the securities of the Company (the "Code"). This code will provide guidance to the Group's directors and employees on their dealings in its securities. The key guidelines are:

- Directors and key officers are prohibited from trading in the Company's securities during the period commencing one month ("prohibition period") before the announcement of the Company's half year and full year financial statements and the prohibition ends on the day of the results announcement. If the Company announces quarterly financial statements, the prohibition period will commence two weeks before the announcement of the Company's financial statements for each of the first three quarters; and one month before the announcement of the Company's full year financial statement and prohibition period shall end on the day of the results announcement.
- Directors and key officers should not deal in the Company's securities on short-term consideration.
- Directors and key officers are required to observe the insider trading laws under the Securities and Futures Act 2001 at all times even when engaging in dealings of securities within the non-prohibitory periods. To enable the Company to monitor such share transactions, Directors and key officers are required to report to the Company whenever they deal in the Company's securities.

The Company has complied with the Code for the FY2024.

## INTERESTED PERSON TRANSACTIONS

(Rule 907 of the Catalyst Rule)

The AC will review all interested person transactions ("IPTs") to be entered to ensure that the relevant rules under Chapter 9 of the Catalyst Rules are complied with. The main objective is to ensure that all IPTs are conducted on arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. IPTs are subject to review by the AC on a quarterly basis.

The Group does not have a general mandate from Shareholders for IPT pursuant to Rule 920(1)(a)(i) of the Catalyst Rules. There were no IPTs entered into between the Company or its subsidiaries and any of its interested persons exceeding S\$100,000 during FY2024.

## MATERIAL CONTRACTS

There is no other material contract entered into between the Company or any of its subsidiaries involving the interests of any Director, Chief Executive Officer or controlling Shareholder, which are subsisting at the end of the financial year reported on or, if not then subsisting, entered into since the end of the previous financial year except for Director's remuneration as disclosed in the Notes to the Financial Statements in this Annual Report.

# CORPORATE GOVERNANCE REPORT

## USE OF PROCEEDS

The Company received net proceeds of approximately \$2.49 million from the Share Placement completed in 28 August 2024 ("Net Proceeds"). As at the date of this report, the Net Proceeds have been utilized as set out below:

Use of Proceeds	Original Allocated (\$)	Amount Re-allocation (\$)	Amount Utilised (\$)	Balance Unutilised (\$)
Working capital purposes mainly comprising:				
(i) manpower costs;				
(ii) professional fees such as compliance costs and continuing listing expenses; and				
(iii) administrative and head office expenses	1,491,945	800,000	2,291,945 <sup>(1)</sup>	–
Funding growth, development and expansion of the current business and exploration of new business opportunities as and when they arise	1,000,000	(800,000)	29,977 <sup>(2)</sup>	170,023
Total	2,491,945	–	2,321,922	170,023

### Notes:

- (1) The Company has utilized S\$2.292 million for working capital purposes such as manpower cost (S\$1.048 million), professional fees (S\$0.405 million), director fees (S\$0.195 million), repayment of short-term loan (S\$0.295 million), loan to subsidiary (\$0.140 million) and other administrative expenses (S\$0.209 million).
- (2) The Company has utilized S\$29,977 professional fees for the Mauritius FSC license application preparation.

## CATALIST SPONSOR

The continuing sponsor of the Company is to Evolve Capital Advisory Private Limited (the "**Sponsor**").

With reference to Rule 1204(21) of the Catalist Rules, no non-sponsorship fee was payable or paid to Evolve Capital Advisory Private Limited in FY2024.

# CORPORATE GOVERNANCE REPORT

## MISCELLANEOUS INFORMATION AND ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(5) OF THE LISTING MANUAL SECTION B: RULES OF CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("CATALIST RULES") ON DIRECTORS SEEKING FOR RE-ELECTION

The following additional information on Mr Guo Jiahui, Mr Jin Jixiang, Mr Darrell Lim Chee Lek and Mr Tan Cher Chuan, Justin, of whom are seeking re-election as Directors at the upcoming Annual General Meeting ("AGM"), is to be read in conjunction with their respective biographies in the section headed "Board of Directors" in this Annual Report.

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
Date of Appointment	1 October 2024	27 January 2025	3 September 2024	1 October 2024
Date of last re-appointment (if applicable)	N.A.	N.A.	N.A.	N.A.
Age	44	38	48	47
Country of principal Residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this re-election (including rationale, selection criteria, and the search and nomination process)	The NC has recommended and the Board has agreed for Mr Guo Jiahui to retire and seek re-election at the forthcoming AGM.	The NC has recommended and the Board has agreed for Mr Jin Jixiang to retire and seek re-election at the forthcoming AGM.	The NC has recommended and the Board has agreed for Mr Darrell Lim Chee Lek to retire and seek re-election at the forthcoming AGM.	The NC has recommended and the Board has agreed for Mr Tan Cher Chuan, Justin to retire and seek re-election at the forthcoming AGM.
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr. Guo is responsible for the overall management of the Group, overseeing corporate strategy, and driving the Group's operational and business growth.	Executive. Mr Jin is responsible for the overall operations of the Group and also assist the Group's corporate strategy.	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> <li>Executive Director and Group Chief Executive Officer</li> </ul>	<ul style="list-style-type: none"> <li>Executive Director and Group Chief Operating Officer</li> </ul>	<ul style="list-style-type: none"> <li>Non-executive and independent Chairman, Chairman of RC, Member of AC and Member of NC</li> </ul>	<ul style="list-style-type: none"> <li>Non-executive and independent Director, Chairman of NC, Member of AC and Member of RC</li> </ul>
Professional Qualifications	<ul style="list-style-type: none"> <li>Fudan University (Civil &amp; Commerce Law L.L.M.)</li> <li>All China Bar Association (Admission as Attorney-at-Law in PRC)</li> </ul>	<ul style="list-style-type: none"> <li>Henan Normal University (Journalism of Broadcast and Television)</li> <li>Zhongyuan University of Technology (Major in Broadcasting and Hosting)</li> </ul>	<ul style="list-style-type: none"> <li>Master of Business Administration, Master of International Business &amp; Bachelor of Mechanical Engineering</li> </ul>	<ul style="list-style-type: none"> <li>LLB (2nd Upper Honours), University of Bristol</li> <li>Graduate Diploma in Singapore Law, University of Singapore</li> </ul>



# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> <li>January 2024 – August 2024</li> </ul> <p>Senior Legal Manager at Dragon Star Wealth Management Pte. Ltd.</p> <ul style="list-style-type: none"> <li>April 2022 – Present</li> </ul> <p>Director at HPL Global Limited (formerly known as Household Partners Limited)</p> <ul style="list-style-type: none"> <li>August 2020 – December 2024</li> </ul> <p>Head of Legal at Amber Group</p> <ul style="list-style-type: none"> <li>May 2019 – August 2020</li> </ul> <p>Head of Legal and Compliance at Gao Teng Global Asset Management Limited</p> <ul style="list-style-type: none"> <li>March 2015 – April 2019</li> </ul> <p>Legal Counsel at IDG Capital Hong Kong</p>	<ul style="list-style-type: none"> <li>October 2020 – Jan 2025</li> </ul> <p>Head of Operation at Doutech Pte. Ltd.</p> <ul style="list-style-type: none"> <li>August 2018 – September 2020</li> </ul> <p>Senior Operation Manager at Hytech S Technology Pty Ltd, Australia</p> <ul style="list-style-type: none"> <li>August 2015 – July 2018</li> </ul> <p>Senior Operation Specialist at Hytech S Technology Pty Ltd, Australia</p> <ul style="list-style-type: none"> <li>May 2013 – July 2015</li> </ul> <p>Publicity Manager of Party Committee at Aeolus Tyre Company Limited, China</p>	<ul style="list-style-type: none"> <li>2024 – Present</li> </ul> <p>Co-founder &amp; Director of iChapital Asia Partners</p> <ul style="list-style-type: none"> <li>2019 – Present</li> </ul> <p>Co-founder &amp; Director of Bright Point Capital</p> <ul style="list-style-type: none"> <li>2020 – Present</li> </ul> <p>Co-founder &amp; Director of Prometheus Private Limited</p> <ul style="list-style-type: none"> <li>2019 – Present</li> </ul> <p>Founder &amp; Director of E Street Capital Pte Ltd</p> <ul style="list-style-type: none"> <li>2019 – 2022</li> </ul> <p>Executive Director of BRC Asia Limited</p> <ul style="list-style-type: none"> <li>2016 – 2019</li> </ul> <p>Head of Corporate Coverage of SGX Limited</p> <ul style="list-style-type: none"> <li>2013 – 2016</li> </ul> <p>Head of Investor Relations of SGX Limited</p>	<ul style="list-style-type: none"> <li>April 2022 – Present</li> </ul> <p>Partner at Mayer Brown</p> <ul style="list-style-type: none"> <li>May 2015 – March 2022</li> </ul> <p>Partner at Clyde &amp; Co.</p> <ul style="list-style-type: none"> <li>December 2013 – April 2015</li> </ul> <p>Partner at Rodyk &amp; Davidson</p>
Shareholding interest in the listed issuer and its subsidiaries	<p>Yes.</p> <p>Holder of 117,072,685 shares in the Company</p>	<p>Yes.</p> <p>Holder of 70,000,000 shares in the Company</p>	<p>No.</p>	<p>No.</p>
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	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Conflict of interest (including any competing business)	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments including Directorships				
<ul style="list-style-type: none"> <li>Past (for the last 5 years)</li> </ul>	<p><b><u>Directorships</u></b></p> <p>Nil</p>	<p><b><u>Directorships</u></b></p> <p>Nil</p>	<p><b><u>Directorships</u></b></p> <p>BRC Asia Limited (Executive Director)</p>	<p><b><u>Directorships</u></b></p> <p>Nil</p>
<ul style="list-style-type: none"> <li>Present</li> </ul>	<p><b><u>Directorships</u></b></p> <p>HPL Global Limited Household Consulting Pte. Ltd.</p>	<p><b><u>Directorships</u></b></p> <p>Nil</p>	<p><b><u>Directorships</u></b></p> <ul style="list-style-type: none"> <li>Hong Lai Huat Group Limited (Independent Director – effective 01 May 2025)</li> <li>Hafary Holdings Limited (Independent Director)</li> <li>Coolan Group Limited (Formerly New Silkroutes Group Limited) (Independent and Non-executive Director)</li> <li>BRC Asia Limited (Non-executive and non-independent Director)</li> <li>E Street Capital Pte Ltd (Director)</li> <li>Prometheus (S) Pte Ltd (Director)</li> <li>Zenera Pte Ltd (Director)</li> <li>First APAC Fund VCC Pte Ltd (Director)</li> <li>Pristine Islands Investment Pte Ltd (Director)</li> <li>Bright Point Capital Pte Ltd (Non-executive Director)</li> </ul>	<p><b><u>Directorships</u></b></p> <p>Nil</p>

# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No

# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No

# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—  i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or  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  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  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	No	No



# CORPORATE GOVERNANCE REPORT

Name of Director	Guo Jiahui	Jin Jixiang	Darrell Lim Chee Lek	Tan Cher Chuan, Justin
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No
<b>Any prior experience as a director of a listed Company?</b>  <i>If <b>yes</b>, please provide details of prior experience.</i>  <i>If <b>no</b>, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</i>	No  Mr Guo Jiahui has commenced the Listed Entity Director Programme since March 2025, and targets to complete the relevant courses by 30 September 2025.	No  Mr Jin Jixiang has commenced the Listed Entity Director Programme since March 2025, and targets to complete the relevant courses by 26 January 2026.	Yes.  Mr Darrell Lim is currently an independent director Coolan Group Limited (Formerly New Silkroutes Group Limited) since 2019, a non-executive and non-independent director of BRC Asia Limited since 2022 and an independent director of Hafary Holdings Limited.	No  Mr Tan Cher Chuan, Justin has completed the Listed Entity Director Programme 1 and targets to complete the relevant courses by 30 September 2025.

# DIRECTORS' STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The directors present their statement to the members together with the audited financial statements of the Group for the financial year ended 31 December 2024 and the balance sheet of the Company as at 31 December 2024.

In the opinion of the directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

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

Guo Jiahui	(Appointed on 1 October 2024)
Jin Jixiang	(Appointed on 27 January 2025)
Darrell Lim Chee Lek	(Appointed on 3 September 2024)
Ho Yoke Foong, Irene	(Appointed on 1 March 2024)
Tan Cher Chuan, Justin	(Appointed on 1 October 2024)

## Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose 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.

## Directors' interests in shares or debentures

- a) According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director	
	At 31.12.2024	At 01.01.2024
<b>The Company</b>		
(No. of ordinary shares)		
Cheong Weixiong, Jeff (resigned on 1 October 2024)	—	2,599,700
Guo Jiahui	117,072,685	—

The directors' interests in the ordinary shares of the Company as at 21 January 2025 were the same as those as at 31 December 2024.

Subsequent to 21 January 2025, Mr. Jin Jixiang was appointed as a director and Chief Operating Officer of the Company on 27 January 2025. Mr. Jin Jixiang holds 70,000,000 number of ordinary shares of the Company as at both 31 December 2024 and 21 January 2025.

## Share options

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

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

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

# DIRECTORS' STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## Audit Committee

The members of the Audit Committee at the end of the financial year were as follows:

Ho Yoke Foong, Irene	Chairman of Audit Committee and Independent Director (Appointed on 1 March 2024)
Darrell Lim Chee Lek	Independent Chairman of the Board and Independent Director (Appointed on 3 September 2024)
Tan Cher Chuan, Justin	Independent Director (Appointed on 1 October 2024)

All members of the Audit Committee are independent directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2024 before their submission to the Board of Directors.

The Audit Committee has recommended to the Board that the independent auditor, PKF-CAP LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

## Independent auditor

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

On behalf of the Board of Directors

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Guo Jiahui  
Director

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Darrell Lim Chee Lek  
Director

**Singapore**  
**3 April 2025**

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PROSPERA GLOBAL LIMITED (FORMERLY KNOWN AS SINJIA LAND LIMITED)

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the accompanying consolidated financial statements of Prospera Global Limited (the “Company”) and its subsidiary corporations (the “Group”), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 December 2024, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policies as set out on pages 50 to 91.

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

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 2.25 in the financial statements, which indicates that the Group incurred a net loss of \$3.07 million (2023: \$1.50 million) for the financial year ended 31 December 2024. As at 31 December 2024, the Group’s net assets have declined to \$1.43 million (2023: \$1.81 million) and the Group continues to experience net cash outflows from operating activities amounting to \$1.74 million (2023: \$0.99 million). As stated in Note 2.25, these events or conditions 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 Matter*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2024. 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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PROSPERA GLOBAL LIMITED (FORMERLY KNOWN AS SINJIA LAND LIMITED)

## **Key Audit Matter** (continued)

Key Audit Matter	How our audit addressed the Key Audit Matters
<p><b>Valuation of investment property (Refer to Note 2.9 and Note 18)</b></p> <p>We focused on this area given the significance of its carrying amount as at 31 December 2024 and the involvement of significant judgement on the determination of fair value of investment property and application of valuation methodology.</p> <p>Investment property represents 42% of the Group's total assets. Management engaged an independent valuer to perform the valuation and determine the indicative value of the investment property held as at financial year-end. Management has adopted the indicative value determined by the independent valuer as the fair value of the Group's investment property as at 31 December 2024 which amounted to \$0.84 million.</p>	<p>Our procedures included the following:</p> <p>We assessed the competency and capabilities of the independent professional valuer and noted that the valuer has good standing in the industry and has relevant expertise and experience in property valuation. We also considered whether there were any matters that might have affected the objectivity or may have imposed scope limitations upon their work.</p> <p>We considered the appropriateness of the valuation methods used. We assessed the reasonableness of the key assumptions used in the valuation which included price per square foot against available market data, taking into consideration comparability and market factors. We also considered the adequacy of the disclosures in the financial statements.</p>

## **Emphasis of Matter**

Assistance in investigation by the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS")

We draw your attention to Note 31 to the financial statements which describes the Company providing assistance in investigation by the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS").

Our opinion is not modified in respect of the above matter.

## **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 AUDITOR'S REPORT

TO THE MEMBERS OF PROSPERA GLOBAL LIMITED (FORMERLY KNOWN AS SINJIA LAND LIMITED)

## ***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.

## ***Auditor's Responsibilities for the Audit of the Financial Statements***

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

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

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

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

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PROSPERA GLOBAL LIMITED (FORMERLY KNOWN AS SINJIA LAND LIMITED)

## ***Auditor's Responsibilities for the Audit of the Financial Statements*** (continued)

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, actions taken to eliminate threats or safeguards applied.

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

## **Report on Other Legal and Regulatory Requirements**

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

The engagement partner on the audit resulting in this independent auditor's report is Sia Boon Tiong.

## **PKF-CAP LLP**

Public Accountants and  
Chartered Accountants

**Singapore**

**3 April 2025**

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 \$'000	2023 \$'000
Revenue	3(a)	614	676
Cost of sales	4	(580)	(573)
Gross profit		34	103
Other income	6	83	7
Other credits	7	3	–
Expenses			
– Administrative	4	(1,879)	(1,554)
– Interest	8	(22)	(6)
– Other charges	7	(1,288)	(48)
<b>Loss before income tax</b>		<b>(3,069)</b>	<b>(1,498)</b>
Income tax expense	9	*	*
<b>Net loss for the financial year</b>		<b>(3,069)</b>	<b>(1,498)</b>
<b>Other comprehensive (loss)/income:</b>			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences arising from consolidation	23(b)	(4)	3
<b>Other comprehensive (loss)/income, net of tax</b>		<b>(4)</b>	<b>3</b>
<b>Total comprehensive loss</b>		<b>(3,073)</b>	<b>(1,495)</b>
<b>Loss attributable to:</b>			
Equity holders of the Company		(3,055)	(1,497)
Non-controlling interests		(14)	(1)
		<b>(3,069)</b>	<b>(1,498)</b>
<b>Total comprehensive loss attributable to:</b>			
Equity holders of the Company		(3,059)	(1,494)
Non-controlling interests		(14)	(1)
		<b>(3,073)</b>	<b>(1,495)</b>
<b>Loss per share attributable to equity holders of the Company (cents per share)</b>			
<b>Basic and diluted loss per share</b>	10	<b>(1.10)</b>	<b>(0.72)</b>

\* Less than 1,000

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

# BALANCE SHEETS

AS AT 31 DECEMBER 2024

		Group		Company	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Trade and other receivables	11	61	50	40	23
Other current assets	12	86	1,086	35	1,024
Cash and cash equivalents	13	826	173	789	65
		<u>973</u>	<u>1,309</u>	<u>864</u>	<u>1,112</u>
<b>Non-current assets</b>					
Financial assets, at fair value through other comprehensive income ("FVOCI")	14	—	—	—	—
Investment in an associated company	15	—	—	—	—
Investments in subsidiary corporations	16	—	—	—	—
Plant and equipment	17	167	439	—	1
Investment property	18	837	1,055	837	1,055
		<u>1,004</u>	<u>1,494</u>	<u>837</u>	<u>1,056</u>
<b>Total assets</b>		<u>1,977</u>	<u>2,803</u>	<u>1,701</u>	<u>2,168</u>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	20	384	560	325	466
Borrowings	21	160	269	—	—
		<u>544</u>	<u>829</u>	<u>325</u>	<u>466</u>
<b>Non-current liability</b>					
Borrowings	21	—	160	—	—
<b>Total liabilities</b>		<u>544</u>	<u>989</u>	<u>325</u>	<u>466</u>
<b>NET ASSETS</b>		<u>1,433</u>	<u>1,814</u>	<u>1,376</u>	<u>1,702</u>
<b>EQUITY</b>					
<b>Capital and reserves attributable to equity holders of the Company</b>					
Share capital	22	30,251	27,559	30,251	27,559
Treasury shares	22	(2,602)	(2,602)	(2,602)	(2,602)
Accumulated losses		(23,097)	(20,042)	(27,052)	(24,034)
Other reserves	23	(3,140)	(3,136)	779	779
		<u>1,412</u>	<u>1,779</u>	<u>1,376</u>	<u>1,702</u>
<b>Non-controlling interests</b>	16	21	35	—	—
<b>Total equity</b>		<u>1,433</u>	<u>1,814</u>	<u>1,376</u>	<u>1,702</u>

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Group	Note	Attributable to equity holders of the Company					Non-controlling interests \$'000	Total equity \$'000
		Share capital \$'000	Treasury shares \$'000	Accumulated losses \$'000	Other reserves \$'000	Total \$'000		
<b>2024</b>								
<b>Balance at 1 January 2024</b>		27,559	(2,602)	(20,042)	(3,136)	1,779	35	1,814
Loss for the year		–	–	(3,055)	–	(3,055)	(14)	(3,069)
Other comprehensive loss for the year		–	–	–	(4)	(4)	–	(4)
Total comprehensive loss for the year		–	–	(3,055)	(4)	(3,059)	(14)	(3,073)
Issue of shares	22	2,692	–	–	–	2,692	–	2,692
<b>Balance at 31 December 2024</b>		<b>30,251</b>	<b>(2,602)</b>	<b>(23,097)</b>	<b>(3,140)</b>	<b>1,412</b>	<b>21</b>	<b>1,433</b>
<b>2023</b>								
<b>Balance at 1 January 2023</b>		27,559	(2,602)	(18,545)	(3,139)	3,273	36	3,309
Loss for the year		–	–	(1,497)	–	(1,497)	(1)	(1,498)
Other comprehensive income for the year		–	–	–	3	3	–	3
Total comprehensive loss for the year		–	–	(1,497)	3	(1,494)	(1)	(1,495)
<b>Balance at 31 December 2023</b>		<b>27,559</b>	<b>(2,602)</b>	<b>(20,042)</b>	<b>(3,136)</b>	<b>1,779</b>	<b>35</b>	<b>1,814</b>

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 \$'000	2023 \$'000
<b>Cash flows from operating activities</b>			
Net loss after income tax		(3,069)	(1,498)
Adjustments for:			
– Income tax expense	9	*	*
– Depreciation of plant and equipment	4	276	247
– Fair value loss on investment property	7	218	21
– Interest expense	8	22	6
– Interest Income	6	(80)	–
– Impairment in loan and interest receivables	7	1,070	–
– Unrealised currency translation (gain)/loss		(4)	23
Operating cash flows before working capital changes		(1,567)	(1,201)
Change in working capital:			
– Trade and other receivables		(1,001)	21
– Other current assets		1,000	5
– Trade and other payables		(176)	182
<b>Net cash used in operating activities</b>		(1,744)	(993)
<b>Cash flows from investing activity</b>			
Additions to plant and equipment <sup>(1)</sup>		(4)	(2)
<b>Net cash used in investing activity</b>		(4)	(2)

\* Less than 1,000

(1) Additions of \$4,000 (2023: \$541,000) disclosed in plant and equipment (Note 17) consists of addition of right-of-use assets amounting to \$Nil (2023: \$539,000) (Note 19(i)(f)).

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



# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 \$'000	2023 \$'000
<b>Cash flows from financing activities</b>			
Net proceeds from issuance of shares	22	2,692	—
Proceed from loan with a third party		280	—
Repayment of loan with a third party		(280)	—
Principal payment of lease liabilities		(269)	(242)
Interest paid		(22)	(6)
<b>Net cash provided by/(used in) financing activities</b>		<b>2,401</b>	<b>(248)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>653</b>	<b>(1,243)</b>
<b>Cash and cash equivalents</b>			
Beginning of financial year		173	1,436
Net foreign exchange difference		—	(20)
<b>End of financial year</b>	13	<b>826</b>	<b>173</b>

## RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Beginning of financial year \$'000	Proceeds \$000	Principal and interest payments \$'000	Non-cash changes		End of financial year \$'000
				Additions \$'000	Interest expenses (Note 8) \$'000	
<b>Lease liabilities:</b>						
2024	429	—	(276)	—	7	160
2023	132	—	(248)	539	6	429
<b>Loan from a third party<sup>(2)</sup>:</b>						
2024	—	280	(295)	—	15	—

(2) On 5 March 2024, the Company entered into a loan agreement with a third party to borrow \$300,000 with upfront interest deduction. The loan bears interest rate of 7.14% per annum with total interest of \$20,000. The loan amount inclusive of accrued interest will be repaid in full on maturity date, which is 12 months from the date of the agreement. The net loan amount of \$280,000 has been received on 8 March 2024. On 6 September 2024, the Company made an early repayment that included principal of \$280,000 and interest of \$15,000.

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

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

## 1. General information

With effect from 2 September 2024, the name of the Company was changed from Sinjia Land Limited to Prospera Global Limited.

Prospera Global Limited (the “Company”) is a Company incorporated in the Republic of Singapore and is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited (“SGX-ST”). The address of its registered office is 410 North Bridge Road, #05-35, Singapore 188726.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiary corporations are described in Note 16 to the financial statements.

## 2. Material accounting policies

### 2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed as follow:

#### Valuation of investment property

As disclosed in Note 18 to the financial statements, investment property is stated at fair value based on valuations performed by an independent professional valuer. In determining their fair values, the valuer used a valuation method which involves certain estimates. In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation method is reflective of current market conditions and the estimations used are appropriate.

#### Impairment of loan and interest receivables

As at 31 December 2024, the Group’s loan and interest receivables amounted to \$1.07 million (Note 11). The assessment of impairment of loans and interest receivables involves significant judgement. The Group adopts an individual impairment assessment approach for individually significant loans; and a collective impairment assessment approach for loans not individually significant or not individually impaired. A loss allowance of \$1.07 million for loan and interest receivables was recognised as at 31 December 2024.

#### Interpretations and amendments to published standards effective in 2024

On 1 January 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) (“INT SFRS(I)”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (Continued)

### 2.2 Revenue recognition

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

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

#### (a) Lodging income

Revenue from lodging income is recognised when the Company satisfies the performance obligation at a point in time upon rendering of the services to the customers.

#### (b) Rental income

Rental income (net of any incentives given to the lessee) is recognised on a straight-line basis over the lease term.

#### (c) Interest income

Interest income is recognised using the effective interest rate method.

### 2.3 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

### 2.4 Group accounting

#### (a) Subsidiary corporations

##### (i) Consolidation

Subsidiary corporations are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on that control ceases.

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

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

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.4 Group accounting (continued)

#### (a) *Subsidiary corporations* (continued)

##### (ii) *Acquisitions*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary corporation or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary corporation measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

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

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. Please refer to the paragraph "Goodwill" for the subsequent accounting policy on goodwill.

##### (iii) *Disposals*

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

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in subsidiary corporations in the separate financial statements of the Company.

#### (b) *Transactions with non-controlling interests*

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

#### (c) *Associated companies*

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.4 Group accounting (continued)

#### (c) Associated companies (continued)

##### (i) Acquisition

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

##### (ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in associated companies equals to or exceeds its interest in the associated companies, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated companies. If the associated companies subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in associated companies includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

##### (iii) Disposals

Investments in associated companies are derecognised when the Group loses significant influence. If the retained equity interest in the former associated companies is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in associated companies in the separate financial statements of the Company.

### 2.5 Plant and equipment

#### (a) Measurement

##### (i) Plant and equipment

Plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

##### (ii) Components of costs

The cost of an item of plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.5 Plant and equipment (continued)

#### (b) Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Building and leasehold improvements	19 months to 5 years
Office equipment	3 to 10 years

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

#### (c) Subsequent expenditure

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

#### (d) Disposal

On disposal of an item of plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "other credits and other charges".

### 2.6 Goodwill

Goodwill on acquisitions of subsidiary corporations and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiary corporation is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on acquisitions of associated companies represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiary corporations and associated companies include the carrying amount of goodwill relating to the entity sold.

### 2.7 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method.

### 2.8 Investments in subsidiary corporations and associated companies

Investments in subsidiary corporations and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.9 Investment properties

Investment properties include properties that are held for long-term rental yields and/or for capital appreciation.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by an independent professional valuer on the highest and best use basis. Changes in fair values are recognised in profit or loss.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

### 2.10 Impairment of non-financial assets

Plant and equipment

Right-of-use assets

Investments in subsidiary corporations and associated companies

Plant and equipment, right-of-use assets, investments in subsidiary corporations and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at a revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

### 2.11 Financial assets

#### (a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.11 Financial assets (continued)

#### (a) *Classification and measurement (continued)*

The classification depends 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.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

#### At initial recognition

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

#### At subsequent measurement

##### (i) *Debt instruments*

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables.

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

*Amortised cost:* Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

*FVOCI:* Debt instruments that are held for collection for contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interests, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".

*FVPL:* Debt instruments that are held for trading as well as those that do not meet the criteria or classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses".

##### (ii) *Equity investments*

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other credits/charges", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains/losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "dividend income".

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.11 Financial assets (continued)

#### (b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 25(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### (c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceeds is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceeds amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

### 2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet 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.

### 2.13 Borrowings

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

### 2.14 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

### 2.15 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the reporting date. The quoted market prices used for financial assets are the current bid prices.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.15 Fair value estimation of financial assets and liabilities (continued)

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Group uses a variety of methods and makes assumptions based on market conditions that are existing at each reporting date. Where appropriate, quoted market prices or dealer quotes for similar instruments are used. Valuation techniques, such as discounted cash flow analysis, are also used to determine the fair values of the financial instruments.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

### 2.16 Leases

#### (a) When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date on which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets are presented within "Plant and equipment".

- Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.16 Leases (continued)

#### (a) When the Group is the lessee: (continued)

- Lease liabilities (continued)

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short-term and low value leases

The Group has elected to not recognised right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

#### (b) When the Group is the lessor:

- Lessor – Subleases

In classifying a sublease, the Group as an intermediate lessor classifies the sublease as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease, rather than the underlying asset.

When the sublease is assessed as an operating lease, the Group recognise lease income from the sublease in profit or loss within "Revenue". The right-of-use asset relating to the head lease is not derecognised.

For contracts which contain lease and non-lease components, the Group allocates the consideration based on a relative stand-alone selling price basis.

### 2.17 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiary corporations and associated companies, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.17 Income taxes (continued)

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment properties measured at fair value are presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

### 2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

### 2.19 Employee compensation

Employee benefits are recognised as an expense unless the cost qualifies to be capitalised as an asset.

#### (a) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

#### (b) *Short-term compensated absences*

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

### 2.20 Currency translation

#### (a) *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollar, which is the functional currency of the Company. All financial information presented in Singapore Dollars has been rounded to the nearest thousand (\$'000), unless otherwise indicated.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.20 Currency translation (continued)

#### (b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within "Finance expenses". All other foreign exchange gains and losses impacting profit or loss are presented in the statement of comprehensive income within "Other credits and other (charges)".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

#### (c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

### 2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer who is responsible for allocating resources and assessing performance of the operating segments.

### 2.22 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, and deposits with financial institutions which are subject to an insignificant risk of change in value. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 2. Material accounting policies (continued)

### 2.23 Share capital and treasury shares

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

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to an employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve.

### 2.24 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

### 2.25 Going concern

The Group incurred a net loss of \$3.07 million (2023: \$1.50 million) for the financial year ended 31 December 2024. As at 31 December 2024, the Group's net assets have declined to \$1.43 million (2023: \$1.81 million) and the Group continues to experience net cash outflows from operating activities amounting to \$1.74 million (2023: \$0.99 million). This indicates the existence of events or conditions which may cast significant doubt on the Group's ability to continue as a going concern. Nevertheless, the directors of the Group believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2024 remains appropriate after taking into account the following factors:

- The Group's substantial shareholder and Chief Executive Officer, Mr Guo Jiahui has given an undertaking to make reasonable efforts to provide continuing financial support to the Group to enable it to continue with its operations as a going concern and to meet its current liabilities as and when these are due for payments for the next 12 months from the date of approval of the financial statements of the Group by the directors for the financial year ended 31 December 2024.
- The Board and the management are currently exploring possible fundraising options to allow the Group to have access to additional working capital.
- As disclosed in Note 29;
  - a. the Group on 21 March 2025, obtained additional funding support from the Group's substantial shareholder and Chief Executive Officer, Mr Guo Jiahui, in the form of a loan of S\$850,000.
  - b. the Group has incorporated a wholly-owned subsidiary, PGL Capital Limited, in Mauritius. This subsidiary has been granted a Global Business Licence and an Investment Dealer (Full-Service Dealer, excluding underwriting) Licence by the Financial Services Commission of Mauritius on 6 February 2025. The incorporation of PGL Capital Limited is in line with the Group's expansion plan, diversifying into financial and operational support services. In addition, the Company has appointed a new Chief Operating Officer, Mr. Jin Jixiang, a position introduced as part of its strategic growth initiatives.

Management has assessed the cash flow forecasts of the Group for the next 12 months and concluded that there will be sufficient cash flows and resources to allow the Group to continue its operations and meet its obligations for the foreseeable future. The Board has assessed the ability of the Group to meet its short-term obligations as and when it falls due and is also of the opinion that the Group will be able to raise the necessary funds for its working capital purposes when required.

If the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the normal course of business and 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 statement of financial position. In addition, the Group may have to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 3. Revenue

- (a) Disaggregation of revenue from contracts with customers

	Group	
	2024	2023
	\$'000	\$'000
<u>At a point in time</u>		
Lodging service	514	555
<u>Over time</u>		
Rental income	100	121
	<u>614</u>	<u>676</u>

Revenue from lodging service and rental income of \$614,000 (2023: \$676,000) are derived in Singapore.

- (b) Contract liability

	Group	
	2024	2023
	\$'000	\$'000
Contract liability		
– Lodging service (Note 20)	–	23

The contract liability relates to consideration received from customers for the unsatisfied performance obligation in providing lodging service for a contract period. Revenue will be recognised when the lodging service is provided to the customers.

## 4. Expense by nature

	Group	
	2024	2023
	\$'000	\$'000
Fees on audit services paid/payable to:		
– Auditor of the Company	69	64
– Other auditor	1	1
Fees on non-audit services paid/payable to:		
– Tax agents	9	11
Depreciation of plant and equipment (Note 17)	276	247
Employee compensation (Note 5)	1,295	1,147
Insurance	15	16
Professional fees	322	147
Rental expense (Note 19(i)(d))	25	30
Statutory charges	52	41
Telephone	13	12
Travelling	85	100
Upkeep of motor vehicle	4	4
Utilities, power and light	35	51
Others	258	256
Total cost of sales and administrative expenses	<u>2,459</u>	<u>2,127</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 5. Employee compensation

	Group	
	2024	2023
	\$'000	\$'000
Wages, salaries, bonuses and benefits	1,090	975
Directors' fees	157	135
Employer's contribution to defined contribution plans including Central Provident Fund	48	37
	<u>1,295</u>	<u>1,147</u>

## 6. Other income

	Group	
	2024	2023
	\$'000	\$'000
Interest income	80	–
Others	3	7
	<u>83</u>	<u>7</u>

## 7. Other credits and other (charges)

	Group	
	2024	2023
	\$'000	\$'000
Currency exchange gain/(loss) – net	3	(27)
Fair value loss on investment property (Note 18)	(218)	(21)
Impairment in loan and interest receivables (Note 11)	(1,070)	–
	<u>(1,285)</u>	<u>(48)</u>
Presented in consolidated statement of comprehensive income as:		
Other credits	3	–
Other charges	(1,288)	(48)
	<u>(1,285)</u>	<u>(48)</u>

## 8. Interest expense

	Group	
	2024	2023
	\$'000	\$'000
Interest expenses on lease liabilities (Note 19(i)(c))	7	6
Interest expenses on loan with a third party	15	–
	<u>22</u>	<u>6</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 9. Income tax expense

Tax expense attributable to loss is made up of:  
Over/(Under)-provision in prior financial years:  
– Foreign

Group	
2024	2023
\$'000	\$'000
*	*
*	*

\* Less than 1,000

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

Group	
2024	2023
\$'000	\$'000
Loss before tax	(3,069)
Tax calculated at tax rate of 17% (2023: 17%)	(522)
Effects of:	
– Different tax rate in other country	*
– Expenses not deductible for tax purposes	509
– Deferred tax assets not recognised	13
– (Over)/Under-provision of tax in prior financial years	*
Tax charge	*

\* Less than 1,000

The Group has unrecognised tax losses of \$776,000 (2023: \$699,000) at the reporting date which can be carried forward and used to offset against future taxable income, subject to meeting certain statutory requirements. The tax losses have no expiry date.

## 10. Loss per share

Basic and diluted loss per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of shares outstanding during the financial year.

	Group
<b>2024</b>	
Loss attributable to the equity holders of the Company (\$'000)	(3,055)
Weighted average number of ordinary shares ('000)	278,360
Basic and diluted loss per share (cents per share)	(1.10)
<b>2023</b>	
Loss attributable to the equity holders of the Company (\$'000)	(1,497)
Weighted average number of ordinary shares ('000)	207,073
Basic and diluted loss per share (cents per share)	(0.72)

There were no dilutive potential ordinary shares during the financial years ended 31 December 2024 and 2023.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 11. Trade and other receivables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivable:				
– Non-related parties	58	47	40	23
Loan to a subsidiary corporation <sup>(a)</sup>	–	–	302	329
Loan to a third party <sup>(b)</sup>	990	–	990	–
Interest receivables from a third party <sup>(b)</sup>	80	–	80	–
Other receivables:				
– Subsidiary corporations <sup>(c)</sup>	–	–	486	431
– Non-related parties	3	3	–	–
Loan and other receivables	1,073	3	1,858	760
Less: Allowance for impairment of loan and other receivables				
– subsidiary corporation (Note 25(b))	–	–	(788)	(760)
– third party (Note 25(b))	(1,070)	–	(1,070)	–
Loan and other receivables – net	3	3	–	–
	61	50	40	23

- (a) The loan to a subsidiary corporation is unsecured, interest-bearing at SIBOR+1.50% per annum and repayable twelve months from date of reimbursement.
- (b) On 31 January 2022, the Company entered into a sale and purchase agreement (the “SPA”) with BINEX Inc., 3DOM Inc., Biomass Energy Corporation, Mebius Inc. and Future Science Research Inc. (collectively, the “Vendors”), in relation to the proposed acquisition of the entire issued and paid-up share capital of BINEX Singapore (Pte. Ltd.) (the “Target”), a company incorporated in the Republic of Singapore, by the Company.

On 23 June 2022, the Company paid a refundable deposit of \$1,000,000 to BINEX Inc (Note 12).

On 30 December 2023, the Company entered into a convertible loan agreement (the “CLA”) with BINEX Inc (“the Borrower”) to terminate the Deposit Agreement and restructure the Deposit paid on 23 June 2022 of \$1,000,000 into a convertible loan.

On 4 March 2024, the Company and the Borrower agreed to terminate the CLA and the loan of \$1 million shall be repayable in full, together with any accrued interest and/or all other unpaid sums in ten (10) equal monthly instalments and in any event no later than 29 December 2024. Interest shall accrue on the loan from the date of the CLA, at a simple interest rate of eight per cent (8.0%) per annum on the loan. The interest shall become due and payable on a monthly basis.

At the end of the financial year, the Group fully impaired the loan and corresponding interest receivables. The impairment was recognised due to the borrower experiencing significant financial difficulties and has defaulted on repayments.

The loan is not secured by any collateral or credit enhancements. As a result, the Group has assessed the recoverability of the loan and classified the asset as credit-impaired.

- (c) Other receivables due from subsidiary corporations are unsecured, interest free and repayable upon demand.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 12. Other current assets

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Refundable deposit paid to Binex Inc (Note 11(b))	—	1,000	—	1,000
Other deposits	62	56	13	7
Prepayments	24	30	22	17
	<u>86</u>	<u>1,086</u>	<u>35</u>	<u>1,024</u>

## 13. Cash and cash equivalents

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Cash at bank and on hand	<u>826</u>	<u>173</u>	<u>789</u>	<u>65</u>

## 14. Financial assets, at FVOCI

	Group and Company	
	2024	2023
	\$'000	\$'000
Non-current assets		
Unquoted security		
– Equity security – Singapore <sup>(a)</sup>	<u>—</u>	<u>—</u>

(a) Consists of 7,485,000 shares, initially valued at \$0.42 each. The fair value is assessed to be nil at reporting date.

## 15. Investment in an associated company

	Group	
	2024	2023
	\$'000	\$'000
Equity investment at cost	—	212
Accumulated share of losses	<u>—</u>	<u>(212)</u>
	<u>—</u>	<u>—</u>

The associated company listed below has share capital consisting solely of ordinary shares, which are held directly by the Group.

Name of company	Principal activities	Country of business/ incorporation	% of ownership interest	
			2024	2023
G&S Realty Company Limited	Property agency	Thailand	—	25

There are no contingent liabilities relating to the Group's interest in the associated company.

The associated company was dissolved pursuant to a members' voluntary liquidation on 25 December 2024.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

**15. Investment in an associated company (continued)***Summarised financial information for associated company**Summarised balance sheet*

	<b>G&amp;S Realty Limited</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Current assets	12	9
Current liabilities	(197)	(188)
Non-current assets	–	15

*Summarised statement of comprehensive income*

	<b>G&amp;S Realty Limited</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Loss before income tax/total comprehensive loss	(14)	(58)

The information above reflects the amounts presented in the financial statements of the associated company (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the associated company.

*Reconciliation of summarised financial information*

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in associated companies, is as follows:

	<b>G&amp;S Realty Limited</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Net liabilities	(185)	(164)
Group's equity interest	25%	25%
Group's share of net liabilities	–	–
Carrying value	–	–

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 16. Investments in subsidiary corporations

	Company	
	2024 \$'000	2023 \$'000
Equity investments at cost		
Beginning and end of financial year	5,560	5,560
Allowance for impairment		
Beginning and end of financial year	(5,560)	(5,560)
Carrying amount		
End of financial year	–	–

The Group had the following subsidiary corporations as at 31 December 2024 and 2023:

Name	Principal activities	Country of business/ incorporation	Proportion of ordinary shares directly held by parent %	Proportion of ordinary shares directly held by the Group %	Proportion of ordinary shares held by non- controlling interests %
Sinjia Properties Pte Ltd <sup>(a)</sup>	Dormant	Singapore	100	100	–
G4 Station Pte Ltd <sup>(a)</sup>	Lodging and boarding houses and backpackers' hostel	Singapore	80	80	20
Sinjia Properties Sdn Bhd <sup>(b)</sup>	Investment holding company	Malaysia	100	100	–

(a) Audited by PKF-CAP LLP

(b) Audited by SQ Partners PLT

In accordance to Rule 716 of the Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors would not compromise the standard and effectiveness of the audit of the Group.

	Group	
	2024 \$'000	2023 \$'000
Carrying value of non-controlling interests		
G4 Station Pte Ltd	21	35

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 17. Plant and equipment

	Building and leasehold improvements \$'000	Office equipment \$'000	Total \$'000
<b>Group</b>			
<b>2024</b>			
Cost			
Beginning of financial year	577	37	614
Additions	4	–	4
Written off	–	(13)	(13)
End of financial year	581	24	605
Accumulated depreciation			
Beginning of financial year	139	36	175
Depreciation charge	275	1	276
Written off	–	(13)	(13)
End of financial year	414	24	438
<b>Net book value</b>			
<b>End of financial year</b>	167	–	167
<b>Group</b>			
<b>2023</b>			
Cost			
Beginning of financial year	470	37	507
Additions	541	–	541
Written off	(434)	–	(434)
End of financial year	577	37	614
Accumulated depreciation			
Beginning of financial year	328	34	362
Depreciation charge	245	2	247
Written off	(434)	–	(434)
End of financial year	139	36	175
<b>Net book value</b>			
<b>End of financial year</b>	438	1	439

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 17. Plant and equipment (continued)

	Plant and equipment \$'000
<b>Company</b>	
<b>2024</b>	
Cost	
Beginning of financial year	37
Written off	(13)
End of financial year	24
Accumulated depreciation	
Beginning of financial year	36
Depreciation charge	1
Written off	(13)
End of financial year	24
<b>Net book value</b>	
<b>End of financial year</b>	—
<b>Company</b>	
<b>2023</b>	
Cost	
Beginning and end of financial year	37
Accumulated depreciation	
Beginning of financial year	34
Depreciation charge	2
End of financial year	36
<b>Net book value</b>	
<b>End of financial year</b>	1

Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 19(i).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 18. Investment property

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Beginning of financial year	1,055	1,076	1,055	1,076
Fair value loss (Note 7)	(218)	(21)	(218)	(21)
End of financial year	837	1,055	837	1,055

As at the reporting date, the following amounts are recognised in profit and loss:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Direct operating expenses arising from:				
– Investment property that do not generate rental income	5	–	5	–

The details of the Group's investment property are as follows:

Location	Zoning	Description	Existing use	Tenure	Valuation Date
30th Avenue SW and Interstate 94 Dickinson, North Dakota 58601	Agricultural	125 acres land (100% interest)	Vacant	Freehold	31 December 2024

The investment property is measured at fair value using significant other observable inputs (Level 2).

### Valuation techniques and inputs used to derive Level 2 fair values.

Level 2 fair values of the Group's property were derived using the sales comparison approach. The most significant input into this valuation approach is the comparative indicators that are abstracted from sales of similar sites and applied to the appraised site.

### Valuation processes of the Group

The Group had engaged an external, independent and qualified valuer with experience in the location and property type to determine the fair value of the Group's property based on the property's highest and best use. As at 31 December 2024 and 31 December 2023, the fair value of the property has been determined by Appraisal Services Inc.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 19. Leases

### (i) Leases – The Group as a lessee

#### Nature of the Group's leasing activities

##### Building and leasehold improvements

The Group leases a hostel premise for the purpose of providing lodging and boarding houses and backpackers' hostel. There are no externally imposed covenants on these lease arrangements.

### (a) Carrying amounts

#### ROU assets classified within building and leasehold improvements

	2024 \$'000	2023 \$'000
Building and leasehold improvements	156	426

### (b) Depreciation charge during the year

	2024 \$'000	2023 \$'000
Building and leasehold improvements	270	239

### (c) Interest expense

	2024 \$'000	2023 \$'000
Interest expense on lease liabilities (Note 8)	7	6

### (d) Lease expense not capitalised in lease liabilities

	2024 \$'000	2023 \$'000
Lease expense – short-term leases (Note 4)	25	30

(e) Total cash outflow for all the leases in 2024 was \$301,000 (2022: \$278,000).

(f) Addition of ROU assets during the year was \$Nil (2023: \$539,000).



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 19. Leases (Continued)

### (ii) Leases – The Group as a lessor

Nature of the Group's leasing activities – Group as an intermediate lessor

Subleases – classified as operating leases

The Group acts as an intermediate lessor under arrangement in which it subleases out hostel premise to third parties for monthly lease payments. The sublease periods do not form a major part of the remaining lease terms under the head leases and accordingly, the sub-leases are classified as an operating lease.

Income from subleasing the hostel premise recognised during the financial year 2024 was \$100,000 (2023: \$121,000).

Undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	2024 \$'000	2023 \$'000
Less than one year	–	72

## 20. Trade and other payables

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade payables:				
– Non-related parties	37	27	–	–
Accruals:				
– Directors' fees	232	270	232	270
– Operating expenses	91	144	70	109
Other payables:				
– Non-related parties	24	96	23	87
Contract liability (Note 3(b))	–	23	–	–
	<u>384</u>	<u>560</u>	<u>325</u>	<u>466</u>

## 21. Borrowings

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Current				
Lease liabilities	160	269	–	–
Non-current				
Lease liabilities	–	160	–	–
Total borrowings	<u>160</u>	<u>429</u>	<u>–</u>	<u>–</u>

### Security granted

Total borrowings include secured liabilities of \$160,000 (2023: \$429,000) for the Group. Lease liabilities of the Group are secured over leased hostel premise (Note 19).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 22. Share capital and treasury shares

	No. of ordinary shares		Amount	
	Issued share capital '000	Treasury shares '000	Issued share capital \$'000	Treasury shares \$'000
<b>Group and Company</b>				
<b>2024</b>				
Beginning of financial year	222,051	(14,978)	27,559	(2,602)
Issued during the year	207,073	—	2,692	—
End of financial year	<u>429,124</u>	<u>(14,978)</u>	<u>30,251</u>	<u>(2,602)</u>
<b>2023</b>				
Beginning and end of financial year	<u>222,051</u>	<u>(14,978)</u>	<u>27,559</u>	<u>(2,602)</u>

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividend as and when declared by the Company.

On 28 August 2024, the Company completed the issuance of 207,072,685 fully paid ordinary shares of \$0.013 per share pursuant to a share placement exercise. The newly issued shares rank pari passu in all aspects with the previously issued shares.

## 23. Other reserves

### (a) Composition:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Currency translation reserves	4	8	—	—
Fair value reserve	(3,144)	(3,144)	(3,144)	(3,144)
Capital reserve	—	—	3,923	3,923
	<u>(3,140)</u>	<u>(3,136)</u>	<u>779</u>	<u>779</u>

### (b) Movements:

#### (i) Currency translation reserve

	Group	
	2024 \$'000	2023 \$'000
Beginning of financial year	8	5
Translation differences	(4)	3
End of financial year	<u>4</u>	<u>8</u>

#### (ii) Fair value reserve

Group and Company	
2024 \$'000	2023 \$'000
Beginning and end of financial year	<u>(3,144)</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 23. Other reserves (continued)

(b) *Movements: (continued)*

(iii) *Capital reserve*

Relates to waiver of loan from subsidiary.

Other reserves are non-distributable.

## 24. Contingent liabilities

### Company

Financial support

The Company has undertaken to provide financial support for subsidiary corporations in the Group with a total capital deficiency of \$662,848 as at the financial year end, so as to enable the subsidiaries corporations to meet their obligations as and when they fall due.

## 25. Financial risk management

### *Financial risk factors*

The Group's activities expose it to market risk (including currency risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing the policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits.

(a) *Market risk*

(i) *Currency risk*

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies other than functional currency such as the United States Dollar ("USD"), Renminbi ("RMB") and Malaysia Ringgit ("MYR").

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (a) Market risk (continued)

#### (i) Currency risk (continued)

The Group's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	USD \$'000	RMB \$'000	MYR \$'000	Total \$'000
<u>Group</u>					
<u>2024</u>					
<b>Financial assets</b>					
Trade and other receivables	60	–	–	1	61
Other current assets	62	–	–	–	62
Cash and cash equivalents	822	2	1	1	826
	<u>944</u>	<u>2</u>	<u>1</u>	<u>2</u>	<u>949</u>
<b>Financial liabilities</b>					
Trade and other payables	(382)	*	–	(2)	(384)
Borrowings	(160)	–	–	–	(160)
	<u>(542)</u>	<u>*</u>	<u>–</u>	<u>(2)</u>	<u>(544)</u>
<b>Net financial assets</b>	<u>402</u>	<u>2</u>	<u>1</u>	<u>–</u>	<u>405</u>
<b>Currency exposure of financial assets net of those denominated in the respective entities' functional currencies</b>	<u>–</u>	<u>2</u>	<u>1</u>	<u>–</u>	<u>3</u>
* Less than 1,000					
<u>Group</u>					
<u>2023</u>					
<b>Financial assets</b>					
Trade and other receivables	50	–	–	–	50
Other current assets	1,056	–	–	–	1,056
Cash and cash equivalents	154	15	1	3	173
	<u>1,260</u>	<u>15</u>	<u>1</u>	<u>3</u>	<u>1,279</u>
<b>Financial liabilities</b>					
Trade and other payables	(535)	–	–	(2)	(537)
Borrowings	(429)	–	–	–	(429)
	<u>(964)</u>	<u>–</u>	<u>–</u>	<u>(2)</u>	<u>(966)</u>
<b>Net financial assets</b>	<u>296</u>	<u>15</u>	<u>1</u>	<u>1</u>	<u>313</u>
<b>Currency exposure of financial assets net of those denominated in the respective entities' functional currencies</b>	<u>–</u>	<u>15</u>	<u>1</u>	<u>–</u>	<u>16</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (a) Market risk (continued)

#### (i) Currency risk (continued)

The Company's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	USD \$'000	RMB \$'000	MYR \$'000	Total \$'000
<u>Company</u>					
<u>2024</u>					
<b>Financial assets</b>					
Trade and other receivables	40	–	–	–	40
Other current assets	13	–	–	–	13
Cash and cash equivalents	786	2	1	–	789
	<u>839</u>	<u>2</u>	<u>1</u>	<u>–</u>	<u>842</u>
<b>Financial liabilities</b>					
Trade and other payables	(325)	*	–	–	(325)
<b>Net financial assets</b>	<u>514</u>	<u>2</u>	<u>1</u>	<u>–</u>	<u>517</u>
<b>Currency exposure of financial assets net of those denominated in the Company's functional currency</b>	<u>–</u>	<u>2</u>	<u>1</u>	<u>–</u>	<u>3</u>
* Less than 1,000					
<u>Company</u>					
<u>2023</u>					
<b>Financial assets</b>					
Trade and other receivables	23	–	–	–	23
Other current assets	1,007	–	–	–	1,007
Cash and cash equivalents	49	15	1	–	65
	<u>1,079</u>	<u>15</u>	<u>1</u>	<u>–</u>	<u>1,095</u>
<b>Financial liabilities</b>					
Trade and other payables	(466)	–	–	–	(466)
<b>Net financial (liabilities)/assets</b>	<u>613</u>	<u>15</u>	<u>1</u>	<u>–</u>	<u>629</u>
<b>Currency exposure of financial assets net of those denominated in the Company's functional currency</b>	<u>–</u>	<u>15</u>	<u>1</u>	<u>–</u>	<u>16</u>

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (a) Market risk (continued)

#### (i) Currency risk (continued)

If the USD, RMB and MYR change against SGD by 5% (2023: 5%), 10% (2023: 10%) and 5% (2023: 6%) respectively with all other variables including tax rate being held constant, the effects arising from the net financial assets/liabilities that are exposed to currency risk will be as follows:

	Increase/(decrease)	
	2024	2023
	Profit after tax	
	\$'000	\$'000
<b>Group</b>		
USD against SGD		
– strengthened	*	*
– weakened	*	*
RMB against SGD		
– strengthened	*	*
– weakened	*	*
<b>Company</b>		
USD against SGD		
– strengthened	*	*
– weakened	*	*
RMB against SGD		
– strengthened	*	*
– weakened	*	*

\* Less than 1,000

#### (ii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets and liabilities at variable rates, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Company's exposure to cash flow interest rate risks arises mainly from loan to a subsidiary corporation at variable rates.

The Company's loan to a subsidiary corporation is at variable rates and denominated in SGD. If the SGD interest rates had been higher/lower by 1% (2023: 1%) with all other variables including tax rates being held constant, the net profit for the year of the Company would have been higher/lower by \$3,000 (2023: \$3,000) as a result of higher/lower interest income on these loans.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and the Company are cash and cash equivalents and trade and other receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit standing and history, and obtaining cash deposits where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by Chief Executive Officer based on ongoing credit evaluation. The counterparty's payment pattern and credit exposure are continuously monitored at the entity level by Chief Executive Officer.

Cash and bank balances are placed with banks and financial institutions with high credit-ratings assigned by international credit rating agencies. The cash and bank balances are measured on 12-month expected credit losses and subject to immaterial credit loss.

Trade receivables arising from rental income are substantially companies with a good collection track record. The Group determines the lifetime expected credit loss allowance to trade receivables upon initial recognition. In calculating the expected credit loss rates, the Group considers historical loss rates for the trade receivables.

Trade receivables are written off when there is no reasonable expectation of recovery. The Group considers a financial asset as in default if the counterparty fails to make contractual payments within 60 days when they fall due. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheets.

For the loan to a subsidiary corporation, the loan is measured on 12-month expected credit losses and subject to credit loss.

The movement in credit loss allowance is as follows:

	Loan and other receivables	
	\$'000	\$'000
	Third parties	Subsidiary Corporation
<u>Group</u>		
<b>2024</b>		
Balance at beginning of the year	—	—
Loss allowance recognised in profit or loss during the year	1,070	—
Balance at end of the year (Note 11)	1,070	—
<u>Company</u>		
<b>2024</b>		
Balance at beginning of the year	—	760
Loss allowance recognised in profit or loss during the year	1,070	28
Balance at end of the year (Note 11)	1,070	788
<b>2023</b>		
Balance at beginning of the year	—	764
Loss allowance recognised in profit or loss during the year	—	14
Loss allowance recovered during the year	—	(18)
Balance at end of the year (Note 11)	—	760



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and bank balances as disclosed in Note 13.

Management believes that the Group will have sufficient cash flows to be able to meet its liabilities and other obligations as and when they fall due for the next twelve months based on consideration of the factors as disclosed in Note 2.25.

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year \$'000	Between 1 to 2 years \$'000	Total \$'000
<u>Group</u>			
<b>2024</b>			
Trade and other payables	384	–	384
Lease liabilities	161	–	161
<b>2023</b>			
Trade and other payables	537	–	537
Lease liabilities	276	161	437
<u>Company</u>			
<b>2024</b>			
Trade and other payables	325	–	325
<b>2023</b>			
Trade and other payables	466	–	466

### (d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders value. In order to maintain or achieve optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The Group and the Company do not have any externally imposed capital requirements.

No changes were made to the objectives, policies or processes during the financial years ended 31 December 2024 and 31 December 2023.

### (e) Fair value measurements

The table below presents assets recognised and measured at fair value and classified by level of the following fair value measurement hierarchy:

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

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 25. Financial risk management (continued)

### (e) Financial instruments by category

There were no transfers between Levels 1 and 2 during the year.

The carrying amounts of current financial assets and current financial liabilities at amortised cost approximate their fair values.

The carrying amount of the different categories of financial instruments are as follows:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Financial assets, at amortised cost	949	1,279	842	1,095
Financial liabilities at amortised cost	544	966	325	466
Financial assets, at fair value through other comprehensive income	—	—	—	—

## 26. Significant related party transactions

Key management personnel compensation is as follows:

	Group and Company	
	2024	2023
	\$'000	\$'000
Salaries and benefits	813	708
Directors' fees	157	135
Employer's contribution to defined contribution plans, including Central Provident Fund	31	23
	1,001	866
Analysed as:		
Directors of the Company	784	650
Other key management personnel	217	216
	1,001	866

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 27. Segment information

The Chief Executive Officer (“CEO”) is the Group’s chief operating decision maker. Management has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions, allocate resources and assess performance.

The Group’s principal businesses are as follows:

- (1) The Hospitality Management (“HM”) segment manages and operates lodging and boarding houses and backpackers’ hostels.
- (2) The Corporate (“IH”) segment is involved in Group level corporate services, treasury functions and investments. It derives its income substantially from inter-company transactions and rental earned from investment properties.

	HM \$'000	IH \$'000	Group \$'000
<b>2024</b>			
Sales to external parties	614	–	614
Adjusted EBITDA	245	(3,096)	(2,851)
Depreciation	(275)	(1)	(276)
Segment assets	237	914	1,151
Segment assets include:			
Additions to:			
– Plant and equipment	4	–	4
Segment liabilities	52	332	384
	HM \$'000	IH \$'000	Group \$'000
<b>2023</b>			
Sales to external parties	676	–	676
Adjusted EBITDA	244	(1,489)	(1,245)
Depreciation	(244)	(3)	(247)
Segment assets	524	2,106	2,630
Segment assets include:			
Additions to:			
– Plant and equipment	541	–	541
Segment liabilities	88	472	560

The management reporting system evaluates performances based on a number of factors. However, the primary profitability measurement to evaluate segment’s operating results is earnings from operations before depreciation, amortisation, interests and income taxes (“EBITDA”).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 27. Segment information (continued)

### (a) Reconciliations

#### (i) Segment losses

A reconciliation of adjusted EBITDA to loss before tax is as follows:

	2024 \$'000	2023 \$'000
Total adjusted EBITDA	(2,851)	(1,245)
Depreciation	(276)	(247)
Interest expense	(22)	(6)
Interest income	80	–
Loss before tax	<u>(3,069)</u>	<u>(1,498)</u>

#### (ii) Segment assets

The amounts reported to the Chief Executive Officer with respect to total assets are measured in a manner consistent with that of the financial statements. All assets are allocated to reportable segments other than cash and cash equivalents.

Segment assets are reconciled to total assets as follows:

	2024 \$'000	2023 \$'000
Segment assets for reportable segments	1,151	2,630
Unallocated:		
– Cash and cash equivalents (Note 13)	826	173
Total assets of the Group	<u>1,977</u>	<u>2,803</u>

#### (iii) Segment liabilities

The amounts provided to the Chief Executive Officer with respect to total liabilities are measured in a manner consistent with that of the financial statements. These liabilities are allocated based on the operations of the segment. All liabilities are allocated to the reportable segments other than borrowings.

Segment liabilities are reconciled to total liabilities as follows:

	2024 \$'000	2023 \$'000
Segment liabilities for reportable segments	384	560
Unallocated:		
–Borrowings (Note 21)	160	429
Total liabilities of the Group	<u>544</u>	<u>989</u>

### (b) Revenue from lodging service and rental income

Revenues from external customers are derived mainly from lodging service and rental income. The breakdown of the Group's revenue by services is provided under Note 3(a).

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 27. Segment information (continued)

### (c) Geographical information

The Group's business segments operate in Singapore and Malaysia.

The Company is headquartered and has operations in Singapore. The operations in this area are principally hospitality management and investment holding.

	Non-current assets	
	2024	2023
	\$'000	\$'000
Singapore	167	439
United States	837	1,055
	<u>1,004</u>	<u>1,494</u>

## 28. New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2025 and which the Group has not early adopted.

**Amendments to SFRS(I) 9 and SFRS(I) 7** – Amendments to the Classification and Measurement of Financial Instruments (effective for annual reporting periods beginning on or after 1 January 2026)

SFRS(I) 9 and SFRS(I) 7 are amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The Group does not expect any significant impact arising from applying these amendments.

**SFRS(I) 18** – Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 18 replaces SFRS(I) 1-1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

## 29. Subsequent events

- a) With effect from 16 January 2025, the Company's 80% owned subsidiary in Singapore, G4 Station Pte. Ltd. ("G4 Station"), will temporarily cease its hostel operations. This temporary cessation is necessary to facilitate interior renovations which are anticipated to take approximately three months, subject to any unforeseen delays.
- b) On 5 February 2025, the Company incorporated, PGL Capital Limited a wholly-owned subsidiary in Mauritius, and on 6 February 2025, PGL Capital Limited was granted a Global Business License and an Investment Dealer (Full-Service Dealer, excluding underwriting) License by the Financial Services Commission of Mauritius. PGL Capital Limited will be principally engaged in securities trading services via electronic trading platforms.
- c) As announced on 18 February 2025, the Company's dormant 25% owned associate company in Thailand, G & S Realty Company Limited ("G & S Realty") held through Sinjia Properties Pte. Ltd. (a wholly owned subsidiary of the Company), was dissolved pursuant to a members' voluntary liquidation.
- d) On 21 March 2025, the Company entered into a loan agreement (the "Loan Agreement") with the Group's substantial shareholder and Chief Executive Officer, Mr. Guo Jiahui (the "Lender") pursuant to which the Lender has agreed to extend to the Company an unsecured term loan of S\$850,000 with interest rate of two per cent (2.0%) per annum (the "Loan"). The Loan together with any accrued interest and any other amounts due but unpaid under the Loan Agreement shall be payable in full, on the day falling one year from the date of disbursement of the Loan.

## 30. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Prospera Global Limited on 3 April 2025.

## 31. Assistance in investigation by the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS")

On 19 July 2022, the Company received a letter from the CAD and MAS requiring the Company to provide certain information and documents in relation to an investigation into an offence under the Securities and Futures Act (Chapter 289, 2006 Rev Ed) and Securities and Futures Act 2001. Mr. Cheong Weixiong, being the Company's Executive Director and Group Chief Executive Officer at that time, attended an interview on 19 July 2022 with CAD to assist in the investigation.

On 22 July 2022, in response to Singapore Exchange Trading Limit ("SGX") queries, the Company stated that it is not aware that any other board directors, nor any other employees were notified to assist in the investigation. The Company has also informed SGX that the letter from CAD and MAS did not state who is the subject of the investigation and as far as the Company is aware, no charges have been made against any Board members and/or employees (including Mr Cheong) of the Company.

Mr. Cheong Weixiong tendered his resignation as Executive Director and Chief Executive Officer of the Company, effective 1 October 2024. Mr Cheong Weixiong's last day of employment with the Company was on 30 November 2024.

There has been no update on this matter as at the date of these financial statements.

The directors of the Company are of the view that the investigation should not have any material financial impact on the Group's and the Company's financial statements.

# STATISTICS OF SHAREHOLDINGS

AS AT 25 MARCH 2025

Number of issued shares	:	429,123,370
Number of issued shares (excluding Treasury Shares)	:	414,145,370
Number/Percentage of Treasury Shares against the total number of issued issued shares excluding Treasury Shares	:	14,978,000/3.62%
Number of subsidiary holdings:	:	NIL
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	3	0.29	173	0.00
100 – 1,000	58	5.58	45,740	0.01
1,001 – 10,000	355	34.17	2,455,840	0.60
10,001 – 1,000,000	592	56.98	68,760,320	16.60
1,000,001 AND ABOVE	31	2.98	342,883,297	82.79
<b>TOTAL</b>	<b>1,039</b>	<b>100.00</b>	<b>414,145,370</b>	<b>100.00</b>

## SHAREHOLDING HELD BY THE PUBLIC

Based on information available to the Company as at 25 March 2025, approximately 54.83% of the issued ordinary shares of the Company is held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”). Accordingly, Rule 723 of the Catalist Rules is complied with.

## SUBSTANTIAL SHAREHOLDERS

NAME OF SHAREHOLDERS	DIRECT INTEREST NO. OF SHARES	% OF SHARES	DEEMED INTEREST	% OF SHARES
Guo Jiahui <sup>(1)</sup>	–	–	117,072,685	28.27%
Jin Jixiang <sup>(2)</sup>	–	–	70,000,000	16.90%

Notes:–

(1) Guo Jiahui is deemed to be interested in the 117,072,685 Shares held under the name of its nominee, CGS International Securities Singapore Pte. Ltd.

(2) Jin Jixiang is deemed to be interested in the 68,445,900 Shares held under the name of its nominee, CGS International Securities Singapore Pte. Ltd and and 1,554,100 Shares held under the name of its nominee, Lim & Tan Securities Pte. Ltd.



# STATISTICS OF SHAREHOLDINGS

AS AT 25 MARCH 2025

## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	186,808,585	45.11
2	UOB KAY HIAN PRIVATE LIMITED	40,333,200	9.74
3	WANG LING-JONG	20,000,000	4.83
4	XU LIHUA	20,000,000	4.83
5	TAY KWONG HUA	8,800,000	2.12
6	TAN BEE SIEW	6,812,581	1.64
7	LIM TIONG KHENG STEVEN	6,287,600	1.52
8	DBS NOMINEES (PRIVATE) LIMITED	6,054,300	1.46
9	ST GLOBAL CAPITAL LIMITED	5,353,691	1.29
10	RAFFLES NOMINEES (PTE.) LIMITED	4,515,400	1.09
11	PHILLIP SECURITIES PTE LTD	3,762,100	0.91
12	CHEONG WEIXIONG (ZHANG WEIXIONG)	2,599,700	0.63
13	TAN KIM YEOW	2,390,000	0.58
14	YAP KIAN WEE (YE JIANWEI)	2,200,000	0.53
15	OCBC SECURITIES PRIVATE LIMITED	2,188,000	0.53
16	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	2,103,300	0.51
17	OH CHEE BENG	2,000,000	0.48
18	MAYBANK SECURITIES PTE. LTD.	1,923,200	0.46
19	CHIN GUEK HONG	1,900,000	0.46
20	GOH BEE YONG	1,870,000	0.45
<b>TOTAL</b>		<b>327,901,657</b>	<b>79.17</b>

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 Annual General Meeting of the shareholders of the Company be held at RNN Conference Centre GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542 on Wednesday, 30 April 2025 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:—

## AS ORDINARY BUSINESS

- |    |  |              |
|----|--|--------------|
| 1. | To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditors' Report thereon. | Resolution 1 |
| 2. | To re-elect Mr Guo Jiahui, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company.                                   | Resolution 2 |
| 3. | To re-elect Mr Jin Jixiang, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company.                                  | Resolution 3 |
| 4. | To re-elect Mr Darrell Lim Chee Lek, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company.                         | Resolution 4 |
|    | [See Explanatory Note (i)]   |              |
| 5. | To re-elect Mr Tan Cher Chuan, Justin, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company.                       | Resolution 5 |
|    | [See Explanatory Note (ii)]  |              |
| 6. | To approve the payment of Directors' fees of S\$157,127 for the financial year ended 31 December 2024 (2023: S\$135,000).  | Resolution 6 |
| 7. | To approve the payment of Directors' fees of S\$202,500 for the financial year ending 31 December 2025 and to be paid quarterly in arrears.                              | Resolution 7 |
| 8. | To re-appoint PKF-CAP LLP as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.                                       | Resolution 8 |

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolution, with or without amendments:

- |      |  |              |
|------|--|--------------|
| 9.   | <b>Authority to allot and issue shares</b>   | Resolution 9 |
| (a)  | "That pursuant to Section 161 of the Companies Act 1967. ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to: |              |
| (i)  | allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or   |              |
| (ii) | make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) 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 may, in their absolute discretion, deem fit; and

# NOTICE OF ANNUAL GENERAL MEETING

(b) provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with subparagraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), 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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed, after adjusting for:—
  - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments in accordance with the above 9(b)(ii)(a) or 9(b)(ii)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (iii) in exercising the authority conferred by this Ordinary 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 SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (iii)]

10. To transact any other ordinary business which may be properly be transacted at an Annual General Meeting of the Company.

## By Order Of the Board

LEE FUT HUA  
Company Secretary  
Date: 14 April 2025

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- i. Mr Darrell Lim Chee Lek ("Mr Lim"), if re-elected, will remain as the Non-Executive and Independent Chairman, Chairman of Remuneration Committee, Member of the Audit Committee and Nominating Committee. The key information of Mr Lim can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 2" and "Directors' Statement" of the Company's Annual Report 2024. Mr Lim does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- ii. Mr Tan Cher Chuan, Justin ("Mr Tan"), if re-elected, will remain as the Non-Executive and Independent Director, Chairman of Nominating Committee, Member of the Audit Committee and Remuneration Committee. The key information of Mr Tan can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 2" and "Directors' Statement" of the Company's Annual Report 2024. Mr Tan does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- iii. Resolution 9, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings, of which up to 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders.

## Notes:

1. A member of the Company (not being a relevant intermediary) is invited to attend physically, speak and vote at the Annual General Meeting of the Company ("AGM"). **There will be no option for shareholders to participate virtually.** Printed copies of this notice of AGM ("Notice"), the proxy form and the FY2024 Annual Report will be sent by post to Shareholders. These documents will be made available to Shareholders via publication on the Company's corporate website (<https://prosperaglobal.listedcompany.com/newsroom.html>) and on the SGX website (<https://www.sgx.com/securities/company-announcements>).
2. A Shareholder (whether individual or corporate) may vote at the AGM or appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.
3. A Shareholder can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
4. A Shareholder who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint one (1) or two (2) proxies to attend, speak and vote at the AGM. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder. Where such Shareholder appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
5. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to different Shares held by such Shareholder.
6. "Relevant Intermediary" has the meaning prescribed to it in Section 181 of the Companies Act and means:
  - (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the AGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.

# NOTICE OF ANNUAL GENERAL MEETING

8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if by post, to the **Registered Office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(b) if sent by email to [info@prosperaglobal.sg](mailto:info@prosperaglobal.sg)

in either case, not less than 48 hours before the time for holding the AGM by 2.00 p.m. on 28 April 2025 and at any adjournment thereof.

A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which has been despatched to him/her/it by post or download a copy of the Proxy Form from the Company's website and the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

9. Shareholders may submit questions related to the Ordinary Resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner and must be submitted by 2.00 p.m. on 23 April 2025:

(a) if by post, to the **Registered Office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or

(b) if sent by email to [info@prosperaglobal.sg](mailto:info@prosperaglobal.sg)

10. The Company will consider all questions and endeavour to address all substantial and relevant questions on the Ordinary Resolutions tabled for approval at the AGM which are received from Shareholders, via an announcement on the Company's website: <https://prosperaglobal.listedcompany.com/newsroom.html> and the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>, no later than 25 April 2025, which is at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the Ordinary Resolution to be tabled at the AGM.

11. For questions, addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's website and on the SGXNet within one (1) month after the AGM.

12. Important reminder. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNet. Members are advised to check SGXNet regularly for any further updates.

## Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This document has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by 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 Jerry Chua (Tel (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.*



PROSPERA GLOBAL LIMITED

Registration No. 200402180C  
(Incorporated in Singapore)

ANNUAL GENERAL MEETING  
PROXY FORM

IMPORTANT:

1. The Annual General Meeting (the "Meeting") will be held physically on 30 April 2025 at 2.00 p.m. at RNN Conference Centre GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542. **There will be no option for shareholders to participate virtually.** The Notice of Meeting has been published on 14 April 2025 on the SGX website and the Company's website at <https://prosperaglobal.listedcompany.com/newsroom.html>.
2. A Relevant Intermediary may appoint more than two (2) proxies to attend the AGM and vote (please see note 4 for the definition of "Relevant Intermediary").
3. For investor who holds shares under Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. CPF Investors/SRS Investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in this proxy form and the Notice of AGM.
6. All capitalised terms in this proxy form which are not defined herein shall have the same meaning ascribed to them in the Notice of AGM.

I/We\* \_\_\_\_\_ (Name) , NRIC/Passport number\* \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a shareholder/shareholders\* of **PROSPERA GLOBAL LIMITED** (the "**Company**") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or\*

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing the person, or either or both persons referred to above or the Chairman of the Annual General Meeting (the "AGM")\* as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the **AGM** of the Company to be held at RNN Conference Centre GB Building, 143 Cecil Street, Level 11, #11-03, Singapore 069542 on Wednesday, **30 April 2025 at 2.00 p.m.** and at any adjournment thereof. I/We\* direct my/our\* proxy to vote for, vote against or abstain from voting on the resolution to be proposed at the AGM as indicated hereunder.

The Ordinary Resolutions put to the vote at the AGM shall be decided by way of poll. Please indicate with an "√" in the spaces provided whether you wish your vote(s) to be cast for or against the Ordinary Resolutions as set out in the Notice of AGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the AGM.

No.	Resolutions	For**	Against**	Abstain**
1	Adoption of the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Auditor's Report thereon.			
2	Re-election of Mr Guo Jiahui as a Director.			
3	Re-election of Mr Jin Jixiang as a Director.			
4	Re-election of Mr Darrell Lim Chee Lek as a Director.			
5	Re-election of Mr Tan Cher Chuan, Justin as a Director.			
6	Approval of Directors' fees of S\$157,127 for the financial year ended 31 December 2024.			
7	Approval of Directors' fees of S\$202,500 for the financial year ending 31 December 2025 and to be paid quarterly in arrears.			
8	Re-appointment of PKF-CAP LLP as Auditors and to authorize the Directors to fix their remuneration.			
9	<b>Special Business</b> Authority to allot and issue new shares.			

Note:  
\* Delete accordingly

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total number of shares held	
-----------------------------	--

\_\_\_\_\_  
Signature or Common Seal of shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF





#### NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A Shareholder who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint not more than two (2) proxies to attend, speak and vote on his behalf at the general meeting. Where a Shareholder appoints more than one proxy, he shall specify the proportion of his shares to be represented by each such proxy, failing which, the nomination shall be deemed to be alternative. Where such Shareholder appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
3. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM but each proxy must be appointed to exercise the rights attached to different Shares held by such Shareholder.
4. **"Relevant Intermediary"** has the meaning prescribed to it in Section 181 of the Companies Act and means:
  - (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A proxy need not be a Shareholder.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
7. This instrument appointing a proxy(ies) must be submitted to the Company in the following manner.
  - (a) if by post, to the **Registered Office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or
  - (b) if sent by email to [info@prosperaglobal.sg](mailto:info@prosperaglobal.sg)in either case, not less than 48 hours before the time for holding the AGM by 2.00 p.m. on 28 April 2025 and at any adjournment thereof.
8. A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which has been despatched to him/her/it by post or download a copy of the Proxy Form from the Company's website and the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
9. A corporation which is a Shareholder may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Constitution and Section 179 of the Companies Act.
10. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at 410 North Bridge Road, #05-35, Singapore 188726 (Opening Hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays) not less than 48 hours before the time appointed for the AGM.
11. The completion and lodgement of a Proxy Form by a Shareholder will not preclude him from attending and voting in person at the AGM if he so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.
12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the AGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the AGM.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 April 2025.





**PROSPER** 

410 North Bridge Road,  
#05-35, Singapore 188726  
Telephone: (65) 6224 7320  
Fax: (65) 6224 7231