

## IMPORTANT NOTICE

<b>NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO U.S. PERSONS</b>
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**IMPORTANT:** You must read the following disclaimer before continuing. The following disclaimer applies to the attached information memorandum. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached information memorandum. In accessing the attached information memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

**Confirmation of Your Representation:** In order to be eligible to view the attached information memorandum or make an investment decision with respect to the securities, investors must not be (i) located within the United States ("**U.S.**") or (ii) a U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**")). The attached information memorandum is being sent at your request and by accepting the e-mail and accessing the attached information memorandum, you shall be deemed to have represented to us (1) that you are not located in the U.S. or a U.S. person, as defined in Regulation S under the Securities Act nor are you acting on behalf of a U.S. person, the electronic mail address that you gave us and to which this e-mail has been delivered is not located in the U.S. and, to the extent that you purchase the securities described in the attached information memorandum, you will be doing so pursuant to Regulation S under the Securities Act, and (2) that you consent to delivery of the attached information memorandum and any amendments or supplements thereto by electronic transmission. By accepting this e-mail and accessing the attached information memorandum, if you are an investor in Singapore, you (A) represent and warrant that you are either (i) an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA, or (ii) an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore; and (B) agree to be bound by the limitations and restrictions described therein. Any reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

The attached information memorandum has been made available to you in electronic form. You are reminded that documents or information transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of iFAST Corporation Ltd. (the "**Issuer**"), Oversea-Chinese Banking Corporation Limited or any person who controls any of them nor any of their respective directors, officers, employees, agents, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the information memorandum distributed to you in electronic format and the hard copy version. We will provide a hard copy version to you upon request.

**Restrictions:** The attached information memorandum is being furnished in connection with an offering of securities exempt from registration under the Securities Act solely for the purpose of enabling a prospective investor to consider the subscription for or purchase of the securities described therein.

**NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE U.S. OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND THE SECURITIES WHICH ARE IN BEARER FORM ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE SECURITIES MAY NOT BE OFFERED, SOLD OR (IN THE CASE OF SECURITIES IN BEARER FORM) DELIVERED WITHIN THE U.S. OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("**REGULATION S**")), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.**

Except with respect to eligible investors in jurisdictions where such offer is permitted by law, nothing in this electronic transmission or in the attached information memorandum constitutes an offer or an invitation by or on behalf of the Issuer or Oversea-Chinese Banking Corporation Limited, or any other Dealer(s) to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute in the U.S. or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act).

The attached information memorandum or any materials relating to the offering of securities do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering of securities be made by a licensed broker or dealer and the dealers or any affiliate of the dealers is a licensed broker or dealer in that jurisdiction, the offering of securities shall be deemed to be made by the dealers or such affiliate on behalf of the Issuer in such jurisdiction. The attached information memorandum may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

You are reminded that you have accessed the attached information memorandum on the basis that you are a person into whose possession the attached information memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located, and you may not nor are you authorised to deliver this document, electronically or otherwise, to any other person. **If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to subscribe for or purchase any of the securities described therein.**

**Actions that You May Not Take:** If you receive the attached information memorandum by e-mail, you should not reply by e-mail, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected.

**YOU ARE NOT AUTHORISED TO, AND YOU MAY NOT, FORWARD OR DELIVER THE ATTACHED INFORMATION MEMORANDUM, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH INFORMATION MEMORANDUM IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS E-MAIL AND THE ATTACHED INFORMATION MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.**

**You are responsible for protecting against viruses and other destructive items.** If you receive the attached information memorandum by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

**IFAST CORPORATION LTD.**

(Incorporated in the Republic of Singapore on 11 September 2000)  
(Unique Entity Number: 200007899C)

**S\$300,000,000****Multicurrency Debt Issuance Programme**

Under the Multicurrency Debt Issuance Programme described in this Information Memorandum (the "**Programme**"), iFAST Corporation Ltd. (the "**Issuer**"), subject to compliance with all relevant laws, regulations and directives, may from time to time issue notes (the "**Notes**") and/or perpetual securities (the "**Perpetual Securities**" and, together with the Notes, the "**Securities**"). The maximum aggregate principal amount of Securities from time to time outstanding under the Programme will not at any time exceed S\$300,000,000 (or its equivalent in other currencies), subject to increase as described herein.

Unless the context otherwise requires or unless otherwise expressly defined herein, defined terms used in this Information Memorandum shall have the meanings given to such terms in "*Terms and Conditions of the Notes*" and "*Terms and Conditions of the Perpetual Securities*".

This Information Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "**SFA**"). Accordingly, this Information Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018. Please see the section titled "*Subscription, Purchase and Distribution*".

Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in connection with the Programme and application will be made for permission to deal in, and for the listing and quotation of any Securities to be issued pursuant to the Programme which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Securities have been admitted to the Official List of the SGX-ST. There is no assurance that the application to the SGX-ST for permission to deal in, and for the listing and quotation of, the Securities of any Series will be approved. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Approval in-principle from the SGX-ST, admission to the Official List of the SGX-ST and the listing and quotation of any Securities on the SGX-ST are not to be taken as an indication of the merits of the Issuer, its subsidiaries, and/or its associated companies (if any), the Programme or the Securities.

Unless otherwise stated in a relevant Pricing Supplement, Tranches of Securities to be issued under the Programme will be unrated.

The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Securities may include Bearer Securities (as defined herein) that are subject to U.S. tax law requirements and restrictions. Subject to certain exceptions, the Securities may not be offered, sold or, in the case of Bearer Securities, delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) or in the case of Bearer Securities, United States person (as defined in the U.S. Internal Revenue Code of 1986, as amended). Please see the section titled "*Subscription, Purchase and Distribution*" for further details.

An investment in Securities issued under the Programme involves certain risks. Potential investors should pay attention to the risk factors and considerations set out in the section titled "*Risk Factors*".

Arranger



## TABLE OF CONTENTS

NOTICE TO INVESTORS.....	2
FORWARD-LOOKING STATEMENTS .....	9
DEFINITIONS.....	10
CORPORATE INFORMATION .....	20
SUMMARY OF THE PROGRAMME .....	21
TERMS AND CONDITIONS OF THE NOTES .....	35
TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES .....	80
SELECTED CONSOLIDATED FINANCIAL INFORMATION .....	125
THE ISSUER.....	140
RISK FACTORS .....	163
PURPOSE OF THE PROGRAMME AND USE OF PROCEEDS .....	191
REGULATION AND SUPERVISION .....	192
CLEARING AND SETTLEMENT.....	231
SINGAPORE TAXATION .....	233
SUBSCRIPTION, PURCHASE AND DISTRIBUTION .....	238
APPENDIX I - GENERAL AND OTHER INFORMATION.....	I-1
APPENDIX II - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022.....	II-1
APPENDIX III - AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023.....	III-1
APPENDIX IV - UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE THREE MONTHS ENDED 31 MARCH 2024 .....	IV-1

## NOTICE TO INVESTORS

The Oversea-Chinese Banking Corporation Limited (the “**Arranger**”) has been authorised by iFAST Corporation Ltd. (the “**Issuer**”) to arrange the S\$300,000,000 Multicurrency Debt Issuance Programme (the “**Programme**”) described herein. Under the Programme, the Issuer may, subject to compliance with all relevant laws, regulations and directives, from time to time issue notes (the “**Notes**”) and/or perpetual securities (the “**Perpetual Securities**”, and together with the Notes, the “**Securities**”) denominated in Singapore dollars and/or any other currencies.

This Information Memorandum contains information with regard to the Issuer, the Group (as defined herein), the Programme and the Securities. The Issuer, having made all reasonable enquiries, confirms that (i) this Information Memorandum contains all information with regard to the Issuer and its subsidiaries, the Programme and the Securities which is material in the context of the Programme and the issue and offering of the Securities, (ii) all the information contained in this Information Memorandum is true and accurate in all material respects and not misleading in any material respect, (iii) the opinions, expectations (if any) and intentions expressed in this Information Memorandum have been carefully considered, are based on all relevant considerations and facts existing at the date of this Information Memorandum, are fairly, reasonably and honestly held by the Issuer, and (iv) there are no other facts the omission of which would, in the context of the Programme and the issue and offering of the Securities, make any statement in the Information Memorandum misleading in any material respect.

The following documents published or issued from time to time after the date hereof shall be deemed to be incorporated by reference in, and to form part of, this Information Memorandum: (1) any annual reports, audited consolidated financial statements and/or publicly announced unaudited consolidated financial statements/results (if available) of the Issuer and its subsidiaries and associated companies (if any), and (2) any supplement or amendment to this Information Memorandum issued by the Issuer (including each relevant Pricing Supplement (as defined herein)). This Information Memorandum is to be read in conjunction with all such documents which are incorporated by reference herein and, with respect to any Series (as defined herein) or Tranche (as defined herein) of Securities, any Pricing Supplement in respect of such Series or Tranche. Any statement contained in this Information Memorandum or in a document deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Information Memorandum to the extent that a statement contained in this Information Memorandum or in such subsequent document that is also deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Information Memorandum. Copies of all documents referred to in limb (1) of this paragraph and deemed incorporated by reference in this Information Memorandum are available on the website of the SGX-ST at <https://www.sgx.com/>.

Copies of all documents deemed incorporated by reference herein are available for inspection during usual office hours with prior notice at the specified office of the Issuing and Paying Agent (as defined herein).

Website(s) referenced in this Information Memorandum are intended as guides as to where other public information relating to the Issuer, its subsidiaries and associated companies (if any) may be obtained free of charge. Unless otherwise incorporated by reference, information appearing on such website(s) does not form part of this Information Memorandum or any applicable Pricing Supplement and none of the Issuer, any of its subsidiaries or associated companies (if any), the Arranger, any of the Dealers (as defined herein), the Trustee (as defined herein) or any of the Agents (as defined herein) accepts any responsibility whatsoever that such information, if available, is accurate and/or up to date. Such information, if available, should not form the basis of any investment decision by an investor to subscribe for or purchase any of the Securities.

Notes may be issued in series having one or more issue dates and the same maturity date, and on identical terms (including as to listing) except (in the case of Notes other than variable rate notes (as described under the section “*Summary of the Programme*”)) for the issue dates, issue prices and/or the dates of the first payment of interest, or (in the case of variable rate notes) for the issue prices and rates of interest. Each series may be issued in one or more tranches on the same or different issue dates. The

Notes will be issued in bearer or registered form and may be listed on a stock exchange. Each series or tranche of Notes will initially be represented by a Temporary Global Security (as defined herein) in bearer form, a Permanent Global Security (as defined herein) in bearer form or a registered Global Certificate (as defined herein) which will be deposited on the relevant issue date with or registered in the name of, or in the name of a nominee of, either CDP (as defined herein) or a common depository for Euroclear (as defined herein) and Clearstream, Luxembourg (as defined herein) and/or any other clearing system and will be exchangeable, upon request as described therein, either for a Permanent Global Security, Definitive Securities or Certificates (as defined herein) (as indicated in the applicable Pricing Supplement). Subject to compliance with all relevant laws, regulations and directives, the Notes may have maturities of such tenor as may be agreed between the Issuer and the relevant Dealer(s) and may be subject to redemption or purchase in whole or in part. The Notes may bear interest at a fixed, floating, variable or hybrid rate or may not bear interest or may be such other notes as may be agreed between the Issuer and the relevant Dealer(s). The Notes will be repayable at par, at a specified amount above or below par or at an amount determined by reference to a formula, in each case with terms as specified in the Pricing Supplement issued in relation to each series or tranche of Notes. Details applicable to each series or tranche of Notes will be specified in the applicable Conditions (as defined herein) of the Notes as amended and/or supplemented by the Pricing Supplement which is to be read in conjunction with this Information Memorandum.

Perpetual Securities may be issued in series having one or more issue dates, and on identical terms (including as to listing) except for the issue dates, issue prices and/or the dates of the first payment of distribution. Each series may be issued in one or more tranches on the same or different issue dates. The Perpetual Securities will be issued in bearer or registered form and may be listed on a stock exchange. Each series or tranche of Perpetual Securities will initially be represented by either a Temporary Global Security in bearer form or a Permanent Global Security in bearer form or a registered Global Certificate which will be deposited on the relevant issue date with or registered in the name of, or in the name of a nominee of, either CDP or a common depository for Euroclear and Clearstream, Luxembourg or otherwise delivered as agreed between the Issuer and the relevant Dealer(s) and will be exchangeable, upon request as described therein, either for a Permanent Global Security, Definitive Securities or Certificates (as indicated in the applicable Pricing Supplement). Subject to compliance with all relevant laws, regulations and directives, the Perpetual Securities may be subject to redemption or purchase in whole or in part. The Perpetual Securities may confer a right to receive distributions at a fixed or floating rate. Details applicable to each series or tranche of Perpetual Securities will be specified in the applicable Conditions of the Perpetual Securities as amended and/or supplemented by the applicable Pricing Supplement which is to be read in conjunction with this Information Memorandum.

The maximum aggregate principal amount of the Securities to be issued, when added to the aggregate principal amount of all Securities outstanding (as defined in the Trust Deed referred to herein) shall be S\$300,000,000 (or its equivalent in any other currencies) or such higher amount as may be increased pursuant to the terms and upon the conditions set out in the Programme Agreement (as defined herein).

No person has been authorised to give any information or to make any representation other than those contained in this Information Memorandum and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger, any of the Dealer(s), the Trustee or the Agents. The delivery or dissemination of this Information Memorandum (or any part thereof) at any time after the date of this Information Memorandum does not imply that the information contained in this Information Memorandum or any part of this Information Memorandum is correct at any time after such date. Save as expressly stated in this Information Memorandum, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Issuer or any of its subsidiaries, associated companies (if any) and/or joint venture companies (if any).

Neither this Information Memorandum (or any part thereof) nor any other document or information (or any part thereof) which may be delivered or supplied under or in relation to the Programme or issue and offering of the Securities may be used for the purpose of, and does not constitute an offer of, or solicitation or invitation by or on behalf of the Issuer, the Arranger, any of the Dealer(s), the Trustee or the Agents to subscribe for or purchase, any of the Securities in any jurisdiction or under any circumstances in which such offer, solicitation or invitation is unlawful, or not authorised or to any person to whom it is unlawful to make such offer, solicitation or invitation. The distribution and publication of this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) and



the offer of the Securities in certain jurisdictions may be prohibited or restricted by law. Persons who distribute or publish this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) or into whose possession this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) comes are required to inform themselves about and to observe any such prohibitions and restrictions and all applicable laws, orders, rules and regulations.

The Securities have not been, and will not be, registered under the Securities Act (as defined herein) or with any securities regulatory authority of any state or other jurisdiction of the U.S., and the Securities may include Bearer Securities that are subject to U.S. tax law requirements and restrictions. Subject to certain exceptions, the Securities may not be offered, sold or, in the case of Bearer Securities, delivered within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available and in accordance with all applicable securities laws of any state of the U.S. and any other jurisdiction. Registered Securities are subject to certain restrictions on transfer. The Securities are being offered and sold outside the U.S. to non-U.S. persons in reliance on Regulation S. For a description of these and certain further restrictions on offers, sales and transfers of the Securities and distribution of this Information Memorandum, see the section titled "*Subscription, Purchase and Distribution*" herein.

Neither this Information Memorandum nor any other document or information (or any part thereof) which may be delivered or supplied under or in relation to the Programme shall be deemed to constitute an offer of, or an invitation by or on behalf of the Issuer, the Arranger, any of the Dealer(s), the Trustee or the Agents to subscribe for, or purchase, any of the Securities.

This Information Memorandum and any other documents or materials in relation to the issue, offering, purchase or sale of the Securities have been prepared solely for the purpose of the initial sale by the relevant Dealers of the Securities from time to time to be issued pursuant to the Programme. This Information Memorandum and such other documents or materials are made available to the recipients thereof solely on the basis that they are institutional investors (as defined in Section 4A of the SFA) or accredited investors (as defined in Section 4A of the SFA) and may not be relied upon by any person other than persons to whom the Securities are sold or with whom they are placed by the relevant Dealers as aforesaid or for any other purpose. Recipients of this Information Memorandum shall not reissue, circulate or distribute this Information Memorandum or any part thereof (including copies thereof) in any manner whatsoever.

Neither the issue nor delivery of this Information Memorandum (or any part thereof) nor the issue, offering, purchase, subscription for or sale of the Securities shall, under any circumstances, constitute a representation, or give rise to any implication, that there has been no change in the business, financial condition, prospects, results of operations or general affairs of the Issuer or any of its subsidiaries or associated companies (if any), or in the information herein since the date hereof or the date on which this Information Memorandum has been most recently amended or supplemented. Nothing herein is or may be relied upon as a promise or representation of the Issuer's and/or the Group's future performance or policies.

The Arranger, the Dealers, the Trustee and the Agents have not separately verified the information contained in this Information Memorandum. None of the Issuer, the Arranger, any of the Dealers, the Trustee, the Agents or any of their respective officers, employees or agents is making any representation, warranty or undertaking express or implied as to the merits of the Securities or the subscription, purchase or acquisition thereof, the creditworthiness, prospects, financial condition or otherwise of the Issuer or its subsidiaries or associated companies (if any). Further, none of the Arranger, the Dealers, the Trustee or the Agents makes any representation, warranty or undertaking express or implied and no responsibility or liability is accepted by the Arranger, any of the Dealers, Trustee or the Agents or any of their respective officers, employees or agents as to the Issuer, its subsidiaries or associated companies (if any), or as to the accuracy, reliability or completeness of the information set out herein (including the legal and regulatory requirements pertaining to Sections 274, 275 and 276 or any other provisions of the SFA) and/or in the documents which are referred to or incorporated by reference in, and form part of, this Information Memorandum.

Neither this Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the Programme or the issue of the Securities is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger, any of the Dealers, the Trustee, the Agents or their respective subsidiaries or associated companies (if any) that any recipient of this Information Memorandum or such other document or information (or such part thereof) should subscribe for or purchase any of the Securities. A prospective purchaser and/or subscriber shall make its own assessment of the foregoing and other relevant matters including the financial condition and affairs and the creditworthiness of the Issuer and its subsidiaries and associated companies (if any), and obtain its own independent legal or other advice thereon, and its investment shall be deemed to be based on its own independent investigation of the financial condition and affairs and its appraisal of the creditworthiness of the Issuer or any of its subsidiaries or associated companies (if any). Accordingly, notwithstanding anything herein, none of the Arranger, the Dealers, the Trustee, the Agents or any of their respective officers, employees or agents shall be held responsible or liable for any loss or damage suffered or incurred by the recipients of this Information Memorandum or such other document or information (or such part thereof) as a result of or arising from anything expressly or implicitly contained in or referred to in this Information Memorandum or such other document or information (or such part thereof) and the same shall not constitute a ground for rescission of any purchase, subscription or acquisition of any of the Securities by a recipient of this Information Memorandum or such other document or information (or such part thereof).

To the fullest extent permitted by law, none of the Arranger, any of the Dealer(s), the Trustee or the Agents accepts any responsibility for the contents of this Information Memorandum or for any other statement made or purported to be made by the Arranger, any of the Dealer(s), the Trustee or the Agents or on its behalf in connection with the Issuer, the Group, the Programme or the issue and offering of the Securities. The Arranger, each Dealer, the Trustee and each Agent, accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Information Memorandum or any such statement.

In connection with the issue of any tranche or series of Securities, one or more Dealers named as stabilising manager(s) (the "**Stabilising Manager(s)**") (or persons acting on behalf of any Stabilising Manager) in the relevant Pricing Supplement may over-allot Securities or effect transactions with a view to supporting the market price of the Securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager) will undertake any stabilisation action. Any stabilisation action may begin at any time, on or after the date on which adequate public disclosure of the terms of the offer of the relevant series of Securities is made and, if begun, may be ended or discontinued at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant series of Securities and 60 days after the date of the allotment of the relevant series of Securities. Any stabilisation action will be conducted in accordance with the law.

Any purchase, subscription or acquisition of the Securities is in all respects conditional on the satisfaction of certain conditions set out in the Programme Agreement and the issue of the Securities by the Issuer pursuant to the Programme Agreement. Any offer, invitation to offer or agreement made in connection with the purchase, subscription or acquisition of the Securities or pursuant to this Information Memorandum shall (without any liability or responsibility on the part of the Issuer, the Trustee, the Agents, the Arranger or any of the Dealers) lapse and cease to have any effect if (for any other reason whatsoever) the Securities are not issued by the Issuer pursuant to the Programme Agreement.

Any discrepancies (if any) in the tables included herein between the listed amounts and the totals thereof are due to rounding.

**The distribution of this Information Memorandum and the offering of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Information Memorandum comes are required by the Issuer, the Arranger and the Dealers to inform themselves about and to observe any such restrictions. The attention of recipients of this Information Memorandum is drawn to the restrictions on resale of the Securities and the distribution of this Information Memorandum set out under the section titled "*Subscription, Purchase and Distribution*" of this Information Memorandum.**



Any person(s) who is/are invited to purchase or subscribe for the Securities or to whom this Information Memorandum is sent shall not make any offer or sale, directly or indirectly, of any Securities or distribute or cause to be distributed any document or other material in connection therewith, including this Information Memorandum, in any country or jurisdiction except in such manner and in such circumstances as will result in compliance with any applicable laws and regulations.

It is recommended that persons proposing to subscribe for or purchase any of the Securities consult their own legal, financial, tax and other advisers before purchasing, subscribing for or acquiring the Securities.

Prospective investors of the Securities are also recommended to consult their own tax advisers concerning the tax consequences of the acquisition, ownership or disposal of the Securities.

Prospective investors should pay attention to the risk factors set out in the section titled “*Risk Factors*”.

**MIFID II PRODUCT GOVERNANCE/TARGET MARKET** – The applicable Pricing Supplement in respect of any Securities may include a legend titled “MiFID II Product Governance” which will outline the target market assessment in respect of the Securities and which channels for distribution of the Securities are appropriate. Any person subsequently offering, selling or recommending the Securities (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Securities is a manufacturer in respect of such Securities, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**UK MiFIR PRODUCT GOVERNANCE/TARGET MARKET** – The applicable Pricing Supplement in respect of any Securities may include a legend titled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Securities and which channels for distribution of the Securities are appropriate. Any person subsequently offering, selling or recommending the Securities (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Securities is a manufacturer in respect of such Securities, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – If the applicable Pricing Supplement in respect of any Securities includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of MiFID II; (b) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – If the applicable Pricing Supplement in respect of any Securities includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**NOTICE TO CAPITAL MARKET INTERMEDIARIES AND PROSPECTIVE INVESTORS PURSUANT TO PARAGRAPH 21 OF THE HONG KONG SFC CODE OF CONDUCT** - Prospective investors should be aware that certain intermediaries in the context of certain offerings of Securities pursuant to this Programme (each such offering, a “**CMI Offering**”), including certain Dealers, may be “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (“**OCs**”) for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Securities and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Securities subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of the relevant CMI Offering based on the principal amount of the Securities distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50 per cent. interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code),

such prospective investor should indicate to the relevant Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

## FORWARD-LOOKING STATEMENTS

All statements contained in this Information Memorandum that are not statements of historical fact constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “expect”, “believe”, “plan”, “intend”, “estimate”, “anticipate”, “may”, “will”, “would” and “could” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the expected financial position, business strategy, plans and prospects of the Issuer and/or the Group (including statements as to the Issuer’s and or the Group’s revenue, profitability, prospects, future plans and other matters discussed in this Information Memorandum regarding matters that are not historical facts and including the financial forecasts, profit projections, statements as to the expansion plans of the Issuer and/or the Group, expected growth in the Issuer and/or the Group and other related matters), if any, are forward-looking statements and accordingly, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Issuer and/or the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, among others:

- changes in general political, social and economic conditions;
- changes in the tax and regulatory regimes;
- changes in currency exchange and interest rates;
- demographic changes;
- changes in competitive conditions; and
- other factors beyond the control of the Issuer and the Group.

Some of these factors are discussed in greater detail in this Information Memorandum, in particular, but not limited to, the discussion under the section “*Risk Factors*”.

Given the risks and uncertainties that may cause the actual future results, performance or achievements of the Issuer and/or the Group to be materially different from the results, performance or achievements expected, expressed or implied by the financial forecasts, profit projections and forward-looking statements in this Information Memorandum, undue reliance must not be placed on those forecasts, projections and statements. The Issuer, the Arranger, the Dealers, the Trustee and the Agents, do not represent or warrant that the actual future results, performance or achievements of the Issuer and/or the Group will be as discussed in those statements.

Neither the delivery of this Information Memorandum (or any part thereof) nor the issue, offering, purchase or sale of any Securities by the Issuer shall under any circumstances constitute a continuing representation or create any suggestion or implication that there has been no change in the business, financial condition, prospects, results of operations or general affairs of the Issuer, any of the subsidiaries or associated companies (if any) of the Issuer or any statement of fact or information contained in this Information Memorandum since the date of this Information Memorandum or the date on which this Information Memorandum has been most recently amended or supplemented.

Further, the Issuer, the Group, the Arranger, the Dealers, the Trustee and the Agents disclaim any responsibility and undertake no obligation to update or revise any forward-looking statements contained herein to reflect any changes in the expectations with respect thereto after the date of this Information Memorandum or to reflect any change in events, conditions or circumstances on which any such statements are based.

## DEFINITIONS

The following definitions have, where appropriate, been used in this Information Memorandum:

- “Agency Agreement”** : The Agency Agreement dated 29 May 2024 made between (1) the Issuer, as issuer, (2) The Bank of New York Mellon, Singapore Branch, as CDP issuing and paying agent, CDP transfer agent, CDP registrar and (where appointed as contemplated therein) CDP calculation agent, (3) The Bank of New York Mellon, London Branch, as non-CDP issuing and paying agent and (where appointed as contemplated therein) non-CDP calculation agent, (4) The Bank of New York Mellon SA/NV, Dublin Branch, as non-CDP transfer agent and non-CDP registrar, and (5) the Trustee, as trustee, as amended, restated, varied or supplemented from time to time
- “Agents”** : The CDP Issuing and Paying Agent, CDP Transfer Agent, CDP Registrar, CDP Calculation Agent, Non-CDP Issuing and Paying Agent, Non-CDP Transfer Agent, Non-CDP Registrar and Non-CDP Calculation Agent or any of them and shall include such other Agent or Agents as may be appointed from time to time under the Agency Agreement or (as the case may be) the Calculation Agency Agreement
- “Arranger”** : Oversea-Chinese Banking Corporation Limited
- “AMAC”** : Asset Management Association of China
- “AML”** : Anti-money laundering
- “AUA”** : Assets under administration, or the value of investments administered by the Group
- “Authorised Depository Agent”** : Has the meaning ascribed to it in the BMD Rules
- “Banking Act”** : Banking Act 2009 of UK
- “Bearer Securities”** : Securities in bearer form
- “BM”** : Bursa Malaysia Securities Berhad
- “BM Rules”** : Rules of the BM
- “BMD”** : Bursa Malaysia Depository Sdn Bhd
- “BMD Rules”** : Rules of the BMD
- “BMSC”** : Bursa Malaysia Clearing Sdn Bhd
- “BMSC Rules”** : Rules of the BMSC
- “BMSC Clearing Participant”** : A Trading Clearing Participant (as defined in the BMSC Rules) or Non Trading Clearing Participant (as defined in the BMSC Rules) or any one or more of them, as the context may require
- “BNM”** : Bank Negara Malaysia
- “Board”** : The board of Directors of the Issuer



<b><u>“BoE”</u></b>	:	Bank of England
<b><u>“business day”</u></b>	:	<p>In respect of each Security, (a) a day (other than a Saturday, Sunday or gazetted public holiday) on which Euroclear, Clearstream, Luxembourg and the CDP, as applicable, are operating, (b) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in the country of the Issuing and Paying Agent’s specified office and (c) (if a payment is to be made on that day):</p> <p>(i) (in the case of Securities denominated in Singapore dollars) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore;</p> <p>(ii) (in the case of Securities denominated in euros) a day (other than a Saturday, Sunday or gazetted public holiday) on which the TARGET System is open for settlement in euros; and</p> <p>(iii) (in the case of Securities denominated in a currency other than Singapore dollars and euros) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore and the principal financial centre for that currency</p>
<b><u>“B2B”</u></b>	:	Business-to-Business
<b><u>“B2C”</u></b>	:	Business-to-Customer
<b><u>“Calculation Agency Agreement”</u></b>	:	The calculation agency agreement between the Issuer, the Trustee and the relevant Calculation Agent made pursuant to Clause 2.6 of the Programme Agreement, substantially in the form set out in Appendix XI to the Programme Agreement
<b><u>“Calculation Agent”</u></b>	:	In the case of Securities cleared or to be cleared through CDP where the CDP Calculation Agent is specified as the calculation agent in the relevant Pricing Supplement, the CDP Calculation Agent, or, in the case of Securities cleared or to be cleared through a clearing system other than CDP where the Non-CDP Calculation Agent is specified as the calculation agent in the relevant Pricing Supplement, the Non-CDP Calculation Agent, in each case, in its capacity as calculation agent or in any other case, such other calculation agent as may be appointed under the Agency Agreement or (as the case may be) the Calculation Agency Agreement
<b><u>“CCASS”</u></b>	:	The Central Clearing and Settlement System established and operated by HKSCC or any successor system operated by HKSCC or its successors
<b><u>“CDP”</u></b>	:	The Central Depository (Pte) Limited

<b><u>“CDP Calculation Agent”</u></b>	:	Where so appointed as contemplated under the Agency Agreement in respect of Securities cleared or to be cleared through CDP, The Bank of New York Mellon, Singapore Branch, or its successor in such capacity, or such other calculation agent that may be appointed in such capacity under the Agency Agreement or (as the case may be) the Calculation Agency Agreement
<b><u>“CDP Depository Agent”</u></b>	:	Has the meaning ascribed to it in the SFA
<b><u>“CDP Issuing and Paying Agent”</u></b>	:	The Bank of New York Mellon, Singapore Branch, in its capacity under the Agency Agreement as issuing and paying agent in respect of Securities cleared or to be cleared through CDP, or its successor in such capacity
<b><u>“CDP Registrar”</u></b>	:	The Bank of New York Mellon, Singapore Branch, in its capacity under the Agency Agreement as registrar in respect of Securities cleared or to be cleared through CDP, or its successor in such capacity
<b><u>“CDP Securities Clearing Member”</u></b>	:	A corporation granted or admitted to be a member of CDP for clearing, pursuant to the CDP Clearing Rules
<b><u>“CDP Transfer Agent”</u></b>	:	The Bank of New York Mellon, Singapore Branch, in its capacity under the Agency Agreement as transfer agent in respect of Securities cleared or to be cleared through CDP, or its successor in such capacity
<b><u>“Certificate”</u></b>	:	A definitive registered certificate representing one or more Registered Securities of the same Series, being substantially in the form set out in Part II of Schedule 1 to the Trust Deed or, as the case may be, Part II of Schedule 5 to the Trust Deed and, save as provided in the Conditions of the Notes or, as the case may be, the Conditions of the Perpetual Securities, comprising the entire holding by a holder of Registered Securities of that Series
<b><u>“CFT”</u></b>	:	Combating or countering the financing of terrorism
<b><u>“China”</u></b>	:	The People’s Republic of China
<b><u>“China Connect Exchange Participant”</u></b>	:	An SEHK Exchange Participant which is registered as a China Connect Exchange Participant by the SEHK
<b><u>“China Connect Clearing Participant”</u></b>	:	A Clearing Participant (as defined in the HKSCC Rules) which is registered as a China Connect Clearing Participant by HKSCC
<b><u>“China Connect Service”</u></b>	:	Has the meaning ascribed to it in the SEHK Rules
<b><u>“China Subsidiaries”</u></b>	:	The Group’s subsidiaries which operate or conduct business in China. This includes iFAST Financial China and iFAST IM China
<b><u>“Clearstream, Luxembourg”</u></b>	:	Clearstream Banking, S.A., and includes a reference to its successors and permitted assigns
<b><u>“CMS Licence”</u></b>	:	Capital Markets Services Licence
<b><u>“CMSA”</u></b>	:	Capital Markets and Services Act 2007 of Malaysia
<b><u>“Companies Act”</u></b> or <b><u>“Act”</u></b>	:	The Companies Act 1967 of Singapore, as amended or modified from time to time

<b><u>“Conditions”</u></b>	:	<p>(1) In relation to the Notes of any Series, the terms and conditions applicable thereto, which shall be substantially in the form set out in Part III of Schedule 1 to the Trust Deed, as modified, with respect to any Notes represented by a Global Security or a Global Certificate, by the provisions of such Global Security or, as the case may be, Global Certificate, and which shall incorporate any additional provisions forming part of such terms and conditions set out in the Pricing Supplement(s) relating to the Notes of such Series and shall be endorsed on the Definitive Securities or, as the case may be, Certificates, subject to amendment and completion as referred to in the first paragraph appearing after the heading “<i>Terms and Conditions of the Notes</i>” as set out in Part III of Schedule 1 to the Trust Deed, and any reference to a particularly numbered Condition shall be construed accordingly; and</p> <p>(2) In relation to the Perpetual Securities of any Series, the terms and conditions applicable thereto, which shall be substantially in the form set out in Part III of Schedule 5 to the Trust Deed, as modified, with respect to any Perpetual Securities represented by a Global Security or a Global Certificate, by the provisions of such Global Security or, as the case may be, Global Certificate, and which shall incorporate any additional provisions forming part of such terms and conditions set out in the Pricing Supplement(s) relating to the Perpetual Securities of such Series and shall be endorsed on the Definitive Securities or, as the case may be, Certificates, subject to amendment and completion as referred to in the first paragraph appearing after the heading “<i>Terms and Conditions of the Perpetual Securities</i>” as set out in Part III of Schedule 5 to the Trust Deed, and any reference to a particularly numbered Condition shall be construed accordingly</p>
<b><u>“Couponholders”</u></b>	:	The holders of the Coupons
<b><u>“Coupons”</u></b>	:	Bearer coupons (if any) appertaining to an interest or distribution bearing Bearer Security
<b><u>“CPF”</u></b>	:	The Central Provident Fund
<b><u>“CPF Board”</u></b>	:	Central Provident Fund Board
<b><u>“CPFIS”</u></b>	:	CPF Investment Scheme
<b><u>“CSRC”</u></b>	:	China Securities Regulatory Commission
<b><u>“Dealers”</u></b>	:	Persons appointed as dealers under the Programme
<b><u>“Definitive Security”</u></b>	:	A definitive Bearer Security, being substantially in the form set out in (in the case of Notes) Part I of Schedule 1 and (in the case of Perpetual Securities) Part I of Schedule 5 to the Trust Deed and having, where appropriate, Coupons and/or Talons attached on issue
<b><u>“Depositors”</u></b>	:	Persons (including Depository Agents) having any Securities standing to the credit of their Securities Accounts at that time
<b><u>“Depository Agents”</u></b>	:	Corporations authorised by CDP to maintain Sub-Accounts

<b><u>“Directors”</u></b>	:	The directors (including alternate directors, if any) of the Issuer as at the date of this Information Memorandum
<b><u>“DIY investors”</u></b>	:	Investors who prefer to make and execute their own investment decisions and/or invest in investment products by themselves without the assistance of any FA
<b><u>“DPB”</u></b>	:	Digital Personal Banking platform of iGB
<b><u>“EU”</u></b>	:	European Union
<b><u>“EURIBOR”</u></b>	:	The Euro Interbank Offered Rate
<b><u>“euro”</u></b>	:	The lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from the time to time
<b><u>“Euroclear”</u></b>	:	Euroclear Bank SA/NV, and includes a reference to its successors and permitted assigns
<b><u>“FA”</u></b>	:	Any person and institution carrying on the business of providing financial advisory service
<b><u>“FAA”</u></b>	:	Financial Advisers Act 2001 of Singapore, as amended or modified from time to time.
<b><u>“FCA”</u></b>	:	Financial Conduct Authority
<b><u>“FIMM”</u></b>	:	Federation of Investment Managers Malaysia
<b><u>“FSA 2012”</u></b>	:	Financial Services Act 2012 of UK
<b><u>“FSA 2013”</u></b>	:	Financial Services Act 2013 of Malaysia
<b><u>“FSCS”</u></b>	:	Financial Services Compensation Scheme
<b><u>“FSMA 2000”</u></b>	:	Financial Services and Markets Act 2000 of UK
<b><u>“FSMA 2022”</u></b>	:	Financial Services and Markets Act 2022 of Singapore
<b><u>“Fund Law”</u></b>	:	Securities Investment Fund Law of the People’s Republic of China
<b><u>“FY”</u></b>	:	Financial year ended 31 December
<b><u>“Global Certificate”</u></b>	:	A global registered certificate representing Registered Securities of one or more Tranches of the same Series that are registered in the name of, or in the name of a nominee of, (1) CDP, (2) a common depositary for Euroclear and/or Clearstream, Luxembourg and/or (3) any other clearing system, being substantially in the form set out in Schedule 4 (in respect of the Notes) or Schedule 8 (in respect of the Perpetual Securities) to the Trust Deed
<b><u>“Global Security”</u></b>	:	A global Security representing Bearer Securities of one or more Tranches of the same Series, being a Temporary Global Security and/or, as the context may require, a Permanent Global Security, in each case without Coupons or Talons
<b><u>“Group”</u></b>	:	The Issuer and its subsidiaries

<b>“HK”</b>	:	Hong Kong Special Administrative Region of the People’s Republic of China
<b>“HK Subsidiaries”</b>	:	The Group’s subsidiaries which operate or conduct business in HK. This includes iFAST Financial (HK), iFAST GM (HK), iFAST Securities (HK), iFAST IB (HK) and iFAST ePension Services Limited
<b>“HKIA”</b>	:	Hong Kong Insurance Authority
<b>“HKSCC”</b>	:	Hong Kong Securities Clearing Company Limited
<b>“HKSCC Direct Clearing Participant”</b>	:	A person admitted for the time being by HKSCC as a direct clearing participant of CCASS
<b>“HMT”</b>	:	His Majesty’s Treasury
<b>“HK\$”</b>	:	The lawful currency of HK
<b>“IA”</b>	:	Insurance Act 1966 of Singapore
<b>“IO”</b>	:	Insurance Ordinance (Cap. 41)
<b>“iFAST Capital”</b>	:	iFAST Capital Sdn Bhd
<b>“iFAST Financial China”</b>	:	iFAST Financial China Limited
<b>“iFAST Financial (HK)”</b>	:	iFAST Financial (HK) Limited
<b>“iFAST GM (HK)”</b>	:	iFAST Global Markets (HK) Limited
<b>“iFAST IB (HK)”</b>	:	iFAST Insurance Brokers (HK) Limited
<b>“iFAST IM China”</b>	:	iFAST Investment Management China Limited
<b>“iFAST Securities (HK)”</b>	:	iFAST Securities (HK) Limited
<b>“iFAST Singapore”</b>	:	iFAST Financial Pte. Ltd.
<b>“iGB”</b>	:	iFAST Global Bank
<b>“IRAS”</b>	:	The Inland Revenue Authority of Singapore
<b>“ISO”</b>	:	International Organization for Standardization
<b>“Issuer” or “Company”</b>	:	iFAST Corporation Ltd.
<b>“Issuing and Paying Agent”</b>	:	In the case of Securities cleared or to be cleared through CDP, the CDP Issuing and Paying Agent, or, in the case of Securities cleared or to be cleared through a clearing system other than CDP, the Non-CDP Issuing and Paying Agent, in each case, in its capacity as issuing and paying agent under the Agency Agreement, or its successor in such respective capacity
<b>“ITA”</b>	:	The Income Tax Act 1947 of Singapore, as amended or modified from time to time
<b>“Latest Practicable Date”</b>	:	13 May 2024



<b><u>“Malaysia Subsidiaries”</u></b>	:	The Group’s subsidiaries which operate or conduct business in Malaysia. This includes iFAST Capital and iFAST Global Hub.ai Sdn Bhd
<b><u>“MAS”</u></b>	:	The Monetary Authority of Singapore
<b><u>“MAS Act”</u></b>	:	Monetary Authority of Singapore Act 1970 of Singapore
<b><u>“MPFSO”</u></b>	:	Mandatory Provident Fund Schemes Ordinance 2012 (Cap. 485)
<b><u>“Non-CDP Calculation Agent”</u></b>	:	Where so appointed as contemplated under the Agency Agreement in respect of Securities cleared or to be cleared through a clearing system other than CDP, The Bank of New York Mellon, London Branch, or its successor in such capacity, or such other calculation agent that may be appointed in such capacity under the Agency Agreement or (as the case may be) the Calculation Agency Agreement
<b><u>“Non-CDP Issuing and Paying Agent”</u></b>	:	The Bank of New York Mellon, London Branch, in its capacity under the Agency Agreement as issuing and paying agent in respect of Securities cleared or to be cleared through a clearing system other than CDP, or its successor in such capacity
<b><u>“Non-CDP Registrar”</u></b>	:	The Bank of New York Mellon SA/NV, Dublin Branch, in its capacity under the Agency Agreement as registrar in respect of Securities cleared or to be cleared through a clearing system other than CDP, or its successor in such capacity
<b><u>“Non-CDP Transfer Agent”</u></b>	:	The Bank of New York Mellon SA/NV, Dublin Branch, in its capacity under the Agency Agreement as transfer agent in respect of Securities cleared or to be cleared through a clearing system other than CDP, or its successor in such capacity
<b><u>“Noteholders”</u></b>	:	The holders of the Notes
<b><u>“Notes”</u></b>	:	The multicurrency medium term notes issued or to be issued by the Issuer under the Programme and constituted by the Trust Deed (and shall, where the context so admits, include the Global Securities, the Definitive Securities and any related Coupons and Talons, the Global Certificates and the Certificates relating thereto)
<b><u>“Participating Organisation”</u></b>	:	A company that carries on the business of trading in securities on the BM’s stock market and is admitted as a Participating Organisation under Rule 3.02 of the BM Rules and includes all the Participating Organisation’s Branch Offices (as defined in the BM Rules)
<b><u>“Paying Agents”</u></b>	:	The Issuing and Paying Agent and its successors in such capacities and such further or other paying agent or paying agents as may be appointed from time to time under the Agency Agreement, and <b><u>“Paying Agent”</u></b> means any one of them
<b><u>“PDPA 2010”</u></b>	:	Personal Data Protection Act 2010 of Malaysia
<b><u>“PDPA 2012”</u></b>	:	Personal Data Protection Act 2012 of Singapore

<b><u>“Permanent Global Security”</u></b>	:	A Global Security representing Bearer Securities of one or more Tranches of the same Series, either on issue or upon exchange of interests in a Temporary Global Security, being substantially in the form set out in Schedule 3 (with respect to the Notes) or, as the case may be, Schedule 7 (with respect to the Perpetual Securities) to the Trust Deed
<b><u>“Perpetual Securities”</u></b>	:	The multicurrency perpetual securities issued or to be issued by the Issuer under the Programme and constituted by the Trust Deed (and shall, where the context so admits, include the Global Securities, the Definitive Securities and any related Coupons and Talons, the Global Certificates and the Certificates relating thereto), expressed to rank as subordinated obligations of the Issuer
<b><u>“Perpetual Securityholders”</u></b>	:	The holders of the Perpetual Securities
<b><u>“Platform Fees”</u></b>	:	The fees that are paid by customers to the Group for the services the Group provides via its wealth management platforms
<b><u>“PRA”</u></b>	:	Prudential Regulation Authority
<b><u>“Pricing Supplement”</u></b>	:	In relation to any Series or Tranche, a pricing supplement, supplemental to and to be read in conjunction with this Information Memorandum issued by the Issuer specifying the relevant issue details in relation to such Series or, as the case may be, Tranche, substantially in the form of Appendix II (with respect to the Notes) or, as the case may be, Appendix III (with respect to the Perpetual Securities) to the Programme Agreement
<b><u>“Programme”</u></b>	:	The S\$300,000,000 multicurrency debt issuance programme of the Issuer as described in this Information Memorandum
<b><u>“Programme Agreement”</u></b>	:	The Programme Agreement dated 29 May 2024 made between (1) the Issuer, as issuer, and (2) Oversea-Chinese Banking Corporation Limited, as arranger and dealer, as amended, restated, varied or supplemented from time to time
<b><u>“Registered Securities”</u></b>	:	Securities in registered form
<b><u>“Registrar”</u></b>	:	In the case of Securities cleared or to be cleared through CDP, the CDP Registrar, or, in the case of Securities cleared or to be cleared through a clearing system other than CDP, the Non-CDP Registrar, in each case, in its capacity as registrar under the Agency Agreement, or its successor in such respective capacity
<b><u>“RM”</u></b>	:	The lawful currency of Malaysia
<b><u>“RMB”</u></b>	:	The lawful currency of China
<b><u>“RWA”</u></b>	:	Risk Weighted Assets
<b><u>“SC”</u></b>	:	Securities Commission Malaysia
<b><u>“Securities”</u></b>	:	The Notes and the Perpetual Securities
<b><u>“Securities Act”</u></b>	:	The U.S. Securities Act of 1933, as amended
<b><u>“Securityholders”</u></b>	:	The Noteholders and the Perpetual Securityholders
<b><u>“SEHK”</u></b>	:	The Stock Exchange of Hong Kong

<b><u>“SEHK Exchange Participant”</u></b>	:	A corporation who may trade on or through the SEHK and is licensed under the SFO to carry on securities/futures/options dealing activity
<b><u>“Senior Perpetual Securities”</u></b>	:	Perpetual Securities which are expressed to rank as senior obligations of the Issuer
<b><u>“Series”</u></b>	:	<p>(1) (In relation to Securities other than Variable Rate Notes) a Tranche, together with any further Tranche or Tranches, which are (a) expressed to be consolidated and forming a single series and (b) identical in all respects (including as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of (in the case of Notes other than Variable Rate Notes) interest or (in the case of Perpetual Securities) distribution; and</p> <p>(2) (In relation to Variable Rate Notes) Notes which are identical in all respects (including as to listing) except for their respective issue prices and rates of interest</p>
<b><u>“SFA”</u></b>	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
<b><u>“SFC”</u></b>	:	Securities and Futures Commission of Hong Kong
<b><u>“SGX-ST”</u></b>	:	Singapore Exchange Securities Trading Limited
<b><u>“SGX RegCo”</u></b>	:	Singapore Exchange Regulation
<b><u>“SGX Trading Member”</u></b>	:	An entity that has been approved as Trading Member (as defined in the SGX-ST Rules) in accordance with the SGX-ST Rules
<b><u>“Shares”</u></b>	:	Ordinary shares in the capital of the Issuer
<b><u>“SIBOR”</u></b>	:	The Singapore Interbank Offered Rate
<b><u>“Singapore Subsidiaries”</u></b>	:	The Group’s subsidiaries which operate or conduct business in Singapore. This includes iFAST Singapore
<b><u>“SOR”</u></b>	:	The Singapore dollar Swap Offer Rate
<b><u>“SORA”</u></b>	:	The Singapore Overnight Rate Average
<b><u>“Sub-Accounts”</u></b>	:	The securities sub-accounts maintained by each Depository Agent for its own account and for the account of its clients
<b><u>“Subordinated Perpetual Securities”</u></b>	:	Perpetual Securities which are expressed to rank as subordinated obligations of the Issuer
<b><u>“subsidiary”</u></b>	:	Any company which is for the time being a subsidiary (within the meaning of Section 5 of the Companies Act)
<b><u>“Talons”</u></b>	:	Talons for further Coupons or, as the context may require, a specific number of them and includes any replacement Talons issued pursuant to the Conditions
<b><u>“TARGET System”</u></b>	:	The Trans-European Automated Real Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto

<b><u>“Temporary Global Security”</u></b>	:	A Global Security representing Bearer Securities of one or more Tranches of the same Series on issue being substantially in the form set out in Schedule 2 to the Trust Deed (with respect to the Notes) or, as the case may be, Schedule 6 to the Trust Deed (with respect to the Perpetual Securities)
<b><u>“Trailer Fees”</u></b>	:	The fees that are paid to the Group by a fund house based on AUA attributable to such fund house
<b><u>“Tranche”</u></b>	:	Securities which are identical in all respects (including listing)
<b><u>“Transfer Agent”</u></b>	:	In the case of Securities cleared or to be cleared through CDP, the CDP Transfer Agent, or, in the case of Securities cleared or to be cleared through a clearing system other than CDP, the Non-CDP Transfer Agent, in each case, in its capacity as transfer agent under the Agency Agreement, or its successor in such respective capacity
<b><u>“Trust Deed”</u></b>	:	The Trust Deed dated 29 May 2024 made between (1) the Issuer, as issuer, and (2) the Trustee, as trustee, as amended, restated, varied or supplemented from time to time
<b><u>“Trustee”</u></b>	:	The Bank of New York Mellon, Singapore Branch, in its capacity as trustee under the Trust Deed, or its successors in such capacity
<b><u>“UK”</u></b>	:	The United Kingdom of Great Britain and Northern Ireland
<b><u>“UK Subsidiaries”</u></b>	:	The Group’s subsidiaries which operate or conduct business in the UK. This includes iFAST Global Bank
<b><u>“United States”</u></b> or <b><u>“U.S.”</u></b>	:	United States of America
<b><u>“Wrap Fees”</u></b>	:	In relation to the B2B Business, the fees that the Group receives from adviser-assisted investors for the services provided to them by the FAs and the Group
<b><u>“S\$”, “\$”, “Singapore Dollars”</u></b> or <b><u>“Singapore dollars”</u></b> and <b><u>“cents”</u></b>	:	Singapore dollars and cents respectively, of the lawful currency of Singapore
<b><u>“£”</u></b>	:	The lawful currency of UK
<b><u>“%”</u></b>	:	Per cent.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations. Any reference to a time of day in this Information Memorandum shall be a reference to Singapore time unless otherwise stated. Any reference in this Information Memorandum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the SFA or any statutory modification thereof and used in this Information Memorandum shall, where applicable, have the meaning ascribed to it under the Companies Act or, as the case may be, the SFA.

## CORPORATE INFORMATION

Board of Directors	:	Lim Chung Chun Mark Rudolph Duncan Chen Peng Chu Wing Tak Caecilia Tham Soh Mui Tammie Toh Teng Peow David Janice Wu Sung Sung Lim Wee Kian Wong Tin Niam Jean Paul
Company Secretary	:	Chan Lai Yin
Registered Office	:	10 Collyer Quay #26-01 Ocean Financial Centre Singapore 049315
Auditors to the Issuer	:	KPMG LLP Public Accountants and Chartered Accountants 12 Marina View, #15-01 Asia Square Tower 2 Singapore 018961
Arranger of the Programme	:	Oversea-Chinese Banking Corporation Limited 63 Chulia Street #03-05 OCBC Centre East Singapore 049514
Solicitors to the Arranger and the Trustee	:	WongPartnership LLP 12 Marina Boulevard Level 28 Marina Bay Financial Centre Tower 3 Singapore 018982
Solicitors to the Issuer	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
CDP Issuing and Paying Agent, CDP Calculation Agent, CDP Transfer Agent and CDP Registrar	:	The Bank of New York Mellon, Singapore Branch One Temasek Avenue #02-01 Millenia Tower Singapore 039192
Non-CDP Issuing and Paying Agent and Non-CDP Calculation Agent	:	The Bank of New York Mellon, London Branch 160 Queen Victoria Street London EC4V 4LA United Kingdom
Non-CDP Transfer Agent and Non-CDP Registrar	:	The Bank of New York Mellon SA/NV, Dublin Branch Riverside II Sir John Rogerson's Quay Grand Canal Dock Dublin 2 Ireland
Trustee for the Securityholders	:	The Bank of New York Mellon, Singapore Branch One Temasek Avenue #02-01 Millenia Tower Singapore 039192



## SUMMARY OF THE PROGRAMME

The following summary is derived from, and should be read in conjunction with, the full text of this Information Memorandum (and any relevant supplement to this Information Memorandum), the Programme Agreement, the Trust Deed, the Agency Agreement and the relevant Pricing Supplement.

Issuer	:	iFAST Corporation Ltd.
Arranger	:	Oversea-Chinese Banking Corporation Limited.
Dealers	:	Oversea-Chinese Banking Corporation Limited and/or such other Dealers as may be appointed by the Issuer in accordance with the Programme Agreement.
Trustee	:	The Bank of New York Mellon, Singapore Branch.
CDP Issuing and Paying Agent, CDP Transfer Agent, CDP Registrar and CDP Calculation Agent	:	The Bank of New York Mellon, Singapore Branch.
Non-CDP Issuing and Paying Agent and Non-CDP Calculation Agent	:	The Bank of New York Mellon, London Branch.
Non-CDP Registrar and Non-CDP Transfer Agent	:	The Bank of New York Mellon SA/NV, Dublin Branch.
Description	:	S\$300,000,000 Multicurrency Debt Issuance Programme.
Programme Size	:	The maximum aggregate principal amount of the Securities outstanding at any time shall be S\$300,000,000 (or its equivalent in other currencies) or such higher amount as may be increased in accordance with the provisions of the Programme Agreement.
Currency	:	Subject to compliance with all relevant laws, regulations and directives, Securities may be issued in Singapore dollars or any other currency agreed between the Issuer and the relevant Dealer(s).
Method of Issue	:	Securities may be issued from time to time under the Programme on a syndicated or non-syndicated basis. Each Series may be issued in one or more Tranches, on the same or different issue dates. The specific terms of each Series or Tranche will be specified in the relevant Pricing Supplement.
Issue Price	:	Securities may be issued at par or at a discount, or premium, to par.
Tenor	:	Subject to compliance with all relevant laws, regulations and directives, the Notes may have maturities of such tenor as may be agreed between the Issuer and the relevant Dealer(s). The Perpetual Securities are perpetual securities in respect of which there is no maturity date.

Form and Denomination of the Securities : The Securities will be issued in bearer form or registered form and in such denominations as may be agreed between the Issuer and the relevant Dealer(s).

Each Tranche or Series of Bearer Securities may initially be represented by a Temporary Global Security in bearer form or a Permanent Global Security in bearer form. Each Temporary Global Security may be deposited on the relevant issue date with either CDP or a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other agreed clearing system and will be exchangeable, upon request as described therein, either for a Permanent Global Security or Definitive Securities (as indicated in the applicable Pricing Supplement). Each Permanent Global Security may be exchanged, unless otherwise specified in the applicable Pricing Supplement, upon request as described therein, in whole (but not in part) for Definitive Securities upon the terms therein.

Each Tranche or Series of Registered Securities will initially be represented by a Global Certificate. Each Global Certificate may be registered in the name of, or in the name of a nominee of, either CDP or a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other agreed clearing system and may be exchanged, upon request as described therein, in whole (but not in part) for Certificates upon the terms therein. Save as provided in the Conditions of the Securities, a Certificate shall be issued in respect of each Securityholder's entire holding of Registered Securities of one Series.

Custody of the Securities : Securities may be cleared through CDP, Euroclear and/or Clearstream, Luxembourg or such other clearing system as may be agreed between the Issuer and the relevant Dealer(s). Securities which are to be cleared through CDP are required to be kept with CDP as authorised depository. Securities which are to be cleared through Euroclear and/or Clearstream, Luxembourg are required to be kept with a common depository on behalf of Euroclear and Clearstream, Luxembourg.

Taxation : All payments in respect of the Securities and the Coupons by or on behalf of the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts as will result in the receipt by the Securityholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, save for certain exceptions as provided in Condition 8 of the Notes and Condition 7 of the Perpetual Securities. For further details, see the section on "*Singapore Taxation*".

- Listing : Each Series of the Securities may, if so agreed between the Issuer and the relevant Dealer(s), be listed on the SGX-ST or any stock exchange(s) as may be agreed between the Issuer and the relevant Dealer(s), subject to all necessary approvals having been obtained, or be unlisted. If the application to the SGX-ST to list a particular Series of Securities is approved, for so long as such Securities are listed on the SGX-ST and the rules of the SGX-ST so require, such Securities will be traded on the SGX-ST in a minimum board lot size of at least S\$200,000 (or its equivalent in foreign currencies).
- Selling Restrictions : For a description of certain restrictions on offers, sales and deliveries of the Securities and the distribution of offering material relating to the Securities, see the section on “*Subscription, Purchase and Distribution*”. Further restrictions may apply in connection with any particular Series or Tranche of Securities.
- Governing Law : The Programme and any Securities issued under the Programme will be governed by, and construed in accordance with, the laws of Singapore.

## **NOTES**

- Maturities : Subject to compliance with all relevant laws, regulations and directives, Notes may have maturities of such tenor as may be agreed between the Issuer and the relevant Dealer(s).
- Mandatory Redemption : Unless previously redeemed or purchased and cancelled, each Note will be redeemed at its redemption amount on the maturity date shown on its face (if it is shown on its face to be a Fixed Rate Note, Hybrid Note (during the Fixed Rate Period (as defined in the Conditions)) or Zero-Coupon Note) or on the interest payment date falling in the redemption month shown on its face (if it is shown on its face to be a Floating Rate Note, Variable Rate Note or a Hybrid Note (during the Floating Rate Period (as defined in the Conditions))).
- Interest Basis : Notes may bear interest at fixed, floating, variable or hybrid rates or such other rates as may be agreed between the Issuer and the relevant Dealer(s) or may not bear interest.
- Fixed Rate Notes : Fixed Rate Notes will bear a fixed rate of interest which will be payable in arrear on specified dates and at maturity.
- Floating Rate Notes : Floating Rate Notes which are denominated in Singapore dollars will bear interest to be determined separately for each Series by reference to SORA (or in any other case such other benchmark as may be agreed between the Issuer and the relevant Dealer(s)), as adjusted for any applicable margin. Interest periods in relation to the Floating Rate Notes will be agreed between the Issuer and the relevant Dealer(s) prior to their issue.
- Floating Rate Notes which are denominated in other currencies will bear interest at a rate to be determined separately for each Series by reference to such other benchmark as may be agreed between the Issuer and the relevant Dealer(s).

- Variable Rate Notes : Variable Rate Notes will bear interest at a variable rate determined in accordance with the Conditions of the Notes. Interest periods in relation to the Variable Rate Notes will be agreed between the Issuer and the relevant Dealer(s) prior to their issue.
- Hybrid Notes : Hybrid Notes will bear interest, during the fixed rate period to be agreed between the Issuer and the relevant Dealer(s), at a fixed rate of interest which will be payable in arrear on specified dates and, during the floating rate period to be agreed between the Issuer and the relevant Dealer(s), at the rate of interest to be determined by reference to SORA (or such other benchmark as may be agreed between the Issuer and the relevant Dealer(s)), as adjusted for any applicable margin (provided that if the Hybrid Notes are denominated in a currency other than Singapore dollars, such Hybrid Notes will bear interest to be determined separately by reference to such benchmark as may be agreed between the Issuer and the relevant Dealer(s)), in each case payable at the end of each interest period to be agreed between the Issuer and the relevant Dealer(s).
- Zero-Coupon Notes : Zero-Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest other than in the case of late payment.
- Status of the Notes : The Notes and Coupons constitute direct, unconditional, unsubordinated and (subject to Condition 4(a) of the Notes) unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.
- Optional Redemption and Purchase : If so provided on the face of the Notes and the relevant Pricing Supplement, the Notes may be redeemed (either in whole or in part) prior to their stated maturity at the option of the Issuer and/or the Noteholders. Further, if so provided on the face of the Notes and the relevant Pricing Supplement, the Notes may be purchased by the Issuer (either in whole or in part) prior to their stated maturity at the option of the Issuer and/or the Noteholders.
- Redemption for Taxation Reasons : If so provided on the face of the Notes, the Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date or, if so specified thereon, at any time on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Redemption Amount or (in the case of Zero-Coupon Notes) Early Redemption Amount (as determined in accordance with Condition 6(i) of the Notes) (together with interest accrued to (but excluding) the date fixed for redemption, if (i) the Issuer has or will become obliged to pay additional amounts as provided for or referred to in Condition 8 of the Notes, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or

official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the relevant Pricing Supplement, and (ii) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due.

Redemption upon Cessation or Suspension of Trading of Shares of the Issuer : In the event that (i) the shares of the Issuer cease to be traded on the SGX-ST or (ii) trading in the shares of the Issuer on the SGX-ST is suspended for more than seven (7) consecutive Exchange Business Days, the holder of any Notes shall have the right, at the option of such holder, to require the Issuer to redeem all (or some only) of such holder's Notes at its Redemption Amount together with interest accrued to (but excluding) the date fixed for redemption on any date on which interest is due to be paid on such Notes or, if earlier, the date falling 60 days after the Effective Date.

For the purposes of this paragraph:

- (1) **“Effective Date”** means (in the case of (i) above) the date of cessation of trading or (in the case of (ii) above) the business day immediately following the expiry of the period of seven (7) consecutive Exchange Business Days; and
- (2) **“Exchange Business Day”** means a day on which the SGX-ST is open for securities trading.

Negative Pledge : The Issuer has covenanted with the Trustee in the Trust Deed that, so long as any of the Notes or the Coupons remain outstanding, the Issuer shall not, and the Issuer shall procure that none of its Principal Subsidiaries (as defined in Condition 10 of the Notes) shall, create or permit to subsist any Security Interest upon the whole or any part of their respective present or future undertakings, assets, property or revenues (including uncalled capital) to secure any Relevant Indebtedness or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, unless at the same time or prior thereto the Notes are accorded (i) the same Security Interest as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity or (ii) such other Security Interest or other arrangement as shall be approved by an Extraordinary Resolution of Noteholders.

For the purposes of this paragraph:

- (1) **“Relevant Indebtedness”** means, any present or future indebtedness which is in the form of, or represented or evidenced by, any bond, note, debenture, loan stock or other securities which is, or is intended to be or capable of being, listed, quoted, dealt in or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market) and having an original tenor of more than one year; and



- (2) **“Security Interest”** means any mortgage, charge, pledge, lien or other form of encumbrance or security.

Financial Covenants : The Issuer has covenanted with the Trustee in the Trust Deed that for so long as any of the Notes or the Coupons remain outstanding, it will ensure that the Consolidated Shareholders’ Equity will not at any time be less than S\$200,000,000.

Terms used in this paragraph have the meaning ascribed to them in the Conditions of the Notes.

Non-Disposal Covenant : The Issuer has covenanted with the Trustee in the Trust Deed that it will not, and will ensure that none of its Principal Subsidiaries will, (whether by a single transaction or a number of related or unrelated transactions and whether at one time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of (whether outright, by a sale-and-repurchase or sale-and-leaseback arrangement, or otherwise) all or substantially all of its assets nor of any part of its assets which, either alone or when aggregated with all other disposals required to be taken into account under Condition 4(c) is substantial in relation to its assets, or those of itself and its Principal Subsidiaries, taken as a whole or the disposal of which (either alone or when so aggregated) could have a Material Adverse Effect on it. The following disposals shall not be taken into account under Condition 4(c):

- (i) disposals in the ordinary course of business on arm’s length and on normal commercial terms; and
- (ii) any disposal approved by the Trustee or by the Noteholders by way of an Extraordinary Resolution.

Events of Default : See Condition 10 of the Notes.

### **PERPETUAL SECURITIES**

No Fixed Redemption Date : The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall (subject to the provisions of Condition 3 of the Perpetual Securities and without prejudice to Condition 9 of the Perpetual Securities) only have the right (but not the obligation) to redeem or purchase them in accordance with the provisions of the Conditions of the Perpetual Securities.

Distribution Basis : Perpetual Securities may confer a right to receive distribution at fixed or floating rates.

Fixed Rate Perpetual Securities : Fixed Rate Perpetual Securities will confer a right to receive distribution at a fixed rate which will be payable in arrear on specified dates. If so provided on the face of the Fixed Rate Perpetual Securities, the distribution rate may be reset on such dates and bases as may be set out in the applicable Pricing Supplement.

Floating Rate Perpetual Securities : Floating Rate Perpetual Securities which are denominated in Singapore dollars will confer a right to receive distribution at a rate to be determined separately for each Series by reference to SORA (or in any other case such other benchmark as may be agreed between the Issuer and the relevant Dealer(s)), as adjusted for any applicable margin. Distribution periods in relation to the Floating Rate Perpetual Securities will be agreed between the Issuer and the relevant Dealer(s) prior to their issue.

Floating Rate Perpetual Securities which are denominated in other currencies will confer a right to receive distribution at a rate to be determined separately for each Series by reference to such other benchmark as may be agreed between the Issuer and the relevant Dealer(s).

Distribution Discretion : If Optional Payment is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may, at its sole discretion, elect not to pay a distribution (or to pay only part of a distribution) which is scheduled to be paid on a Distribution Payment Date (as defined in the Conditions of the Perpetual Securities) by giving notice to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14 of the Perpetual Securities) not more than 15 nor less than five business days (or such other notice period as may be specified on the face of the Perpetual Security and the relevant Pricing Supplement) prior to a scheduled Distribution Payment Date.

If Dividend Pusher is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may not elect to defer any distribution if during the Reference Period (as specified in the applicable Pricing Supplement) ending on the day before that scheduled Distribution Payment Date, either or both of the following (each such event a “**Compulsory Distribution Payment Event**”) have occurred:

- (1) a dividend, distribution or other payment has been declared or paid on or in respect of any of the Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer’s Parity Obligations; or
- (2) any of the Issuer’s Junior Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer’s Parity Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration,

in each case, other than (a) in connection with any employee benefit plan or other similar arrangement with or for the benefit of the employees, officers, directors or consultants of the Group, (b) as a result of the exchange or conversion of Parity Obligations of the Issuer for the Junior Obligations of the Issuer or (c) as otherwise specified in the applicable Pricing Supplement.

For the purposes of this “*Summary of the Programme*” section:

- (1) “**Junior Obligation**” means any ordinary shares of the Issuer and any class of the Issuer’s share capital and any other instruments or securities (including without limitation any preference shares, preferred units or subordinated perpetual securities) issued, entered into or guaranteed by the Issuer that ranks or is expressed to rank, whether by its terms or by operation of law, junior to the Perpetual Securities.
- (2) “**Parity Obligation**” means any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by the Issuer (1) which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Subordinated Perpetual Securities and (2) the terms of which provide that the making of payments thereon or distributions in respect thereof are fully at the discretion of the Issuer and/or, in the case of an instrument or security guaranteed by the Issuer, the issuer thereof.

Non-Cumulative Deferral and Cumulative Deferral : If Non-Cumulative Deferral is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, any distribution deferred pursuant to Condition 4(IV) of the Perpetual Securities is non-cumulative and will not accrue distribution. The Issuer is not under any obligation to pay that or any other distributions that have not been paid in whole or in part. The Issuer may, at its sole discretion, and at any time, elect to pay an amount up to the amount of distribution which is unpaid (“**Optional Distribution**”) (in whole or in part) by complying with the notice requirements in Condition 4(IV)(e) of the Perpetual Securities. There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay distributions pursuant to Condition 4(IV) of the Perpetual Securities.

Any partial payment of outstanding Optional Distribution by the Issuer shall be shared by the holders of all outstanding Perpetual Securities and the Coupons related to them on a *pro rata* basis.

If Cumulative Deferral is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, any distribution deferred pursuant to Condition 4(IV) of the Perpetual Securities shall constitute “**Arrears of Distribution**”. The Issuer may, at its sole discretion, elect to (in the circumstances set out in Condition 4(IV)(a) of the Perpetual Securities) further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to Condition 4(IV) of the Perpetual Securities except that Condition 4(IV)(c) of the Perpetual Securities shall be complied with until all outstanding Arrears of Distribution have been paid in full.

If Additional Distribution is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, each amount of Arrears of Distribution shall accrue distribution as if it constituted the principal of the Perpetual Securities at the Distribution Rate or Rate of Distribution (as the case may be) and the amount of such distribution (the “**Additional Distribution Amount**”) with respect to Arrears of Distribution shall be due and payable pursuant to Condition 4 of the Perpetual Securities and shall be calculated by applying the applicable Distribution Rate or Rate of Distribution (as the case may be) to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the provisions of Condition 4 of the Perpetual Securities. The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

Restrictions in the case of Non-Payment :

If Dividend Stopper is so provided on the face of the Perpetual Security and the relevant Pricing Supplement and on any Distribution Payment Date, payments of all distributions scheduled to be made on such date are not made in full by reason of Condition 4(IV) of the Perpetual Securities, the Issuer shall not and shall procure that none of its subsidiaries shall:

- (1) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer’s Parity Obligations; or
- (2) redeem, reduce, cancel, buy-back or acquire for any consideration, and will procure that no redemption, reduction, cancellation, buy-back or acquisition for any consideration is made in respect of any of the Issuer’s Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer’s Parity Obligations,

in each case other than (a) in connection with any employee benefit plan or other similar arrangement with or for the benefit of the employees, officers, directors or consultants of the Group, (b) as a result of the exchange or conversion of Parity Obligations of the Issuer for Junior Obligations of the Issuer, or (c) as specified in the applicable Pricing Supplement, unless and until (A) (if Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) the Issuer has satisfied in full all outstanding Arrears of Distribution, (B) (if Non-Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) a redemption of all the outstanding Perpetual Securities has occurred, the next scheduled distribution has been paid in full or an Optional Distribution equal to the amount of a distribution payable with respect to the most recent Distribution Payment Date that was unpaid in full or in part, has been paid in full or (C) the Issuer is permitted

to do so (or is permitted to procure its subsidiaries to do so) by an Extraordinary Resolution of the Perpetual Securityholders and/or as otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, nothing in Condition 4(IV)(d) of the Perpetual Securities shall restrict any associate of the Issuer which is not a subsidiary for the purposes of the Companies Act from acquiring for consideration any of the Issuer's ordinary shares.

- Status of the Senior Perpetual Securities : The Senior Perpetual Securities and Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.
- Status of the Subordinated Perpetual Securities : The Subordinated Perpetual Securities and Coupons relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer. The rights and claims of the Perpetual Securityholders and Couponholders in respect of the Subordinated Perpetual Securities are subordinated as provided in Condition 3(b) of the Perpetual Securities.
- Subordination of Subordinated Perpetual Securities : Subject to the insolvency laws of Singapore and other applicable laws, in the event of the winding-up of the Issuer, the rights of the Perpetual Securityholders and Couponholders to payment of principal and distribution on the Subordinated Perpetual Securities and the Coupons relating to them are expressly subordinated and subject in right of payment to the prior payment in full of all claims of senior creditors of the Issuer but at least *pari passu* with all other subordinated obligations of the Issuer that are not expressed by their terms to rank junior to the Subordinated Perpetual Securities and in priority to the claims of shareholders of the Issuer and/or as otherwise specified in the applicable Pricing Supplement.
- No set-off in relation to Subordinated Perpetual Securities : Subject to applicable law, no holder of Subordinated Perpetual Securities or any Coupons relating to them may exercise, claim or plead any right of set-off, deduction, withholding or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them, and each holder of Subordinated Perpetual Securities or any Coupons relating to them shall, by virtue of his holding of any Subordinated Perpetual Securities or Coupons relating to them, be deemed to have waived all such rights of set-off, deduction, withholding or retention against the Issuer. Notwithstanding the preceding sentence, if any of the amounts owing to any holder of Subordinated Perpetual Securities or any Coupons relating to them by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them is discharged by set-off, such holder of Subordinated Perpetual Securities or any Coupons relating to them shall, subject to applicable law, immediately pay an amount equal

to the amount of such discharge to the Issuer (or, in the event of its winding-up or administration, the liquidator or, as appropriate, administrator of the Issuer) and, until such time as payment is made, shall hold such amount on trust for the Issuer (or the liquidator or, as appropriate, administrator of the Issuer) and accordingly any such discharge shall be deemed not to have taken place.

Redemption at the Option of the Issuer : If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may, on giving irrevocable notice to the Perpetual Securityholders falling within the Issuer's Redemption Option Period shown on the face of the relevant Perpetual Security, redeem all or, if so provided, some of the Perpetual Securities at their Redemption Amount or integral multiples thereof and on the date or dates so provided. Any such redemption of Perpetual Securities shall be at their Redemption Amount, together with distribution accrued (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) to (but excluding) the date fixed for redemption.

Redemption for Taxation Reasons : If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distribution, Arrears of Distribution and any Additional Distributions Amount) accrued to (but excluding) the date fixed for redemption), if:

(1) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7 of the Perpetual Securities, or increase the payment of such additional amounts, as a result of:

(a) any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or

(b) any change in, or amendment to, the application or official interpretation of any such laws, regulations, rulings or other administrative pronouncements (including a decision of a court of competent jurisdiction),

which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement and such obligation cannot be avoided by the Issuer taking reasonable measures available to it; or



- (2) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that:
- (a) the Perpetual Securities will not be regarded as “debt securities” for the purposes of Section 43H(4) of the ITA and Regulation 2 of the Income Tax (Qualifying Debt Securities) Regulations; or
  - (b) the distributions (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) will not be regarded as interest payable by the Issuer for the purposes of the withholding tax exemption and/or concessionary tax rate on interest for “qualifying debt securities” under the ITA,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Perpetual Securities then due.

Redemption for Accounting Reasons : If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption) if, on such Distribution Payment Date or any time prior to or after that Distribution Payment Date, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council, as amended from time to time (the “**SFRS**”) or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the Issuer (the “**Relevant Accounting Standard**”), the Perpetual Securities will not or will no longer be recorded as “equity” of the Issuer pursuant to the Relevant Accounting Standard.

Redemption for Tax Deductibility : If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders and Trustee (which notice shall

be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption), if:

- (1) the Issuer satisfies the Trustee immediately before giving such notice that, as a result of:
  - (a) any amendment to, or change in, the laws (or any rules or regulations, thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective on or after the Issue Date;
  - (b) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective on or after the Issue Date; or
  - (c) any generally applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the previously generally accepted position which is announced before the Issue Date,

the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) by the Issuer are no longer, or would in the Distribution Period immediately following that Distribution Payment Date no longer, be regarded as sums “payable by way of interest upon any money borrowed” for the purpose of Section 14(1)(a) of the ITA, provided that no such notice of redemption may be given earlier than 90 days prior to such effective date on which the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) would not be regarded as such sums; or

- (2) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) will not be regarded as sums “payable by way of interest upon any money borrowed” for the purpose of Section 14(1)(a) of the ITA.

Redemption in the case of Minimal Outstanding Amount : If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption) if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

Redemption upon Cessation or Suspension of Trading of Shares : If so provided on the face of the relevant Perpetual Security, in the event (1) the shares of the Issuer cease to be traded on the SGX-ST or (2) trading in the shares of the Issuer on the SGX-ST is suspended for more than seven (7) consecutive Exchange Business Days, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable).

For the purposes of this paragraph:

- (1) **“Effective Date”** means (in the case of (1) above) the date of cessation of trading or (in the case of (2) above) the business day immediately following the expiry of the period of seven (7) consecutive Exchange Business Day; and
- (2) **“Exchange Business Day”** means a day on which the SGX-ST is open for securities trading.

Limited right to institute proceedings in relation to Perpetual Securities : The right to institute proceedings for winding-up is limited to circumstances set out in Condition 9(b) of the Perpetual Securities. In the case of any distribution, such distribution will not be due if the Issuer has elected not to pay that distribution in accordance with Condition 4(IV) of the Perpetual Securities.

Proceedings for winding-up : If (1) a final and effective order is made or an effective resolution is passed for the winding-up of the Issuer or (2) the Issuer fails to pay the principal or any distributions (including any Arrears of Distribution and any Additional Distribution Amount) or other amounts payable by it under any of the Perpetual Securities when due and such failure continues for a period of more than seven (7) business days, the Issuer shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d) of the Perpetual Securities, institute proceedings for the winding-up of the Issuer and/or prove in the winding-up of the Issuer and/or claim in the liquidation of the Issuer for such payment.

## TERMS AND CONDITIONS OF THE NOTES

*The following is the text of the terms and conditions which, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, will be endorsed on the Notes in definitive form (if any) issued in exchange for the Global Security(ies) or the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Notes. Unless otherwise stated, all capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes, as the case may be. References in the Conditions to “Notes” are to the Notes of one Series only, not to all Notes that may be issued under the Programme. Details of the relevant Series are being shown on the face of the relevant Notes and in the relevant Pricing Supplement.*

The Notes are constituted by a trust deed dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Trust Deed**”) made between (1) iFAST Corporation Ltd., as issuer (the “**Issuer**”, which expression shall include its successors and permitted assigns), and (2) The Bank of New York Mellon, Singapore Branch, as trustee of the Noteholders (the “**Trustee**”, which expression shall wherever the context so admits include such company and all other persons for the time being the trustee or trustees of the Trust Deed), and (where applicable) the Notes are issued with the benefit of a deed of covenant dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Deed of Covenant**”) relating to the Notes cleared or to be cleared through the CDP System (as defined in the Trust Deed) (“**CDP Notes**”) executed by the Issuer. These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Coupons and Talons referred to below. The Issuer has entered into an agency agreement dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Agency Agreement**”) made between (1) the Issuer, as issuer, (2) The Bank of New York Mellon, Singapore Branch, as issuing and paying agent in respect of CDP Notes (in such capacity, the “**CDP Issuing and Paying Agent**”), transfer agent in respect of CDP Notes (in such capacity, the “**CDP Transfer Agent**”), registrar in respect of CDP Notes (in such capacity, the “**CDP Registrar**”) and (where appointed as contemplated therein) calculation agent in respect of CDP Notes (in such capacity, and together with any other calculation agent in respect of CDP Notes that may be appointed under the Agency Agreement or (as the case may be) the calculation agency agreement made between the Issuer, the Trustee and the relevant calculation agent (the “**Calculation Agency Agreement**”), the “**CDP Calculation Agent**”), (3) The Bank of New York Mellon, London Branch, as issuing and paying agent in respect of Notes that are cleared through a clearing system other than the CDP System (“**Non-CDP Notes**”) (in such capacity, the “**Non-CDP Issuing and Paying Agent**”, and together with the CDP Issuing and Paying Agent and any other paying agents that may be appointed, the “**Paying Agents**”), and (where appointed as contemplated therein) calculation agent in respect of Non-CDP Notes (in such capacity, and together with any other calculation agent that may be appointed in respect of Non-CDP Notes under the Agency Agreement or (as the case may be) the Calculation Agency Agreement, the “**Non-CDP Calculation Agent**” and, together with the CDP Calculation Agent, the “**Calculation Agents**”), (4) The Bank of New York Mellon SA/NV, Dublin Branch, as transfer agent in respect of Non-CDP Notes (in such capacity, the “**Non-CDP Transfer Agent**” and, together with the CDP Transfer Agent and any other transfer agents that may be appointed, the “**Transfer Agents**”), and registrar in respect of Non-CDP Notes (in such capacity, the “**Non-CDP Registrar**”, and together with the CDP Registrar, the “**Registrars**”), and (5) the Trustee, as trustee. The Noteholders and the holders (the “**Couponholders**”) of the coupons (the “**Coupons**”) appertaining to the interest-bearing Notes in bearer form, and where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) are bound by and are deemed to have notice of all of the provisions of the Trust Deed, the Agency Agreement and the Deed of Covenant.

For the purposes of these Conditions, all references to (a) the Issuing and Paying Agent shall, in the case of a Series of CDP Notes, be deemed to be a reference to the CDP Issuing and Paying Agent and, in the case of a Series of Non-CDP Notes, be deemed to be a reference to the Non-CDP Issuing and Paying Agent, (b) the Registrar shall, in the case of a Series of CDP Notes, be deemed to be a reference to the CDP Registrar and, in the case of a Series of Non-CDP Notes, be deemed to be a reference to the Non-CDP Registrar, (c) the Transfer Agent shall, in the case of a Series of CDP Notes, be deemed to be a

reference to the CDP Transfer Agent and, in the case of a Series of Non-CDP Notes, be deemed to be a reference to the Non-CDP Transfer Agent, and (d) the Calculation Agent shall, in the case of a Series of CDP Notes, be deemed to be a reference to the CDP Calculation Agent and, in the case of a Series of Non-CDP Notes, be deemed to be a reference to the Non-CDP Calculation Agent, and (unless the context otherwise requires) all such references shall be construed accordingly.

Copies of the Trust Deed, the Agency Agreement and the Deed of Covenant are available for inspection at the principal office of the Trustee for the time being and at the respective specified offices of the Paying Agents for the time being during usual business hours or may be provided by email to the requesting holder, upon prior written request and satisfactory proof of holdings.

## 1. **FORM, DENOMINATION AND TITLE**

### (a) Form and Denomination

- (i) The Notes of the Series of which this Note forms part (in these Conditions, the “**Notes**”) are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”) in each case in the Denomination Amount shown in the relevant Pricing Supplement. Subject to applicable laws, in the case of Registered Notes, such Notes are in the Denomination Amount shown in the relevant Pricing Supplement, which may include a minimum denomination and higher integral multiples of a smaller amount, in each case, as specified in the applicable Pricing Supplement.
- (ii) This Note is a Fixed Rate Note, a Floating Rate Note, a Variable Rate Note, a Hybrid Note or a Note that does not bear interest (a “**Zero-Coupon Note**”) (depending upon the Interest Basis shown on its face).
- (iii) Bearer Notes are serially numbered and issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero-Coupon Notes in which case references to interest (other than in relation to default interest referred to in Condition 7(h)) in these Conditions are not applicable.
- (iv) Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

### (b) Title

- (i) Subject as set out below, title to the Bearer Notes and the Coupons and, where applicable, the Talons appertaining thereto shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”).
- (ii) Except as ordered by a court of competent jurisdiction or as required by law, the holder of any Note, Coupon or Talon shall be deemed to be and may be treated as the absolute owner of such Note, Coupon or Talon, as the case may be, for the purpose of receiving payment thereof or on account thereof and for all other purposes, whether or not such Note, Coupon or Talon shall be overdue and notwithstanding any notice of ownership, theft, loss or forgery thereof, trust, interest therein or any writing thereon made by anyone, and no person shall be liable for so treating the holder.

For so long as any of the Notes is represented by a Global Security (as defined below) or, as the case may be, a Global Certificate (as defined below) and such Global Security or Global Certificate is held by The Central Depository (Pte) Limited (“**CDP**”), each person who is for the time being shown in the records of CDP as the holder of a particular principal amount of such Notes (in which regard any certificate or other document issued by CDP as to the principal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the CDP Issuing and Paying Agent, the CDP Calculation Agent, the CDP Registrar, the CDP Transfer Agent and, all other agents of the Issuer and the Trustee as the holder of such principal amount



of Notes other than with respect to the payment of principal, premium, interest, redemption, purchase and/or any other amounts in respect of the Notes, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the CDP Issuing and Paying Agent, the CDP Calculation Agent, the CDP Registrar, the CDP Transfer Agent and, all other agents of the Issuer and the Trustee as the holder of such Notes in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions “**Noteholder**” and “**holder of Notes**” and related expressions, where the context requires, shall be construed accordingly). Notes which are represented by the Global Security or, as the case may be, the Global Certificate and held by CDP will be transferable only in accordance with the rules and procedures for the time being of CDP. For so long as any of the Notes is represented by a Global Security or, as the case may be, the Global Certificate and such Global Security or, as the case may be, the Global Certificate is held by CDP, the record date for the purposes of determining entitlements to any payment of principal, interest and any other amounts in respect of the Notes shall, unless otherwise specified by the Issuer, be the date falling five business days prior to the relevant payment date (or such other date as may be prescribed by CDP from time to time).

For so long as any of the Notes is represented by a Global Security or, as the case may be, a Global Certificate and such Global Security or Global Certificate is held by a common depository for Euroclear Bank SA/NV (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream, Luxembourg**”) and/or other clearing system (other than CDP), each person who is for the time being shown in the records of Euroclear, Clearstream, Luxembourg and/or any such other clearing system (other than CDP) as the holder of a particular principal amount of such Notes (in which regard any certificate or other document issued by Euroclear, Clearstream, Luxembourg and/or other clearing system (other than CDP) as to the principal amount of such Notes (as the case may be) standing to the account of any person shall be conclusive and binding for all purposes, save in the case of manifest error) shall be treated by the Issuer, the Non-CDP Issuing and Paying Agent, the Non-CDP Calculation Agent, the Non-CDP Registrar, the Non-CDP Transfer Agent and all other agents of the Issuer and the Trustee as the holder of such principal amount of Notes other than with respect to the payment of principal, premium, interest, redemption, purchase and/or any other amounts in respect of the Notes, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the Non-CDP Issuing and Paying Agent, the Non-CDP Calculation Agent, the Non-CDP Registrar, the Non-CDP Transfer Agent, and all other agents of the Issuer and the Trustee as the holder of such Notes in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions “**Noteholder**” and “**holder of Notes**” and related expressions, where the context requires, shall be construed accordingly). Notes which are represented by a Global Security or, as the case may be, the Global Certificate and held by Euroclear, Clearstream, Luxembourg and/or any other clearing system will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, Luxembourg and/or any other clearing system.

- (iii) In these Conditions, “**Global Security**” means the relevant Temporary Global Security representing each Series or the relevant Permanent Global Security representing each Series, “**Global Certificate**” means the relevant Global Certificate representing each Series that is registered in the name of, or in the name of a nominee of, (1) a common depository for Euroclear and/or Clearstream, Luxembourg, (2) the CDP and/or (3) any other clearing system, “**Noteholder**” means (subject to Condition 1(b)(ii) above) the bearer of any Bearer Note or the person in whose name a Registered Note is registered (as the case may be) and “**holder**” (in relation to a Note, Coupon or Talon) means (subject to Condition 1(b)(ii) above) the bearer of any Bearer Note, Coupon or Talon or the person in whose name a Registered Note is registered (as the case may be), “**Series**” means (A) (in relation to Notes other than Variable Rate Notes) a Tranche, together with any further Tranche or Tranches, which are (1) expressed to be consolidated and forming a single series and (2) identical in all respects (including



as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of interest and (B) (in relation to Variable Rate Notes) Notes which are identical in all respects (including as to listing) except for their respective issue prices and rates of interest and “**Tranche**” means Notes which are identical in all respects (including as to listing).

- (iv) Words and expressions defined in the Trust Deed or used in the applicable Pricing Supplement (as defined in the Trust Deed) shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

## **2. NO EXCHANGE OF NOTES AND TRANSFERS OF REGISTERED NOTES**

### **(a) No Exchange of Notes**

Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Denomination Amount may not be exchanged for Bearer Notes of another Denomination Amount. Bearer Notes may not be exchanged for Registered Notes.

### **(b) Transfer of Registered Notes**

Subject to Conditions 2(e) and 2(f) below, one or more Registered Notes may be transferred (in the authorised denominations set out herein) upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer) duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Registered Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Registered Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Trustee. A copy of the current regulations will be made available by the Registrar, at the expense of the Issuer, to any Noteholder upon request. For the avoidance of doubt, a Registered Note may be registered only in the name of, and transferred only to, a named person or persons. No transfer of a Registered Note will be valid unless and until entered on the Register.

### **(c) Exercise of Options or Partial Redemption or Purchase in Respect of Registered Notes**

In the case of an exercise of an Issuer's or a Noteholder's option in respect of, or a partial redemption or purchase of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or purchased. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

### **(d) Delivery of New Certificates**

Each new Certificate to be issued pursuant to Condition 2(b) or 2(c) shall be available for delivery within seven (7) business days of receipt of the form of transfer or Exercise Notice (as defined in Condition 6(b)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other

Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), "**business day**" means a day, other than a Saturday or Sunday or a gazetted public holiday, on which banks are open for general business in the place of the specified office of the Registrar or the relevant Transfer Agent (as the case may be).

(e) Transfers Free of Charge

Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption (as applicable) shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity and/or security and/or prefunding as the Registrar or the relevant Transfer Agent may require) in respect of tax or charges.

(f) Closed Periods

No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days prior to any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 6(c), (ii) after any such Note has been called for redemption, (iii) during the period of seven (7) days ending on (and including) any Record Date (as defined in Condition 7(b)(ii)), or (iv) after a Cessation or Suspension of Trading Put Notice has been delivered to the Issuer in accordance with Condition 6(g) (*Redemption upon Cessation or Suspension of Trading of Shares*).

### 3. **STATUS**

The Notes and Coupons relating to them constitute direct, unconditional, unsubordinated and (subject to Condition 4(a)) unsecured obligations of the Issuer. The Notes and Coupons relating to them shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.

### 4. **NEGATIVE PLEDGE, FINANCIAL AND OTHER COVENANTS**

(a) The Issuer has covenanted with the Trustee in the Trust Deed that, so long as any of the Notes or the Coupons remain outstanding, the Issuer shall not, and the Issuer shall procure that none of its Principal Subsidiaries (as defined in Condition 10) shall, create or permit to subsist any Security Interest upon the whole or any part of their respective present or future undertakings, assets, property or revenues (including uncalled capital) to secure any Relevant Indebtedness or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, unless at the same time or prior thereto the Notes are accorded:

- (i) the same Security Interest as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity; or
- (ii) such other Security Interest or other arrangement as shall be approved by an Extraordinary Resolution of Noteholders.

For the purposes of this Condition 4(a):

- (1) "**Relevant Indebtedness**" means, any present or future indebtedness which is in the form of, or represented or evidenced by, any bond, note, debenture, loan stock or other securities which is, or is intended to be or capable of being, listed, quoted, dealt in or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market) and having an original tenor of more than one year; and

- (2) “**Security Interest**” means any mortgage, charge, pledge, lien or other form of encumbrance or security.
- (b) The Issuer has covenanted with the Trustee in the Trust Deed that for so long as any of the Notes or the Coupons remain outstanding, it will ensure that the Consolidated Shareholders’ Equity will not at any time be less than S\$200,000,000.

For the purposes of these Conditions:

“**Consolidated Shareholders’ Equity**” means, at any time, the amount (expressed in Singapore Dollars) for the time being, calculated in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS(I)**”), equal to the aggregate of:

- (i) the share capital of the Issuer for the time being issued and paid-up; and
- (ii) the amounts standing to the credit of the capital and revenue reserves (including profit and loss account) of the Group on a consolidated basis,

all as shown in the then latest audited or, as the case may be, unaudited consolidated balance sheet of the Group but after:

- (1) making such adjustments as may be appropriate in respect of any variation in the issued and paid-up share capital and capital and revenue reserves set out in paragraph (ii) above of the Group since the date of the latest audited or, as the case may be, unaudited consolidated balance sheet of the Group;
- (2) excluding any sums set aside for future taxation; and
- (3) deducting:
  - (aa) an amount equal to any distribution by any member of the Group out of profits earned prior to the date of the latest audited or, as the case may be, unaudited consolidated balance sheet of the Group and which have been declared, recommended or made since that date except so far as provided for in such balance sheet and/or paid or due to be paid to members of the Group;
  - (bb) any debit balances on consolidated profit and loss account,

and so that no amount shall be included or excluded more than once.

- (c) The Issuer has covenanted with the Trustee in the Trust Deed that it will not, and will ensure that none of its Principal Subsidiaries will, (whether by a single transaction or a number of related or unrelated transactions and whether at one time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of (whether outright, by a sale-and-repurchase or sale-and-leaseback arrangement, or otherwise) all or substantially all of its assets nor of any part of its assets which, either alone or when aggregated with all other disposals required to be taken into account under this Condition 4(c), is substantial in relation to its assets, or those of itself and its Principal Subsidiaries, taken as a whole or the disposal of which (either alone or when so aggregated) could have a Material Adverse Effect on it. The following disposals shall not be taken into account under this Condition 4(c):
- (i) disposals in the ordinary course of business on arm’s length and on normal commercial terms; and
  - (ii) any disposal approved by the Trustee or by the Noteholders by way of an Extraordinary Resolution.

5. **RATE OF INTEREST**

(I) **INTEREST ON FIXED RATE NOTES**

(a) Interest Rate and Accrual

Each Fixed Rate Note bears interest on its principal amount outstanding from (and including) the Interest Commencement Date (as defined in Condition 5(II)(e)) in respect thereof and as shown on the face of such Note at the rate per annum (expressed as a percentage) equal to the Interest Rate shown on the face of such Note payable in arrear on each Interest Payment Date or Interest Payment Dates shown on the face of such Note in each year and on the Maturity Date shown on the face of such Note if that date does not fall on an Interest Payment Date.

The first payment of interest will be made on the Interest Payment Date next following the Interest Commencement Date (and if the Interest Commencement Date is not an Interest Payment Date, will amount to the Initial Broken Amount shown on the face of such Note), unless the Maturity Date falls before the date on which the first payment of interest would otherwise be due. If the Maturity Date is not an Interest Payment Date, interest from the preceding Interest Payment Date (or from the Interest Commencement Date, as the case may be) to the Maturity Date will amount to the Final Broken Amount shown on the face of the Note.

Interest will cease to accrue on each Fixed Rate Note from (and including) the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount shown on the face of the Note is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the Interest Rate and in the manner provided in this Condition 5(I) to (but excluding) the Relevant Date (as defined in Condition 8(b)).

(b) Calculations

In the case of a Fixed Rate Note, interest in respect of a period of less than one year will be calculated on the Day Count Fraction shown on the face of such Note. The amount of interest payable per Calculation Amount in respect of any Note shall be calculated by multiplying the product of the Interest Rate and the Calculation Amount, by the Day Count Fraction shown on the Note and rounding the resultant figure to the nearest sub-unit of the Relevant Currency.

(II) **INTEREST ON FLOATING RATE NOTES OR VARIABLE RATE NOTES**

(a) Interest Payment Dates

Each Floating Rate Note or Variable Rate Note bears interest on its principal amount outstanding from the Interest Commencement Date in respect thereof and as shown on the face of such Note, and such interest will be payable in arrear on each interest payment date ("**Interest Payment Date**"), unless Payment Delay is specified in the applicable Pricing Supplement for a SORA Note, in which case interest (save for interest in respect of the final Interest Period (as defined below) which will be payable in arrear on the final specified Interest Payment Date) will be payable in arrear on the last business day of the Delay Period as set out in the applicable Pricing Supplement following each Interest Payment Date. Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Interest Period in the relevant Pricing Supplement (the "**Specified Number of Months**") after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date (and which corresponds numerically with such preceding Interest Payment Date or the Interest Commencement Date, as the case may be), provided that the Agreed Yield (as defined in Condition 5(II)(c)(i)) in respect of any Variable Rate Note for any Interest Period relating to that Variable Rate Note shall be payable on the first day of that Interest Period. If any Interest Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day (as defined below),

then if the Business Day Convention specified is (1) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (i) such date shall be brought forward to the immediately preceding business day and (ii) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (2) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (3) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day or (4) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.

Interest will cease to accrue on each Floating Rate Note or Variable Rate Note from (and including) the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the Rate of Interest and in the manner provided in this Condition 5(II) and the Agency Agreement to (but excluding) the Relevant Date.

(b) Rate of Interest - Floating Rate Notes

- (i) Each Floating Rate Note bears interest at a floating rate determined by reference to a Benchmark as stated in the relevant Pricing Supplement, being (in the case of Notes which are denominated in Singapore Dollars) Singapore Overnight Rate Average (“**SORA**”) (in which case such Note will be a SORA Note) or in any other case (or in the case of Notes which are denominated in a currency other than Singapore Dollars) such other Benchmark as is set out in the relevant Pricing Supplement.

Such floating rate may be adjusted by adding or subtracting the Spread (if any) stated in the relevant Pricing Supplement. The “**Spread**” is the percentage rate per annum specified in the relevant Pricing Supplement as being applicable to the rate of interest for such Note. The rate of interest so calculated shall be subject to Condition 5(V)(a) below.

The rate of interest payable in respect of a Floating Rate Note from time to time is referred to in these Conditions as the “**Rate of Interest**”.

- (ii) The Rate of Interest payable from time to time in respect of each Floating Rate Note will be determined by the Calculation Agent on the basis of the following provisions:
- (1) in the case of Floating Rate Notes which are specified in the applicable Pricing Supplement as being SORA Notes, the Rate of Interest for each Interest Period will, subject as provided below, be equal to the relevant SORA Benchmark (as defined below) plus or minus the Spread.

The “**SORA Benchmark**” will be determined based on Compounded Daily SORA or Compounded Index SORA, as follows:

- (A) If Compounded Daily SORA is specified in the applicable Pricing Supplement, the SORA Benchmark for each Interest Period shall be determined based on Compounded Daily SORA which shall be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the relevant Interest Determination Date in accordance with one of the formulas referenced below depending upon which Observation Method is specified in the applicable Pricing Supplement:

- (aa) where Lockout is specified as the Observation Method in the applicable Pricing Supplement:

**“Compounded Daily SORA”** means, with respect to an Interest Period, the rate of return of a daily compound interest investment during such Interest Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

**“d”** is the number of calendar days in the relevant Interest Period;

**“d<sub>o</sub>”**, for any Interest Period, is the number of Singapore Business Days in the relevant Interest Period;

**“i”**, for the relevant Interest Period, is a series of whole numbers from one to d<sub>o</sub>, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Period to the last Singapore Business Day in such Interest Period;

**“Interest Determination Date”** means the Singapore Business Day immediately following the Rate Cut-Off Date, unless otherwise specified in the relevant Pricing Supplement;

**“n<sub>i</sub>”**, for any Singapore Business Day “i”, is the number of calendar days from (and including) such Singapore Business Day “i” up to (but excluding) the following Singapore Business Day;

**“p”** means five Singapore Business Days (or such other number of Singapore Business Days specified in the relevant Pricing Supplement as agreed between the Issuer and the Calculation Agent);

**“Rate Cut-Off Date”** means, with respect to a Rate of Interest and Interest Period, the date falling “p” Singapore Business Days prior to the Interest Payment Date in respect of the relevant Interest Period (or the date falling “p” Singapore Business Days prior to such earlier date, if any, on which the SORA Notes become due and payable);

**“Singapore Business Day”** or **“SBD”** means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

**“SORA”** means, in respect of any Singapore Business Day “i”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor



website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “*i*”;

“**SORA<sub>i</sub>**” means, in respect of any Singapore Business Day “*i*” falling in the relevant Interest Period:

- (I) if such Singapore Business Day is a SORA Reset Date, the reference rate equal to SORA in respect of that Singapore Business Day; and
- (II) if such Singapore Business Day is not a SORA Reset Date (being a Singapore Business Day falling in the Suspension Period), the reference rate equal to SORA in respect of the first Singapore Business Day falling in the Suspension Period (the “**Suspension Period SORA<sub>i</sub>**”) (such first day of the Suspension Period coinciding with the Rate Cut-Off Date). For the avoidance of doubt, the Suspension Period SORA<sub>i</sub> shall apply to each day falling in the relevant Suspension Period;

“**SORA Reset Date**” means, in relation to any Interest Period, each Singapore Business Day during such Interest Period, other than any Singapore Business Day falling in the Suspension Period corresponding with such Interest Period; and

“**Suspension Period**” means, in relation to any Interest Period, the period from (and including) the date falling “*p*” Singapore Business Days prior to the Interest Payment Date in respect of the relevant Interest Period or such other date specified in the applicable Pricing Supplement (such Singapore Business Day coinciding with the Rate Cut-Off Date) to (but excluding) the Interest Payment Date of such Interest Period.

- (bb) where Lookback is specified as the Observation Method in the applicable Pricing Supplement:

“**Compounded Daily SORA**” means, with respect to an Interest Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Interest Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_{i-x.SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Interest Period;

“ **$d_e$** ”, for any Interest Period, is the number of Singapore Business Days in the relevant Interest Period;

“ **$i$** ”, for the relevant Interest Period, is a series of whole numbers from one to  $d_e$ , each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Period to the last Singapore Business Day in such Interest Period;

“**Interest Determination Date**” means, with respect to a Rate of Interest and Interest Period, the date falling one Singapore Business Day after the end of each Observation Period, unless otherwise specified in the relevant Pricing Supplement;

“ **$n_i$** ”, for any Singapore Business Day “ **$i$** ”, is the number of calendar days from (and including) such Singapore Business Day “ **$i$** ” up to (but excluding) the following Singapore Business Day;

“**Observation Period**” means, for the relevant Interest Period, the period from, and including, the date falling “ **$p$** ” Singapore Business Days prior to the first day of such Interest Period (and the first Interest Period shall begin on and include the Interest Commencement Date) and to, but excluding, the date falling “ **$p$** ” Singapore Business Days prior to the Interest Payment Date at the end of such Interest Period (or the date falling “ **$p$** ” Singapore Business Days prior to such earlier date, if any, on which the SORA Notes become due and payable);

“ **$p$** ” means five Singapore Business Days (or such other number of Singapore Business Days specified in the relevant Pricing Supplement, as agreed between the Issuer and the Calculation Agent);

“**Singapore Business Day**” or “**SBD**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “ **$i$** ”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “ **$i$** ”; and

“ **$SORA_{i-x\text{ SBD}}$** ” means, in respect of any Singapore Business Day “ **$i$** ” falling in the relevant Interest Period, the reference rate equal to SORA in respect of the Singapore Business Day falling “ **$p$** ” Singapore Business Days prior to the relevant Singapore Business Day “ **$i$** ”.

- (cc) where Backward Shifted Observation Period is specified as the Observation Method in the applicable Pricing Supplement:

**“Compounded Daily SORA”** means, with respect to an Interest Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Interest Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

**“*d*”** is the number of calendar days in the relevant Observation Period;

**“*d<sub>o</sub>*”**, for any Interest Period, is the number of Singapore Business Days in the relevant Observation Period;

**“*i*”**, for the relevant Interest Period, is a series of whole numbers from one to *d<sub>o</sub>*, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Observation Period to the last Singapore Business Day in such Observation Period;

**“Interest Determination Date”** means, with respect to a Rate of Interest and Interest Period, the date falling one Singapore Business Day after the end of each Observation Period, unless otherwise specified in the relevant Pricing Supplement;

**“*n<sub>i</sub>*”**, for any Singapore Business Day “*i*”, is the number of calendar days from (and including) such Singapore Business Day “*i*” up to (but excluding) the following Singapore Business Day;

**“Observation Period”** means, for the relevant Interest Period, the period from, and including, the date falling “*p*” Singapore Business Days prior to the first day of such Interest Period (and the first Interest Period shall begin on and include the Interest Commencement Date) and to, but excluding, the date falling “*p*” Singapore Business Days prior to the Interest Payment Date at the end of such Interest Period (or the date falling “*p*” Singapore Business Days prior to such earlier date, if any, on which the SORA Notes become due and payable);

**“*p*”** means five Singapore Business Days (or such other number of Singapore Business Days specified in the relevant Pricing Supplement as agreed between the Issuer and the Calculation Agent);

**“Singapore Business Day”** or **“SBD”** means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

**“SORA”** means, in respect of any Singapore Business Day “*i*”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the **“Relevant Screen Page”**) on the Singapore Business Day immediately following such Singapore Business Day “*i*”, and

**“SORA<sub>*i*</sub>”** means, in respect of any Singapore Business Day “*i*” falling in the relevant Observation Period, the reference rate equal to SORA in respect of that Singapore Business Day.

- (dd) where Payment Delay is specified as the Observation Method in the applicable Pricing Supplement:

**“Compounded Daily SORA”** means, with respect to an Interest Period, the rate of return of a daily compound interest investment during such Interest Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[ \prod_{i=1}^{d_0} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

**“*d*”** is the number of calendar days in the relevant Interest Period;

**“*d*<sub>0</sub>”**, for any Interest Period, is the number of Singapore Business Days in the relevant Interest Period;

**“*i*”**, for the relevant Interest Period, is a series of whole numbers from one to *d*<sub>0</sub>, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Period to the last Singapore Business Day in such Interest Period;

**“Interest Determination Date”** means, with respect to a Rate of Interest and Interest Period, the date falling one Singapore Business Day after the end of each Interest Period provided that the Interest Determination Date with respect to the final Interest Period will be the date falling one Singapore Business Day after the Rate Cut-Off Date;

“ $n_i$ ”, for any Singapore Business Day “ $i$ ”, is the number of calendar days from and including such Singapore Business Day “ $i$ ” up to but excluding the following Singapore Business Day;

“**Rate Cut-Off Date**” means the date that is five Singapore Business Days (or such number of Singapore Business Days as specified in the applicable Pricing Supplement) prior to the Maturity Date or the relevant redemption date, as applicable;

“**Singapore Business Day**” or “**SBD**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “ $i$ ”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <http://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “ $i$ ”; and

“**SORA<sub>i</sub>**” means, in respect of any Singapore Business Day “ $i$ ” falling in the relevant Interest Period, the reference rate equal to SORA in respect of that Singapore Business Day.

For the purposes of calculating Compounded Daily SORA with respect to the final Interest Period ending on the Maturity Date or the redemption date, the level of SORA for each Singapore Business Day in the period from (and including) the Rate Cut-Off Date to (but excluding) the Maturity Date or the relevant redemption date, as applicable, shall be the level of SORA in respect of such Rate Cut-Off Date.

*For the avoidance of doubt, the formula for the calculation of Compounded Daily SORA only compounds SORA in respect of any Singapore Business Day. SORA applied to a day that is not a Singapore Business Day will be taken by applying SORA for the previous Singapore Business Day but without compounding.*

- (B) If Compounded Index SORA (“**Compound Index SORA**”) is specified in the applicable Pricing Supplement, the SORA Benchmark for each Interest Period shall be determined based on the Compounded Index SORA which shall be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the relevant Interest Determination Date as follows:

$$\left( \frac{SORA Index_{end}}{SORA Index_{start}} - 1 \right) \times \frac{365}{d}$$

and the resulting percentage being rounded if necessary to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards, where:

“ $d$ ” means the number of calendar days from (and including) the SORA Index<sub>start</sub> to (but excluding) the SORA Index<sub>end</sub>;

**“Singapore Business Day”** or **“SBD”** means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

**“SORA Index”** means, in relation to any Singapore Business Day, the SORA Index as published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) at the SORA Index Determination Time, *provided that* if the SORA Index does not so appear at the SORA Index Determination Time, then:

- (i) if a Benchmark Event has not occurred, the “Compounded Index SORA” shall be calculated on any Interest Determination Date with respect to an Interest Period, in accordance with the Compounded Daily SORA formula described above in Condition 5(II)(b)(ii)(1)(A) (cc), and the Observation Period shall be calculated with reference to the number of Singapore Business Days preceding the first date of the relevant Interest Period that is used in the definition of SORA Index<sub>start</sub> as specified in the applicable Pricing Supplement; or
- (ii) if a Benchmark Event has occurred, the provisions set forth in Condition 5(VI) shall apply;

**“SORA Index<sub>end</sub>”** means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the last date of the relevant Interest Period; and

**“SORA Index<sub>start</sub>”** means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Interest Period; and

**“SORA Index Determination Time”** means, in relation to any Singapore Business Day, approximately 3:00 p.m. (Singapore time) on such Singapore Business Day.

- (C) Subject to Condition 5(VI), if, by 5:00 p.m., Singapore time, on the Singapore Business Day immediately following such Singapore Business Day “i”, SORA in respect of such Singapore Business Day “i” has not been published and a Benchmark Event for SORA has not occurred, then SORA for that Singapore Business Day “i” will be SORA as published in respect of the first preceding Singapore Business Day for which SORA was published.
- (D) In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement), subject to Condition 5(VI), the Rate of Interest shall be:
  - (aa) that determined as at the last preceding Interest Determination Date or, as the case may be, Rate Cut-Off Date (though substituting, where a different Spread (if any) or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Spread or Maximum Rate of Interest



or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Period in place of the Spread or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period); or

- (bb) if there is no such preceding Interest Determination Date or, as the case may be, Rate Cut-Off Date, the initial Rate of Interest which would have been applicable to such Series of SORA Notes for the first Interest Period had the SORA Notes been in issue for a period equal in duration to the scheduled first Interest Period but ending on (and excluding) the Interest Commencement Date (but applying the Spread or Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Period (if any)).
  - (E) If the relevant Series of SORA Notes become due and payable in accordance with Condition 10, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such SORA Notes became due and payable (with corresponding adjustments being deemed to be made to the applicable SORA Benchmark formula) and the Rate of Interest on such SORA Notes shall, for so long as any such SORA Note remains outstanding, be that determined on such date;
- (2) in the case of Floating Rate Notes which are not SORA Notes or which are denominated in a currency other than Singapore Dollars, the Calculation Agent will determine the Rate of Interest in respect of any Interest Period at or about the Relevant Time on the Interest Determination Date in respect of such Interest Period as follows:
- (A) if the Primary Source (as defined below) for the Floating Rate Notes is a Screen Page (as defined below), subject as provided below, the Rate of Interest in respect of such Interest Period shall be:
    - (aa) the Relevant Rate (as defined below) (where such Relevant Rate on such Screen Page is a composite quotation or is customarily supplied by one entity); or
    - (bb) the arithmetic mean of the Relevant Rates of the persons whose Relevant Rates appear on that Screen Page, in each case appearing on such Screen Page at the Relevant Time on the Interest Determination Date,and as adjusted by the Spread (if any);
  - (B) if the Primary Source for the Floating Rate Notes is Reference Banks or if paragraph (b)(ii)(2)(A)(aa) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Interest Determination Date or if paragraph (b)(ii)(2)(A)(bb) applies and fewer than two Relevant Rates appear on the Screen Page at the Relevant Time on the Interest Determination Date, subject as provided below, the Rate of Interest shall be the rate per annum which the Calculation Agent determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the Relevant Rates that each of the Reference Banks is quoting to leading banks in the Relevant Financial Centre (as defined below) at the Relevant Time on the Interest Determination Date and notified by the Issuer (or an independent adviser appointed by it) to the Calculation Agent, as adjusted by the Spread (if any);

- (C) if paragraph (b)(ii)(2)(B) applies and fewer than two Reference Banks are so quoting Relevant Rates, the Rate of Interest shall be the Rate of Interest determined on the previous Interest Determination Date; and
  - (D) if the Calculation Agent is unable to determine the Rate of Interest for an Interest Period in accordance with paragraphs (b)(ii)(2)(A) to (b)(ii)(2)(C) above, the Rate of Interest for such Interest Period shall be the Rate of Interest in effect for the last preceding Interest Period to which paragraphs (b)(ii)(2)(A), (b)(ii)(2)(B) or (b)(ii)(2)(C) above shall have applied.
- (iii) On the last day of each Interest Period, (except as otherwise specified in the applicable Pricing Supplement) the Issuer will pay interest on each Floating Rate Note to which such Interest Period relates at the Rate of Interest for such Interest Period.
  - (iv) For the avoidance of doubt, in the event that the Rate of Interest as determined in accordance with the foregoing in relation to any Interest Period is less than zero (subject to any applicable Minimum Rate of Interest), the Rate of Interest in relation to such Interest Period shall be equal to zero.
- (c) Rate of Interest - Variable Rate Notes
- (i) Each Variable Rate Note bears interest at a variable rate determined in accordance with the provisions of this paragraph (c). The interest payable in respect of a Variable Rate Note on the first day of an Interest Period relating to that Variable Rate Note is referred to in these Conditions as the “**Agreed Yield**” and the rate of interest payable in respect of a Variable Rate Note on the last day of an Interest Period relating to that Variable Rate Note is referred to in these Conditions as the “**Rate of Interest**”.
  - (ii) The Agreed Yield or, as the case may be, the Rate of Interest payable from time to time in respect of each Variable Rate Note for each Interest Period shall, subject as referred to in paragraph (c)(iv) below, be determined as follows:
    - (1) not earlier than 9.00 a.m. (Singapore time) on the ninth business day nor later than 3.00 p.m. (Singapore time) (or such other period as the issuer and the Relevant Dealer (as defined below) may agree) on the third business day prior to the commencement of each Interest Period, the Issuer and the Relevant Dealer shall endeavour to agree on the following:
      - (A) whether interest in respect of such Variable Rate Note is to be paid on the first day or the last day of such Interest Period;
      - (B) if interest in respect of such Variable Rate Note is agreed between the Issuer and the Relevant Dealer to be paid on the first day of such Interest Period, an Agreed Yield in respect of such Variable Rate Note for such Interest Period (and, in the event of the Issuer and the Relevant Dealer so agreeing on such Agreed Yield, the Rate of Interest for such Variable Rate Note for such Interest Period shall be zero); and
      - (C) if interest in respect of such Variable Rate Note is agreed between the Issuer and the Relevant Dealer to be paid on the last day of such Interest Period, a Rate of Interest in respect of such Variable Rate Note for such Interest Period (an “**Agreed Rate**”) and, in the event of the Issuer and the Relevant Dealer so agreeing on an Agreed Rate, such Agreed Rate shall be the Rate of Interest for such Variable Rate Note for such Interest Period; and

- (2) if the Issuer and the Relevant Dealer shall not have agreed either an Agreed Yield or an Agreed Rate in respect of such Variable Rate Note for such Interest Period by 3.00 p.m. (Singapore time) on the third business day prior to the commencement of such Interest Period, or if there shall be no Relevant Dealer during the period for agreement referred to in (1) above, the Rate of Interest for such Variable Rate Note for such Interest Period shall automatically be the rate per annum equal to the Fall Back Rate (as defined below) for such Interest Period.
- (iii) The Issuer has undertaken in the Agency Agreement that it will as soon as possible after the Agreed Yield or, as the case may be, the Agreed Rate in respect of any Variable Rate Note is determined but not later than 10.30 a.m. (Singapore time) (or such other time as the Issuer and the Relevant Dealer may agree) on the next following business day notify the Issuing and Paying Agent and the Calculation Agent of the Agreed Yield or, as the case may be, the Agreed Rate for such Variable Rate Note for such Interest Period.

In addition, the Issuer will cause such Agreed Yield or, as the case may be, Agreed Rate for such Variable Rate Note to be notified by the Issuing and Paying Agent to the relevant Noteholder at its request.

- (iv) For the purposes of sub-paragraph (ii) above, the Rate of Interest for each Interest Period for which there is neither an Agreed Yield nor Agreed Rate in respect of any Variable Rate Note or no Relevant Dealer in respect of the Variable Rate Note(s) shall be the rate (the "**Fall Back Rate**") determined by reference to a Benchmark as stated on the face of such Variable Rate Note(s), being (in the case of Variable Rate Notes which are denominated in Singapore Dollars) SORA (in which case such Variable Rate Note(s) will be SORA Note(s)) or (in any other case or in the case of Variable Rate Notes which are denominated in a currency other than Singapore Dollars) such other Benchmark as is set out on the face of such Variable Rate Note(s).

Such rate may be adjusted by adding or subtracting the Spread (if any) stated on the face of such Variable Rate Note. The "**Spread**" is the percentage rate per annum specified on the face of such Variable Rate Note as being applicable to the rate of interest for such Variable Rate Note.

The rate of interest so calculated shall be subject to Condition 5(V)(a).

The Fall Back Rate payable from time to time in respect of each Variable Rate Note will be determined by the Calculation Agent in accordance with the provisions of Condition 5(II)(b)(ii) (*mutatis mutandis*) and references therein to "**Rate of Interest**" shall mean "**Fall Back Rate**".

- (v) If interest is payable in respect of a Variable Rate Note on the first day of an Interest Period relating to such Variable Rate Note, the Issuer will pay the Agreed Yield applicable to such Variable Rate Note for such Interest Period on the first day of such Interest Period. If interest is payable in respect of a Variable Rate Note on the last day of an Interest Period relating to such Variable Rate Note, the Issuer will pay the Interest Amount for such Variable Rate Note for such Interest Period on the last day of such Interest Period.
- (vi) For the avoidance of doubt, in the event that the Rate of Interest as determined in accordance with the foregoing in relation to any Interest Period is less than zero (subject to any applicable Minimum Rate of Interest), the Rate of Interest in relation to such Interest Period shall be equal to zero.

(d) Minimum/Maximum Rate of Interest

If the applicable Pricing Supplement specifies a Minimum Rate of Interest and/or a Maximum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with Condition 5(II)(b) or Condition 5(II) (c) above is less than such Minimum Rate of Interest, or more than such Maximum Rate of Interest, as the case may be, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest, or such Maximum Rate of Interest. Unless otherwise stated in the applicable Pricing Supplement, the Minimum Rate of Interest shall be deemed to be zero per cent.

(e) Definitions

As used in these Conditions, unless the context requires:

**“Benchmark”** means the rate specified as such in the applicable Pricing Supplement;

**“business day”** means, in respect of each Note:

- (i) a day (other than a Saturday, Sunday or gazetted public holiday) on which Euroclear, Clearstream, Luxembourg and CDP, as applicable, are operating;
- (ii) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in the country in which the Issuing and Paying Agent’s specified office is situated; and
- (iii) (if payment is to be made on that day) (A) (in the case of Notes denominated in Singapore Dollars) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore, (B) (in the case of Notes denominated in euros) a day (other than a Saturday, Sunday or gazetted public holiday) on which the TARGET System is open for settlement in euros, and (C) (in the case of Notes denominated in a currency other than Singapore Dollars and euros) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore and in the principal financial centre for that currency;

**“Calculation Amount”** means the amount specified as such on the face of any Note, or if no such amount is so specified, the Denomination Amount of such Note as shown on the face thereof;

**“Day Count Fraction”** means, in respect of the calculation of an amount of interest in accordance with Condition 5:

- (i) if “Actual/Actual (ISDA)” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (i) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (ii) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);
- (ii) if “Actual/360” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period in respect of which payment is being made divided by 360;
- (iii) if “Actual/365 (Fixed)” is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period in respect of which payment is being made divided by 365; and

- (iv) if “30/360” is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

“**Y1**” is the year, expressed as a number, in which the first day of the Interest Period falls;

“**Y2**” is the year, expressed as a number, in which the day immediately following the last day included in the Interest Period falls;

“**M1**” is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

“**M2**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Interest Period falls;

“**D1**” is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D1 will be 30; and

“**D2**” is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

“**euro**” means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time;

“**Interest Period**” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date;

“**Interest Commencement Date**” means the Issue Date or such other date as may be specified as the Interest Commencement Date on the face of such Note;

“**Interest Determination Date**” means, in respect of any Interest Period, the date falling that number of business days prior thereto as is set out in the applicable Pricing Supplement or on the face of the relevant Note;

“**Issue Date**” means the date specified as such in the applicable Pricing Supplement;

“**Primary Source**” means (i) the Screen Page specified as such in the applicable Pricing Supplement and (in the case of any Screen Page provided by any information service other than the Bloomberg agency or the Reuters Monitor Money Rates Service (“**Reuters**”)) notified to the Calculation Agent by the Issuer or (ii) the Reference Banks, as the case may be;

“**Reference Banks**” means the institutions specified as such in the applicable Pricing Supplement or, if none, three major banks selected by the Issuer (or an independent adviser appointed by it) in the interbank market that is most closely connected with the Benchmark;

“**Relevant Currency**” means the currency in which the Notes are denominated;

**“Relevant Dealer”** means, in respect of any Variable Rate Note, the Dealer party to the Programme Agreement specified in the Pricing Supplement with whom the Issuer has concluded or is negotiating an agreement for the issue of such Variable Rate Note pursuant to the Programme Agreement;

**“Relevant Financial Centre”** means, in the case of interest to be determined on an Interest Determination Date with respect to any Floating Rate Note or Variable Rate Note, the financial centre with which the relevant Benchmark is most closely connected or, if none is so connected, Singapore;

**“Relevant Rate”** means the Benchmark for a Calculation Amount of the Relevant Currency for a period (if applicable or appropriate to the Benchmark) equal to the relevant Interest Period;

**“Relevant Time”** means, with respect to any Interest Determination Date, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the Relevant Currency in the interbank market in the Relevant Financial Centre;

**“Screen Page”** means such page, section, caption, column or other part of a particular information service (including, but not limited to, the Bloomberg agency and Reuters) as may be specified in the applicable Pricing Supplement for the purpose of providing the Benchmark, or such other page, section, caption, column or other part as may replace it on that information service or on such other information service, in each case as may be nominated by the person or organisation providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Benchmark; and

**“TARGET System”** means the Trans-European Automated Real Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

### (III) INTEREST ON HYBRID NOTES

#### (a) Interest Rate and Accrual

Each Hybrid Note bears interest on its principal amount outstanding from the Interest Commencement Date in respect thereof and as shown on the face of such Note.

#### (b) Fixed Rate Period

(i) In respect of the Fixed Rate Period shown on the face of such Note, each Hybrid Note bears interest on its principal amount outstanding from the first day of the Fixed Rate Period at the rate per annum (expressed as a percentage) equal to the Interest Rate shown on the face of such Note payable in arrear on each Interest Payment Date or Interest Payment Dates shown on the face of the Note in each year and on the last day of the Fixed Rate Period if that date does not fall on an Interest Payment Date.

(ii) The first payment of interest will be made on the Interest Payment Date next following the first day of the Fixed Rate Period (and if the first day of the Fixed Rate Period is not an Interest Payment Date, will amount to the Initial Broken Amount shown on the face of such Note), unless the last day of the Fixed Rate Period falls before the date on which the first payment of interest would otherwise be due. If the last day of the Fixed Rate Period is not an Interest Payment Date, interest from the preceding Interest Payment Date (or from the first day of the Fixed Rate Period, as the case may be) to the last day of the Fixed Rate Period will amount to the Final Broken Amount shown on the face of the Note.



- (iii) Where the due date of redemption of any Hybrid Note falls within the Fixed Rate Period, interest will cease to accrue on the Note from (and including) the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of principal (or the Redemption Amount, as the case may be) is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the Interest Rate and in the manner provided in this Condition 5(III) to (but excluding) the Relevant Date.
  - (iv) In the case of a Hybrid Note, interest in respect of a period of less than one year will be calculated on the Day Count Fraction shown on the face of the Notes during the Fixed Rate Period.
- (c) Floating Rate Period
- (i) In respect of the Floating Rate Period shown on the face of such Note, each Hybrid Note bears interest on its principal amount outstanding from the first day of the Floating Rate Period, and such interest will be payable in arrear on each interest payment date ("**Interest Payment Date**"), unless Payment Delay is specified in the applicable Pricing Supplement for a SORA Note, in which case interest (save for interest in respect of the final Interest Period which will be payable in arrear on the final Interest Payment Date) will be payable in arrear on the last business day of the Delay Period as set out in the applicable Pricing Supplement following each Interest Payment Date. Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Interest Period in the relevant Pricing Supplement (the "**Specified Number of Months**") after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the first day of the Floating Rate Period (and which corresponds numerically with such preceding Interest Payment Date or the first day of the Floating Rate Period, as the case may be). If any Interest Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day, then if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (1) such date shall be brought forward to the immediately preceding business day and (2) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.
  - (ii) In this Condition 5(III), the period beginning on (and including) the first day of the Floating Rate Period and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date is herein called an "**Interest Period**".
  - (iii) Where the due date of redemption of any Hybrid Note falls within the Floating Rate Period, interest will cease to accrue on the Note from (and including) the due date for redemption thereof unless, upon due presentation thereof, payment of principal (or Redemption Amount, as the case may be) is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the Rate of Interest and in the manner provided in this Condition 5(III) and the Agency Agreement to (but excluding) the Relevant Date.

- (iv) The provisions of Condition 5(II)(b) shall apply to each Hybrid Note during the Floating Rate Period as though references therein to Floating Rate Notes are references to Hybrid Notes.

**(IV) ZERO-COUPON NOTES**

Where a Note the Interest Basis of which is specified on its face to be Zero-Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note (determined in accordance with Condition 6(i)). As from the Maturity Date, the rate of interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as determined in accordance with Condition 6(i)).

**(V) CALCULATIONS IN RESPECT OF FLOATING RATE NOTES, VARIABLE RATE NOTES AND HYBRID NOTES**

(a) Determination of Rate of Interest and Calculation of Interest Amounts

The Calculation Agent will, as soon as practicable after the Relevant Time on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such Rate of Interest and calculate the amount of interest payable (the “**Interest Amounts**”) in respect of each Calculation Amount of the relevant Floating Rate Notes, Variable Rate Notes or (where applicable) Hybrid Notes for the relevant Interest Period, calculate the Redemption Amount or Early Redemption Amount or make such determination or calculation, as the case may be. The amount of interest payable per Calculation Amount in respect of any Note shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount, by the Day Count Fraction shown on the face of the Note and rounding the resultant figure to the nearest sub-unit of the Relevant Currency. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders.

(b) Notification

The Calculation Agent will cause the Rate of Interest and the Interest Amounts for each Interest Period and the relevant Interest Payment Date to be notified to the Issuing and Paying Agent, the Trustee, and the Issuer as soon as practicable after their determination but in no event later than the fourth business day thereafter. In the case of Variable Rate Notes and Floating Rate Notes, the Issuer will also cause the Rate of Interest and the Interest Amounts for each Interest Period and the relevant Interest Payment Date to be notified to Noteholders in accordance with Condition 16 as soon as possible after notification by the Calculation Agent. The Interest Amounts and the Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period by reason of any Interest Payment Date not being a business day. If the Floating Rate Notes, Variable Rate Notes or, as the case may be, Hybrid Notes become due and payable under Condition 10, the Rate of Interest and Interest Amounts payable in respect of the Floating Rate Notes, Variable Rate Notes or, as the case may be, Hybrid Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest and Interest Amounts need to be made unless the Trustee requires otherwise.

(c) Failure to Determine or Calculate Rate of Interest

If the Calculation Agent does not at any material time determine or calculate the Rate of Interest for an Interest Period or any Interest Amount, it shall promptly notify the Trustee, the Issuing and Paying Agent and the Issuer of this failure and the Issuer shall promptly appoint an alternative Calculation Agent. In doing so, the alternative Calculation Agent shall apply the foregoing provisions of this Condition 5, with any necessary consequential amendments, to the extent that, in its sole opinion, it can do so, and, in all other respects, it shall do so in such manner as it shall in its sole opinion deem fair and reasonable in all

the circumstances. If the Issuer fails to so appoint, the Notes will, for the relevant Interest Period, bear interest at the rate in effect for the last preceding Interest Period and the Issuing and Paying Agent will determine the relevant Interest Amount, though substituting, where a different Spread or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Spread or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the relevant Pricing Supplement) relating to the relevant Interest Period shall be substituted in place of the Spread or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period.

(d) Calculation Agent and Reference Banks

The Issuer will procure that, so long as any Floating Rate Note, Variable Rate Note or Hybrid Note, in each case, that is not a SORA Note remains outstanding, there shall at all times be three Reference Banks (or such other number as may be required) and, if provision is made for them hereon and so long as any Floating Rate Note, Variable Rate Note, Hybrid Note or Zero-Coupon Note remains outstanding, there shall at all times be a Calculation Agent. If any Reference Bank or Calculation Agent (acting through its relevant office) is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for any Interest Period or to calculate the Interest Amounts or Redemption Amount or Early Redemption Amount, the Issuer will appoint another bank with an office in the Relevant Financial Centre to act as such in its place. The Calculation Agent may not resign from its duties without a successor having been appointed as aforesaid.

**(VI) BENCHMARK DISCONTINUATION AND REPLACEMENT**

(a) Independent Adviser

Notwithstanding the provisions above in this Condition 5, if a Benchmark Event occurs in relation to an Original Reference Rate prior to the relevant Interest Determination Date when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine the Benchmark Replacement (in accordance with Condition 5(VI)(b)) and an Adjustment Spread, if any (in accordance with Condition 5(VI)(c)), and any Benchmark Amendments (in accordance with Condition 5(VI)(d)) by the relevant Interest Determination Date.

An Independent Adviser appointed pursuant to this Condition 5(VI) as an expert shall act in good faith and in a commercially reasonable manner and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Issuing and Paying Agent, the Noteholders or the Couponholders for any determination made by it or for any advice given to the Issuer in connection with any determination made by the Issuer, pursuant to this Condition 5(VI).

If the Issuer is unable to appoint an Independent Adviser after using its reasonable endeavours, or the Independent Adviser appointed by it fails to determine the Benchmark Replacement by 10 business days prior to the relevant Interest Determination Date, the Issuer (acting in good faith and in a commercially reasonable manner) may, on the 10<sup>th</sup> business day prior to the relevant Interest Determination Date determine the Benchmark Replacement (in accordance with Condition 5(VI)(b)) and an Adjustment Spread, if any (in accordance with Condition 5(VI)(c)), and any Benchmark Amendments (in accordance with Condition 5(VI)(d)).

If the Issuer is unable to or does not determine the Benchmark Replacement by 10 business days prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest which would have been applicable to the Series of Notes for the first Interest Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Period but ending on (and excluding) the Interest Commencement Date. Where a different Spread

or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Spread or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Period shall be substituted in place of the Spread or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Period only and any subsequent Interest Periods are subject to the subsequent operation of, and to adjustments as provided in, the first paragraph of this Condition 5(VI)(a).

(b) Benchmark Replacement

The Benchmark Replacement determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) shall (subject to adjustments as provided in Condition 5(VI)(c)) subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 5(VI)).

(c) Adjustment Spread

If the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines (i) that an Adjustment Spread is required to be applied to the Benchmark Replacement and (ii) the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Benchmark Replacement.

(d) Benchmark Amendments

If the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines (i) that Benchmark Amendments are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread and (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 5(VI)(e), without any requirement for the consent or approval of Noteholders, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent of a certificate signed by the relevant authorised signatory(ies) of the Issuer pursuant to Condition 5(VI)(e), the Trustee, the Issuing and Paying Agent and (if applicable) the Calculation Agent shall (at the expense and direction of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed or agreement supplemental to or amending the Trust Deed, the Agency Agreement and these Conditions), provided that the Trustee, the Issuing and Paying Agent and (if applicable) the Calculation Agent shall not be obliged so to concur if in its opinion doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee, the Issuing and Paying Agent or the Calculation Agent (as the case may be) in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement in any way.

For the avoidance of doubt, the Trustee and the Agents, and (if applicable) the Calculation Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 5(VI). Noteholders' consent shall not be required in connection with effecting the Benchmark Replacement or such other changes, including for the execution of any documents or other steps by the Trustee, the Calculation Agent, the Issuing and Paying Agents, the Registrars or the Transfer Agents or the other agents (if required).

In connection with any such variation in accordance with this Condition 5(VI)(d), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

(e) Notices, etc.

Any Benchmark Replacement, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 5(VI) will be notified promptly and in any event no later than 10 business days prior to the applicable Interest Determination Date in writing, by the Issuer to the Trustee, the Issuing and Paying Agent, the Calculation Agent and, in accordance with Condition 16, the Noteholders and the Couponholders. Such notice shall be irrevocable and shall specify the effective date for such Benchmark Replacement, any related Adjustment Spread and of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Trustee of the same, the Issuer shall deliver to the Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent a certificate addressed to the Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent signed by the relevant authorised signatory(ies) of the Issuer:

- (i) confirming (1) that a Benchmark Event has occurred, (2) the Benchmark Replacement, (3) where applicable, any Adjustment Spread and/or the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 5(VI); and
- (ii) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread.

The Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. Further, none of the Trustee, the Issuing and Paying Agent or the Calculation Agent shall be responsible or liable for any determinations or certifications made by the Issuer or the Independent Adviser with respect to the Benchmark Replacement or any other changes and shall be entitled to rely conclusively on such certifications provided to each of them in this regard.

The Benchmark Replacement and the Adjustment Spread (if any) and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Benchmark Replacement and the Adjustment Spread (if any) and the Benchmark Amendments (if any) and without prejudice to the Trustee's, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent's and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Issuing and Paying Agent and the Noteholders and the Couponholders.

(f) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Conditions 5(VI)(a), 5(VI)(b), 5(VI)(c) and 5(VI)(d), the Original Reference Rate and the fallback provisions provided for in Condition 5(II)(b) will continue to apply unless and until the Trustee, the Issuing and Paying Agent and the Calculation Agent have been notified of the Benchmark Replacement and any applicable Adjustment Spread and Benchmark Amendments, in accordance with Condition 5(VI)(e).



(g) Definitions:

As used in this Condition 5(VI):

**“Adjustment Spread”** means either a spread (which may be positive or negative or zero), or the formula or methodology for calculating a spread, in either case, which the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines is required to be applied to the Benchmark Replacement to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Noteholders and Couponholders as a result of the replacement of the Original Reference Rate with the Benchmark Replacement and is the spread, formula or methodology which:

- (i) is formally recommended in relation to the replacement of the Original Reference Rate with the applicable Benchmark Replacement by any Relevant Nominating Body;
- (ii) if the applicable Benchmark Replacement is the ISDA Fallback Rate, is the ISDA Fallback Adjustment; or
- (iii) is determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) having given due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the Original Reference Rate; or with the applicable Benchmark Replacement for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest accrual period and in the same currency as the Notes;

**“Alternative Rate”** means an alternative benchmark or screen rate which the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines in accordance with Condition 5(VI)(b)) has replaced the Original Reference Rate for the Corresponding Tenor in customary market usage in the international or if applicable, domestic debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest period and in the same currency as the Notes (including, but not limited to applicable government bonds);

**“Benchmark Amendments”** means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of “Interest Period”, timing and frequency of determining rates and making payments of interest, changes to the definition of “Corresponding Tenor” solely when such tenor is longer than the Interest Period, any other amendments to these Conditions, the Trust Deed and/or the Agency Agreement, and other administrative matters) that the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines that adoption of any portion of such market practice is not administratively feasible or if the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines that no market practice for use of such Benchmark Replacement exists, in such other manner as the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) determines is reasonably necessary);

**“Benchmark Event”** means the occurrence of one or more of the following events:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Singapore Business Days or ceasing to exist; or



- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or will, by a specified date within the following six months, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specified date within the following six months, be permanently or indefinitely discontinued; or
- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been prohibited from being used or that its use has been subject to restrictions or adverse consequences, or that it will be prohibited from being used or that its use will be subject to restrictions or adverse consequences, in each case, within the following six months; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is no longer representative or will, by a specified date within the following six months, be deemed to be no longer representative; or
- (vi) it has become unlawful for the Issuing and Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate,

provided that the Benchmark Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition or restriction of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed to no longer be) representative and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement.

**“Benchmark Replacement”** means the Interpolated Benchmark, provided that if the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) cannot determine the Interpolated Benchmark by the relevant Interest Determination Date, then **“Benchmark Replacement”** means the first alternative set forth in the order below that can be determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be):

- (i) Identified SORA;
- (ii) the Successor Rate;
- (iii) the ISDA Fallback Rate; and
- (iv) the Alternative Rate;

**“Corresponding Tenor”** with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Original Reference Rate;

**“Identified SORA”** means the forward-looking term rate for the applicable Corresponding Tenor based on SORA that has been (i) selected or recommended by the Relevant Nominating Body, or (ii) determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 5(VI)(a)) (as the case may be) having given due consideration to any industry-accepted market practice for the relevant Singapore dollar denominated notes;

**“Independent Adviser”** means an independent financial institution of good repute or an independent financial adviser with appropriate expertise or experience in the local or international debt capital markets appointed by and at the expense of the Issuer under Condition 5(VI)(a);

**“Interpolated Benchmark”** with respect to the Original Reference Rate means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Original Reference Rate for the longest period (for which the Original Reference Rate is available) that is shorter than the Corresponding Tenor and (2) the Original Reference Rate for the shortest period (for which the Original Reference Rate is available) that is longer than the Corresponding Tenor;

**“ISDA Definitions”** means the 2006 ISDA Definitions (as amended and updated as at the date of issue of the first Tranche of the Notes of the relevant Series (as specified in the relevant Pricing Supplement) as published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or (if specified in the relevant Pricing Supplement) the 2021 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as may be updated, amended or supplemented from time to time or any successor definitional booklet for interest rate derivatives published from time to time;

**“ISDA Fallback Adjustment”** means the spread adjustment (which may be positive or negative value or zero) that would apply for derivative transactions referencing the Original Reference Rate in the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor;

**“ISDA Fallback Rate”** means the rate that would apply for derivatives transactions referencing the Original Reference Rate in the ISDA Definitions to be effective upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

**“Original Reference Rate”** means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes as specified in the relevant Pricing Supplement, provided that if a Benchmark Event has occurred with respect to the then-current Original Reference Rate, then **“Original Reference Rate”** means the applicable Benchmark Replacement;

**“Relevant Nominating Body”** means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored or endorsed by, chaired or co-chaired by or constituted at the request of (1) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (2) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (3) a group of the aforementioned central banks or other supervisory authorities or (4) the Financial Stability Board or any part thereof; and

**“Successor Rate”** means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body as the replacement for the Original Reference Rate for the applicable Corresponding Tenor.

## 6. **REDEMPTION AND PURCHASE**

### (a) Redemption at Maturity Date

Unless previously redeemed or purchased and cancelled as provided below, each Note will be redeemed at its Redemption Amount on the Maturity Date shown on its face (if the Note is shown on its face to be a Fixed Rate Note, Hybrid Note (during the Fixed Rate Period) or Zero-Coupon Note) or on the Interest Payment Date falling in the Redemption Month shown on its face (if this Note is shown on its face to be a Floating Rate Note, Variable Rate Note or Hybrid Note (during the Floating Rate Period)).

So long as the Notes are listed on any Stock Exchange, the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any redemption of such Notes.

For the purposes of these Conditions:

**“Stock Exchange”** means, the SGX-ST and/or any other stock exchange on which any Securities are, or are intended to be, listed from time to time and which is for the time being approved for the purposes of the Trust Deed by the Trustee.

### (b) Redemption at the Option of Noteholders

If so provided on the face of such Notes, the Issuer shall, at the option of the holder of any Note, redeem such Note on the date or dates so provided at its Redemption Amount, together with interest accrued to (but excluding) the date fixed for redemption. To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other Paying Agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any other Transfer Agent at its specified office, together with a duly completed option exercise notice (**“Exercise Notice”**) in the form obtainable from the Issuing and Paying Agent, any other Paying Agent, the Registrar or the other Transfer Agent or the Issuer (as applicable) within the Noteholder’s Redemption Option Period shown on the face of such Note. Any Note or Certificate so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

### (c) Redemption at the Option of the Issuer

If so provided on the face of such Notes, the Issuer may, on giving irrevocable notice to the Noteholders falling within the Issuer’s Redemption Option Period shown on the face of such Notes, redeem all or, if so provided, some of the Notes at their Redemption Amount or integral multiples thereof, and on the date or dates so provided. Any such redemption of Notes shall be at their Redemption Amount, together with interest accrued to (but excluding) the date fixed for redemption.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 6(c).

In the case of a partial redemption of the Notes, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes, shall specify the principal amount of Registered Notes drawn and the holder(s) of such Registered Notes to be redeemed, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws. So long as the Notes are listed on any Stock Exchange, the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of redemption of such Notes.

(d) Purchase at the Option of the Issuer

If so provided on the face of such Notes, the Issuer shall have the option to purchase all or any of the Fixed Rate Notes, Floating Rate Notes, Variable Rate Notes or Hybrid Notes at their Redemption Amount on any date on which interest is due to be paid on such Notes and the Noteholders shall be bound to sell such Notes to the Issuer accordingly. To exercise such option, the Issuer shall give irrevocable notice to the Noteholders within the Issuer's Purchase Option Period shown on the face of such Notes. Such Notes may be held, resold or surrendered to the Issuing and Paying Agent or, as the case may be, the Registrar for cancellation. The Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

In the case of a purchase of some only of the Notes, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes, shall specify the principal amount of Registered Notes drawn and the holder(s) of such Registered Notes to be purchased, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws. So long as the Notes are listed on any Stock Exchange, the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of purchase of such Notes.

(e) Purchase at the Option of Noteholders

(i) Each Noteholder shall have the option to have all or any of his Variable Rate Notes purchased by the Issuer at their Redemption Amount on any Interest Payment Date and the Issuer will purchase such Variable Rate Notes accordingly. To exercise such option, a Noteholder shall deposit (in the case of Bearer Notes) such Variable Rate Notes to be purchased (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent and any other Paying Agent at its specified office or (in the case of Registered Notes) the Certificate representing such Variable Rate Note(s) to be purchased with the Registrar or any other Transfer Agent at its specified office, together with a duly completed option exercise notice in the form obtainable from the Issuing and Paying Agent and any other Paying Agent, the Registrar or any other Transfer Agent (as applicable) within the Noteholders' VRN Purchase Option Period shown on the face of such Notes. Any Variable Rate Notes or Certificates representing such Variable Rate Notes so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer. Such Variable Rate Notes may be held, resold or surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Variable Rate Note (together with all unmatured Coupons and unexchanged Talons) to the Issuing and Paying Agent and in the case of Registered Notes, by surrendering the Certificate representing such Variable Rate Note to the Registrar. The Variable Rate Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

(ii) If so provided on the face of such Notes, each Noteholder shall have the option to have all or any of his Fixed Rate Notes, Floating Rate Notes or Hybrid Notes purchased by the Issuer at their Redemption Amount on any date on which interest is due to be paid on such Notes and the Issuer will purchase such Notes accordingly. To exercise such option, a Noteholder shall deposit (in the case of Bearer Notes) such Note to be purchased (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other Paying Agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) to be purchased with the Registrar or any other Transfer Agent at its specified office, together with a duly completed option exercise notice in the form obtainable from the Issuing and Paying Agent, any other Paying Agent, the Registrar or any other Transfer Agent (as applicable) within the Noteholders' Purchase Option Period shown on the

face of such Notes. Any Notes or Certificates so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer. Such Notes may be held, resold or surrendered for cancellation, in the case of Bearer Notes, by surrendering such Note (together with all unmatured Coupons and unexchanged Talons) to the Issuing and Paying Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar. The Notes so purchased, while held by or on behalf of the Issuer and/or any of its related corporations, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

(f) Redemption for Taxation Reasons

If so provided on the face of such Notes, the Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date or, if so specified on the face of the Note, at any time on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Redemption Amount or (in the case of Zero-Coupon Notes) Early Redemption Amount (as determined in accordance with Condition 6(i)) (together with interest accrued to (but excluding) the date fixed for redemption), if (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 8, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the relevant Pricing Supplement and (ii) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Trustee and the Issuing and Paying Agent a certificate signed by the relevant authorised signatory(ies) of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal, tax or any professional advisers of recognised standing (whether it is addressed to the Trustee or the Issuing and Paying Agent or neither of them) to the effect that the Issuer has or is likely to become obliged to pay such additional amounts as a result of such change, amendment, interpretation or pronouncement. The Trustee and the Issuing and Paying Agent shall be entitled to accept such certificate and opinion as sufficient evidence (whether it is addressed to the Trustee or the Issuing and Paying Agent or neither of them) of the satisfaction of the conditions precedent to the right of the Issuer so to redeem has occurred, in which event it shall be conclusive and binding on the Noteholders.

(g) Redemption upon Cessation or Suspension of Trading of the Shares

(i) In the event that (1) the shares of the Issuer cease to be traded on the SGX-ST or (2) trading in the shares of the Issuer on the SGX-ST is suspended for more than seven (7) consecutive Exchange Business Days (as defined below) (each, a "**Trading Disruption Event**"), the holder of any Notes shall have the right, at the option of such holder, to require the Issuer to redeem all (or some only) of such holder's Notes at its Redemption Amount together with interest accrued to (but excluding) the date fixed for redemption on any date on which interest is due to be paid on such Notes or, if earlier, the date falling 60 days after the Effective Date (as defined below). To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent, or any other Paying Agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice (a "**Cessation or Suspension of Trading Put Notice**") in the form obtainable from the Issuing and Paying Agent, any other Paying Agent, the Registrar, any Transfer Agent or the Issuer



(as applicable) no later than 45 days after the Effective Date. Any Note or Certificate so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

Upon expiry of any such notice as is referred to in this Condition 6(g), the Issuer shall be bound to redeem the relevant Notes in accordance with this Condition 6(g).

For the purposes of this Condition 6(g):

- (a) “**Effective Date**” means (in the case of (1) above) the date of cessation of trading or (in the case of (2) above) the business day immediately following the expiry of the period of seven (7) consecutive Exchange Business Days; and
  - (b) “**Exchange Business Day**” means a day on which the SGX-ST is open for securities trading.
- (ii) The Issuer shall give notice to the Noteholders in accordance with Condition 16 as soon as possible but in any event not later than 10 days following the occurrence of the Trading Disruption Event, which notice shall specify:
- (A) the date on which the cessation or, as the case may be, suspension, of trading of the shares of the Issuer commenced;
  - (B) the date by which the Exercise Notice must be given;
  - (C) the date on which and the method by which the Redemption Amount will be paid;
  - (D) the names and specified offices of the Issuing and Paying Agent, any other Paying Agent, the Registrar and the Transfer Agent (as applicable);
  - (E) the procedure for exercise by Noteholders of their right to require redemption of the Notes pursuant to this Condition 6(g); and
  - (F) such other information as the Trustee may reasonably require.
- (h) Purchases

The Issuer and/or any of its related corporations may at any time purchase Notes at any price (provided that they are purchased together with all unmatured Coupons and unexchanged Talons relating to them) in the open market or otherwise, provided that in any such case such purchase or purchases is in compliance with all relevant laws, regulations and directives. The Notes so purchased, while held by or on behalf of the Issuer and/or any of its related corporations shall not (unless and until ceasing to be so held) entitle the holder to vote at any meetings of the Noteholders and shall not (unless and until ceasing to be so held) be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

Notes so purchased, while held by on behalf of the Issuer and/or any of its subsidiaries may be surrendered by the purchaser to, in the case of Bearer Notes, the Issuing and Paying Agent and, in the case of Registered Notes, the Registrar for cancellation or may at the option of the Issuer or, as the case may be, the relevant subsidiary be held or resold.

For the purposes of these Conditions, “**directive**” includes any present or future directive, regulation, request, requirement, rule or credit restraint programme of any relevant agency, authority, central bank department, government, legislative, minister, ministry, official public or statutory corporation, self-regulating organisation, or stock exchange.



(i) Early Redemption of Zero-Coupon Notes

- (i) The Early Redemption Amount payable in respect of any Zero-Coupon Note, the Early Redemption Amount of which is not linked to an index and/or formula, upon redemption of such Note pursuant to Condition 6(f) or upon it becoming due and payable as provided in Condition 10, shall be the Amortised Face Amount (calculated as provided below) of such Note unless otherwise specified on the face of such Note.
- (ii) Subject to the provisions of Condition 6(i)(iii), the Amortised Face Amount of any such Note shall be the scheduled Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown on the face of such Note, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (iii) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(f) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in Condition 6(i)(ii), except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this Condition 6(i)(iii) will continue to be made (as well after as before judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Redemption Amount of such Note on the Maturity Date together with any interest which may accrue in accordance with Condition 5(IV).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown on the face of the Note.

(j) Cancellation

All Notes purchased by or on behalf of the Issuer and/or any of its subsidiaries may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Coupons and all unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar and, in each case, if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled promptly (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes or Certificates so surrendered for cancellation may not be reissued or resold.

(k) Notices of redemption

If there is more than one notice of redemption or put option notice given in respect of any Note, the notice given first in time shall prevail and in the event of two notices being given on the same date, the first to be given shall prevail.

## **7. PAYMENTS**

(a) Principal and Interest in respect of Bearer Notes

Payments of principal (which shall include the Redemption Amount and the Early Redemption Amount) and interest in respect of Bearer Notes will, subject as mentioned below, be made against presentation and surrender of the relevant Notes or Coupons, as the case may be, at the specified office of any Paying Agent by transfer to an account maintained by the holder in that currency with a bank in the principal financial centre for that currency.

(b) Principal and Interest in respect of Registered Notes

- (i) Payments of principal in respect of Registered Notes will, subject as mentioned below, be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in Condition 7(b)(ii). Interest on Registered Notes shall be paid to the person shown as the holder thereof on the Register at the close of business on the fifteenth day before the due date for payment thereof (the "**Record Date**"). Payments of interest on each Registered Note shall be made by transfer to an account maintained by the holder in that currency with, a bank in the principal financial centre for that currency.
- (ii) In respect of Registered Notes cleared through Euroclear and/or Clearstream, Luxembourg, all payments in respect of Registered Notes represented by Global Securities or, as the case may be, Global Certificates will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the date for payment (where "**Clearing System Business Day**" means Monday to Friday inclusive except 25 December and 1 January).

(c) Payments subject to law etc.

All payments are subject in all cases to (i) any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 8, and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law, regulation or directive implementing an intergovernmental approach thereto, but without prejudice to the provisions of Condition 8. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

(d) Appointment of Agents

The Issuing and Paying Agent, the Calculation Agent, the Transfer Agent and the Registrar initially appointed by the Issuer and their respective specified offices are listed below. The Issuer reserves the right at any time to vary or terminate the appointment of any of the Agents in accordance with the terms of the Agency Agreement and to appoint additional or other Agents, provided that it will at all times maintain (i) an Issuing and Paying Agent having a specified office in Singapore, (ii) a Transfer Agent in relation to the Registered Notes, having a specified office in Singapore, (iii) a Registrar in relation to Registered Notes, having a specified office in Singapore and (iv) an Calculation Agent where the Conditions so require.

Notice of any such change or any change of any specified office will promptly be given to the Noteholders in accordance with Condition 16.

The Agency Agreement may be amended by the Issuer, the Trustee and the Agents without the consent of any Noteholder or Couponholder, for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained therein of a formal, minor or technical nature, to correct a manifest error or to comply with mandatory provisions of Singapore law or which is required by Euroclear and/or Clearstream, Luxembourg, the CDP and/or any other clearing system in which the Notes may be held or in any manner which the Issuer, the Trustee and the Agents may mutually deem necessary or desirable and which is not, in the opinion of the Issuer and the Trustee, materially prejudicial to the interests of the Noteholders and Couponholders.

Any such modification shall be binding on the Noteholders and the Couponholders and, unless the Trustee otherwise agrees in writing, the Issuer shall cause such modification to be notified to the Noteholders and the Couponholders as soon as practicable thereafter in accordance with Condition 16.

(e) Unmatured Coupons and Unexchanged Talons

- (i) Bearer Notes which comprise Fixed Rate Notes and Hybrid Notes should be surrendered for payment together with all unmaturing Coupons and unexchanged Talons (if any) relating to such Notes (and, in the case of Hybrid Notes, relating to interest payable during the Fixed Rate Period), failing which an amount equal to the face value of each missing unmaturing Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmaturing Coupon which the sum of principal so paid bears to the total principal due) will be deducted from the Redemption Amount due for payment. Any amount so deducted will be paid in the manner mentioned above against surrender of such missing Coupon within the prescription period relating thereto under Condition 9 from the Relevant Date for the payment of such principal.
- (ii) Subject to the provisions of the relevant Pricing Supplement upon the due date for redemption of any Bearer Note comprising a Floating Rate Note, Variable Rate Note or Hybrid Note, unmaturing Coupons relating to such Note (and, in the case of Hybrid Notes, relating to interest payable during the Floating Rate Period) (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Where any Bearer Note comprising a Floating Rate Note, Variable Rate Note or Hybrid Note is presented for redemption without all unmaturing Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it (and, in the case of the Hybrid Note, relating to interest payable during the Floating Rate Period), redemption shall be made only against the provision of such indemnity as the Issuer may require.
- (v) If the due date for redemption or repayment of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate.

(f) Talons

On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).

(g) Non-business days

Subject as provided in the relevant Pricing Supplement and/or in these Conditions, if any date for the payment in respect of any Note or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day and shall not be entitled to any further interest or other payment in respect of any such delay.

(h) Default Interest

If on or after the due date for payment of any sum in respect of the Notes or, as the case may be, the Coupons, payment of all or any part of such sum is not made against due presentation of the Notes or, as the case may be, the Coupons, the Issuer shall pay interest on the amount so unpaid from such due date up to the day of actual receipt by the relevant Noteholders or, as the case may be, Couponholders (as well after as before judgment) at a rate per annum determined by the Issuing and Paying Agent to be equal to two per cent. per annum above (in the case of a Fixed Rate Note or a Hybrid Note during the Fixed Rate Period) the Interest Rate applicable to such Note, (in the case of a Floating Rate Note or a Hybrid Note during the Floating Rate Period) the Rate of Interest applicable to such

Note or (in the case of a Variable Rate Note) the variable rate by which the Agreed Yield applicable to such Note is determined or, as the case may be, the Rate of Interest applicable to such Note, or in the case of a Zero-Coupon Note, as provided for in the relevant Pricing Supplement. So long as the default continues then such rate shall be re-calculated on the same basis at intervals of such duration as the Issuing and Paying Agent may select, save that the amount of unpaid interest at the above rate accruing during the preceding such period shall be added to the amount in respect of which the Issuer is in default and itself bear interest accordingly. Interest at the rate(s) determined in accordance with this paragraph shall be calculated on the Day Count Fraction shown on the face of the Note and the actual number of days elapsed, shall accrue on a daily basis and shall be immediately due and payable by the Issuer.

## 8. **TAXATION**

### (a) Payment after Withholding

All payments in respect of the Notes and Coupons by or on behalf of the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed, levied, collected, withheld or assessed by or on behalf of Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, except that no such additional amounts shall be payable in respect of any Note or Coupon presented (or in respect of which the Certificate representing it is presented) for payment:

- (i) by or on behalf of a holder who is subject to such Taxes by reason of being connected with Singapore otherwise than by reason only of the holding of such Note or Coupon or the receipt of any sums due in respect of such Note or Coupon (including, without limitation, the holder being a resident of, or a permanent establishment in, Singapore);
- (ii) more than 30 days after the Relevant Date except to the extent that the holder thereof would have been entitled to such additional amounts on presenting the same for payment on the last day of such period of 30 days; or
- (iii) by or on behalf of a holder who would be able to lawfully avoid (but has not so avoided) such withholding or deduction by making a declaration or any other statement including, but not limited to, a declaration of residence or non-residence, but fails to do so.

### (b) Interpretation

As used in these Conditions, "**Relevant Date**" in respect of any Note or Coupon means the date on which payment in respect thereof first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date falling seven days after that on which notice is duly given to the Noteholders in accordance with Condition 16 that, upon further presentation of the Note (or relative Certificate) or Coupon being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon presentation, and references to "**principal**" shall be deemed to include any premium payable in respect of the Notes, all Redemption Amounts, Early Redemption Amounts and all other amounts in the nature of principal payable pursuant to Condition 6, "**interest**" shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 and any reference to "**principal**" and/or "**premium**" and/or "**Redemption Amounts**" and/or "**interest**" and/or "**Early Redemption Amounts**" shall be deemed to include any additional amounts which may be payable under these Conditions.

**9. PRESCRIPTION**

Claims against the Issuer for payment in respect of the Notes and Coupons (which for this purpose, shall not include Talons) shall be prescribed and become void unless made within five (5) years from the appropriate Relevant Date for payment.

**10. EVENTS OF DEFAULT**

If any of the following events ("**Events of Default**") occurs, the Trustee at its discretion may (but is not obliged to), and if so requested in writing by the holders of at least 25 per cent. in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall, in each case, subject to it being indemnified and/or secured and/or pre-funded to its satisfaction, give notice to the Issuer that the Notes are immediately repayable, whereupon the Redemption Amount of such Notes or (in the case of Zero-Coupon Notes) the Early Redemption Amount of such Notes together with accrued interest to the date of payment shall immediately become due and payable:

- (a) the Issuer does not pay any sum payable by it under any of the Notes within seven (7) business days of its due date;
- (b) the Issuer does not perform or comply with any one or more of its obligations (other than the payment obligation referred to in Condition 10(a)) under any of the Transaction Documents (as defined in the Trust Deed) or any of the Notes and if the default is capable of remedy, it is not remedied within 30 days after the date on which the notice is given by the Trustee to the Issuer requiring the same to be remedied;
- (c) any representation or warranty made by the Issuer in the Transaction Documents or any of the Notes or in any document delivered under the Transaction Documents or any of the Notes is not complied with in any respect or is or proves to have been incorrect in any respect when made or deemed repeated and if the event resulting in such non-compliance or incorrectness is capable of remedy, it is not remedied within 30 days after the date on which the notice is given by the Trustee to the Issuer requiring the same to be remedied;
- (d) (i) any indebtedness of the Issuer or any of its Principal Subsidiaries in respect of borrowed moneys is or is declared to be or is capable of being rendered due and payable prior to its stated maturity by reason of any actual or potential default, event of default or any analogous event (however described), or is not paid when due or, as a result of any actual or potential default, event of default or any analogous event (however described) any facility relating to any such indebtedness is or is declared to be or is capable of being cancelled or terminated before its normal expiry date or any person otherwise entitled to use any such facility is not so entitled; or  
(ii) the Issuer or any of the Principal Subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised,

provided that no Event of Default will occur under this Condition 10(d) unless and until the aggregate amount of the indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this Condition 10(d) has/have occurred equals or exceeds S\$10,000,000 (or its equivalent in other currency or currencies);

- (e) the Issuer or any of the Principal Subsidiaries ceases or threatens to cease to carry on all or a material part of its business or (except as permitted by, and in accordance with, Clause 8.3 of the Trust Deed) disposes or threatens to dispose of the whole or any material part of its property or assets;
- (f) any meeting is convened or any petition or originating summons is presented or any order is made or any resolution is passed or any other procedure or proceeding is taken for the winding-up or dissolution of the Issuer or any of the Principal Subsidiaries (save and except (1) where any petition or originating summons of a frivolous or vexatious nature is contested, dismissed, struck out, stayed or withdrawn within 30 days from the date the



petition or originating summon is served on and (2) (in the case of a Principal Subsidiary only) for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (i) which does not involve insolvency and would not have a Material Adverse Effect (as defined in the Trust Deed), or (ii) on terms approved by an Extraordinary Resolution of the Noteholders before such order is made or such resolution is passed) or any step, corporate action or legal proceeding is taken by any person with a view to the winding-up or dissolution of the Issuer or any of the Principal Subsidiaries or for the appointment of a liquidator (including a provisional liquidator), receiver, manager, judicial manager, trustee, administrator, agent or similar officer (in each case, including any provisional, interim or temporary officer or appointee) of the Issuer or any of the Principal Subsidiaries or over the whole or any material part of the property or assets of the Issuer or any of the Principal Subsidiaries;

- (g) the Issuer or any of the Principal Subsidiaries is (or is, or could be, deemed by law or a court to be) insolvent or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or any material part of (or of a particular type of) its indebtedness, begins negotiations or takes any other step with a view to the deferral, rescheduling or other readjustment of all or any material part of (or of a particular type of) its indebtedness (or of any material part which it will otherwise be unable to pay when due), applies for a moratorium in respect of or affecting all or any part of its indebtedness or proposes or makes a general assignment or an arrangement or scheme or composition with or for the benefit of creditors (or any class of them) or a moratorium is agreed, effected, declared or otherwise arises in respect of or affecting all or any material part of (or of a particular type of) the indebtedness or property of the Issuer or any of the Principal Subsidiaries;
- (h) a distress, attachment, execution or other legal process is levied, enforced or sued out on or against all or a material part of the property, assets or revenues of the Issuer or any of the Principal Subsidiaries and is not discharged or stayed within 30 days;
- (i) any security on or over the whole or any material part of the property or assets of the Issuer or any of the Principal Subsidiaries becomes enforceable;
- (j) any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or any material part of the assets of the Issuer or any of the Principal Subsidiaries and such event is likely to lead to a Material Adverse Effect;
- (k) any action, condition or thing (including the obtaining of any necessary consent) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer lawfully to enter into, exercise its rights and perform and comply with its obligations under each of the Transaction Documents and the Notes, (ii) to ensure that those obligations are valid, legally binding and enforceable, (iii) to ensure that those obligations rank and will at all times rank in accordance with Condition 3 or (iv) to make the Transaction Documents and the Notes admissible in evidence in the courts of Singapore is not taken, fulfilled or done, or any such consent ceases to be in full force and effect without modification or any condition in or relating to any such consent is not complied with (unless that consent or condition is no longer required or applicable);
- (l) it is or will become unlawful for the Issuer to perform or comply with any one or more of its payment or other material obligations under the Notes or any Transaction Document to which the Issuer is a party;
- (m) if any Transaction Document to which it is a party or the Notes ceases or is claimed by the Issuer to cease at any time and for any reason to constitute legal and valid obligations of the Issuer, binding upon it in accordance with its terms;



- (n) any litigation, arbitration or administrative proceeding is current or pending against the Issuer or any of the Principal Subsidiaries (other than those of a frivolous or vexatious nature or being contested in good faith by appropriate proceedings and, in each case, discharged within 30 days of its commencement) (1) to restrain the entry into, exercise of any of the rights and/or the performance or enforcement of or compliance with any of the obligations of the Issuer under the Transaction Documents to which it is a party or any of the Notes or (2) which could have a material adverse effect on the Group taken as a whole;
- (o) any event occurs which, under the laws of any relevant jurisdiction, has an analogous or equivalent effect to any of the events referred to in Conditions 10(e), (f), (g), (h), (i) or (j); or
- (p) the Issuer or any of the Principal Subsidiaries is declared by the Minister of Finance to be a declared company under the provisions of Part 9 of the Companies Act (as defined in the Trust Deed).

In these Conditions:

**“subsidiary”** has the meaning ascribed to it in Section 5 of the Companies Act 1967 of Singapore.

**“Principal Subsidiary”** means, at any particular time, any subsidiary of the Issuer whose total assets, as shown by the accounts of such subsidiary (consolidated in the case of a subsidiary which itself has subsidiaries), based upon which the latest audited consolidated accounts of the Group have been prepared, is at least 20 per cent. of the total assets of the Group as shown by such audited consolidated accounts,

provided that if any such subsidiary (the **“transferor”**) shall at any time transfer the whole or a substantial part of its business, undertaking or assets to another subsidiary of the Issuer (the **“transferee”**) then:

- (I) if the whole of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall thereupon cease to be a Principal Subsidiary and the transferee (unless it is the Issuer) shall thereupon become a Principal Subsidiary; and
- (II) if a substantial part of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall remain a Principal Subsidiary and the transferee (unless it is the Issuer) shall thereupon become a Principal Subsidiary.

Any subsidiary which becomes a Principal Subsidiary by virtue of (I) above or which remains or becomes a Principal Subsidiary by virtue of (II) above shall continue to be a Principal Subsidiary until the earlier of the date of issue of (x) the first audited consolidated accounts of the Group prepared as of a date later than the date of the relevant transfer which show the total assets as shown by the accounts of such subsidiary (consolidated (if any) in the case of a subsidiary which itself has subsidiaries), based upon which such audited consolidated accounts have been prepared, to be less than 20 per cent. of the total assets of the Group, as shown by such audited consolidated accounts, or (y) a report by the Auditors (as defined in the Trust Deed) as described below dated on or after the date of the relevant transfer which shows the total assets of such subsidiary to be less than 20 per cent. of the total assets of the Group. A report by the Auditors, who shall also be responsible for producing any pro-forma accounts required for the above purposes, that in their opinion a subsidiary is or is not a Principal Subsidiary shall, in the absence of manifest error, be conclusive.

## 11. **ENFORCEMENT**

At any time after an Event of Default has occurred and is continuing but not waived or after the Notes shall have become immediately due and payable, the Trustee may, but shall not be obliged to and without further notice to the Issuer or the Noteholders or Couponholders, institute such proceedings against the Issuer as it may think fit to enforce repayment of the Notes, together with accrued interest and/or to enforce the provisions of the Transaction Documents, but it shall not be bound to take any such steps (including, without limitation, giving notice that the Notes are due and payable in accordance with Condition 10) to enforce the performance by the Issuer of any

of the provisions of the Transaction Documents or of the Notes or the Coupons unless (a) it shall have been so requested in writing by the holders of not less than 25 per cent. in principal amount of the Notes outstanding or so directed by an Extraordinary Resolution and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction against all action, proceedings, claims, demands and liabilities to which it may thereby become liable and all costs, charges, damages and expenses which may be incurred by it in connection therewith. No Noteholder or Couponholder shall be entitled to proceed directly against the Issuer to enforce the performance of any of the provisions of the Transaction Documents, the Notes or the Coupons unless the Trustee, having become bound to do so, fails or neglects to do so within a reasonable period and such failure or neglect is continuing.

## **12. MEETING OF NOTEHOLDERS AND MODIFICATIONS**

- (a) The Trust Deed contains provisions for convening meetings of Noteholders of a Series to consider any matter affecting their interests, including modification by Extraordinary Resolution of the Notes of such Series (including these Conditions insofar as the same may apply to such Notes) or any of the provisions of the Trust Deed.
- (b) The Trustee or the Issuer at any time may, and the Trustee upon the request in writing by Noteholders holding not less than 10 per cent. in principal amount of the Notes of any Series for the time being outstanding and after being indemnified and/or secured and/or pre-funded to its satisfaction against all costs and expenses shall, convene a meeting of the Noteholders of that Series. An Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders of the relevant Series, whether present or not and on all relevant Couponholders, except that any Extraordinary Resolution proposed, *inter alia*, (i) to amend the dates of maturity or redemption of the Notes or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the principal amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates of interest or the basis for calculating any amount of interest in respect of the Notes, (iv) to vary the currency or currencies of payment or denomination of the Notes, (v) to take any steps that as specified on the face of the Note may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply, (vi) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution or (vii) to vary any method of, or basis for, calculating the Redemption Amount or the Early Redemption Amount including the method of, or basis for, calculation of the Amortised Face Amount, will only be binding if passed at a meeting of the Noteholders of the relevant Series (or at any adjournment thereof) at which a special quorum (provided for in the Trust Deed) is present.
- (c) The Trustee may agree, without the consent of the Noteholders or Couponholders, to any modification (subject to certain exceptions mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of these Conditions or any of the provisions of the Trust Deed or any other Transaction Document, or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such, which in any such case is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders or may agree, without any such consent as aforesaid, to any modification, waiver or authorisation which, in its opinion, is of a formal, minor or technical nature or to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear and/or Clearstream, Luxembourg and/or CDP and/or any other clearing system in which the Notes may be held. Any such modification, waiver or authorisation shall be binding on the Noteholders and the Couponholders and, unless the Trustee otherwise agrees in writing, the Issuer shall cause such modification to be notified to the Noteholders as soon as practicable thereafter in accordance with Condition 16.

- (d) In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation determination or substitution), the Trustee shall have regard to the general interests of the Noteholders as a class but shall not have regard to any interests arising from circumstances particular to individual Noteholders or Couponholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Noteholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Noteholder or Couponholder be entitled to claim, from the Issuer, the Trustee or any other person any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders or Couponholders.
- (e) These Conditions may be amended, modified, or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.
- (f) For the purpose of ascertaining the right to attend and vote and determination of a quorum at any meeting of the Noteholders convened for the purpose of and in relation to Conditions 10, 11 and 12 and Clauses 9.1(b) and 26 of and Schedule 11 to the Trust Deed, those Notes (if any) which are beneficially held by, or are held on behalf of the Issuer, and any of its related corporations and not cancelled shall (unless and until ceasing to be so held) be disregarded when determining whether the requisite quorum of such meeting has been met and any votes cast or purported to be cast at such meeting in respect of such Notes shall be disregarded and be null and void.

### **13. REPLACEMENT OF NOTES, CERTIFICATES, COUPONS AND TALONS**

Should any Note, Certificate, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange requirements or other relevant authority regulations at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Coupons or Talons) and of the Registrar (in the case of Certificates) (or at the specified office of such other Paying Agent or, as the case may be, Transfer Agent as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to the Noteholders in accordance with Condition 16) upon payment by the claimant of the costs, expenses and duties incurred in connection with the replacement and on such terms as to evidence, undertaking, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Coupon or Talon is subsequently presented for payment, there will be paid to the Issuer on demand the amount payable by the Issuer in respect of such Note, Certificate, Coupon or Talon) or otherwise as the Issuer may require. Mutilated or defaced Notes, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

### **14. FURTHER ISSUES**

The Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so such further issue shall be consolidated and form a single series with the outstanding notes of any series (including the Notes) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Notes include (unless the context requires otherwise) any other notes issued pursuant to this Condition 14 and forming a single series with the Notes. Any further notes forming a single series with the outstanding notes of any series (including the Notes) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of notes of other series where the Trustee so decides.

**15. PROVISIONS RELATING TO THE TRUSTEE**

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment and from taking action to convene meetings unless indemnified and/or secured and/or pre-funded to its satisfaction.

The Trust Deed also contains a provision entitling the Trustee or any corporation related to it (or any director or officer of the Trustee or any corporation related to the Trustee or any company or person in any other way associated with the Trustee) to make contracts or enter into transactions with the Issuer (or any of its related corporations) in the ordinary course of business or to act as an agent in respect of the Notes, the Coupons or the Talons, whether directly or through a subsidiary or associated company, or to accept the trusteeship of any other debenture stock, debentures or securities of the Issuer (or any of its related corporations), or any company in which the Issuer is interested without accounting to the Noteholders or Couponholders or to the Issuer (or any of its related corporations) for any profit, fees, commissions, discounts or share of brokerage resulting from any such contracts or transactions.

The Trust Deed also provides that the Trustee will not be liable to the Noteholders and/or Couponholders for, *inter alia*, any action taken or omitted by it except to the extent that a court of competent jurisdiction determines that the Trustee's gross negligence, wilful default or fraud was the cause of any loss to the Noteholders, and that each Noteholder shall be solely responsible for making and continuing to make its own independent appraisal of and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Noteholder shall not rely on the Trustee in this respect thereof.

The Trustee may rely without liability to Noteholders on any report, confirmation or certificate or any advice of any accountants, financial advisers, legal advisers, financial institutions or any other expert, whether or not addressed to it and whether or not their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise.

**16. NOTICES**

Notices to the holders of Notes will be valid if published in a leading English language newspaper of general circulation in Singapore (or, if the holders of any Notes can be identified, notices to such holders will also be valid if they are given to each of such holders). It is expected that such publication will be made in The Business Times. Notices will, if published more than once or on different dates, be deemed to have been given on the date of the first publication in such newspaper as provided above. In addition, notices to the holders of Registered Notes shall be valid if mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice to the holders of Bearer Notes in accordance with this Condition 16.

So long as the Notes are represented by a Global Security or a Global Certificate and such Global Security or Global Certificate is or are held in its or their entirety on behalf of CDP or, as the case may be, Euroclear and/or Clearstream, Luxembourg and/or such other clearing system, there may be substituted for such publication in such newspapers the delivery of the relevant notice to (subject to the agreement of CDP) CDP or, as the case may be, Euroclear and/or Clearstream, Luxembourg and/or such other clearing system for communication by it to the Noteholders, except that if the Notes are listed on the SGX-ST and the rules of such exchange so require, notice will in any event be given or published in accordance with the first paragraph. Any such notice shall be deemed to have been given to the Noteholders on (i) (in the case of an announcement made on the SGX-ST) the date of the announcement and (ii) (in the case of delivery of notice to Euroclear, Clearstream, Luxembourg, CDP and/or such other clearing system) the seventh day after the day on which the said notice was given to CDP or, as the case may be, Euroclear and/or Clearstream, Luxembourg and/or such other clearing system.

Notices to be given by any Noteholder pursuant hereto (including to the Issuer) shall be in writing and given by lodging the same, together with the relevant Note or Notes, with the Issuing and Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Certificates). Whilst the Notes are represented by a Global Security or a Global Certificate, such notice may be given by any Noteholder to the Issuing and Paying Agent or, as the case may be, the Registrar through CDP or, as the case may be, Euroclear and/or Clearstream, Luxembourg in such manner as the Issuing and Paying Agent or, as the case may be, the Registrar and CDP or, as the case may be, Euroclear and/or Clearstream, Luxembourg may approve for this purpose.

Notwithstanding the other provisions of this Condition, in any case where:

- (a) the identities and addresses of all the Noteholders are known to the Issuer, notices to such holders may be given individually by recorded delivery mail to such addresses and will be deemed to have been given two days from the date of despatch to the Noteholders; or
- (b) the Notes are listed on the SGX-ST, notices to the holders may be given by way of an announcement through the corporate announcement system administered by the SGX-ST including, but not limited to, the website maintained by the SGX-ST (the “**SGX-ST Corporate Announcement System**”), such notices will be deemed to have been given on the date of publication of such notices on the SGX Corporate Announcement System.

#### **17. GOVERNING LAW AND JURISDICTION**

(a) Governing Law

The Trust Deed, the Notes, the Coupons and the Talons are governed by, and shall be construed in accordance with, the laws of Singapore.

(b) Jurisdiction

The courts of Singapore are to have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Trust Deed, the Notes, the Coupons or the Talons and accordingly, any legal action or proceedings arising out of or in connection with the Trust Deed, the Notes, the Coupons or the Talons may be brought in such courts. The Issuer has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.

#### **18. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001 OF SINGAPORE**

No person shall have any right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce or enjoy the benefit of any term or condition of this Note.

**CDP ISSUING AND PAYING AGENT, CDP CALCULATION AGENT, CDP REGISTRAR AND  
CDP TRANSFER AGENT**

**The Bank of New York Mellon, Singapore Branch**

One Temasek Avenue  
#02-01 Millenia Tower  
Singapore 039192

**NON-CDP ISSUING AND PAYING AGENT AND NON-CDP CALCULATION AGENT**

**The Bank of New York Mellon, London Branch**

160 Queen Victoria Street  
London EC4V 4LA  
United Kingdom

**NON-CDP REGISTRAR AND NON-CDP TRANSFER AGENT**

**The Bank of New York Mellon SA/NV, Dublin Branch**

Riverside II  
Sir John Rogerson's Quay  
Grand Canal Dock  
Dublin 2  
Ireland



## TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES

*The following is the text of the terms and conditions which, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, will be endorsed on the Perpetual Securities in definitive form (if any) issued in exchange for the Global Security(ies) or the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Perpetual Securities. Unless otherwise stated, all capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on such Bearer Perpetual Securities or on the Certificates relating to such Registered Perpetual Securities, as the case may be. References in the Conditions to “Perpetual Securities” are to the Perpetual Securities of one Series only, not to all Perpetual Securities that may be issued under the Programme. Details of the relevant Series are being shown on the face of the relevant Perpetual Securities and in the relevant Pricing Supplement.*

The Perpetual Securities are constituted by a trust deed dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Trust Deed**”) made between (1) iFAST Corporation Ltd., as issuer (the “**Issuer**”, which expression shall include its successors and permitted assigns), and (2) The Bank of New York Mellon, Singapore Branch, as trustee of the Perpetual Securityholders (the “**Trustee**”, which expression shall wherever the context so admits include such company and all other persons for the time being the trustee or trustees of the Trust Deed), and (where applicable) the Perpetual Securities are issued with the benefit of a deed of covenant dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Deed of Covenant**”) relating to the Perpetual Securities cleared or to be cleared through the CDP System (as defined in the Trust Deed) (“**CDP Perpetual Securities**”) executed by the Issuer. These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Perpetual Securities, Certificates, Coupons and Talons referred to below. The Issuer has entered into an agency agreement dated 29 May 2024 (as amended, modified or supplemented from time to time, the “**Agency Agreement**”) made between (1) the Issuer, as issuer, (2) The Bank of New York Mellon, Singapore Branch, as issuing and paying agent in respect of CDP Perpetual Securities (in such capacity, the “**CDP Issuing and Paying Agent**”), transfer agent in respect of CDP Perpetual Securities (in such capacity, the “**CDP Transfer Agent**”), registrar in respect of CDP Perpetual Securities (in such capacity, the “**CDP Registrar**”) and (where appointed as contemplated therein) calculation agent in respect of CDP Perpetual Securities (in such capacity, and together with any other calculation agent in respect of CDP Perpetual Securities that may be appointed under the Agency Agreement or (as the case may be) the calculation agency agreement made between the Issuer, the Trustee and the relevant calculation agent (the “**Calculation Agency Agreement**”), the “**CDP Calculation Agent**”), (3) The Bank of New York Mellon, London Branch, as issuing and paying agent in respect of Perpetual Securities that are cleared through a clearing system other than the CDP System (“**Non-CDP Perpetual Securities**”) (in such capacity, the “**Non-CDP Issuing and Paying Agent**”, and together with the CDP Issuing and Paying Agent and any other paying agents that may be appointed, the “**Paying Agents**”), and (where appointed as contemplated therein) calculation agent in respect of Non-CDP Perpetual Securities (in such capacity, and together with any other calculation agent that may be appointed in respect of Non-CDP Perpetual Securities under the Agency Agreement or (as the case may be) the Calculation Agency Agreement, the “**Non-CDP Calculation Agent**” and, together with the CDP Calculation Agent, the “**Calculation Agents**”), (4) The Bank of New York Mellon SA/NV, Dublin Branch, as transfer agent in respect of Non-CDP Perpetual Securities (in such capacity, the “**Non-CDP Transfer Agent**” and, together with the CDP Transfer Agent and any other transfer agents that may be appointed, the “**Transfer Agents**”), and registrar in respect of Non-CDP Perpetual Securities (in such capacity, the “**Non-CDP Registrar**”, and together with the CDP Registrar, the “**Registrars**”), and (5) the Trustee, as trustee. The Perpetual Securityholders and the holders (the “**Couponholders**”) of the distribution coupons (the “**Coupons**”) appertaining to the Perpetual Securities in bearer form, and where applicable in the case of such Perpetual Securities, talons for further Coupons (the “**Talons**”) are bound by and are deemed to have notice of all of the provisions of the Trust Deed, the Agency Agreement and the Deed of Covenant.

For the purposes of these Conditions, all references to (a) the Issuing and Paying Agent shall, in the case of a Series of CDP Perpetual Securities, be deemed to be a reference to the CDP Issuing and Paying Agent and, in the case of a Series of Non-CDP Perpetual Securities, be deemed to be a reference to the Non-CDP Issuing and Paying Agent, (b) the Registrar shall, in the case of a Series of CDP Perpetual Securities, be deemed to be a reference to the CDP Registrar and, in the case of a Series of Non-CDP Perpetual Securities, be deemed to be a reference to the Non-CDP Registrar, (c) the Transfer Agent shall, in the case of a Series of CDP Perpetual Securities, be deemed to be a reference to the CDP Transfer Agent and, in the case of a Series of Non-CDP Perpetual Securities, be deemed to be a reference to the Non-CDP Transfer Agent, and (d) the Calculation Agent shall, in the case of a Series of CDP Perpetual Securities, be deemed to be a reference to the CDP Calculation Agent and, in the case of a Series of Non-CDP Perpetual Securities, be deemed to be a reference to the Non-CDP Calculation Agent, and (unless the context otherwise requires) all such references shall be construed accordingly.

Copies of the Trust Deed, the Agency Agreement and the Deed of Covenant are available for inspection at the principal office of the Trustee for the time being and at the respective specified offices of the Paying Agents for the time being during usual business hours or may be provided by email to the requesting holder, upon prior written request and satisfactory proof of holdings.

## 1. **FORM, DENOMINATION AND TITLE**

### (a) Form and Denomination

- (i) The Perpetual Securities of the Series of which this Perpetual Security forms part (in these Conditions, the “**Perpetual Securities**”) are issued in bearer form (“**Bearer Perpetual Securities**”) or in registered form (“**Registered Perpetual Securities**”) in each case in the Denomination Amount shown in the relevant Pricing Supplement. Subject to applicable laws, in the case of Registered Perpetual Securities, such Perpetual Securities are in the Denomination Amount shown in the relevant Pricing Supplement, which may include a minimum denomination and higher integral multiples of a smaller amount, in each case, as specified in the applicable Pricing Supplement.
- (ii) This Perpetual Security is a Fixed Rate Perpetual Security or a Floating Rate Perpetual Security (depending upon the Distribution Basis shown on its face).
- (iii) Bearer Perpetual Securities are serially numbered and issued with Coupons (and, where appropriate, a Talon) attached.
- (iv) Registered Perpetual Securities are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Perpetual Securities by the same holder.

### (b) Title

- (i) Subject as set out below, title to the Bearer Perpetual Securities and the Coupons and, where applicable, Talons appertaining thereto shall pass by delivery. Title to the Registered Perpetual Securities shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”).
- (ii) Except as ordered by a court of competent jurisdiction or as required by law, the holder of any Perpetual Security, Coupon or Talon shall be deemed to be and may be treated as the absolute owner of such Perpetual Security, Coupon or Talon, as the case may be, for the purpose of receiving payment thereof or on account thereof and for all other purposes, whether or not such Perpetual Security, Coupon or Talon shall be overdue and notwithstanding any notice of ownership, theft, loss or forgery thereof, trust, interest therein, or any writing thereon made by anyone, and no person shall be liable for so treating the holder.

For so long as any of the Perpetual Securities is represented by a Global Security (as defined below) or, as the case may be, a Global Certificate (as defined below) and such Global Security or Global Certificate is held by The Central Depository (Pte) Limited ("**CDP**"), each person who is for the time being shown in the records of CDP as the holder of a particular principal amount of such Perpetual Securities (in which regard any certificate or other document issued by CDP as to the principal amount of such Perpetual Securities standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the CDP Issuing and Paying Agent, the CDP Calculation Agent, the CDP Registrar, the CDP Transfer Agent and, all other agents of the Issuer and the Trustee as the holder of such principal amount of Perpetual Securities other than with respect to the payment of principal, premium, distribution, redemption, purchase and/or any other amounts in respect of the Perpetual Securities, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the CDP Issuing and Paying Agent, the CDP Calculation Agent, the CDP Registrar, the CDP Transfer Agent and, all other agents of the Issuer and the Trustee as the holder of such Perpetual Securities in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions "**Perpetual Securityholder**" and "**holder of Perpetual Securities**" and related expressions, where the context requires, shall be construed accordingly). Perpetual Securities which are represented by the Global Security or, as the case may be, the Global Certificate and held by CDP will be transferable only in accordance with the rules and procedures for the time being of CDP. For so long as any of the Perpetual Securities is represented by a Global Security or, as the case may be, the Global Certificate and such Global Security or, as the case may be, the Global Certificate is held by CDP, the record date for the purposes of determining entitlements to any payment of principal, distribution and any other amounts in respect of the Perpetual Securities shall, unless otherwise specified by the Issuer, be the date falling five business days prior to the relevant payment date (or such other date as may be prescribed by CDP from time to time).

For so long as any of the Perpetual Securities is represented by a Global Security or, as the case may be, a Global Certificate and such Global Security or Global Certificate is held by a common depository for Euroclear Bank SA/NV ("**Euroclear**"), Clearstream Banking S.A. ("**Clearstream, Luxembourg**") and/or other clearing system (other than CDP), each person who is for the time being shown in the records of Euroclear, Clearstream, Luxembourg and/or other clearing system (other than CDP) as the holder of a particular principal amount of such Perpetual Securities (in which regard any certificate or other document issued by Euroclear, Clearstream, Luxembourg and/or other clearing system (other than CDP) as to the principal amount of such Perpetual Securities (as the case may be) standing to the account of any person shall be conclusive and binding for all purposes, save in the case of manifest error) shall be treated by the Issuer, the Non-CDP Issuing and Paying Agent, the Non-CDP Calculation Agent, the Non-CDP Registrar, the Non-CDP Transfer Agent and, all other agents of the Issuer and the Trustee as the holder of such principal amount of Perpetual Securities other than with respect to the payment of principal, premium, distribution, redemption, purchase and/or any other amounts in respect of such Perpetual Securities, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the Non-CDP Issuing and Paying Agent, the Non-CDP Calculation Agent, the Non-CDP Registrar, the Non-CDP Transfer Agent, and all other agents of the Issuer and the Trustee as the holder of such Perpetual Securities in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions "**Perpetual Securityholder**" and "**holder of Perpetual Securities**" and related expressions, where the context requires, shall be construed accordingly). Perpetual Securities which are represented by the Global Security or, as the case may be, a Global Certificate and held by Euroclear, Clearstream, Luxembourg and/or other clearing system (other than CDP) will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, Luxembourg and/or other clearing system (other than CDP).

- (iii) In these Conditions, “**Global Security**” means the relevant Temporary Global Security representing each Series or the relevant Permanent Global Security representing each Series, “**Global Certificate**” means the relevant Global Certificate representing each Series that is registered in the name of, or in the name of a nominee of, (1) a common depository for Euroclear and/or Clearstream, Luxembourg, (2) the CDP and/or (3) any other clearing system, “**Perpetual Securityholder**” means (subject to Condition 1(b) (ii) above) the bearer of any Bearer Perpetual Security or the person in whose name a Registered Perpetual Security is registered (as the case may be) and “**holder**” (in relation to a Perpetual Security, Coupon or Talon) means (subject to Condition 1(b) (ii) above) the bearer of any Bearer Perpetual Security, Coupon or Talon or the person in whose name a Registered Perpetual Security is registered (as the case may be), “**Series**” means a Tranche, together with any further Tranche or Tranches, which are (A) expressed to be consolidated and forming a single series and (B) identical in all respects (including as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of distribution and “**Tranche**” means Perpetual Securities which are identical in all respects (including as to listing).
- (iv) Words and expressions defined in the Trust Deed or used in the applicable Pricing Supplement (as defined in the Trust Deed) shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

## **2. NO EXCHANGE OF PERPETUAL SECURITIES AND TRANSFERS OF REGISTERED PERPETUAL SECURITIES**

### **(a) No Exchange of Perpetual Securities**

Registered Perpetual Securities may not be exchanged for Bearer Perpetual Securities. Bearer Perpetual Securities of one Denomination Amount may not be exchanged for Bearer Perpetual Securities of another Denomination Amount. Bearer Perpetual Securities may not be exchanged for Registered Perpetual Securities.

### **(b) Transfer of Registered Perpetual Securities**

Subject to Conditions 2(e) and 2(f) below, one or more Registered Perpetual Securities may be transferred (in the authorised denominations set out herein) upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Perpetual Securities to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer) duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Perpetual Securities represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Registered Perpetual Securities and entries on the Register will be made subject to the detailed regulations concerning transfers of Registered Perpetual Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Trustee. A copy of the current regulations will be made available by the Registrar, at the expense of the Issuer, to any Perpetual Securityholder upon request. For the avoidance of doubt, a Registered Perpetual Security may be registered only in the name of, and transferred only to, a named person or persons. No transfer of a Registered Perpetual Security will be valid unless and until entered on the Register.



(c) Exercise of Options or Partial Redemption or Purchase in Respect of Registered Perpetual Securities

In the case of an exercise of an Issuer's option in respect of, or a partial redemption or purchase of, a holding of Registered Perpetual Securities represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or purchased. In the case of a partial exercise of an option resulting in Registered Perpetual Securities of the same holding having different terms, separate Certificates shall be issued in respect of those Perpetual Securities of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Perpetual Securities to a person who is already a holder of Registered Perpetual Securities, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

(d) Delivery of New Certificates

Each new Certificate to be issued pursuant to Condition 2(b) or 2(c) shall be available for delivery within seven (7) business days of receipt of the form of transfer and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d), "**business day**" means a day, other than a Saturday or Sunday or a gazetted public holiday, on which banks are open for general business in the place of the specified office of the Registrar or the relevant Transfer Agent (as the case may be).

(e) Transfers Free of Charge

Transfers of Perpetual Securities and Certificates on registration, transfer, exercise of an option or partial redemption (as applicable) shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment of any tax or other governmental charges that may be imposed in relation to it (or the giving of such indemnity and/or security and/or prefunding as the Registrar or the relevant Transfer Agent may require) in respect of tax or charges.

(f) Closed Periods

No Perpetual Securityholder may require the transfer of a Registered Perpetual Security to be registered (i) during the period of 15 days prior to any date on which the Perpetual Securities may be called for redemption by the Issuer at its option pursuant to Condition 5(b), (ii) after any such Perpetual Security has been called for redemption, or (iii) during the period of seven (7) days ending on (and including) any Record Date (as defined in Condition 6(b)(ii)).

### 3. **STATUS**

(a) Senior Perpetual Securities

This Condition 3(a) applies to Perpetual Securities that are Senior Perpetual Securities (being the Perpetual Securities that specify their status as senior in the applicable Pricing Supplement). The Senior Perpetual Securities and Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.

(b) Subordinated Perpetual Securities

This Condition 3(b) applies to Perpetual Securities that are Subordinated Perpetual Securities (being the Perpetual Securities that specify their status as subordinated in the applicable Pricing Supplement).

(i) Status of Subordinated Perpetual Securities

The Subordinated Perpetual Securities and Coupons relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer. The rights and claims of the Perpetual Securityholders and Couponholders in respect of the Subordinated Perpetual Securities are subordinated as provided in this Condition 3(b).

In these Conditions, "**Parity Obligation**" means any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by the Issuer (1) which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Subordinated Perpetual Securities and (2) the terms of which provide that the making of payments thereon or distributions in respect thereof are fully at the discretion of the Issuer and/or, in the case of an instrument or security guaranteed by the Issuer, the issuer thereof.

(ii) Ranking of claims on Winding-Up

Subject to the insolvency laws of Singapore and other applicable laws, in the event of the Winding-Up of the Issuer, the rights of the Perpetual Securityholders and Couponholders to payment of principal and distribution on the Subordinated Perpetual Securities and the Coupons relating to them are expressly subordinated and subject in right of payment to the prior payment in full of all claims of senior creditors of the Issuer but at least *pari passu* with all other subordinated obligations of the Issuer that are not expressed by their terms to rank junior to the Subordinated Perpetual Securities and in priority to the claims of shareholders of the Issuer and/or as otherwise specified in the applicable Pricing Supplement.

(iii) No set-off

Subject to applicable law, no holder of Subordinated Perpetual Securities or any Coupons relating to them may exercise, claim or plead any right of set-off, deduction, withholding or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them, and each holder of Subordinated Perpetual Securities or any Coupons relating to them shall, by virtue of his holding of any Subordinated Perpetual Securities or Coupons relating to them, be deemed to have waived all such rights of set-off, deduction, withholding or retention against the Issuer. Notwithstanding the preceding sentence, if any of the amounts owing to any holder of Subordinated Perpetual Securities or any Coupons relating to them by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them is discharged by set-off, such holder of Subordinated Perpetual Securities or any Coupons relating to them shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the Issuer (or, in the event of its Winding-Up or administration, the liquidator or, as appropriate, administrator of the Issuer) and, until such time as payment is made, shall hold such amount on trust for the Issuer (or the liquidator or, as appropriate, administrator of the Issuer) and accordingly any such discharge shall be deemed not to have taken place.



#### 4. **DISTRIBUTION AND OTHER CALCULATIONS**

##### (I) **DISTRIBUTION ON FIXED RATE PERPETUAL SECURITIES**

###### (a) Distribution Rate and Accrual

Each Fixed Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding from (and including) the Distribution Commencement Date (as defined in Condition 4(II)(c)) in respect thereof and as shown on the face of such Perpetual Security at the rate per annum (expressed as a percentage) equal to the Distribution Rate shown on the face of such Perpetual Security payable in arrear on each Distribution Payment Date or Distribution Payment Dates shown on the face of such Perpetual Security in each year.

The first payment of distribution will be made on the Distribution Payment Date next following the Distribution Commencement Date (and if the Distribution Commencement Date is not a Distribution Payment Date, will amount to the Initial Broken Amount shown on the face of such Perpetual Security).

Distribution will cease to accrue on each Fixed Rate Perpetual Security from (and including) the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount shown on the face of the Perpetual Security is improperly withheld or refused, in which event distribution will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 4(I) and the Agency Agreement to (but excluding) the Relevant Date (as defined in Condition 7).

###### (b) Distribution Rate

The Distribution Rate applicable to each Fixed Rate Perpetual Security shall be:

- (i) (if no Reset Date is specified in the applicable Pricing Supplement),
  - (A) if no Step-Up Margin is specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security; or
  - (B) if a Step-Up Margin is specified in the applicable Pricing Supplement, (1) for the period from (and including) the Distribution Commencement Date to (but excluding) the Step-Up Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security and (2) for the period from (and including) the Step-Up Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security plus the Step-Up Margin (as specified in the applicable Pricing Supplement); and
- (ii) (if a Reset Date is specified in the applicable Pricing Supplement), (A) for the period from (and including) the Distribution Commencement Date to (but excluding) the First Reset Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security and (B) for the period from (and including) the First Reset Date and each Reset Date (as specified in the applicable Pricing Supplement) falling thereafter to (but excluding) the immediately following Reset Date, the Reset Distribution Rate.

provided always that if Redemption upon Cessation or Suspension of Trading Event is specified on the face of such Perpetual Security and a Cessation or Suspension of Trading Margin is specified in the applicable Pricing Supplement, in the event that a Trading Disruption Event (as defined in Condition 5(g)) has occurred, so long as the Issuer has not already redeemed the Perpetual Securities in accordance with Condition 5(g), the then prevailing Distribution Rate shall be increased by the Cessation or Suspension of Trading Margin with effect from (and including) the Distribution Payment Date immediately following the date on which the Trading Disruption Event occurred (or, if the Trading Disruption Event occurs on or after the date which is two business days prior to the immediately following Distribution Payment Date, the next following Distribution Payment Date).

For the purposes of these Conditions:

**“Relevant Time”** means, with respect to any Reset Determination Date, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the Relevant Currency in the interbank market in the Relevant Financial Centre;

**“Relevant Currency”** means the currency in which the Perpetual Securities are denominated;

**“Relevant Financial Centre”** means, in the case of distribution to be determined on a Reset Determination Date with respect to any Fixed Rate Perpetual Security, the financial centre with which the relevant Benchmark is most closely connected or, if none is so connected, Singapore;

**“Reset Determination Date”** means the second business day prior to the relevant Reset Date (or such other date specified in the relevant Pricing Supplement);

**“Reset Distribution Rate”** means the Relevant Rate to be specified in the applicable Pricing Supplement (or if no Relevant Rate is specified in the applicable Pricing Supplement, SORA OIS) with respect to the relevant Reset Date plus the Initial Spread (as specified in the applicable Pricing Supplement) plus the Step-Up Margin (if applicable, as specified in the applicable Pricing Supplement) plus the Cessation or Suspension of Trading Event Margin (if applicable);

**“Screen Page”** means the “OTC SGD OIS” page on Bloomberg under “BGN” panel and the column headed “Ask” (or such other substitute page thereof or if there is no substitute page, the screen page which is the generally accepted page used by market participants at that time as determined by an independent financial institution (which is appointed by the Issuer and notified to the Calculation Agent)); and

**“SORA-OIS”** means (aa) the rate per annum which appears on the Screen Page for a period equal to the duration of the Reset Period specified in the applicable Pricing Supplement at the close of business on the Reset Determination Date, or (bb) if a Benchmark Event has occurred in relation to the SORA-OIS, such rate as determined in accordance with Condition 4(V).

(c) Calculation of Reset Distribution Rate

The Calculation Agent will, on the Reset Determination Date, determine the applicable Reset Distribution Rate payable in respect of each Perpetual Security. The Calculation Agent will cause the applicable Reset Distribution Rate determined by it to be notified to the Issuing and Paying Agent, the Trustee, the Registrar and the Issuer as soon as practicable after their determination but in no event later than the fourth business day thereafter, and if the Perpetual Securities are listed on a stock exchange and the rules of such exchange or other relevant authority so require, subsequently notified by the Issuer to such exchange or other relevant authority as soon as reasonably practicable after the receipt of such notice from the Calculation Agent by the Issuer. All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition 4 by the Calculation Agent will (in the absence of manifest error) be binding on the Issuer and the Perpetual Securityholders.

(d) Publication of Relevant Reset Distribution Rate

The Calculation Agent shall promptly cause notice of the then applicable Reset Distribution Rate to be notified to the Perpetual Securityholders in accordance with Condition 14 as soon as possible after their determination but in no event later than the fourth business day thereafter.

(e) Failure to Determine or Calculate Reset Distribution Rate

If the Calculation Agent does not at any material time for any reason so determine or calculate the applicable Reset Distribution Rate for a Distribution Period (as defined in Condition 4(II)(a)) or any Distribution Amount (as defined in Condition 4(II)(a)), it shall promptly notify the Trustee, the Issuing and Paying Agent and the Issuer of this failure and the Issuer shall promptly appoint an alternative Calculation Agent. In doing so, the alternative Calculation Agent shall apply the foregoing provisions of this Condition 4(I), with any necessary consequential amendments, to the extent that, in its sole opinion, it can do so and, in all other respects, it shall do so in such manner as it shall in its sole opinion deem fair and reasonable in all the circumstances. If the Issuer fails to so appoint, the Perpetual Securities will, for the relevant Distribution Period, accrue distribution at the rate in effect for the last preceding Distribution Period and the Issuing and Paying Agent will determine the relevant Distribution Amount.

(f) Calculations in relation to Fixed Rate Perpetual Securities

In the case of a Fixed Rate Perpetual Security, distribution in respect of a period of less than one year will be calculated on the Day Count Fraction (as defined in Condition 4(II)(c)) shown on the face of the Perpetual Security. The amount of distribution payable per Calculation Amount in respect of any Fixed Rate Perpetual Security shall be calculated by multiplying the product of the applicable Distribution Rate and the Calculation Amount, by the Day Count Fraction shown on the Fixed Rate Perpetual Security and rounding the resultant figure to the nearest sub-unit of the Relevant Currency.

(II) **DISTRIBUTION ON FLOATING RATE PERPETUAL SECURITIES**

(a) Distribution Payment Dates

Each Floating Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding from the Distribution Commencement Date in respect thereof and as shown on the face of such Perpetual Security, and such distribution will be payable in arrear on each distribution payment date ("**Distribution Payment Date**"), unless Payment Delay is specified in the applicable Pricing Supplement for a SORA Perpetual Security, in which case distribution (save for distribution in respect of the final Distribution Period (as defined below) which will be payable in arrear on the final Distribution Payment Date) which will be payable in arrear on the last business day of the Delay Period, as set out in the applicable Pricing Supplement following each Distribution Payment Date. Such Distribution Payment Date(s) is/are either shown hereon as Specified Distribution Payment Date(s) or, if no Specified Distribution Payment Date(s) is/are shown hereon, Distribution Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Distribution Period in the relevant Pricing Supplement (the "**Specified Number of Months**") after the preceding Distribution Payment Date or, in the case of the first Distribution Payment Date, after the Distribution Commencement Date (and which corresponds numerically with such preceding Distribution Payment Date or the Distribution Commencement Date, as the case may be). If any Distribution Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day (as defined below), then if the Business Day Convention specified is (1) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (A) such date shall be brought forward to the immediately preceding business day and (B) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (2) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (3) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day or (4) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.

Distribution will cease to accrue on each Floating Rate Perpetual Security from (and including) the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount is improperly withheld or refused, in which event distribution will continue to accrue (as well after as before judgment) at the Rate of Distribution and in the manner provided in this Condition 4(II) and the Agency Agreement to (but excluding) the Relevant Date.

(b) Rate of Distribution - Floating Rate Perpetual Securities

- (i) Each Floating Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding at a floating rate determined by reference to a Benchmark as stated in the relevant Pricing Supplement, being (in the case of Perpetual Securities which are denominated in Singapore Dollars) Singapore Overnight Rate Average ("**SORA**") (in which case such Perpetual Security will be a SORA Perpetual Security) or in any other case (or in the case of Perpetual Securities which are denominated in a currency other than Singapore Dollars) such other Benchmark as is set out on the face of such Perpetual Security.

Such floating rate may be adjusted by adding or subtracting the Spread (if any) or Step-Up Spread (if any) stated in the relevant Pricing Supplement. The "**Spread**" or "**Step-Up Spread**" is the percentage rate per annum specified in the relevant Pricing Supplement as being applicable to the rate of distribution for such Perpetual Security. The rate of distribution so calculated shall be subject to Condition 4(III)(a) below.

The rate of distribution payable in respect of a Floating Rate Perpetual Security from time to time is referred to in these Conditions as the "**Rate of Distribution**".

- (ii) The Rate of Distribution payable from time to time in respect of each Floating Rate Perpetual Security will be determined by the Calculation Agent on the basis of the following provisions:
- (1) in the case of Floating Rate Perpetual Securities which are specified in the applicable Pricing Supplement as being SORA Perpetual Securities, the Rate of Distribution for each Distribution Period will, subject as provided below, be equal to the relevant SORA Benchmark (as defined below) plus or minus the Spread (if any) and the Step-Up Spread (if any).

The "**SORA Benchmark**" will be determined based on Compounded Daily SORA or Compounded Index SORA, as follows:

- (A) If Compounded Daily SORA is specified in the applicable Pricing Supplement, the SORA Benchmark for each Distribution Period shall be determined based on Compounded Daily SORA which shall be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the relevant Distribution Determination Date in accordance with one of the formulas referenced below depending upon which Observation Method is specified in the applicable Pricing Supplement

- (aa) where Lockout is specified as the Observation Method in the applicable Pricing Supplement:

"**Compounded Daily SORA**" means, with respect to a Distribution Period, the rate of return of a daily compound interest investment during such Distribution Period (with the reference rate for the calculation of distribution being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the

applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Distribution Period;

“**d<sub>o</sub>**”, for any Distribution Period, is the number of Singapore Business Days in the relevant Distribution Period;

“**Distribution Determination Date**” means the Singapore Business Day immediately following the Rate Cut-Off Date, unless otherwise specified in the relevant Pricing Supplement;

“**i**”, for the relevant Distribution Period, is a series of whole numbers from one to d<sub>o</sub>, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Distribution Period to the last Singapore Business Day in such Distribution Period;

“**n<sub>i</sub>**”, for any Singapore Business Day “**i**”, is the number of calendar days from and including such Singapore Business Day “**i**” up to but excluding the following Singapore Business Day;

“**p**” means five Singapore Business Days (or such other number of Singapore Business Days specified in the applicable Pricing Supplement as agreed between the Issuer and the Calculation Agent);

“**Rate Cut-Off Date**” means, with respect to a Rate of Distribution and Distribution Period, the date falling “**p**” Singapore Business Days prior to the Distribution Payment Date in respect of the relevant Distribution Period (or the date falling “**p**” Singapore Business Days prior to such earlier date, if any, on which the SORA Perpetual Securities become due and payable);

“**Singapore Business Day**” or “**SBD**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “**i**”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “**i**”;

“**SORA<sub>i</sub>**” means, in respect of any Singapore Business Day “*i*” falling in the relevant Distribution Period:

- (I) if such Singapore Business Day is a SORA Reset Date, the reference rate equal to SORA in respect of that Singapore Business Day; and
- (II) if such Singapore Business Day is not a SORA Reset Date (being a Singapore Business Day falling in the Suspension Period), the reference rate equal to SORA in respect of the first Singapore Business Day falling in the Suspension Period (the “**Suspension Period SORA<sub>i</sub>**”) (such first day of the Suspension Period coinciding with the Rate Cut-Off Date). For the avoidance of doubt, the Suspension Period SORA<sub>i</sub> shall apply to each day falling in the relevant Suspension Period;

“**SORA Reset Date**” means, in relation to any Distribution Period, each Singapore Business Day during such Distribution Period, other than any Singapore Business Day falling in the Suspension Period corresponding with such Distribution Period; and

“**Suspension Period**” means, in relation to any Distribution Period, the period from (and including) the date falling “*p*” Singapore Business Days prior to the Distribution Payment Date in respect of the relevant Distribution Period or such other date specified in the applicable Pricing Supplement (such Singapore Business Day coinciding with the Rate Cut-Off Date) to (but excluding) the Distribution Payment Date of such Distribution Period.

- (bb) where Lookback is specified as the Observation Method in the applicable Pricing Supplement:

“**Compounded Daily SORA**” means, with respect to a Distribution Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Distribution Period (with the reference rate for the calculation of distribution being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_{i-x.SBD} \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Distribution Period;

“**d<sub>o</sub>**”, for any Distribution Period, is the number of Singapore Business Days in the relevant Distribution Period;



**“Distribution Determination Date”** means, with respect to a Rate of Distribution and Distribution Period, the date falling one Singapore Business Day after the end of each Observation Period, unless otherwise specified in the relevant Pricing Supplement;

**“ $i$ ”**, for the relevant Distribution Period, is a series of whole numbers from one to  $d_0$ , each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Distribution Period to the last Singapore Business Day in such Distribution Period;

**“ $n_i$ ”**, for any Singapore Business Day “ $i$ ”, is the number of calendar days from and including such Singapore Business Day “ $i$ ” up to but excluding the following Singapore Business Day;

**“Observation Period”** means, for the relevant Distribution Period, the period from, and including, the date falling “ $p$ ” Singapore Business Days prior to the first day of such Distribution Period (and the first Distribution Period shall begin on and include the Distribution Commencement Date) and to, but excluding, the date falling “ $p$ ” Singapore Business Days prior to the Distribution Payment Date at the end of such Distribution Period (or the date falling “ $p$ ” Singapore Business Days prior to such earlier date, if any, on which the SORA Perpetual Securities become due and payable);

**“ $p$ ”** means five Singapore Business Days (or such other number of Singapore Business Days specified in the applicable Pricing Supplement as agreed between the Issuer and the Calculation Agent);

**“Singapore Business Day”** or **“SBD”** means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

**“SORA”** means, in respect of any Singapore Business Day “ $i$ ”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the **“Relevant Screen Page”**) on the Singapore Business Day immediately following such Singapore Business Day “ $i$ ”; and

**“ $SORA_{i-x\text{ SBD}}$ ”** means, in respect of any Singapore Business Day “ $i$ ” falling in the relevant Distribution Period, the reference rate equal to SORA in respect of the Singapore Business Day falling “ $p$ ” Singapore Business Days prior to the relevant Singapore Business Day “ $i$ ”.

(cc) where Backward Shifted Observation Period is specified as the Observation Method in the applicable Pricing Supplement:

**“Compounded Daily SORA”** means, with respect to a Distribution Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Distribution Period (with the reference rate for the calculation of distribution being the daily Singapore Overnight Rate Average) calculated in

accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards:

$$\left[ \prod_{i=1}^{d_o} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Observation Period;

“**d<sub>o</sub>**”, for any Distribution Period, is the number of Singapore Business Days in the relevant Observation Period;

“**Distribution Determination Date**” means, with respect to a Rate of Distribution and Distribution Period, the date falling one Singapore Business Day after the end of each Observation Period, unless otherwise specified in the relevant Pricing Supplement;

“**i**”, for the relevant Distribution Period, is a series of whole numbers from one to d<sub>o</sub>, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Observation Period to the last Singapore Business Day in such Observation Period;

“**n<sub>i</sub>**”, for any Singapore Business Day “**i**”, is the number of calendar days from and including such Singapore Business Day “**i**” up to but excluding the following Singapore Business Day;

“**Observation Period**” means, for the relevant Distribution Period, the period from, and including, the date falling “**p**” Singapore Business Days prior to the first day of such Distribution Period (and the first Distribution Period shall begin on and include the Distribution Commencement Date) and to, but excluding, the date falling “**p**” Singapore Business Days prior to the Distribution Payment Date at the end of such Distribution Period (or the date falling “**p**” Singapore Business Days prior to such earlier date, if any, on which the SORA Perpetual Securities become due and payable);

“**p**” means five Singapore Business Days (or such other number of Singapore Business Days specified in the applicable Pricing Supplement as agreed between the Issuer and the Calculation Agent);

“**Singapore Business Day**” or “**SBD**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “**i**”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the

Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “*i*”, and

“**SORA<sub>i</sub>**” means, in respect of any Singapore Business Day “*i*” falling in the relevant Observation Period, the reference rate equal to SORA in respect of that Singapore Business Day “*i*”.

- (dd) where Payment Delay is specified as the Observation Method in the applicable Pricing Supplement:

“**Compounded Daily SORA**” means, with respect to a Distribution Period, the rate of return of a daily compound interest investment during such Distribution Period (with the reference rate for the calculation of distribution being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the Distribution Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards.

$$\left[ \prod_{i=1}^{d_0} \left( 1 + \frac{SORA_i \times n_i}{365} \right) - 1 \right] \times \frac{365}{d}$$

where:

“**d**” is the number of calendar days in the relevant Distribution Period;

“**d<sub>0</sub>**”, for any Distribution Period, is the number of Singapore Business Days in the relevant Distribution Period;

“**Distribution Determination Date**” means, with respect to a Rate of Distribution and Distribution Period, the date falling one Singapore Business Day after the end of each Distribution Period provided that the Distribution Determination Date with respect to the final Distribution Period will be the date falling one Singapore Business Day after the Rate Cut-Off Date, unless otherwise specified in the relevant Pricing Supplement;

“**i**”, for the relevant Distribution Period, is a series of whole numbers from one to d<sub>0</sub>, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Distribution Period to the last Singapore Business Day in such Distribution Period;

“**n<sub>i</sub>**”, for any Singapore Business Day “*i*”, is the number of calendar days from and including such Singapore Business Day “*i*” up to but excluding the following Singapore Business Day;

“**p**” means five Singapore Business Days (or such other number of Singapore Business Days specified in the applicable Pricing Supplement as agreed between the Issuer and the Calculation Agent);

“**Rate Cut-Off Date**” means the date that is “**p**” Singapore Business Days prior to the relevant redemption date, as applicable (or the date falling “**p**” Singapore Business Days prior to such earlier date, if any, on which the Perpetual Securities become due and payable);

“**Singapore Business Day**” or “**SBD**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

“**SORA**” means, in respect of any Singapore Business Day “**i**”, a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) (the “**Relevant Screen Page**”) on the Singapore Business Day immediately following such Singapore Business Day “**i**”; and

“**SORA<sub>i</sub>**” means, in respect of any Singapore Business Day “**i**” falling in the relevant Distribution Period, the reference rate equal to SORA in respect of that Singapore Business Day.

For the purposes of calculating Compounded Daily SORA with respect to the final Distribution Period ending on the redemption date, the level of SORA for each Singapore Business Day in the period from (and including) the Rate Cut-Off Date to (but excluding) the relevant redemption date, as applicable, shall be the level of SORA in respect of such Rate Cut-Off Date.

*For the avoidance of doubt, the formula for the calculation of Compounded Daily SORA only compounds SORA in respect of any Singapore Business Day. SORA applied to a day that is not a Singapore Business Day will be taken by applying SORA for the previous Singapore Business Day but without compounding.*

- (B) if Compounded Index SORA (“**Compound Index SORA**”) is specified in the applicable Pricing Supplement, the SORA Benchmark for each Distribution Period shall be determined based on the Compounded Index SORA which shall be calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement) on the relevant Distribution Determination Date as follows

$$\left( \frac{SORA Index_{end}}{SORA Index_{start}} - 1 \right) \times \frac{365}{d}$$

and the resulting percentage being rounded if necessary to the nearest one ten-thousandth of a percentage point (0.0001%), with 0.00005% being rounded upwards, where:

“**d**” means the number of calendar days from (and including) the SORA Index<sub>start</sub> to (but excluding) the SORA Index<sub>end</sub>;

**“Singapore Business Day”** or **“SBD”** means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

**“SORA Index”** means, in relation to any Singapore Business Day, the SORA Index as published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore’s website currently at <https://www.mas.gov.sg>, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) at the SORA Index Determination Time, *provided that* if the SORA Index does not so appear at the SORA Index Determination Time, then:

- (i) if a Benchmark Event has not occurred, the “Compounded Index SORA” shall be calculated on any Distribution Determination Date with respect to a Distribution Period, in accordance with the Compounded Daily SORA formula described above in Condition 4(II)(b)(ii)(1)(A)(cc), and the Observation Period shall be calculated with reference to the number of Singapore Business Days preceding the first date of the relevant Distribution Period that is used in the definition of SORA Index<sub>start</sub> as specified in the applicable Pricing Supplement; or
- (ii) if a Benchmark Event has occurred, the provisions set forth in Condition 4(V) shall apply;

**“SORA Index<sub>end</sub>”** means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the last date of the relevant Distribution Period;

**“SORA Index<sub>start</sub>”** means the SORA Index value on the date falling five Singapore Business Days (or such other number of Singapore Business Days as specified in the applicable Pricing Supplement) preceding the first date of the relevant Distribution Period; and

**“SORA Index Determination Time”** means, in relation to any Singapore Business Day, approximately 3:00 p.m. (Singapore time) on such Singapore Business Day.

- (C) Subject to Condition 4(V), if, by 5:00 p.m., Singapore time, on the Singapore Business Day immediately following such Singapore Business Day “i”, SORA in respect of such Singapore Business Day “i” has not been published and a Benchmark Event for SORA has not occurred, then SORA for that Singapore Business Day “i” will be SORA as published in respect of the first preceding Singapore Business Day for which SORA was published.
- (D) In the event that the Rate of Distribution cannot be determined in accordance with the foregoing provisions by the Calculation Agent (or such other party responsible for the calculation of the Rate of Distribution, as specified in the applicable Pricing Supplement), subject to Condition 4(V), the Rate of Distribution shall be:
  - (aa) that determined as at the last preceding Distribution Determination Date or, as the case may be, Rate Cut-off Date (though substituting, where a different Spread (if any), Step-Up Spread (if any) or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Period

from that which applied to the last preceding Distribution Period, the Spread, Step-Up Spread or Maximum Rate of Distribution or Minimum Rate of Distribution (as specified in the applicable Pricing Supplement) relating to the relevant Distribution Period in place of the Spread, Step-Up Spread or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Period); or

- (bb) if there is no such preceding Distribution Determination Date or, as the case may be, Rate Cut-off Date the initial Rate of Distribution which would have been applicable to such Series of SORA Perpetual Securities for the first Distribution Period had the SORA Perpetual Securities been in issue for a period equal in duration to the scheduled first Distribution Period but ending on (and excluding) the Distribution Commencement Date (but applying the Spread, Step-Up Spread and any Maximum Rate of Distribution or Minimum Rate of Distribution applicable to the first Distribution Period (if any)).
- (E) If the relevant Series of SORA Perpetual Securities become due and payable in accordance with Condition 9, the final Distribution Determination Date shall, notwithstanding any Distribution Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such SORA Perpetual Securities became due and payable (with corresponding adjustments being deemed to be made to the Compounded Index SORA formula) and the Rate of Distribution on such SORA Perpetual Securities shall, for so long as any such SORA Perpetual Security remains outstanding, be that determined on such date;
- (2) in the case of Floating Rate Perpetual Securities which are not SORA Perpetual Securities or which are denominated in a currency other than Singapore Dollars, the Calculation Agent will determine the Rate of Distribution in respect of any Distribution Period at or about the Relevant Time on the Distribution Determination Date in respect of such Distribution Period as follows:
- (A) if the Primary Source (as defined below) for the Floating Rate Perpetual Securities is a Screen Page (as defined below), subject as provided below, the Rate of Distribution in respect of such Distribution Period shall be:
    - (aa) the Relevant Rate (as defined below) (where such Relevant Rate on such Screen Page is a composite quotation or is customarily supplied by one entity); or
    - (bb) the arithmetic mean of the Relevant Rates of the persons whose Relevant Rates appear on that Screen Page, in each case appearing on such Screen Page at the Relevant Time on the Distribution Determination Date,and as adjusted by the Spread (if any) and Step-Up Spread (if any);
  - (B) if the Primary Source for the Floating Rate Perpetual Securities is Reference Banks or if paragraph (b)(ii)(2)(A)(aa) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Distribution Determination Date or if paragraph (b)(ii)(2)(A)(bb) applies and fewer than two Relevant Rates appear on the Screen Page at the Relevant Time on the Distribution Determination Date, subject as provided below, the Rate of Distribution shall be the rate per annum



which the Calculation Agent determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the Relevant Rates that each of the Reference Banks is quoting to leading banks in the Relevant Financial Centre (as defined below) at the Relevant Time on the Distribution Determination Date and notified by the Issuer (or an independent adviser appointed by it) to the Calculation Agent, as adjusted by the Spread (if any) and Step-Up Spread (if any);

- (C) if paragraph (b)(ii)(2)(B) applies and fewer than two Reference Banks are so quoting Relevant Rates, the Rate of Distribution shall be the Rate of Distribution determined on the previous Distribution Determination Date; and
  - (D) if the Calculation Agent is unable to determine the Rate of Distribution for a Distribution Period in accordance with paragraphs (b)(ii)(2)(A) to (b)(ii)(2)(C) above, the Rate of Distribution for such Distribution Period shall be the Rate of Distribution in effect for the last preceding Distribution Period to which paragraph (b)(ii)(2)(A), (b)(ii)(2)(B) or (b)(ii)(2)(C) above shall have applied.
- (iii) On the last day of each Distribution Period (except as otherwise specified in the applicable Pricing Supplement), the Issuer will pay distribution on each Floating Rate Perpetual Security to which such Distribution Period relates at the Rate of Distribution for such Distribution Period.
  - (iv) For the avoidance of doubt, in the event that the Rate of Distribution as determined in accordance with the foregoing in relation to any Distribution Period is less than zero (subject to any applicable Minimum Rate of Distribution), the Rate of Distribution in relation to such Distribution Period shall be equal to zero.

(c) Definitions

As used in these Conditions, unless the context requires:

**"Benchmark"** means the rate specified as such in the applicable Pricing Supplement;

**"business day"** means, in respect of each Perpetual Security:

- (i) a day (other than a Saturday, Sunday or gazetted public holiday) on which Euroclear, Clearstream, Luxembourg and CDP, as applicable, are operating;
- (ii) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in the country in which the Issuing and Paying Agent's specified office is situated; and
- (iii) (if payment is to be made on that day)
  - (A) (in the case of Perpetual Securities denominated in Singapore Dollars) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore
  - (B) (in the case of Perpetual Securities denominated in euro) a day (other than a Saturday, Sunday or gazetted public holiday) on which the TARGET System is open for settlement in euros, and
  - (C) (in the case of Perpetual Securities denominated in a currency other than Singapore Dollars and euros) a day (other than a Saturday, Sunday or gazetted public holiday) on which banks and foreign exchange markets are open for general business in Singapore and in the principal financial centre for that currency;

**“Calculation Amount”** means the amount specified as such on the face of any Perpetual Security or, if no such amount is so specified, the Denomination Amount of such Perpetual Security as shown on the face thereof;

**“Day Count Fraction”** means, in respect of the calculation of an amount of distribution in accordance with Condition 4:

- (i) if “Actual/Actual (ISDA)” is specified in the applicable Pricing Supplement, the actual number of days in the Distribution Period divided by 365 (or, if any portion of that Distribution Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Distribution Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Distribution Period falling in a non-leap year divided by 365);
- (ii) if “Actual/360” is specified in the applicable Pricing Supplement, the actual number of days in the Distribution Period in respect of which payment is being made divided by 360;
- (iii) if “Actual/365 (Fixed)” is specified in the applicable Pricing Supplement, the actual number of days in the Distribution Period in respect of which payment is being made divided by 365; and
- (iv) if “30/360” is specified in the applicable Pricing Supplement, the number of days in the Distribution Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

**“Y1”** is the year, expressed as a number, in which the first day of the Distribution Period falls;

**“Y2”** is the year, expressed as a number, in which the day immediately following the last day included in the Distribution Period falls;

**“M1”** is the calendar month, expressed as a number, in which the first day of the Distribution Period falls;

**“M2”** is the calendar month, expressed as a number, in which the day immediately following the last day included in the Distribution Period falls;

**“D1”** is the first calendar day, expressed as a number, of the Distribution Period, unless such number would be 31, in which case D1 will be 30; and

**“D2”** is the calendar day, expressed as a number, immediately following the last day included in the Distribution Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

**“Distribution Commencement Date”** means the Issue Date or such other date as may be specified as the Distribution Commencement Date on the face of such Perpetual Security;

**“Distribution Determination Date”** means, in respect of any Distribution Period, such date as is set out in the applicable Pricing Supplement or on the face of the relevant Perpetual Security;

**“Distribution Period”** means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Payment Date and each successive period beginning on (and including) a Distribution Payment Date and ending on (but excluding) the next succeeding Distribution Payment Date;

**“euro”** means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time;

**“Issue Date”** means the date specified as such in the applicable Pricing Supplement;

**“Primary Source”** means (i) the Screen Page specified as such in the applicable Pricing Supplement and (in the case of any Screen Page provided by any information service other than the Bloomberg agency or the Reuters Monitor Money Rates Service (**“Reuters”**)) notified to the Calculation Agent by the Issuer or (ii) the Reference Banks, as the case may be;

**“Reference Banks”** means the institutions specified as such in the applicable Pricing Supplement or, if none, three major banks selected by the Issuer (or an independent adviser appointed by it) in the interbank market that is most closely connected with the Benchmark;

**“Relevant Currency”** means the currency in which the Perpetual Securities are denominated;

**“Relevant Financial Centre”** means, in the case of distribution to be determined on a Distribution Determination Date with respect to any Floating Rate Perpetual Security, the financial centre with which the relevant Benchmark is most closely connected or, if none is so connected, Singapore;

**“Relevant Rate”** means the Benchmark for a Calculation Amount of the Relevant Currency for a period (if applicable or appropriate to the Benchmark) equal to the relevant Distribution Period;

**“Relevant Time”** means, with respect to any Distribution Determination Date, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the Relevant Currency in the interbank market in the Relevant Financial Centre;

**“Screen Page”** means such page, section, caption, column or other part of a particular information service (including, but not limited to, the Bloomberg agency and Reuters) as may be specified in the applicable Pricing Supplement for the purpose of providing the Benchmark, or such other page, section, caption, column or other part as may replace it on that information service or on such other information service, in each case as may be nominated by the person or organisation providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Benchmark; and

**“TARGET System”** means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

### (III) CALCULATIONS

#### (a) Determination of Rate of Distribution and Calculation of Distribution Amounts

The Calculation Agent will, as soon as practicable after the Relevant Time on each Distribution Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the amount of distribution payable (the "**Distribution Amounts**") in respect of each Calculation Amount of the relevant Floating Rate Perpetual Securities for the relevant Distribution Period, calculate the Redemption Amount or make such determination or calculation, as the case may be. The amount of distribution payable per Calculation Amount in respect of any Floating Rate Perpetual Security shall be calculated by multiplying the product of the Rate of Distribution and the Calculation Amount, by the Day Count Fraction shown on the Perpetual Security and rounding the resultant figure to the nearest sub-unit of the Relevant Currency. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent shall (in the absence of manifest error) be final and binding upon all parties and the Perpetual Securityholders.

#### (b) Notification

The Calculation Agent will cause the Rate of Distribution and the Distribution Amounts for each Distribution Period and the relevant Distribution Payment Date to be notified to the Issuing and Paying Agent, the Trustee and the Issuer as soon as practicable after their determination but in no event later than the fourth business day thereafter. In the case of Floating Rate Perpetual Securities, the Issuer will also cause the Rate of Distribution and the Distribution Amounts for each Distribution Period and the relevant Distribution Payment Date to be notified to Perpetual Securityholders in accordance with Condition 14 as soon as possible after their determination. The Distribution Amounts and the Distribution Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Distribution Period by reason of any Distribution Payment Date not being a business day. If an Enforcement Event occurs in relation to the Floating Rate Perpetual Securities, the Rate of Distribution and Distribution Amounts payable in respect of the Floating Rate Perpetual Securities shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Distribution and Distribution Amounts need to be made unless the Trustee requires otherwise.

#### (c) Failure to Determine or Calculate Rate of Distribution

If the Calculation Agent does not at any material time determine or calculate the Rate of Distribution for a Distribution Period or any Distribution Amount, it shall notify the Trustee, the Issuing and Paying Agent and the Issuer of this failure and the Issuer shall promptly appoint an alternative Calculation Agent. In doing so, the alternative Calculation Agent shall apply the foregoing provisions of this Condition 4, with any necessary consequential amendments, to the extent that, in its sole opinion, it can do so, and, in all other respects, it shall do so in such manner as it shall in its sole opinion deem fair and reasonable in all the circumstances. If the Issuer fails to so appoint, the Perpetual Securities will, for the relevant Distribution Period, accrue distribution at the rate in effect for the last preceding Distribution Period and the Issuing and Paying Agent will determine the relevant Distribution Amount, though substituting, where a different Spread or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the relevant Distribution Period from that which applied to the last preceding Distribution Period, the Spread or Maximum Rate of Distribution or Minimum Rate of Distribution (as specified in the relevant Pricing Supplement) relating to the relevant Distribution Period shall be substituted in place of the Spread or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Period.

(d) Calculation Agent and Reference Banks

The Issuer will procure that, so long as any Floating Rate Perpetual Security that is not a SORA Perpetual Security remains outstanding, there shall at all times be three Reference Banks (or such other number as may be required) and, if provision is made for them hereon and so long as any Floating Rate Perpetual Security remains outstanding, there shall at all times be a Calculation Agent. If any Reference Bank or Calculation Agent (acting through its relevant office) is unable or unwilling to continue to act as such or if the Calculation Agent fails duly to establish the Rate of Distribution for any Distribution Period or to calculate the Distribution Amounts or Redemption Amount, the Issuer will appoint another bank with an office in the Relevant Financial Centre to act as such in its place. The Calculation Agent may not resign from its duties without a successor having been appointed as aforesaid.

**(IV) DISTRIBUTION DISCRETION**

(a) Optional Payment

If Optional Payment is set out hereon, the Issuer may, at its sole discretion, elect not to pay a distribution (or to pay only part of a distribution) which is scheduled to be paid on a Distribution Payment Date by giving notice (an "**Optional Payment Notice**") to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14) not more than 15 nor less than five business days (or such other notice period as may be specified hereon) prior to a scheduled Distribution Payment Date.

If Dividend Pusher is set out hereon, the Issuer may not elect to defer any distribution if during the "Reference Period" (as specified in the applicable Pricing Supplement) ending on the day before that scheduled Distribution Payment Date, either or both of the following (each such event a "**Compulsory Distribution Payment Event**") have occurred:

- (i) a dividend, distribution or other payment has been declared or paid on or in respect of any of the Issuer's Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer's Parity Obligations; or
- (ii) any of the Issuer's Junior Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer's Parity Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration,

in each case, other than (1) in connection with any employee benefit plan or other similar arrangement with or for the benefit of the employees, officers, directors or consultants of the Group (as defined in the Trust Deed), (2) as a result of the exchange or conversion of Parity Obligations of the Issuer for the Junior Obligations of the Issuer or (3) as otherwise specified in the applicable Pricing Supplement.

In these Conditions, "**Junior Obligation**" means any ordinary shares of the Issuer and any class of the Issuer's share capital and any other instruments or securities (including without limitation any preference shares, preferred units or subordinated perpetual securities) issued, entered into or guaranteed by the Issuer that ranks or is expressed to rank, whether by its terms or by operation of law, junior to the Perpetual Securities.

If Dividend Pusher is set out hereon, each Optional Payment Notice shall be accompanied, in the case of the notice to the Trustee and the Issuing and Paying Agent, by a certificate signed by the relevant authorised signatory(ies) of the Issuer confirming that no Compulsory Distribution Payment Event has occurred during the relevant Reference Period. Any such certificate shall be conclusive evidence that no Compulsory Distribution Payment Event has occurred during the relevant Reference Period and the Trustee and the Issuing and Paying Agent shall be entitled to rely without any obligation to verify the same and without liability to any Perpetual Securityholder or any other person on any Optional Payment Notice or any certificate as aforementioned. Each Optional Payment Notice shall be conclusive and binding on the Perpetual Securityholders.

(b) No obligation to pay

If Optional Payment is set out on the face of the relevant Perpetual Security and subject to Condition 4(IV)(c) and Condition 4(IV)(d), the Issuer shall have no obligation to pay any distribution on any Distribution Payment Date and any failure to pay a distribution in whole or in part shall not constitute a default of the Issuer in respect of the Perpetual Securities.

(c) Non-Cumulative Deferral and Cumulative Deferral

(i) If Non-Cumulative Deferral is set out hereon, any distribution deferred pursuant to this Condition 4(IV) is non-cumulative and will not accrue distribution. The Issuer is not under any obligation to pay that or any other distributions that have not been paid in whole or in part. The Issuer may, at its sole discretion, and at any time, elect to pay an amount up to the amount of distribution which is unpaid ("**Optional Distribution**") (in whole or in part) by complying with the notice requirements in Condition 4(IV)(e). There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay distributions pursuant to this Condition 4(IV).

Any partial payment of outstanding Optional Distribution by the Issuer shall be shared by the holders of all outstanding Perpetual Securities and the Coupons related to them on a *pro rata* basis.

(ii) If Cumulative Deferral is set out hereon, any distribution deferred pursuant to this Condition 4(IV) shall constitute "**Arrears of Distribution**". The Issuer may, at its sole discretion, elect to (in the circumstances set out in Condition 4(IV)(a)) further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to this Condition 4(IV) except that this Condition 4(IV)(c) shall be complied with until all outstanding Arrears of Distribution have been paid in full.

(iii) If Additional Distribution is set out hereon, each amount of Arrears of Distribution shall accrue distribution as if it constituted the principal of the Perpetual Securities at the Distribution Rate or Rate of Distribution (as the case may be) and the amount of such distribution (the "**Additional Distribution Amount**") with respect to Arrears of Distribution shall be due and payable pursuant to this Condition 4 and shall be calculated by applying the applicable Distribution Rate or Rate of Distribution (as the case may be) to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the foregoing provisions of this Condition 4. The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

(d) Distribution Stopper

If Dividend Stopper is set out hereon and on any Distribution Payment Date, payments of all distributions scheduled to be made on such date are not made in full by reason of this Condition 4(IV), the Issuer shall not and shall procure that none of its subsidiaries shall:

(i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer's Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer's Parity Obligations; or

(ii) redeem, reduce, cancel, buy-back or acquire for any consideration, and will procure that no redemption, reduction, cancellation, buy-back or acquisition for any consideration is made in respect of any of the Issuer's Junior Obligations or, in relation to Subordinated Perpetual Securities only, (except on a *pro rata* basis) any of the Issuer's Parity Obligations,



in each case other than (1) in connection with any employee benefit plan or other similar arrangement with or for the benefit of the employees, officers, directors or consultants of the Group or (2) as a result of the exchange or conversion of Parity Obligations of the Issuer for Junior Obligations of the Issuer or (3) as specified in the applicable Pricing Supplement, unless and until (A) (if Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) the Issuer has satisfied in full all outstanding Arrears of Distribution, (B) (if Non-Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) a redemption of all the outstanding Perpetual Securities has occurred, the next scheduled distribution has been paid in full or an Optional Distribution equal to the amount of a distribution payable with respect to the most recent Distribution Payment Date that was unpaid in full or in part, has been paid in full or (C) the Issuer is permitted to do so (or is permitted to procure its subsidiaries to do so) by an Extraordinary Resolution (as defined in the Trust Deed) of the Perpetual Securityholders and/or as otherwise specified in the applicable Pricing Supplement. For the avoidance of doubt, nothing in this Condition 4(IV) (d) shall restrict any associate of the Issuer which is not a subsidiary for the purposes of the Companies Act 1967 of Singapore from acquiring for consideration any of the Issuer's ordinary shares.

(e) Satisfaction of Optional Distribution or Arrears of Distribution

The Issuer:

- (i) may, at its sole discretion, satisfy an Optional Distribution or Arrears of Distribution, as the case may be (in whole or in part) at any time by giving notice of such election to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14) not more than 20 nor less than 10 business days (or such other notice period as may be specified hereon) prior to the relevant payment date specified in such notice (which notice is irrevocable and shall oblige the Issuer to pay the relevant Optional Distribution or Arrears of Distribution on the payment date specified in such notice); and
- (ii) in any event shall satisfy any outstanding Arrears of Distribution (in whole but not in part) on the earliest of:
  - (1) the date of redemption of the Perpetual Securities in accordance with the redemption events set out in Condition 5 (as applicable);
  - (2) the next Distribution Payment Date following the occurrence of a breach of Condition 4(IV)(d) or following the occurrence of a Compulsory Distribution Payment Event; and
  - (3) the date such amount becomes due under Condition 9 or on a Winding-Up of the Issuer.

Any partial payment of an Optional Distribution or Arrears of Distribution, as the case may be, by the Issuer shall be shared by the Perpetual Securityholders of all outstanding Perpetual Securities on a *pro rata* basis.

(f) No default

Notwithstanding any other provision in these Conditions, the non-payment of any distribution payment in accordance with this Condition 4(IV) shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 9) on the part of the Issuer under the Perpetual Securities.

## (V) BENCHMARK DISCONTINUATION AND REPLACEMENT

### (a) Independent Adviser

Notwithstanding the provisions above in this Condition 4, if a Benchmark Event occurs in relation to an Original Reference Rate prior to the relevant (in the case of Fixed Rate Perpetual Securities) Reset Determination Date or (in the case of Floating Rate Perpetual Securities) Distribution Determination Date when any Distribution Rate or (as the case may be) Rate of Distribution (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine the Benchmark Replacement (in accordance with Condition 4(V)(b)) and an Adjustment Spread, if any (in accordance with Condition 4(V)(c)), and any Benchmark Amendments (in accordance with Condition 4(V)(d)) by the relevant Reset Determination Date or (as the case may be) the relevant Distribution Determination Date.

An Independent Adviser appointed pursuant to this Condition 4(V) as an expert shall act in good faith and in a commercially reasonable manner and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Issuing and Paying Agent, the Perpetual Securityholders or the Couponholders for any determination made by it or for any advice given to the Issuer in connection with any determination made by the Issuer, pursuant to this Condition 4(V).

If the Issuer is unable to appoint an Independent Adviser after using its reasonable endeavours, or the Independent Adviser appointed by it fails to determine the Benchmark Replacement by 10 business days prior to the relevant Reset Determination Date or (as the case may be) Distribution Determination Date, the Issuer (acting in good faith and in a commercially reasonable manner) may on the 10<sup>th</sup> business day prior to the relevant Reset Determination Date or (as the case may be) Distribution Determination Date, determine the Benchmark Replacement (in accordance with Condition 4(V)(b)) and an Adjustment Spread, if any (in accordance with Condition 4(V)(c)), and any Benchmark Amendments (in accordance with Condition 4(V)(d)).

If the Issuer is unable to or does not determine the Benchmark Replacement by 10 business days prior to the relevant Reset Determination Date in respect of a Reset Date (the "**Original Reset Date**") or (as the case may be) Distribution Determination Date, the Distribution Rate or (as the case may be) Rate of Distribution applicable to the next succeeding Distribution Period (the "**Relevant Distribution Period**") shall be equal to the Distribution Rate or (as the case may be) Rate of Distribution last determined in relation to the Perpetual Securities in respect of the immediately preceding Distribution Period. If there has not been a first Distribution Payment Date, the Distribution Rate or (as the case may be) Rate of Distribution shall be the initial Distribution Rate or (as the case may be) Rate of Distribution which would have been applicable to the Series of Perpetual Securities for the first Distribution Period had the Perpetual Securities been in issue for a period equal in duration to the scheduled first Distribution Period but ending on (and excluding) the Distribution Commencement Date. Where a different Step-Up Margin, Cessation or Suspension of Trading Event Margin, Spread or Maximum Rate of Distribution or Minimum Rate of Distribution is to be applied to the Relevant Distribution Period from that which applied to the last preceding Distribution Period, the Step-Up Margin, Cessation or Suspension of Trading Event Margin, Spread or Maximum Rate of Distribution or Minimum Rate of Distribution relating to the Relevant Distribution Period shall be substituted in place of the Step-Up Margin, Cessation or Suspension of Trading Event Margin, Spread or Maximum Rate of Distribution or Minimum Rate of Distribution relating to that last preceding Distribution Period. In the case where no Step-Up Margin is applied in the last preceding Distribution Period and a Step-Up Margin or Cessation or Suspension of Trading Event Margin is to be applied to the Relevant Distribution Period, such Step-Up Margin or Cessation or Suspension of Trading Event Margin shall be applied to the Relevant Distribution Period. For the avoidance of doubt, (1) (A) (other than in the case of Fixed Rate Perpetual Securities) this paragraph shall apply to the relevant next succeeding Distribution Period only and any subsequent Distribution Periods are subject to the subsequent operation of, and to adjustments as provided in, the first paragraph of this Condition 4(V)(a), and (B) (in the case of Fixed Rate Perpetual

Securities) this paragraph shall apply to the relevant next succeeding Distribution Period falling immediately after the Original Reset Date only and any subsequent Distribution Periods are subject to the subsequent operation of, and to adjustments as provided in, the first paragraph of this Condition 4(V)(a), and such relevant Reset Date shall be adjusted so that it falls on the Distribution Payment Date immediately after the Original Reset Date (the "**Adjusted Reset Date**"), (2) this paragraph shall apply, *mutatis mutandis*, to each Adjusted Reset Date until the Successor Rate or the Alternative Rate (as the case may be) is determined in accordance with this Condition 4(V)(a) and (3) notwithstanding any other provisions of this Condition 4(V)(a), the Reset Dates falling after any Adjusted Reset Date shall continue to fall on the dates falling every Reset Period after the First Reset Date (subject to adjustment pursuant to this Condition 4(V)(a)) and the Reset Period shall remain unchanged.

(b) Benchmark Replacement

The Benchmark Replacement determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) shall (subject to adjustments as provided in Condition 4(V)(c)) subsequently be used in place of the Original Reference Rate to determine the Distribution Rate or (as the case may be) Rate of Distribution (or the relevant component part thereof) for all future payments of distribution on the Perpetual Securities (subject to the subsequent operation of this Condition 4(V)).

(c) Adjustment Spread

If the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines (i) that an Adjustment Spread is required to be applied to the Benchmark Replacement and (ii) the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Benchmark Replacement.

(d) Benchmark Amendments

If the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines (i) that Benchmark Amendments are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread and (ii) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 4(V)(e), without any requirement for the consent or approval of Perpetual Securityholders, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent of a certificate signed by the relevant authorised signatory(ies) of the Issuer pursuant to Condition 4(V)(e), the Trustee, the Issuing and Paying Agent and (if applicable) the Calculation Agent shall (at the expense and direction of the Issuer), without any requirement for the consent or approval of the Perpetual Securityholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed or agreement supplemental to or amending the Trust Deed, the Agency Agreement and these Conditions), provided that the Trustee, the Issuing and Paying Agent and (if applicable) the Calculation Agent shall not be obliged so to concur if in its opinion doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee, the Issuing and Paying Agent or the Calculation Agent (as the case may be) in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement in any way.

For the avoidance of doubt, the Trustee, the Agents, and (if applicable) the Calculation Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 4(V)(d). Perpetual Securityholders' consent shall not be required in connection with effecting the Benchmark Replacement or such other changes, including for the execution of any documents or other steps by the Trustee, the Calculation Agent, the Issuing and Paying Agents, the Registrars or the Transfer Agents or the other agents (if required).

In connection with any such variation in accordance with this Condition 4(V)(d), the Issuer shall comply with the rules of any stock exchange on which the Perpetual Securities are for the time being listed or admitted to trading.

(e) Notices, etc.

Any Benchmark Replacement, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 4(V) will be notified promptly and in any event no later than 10 business days prior to the applicable Distribution Determination Date in writing, by the Issuer to the Trustee, the Issuing and Paying Agent, the Calculation Agent and, in accordance with Condition 14, the Perpetual Securityholders and the Couponholders. Such notice shall be irrevocable and shall specify the effective date for such Benchmark Replacement, any related Adjustment Spread and of the Benchmark Amendments, if any. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor the Paying Agents shall have any responsibility for making such determination.

No later than notifying the Trustee of the same, the Issuer shall deliver to the Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent a certificate addressed to the Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent signed by the relevant authorised signatory(ies) of the Issuer:

- (i) confirming (1) that a Benchmark Event has occurred, (2) the Benchmark Replacement, (3) where applicable, any Adjustment Spread and/or the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 4(V); and
- (ii) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Benchmark Replacement and/or Adjustment Spread.

The Trustee, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent shall be entitled to rely on such certificate (without liability to any person) as sufficient evidence thereof. Further, none of the Trustee, the Issuing and Paying Agent or the Calculation Agent shall be responsible or liable for any determinations or certifications made by the Issuer or the Independent Adviser with respect to the Benchmark Replacement or any other changes and shall be entitled to rely conclusively on such certifications provided to each of them in this regard.

The Benchmark Replacement and the Adjustment Spread (if any) and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Benchmark Replacement and the Adjustment Spread (if any) and the Benchmark Amendments (if any) and without prejudice to the Trustee's, (if the Benchmark Amendments affect the Issuing and Paying Agent) the Issuing and Paying Agent's and (if the Benchmark Amendments affect the Calculation Agent) the Calculation Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Issuing and Paying Agent and the Perpetual Securityholders and the Couponholders.

(f) Survival of Original Reference Rate

Without prejudice to the obligations of the Issuer under Conditions 4(V)(a), 4(V)(b), 4(V)(c) and 4(V)(d), the Original Reference Rate and the fallback provisions provided for in Condition 4(II)(b) will continue to apply unless and until the Trustee, the Issuing and Paying Agent and the Calculation Agent have been notified of the Benchmark Replacement, and any applicable Adjustment Spread and Benchmark Amendments, in accordance with Condition 4(V)(e).

(g) Definitions:

As used in this Condition 4(V):

**“Adjustment Spread”** means either a spread (which may be positive or negative or zero), or the formula or methodology for calculating a spread, in either case, which the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines is required to be applied to the Benchmark Replacement to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to Perpetual Securityholders and Couponholders as a result of the replacement of the Original Reference Rate with the Benchmark Replacement and is the spread, formula or methodology which:

- (i) is formally recommended in relation to the replacement of the Original Reference Rate with the applicable Benchmark Replacement by any Relevant Nominating Body; or
- (ii) if the applicable Benchmark Replacement is the ISDA Fallback Rate, is the ISDA Fallback Adjustment; or
- (iii) is determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) having given due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the Original Reference Rate; or with the applicable Benchmark Replacement for the purposes of determining rates of distribution (or the relevant component part thereof) for the same distribution accrual period and in the same currency as the Perpetual Securities;

**“Alternative Rate”** means an alternative benchmark or screen rate which the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines in accordance with Condition 4(V)(b)) has replaced the Original Reference Rate for the Corresponding Tenor in customary market usage in the international or if applicable, domestic debt capital markets transactions for the purposes of determining rates of distribution (or the relevant component part thereof) for the same distribution period and in the same currency as the Perpetual Securities (including, but not limited to applicable government bonds);

**“Benchmark Amendments”** means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of “Distribution Period”, timing and frequency of determining rates and making payments of distribution, changes to the definition of “Corresponding Tenor” solely when such tenor is longer than the Reset Period or, as the case may be, the Distribution Period, any other amendments to these Conditions, the Trust Deed and/or the Agency Agreement and other administrative matters) that the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines that adoption of any portion of such market practice is not administratively feasible or if the Independent Adviser (in consultation with the Issuer) or the



Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines that no market practice for use of such Benchmark Replacement exists, in such other manner as the Independent Adviser (in consultation with the Issuer) or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) determines is reasonably necessary);

**“Benchmark Event”** means the occurrence of one or more of the following events:

- (i) the Original Reference Rate ceasing to be published for a period of at least five Singapore Business Days or ceasing to exist; or
- (ii) a public statement by the administrator of the Original Reference Rate that it has ceased or will, by a specified date within the following six months, cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or
- (iii) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will, by a specified date within the following six months, be permanently or indefinitely discontinued; or
- (iv) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been prohibited from being used or that its use has been subject to restrictions or adverse consequences, or that it will be prohibited from being used or that its use will be subject to restrictions or adverse consequences, in each case, within the following six months; or
- (v) a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is no longer representative or will, by a specified date within the following six months, be deemed to be no longer representative; or
- (vi) it has become unlawful for the Issuing and Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Perpetual Securityholder using the Original Reference Rate,

provided that the Benchmark Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition or restriction of use of the Original Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed to no longer be) representative and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement.

**“Benchmark Replacement”** means the Interpolated Benchmark, provided that if the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) cannot determine the Interpolated Benchmark by the relevant Reset Determination Date or (as the case may be) the Distribution Determination Date, then

**“Benchmark Replacement”** means the first alternative set forth in the order below that can be determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be):

- (i) Identified SORA;
- (ii) the Successor Rate;
- (iii) the ISDA Fallback Rate; and
- (iv) the Alternative Rate;



**“Corresponding Tenor”** with respect to a Benchmark Replacement means a tenor (including overnight) having approximately the same length (disregarding business day adjustment) as the applicable tenor for the then-current Original Reference Rate;

**“Identified SORA”** means the forward-looking term rate for the applicable Corresponding Tenor based on SORA that has been (i) selected or recommended by the Relevant Nominating Body, or (ii) determined by the Independent Adviser or the Issuer (in the circumstances set out in Condition 4(V)(a)) (as the case may be) having given due consideration to any industry-accepted market practice for the relevant Singapore dollar denominated securities;

**“Independent Adviser”** means an independent financial institution of good repute or an independent financial adviser with appropriate expertise or experience in the local or international debt capital markets appointed by and at the expense of the Issuer under Condition 4(V)(a);

**“Interpolated Benchmark”** with respect to the Original Reference Rate means the rate determined for the Corresponding Tenor by interpolating on a linear basis between: (1) the Original Reference Rate for the longest period (for which the Original Reference Rate is available) that is shorter than the Corresponding Tenor and (2) the Original Reference Rate for the shortest period (for which the Original Reference Rate is available) that is longer than the Corresponding Tenor;

**“ISDA Definitions”** means the 2006 ISDA Definitions (as amended and updated as at the date of issue of the first Tranche of the Notes of the relevant Series (as specified in the relevant Pricing Supplement) as published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or (if specified in the relevant Pricing Supplement) the 2021 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as may be updated, amended or supplemented from time to time or any successor definitional booklet for interest rate derivatives published from time to time;

**“ISDA Fallback Adjustment”** means the spread adjustment (which may be positive or negative value or zero) that would apply for derivative transactions referencing the Original Reference Rate in the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor;

**“ISDA Fallback Rate”** means the rate that would apply for derivatives transactions referencing the Original Reference Rate in the ISDA Definitions to be effective upon the occurrence of an index cessation event with respect to the Original Reference Rate for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

**“Original Reference Rate”** means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Distribution (or component thereof) on the Perpetual Securities, provided that if a Benchmark Event has occurred with respect to the then-current Original Reference Rate, then **“Original Reference Rate”** means the applicable Benchmark Replacement;

**“Relevant Nominating Body”** means, in respect of a benchmark or screen rate (as applicable):

- (i) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- (ii) any working group or committee sponsored or endorsed by, chaired or co-chaired by or constituted at the request of (1) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (2) any central bank or other

supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (3) a group of the aforementioned central banks or other supervisory authorities or (4) the Financial Stability Board or any part thereof; and

“**Successor Rate**” means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body as the replacement for the Original Reference Rate for the applicable Corresponding Tenor.

## 5. **REDEMPTION AND PURCHASE**

### (a) No Fixed Redemption Date

The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall (subject to the provisions of Condition 3 and without prejudice to Condition 9) only have the right (but not the obligation) to redeem or purchase them in accordance with the following provisions of this Condition 5.

### (b) Redemption at the Option of the Issuer

If so provided on the face of the relevant Perpetual Security, the Issuer may, on giving irrevocable notice to the Perpetual Securityholders falling within the Issuer’s Redemption Option Period shown on the face of the relevant Perpetual Security, redeem all or, if so provided, some of the Perpetual Securities at their Redemption Amount or integral multiples thereof and on the date or dates so provided. Any such redemption of Perpetual Securities shall be at their Redemption Amount, together with distribution accrued (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) to (but excluding) the date fixed for redemption.

All Perpetual Securities in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 5(b).

In the case of a partial redemption of the Perpetual Securities, the notice to Perpetual Securityholders shall also contain the certificate numbers of the Bearer Perpetual Securities or, in the case of Registered Perpetual Securities, shall specify the principal amount of Registered Perpetual Securities drawn and the holder(s) of such Registered Perpetual Securities, to be redeemed, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices, subject to compliance with any applicable laws. So long as the Perpetual Securities are listed on any Stock Exchange, the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of redemption of such Perpetual Securities.

### (c) Redemption for Taxation Reasons

If so provided on the face of the relevant Perpetual Security, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption), if:

- (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7, or increase the payment of such additional amounts, as a result of:
  - (1) any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax; or

- (2) any change in, or amendment to, the application or official interpretation of any such laws, regulations, rulings or other administrative pronouncements (including a decision of a court of competent jurisdiction),

which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement and such obligation cannot be avoided by the Issuer taking reasonable measures available to it; or

- (ii) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that:

- (1) the Perpetual Securities will not be regarded as “debt securities” for the purposes of Section 43H(4) of the Income Tax Act 1947 of Singapore (the “**ITA**”) and Regulation 2 of the Income Tax (Qualifying Debt Securities) Regulations; or

- (2) the distributions (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) will not be regarded as interest payable by the Issuer for the purposes of the withholding tax exemption and/or concessionary tax rate on interest for “qualifying debt securities” under the ITA,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Perpetual Securities then due.

Prior to the publication of any notice of redemption pursuant to this Condition 5(c), the Issuer shall deliver to the Trustee and the Issuing and Paying Agent a certificate signed by the relevant authorised signatory(ies) of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and in the case of a notice of redemption pursuant to Condition 5(c)(i), an opinion of independent legal, tax or any other professional advisers of recognised standing (whether it is addressed to the Trustee or the Issuing and Paying Agent or neither of them) to the effect that the Issuer has or is likely to become obliged to pay such additional amounts as a result of such change, amendment, interpretation or pronouncement or, in the case of a notice of redemption pursuant to Condition 5(c)(ii), a copy of the ruling by the Comptroller of Income Tax (or other relevant authority) to such effect as stated in Condition 5(c)(ii). The Trustee and the Issuing and Paying Agent shall be entitled to accept such certificate and opinion or ruling (as the case may be) as sufficient evidence (whether it is addressed to the Trustee or the Issuing and Paying Agent or neither of them) of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Perpetual Securityholders.

(d) Redemption for Accounting Reasons

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption) if, on such Distribution Payment Date or any time prior to or after that Distribution Payment Date, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council, as amended from time to time (the “**SFRS**”) or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the Issuer (the “**Relevant Accounting Standard**”), the Perpetual Securities will not or will no longer be recorded as “equity” of the Issuer pursuant to the Relevant Accounting Standard.

Prior to the publication of any notice of redemption pursuant to this Condition 5(d), the Issuer shall deliver to the Trustee and the Issuing and Paying Agent:

- (i) a certificate, signed by the relevant authorised signatory(ies) of the Issuer stating that the circumstances referred to above prevail and setting out the details of such circumstances; and
- (ii) an opinion of the Issuer's independent auditors stating that the circumstances referred to above prevail and the date on which the relevant change or amendment to the Relevant Accounting Standard has taken effect or is due to take effect,

and the Trustee and the Issuing and Paying Agent shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Perpetual Securityholders.

Upon the expiry of any such notice as is referred to in this Condition 5(d), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(d).

(e) Redemption for Tax Deductibility

If so provided on the face of the relevant Perpetual Security, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders and Trustee (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption), if:

- (i) the Issuer satisfies the Trustee immediately before giving such notice that, as a result of:
  - (i) any amendment to, or change in, the laws (or any rules or regulations, thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective on or after the Issue Date;
  - (ii) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective on or after the Issue Date; or
  - (iii) any generally applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the previously generally accepted position which is announced before the Issue Date,

the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) by the Issuer are no longer, or would in the Distribution Period immediately following that Distribution Payment Date no longer, be regarded as sums "payable by way of interest upon any money borrowed" for the purpose of Section 14(1)(a) of the ITA, provided that no such notice of redemption may be given earlier than 90 days prior to such effective date on which the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) would not be regarded as such sums; or

- (ii) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that the distributions (including any Optional Distribution, Arrears of Distribution and any Additional Distribution Amount) will not be regarded as sums “payable by way of interest upon any money borrowed” for the purpose of Section 14(1)(a) of the ITA.

Prior to the publication of any notice of redemption pursuant to this Condition 5(e), the Issuer shall deliver or procure that there is delivered to the Trustee and the Issuing and Paying Agent:

- (1) a certificate, signed by the relevant authorised signatory(ies) of the Issuer stating that the circumstances referred to above prevail and setting out the details of such circumstances; and
- (2) in the case of a notice of redemption pursuant to Condition 5(e)(i), an opinion of the Issuer’s independent tax or legal adviser of recognised standing to the effect that the circumstances referred to above prevail and the date on which the relevant change, amendment, interpretation or pronouncement has taken effect or is due to take effect or, in the case of a notice of redemption pursuant to Condition 5(e)(ii), a copy of the ruling from the Comptroller of Income Tax in Singapore (or other relevant authority) to such effect as stated in Condition 5(e)(ii),

and the Trustee and the Issuing and Paying Agent shall be entitled to accept and rely on such certificate and opinion or ruling (as the case may be) as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Perpetual Securityholders.

Upon the expiry of any such notice as is referred to in this Condition 5(e), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(e).

(f) Redemption in the case of Minimal Outstanding Amount

If so provided on the face of the relevant Perpetual Security, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified on the face of the relevant Perpetual Security, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption) if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

Upon the expiry of any such notice as is referred to in this Condition 5(f), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(f).

(g) Redemption upon Cessation or Suspension of Trading of Shares of the Issuer

If so provided on the face of the relevant Perpetual Security, in the event (1) the shares of the Issuer cease to be traded on the SGX-ST or (2) trading in the shares of the Issuer on the SGX-ST is suspended for more than seven (7) consecutive Exchange Business Days (as defined below) (each, a “**Trading Disruption Event**”), the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days’ notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount together with distributions (including any Optional Distributions, Arrears of Distribution and any Additional Distribution Amount) accrued to (but excluding) the date fixed for redemption, following the occurrence of a Trading Disruption Event. The Issuer shall forthwith (and in any event not later than seven days after the Effective Date) notify the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders of such Trading Disruption Event.

Upon the expiry of any such notice as is referred to in this Condition 5(g), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(g).

For the purposes of this Condition 5(g):

- (a) “**Effective Date**” means (in the case of (1) above) the date of cessation of trading or (in the case of (2) above) the business day immediately following the expiry of the period of seven (7) consecutive Exchange Business Day; and
- (b) “**Exchange Business Day**” means a day on which the SGX-ST is open for securities trading.

(h) Purchases

The Issuer and/or any of its related corporations may at any time purchase Perpetual Securities at any price (provided that they are purchased together with all unmatured Coupons and unexchanged Talons relating to them) in the open market or otherwise, provided that in any such case such purchase or purchases is in compliance with all relevant laws, regulations and directives. The Perpetual Securities so purchased, while held by or on behalf of the Issuer and/or any of its related corporations shall not (unless and until ceasing to be so held) entitle the holder to vote at any meetings of the Perpetual Securityholders and shall not (unless and until ceasing to be so held) be deemed to be outstanding for the purposes of calculating quorums at meetings of the Perpetual Securityholders or for the purposes of Conditions 9 and 10.

Perpetual Securities so purchased, while held by or on behalf of the Issuer and/or any of its related corporations may be surrendered by the purchaser to, in the case of Bearer Perpetual Securities, the Issuing and Paying Agent and, in the case of Registered Perpetual Securities, the Registrar for cancellation or may at the option of the Issuer or, as the case may be, the relevant related corporations be held or resold.

For the purposes of these Conditions, “**directive**” includes any present or future directive, regulation, request, requirement, rule or credit restraint programme of any relevant agency, authority, central bank department, government, legislative, minister, ministry, official public or statutory corporation, self-regulating organisation, or stock exchange.

(i) Cancellation

All Perpetual Securities purchased by or on behalf of the Issuer and/or any of its related corporations may be surrendered for cancellation, in the case of Bearer Perpetual Securities, by surrendering each such Perpetual Security together with all unmatured Coupons and all unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Perpetual Securities, by surrendering the Certificate representing such Perpetual Securities to the Registrar and, in each case, if so surrendered, shall, together with all Perpetual Securities redeemed by the Issuer, be cancelled promptly (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Perpetual Securities or Certificates so surrendered for cancellation may not be reissued or resold.

(j) Notices of redemption

If there is more than one notice of redemption notice given in respect of any Perpetual Security, the notice given first in time shall prevail and in the event of two notices being given on the same date, the first to be given shall prevail.



## 6. PAYMENTS

### (a) Principal and Distribution in respect of Bearer Perpetual Securities

Payments of principal and distribution in respect of Bearer Perpetual Securities will, subject as mentioned below, be made against presentation and surrender of the relevant Perpetual Securities or Coupons, as the case may be, at the specified office of any Paying Agent by transfer to an account maintained by the holder in that currency with, a bank in the principal financial centre for that currency.

### (b) Principal and Distribution in respect of Registered Perpetual Securities

(i) Payments of principal in respect of Registered Perpetual Securities will, subject as mentioned below, be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in Condition 6(b)(ii). Distribution on Registered Perpetual Securities shall be paid to the person shown as the holder thereof on the Register at the close of business on the fifteenth day before the due date for payment thereof (the "**Record Date**"). Payments of distribution on each Registered Perpetual Security shall be made by transfer to an account maintained by the holder in that currency with, a bank in the principal financial centre for that currency.

(ii) In respect of Registered Perpetual Securities cleared through Euroclear and/or Clearstream, Luxembourg, all payments in respect of Registered Perpetual Securities represented by Global Securities or, as the case may be, Global Certificates will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be on the Clearing System Business Day immediately prior to the date for payment (where "**Clearing System Business Day**" means Monday to Friday inclusive except 25 December and 1 January).

### (c) Payments subject to law etc.

All payments are subject in all cases to (i) any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 7, and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or any law, regulation or directive implementing an intergovernmental approach thereto, but without prejudice to the provisions of Condition 7. No commission or expenses shall be charged to the Perpetual Securityholders or Couponholders in respect of such payments.

### (d) Appointment of Agents

The Issuing and Paying Agent, the Calculation Agent, the Transfer Agent and the Registrar initially appointed by the Issuer and their respective specified offices are listed below. The Issuer reserves the right at any time to vary or terminate the appointment of any of the Agents in accordance with the terms of the Agency Agreement and to appoint additional or other Agents, provided that it will at all times maintain (i) an Issuing and Paying Agent having a specified office in Singapore, (ii) a Transfer Agent in relation to Registered Perpetual Securities, having a specified office in Singapore, (iii) a Calculation Agent where the Conditions so require, and (iv) a Registrar in relation to Registered Perpetual Securities, having a specified office in Singapore.

Notice of any such change or any change of any specified office will promptly be given to the Perpetual Securityholders in accordance with Condition 14.

The Agency Agreement may be amended by the Issuer, the Trustee and the Agents, without the consent of any Perpetual Securityholders or Couponholders, for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained therein of a formal, minor or technical nature, to correct a manifest error or to comply with mandatory provisions of Singapore law or which is required by Euroclear

and/or Clearstream, Luxembourg, the CDP and/or any other clearing system in which the Perpetual Securities may be held or in any manner which the Issuer, the Trustee and the Agents may mutually deem necessary or desirable and which is not, in the opinion of the Issuer and the Trustee, materially prejudicial to the interests of Perpetual Securityholders and Couponholders.

Any such modification shall be binding on the Perpetual Securityholders and the Couponholders and, unless the Trustee otherwise agrees in writing, the Issuer shall cause such modification to be notified to the Perpetual Securityholders and the Couponholders as soon as practicable in accordance with Condition 14.

(e) Unmatured Coupons and Unexchanged Talons

- (i) Bearer Perpetual Securities which comprise Fixed Rate Perpetual Securities should be surrendered for payment together with all unexpired Coupons and unexchanged Talons (if any) relating to such Perpetual Securities, failing which an amount equal to the face value of each missing unexpired Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unexpired Coupon which the sum of principal so paid bears to the total principal due) will be deducted from the Redemption Amount due for payment. Any amount so deducted will be paid in the manner mentioned above against surrender of such missing Coupon within the prescription period relating thereto under Condition 8 from the Relevant Date for the payment of such principal.
- (ii) Subject to the provisions of the relevant Pricing Supplement, upon the due date for redemption of any Bearer Perpetual Security comprising a Floating Rate Perpetual Security, unexpired Coupons relating to such Perpetual Security (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Perpetual Security, any unexchanged Talon relating to such Perpetual Security (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Where any Bearer Perpetual Security comprising a Floating Rate Perpetual Security is presented for redemption without all unexpired Coupons, and where any Bearer Perpetual Security is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
- (v) If the due date for redemption or repayment of any Perpetual Security is not a due date for payment of distribution, distribution accrued from the preceding due date for payment of distribution or the Distribution Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Perpetual Security or Certificate.

(f) Talons

On or after the Distribution Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Perpetual Security, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 8).

(g) Non-business days

Subject as provided in the relevant Pricing Supplement and/or these Conditions, if any date for the payment in respect of any Perpetual Security or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day and shall not be entitled to any further distribution or other payment in respect of any such delay.

## 7. TAXATION

### (a) Payment after Withholding

All payments in respect of the Perpetual Securities and the Coupons by or on behalf of the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Perpetual Securityholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, except that no such additional amounts shall be payable in respect of any Perpetual Security or Coupon presented (or in respect of which the Certificate representing it is presented) for payment:

- (i) by or on behalf of a holder who is subject to such Taxes by reason of being connected with Singapore otherwise than by reason only of the holding of such Perpetual Security or Coupon or the receipt of any sums due in respect of such Perpetual Security or Coupon (including, without limitation, the holder being a resident of, or a permanent establishment in, Singapore);
- (ii) more than 30 days after the Relevant Date except to the extent that the holder thereof would have been entitled to such additional amounts on presenting the same for payment on the last day of such period of 30 days or
- (iii) by or on behalf of a holder who would be able to lawfully avoid (but has not so avoided) such deduction or withholding by making a declaration or any other statement including, but not limited to, a declaration of residence or non-residence but fails to do so.

For the avoidance of doubt, neither the Issuer nor any other person shall be required to pay any additional amounts or otherwise indemnify a holder for any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the United States Internal Revenue Code (the "**Code**") as amended or otherwise imposed pursuant to Sections 1471 through 1474 of the Code (or any regulations thereunder or official interpretations thereof) or an intergovernmental agreement between the United States and another jurisdiction facilitating the implementation thereof (or any law implementing such an intergovernmental agreement).

### (b) Interpretation

As used in these Conditions, "**Relevant Date**" in respect of any Perpetual Security or Coupon means the date on which payment in respect thereof first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date falling seven days after that on which notice is duly given to the Perpetual Securityholders in accordance with Condition 14 that, upon further presentation of the Perpetual Security (or relative Certificate) or Coupon being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon presentation, and references to "**principal**" shall be deemed to include any premium payable in respect of the Perpetual Securities, all Redemption Amounts and all other amounts in the nature of principal payable pursuant to Condition 5, "**distribution**" shall be deemed to include all Distribution Amounts and all other amounts payable pursuant to Condition 4 and any reference to "**principal**" and/or "**premium**" and/or "**Redemption Amounts**" and/or "**distribution**" shall be deemed to include any additional amounts which may be payable under these Conditions.

8. **PRESCRIPTION**

Claims against the Issuer for payment in respect of the Perpetual Securities and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within five (5) years from the appropriate Relevant Date for payment.

9. **NON-PAYMENT**

(a) Non-payment when due

Notwithstanding any of the provisions below in this Condition 9, the right to institute proceedings for Winding-Up is limited to circumstances set out in Condition 9(b). In the case of any distribution, such distribution will not be due if the Issuer has elected not to pay that distribution in accordance with Condition 4(IV). In addition, nothing in this Condition 9, including any restriction on commencing proceedings, shall in any way restrict or limit the rights of the Trustee or any of its directors, officers, employees or agents to claim from or to otherwise take any action against the Issuer in respect of any costs, charges, fees, expenses or liabilities incurred by such party pursuant to or in connection with the Perpetual Securities or the Trust Deed.

(b) Proceedings for Winding-Up

If (i) a final and effective order is made or an effective resolution is passed for the Winding-Up of the Issuer or (ii) the Issuer fails to pay the principal or any distributions (including any Arrears of Distribution and any Additional Distribution Amount) or other amounts payable by it under any of the Perpetual Securities when due and such failure continues for a period of more than seven (7) business days (each, an “**Enforcement Event**”), the Issuer shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d), institute proceedings for the Winding-Up of the Issuer and/or prove in the Winding-Up of the Issuer and/or claim in the liquidation of the Issuer for such payment.

“**Winding-Up**” means, with respect to the Issuer, a final and effective order or resolution for the bankruptcy, winding up, liquidation, judicial management, receivership or similar proceedings in respect of the Issuer.

(c) Enforcement

Without prejudice to Condition 9(b) but subject to the provisions of Condition 9(d), the Trustee may without further notice to the Issuer or the Perpetual Securityholders or Couponholders institute such proceedings against the Issuer as it may think fit to enforce any term or condition binding on the Issuer under the Transaction Documents, Perpetual Securities or Coupons, as the case may be, (other than any payment obligation of the Issuer under or arising from the Perpetual Securities, including, without limitation, payment of any principal or premium or satisfaction of any distributions (including any Arrears of Distribution and Additional Distribution Amount)) provided that in no event shall the Issuer, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums, in cash or otherwise, sooner than the same would otherwise have been payable by it.

(d) Entitlement of Trustee

The Trustee shall not and shall not be obliged to take any of the actions referred to in Condition 9(b) or Condition 9(c) against the Issuer to enforce the terms of the Transaction Documents or of the Perpetual Securities or the Coupons unless (i) it shall have been so directed by an Extraordinary Resolution of the Perpetual Securityholders or so requested in writing by Perpetual Securityholders holding not less than 25 per cent. in principal amount of the Perpetual Securities outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction against all action, proceedings, claims, demands and liabilities to which it may thereby become liable and all costs, charges, damages and expenses which may be incurred by it in connection therewith.

(e) Right of Perpetual Securityholders or Couponholder

No Perpetual Securityholder or Couponholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the Winding-Up or claim in the liquidation of the Issuer or to prove in such Winding-Up unless the Trustee, having become so bound to proceed or being able to prove in such Winding-Up or claim in such liquidation, fails or neglects to do so within a reasonable period and such failure or neglect shall be continuing, in which case the Perpetual Securityholder or Couponholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise as set out in this Condition 9.

(f) Extent of Perpetual Securityholders' remedy

No remedy against the Issuer, other than as referred to in this Condition 9, shall be available to the Trustee or the Perpetual Securityholders or Couponholders, whether for the recovery of amounts owing in respect of the Trust Deed or the Perpetual Securities (as applicable) or in respect of any breach by the Issuer of any of its other obligations under or in respect of the Trust Deed or the Perpetual Securities (as applicable).

**10. MEETING OF PERPETUAL SECURITYHOLDERS AND MODIFICATIONS**

(a) The Trust Deed contains provisions for convening meetings of Perpetual Securityholders of a Series to consider any matter affecting their interests, including modification by Extraordinary Resolution of the Perpetual Securities of such Series (including these Conditions insofar as the same may apply to such Perpetual Securities) or any of the provisions of the Trust Deed.

(b) The Trustee or the Issuer at any time may, and the Trustee upon the request in writing by Perpetual Securityholders holding not less than 10 per cent. in principal amount of the Perpetual Securities of any Series for the time being outstanding and after being indemnified and/or secured and/or pre-funded to its satisfaction against all costs and expenses shall, convene a meeting of the Perpetual Securityholders of that Series. An Extraordinary Resolution duly passed at any such meeting shall be binding on all the Perpetual Securityholders of the relevant Series, whether present or not and on all relevant Couponholders, except that any Extraordinary Resolution proposed, *inter alia*, (i) to amend the dates of redemption of the Perpetual Securities or any date for payment of distribution or Distribution Amounts on the Perpetual Securities, (ii) to reduce or cancel the principal amount of, or any premium payable on redemption of, the Perpetual Securities, (iii) to reduce the rate or rates of distribution in respect of the Perpetual Securities or to vary the method or basis of calculating the rate or rates of distribution or the basis for calculating any Distribution Amount in respect of the Perpetual Securities, (iv) to vary any method of, or basis for, calculating the Redemption Amount, (v) to vary the currency or currencies of payment or denomination of the Perpetual Securities, (vi) to take any steps that as specified on the face of such Perpetual Securities may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply, (vii) to modify the provisions concerning the quorum required at any meeting of Perpetual Securityholders or the majority required to pass the Extraordinary Resolution or (viii) to amend the subordination provisions of the Perpetual Securities, will only be binding if passed at a meeting of the Perpetual Securityholders of the relevant Series (or at any adjournment thereof) at which a special quorum (provided for in the Trust Deed) is present.

(c) The Trustee may agree, without the consent of the Perpetual Securityholders or Couponholders, to any modification (subject to certain exceptions mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of these Conditions or of any of the provisions of the Trust Deed or the other Transaction Document which in any case is not, in the opinion of the Trustee is materially prejudicial to the interests of the Perpetual Securityholders or may agree, without any such consent as aforesaid, to any modification, waiver or authorisation which is of a formal, minor or technical nature or to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear, Clearstream, Luxembourg, the CDP and/or any other clearing system in which the Perpetual Securities may be held. Any such modification, authorisation or waiver



shall be binding on the Perpetual Securityholders and the Couponholders and, unless the Trustee otherwise agrees in writing, the Issuer shall cause such modification, waiver or authorisation to be notified to the Perpetual Securityholders as soon as practicable thereafter in accordance with Condition 14.

- (d) In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation determination or substitution), the Trustee shall have regard to the general interests of the Perpetual Securityholders as a class but shall not have regard to any interests arising from circumstances particular to individual Perpetual Securityholders or Couponholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Perpetual Securityholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Perpetual Securityholder or Couponholder be entitled to claim, from the Issuer, the Trustee or any other person any indemnification or payment in respect of any tax consequence of any such exercise upon individual Perpetual Securityholders or Couponholders.
- (e) These Conditions may be amended, modified, or varied in relation to any Series of Perpetual Securities by the terms of the relevant Pricing Supplement in relation to such Series.
- (f) For the purpose of ascertaining the right to attend and vote at any meeting of the Perpetual Securityholders convened for the purpose of and in relation to Conditions 9 and 10 and Clauses 9.1(b) and 26 of and Schedule 11 to the Trust Deed, those Perpetual Securities (if any) which are beneficially held by, or are held on behalf of the Issuer, and any of its related corporations and not cancelled shall (unless and until ceasing to be so held) be disregarded when determining whether the requisite quorum of such meeting has been met and any votes cast or purported to be cast at such meeting in respect of such Perpetual Securities shall be disregarded and be null and void.

## **11. REPLACEMENT OF PERPETUAL SECURITIES, CERTIFICATES, COUPONS AND TALONS**

If a Perpetual Security, Certificate, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed it may be replaced, subject to applicable laws, regulations and stock exchange requirements or other relevant authority regulations at the specified office of the Issuing and Paying Agent (in the case of Bearer Perpetual Securities, Coupons or Talons) and of the Registrar (in the case of Certificates), or at the specified office of such other Paying Agent or, as the case may be, Transfer Agent, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Perpetual Securityholders in accordance with Condition 14, on payment by the claimant of the costs, expenses and duties incurred in connection with the replacement and on such terms as to evidence, undertaking, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Perpetual Security, Certificate, Coupon or Talon is subsequently presented for payment, there will be paid to the Issuer on demand the amount payable by the Issuer in respect of such Perpetual Security, Certificate, Coupon or Talon) or otherwise as the Issuer may require. Mutilated or defaced Perpetual Securities, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

## **12. FURTHER ISSUES**

The Issuer may from time to time without the consent of the Perpetual Securityholders or Couponholders create and issue further perpetual securities either having the same terms and conditions as the Perpetual Securities in all respects (or in all respects except for the first payment of distribution on them) and so such further issue shall be consolidated and form a single series with the outstanding perpetual securities of any series (including the Perpetual Securities) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Perpetual Securities include (unless the context requires otherwise) any other perpetual securities issued pursuant to this Condition 12 and forming a single series with the Perpetual Securities. Any further perpetual securities forming a single series with the outstanding perpetual



securities of any series (including the Perpetual Securities) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may be constituted by the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Perpetual Securityholders and the holders of perpetual securities of other series where the Trustee so decides.

### **13. PROVISIONS RELATING TO THE TRUSTEE**

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment and from taking action to convene meetings unless indemnified and/or secured and/or pre-funded to its satisfaction.

The Trust Deed also contains a provision entitling the Trustee or any corporation related to it (or any director or officer of the Trustee or any corporation related to the Trustee or any company or person in any other way associated with the Trustee) to make contracts or enter into transactions with the Issuer (or any of its related corporations) in the ordinary course of business or to act as an agent in respect of the Perpetual Securityholders, the Coupons or the Talons, whether directly or through a subsidiary or associated company, or to accept the trusteeship of any other debenture stock, debentures or securities of the Issuer (or any of its related corporations), or any company in which the Issuer is interested without accounting to the Perpetual Securityholders or Couponholders or to the Issuer (or any of its related corporations) for any profit, fees, commissions, discounts or share of brokerage resulting from any such contracts or transactions.

The Trust Deed also provides that the Trustee will not be liable to the Perpetual Securityholders and/or Couponholders for, *inter alia*, any action taken or omitted by it except to the extent that a court of competent jurisdiction determines that the Trustee's gross negligence, wilful default or fraud was the cause of any loss to the Perpetual Securityholders, and that each Perpetual Securityholder shall be solely responsible for making and continuing to make its own independent appraisal of and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Perpetual Securityholder shall not rely on the Trustee in this respect thereof.

The Trustee may rely without liability to Perpetual Securityholders on any report, confirmation or certificate or any advice of any accountants, financial advisers, legal advisers, financial institutions or any other expert, whether or not addressed to it and whether or not their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise.

### **14. NOTICES**

Notices to the holders of Perpetual Securities will be valid if published in a leading English language newspaper of general circulation in Singapore (or, if the holders of any Series of Perpetual Securities can be identified, notices to such holders will also be valid if they are given to each of such holders). It is expected that such publication will be made in The Business Times. Notices will, if published more than once or on different dates, be deemed to have been given on the date of the first publication in such newspaper as provided above. In addition, notices to the holders of Registered Perpetual Securities shall be valid if mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice to the holders of Bearer Perpetual Securities in accordance with this Condition 14.

So long as the Perpetual Securities are represented by a Global Security or a Global Certificate and such Global Security or Global Certificate is or are held in its or their entirety on behalf of Euroclear, Clearstream, Luxembourg, the CDP or such other clearing system, there may be substituted for such publication in such newspapers the delivery of the relevant notice to Euroclear, Clearstream, Luxembourg, (subject to the agreement of the CDP) the CDP and/or such other clearing system for communication by it to the Perpetual Securityholders, except that if the Perpetual Securities are listed on the SGX-ST and the rules of such exchange so require, notice

will in any event be given or published in accordance with the first paragraph of this Condition 14. Any such notice shall be deemed to have been given to the Perpetual Securityholders on (i) (in the case of an announcement made on the SGX-ST) the date of the announcement and (ii) (in the case of delivery of notice to Euroclear, Clearstream, Luxembourg, CDP and/or such other clearing system) the seventh day after the day on which the said notice was given to Euroclear, Clearstream, Luxembourg, the CDP and/or such other clearing system.

Notices to be given by any Perpetual Securityholder pursuant hereto (including to the Issuer) shall be in writing and given by lodging the same, together with the relevant Perpetual Security or Perpetual Securities, with the Issuing and Paying Agent (in the case of Bearer Perpetual Securities) or the Registrar (in the case of Certificates). Whilst the Perpetual Securities are represented by a Global Security or a Global Certificate, such notice may be given by any Perpetual Securityholder to the Issuing and Paying Agent or, as the case may be, the Registrar through Euroclear, Clearstream, Luxembourg and/or the CDP in such manner as the Issuing and Paying Agent or, as the case may be, the Registrar and Euroclear, Clearstream, Luxembourg and/or the CDP may approve for this purpose.

Notwithstanding the other provisions of this Condition, in any case where:

- (a) the identities and addresses of all the Perpetual Securityholders are known to the Issuer, notices to such holders may be given individually by recorded delivery mail to such addresses and will be deemed to have been given two days from the date of despatch to the Perpetual Securityholders; or
- (b) the Perpetual Securities are listed on the SGX-ST, notices to the holders may be given by way of an announcement through the corporate announcement system administered by the SGX-ST including, but not limited to, the website maintained by the SGX-ST (the “**SGX-ST Corporate Announcement System**”), such notices will be deemed to have been given on the date of publication of such notices on the SGX Corporate Announcement System.

## 15. **GOVERNING LAW AND JURISDICTION**

### (a) Governing Law

The Trust Deed, the Perpetual Securities, the Coupons and the Talons are governed by, and shall be construed in accordance with, the laws of Singapore.

### (b) Jurisdiction

The courts of Singapore are to have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Trust Deed, the Perpetual Securities, the Coupons or the Talons and accordingly, any legal action or proceedings arising out of or in connection with the Trust Deed, the Perpetual Securities, the Coupons or the Talons may be brought in such courts. The Issuer has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.

## 16. **CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001 OF SINGAPORE**

No person shall have any right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce or enjoy the benefit of any term or condition of the Perpetual Securities.

**CDP ISSUING AND PAYING AGENT, CDP CALCULATION AGENT, CDP REGISTRAR AND  
CDP TRANSFER AGENT**

**The Bank of New York Mellon, Singapore Branch**

One Temasek Avenue  
#02-01 Millenia Tower  
Singapore 039192

**NON-CDP ISSUING AND PAYING AGENT AND NON-CDP CALCULATION AGENT**

**The Bank of New York Mellon, London Branch**

160 Queen Victoria Street  
London EC4V 4LA  
United Kingdom

**NON-CDP REGISTRAR AND NON-CDP TRANSFER AGENT**

**The Bank of New York Mellon SA/NV, Dublin Branch**

Riverside II  
Sir John Rogerson's Quay  
Grand Canal Dock  
Dublin 2  
Ireland

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following tables set out the Group's consolidated statements of profit or loss for the financial years ended 31 December 2021 ("**FY2021**"), 31 December 2022 ("**FY2022**"), 31 December 2023 ("**FY2023**") and the first quarter ended 31 March 2023 ("**1Q2023**") and 31 March 2024 ("**1Q2024**"), and the Group's consolidated statements of financial position as at 31 December 2021, 31 December 2022, 31 December 2023 and 31 March 2024.

The selected consolidated financial information for FY2021, FY2022, and FY2023 in the tables below are derived from, and should be read in conjunction with, the Group's audited consolidated financial statements for FY2021, FY2022, and FY2023 (including the notes thereto), which have been audited by the independent auditors, KPMG LLP.

The selected consolidated financial data for 1Q2023 and 1Q2024 in the tables below are derived from the Group's unaudited first quarter 2024 financial statements announcement. Investors should not rely on such unaudited consolidated financial statements to provide the same quality of information that audited financial information would provide.

On 28 March 2022, iFAST Corporation Ltd. completed its acquisition of and investment in the United Kingdom ("**UK**")-based iFAST Global Bank Limited (formerly known as BFC Bank Limited). As a result, any period-to-period comparison between FY2021 and FY2022 may not be meaningful. Investors should exercise caution when relying on such comparisons of the financial information of the Group as a basis for any investment decision or to predict the future performance of the Group.

## Consolidated Statements of Profit or Loss

	Audited			Unaudited	
	FY2023 S\$	FY2022 S\$	FY2021 S\$	1Q2024 S\$'000	1Q2023 S\$'000
Revenue	242,512,568	205,307,856	216,202,416	78,754	51,453
Interest revenue	14,027,701	3,558,993	695,419	7,207	2,477
Total revenue	256,540,269	208,866,849	216,897,835	85,961	53,930
Commission and fee expenses including securities brokerage expenses and handling and settlement expenses	(88,057,354)	(89,885,408)	(102,984,747)	(22,696)	(22,127)
Interest expenses excluding interest expense on lease liabilities	(6,827,661)	(742,018)	(902)	(5,159)	(794)
	161,655,254	118,239,423	113,912,186	58,106	31,009
Other income	1,714,302	1,721,579	491,263	516	400
Depreciation of plant and equipment	(3,352,171)	(3,824,708)	(2,504,173)	(1,004)	(924)
Depreciation of right-of-use assets	(9,076,526)	(7,370,094)	(7,273,507)	(2,764)	(1,856)
Amortisation of intangible assets	(11,036,862)	(9,617,693)	(8,632,491)	(2,899)	(2,577)
Staff costs excluding equity-settled share-based payment transactions	(57,628,061)	(46,208,345)	(37,661,966)	(18,382)	(11,752)
Equity-settled share-based payment to staff and advisers	(12,062,887)	(10,586,719)	(5,920,495)	(3,275)	(2,828)
Other operating expenses	(33,069,617)	(26,235,707)	(15,684,796)	(11,848)	(7,437)
	(126,226,124)	(103,843,266)	(77,677,428)	(40,172)	(27,374)
Impairment loss on associate	–	(5,200,000)	–	–	–
<b>Results from operating activities</b>	<b>37,143,432</b>	<b>10,917,736</b>	<b>36,726,021</b>	<b>18,450</b>	<b>4,035</b>
Interest expense on lease liabilities	(792,598)	(451,069)	(561,038)	(305)	(95)
Share of results of associates, net of tax	224,124	296,738	(345,130)	(30)	226
<b>Profit before tax</b>	<b>36,574,958</b>	<b>10,763,405</b>	<b>35,819,853</b>	<b>18,115</b>	<b>4,166</b>
Tax expense	(9,566,690)	(5,414,246)	(5,413,637)	(3,930)	(1,454)
<b>Profit for the year/period</b>	<b>27,008,268</b>	<b>5,349,159</b>	<b>30,406,216</b>	<b>14,185</b>	<b>2,712</b>
<b>Profit attributable to:</b>					
Owners of the Company	28,268,767	6,423,668	30,633,083	14,510	2,977
Non-controlling interests	(1,260,499)	(1,074,509)	(226,867)	(325)	(265)
<b>Profit for the year/period</b>	<b>27,008,268</b>	<b>5,349,159</b>	<b>30,406,216</b>	<b>14,185</b>	<b>2,712</b>

## **REVIEW OF THE GROUP'S FINANCIAL PERFORMANCE**

### **1. 1Q2024 VERSUS 1Q2023**

#### **Total revenue**

1Q2024 generally saw healthier global financial market conditions and improved investor sentiment, driven primarily by the strong performance of global technology companies. With lacklustre China financial markets weighing on Asian equities, the MSCI AC Asia ex Japan index rose just 2.4% in 1Q2024 and was approximately 4.3% higher year-on-year ("**YoY**").

Against the more positive backdrop for financial markets, the Group recorded net inflows of S\$0.69 billion in 1Q2024, representing a 119.4% increase YoY, benefitting from the Group's continuous efforts in improving the range and depth of products and services brought to clients and business partners over the years.

Aided by healthy net inflows and positive financial market performance, the Group's assets under administration ("**AUA**") rose 16.0% YoY to S\$21.05 billion as at 31 March 2024.

The Group's total revenue rose 59.4% YoY to S\$85.96 million in 1Q2024. In addition to the continued progress for the Group's core wealth management platform business, the Group's Hong Kong-based ePension division made a significant contribution to the Group's revenue in 1Q2024. Revenue for the Group's banking operation also increased significantly by 136.3% YoY, driven primarily by interest revenue, as the bank made progress on the rollout of deposit services.

#### **Costs of revenue**

##### ***Commission and fee expenses including securities brokerage expenses and handling and settlement expenses***

The non-banking operations of the Group consist of two main business divisions, namely the Business-to-Customer ("**B2C**") and Business-to-Business ("**B2B**") divisions. For the B2B division of the Group, a substantial portion of front-end commission income and advisory fees from B2B customers is payable to financial advisers who serve these B2B customers. The Group also incurs securities brokerage expenses which relate to brokerage fees paid to third party brokers for the execution of client trades in securities listed on overseas exchanges of which the Group is not a member.

The costs of revenue excluding interest expenses incurred by non-banking operations of the Group rose 2.0% YoY to S\$22.13 million in 1Q2024. This was mainly related to changes in client transaction volumes in stocks for the B2B and B2C businesses as well as commission income and advisory fees from the B2B division compared to 1Q2023.

The costs of revenue excluding interest expenses incurred by the Group's banking operation increased 29.3% YoY as banking activities ramped up, and are primarily related to commission and fee expenses including handling and settlement expenses charged by counterparts in the course of providing transactional banking services to customers.

##### ***Interest expenses excluding interest expense on lease liabilities***

The interest expenses excluding interest expense on lease liabilities incurred by non-banking operations are interest expenses on amounts of revolving bank loan facilities drawn down to facilitate the Group's working capital management in the quarter.

The interest expenses excluding interest expense on lease liabilities incurred by the banking operation are interest expenses on deposits and balances of customers placed with the Group's banking operation. The increase in banking operation's interest expenses was mainly due to the continued ramp up of customer deposits in 1Q2024, which increased substantially compared to 1Q2023.



## **Net revenue**

Net revenue of the Group comprises net interest revenue and net non-interest revenue which represents corresponding revenue earned by the Group after commission and fee expenses including securities brokerage expenses and handling and settlement expenses.

The Group's net revenue grew 87.4% YoY to S\$58.11 million in 1Q2024.

For the B2C division of the Group's non-banking operations, net revenue increased 3.6% YoY in 1Q2024. Increases in transactional processing fees related to investments by customers in exchange-listed stock securities added to net revenue, alongside higher service fees arising from the provision of currency conversion administration services resulting from increased trading volume of securities listed on foreign exchanges. This was marginally offset by lower bond processing fee income as well as an overall decline in interest commission income arising from clients' AUA as well as cash management solution services, as clients deployed more idle cash.

For the B2B division of the Group's non-banking operations, net revenue increased 135.5% YoY in 1Q2024. Compared to 1Q2023, recurring fee income related to AUA of investment products was generally higher as overall AUA increased on strong net inflows and positive market effects. Higher recurring fee income from portfolio management services was a key positive contributor as fund management assets rose substantially from 1Q2023. With the high prevailing interest rate environment, interest commission income arising from clients' AUA and cash management solution services also increased compared to 1Q2023. Transactional processing fees were mixed, as processing fee income from bonds increased on stronger bond transaction activities, while weaker transaction activity in exchange-listed stock securities detracted. The Group's ePension division also made a significant contribution to the B2B division's net revenue in 1Q2024 compared to 1Q2023.

The business model of the Group's non-banking operations gives a stream of reliable recurring revenue which is significantly based on AUA. In 1Q2024, 91.5% of net revenue of non-banking operations was derived from recurring net revenue.

Recurring net revenue of the Group's non-banking operations is usually calculated based on a percentage of average AUA of investment products distributed on the Group's platforms, and mainly comprises trailer fees, platform fees, wrap fees, portfolio service management fees and net interest commission income arising from clients' AUA. The YoY increase in recurring net revenue in 1Q2024 was boosted by higher recurring fee income related to the increase in AUA, including fee income arising from portfolio service management services and higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the high interest rate environment over the period. In addition, the Group's ePension division contributed significantly to the Group's recurring net revenue in 1Q2024.

Non-recurring revenue of the Group's non-banking operations mainly comprises commission income derived from investment subscription via front-end load commission or transaction processing fee; service fee arising from the provision of currency conversion administration services to customers and the provision of administration services to financial advisory firms; brokerage service fee from arranging for insurance policies, advertising fee earned from advertisements placed by third parties on iFAST websites and mobile applications; and IT solution development fee from provision of IT fintech solutions to business partners. In 1Q2024, the decrease in non-recurring net revenue was due mainly to the recognition of non-recurring project development revenues in 1Q2023. Transaction processing fees were broadly higher YoY, resulting from higher bond processing fee income, as well as an increase in service fees arising from the provision of currency conversion administration services owing to higher clients' trading volume of securities listed on foreign exchanges.

## **Other income**

The Group recorded other income of S\$0.52 million in 1Q2024 which was 29.0% higher on a YoY basis. This was primarily due to higher investment income on debt securities investments measured at fair value through profit or loss ("**FVTPL**"), which more-than-offset the smaller government grant received in 1Q2024 compared to 1Q2023.

### **Operating expenses**

Overall, the Group's total operating expenses increased by 46.8% YoY from S\$27.37 million in 1Q2023 to S\$40.17 million in 1Q2024.

#### ***Operating expenses – non-banking operations***

Excluding the banking operation, the Group's total operating expenses increased by 48.3% from S\$22.53 million in 1Q2023 to S\$33.41 million in 1Q2024. This was in line with the Group's increased efforts in enhancing its wealth management platform capabilities including improving the range and depths of investment products and services being provided to customers in all its existing markets so as to strengthen the fintech ecosystem of the Group and further scale up the businesses of the Group continuously.

Depreciation of plant and equipment increased by 8.6% from S\$0.91 million in 1Q2023 to S\$0.99 million in 1Q2024 due mainly to additions of plant and equipment over the year. Depreciation of right-of-use assets increased 51.7% from S\$1.74 million in 1Q2023 to S\$2.65 million in 1Q2024, primarily related to the leasing of additional offices in Hong Kong to support the operations of the Group's ePension division.

Amortisation of intangible assets increased by 10.0% from S\$2.58 million in 1Q2023 to S\$2.83 million in 1Q2024, due mainly to additions of intangible assets (including internally-developed IT software assets) over the year to support business expansion in the markets that the Group operates in and to continuously strengthen the fintech capabilities of investment platforms as well as the fintech ecosystem of the Group.

Staff costs (excluding equity-settled share-based payment transactions) increased by 63.1% from S\$9.63 million in 1Q2023 to S\$15.71 million in 1Q2024, primarily due to an increased number of staff to support the Group's ePension division business over the period.

Equity-settled share-based payment to staff and advisers increased by 12.9% from S\$2.83 million in 1Q2023 to S\$3.19 million in 1Q2024, resulting from additional batches of performance shares granted to staff and advisers in the second half of 2023. The annual share awards to staff and advisers are to motivate staff and advisers to achieve long-term growth together with the Group.

Other operating expenses increased by 65.9% from S\$4.84 million in 1Q2023 to S\$8.03 million in 1Q2024. The increases were due mainly to increased spending on business advertising, IT and related technology security services, and operation of the ePension division in the quarter.

#### ***Operating expenses – banking operation***

The total operating expenses of the UK banking operation increased 39.7% YoY to S\$6.76 million in 1Q2024, reflecting the launch and ramp up of new business segments over the period.

### **Interest expense on lease liabilities**

Interest expense on lease liabilities increased 221.1% YoY to S\$0.31 million in 1Q2024 compared to 1Q2023, due mainly to the extension of the Malaysia operation's office leasing period and additional offices leased in Hong Kong to support the ePension division operation.

### **Share of results of associates, net of tax**

The Group's share of results after tax of associates comprised the share of results of associates, mainly including Raffles Family Office China Ltd and Harveston Capital Sdn Bhd in 1Q2024. For 1Q2023, the Group's share of results of associates also included Providend Holding Pte Ltd ("**Providend**").

The Group's share of results of associates, net of tax was a S\$0.03 million loss in 1Q2024 compared to a S\$0.23 million profit in 1Q2023. This was due to the Group's share of a positive performance of Providend in 1Q2023 which is absent in 1Q2024, following the de-recognition of Providend as an associate in June 2023.

### **Profit for the period, attributable to owners of the Issuer**

The Group's profit before tax from non-banking operations increased significantly by 237.6% YoY from S\$6.14 million in 1Q2023 to S\$20.72 million in 1Q2024. This increase in profit comes on the back of a 91.9% YoY increase in non-banking net revenue for 1Q2024, driven by strong contributions from the Group's newer ePension division business as well as the continued progress of the Group's core wealth management platform business.

For the Group's banking operations, higher operating expenses linked to the rollout of the new Digital Personal Banking ("**DPB**") services, which were launched in the second quarter of 2023, alongside continued progress of the bank's Digital Transaction Banking ("**DTB**") services weighed on profitability, even as net interest revenue for the banking operations continues to post healthy growth in 1Q2024, rising 72.6% YoY compared to 1Q2023 as deposits increased.

Tax expense increased 170.3% YoY to S\$3.93 million in 1Q2024 due to higher taxable profit generated by the Group's operations in Singapore, Hong Kong and Malaysia in the quarter.

Overall, the Group's net profit attributable to owners of the Issuer increased 387.4% YoY from S\$2.98 million in 1Q2023 to S\$14.51 million in 1Q2024.

## **2. FY2023 VERSUS FY2022**

### **Total revenue**

FY2023 was a year of broad-based growth as the Group executed on new business lines while continuing to make progress on the Group's core wealth management platform business, driving healthy increases in both revenue and profit. This came about as financial markets generally recovered from challenging conditions seen in 2022. The MSCI AC Asia ex Japan index ended FY2023 with a positive 6.3% YoY performance.

The Group recorded healthy net inflows of client assets of S\$1.96 billion over the course of FY2023, benefitting from the Group's continuous efforts in improving the range and depth of products and services brought to clients and business partners in recent years.

Aided by healthy net inflows and improving financial market performance, the Group's AUA rose 13.8% YoY to S\$19.83 billion as at 31 December 2023.

In addition to continued progress for the Group's core wealth management platform business, the Group's Hong Kong-based ePension division and UK banking operation (in particular with the increase in customer acquisition and deposit-taking activity) made significant contributions to the Group's revenue for FY2023. The Group's total revenue rose 22.8% YoY to S\$256.54 million in FY2023.

### **Costs of revenue**

#### ***Commission and fee expenses including securities brokerage expenses and handling and settlement expenses***

The costs of revenue excluding interest expenses incurred by non-banking operations of the Group decreased 2.7% YoY to S\$86.0 million in FY2023. This is mainly related to changes in client transaction volumes in stocks for the B2B and B2C businesses, as well as commission income from the unit trust ("**UT**") business of the B2B division in the respective periods. The total clients' subscription amounts in UT in FY2023 dropped 14.0% YoY.

The costs of revenue excluding interest expenses incurred by the Group's banking operation, which increased by 39.7% YoY, are commission and fee expenses including handling and settlement expenses charged by counterparts in the course of providing transactional banking services to customers.

### ***Interest expenses excluding interest expense on lease liabilities***

The interest expenses excluding interest expense on lease liabilities incurred by non-banking operations are interest expenses on amounts of revolving bank loan facilities drawn down to facilitate the Group's working capital management in the year.

The interest expenses excluding interest expense on lease liabilities incurred by the banking operation are interest expenses on deposits and balances of customers placed with the Group's banking operation. The increase in the banking operation's interest expenses was mainly due to the ramp up of customer deposits following the launch of DPB services and the expansion of DTB services over the course of FY2023.

### **Net revenue**

Net revenue of the Group comprises net interest revenue and net non-interest revenue which represents the corresponding revenue earned by the Group after commission and fee expenses including securities brokerage expenses and handling and settlement expenses. The Group's net revenue grew 36.7% YoY to S\$161.66 million in FY2023.

For the B2C division of the Group's non-banking operations, net revenue increased 0.3% YoY in FY2023. Decreases in transactional processing fees related to investments by customers in exchange-listed stock securities detracted from net revenue, alongside lower service fees arising from the provision of currency conversion administration services resulting from lower trading volume of securities listed on foreign exchanges. This was mitigated by higher interest commission income arising from clients' AUA as well as cash management solution services provided to clients due to the higher interest rate environment over the year.

For the B2B division of the Group's non-banking operations, net revenue increased 49.9% YoY in FY2023. Transactional processing fees were generally lower YoY as a result of decreased investment subscriptions from institutional customers in exchange-listed stock securities over the year. However, there were YoY increases in interest commission income arising from clients' AUA and cash management solution services provided to clients due to the higher interest rate environment, higher recurring fee income arising from portfolio management services, as well as increased processing fee income from stronger bond transaction activities. The Group's ePension division also made a significant contribution to the B2B division's net revenue from September 2023.

In FY2023, 86.5% of net revenue of non-banking operations was derived from recurring net revenue.

The YoY increase in recurring net revenue in FY2023 was due mainly to increases in recurring fee income arising from portfolio management services and higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the improved interest rate environment over the year. In addition, the Group's ePension division contributed significantly to the Group's revenue from September 2023.

In FY2023, the decrease in non-recurring net revenue was due mainly to decrease in transaction processing fees resulting from decreased investment subscription from B2C and B2B customers, service fees arising from the provision of currency conversion administration services and lower clients' trading volume of securities listed on foreign exchanges affected by the negative market sentiment in the year, partially offset by increase in transaction processing fees from higher transactional volumes of client trades in bonds.

### **Other income**

Other income in FY2023 was largely unchanged at S\$1.71 million compared to S\$1.72 million in FY2022, with positive contributions from higher investment income on debt securities, and a gain of S\$0.63 million on de-recognition of an associate, namely Providend, arising from the disposal of the Issuer's interest in Providend in June 2023. These were offset by the lower government grant received in FY2023 compared to FY2022.

### **Operating expenses**

Overall, the Group's total operating expenses increased by 21.6% from S\$103.84 million in FY2022 to S\$126.23 million in FY2023.

#### ***Operating expenses – non-banking operations***

Excluding the new banking operation, the Group's total operating expenses increased by 16.1% from S\$89.80 million in FY2022 to S\$104.30 million in FY2023. This was in line with the Group's increased efforts in enhancing its wealth management platform capabilities including improving the range and depths of investment products and services being provided to customers in all its existing markets over the year so as to strengthen the fintech ecosystem of the Group and further scale up the businesses of the Group continuously.

Depreciation of plant and equipment decreased by 12.5% from S\$3.77 million in FY2022 to S\$3.30 million in FY2023, due mainly to lower carrying amounts of the corresponding assets at beginning of the period.

Depreciation of right-of-use assets increased 20.4% from S\$7.15 million in FY2022 to S\$8.61 million in FY2023, primarily related to the leasing of additional offices in Hong Kong to support the operations of the Group's ePension division.

Amortisation of intangible assets increased 14.5% from S\$9.62 million in FY2022 to S\$11.02 million in FY2023, due mainly to additions of intangible assets (including internally-developed IT software assets) over the year to support business expansion in the markets that the Group operates in and to continuously strengthen the fintech capabilities of investment platforms as well as the fintech ecosystem of the Group.

Staff costs (excluding equity-settled share-based payment transactions) increased by 17.6% from S\$40.01 million in FY2022 to S\$47.05 million in FY2023 due to annual salary increment adjustments, higher staff bonus accrued for the year and an increased number of staff to support the Group's ePension division business over the period.

Equity-settled share-based payment to staff and advisers increased by 12.2% from S\$10.59 million in FY2022 to S\$11.88 million in FY2023, resulting from additional batches of performance shares granted to staff and advisers in the second half of 2023. The annual share awards to staff and advisers are to motivate staff and advisers to achieve long-term growth together with the Group.

Other operating expenses increased by 20.3% from S\$18.66 million in FY2022 to S\$22.44 million in FY2023. The increases were due mainly to increased spending on business advertising, IT and related technology security services, operation of the ePension division in the year and provision of certain impairment loss allowance on investments in debt securities in the fourth quarter ended 31 December 2023 ("**4Q2023**").

#### ***Operating expenses – banking operation***

The total operating expenses increased 56.1% YoY to S\$21.93 million in FY2023, partially due to 12-month operation of the UK bank in FY2023 compared to 9-month operation post the acquisition in FY2022.

#### ***Impairment loss on associate***

iFAST Financial India Pvt Ltd ("**iFAST India**"), an associate of the Group through iFAST India Holdings Pte Ltd ("**IIH**", the ultimate holding company of iFAST India) where the Issuer had a 41.48% shareholding, is an India-incorporated company which engaged in the distribution of investment products including mutual funds in India.

Due to certain challenging and restrictive regulatory landscape in India, the management of iFAST India and IIH had consequently made the decision in the second quarter of 2022 ("**2Q2022**") to exit from the onshore platform service business. Consequentially, the Group had done its assessment and provided an impairment allowance of S\$5.20 million for impairment of carrying amount of the Group's investment in IIH and the Group's receivable amounts due from IIH and iFAST India as at 30 June 2022.



### ***Interest expense on lease liabilities***

Interest expense on lease liabilities increased by 75.8% YoY to S\$0.79 million in FY2023, in line with the extension of the Malaysia operation's office leasing period and additional offices leased in Hong Kong to support the ePension division operations.

### **Share of results of associates, net of tax**

The Group's share of results after tax of associates comprised the share of results of associates, namely Providend, Raffles Family Office China Ltd and Harveston Capital Sdn Bhd in FY2023.

The Group's share of results of associates, net of tax decreased from S\$0.30 million in FY2022 to S\$0.22 million in FY2023. This was due to the Group's share of a higher positive performance of Providend in 2Q2022 owing to recognition of an ad-hoc gain in the quarter.

On 27 June 2023, the Issuer entered into a sale and purchase agreement with Providend for the disposal of the Issuer's entire interest of 30.34% in Providend at a total consideration of S\$3.90 million in cash ("**Disposal of Shares**") with an amount of S\$1.95 million paid on 30 June 2023 and the remaining amounts of S\$1.95 million to be paid during the next three years before 30 June 2026. The net asset value represented by the Disposal of Shares in Providend was S\$3.27 million. The Issuer has de-recognised Providend as an associate and a gain of S\$0.63 million was recognised in profit or loss of the Group in the year.

### **Profit for the year, attributable to owners of the Issuer**

Excluding the effects of an impairment loss on associate in FY2022, the Group's profit before tax from non-banking operations rose 110.4% from S\$22.08 million in FY2022 to S\$46.44 million in FY2023. This profit increase comes on the back of a 36.7% YoY increase in FY2023 net revenue, driven by strong contributions from the Group's newer ePension division business as well as the continued progress of the Group's core wealth management platform business over the years.

For the Group's banking operations, higher operating expenses linked to the rollout of the then new DPB services alongside continued progress of the bank's DTB services weighed on profitability, even as the then new banking services contributed positively to net revenue growth in FY2023.

Tax expense increased 76.7% YoY to S\$9.57 million in FY2023 due to higher taxable profit generated by the Group's operations in Singapore, Hong Kong and Malaysia, while tax credits have not yet been recognised on operating losses of the Group's China and UK operations in the year.

Overall, the Group's net profit attributable to owners of the Company increased 340.0% YoY from S\$6.42 million in FY2022 to S\$28.27 million in FY2023.

## **3. FY2022 VERSUS FY2021**

### **Total revenue**

In 2022, the Group made strategic investments to position itself for bigger opportunities, but that coincided with a period of challenging financial market conditions globally. The MSCI AC Asia ex Japan index dropped approximately 20% YoY as at 31 December 2022.

The Group's net inflows of client assets still remained healthy at S\$2.13 billion in the year of 2022, benefiting from the Group's continuous efforts in improving the range and depths of products and services brought to clients and business partners in recent years.

Excluding the effective 39.6% share of the group of IIH from July 2022, the Group's AUA dropped 8.3% YoY, to S\$17.42 billion as at 31 December 2022.

The Group's total revenue decreased 3.7% YoY to S\$208.87 million in FY2022.



## **Costs of revenue**

### ***Commission and fee expenses including securities brokerage expenses and handling and settlement expenses***

The costs of revenue excluding interest expenses incurred by non-banking operations of the Group decreased by 14.1% YoY to S\$88.4 million in FY2022. This was due mainly to decrease in clients' trade volume in stocks from both B2C and B2B businesses, and commission income from the UT business of the B2B division in the period.

The costs of revenue excluding interest expenses incurred by the then new banking operation are commission and fee expenses including handling and settlement expenses charged by counterparts in the course of transactional banking service provision to customers.

### ***Interest expenses excluding interest expense on lease liabilities***

The interest expenses excluding interest expense on lease liabilities incurred by non-banking operations are interest expenses on amounts of revolving bank loan facilities drawn down to facilitate the Group's working capital management in the year.

The interest expenses excluding interest expense on lease liabilities incurred by the banking operation are interest expenses on deposits and balances of customers placed with the banking operation.

## **Net revenue**

Net revenue of the Group comprises net interest revenue and net non-interest revenue which represents the corresponding revenue earned by the Group after commission and fee expenses including securities brokerage expenses and handling and settlement expenses.

The Group's net revenue grew 3.8% YoY to S\$118.24 million in FY2022.

For the B2C division of the Group's non-banking operations, its net revenue decreased by and 20.2% in FY2022. This was due mainly to decrease in transaction processing fees resulting from significantly-decreased investment subscription from customers in exchange-listed securities, and service fees arising from the provision of currency conversion administration services resulting from lower clients' trading volume of securities listed on foreign exchanges affected by the negative market sentiment in the period, and decrease in recurring fees on decreased AUA of the B2C division resulting from negative market impacts in recent quarters. The mentioned decreases were partially offset by the higher interest commission income arising from clients' AUA as well as cash management solution services provided to clients due to the improved interest rate environment in the year.

For the B2B division of the Group's non-banking operations, its net revenue increased 3.6% YoY in FY2022. This was due mainly to YoY decrease in transaction processing fees resulting from decreased investment subscription from institution customers in exchange-listed securities over the period, and decrease in certain recurring fee income on decreased AUA of investment products in the B2B division resulting from negative market impacts especially in the fourth quarter ended 31 December 2022 ("**4Q2022**"). However, there were YoY increases in higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the improved interest rate environment, revenue from the insurance business units and recurring fee income arising from portfolio management services over the year.

In FY2022, 76.0% of net revenue of non-banking operations is derived from its recurring net revenue.

The YoY increase in recurring net revenue in FY2022 was due mainly to increases in recurring fee income arising from portfolio management services and higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the improved interest rate environment in the year.

In FY2022, the decrease in non-recurring net revenue was due mainly to decreases in transaction processing fees resulting from decreased investment subscription from B2C and B2B customers, and service fees arising from the provision of currency conversion administration services and lower clients' trading volume of securities listed on foreign exchanges affected by the negative market sentiment in the year, partially offset by increases in transaction processing fees from increased client trade in bonds in recent quarters, revenue from the insurance business units and revenue from the then new e-Pension business unit of the B2B division in the year.

### **Other income**

Other income increased by S\$1.23 million or 250.5% from S\$0.49 million in FY2021 to S\$1.72 million in FY2022. This was due mainly to higher investment income on debt securities investments earned in FY2022 against significant market price drops in certain debt securities investments measured at FVTPL resulting from concerns of defaults in Chinese property bonds in 2021.

### **Impairment loss related to an associate**

iFAST India, an associate of the Group through IIH where the Issuer had a 41.48% shareholding, is an India-incorporated company engaged in the distribution of investment products including mutual funds in India.

The Securities and Exchange Board of India (“**SEBI**”) released a circular to disallow the usage of pool accounts for mutual funds transactions, and the effective date of implementation of the rule was 1 July 2022. With this regulatory change, the management of iFAST India and IIH had assessed that the India onshore platform service business had significantly been impaired as the ban of pool accounts had undermined the ability of iFAST India to provide an efficient online platform service to onshore clients and business partners. The management of iFAST India and IIH had consequently made the decision to exit from the onshore platform service business given the challenging and restrictive regulatory landscape in India.

After taking into consideration the above-mentioned business restructuring in iFAST India, the Group had done its assessment and provided estimated impairment allowance of S\$5.20 million for impairment of carrying amount of the Group's investment in IIH and the Group's receivable amounts due from IIH and iFAST India as at 30 June 2022.

### **Operating expenses (excluding impairment loss related to an associate)**

Overall, the Group's total operating expenses increased by 33.7% from S\$77.68 million in FY2021 to S\$103.84 million in FY2022.

Excluding the new banking operation, the Group's total operating expenses increased by 15.6% from S\$77.68 million in FY2021 to S\$89.80 million in FY2022. This was in line with the Group's increased efforts in enhancing its wealth management platform capabilities including improving the range and depths of investment products and services being provided to customers in all its existing markets over the period so as to strengthen the fintech ecosystem of the Group and further scale up the businesses of the Group continuously.

Excluding the new banking operation, depreciation of plant and equipment increased by 50.6% from S\$2.50 million in FY2021 to S\$3.77 million in FY2022. Amortisation of intangible assets increased by 11.4% from S\$8.63 million in FY2021 to S\$9.62 million in FY2022. These were due mainly to additions of plant and equipment and intangible assets (including internally-developed IT software assets) over the year, to support business expansion in the markets that the Group operates in and to continuously strengthen the fintech capabilities of our investment platforms as well as the fintech ecosystem of the Group. Depreciation of right-of-use assets remained almost flat in FY2022 compared to FY2021.

Excluding the new banking operation, staff costs (excluding equity-settled share-based payment transactions) increased by 6.2% from S\$37.66 million in FY2021 to S\$40.01 million in FY2022. This was due mainly to the annual salary increment adjustment and increased number of staff to support the Group's business expansion over the year.

Excluding the new banking operation, equity-settled share-based payment to staff and advisers increased by 78.8% from S\$5.92 million in FY2021 to S\$10.59 million in FY2022, resulting from an additional batch of performance shares granted to staff in March 2022 and additional sales incentive awarded to in-house wealth advisers in May 2022, awarded to motivate staff and advisers to achieve long-term growth together with the Group.

Excluding the new banking operation, other operating expenses increased by 19.0% from S\$15.69 million in FY2021 to S\$18.66 million in FY2022. This was due mainly to certain unrealised foreign currency losses recognised on cash and cash equivalents resulting from significant depreciation of Chinese Renminbi and certain impairment losses provided on fair value through other comprehensive income (“**FVOCI**”) investment in debt securities in 4Q2022, some transaction costs incurred for the acquisition of UK-based subsidiaries in 2022 and increased spending in IT and related technology security services in the year to support the continual growth of the Group’s business ahead.

#### **Interest expense on lease liabilities**

Interest expense on lease liabilities decreased by 19.6% from S\$0.56 million in FY2021 to S\$0.45 million in FY2022 in line with the lower carrying amount of leasing liabilities net of lease payments over the year.

#### **Share of results of associates, net of tax**

The Group’s share of results after tax of associates comprised share of results of associates, namely Providend, IIH, Raffles Family Office China Ltd and Harveston Capital Sdn Bhd in the year.

The Group’s share of results of associates, net of tax in FY2022 was due mainly to a one-off gain on disposal of joint venture business recognised in Providend in June 2022, and no share of the losses from the group of IIH in the second half of 2022 after an impairment allowance of S\$5.20 million has been provided for impairment of carrying amount of the Group’s investment in IIH and the Group’s receivable amounts due from the group of IIH as at 30 June 2022.

#### **Profit for the year, after non-controlling interests**

The Group’s profit before tax excluding impairment loss of S\$5.20 million decreased by 52.7% from S\$36.05 million in FY2021 to S\$17.04 million in FY2022, due mainly to the combined effects of a decline of 3.4% YoY in net revenue of the Group’s non-banking operations due to the negative market environment and an increase of 15.6% YoY in operating expenses of non-banking operations due to the Group’s committed efforts in enhancing platform fintech capabilities and improving the range of investment products and services over the year so as to suit the ongoing market demand, besides the loss of S\$5.04 million contributed by the UK banking operation in the year.

Tax expense kept flat in FY2022 compared to FY2021, although the Group’s operating profit in FY2022 was lower than FY2021. This was due mainly to higher tax expense recognised in Hong Kong operation in 2022 resulting from unused tax losses brought forward from previous years having been utilised in the Hong Kong operation in 2021, and no tax credit recognised on operating losses of China and UK operations.

Overall, the Group’s net profit attributable to owners of the Issuer decreased by 79.0% YoY from S\$30.63 million in FY2021 to S\$6.42 million in FY2022.

## Consolidated Statements of Financial Position

	Audited As at 31 December 2023 S\$	Audited As at 31 December 2022 S\$	Audited As at 31 December 2021 S\$	Unaudited As at 31 March 2024 S\$'000
<b>Assets</b>				
Plant and equipment	8,533,872	5,962,432	7,552,369	9,645
Right-of-use assets	23,881,078	10,391,304	14,197,639	21,266
Intangible assets and goodwill	80,136,322	73,993,153	32,623,482	78,648
Associates	412,928	3,479,272	6,552,216	380
Other investments	32,965,344	23,034,395	2,918,887	56,982
Deferred tax assets	2,758,651	2,379,483	2,448,171	2,956
Contract costs	15,729,394	10,117,330	3,240,468	15,473
Prepayments and others	1,263,002	1,055,092	675,428	918
<b>Total non-current assets</b>	<b>165,680,591</b>	<b>130,412,461</b>	<b>70,208,660</b>	<b>186,268</b>
Current tax receivable	362,416	323,358	218,559	292
Other investments	82,801,791	41,711,003	15,196,527	122,362
Contract costs	–	47,859	97,460	–
Prepayments and others	6,738,808	5,031,182	3,106,488	7,281
Trade and other receivables	136,037,318	78,600,126	55,126,232	175,107
Uncompleted contracts - buyers	81,474,838	51,281,106	36,799,522	238,022
Money market funds	51,956,065	14,165,132	5,751,446	85,407
Cash at bank and in hand	307,850,029	136,964,934	38,346,451	367,055
<b>Total current assets</b>	<b>667,221,265</b>	<b>328,124,700</b>	<b>154,642,685</b>	<b>995,526</b>
<b>Total assets</b>	<b>832,901,856</b>	<b>458,537,161</b>	<b>224,851,345</b>	<b>1,181,794</b>
<b>Equity</b>				
Share capital	171,165,484	171,058,813	67,577,512	171,435
Reserves	79,031,101	51,429,101	61,075,874	98,423
<b>Equity attributable to owners of the Company</b>	<b>250,196,585</b>	<b>222,487,914</b>	<b>128,653,386</b>	<b>269,858</b>
Non-controlling interests	7,180,389	8,228,800	(1,018,179)	6,993
<b>Total equity</b>	<b>257,376,974</b>	<b>230,716,714</b>	<b>127,635,207</b>	<b>276,851</b>
<b>Liabilities</b>				
Deferred tax liabilities	3,341,800	2,867,473	3,091,627	3,299
Lease liabilities	15,625,542	5,280,291	7,513,365	13,837
<b>Total non-current liabilities</b>	<b>18,967,342</b>	<b>8,147,764</b>	<b>10,604,992</b>	<b>17,136</b>
Current tax payable	6,628,821	2,858,646	4,190,559	10,509
Lease liabilities	9,315,786	5,918,743	7,664,924	8,384
Bank loans	34,468,204	12,210,272	–	44,705
Deposits and balances of customers	358,622,044	96,544,610	–	515,426
Trade and other payables	66,118,325	51,863,993	38,016,497	70,853
Uncompleted contracts - sellers	81,404,360	50,276,419	36,739,166	237,930
<b>Total current liabilities</b>	<b>556,557,540</b>	<b>219,672,683</b>	<b>86,611,146</b>	<b>887,807</b>
<b>Total liabilities</b>	<b>575,524,882</b>	<b>227,820,447</b>	<b>97,216,138</b>	<b>904,943</b>
<b>Total equity and liabilities</b>	<b>832,901,856</b>	<b>458,537,161</b>	<b>224,851,345</b>	<b>1,181,794</b>

## REVIEW OF THE GROUP'S FINANCIAL POSITION

### 1. 31 MARCH 2024 VERSUS 31 DECEMBER 2023

The equity attributable to owners of the Company increased to S\$269.9 million as at 31 March 2024 from S\$250.20 million as at 31 December 2023. The increase in shareholders' equity was primarily due to the contribution of net profit over the course of 1Q2024. Translation effects of foreign operations were positive for 1Q2024, with positive translation effects from the appreciation of the Pound Sterling, Hong Kong Dollar and Chinese Renminbi, while the depreciation of the Malaysian Ringgit detracted.

The Group's cash at bank and in hand rose from S\$307.85 million as at 31 December 2023 to S\$367.06 million as at 31 March 2024, as the Group's UK bank gathered more customer deposits, resulting in additional cash deposits placed with the BoE.

The Group's cash and cash equivalents (categorised as 'money market funds' and 'cash at bank and in hand' under current assets) and investments in financial assets (categorised as 'other investments' under current assets), net of bank loans and deposits and balances of customers decreased to S\$14.69 million as at 31 March 2024 from S\$49.52 million as at 31 December 2023. This was due mainly to an increase in non-current investments in financial assets (categorised as 'other investments' under non-current assets which are primarily quoted debt investments carried at amortised cost), as well as the addition of plant and equipment.

Total current assets increased to S\$995.53 million as at 31 March 2024 from S\$667.22 million as at 31 December 2023. This was mainly due to increases in cash and cash equivalents, investments in financial assets, receivables from uncompleted contracts on securities dealing at the end of the quarter, as well as an increase in trade and other receivables.

Total non-current assets increased to S\$186.27 million as at 31 March 2024 from S\$165.68 million as at 31 December 2023. This was mainly attributed to increases in non-current investments in financial assets, as well as an increase in plant and equipment.

Total liabilities increased to S\$904.94 million as at 31 March 2024 from S\$575.52 million as at 31 December 2023. This was mainly due to an increase in deposits and balances of customers as well as an increase in payables from uncompleted contracts on securities dealing at the end of the quarter.

### 2. 31 DECEMBER 2023 VERSUS 31 DECEMBER 2022

The equity attributable to owners of the Company increased to S\$250.20 million as at 31 December 2023 from S\$222.49 million as at 31 December 2022. The increase in shareholders' equity was primarily due to the contribution of net profit over the course of FY2023, partially offset by dividend payments to shareholders. Translation effects of foreign operations were mixed for FY2023, with positive translation effects from the appreciation of the Pound Sterling while the depreciation of the Malaysian Ringgit and Chinese Renminbi detracted.

The Group's cash and cash equivalents (categorised as 'money market funds' and 'cash at bank and in hand' under current assets) and investments in financial assets (categorised as 'other investments' under current assets), net of bank loans and deposits and balances of customers, decreased to S\$49.52 million as at 31 December 2023 from S\$84.09 million as at 31 December 2022. This was due mainly to dividend payments to shareholders, addition of plant and equipment, intangible assets, office lease payments and purchase of non-current investments in financial assets in the year, partially offset by net cash generated from operating activities in FY2023.

Total current assets increased to S\$667.22 million as at 31 December 2023 from S\$328.13 million as at 31 December 2022. This was mainly due to increases in cash and cash equivalents, investments in financial assets, trade and other receivables as well as receivables from uncompleted contracts on securities dealing at the end of the year.

Total non-current assets increased to S\$165.68 million as at 31 December 2023 from S\$130.41 million as at 31 December 2022. This was mainly attributed to increases in right-of-use assets, additional non-current investments in financial assets, as well as certain project setup costs incurred for the Hong Kong ePension project over the year.

Total liabilities increased to S\$575.52 million as at 31 December 2023 from S\$227.82 million as at 31 December 2022. This was mainly due to an increase in deposits and balances of customers, in addition to increases in bank loans, lease liabilities as well as payables from uncompleted contracts on securities dealing at the end of the year.

### **3. 31 DECEMBER 2022 VERSUS 31 DECEMBER 2021**

The equity attributable to owners of the Company increased to S\$222.49 million as at 31 December 2022 from S\$128.65 million as at 31 December 2021. This was due mainly to an increase in share capital resulting from proceeds of S\$103.33 million from the share placement conducted by the Issuer in January 2022 and contribution of net profit generated in FY2022, partially offset by dividend payments to shareholders, decreases in fair value of some financial assets at FVOCI and decreases in reserves from translation effects of foreign operations resulting from the depreciation of Malaysian Ringgit, Chinese Renminbi and Pound Sterling in the year.

The Group's cash and cash equivalents (categorised as 'money market funds' and 'cash at bank and in hand' under current assets) and investments in financial assets (categorised as 'other investments' under current assets), net of bank loans (if any) and deposits and balances of customers, increased to S\$84.09 million as at 31 December 2022 from S\$59.29 million as at 31 December 2021. This was due mainly to net cash generated from operating activities in FY2022, proceeds of S\$103.33 million from the share placement conducted in January 2022 and net cash of S\$49.53 million from acquisition of subsidiaries (based in UK) recorded in March 2022, partially offset by treasury share purchase, dividend payments to shareholders, additions of plant and equipment, intangible assets, office lease payments and purchase of non-current investments in financial assets in the year.

Total current assets increased to S\$328.13 million as at 31 December 2022 from S\$154.64 million as at 31 December 2021. This was due mainly to increases in receivables from uncompleted contracts on securities dealing at the end of the year, increases in cash and cash equivalents over the year and additional current assets acquired from the acquisition of subsidiaries (based in UK) in March 2022.

Total non-current assets increased to S\$130.41 million as at 31 December 2022 from S\$70.21 million as at 31 December 2021. This was due mainly to additional non-current investments in financial assets and some additional project setup costs incurred for the Hong Kong e-Pension project contract in the year and intangible assets and goodwill of approximately S\$40 million arising from the acquisition of subsidiaries (based in UK) recognised in March 2022, partially offset by an impairment on carrying amount of investment in an associate recognised in June 2022.

Total liabilities increased to S\$227.82 million as at 31 December 2022 from S\$97.22 million as at 31 December 2021. This was due mainly to increases in payables from uncompleted contracts on securities dealing at the end of the year, drawdown of certain bank loans and additional liabilities assumed from the acquisition of subsidiaries (based in UK) in March 2022.



## THE ISSUER

### 1. OVERVIEW

iFAST Corporation Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) is a global digital banking and wealth management platform headquartered in Singapore with assets under administration (“**AUA**”) of S\$21.05 billion as at 31 March 2024.

The Company was incorporated in Singapore on 11 September 2000 under the Companies Act 1967 as a private company limited by shares and was formerly known as “Fundsupermart Holdings Pte Ltd” up until 26 March 2003, when the Company changed its name to “iFAST Corporation Pte. Ltd.”. On 18 November 2014, the Company converted to a public company and changed its name to “iFAST Corporation Ltd.”. Listed on the Mainboard of the SGX-ST on 11 December 2014, the Company’s operations span across Singapore, Hong Kong, Malaysia, China and the United Kingdom (“**UK**”).

The Group offers access to a comprehensive range of investment products and services, wealth management solutions, banking services, pension administration, research and investment seminars, fintech solutions, and investment administration and transaction services, serving financial advisory firms, financial institutions, banks, fintech and internet companies, as well as retail and high net worth investors. As at end March 2024, the Group offers access to over 22,500 investment products including over 13,500 funds from over 325 fund houses, over 2,200 bonds, stocks and exchange-traded funds (“**ETFs**”) listed on the Singapore, Hong Kong, US, Malaysia, UK, and China A stock exchanges, as well as services including online discretionary portfolio management services. The Group also holds the requisite licences in the various jurisdictions it operates in to provide a wide range of products and services.

The Group’s business can be broadly categorised into the following main divisions:

- (a) wealth management:
  - (i) the Business-to-Consumer (“**B2C**”) (direct consumers / investors) division (AUA: S\$6.64 billion as at 31 March 2024);
  - (ii) the Business-to-Business (“**B2B**”) (banks / financial institutions / financial advisory firms / internet companies) division (AUA: S\$14.41 billion as at 31 March 2024);
- (b) iFAST Global Bank (“**iGB**”); and
- (c) iFAST ePension Services.

As at the Latest Practicable Date, the Company has a market capitalisation of approximately S\$2.1 billion.

#### 1.1 BUSINESS-TO-BUSINESS DIVISION

In respect of the B2B division, the Group provides:

- (a) a suite of services including a wide range of investment products, fee collection, operational support, IT solutions, and wrap account services to B2B partners through its wealth management platforms, iFAST Central and iFAST Global Prestige (an extension of the services provided by iFAST Central, which caters to the specific requirements of B2B wealth advisers who are servicing high net worth investors);
- (b) tax-effective employee benefit solutions to companies that want to administer pension schemes for their employees via a digital platform – iFAST Pensions; and

- (c) a team of in-house wealth advisers that provides investors with transparent adviser-assisted wealth management plans through iFAST Global Markets, which is currently available in Singapore, Hong Kong, Malaysia and China.

The B2B platforms cater to the specialised needs of more than 680 financial advisory companies, financial institutions, banks and internet companies with over 12,800 wealth advisers as at 31 March 2024.

## **1.2 BUSINESS-TO-CONSUMER DIVISION**

In respect of the B2C division, the Group operates the FSMOne platform (formerly known as Fundsupermart.com), a seamless multi-product transactional platform for self-directed investors, which encompasses a wide range of investment products and services, supported by user-friendly website and mobile application, research content, and customer service support.

## **1.3 iFAST ePENSION SERVICES DIVISION**

The Group provides a wide range of pension administration services and white labelled solutions for scheme sponsors, trustees and other institutions to have seamless digital access, management and processing of pension scheme transactions.

## **1.4 iFAST GLOBAL BANK**

iFAST Global Bank, a fully licenced bank based in the UK, provides global banking connectivity to customers, corporates and financial institutions around the world through accessible banking products and services.

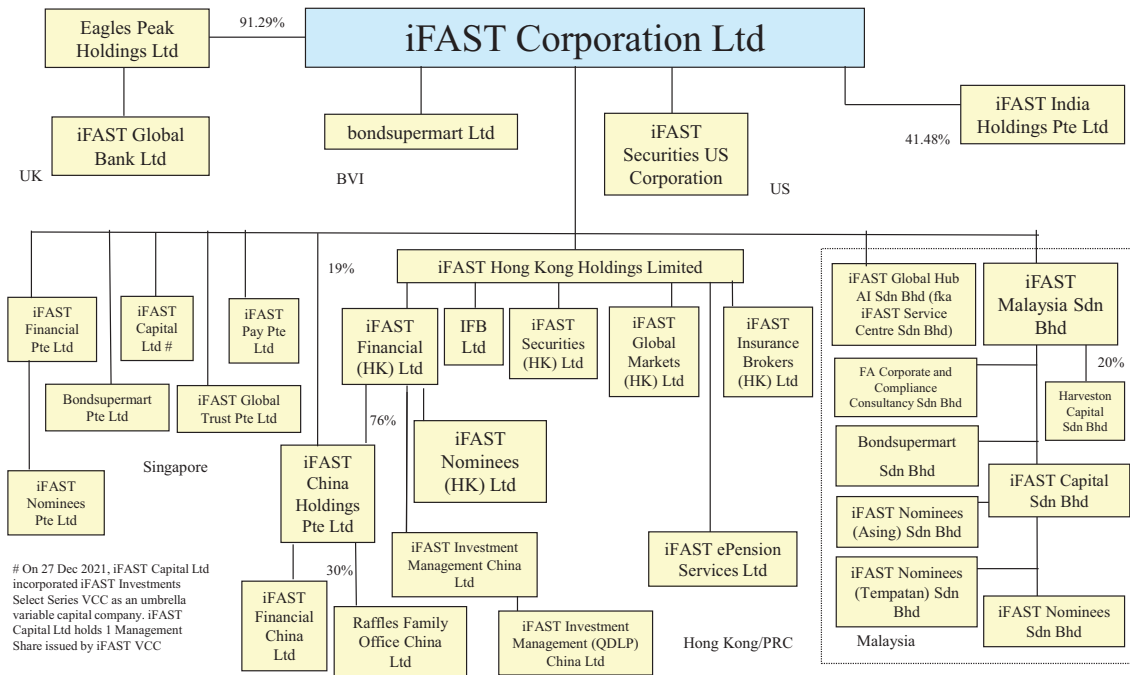
## **1.5 OTHERS**

The Group also operates the following:

- (a) Bondsupermart, a regional bond information portal providing comprehensive bond information and research to help investors and wealth advisers around the world find crucial bond information;
- (b) iFAST Fund Management, which partners fund managers, other financial players, as well as high net worth clients to help them deliver innovative and cost-efficient products and investment solutions;
- (c) iFAST TV, an investment-focused digital video channel committed to creating relevant, informative and engaging video content for all investors; and
- (d) iFAST Fintech Solutions, which provides innovative and customisable fintech solutions to institutional clients and business partners to develop and improve their B2C fintech capabilities.

## 2. GROUP STRUCTURE

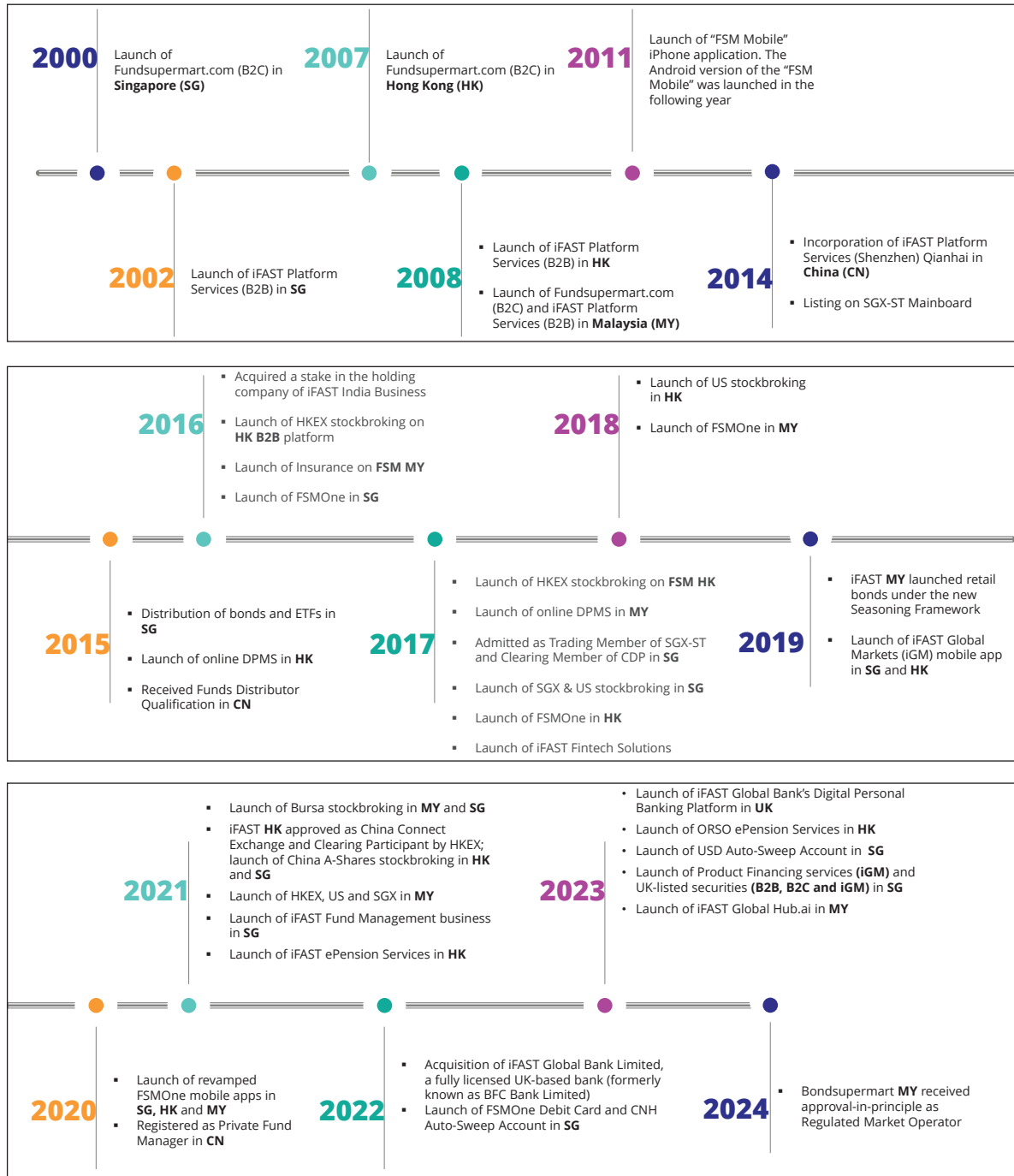
As at the Latest Practicable Date, the corporate structure of the Company and its key subsidiaries is as follows:



### Notes:

- (1) All subsidiaries are 100% owned unless otherwise stated.
- (2) Shareholding below 20% and subsidiaries for the associates are not shown in the above chart.

## 2.1. KEY MILESTONES

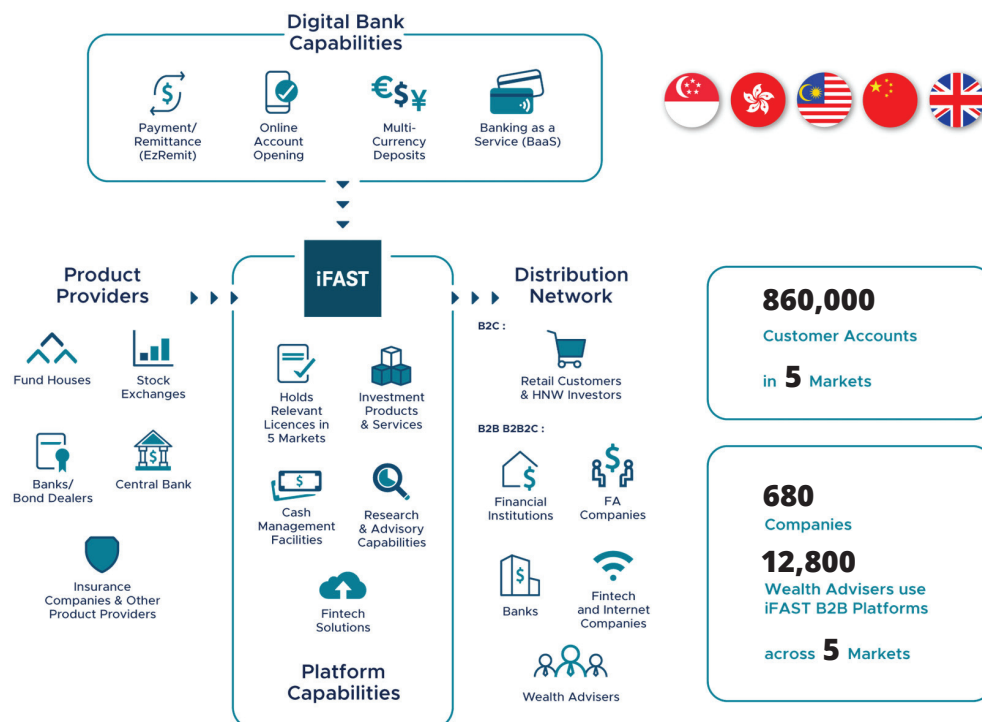


### 3. BUSINESS OF THE GROUP

The Group is a global digital banking and wealth management fintech platform with a global business model. The Group's wealth management platforms across multiple countries and markets connect customers to a holistic suite of wealth products and services, allowing all investors to invest globally. The Group has also incorporated digital banking capabilities within the Group's fintech ecosystem in recent years.

## iFAST Fintech Ecosystem (as at 31 March 2024)

Connecting All to Help Investors Invest Globally and Profitably



### 3.1 SINGAPORE

#### iFAST Financial Pte. Ltd.

iFAST Financial Pte. Ltd. ("**iFAST Singapore**"), a wholly-owned subsidiary of the Company, operates the B2C and B2B platforms in Singapore. FSMOne (formerly known as Fundsupermarket.com), a B2C platform, was launched in 2000 while a B2B platform, iFAST Central, was launched in 2002. In addition to iFAST Central, iFAST Singapore's B2B division also includes iFAST Global Prestige, iFAST Pensions, as well as iFAST Global Markets.

To continuously strengthen the Group's fintech ecosystem, various initiatives have been launched in recent years to enhance the wealth management platform offerings.

Following the launch of Auto-Sweep accounts in 2019, iFAST Singapore has further launched the CNH Auto-Sweep account in 2022 and the USD Auto-Sweep account on FSMOne, iFAST Global Markets and B2B Singapore in 2023. These cash management solutions offer investors the opportunity to earn potentially higher yields across different currency balances, while also serving as a payment method for transacting into the various investment products on board the iFAST platforms.

In August 2022, FSMOne Singapore launched the FSMOne Debit Card, which allows its investors to pay for expenses from their cash account. Through the use of technology, the card enables clients to spend their investment proceeds, dividends, and available balance in their cash account online and wherever Mastercard is accepted around the world, without having to transfer money to their bank accounts. In return, clients are also able to earn cashback for payments. The iFAST Global Markets Singapore platform also launched debit card services for their customers in 2023, with similar functions as the FSMOne Debit Card.

iFAST Singapore has also launched its product financing services on Singapore iFAST Global Markets and B2B divisions in 2023, and subsequently on FSMOne Singapore in January 2024. To provide investors with broader access to ETFs and stocks, iFAST Singapore launched its London Stock Exchange trading capabilities on B2B, iFAST Global Markets and FSMOne Singapore platforms in October 2023.

iFAST Singapore holds a Capital Markets Services Licence issued by the Monetary Authority of Singapore (“**MAS**”) for Fund Management, Dealing in Capital Markets Products (Securities, Collective Investment Schemes, and Exchange-Traded Derivatives Contracts), Product Financing, and Providing Custodial Services. iFAST Singapore also holds a Financial Adviser’s Licence issued by the MAS for Advising on Investment Products (Collective Investment Schemes, Securities, and Life Policies), Issuing or Promulgating Analyses/Reports on Investment Products (Collective Investment Schemes, Securities, and Life Policies), and Arranging of Life Policies, other than for Reinsurance. It is also an Exempt Insurance Broker registered with MAS, a Central Provident Fund Investment Scheme (CPFIS)-registered Investment Administrator, a CDP Depository Agent, a Clearing Member of CDP, and a Trading Member of SGX-ST. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### iFAST Investments Select Series VCC

iFAST Investments Select Series VCC (“**iFAST VCC**”) was incorporated by iFAST Capital Ltd., the Company’s wholly-owned subsidiary, in December 2021 as an umbrella variable capital company (“**VCC**”) under the Variable Capital Companies Act 2018. While iFAST VCC operates the collective investment scheme(s), iFAST Capital Ltd. is the holder of the management share, and iFAST Singapore is the manager operating the collective investment scheme(s) and property of iFAST VCC and investing the assets of each sub-fund for the benefit of holders of the participating shares of such sub-fund.

#### iFAST Pay Pte. Ltd.

The Company has incorporated iFAST Pay Pte. Ltd. (“**iFAST Pay**”) as a wholly-owned subsidiary in February 2023 as part of its ongoing business development, with plans to apply for a payment service provider licence as it expects to grow and broaden the services it provides, including the direct provision of debit card services which is currently launched via a partner. The principal activity of iFAST Pay is the development of online payment applications.

#### Products/Services available in Singapore

Unit trusts, bonds, stocks, ETFs, online discretionary portfolio management services and insurance are available via iFAST Singapore.

### **3.2 HONG KONG**

#### iFAST Financial (HK) Limited

iFAST Financial (HK) Limited (“**iFAST Financial (HK)**”) is the Company’s wholly-owned subsidiary incorporated in Hong Kong which provides wealth management services to individual investors and corporates in Hong Kong. It launched FSMOne Hong Kong in July 2007, and the iFAST B2B Platform for financial advisers in July 2008.

Additionally, iFAST Financial (HK) holds the Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 9 (Asset Management) licences issued by the Securities and Futures Commission (“**SFC**”) of Hong Kong, and is also registered with the Mandatory Provident Fund Authority (“**MPFA**”) of Hong Kong. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### iFAST Global Markets (HK) Limited

iFAST Global Markets (HK) Limited, a wholly owned subsidiary of the Company, is a provider of wealth advisory services in Hong Kong. It holds the Type 1 (Dealing in Securities), Type 4 (Advising on Securities), and Type 9 (Asset Management) licences issued by the SFC of Hong Kong, and is also registered with the MPFA of Hong Kong. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.



#### iFAST Securities (HK) Limited

iFAST Securities (HK) Limited is a wholly-owned subsidiary of the Company principally engaged in securities trading and brokerage in Hong Kong. It is a Stock Exchange of Hong Kong Limited (SEHK) Participant, a Hong Kong Securities Clearing Company (HKSCC) Participant, and a China Connect Exchange and Clearing Participant.

iFAST Securities (HK) Limited also holds the Type 1 (Dealing in Securities) licence issued by the SFC. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### iFAST Insurance Brokers (HK) Limited

iFAST Insurance Brokers (HK) Limited is a wholly-owned subsidiary of the Company principally engaged in insurance brokerage in Hong Kong.

iFAST Insurance Broker (HK) Limited is a licenced Insurance Broker Company with the Insurance Authority and is registered with MPFA. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### iFAST ePension Services Limited

iFAST ePension Services Limited, a Hong Kong-based wholly-owned subsidiary of the Company, is a Pension Administrative Services Provider which provides a wide range of pension administration services and white label solutions for pension scheme sponsors, trustees and other institutions, enabling seamless digital access as well as efficient management and processing of pension scheme transactions.

In January 2021, the Mandatory Provident Fund Schemes Authority of Hong Kong announced that it had awarded PCCW Solutions Limited (“**PCCW Solutions**”) with the Hong Kong ePension Project which aimed to standardise, streamline and automate the Hong Kong mandatory provident fund (“**MPF**”) scheme administration processes to create room for fee reduction and a predominantly paperless experience in the MPF system. The Group had participated in the tender as subcontractor for the Hong Kong ePension Project for a category that included MPF scheme operation services, transformation services and user delivery services. In July 2021, the Group announced that it had finalised and signed the prime subcontractor contract with PCCW Solutions for the Hong Kong Pension Project.

With the Group’s fintech ecosystem and capabilities as a backing, the iFAST ePension division is focused on continuously innovating and digitalising pension services, catering to evolving industry trends and enhancing convenience and flexibility for all stakeholders. In June 2023, the division launched ORSO ePension Services, which is a one-stop digital pension solution for Hong Kong Occupational Retirement Schemes Ordinance (“**ORSO**”) Pension schemes that will be available digitally and accessible via web portal and mobile application.

The ORSO ePension Services offers digital accessibility, enabling users to perform a range of essential pension-related functions such as enrolment, termination, contribution, and withdrawal online. Client engagement tools, including fund selectors, portfolio chart reporting, and risk profiling, are also available, enhancing users’ ability to make informed investment decisions and manage their retirement savings.

As ORSO ePension Services offers customised integration solutions with different systems, it allows the Group’s business partners, which includes trustees, ORSO scheme sponsors and intermediaries, to automate processes and streamline their operations. A wide range of customisation options will also allow business partners to create personalised experience and receive tailored solutions based on their specific requirements. This in turn enables business partners to focus on the business development aspect of their business, creating more value to ORSO scheme employers and members.

The ePension division has started to contribute significantly to the Group’s revenue and profitability in FY2023 and 1Q2024.

### Products/Services available in Hong Kong

In Hong Kong, unit trusts, bonds, stocks, ETFs, online discretionary portfolio management services and insurance are available. The ePension division also provides a wide range of pension administration services and white label solutions for pension scheme sponsors, trustees and other institutions.

## **3.3 MALAYSIA**

### iFAST Capital Sdn Bhd

iFAST Malaysia Sdn Bhd (“**iFAST Malaysia**”) is the holding company for iFAST Capital Sdn Bhd, which operates the Group’s B2C and B2B divisions – FSMOne Malaysia was launched in September 2008 and the iFAST B2B platform was launched in October 2008. The B2B platform was initially launched to serve corporate unit trust advisers in Malaysia, and has since expanded to serve institutional unit trust advisers. In 2021, iFAST Malaysia launched stockbroking services on both the FSMOne and B2B platforms. Going forward, with growing interest in cash and low-risk products, the B2C division plans to launch new cash products offering higher yields and same-day withdrawal. In the same vein, the B2B division is looking to launch new cash products in 2024 to empower partners and clients with investment diversification.

The iFAST Global Markets division provides a comprehensive range of solutions, including bonds, unit trusts, managed portfolio services, and stocks. It remains focused on recruiting experienced and high-quality candidates to bring comprehensive wealth management services into untapped markets in 2024.

iFAST Capital Sdn Bhd holds the Capital Market Services Licence issued by the Securities Commission Malaysia (“**SC**”) and Financial Advisers Licence issued by Bank Negara Malaysia. It is also a Federation of Investment Managers Malaysia (FIMM)-registered Institutional Unit Trust Adviser (IUTA) and Institutional PRS Adviser (IPRA), and is a Participating Organisation of Bursa Malaysia approved by the SC, Clearing Participant and Authorised Depository Agent of Bursa Malaysia. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

### iFAST Global Hub.ai Sdn Bhd (formerly known as iFAST Service Centre Sdn Bhd)

iFAST Global Hub.ai Sdn Bhd (“**iFAST Global Hub.ai**”), a global digital hub powered by artificial intelligence (“**AI**”) for the Group, was officially launched in November 2023 in Malaysia. Formerly known as iFAST Service Centre Sdn Bhd, iFAST Global Hub.ai initially served as a regional service centre in Malaysia, offering call services, IT application development, and operational support to the Group. Following its transformation into a global digital hub for the entire Group, iFAST Global Hub.ai now plays a central role in most of the Group’s business functions, making a strategic shift set to significantly enhance operational efficiency and scalability.

The Group views the new division as an important and strategic milestone in the Group’s growth as it works towards a global business model. The Group believes that by integrating cutting-edge technologies, including AI, iFAST Global Hub.ai will allow the Group to navigate the ever-changing global business environment, and to serve clients from around the world more effectively. Leveraging on advanced technologies, iFAST Global Hub.ai also looks to improve the Group’s operational efficiency, while enhancing the Group’s fintech capabilities to optimise workflows, promote scalability and drive innovation. The Group believes that iFAST Global Hub.ai will play a crucial role in enhancing the Group’s ability to deliver financial services to clients worldwide by optimising various aspects of the Group’s operations and client servicing capabilities.

iFAST Global Hub.ai is working on various plans and initiatives, including plans to automate its customer service with in-house AI solutions, enabling the Group to provide customer service support in over 50 languages, catering to clients worldwide around the clock. The Group will also explore to deploy AI in other key areas, including fraud detection, verification of identity documents, as well as search engine capabilities optimisation.

In line with the Group's growth plan, iFAST Global Hub.ai plans to both actively recruit talents, a strategic investment in human capital to further enhance the Group's fintech ecosystem, bringing valuable expertise and opportunities to IT talents across the region and expand its office space over the next five years. This investment is part of the Group's plan in becoming a global fintech company that delivers innovative solutions that cater to a diverse clientele.

Another key role of iFAST Global Hub.ai is to support the Group's ePension business, which offers a comprehensive range of pension administration services and digital solutions to its business partners. In this regard, iFAST Service Centre (now known as iFAST Global Hub.ai) was awarded the Malaysia Digital (MD) Status for its Digital Pension Solutions Services by the Malaysian Digital Economy Corporation (MDEC), the government agency leading the digital transformation of the Malaysian economy, in 2023.

iFAST Global Hub.ai has also forged strategic partnerships with various universities, including Multimedia University (MMU), as it recognises the importance of the synergy between academia and industry.

#### Bondsupermart Sdn Bhd

Bondsupermart Sdn Bhd ("**Bondsupermart Malaysia**") is iFAST Malaysia's wholly-owned subsidiary incorporated in Malaysia by the Group in July 2023, and is a bond information and solutions provider powering the Group's bond business needs.

In January 2024, Bondsupermart Malaysia obtained the approval-in-principle from the Securities Commission Malaysia under the Regulated Market Operator Framework to carry out the regulated activity of operating a bond marketplace.

The Group expects Bondsupermart Malaysia to launch its bond trading services in Malaysia. The bond marketplace will be named Bondsupermart, and it aims to be a centralised and accessible marketplace to buy and sell bonds. Bondsupermart is committed to leverage on this accessibility to transcend geographical boundaries and connect individual investors, creating a global marketplace for all to participate in both the Malaysian Ringgit and the global bond market. With the new Bondsupermart platform, individual investors will be directly and actively contributing to bring about real-time price discovery and transparency, helping to establish market-driven and fair market values for bonds based on supply and demand dynamics. This is in line with the Group's objective to build a global digital bond marketplace, enhancing price transparency and trading efficiency for individual investors, which will enhance investors' bond trading experience and also bolster and help to further drive the Group's bond business. Unlike stock investors who are able to enjoy price transparency and trading efficiencies when they trade through stock exchanges, there are, to the best of the Group's knowledge, currently few to none exchanges for bond trading and bond investors. The upcoming Bondsupermart platform will therefore be the closest to a bond 'exchange' for individual investors. The Group's bond trading volume (of approximately RM800 million equivalent per month in FY2023 in both the Ringgit and foreign currency denominated bonds) will also provide Bondsupermart Malaysia with a solid footing to attract, grow, and expand further when more participants are onboarded in future. Through increased connectivity of buyers and sellers and the involvement of dedicated market makers, enhanced market liquidity is anticipated, leading to faster trade execution, narrower bid-ask spreads, reduced trading costs, and improved overall efficiency of the bond market. The Group continues to emphasise the growing importance of bonds in investor portfolios while highlighting the significance of enhancing market liquidity.

#### Products/Services available in Malaysia

In Malaysia, unit trusts, bonds, stocks, ETFs, online discretionary portfolio management services and insurance are available.

### **3.4 CHINA**

#### iFAST Financial China Limited

Incorporated on 7 July 2014, iFAST Financial China Limited (formerly known as iFAST Financial Limited) is a subsidiary of the Company and operates as a provider of fund distribution and investment platform services to companies, including financial advisory companies, e-commerce platforms, independent funds distributors and brokerage firms in China.

iFAST Financial China Limited holds the Funds Distributor Qualification from the China Securities Regulatory Commission (“**CSRC**”). It is also an Associate Member of Asset Management Association of China (“**AMAC**”) and a Member of the Shenzhen Asset Management Association (SZAMA). For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### iFAST Investment Management China Limited

iFAST Investment Management China Limited is a Wholly Foreign Owned Enterprise Private Fund Management company and a Qualified Domestic Limited Partner (“**QDLP**”). It is also a registered Private Fund Manager of AMAC and a Qualified Domestic Limited Partnership Pilot Manager of Shanghai Municipal Financial Regulatory Bureau (“**SMFRB**”). iFAST Investment Management China Limited is also a QDLP Private Fund Manager. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

#### Products/Services available in China

In China, the Group primarily distributes publicly offered mutual funds, private funds, and any other products approved by the CSRC for third party distribution.

### **3.5 UNITED KINGDOM**

#### iFAST Global Bank Limited

iFAST Global Bank Limited, formerly known as BFC Bank Limited, is a fully licenced bank based in the UK that was acquired by the Group at the end of March 2022. iGB provides a range of banking services to customers, including UK Faster Payments (payments made under the Faster Payment System, a real-time payment service run by the UK payment authority, pay.uk), international remittance, multi-currency bank deposit accounts and foreign exchange conversion services.

iGB has three main divisions – EzRemit, Digital Transaction Banking (“**DTB**”), and Digital Personal Banking (“**DPB**”). In addition to the existing EzRemit business, the UK banking operation officially launched its DTB platform in January 2023 and its DPB platform in April 2023. As part of efforts to strengthen the Group’s long-term growth, the UK banking operation has been working with the Group to develop the new DTB and DPB businesses, integrate digital banking capabilities and incorporate banking functions into the existing fintech ecosystem of the Group.

EzRemit is a remittance business which facilitates money transfer and foreign exchange services for customers in over 20 currencies with over 50 terminating partners across the world. The division continues to expand its business through onboarding new originating counterparties, a number of which went live in the last quarter of 2023.

DTB is a B2B business that aims at supporting the UK payment services industry with safeguarding accounts and GBP payment facilities. DTB mainly targets UK corporate customers, including fully authorised payment institutions and electronic money institutions that are regulated and supervised by the Financial Conduct Authority (“**FCA**”). The FCA requires authorised payment institutions and electronic money institutions to comply with certain safeguarding requirements to protect customer funds received for the provision of a payment service or e-money. The FCA requires that such funds be deposited with an authorised credit institution, such as iGB, in a safeguarding account which is subject to specific requirements to segregate customer funds from the authorised payment institution’s or electronic money institution’s own. The DTB business division saw continued growth in customers onboarded and increased inflow into safeguarding and savings accounts in in the last quarter of 2023.

The DPB platform offers individuals worldwide access to personal digital banking services in the UK, leveraging its reputation as a trusted jurisdiction and major global financial centre, catering to both personal and business requirements. Current product offerings on the DPB platform comprise a basic bank account, fixed term, and notice deposit accounts across multiple currencies with the ability to switch balances between currencies. DPB has shown growth since its launch with UK residents accounting for about 30% of the deposits, while the rest comes from residents of over 60 countries from around the world.

DPB provides synergy with the Group's overall wealth management platform. With the launch of the DPB platform on iGB, the Group has enhanced its product offerings for the simplest wealth management product of all – cash deposits, in multi-currencies. The integration of personal banking services into the Group's wealth management platforms enables consumers and investors to access different investment and financial services. Consumers can also manage payment flows seamlessly across borders and benefit from attractive deposit rates in various currencies, without restrictions by geographical boundaries. With the DPB platform available on the iGB web portal and mobile application, global consumers are able to open a UK digital bank account conveniently online, no matter where they are located, and without having to be physically present in the UK.

After opening an iGB account, consumers around the world are able to access deposit services (including fixed term, notice deposits, and multi-currency deposits). As at 31 March 2024, over 860,000 of the Group's clients across the various markets including Singapore and Hong Kong are able to open iGB accounts to tap into the DPB platform capabilities available on the Group's fintech ecosystem to access the above-mentioned services, as well as funds transfer and remittances services. iGB account holders are also able to link up their iGB digital banking accounts with the different platforms within the Group, including FSMOne, iFAST Financial, and iFAST Global Markets platforms in the various markets that the Group has a presence in, taking advantage of all digital banking, wealth management and investment capabilities within the Group's fintech ecosystem.

iGB is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the FCA and the Prudential Regulation Authority. It is also a Financial Services Compensation Scheme (FSCS) member, member of Clearing House Automated Payment System (CHAPS), HM Revenue and Customs, Information Commissioner's Office, Direct Member of Faster Payments Scheme (FPS), member of Open Banking Implementation Entity (UK), and Certified ISO27001:2013 Information Security Management System. For further details, please refer to the section entitled "*Regulation and Supervision*" in this Information Memorandum.

#### Products/Services available in the UK

In the UK, customers currently have access to multi-currency accounts, fixed deposits and notice deposits, as well as services like foreign exchange and domestic and international payments.

### **3.6 REVENUE SOURCES**

The Group's revenue comprises the new UK-based banking operation acquired at the end of March 2022, and the existing non-banking operations.

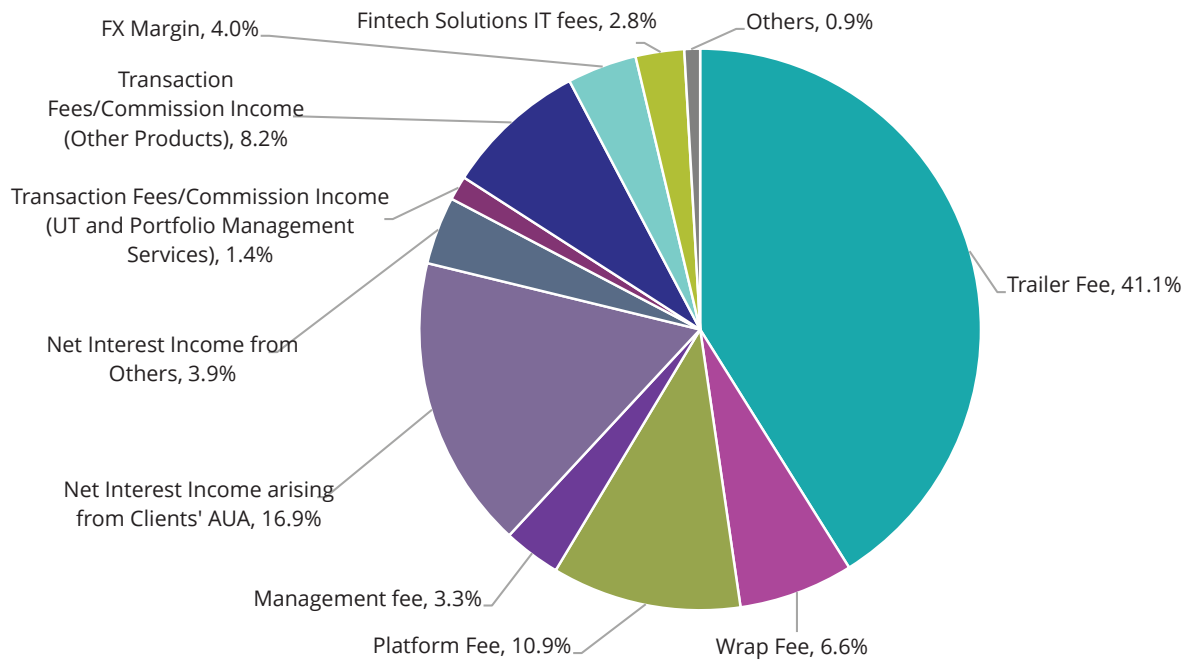
The non-interest revenue generated from the new banking operation comprises commission income and fee charges mainly from transactional banking services including UK Faster Payments, international remittance, multi-currency bank deposit accounts and foreign exchange conversion services to customers.

The non-banking operations of the Group consists of two main business divisions, namely the B2C and B2B divisions. For the B2B division of the Group, a substantial portion of front-end commission income and advisory fees from B2B customers is payable to financial advisers who serve these B2B customers. The Group also incurs securities brokerage expenses which relate to brokerage fees paid to third party brokers for the execution of client trades in securities listed on overseas exchanges of which the Group is not a member.

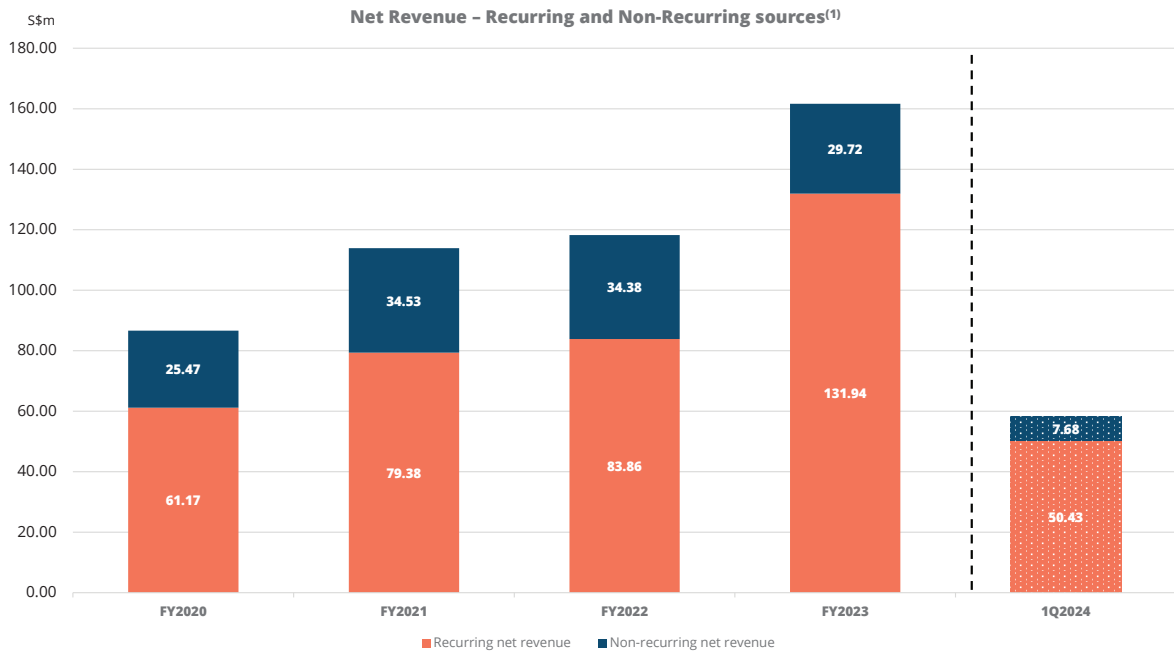
Given that the Group's total revenue includes the amount of monies payable to its B2B partners, the Group's total net revenue is a better representation of the actual revenue received by the Group.



In FY2023, the breakdown of the Group's net revenue for the wealth management platform services is as follows:



The Group's net revenue consists of two components, namely the recurring and non-recurring net revenue.



Note

1. Includes net interest revenue as well as the new banking operation.

### 3.6.1 RECURRING REVENUE

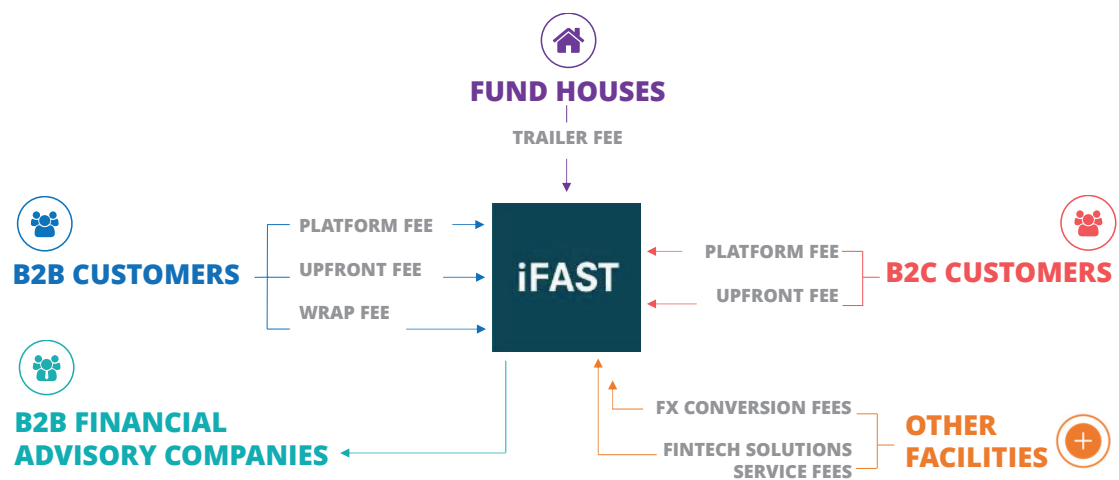
Recurring net revenue is significantly based on AUA (which represents the total net value of products held under the custody or administration of the Group) and contributes the biggest proportion of the overall net revenue (about 82% in FY2023). As such, the Group's business model predominantly involves growing the size of its AUA as higher AUA will generally lead to higher revenues for the Group.



The Group's non-banking operations recurring net revenue is usually calculated based on a percentage of average AUA of its investment products distributed on the Group's platform, and comprises trailer fees, platform fees and wrap fees, portfolio service management fees, net interest commission income arising from clients' AUA, ePension Services fees and fintech solutions IT maintenance fees.

The Group receives trailer fees from fund houses based on the AUA attributable to such fund house, platform fees and upfront fees from customers of the Group's B2B and B2C businesses for the services the Group provides via its platforms, wrap fees from adviser-assisted investors for the services provided to them by the financial advisers and the Group in relation to the Group's B2B business, and portfolio service management fees from customers who utilise discretionary portfolio management and fund management solutions, including cash management solutions.

An illustration of the Group's fee structure is as follows:



### 3.6.2 NON-RECURRING REVENUE

Non-recurring net revenue contributed about 18% to the overall net revenue of the Group in FY2023.

Non-recurring revenue of the Group's non-banking operations mainly comprises commission income derived from investment subscription via front-end load commission or transaction processing fee (in respect of unit trusts, bonds, stocks and ETFs); service fee arising from the provision of currency conversion administration services to customers and the provision of administration services to financial advisory firms; brokerage service fee from arranging of insurance policies, advertising fee earned from advertisements placed by third parties on iFAST websites and mobile applications; and IT solution development fee from provision of IT fintech solutions to business partners.

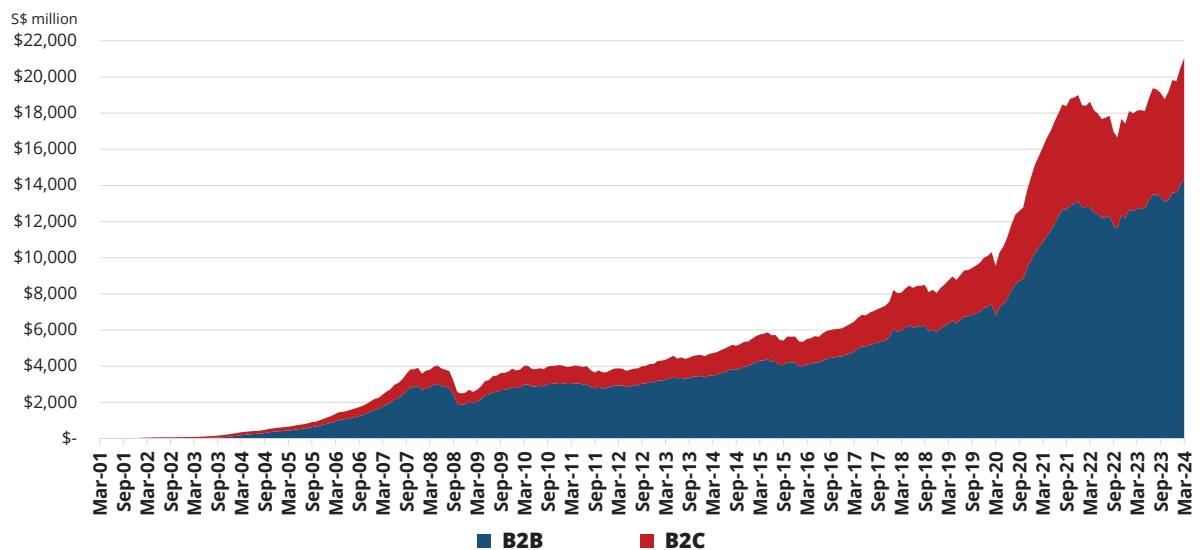
## 4. COMPETITIVE STRENGTHS

The Group's competitive strengths are as follows:

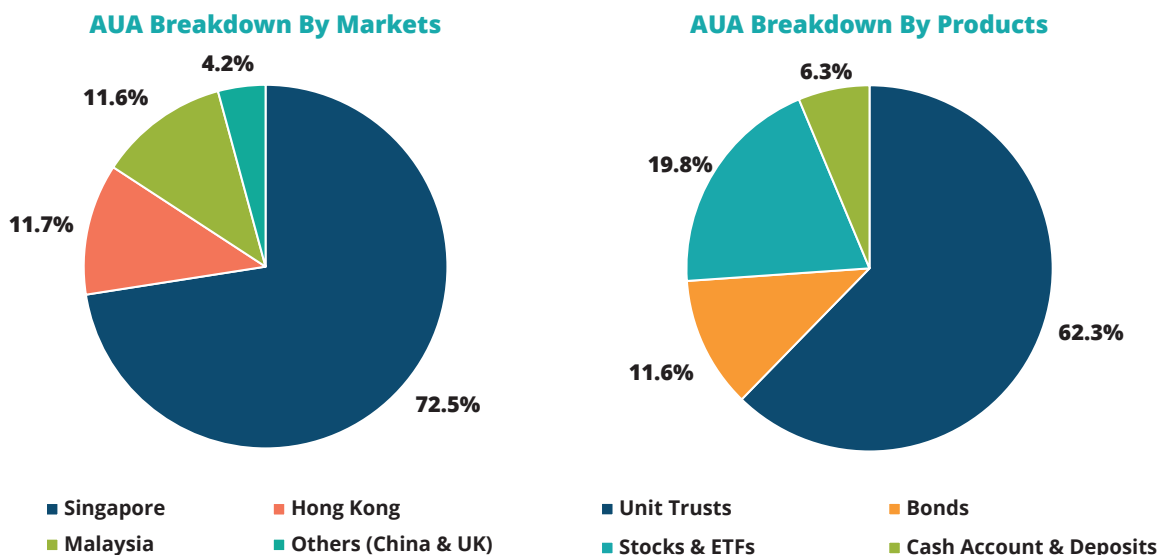
- Strong recurring profitability, driven by asset growth coupled with geographical and product diversification;
- A global digital banking and wealth management fintech platform with a global business model;
- Strong information technology capabilities and remains devoted to innovation; and
- Strong brand reputation and trust.

#### 4.1 Strong recurring profitability, driven by asset growth coupled with geographical and product diversification

The Group has a track record of growing AUA over the long term bolstered by the addition of new products and services, as well as the expansion into new geographical markets. The Group's AUA posted a 5-year Compounded Annual Growth Rate (“CAGR”) of 19.7% from 2018 to 2023, reaching a record high of S\$21.05 billion as at 31 March 2024. Over this 5-year period, the Group's annual recurring net revenues posted a 21.8% CAGR to S\$131.9 million (for FY2023). AUA is a significant indicator of the Group's results as recurring net revenue is generally a function of AUA. The average recurring net revenue of total net revenue for 2022 and 2023 is 76.3%, representing a significant proportion of the Group's overall net revenue. The Group believes that its continued ability to scale up AUA across different geographical locations and product types will allow it to benefit from the positive operating leverage of its business model, while providing a solid base of diversified recurring income streams.



As at 31 March 2024, the breakdown of the Group's AUA by markets and by products is as follows:



#### **4.2 A global digital banking and wealth management fintech platform with a global business model**

The Group believes that a key contributor to the success of its business is its operation of a global digital banking and wealth management fintech platform, which allows it to offer comprehensive wealth management products and services in the key markets that it operates in. The Group believes that its fintech ecosystem is integral to over 860,000 global customers and over 12,800 business partners (as of 31 March 2024) who currently use its wealth and digital banking platform. The acquisition of a fully licensed UK bank in 2022 has added digital banking services to the Group's wealth ecosystem and provided the Group with the opportunity to operate with a global business model, providing holistic wealth management and banking services to customers worldwide. In addition to customers who are resident in the UK, the Group's banking division now serves customers from over 60 countries around the world (as of 31 December 2023), exemplifying its plan to become a global wealth management and digital banking player.

#### **4.3 Strong information technology capabilities and remains devoted to innovation**

The Group believes that its information technology (“IT”) capabilities are an important factor that will allow it to successfully execute its business strategy. Since the Group's founding in 2000, it has invested substantially to build a world-class IT team to ensure that it has full control over the pace and costs of project development and execution. This approach enables the Group to roll out bespoke solutions with speed, allowing it to quickly capitalise on opportunities as they arise. For example, after acquiring a banking licence in the UK, the Group rolled out a new digital personal banking platform in eight (8) months. This fully digital platform is accessible via a new iFAST Global Bank mobile application and website, which allows the Group's clients to open accounts remotely from all around the world, with access to fixed deposits and current accounts in multiple currencies. The Group also built digital payment rails within its fintech ecosystem with seamless linkage to the digital bank, allowing its clients to manage payment flows seamlessly across borders while getting attractive deposit rates in various currencies.

Furthermore, the Group established iFAST Global Hub.ai in 2023, a digital hub focused on utilising advanced technology, particularly AI, to enhance the Group's fintech capabilities, bolster its operational efficiency, optimise workflows, and promote scalability. The Group believes that the establishment of iFAST Global Hub.ai provides the Group with a solid platform to develop and integrate cutting-edge technologies, including the use of AI, and is set to revolutionise the way the Group operates and serves clients. As an example, the Group plans to automate its customer service with in-house AI solutions by end-2025, which will enable the Group to provide customer service support in over 50 languages, catering to clients worldwide around the clock.

#### **4.4 Strong brand reputation and trust**

With over two decades in the financial services industry, the Group has built a strong brand reputation based on the trust of its clients and business partners. A key contributor to this stakeholder trust is the Group's unwavering commitment to its client-centric values. Since its founding in 2000, the Group's business has been guided by its mission statement “To help investors around the world invest globally and profitably”, which is an explicit commitment to the client-centric values of the firm. The Group has been a longstanding advocate of commission transparency in wealth management products and services and has focused on developing solutions to level the investment playing field for its clients, providing them with access to core investment products with clear risk-reward outcomes to build long term wealth.

For example, in 2015, the Group launched BondsUPERmart, a bond information portal which serves as a repository of bond prices, yields and bond issuance documentation, to provide clients with bond pricing transparency and information about bond features. To help clients diversify when investing in corporate bonds, the Group launched Bond Express in 2016 across its wealth management platforms, which to the Group's knowledge, is the first solution of its kind to allow investors to purchase corporate bonds in smaller denominations. Such client-centric initiatives and developments have helped to reinforce the Group's brand reputation as a trusted wealth partner, enhancing brand loyalty and stickiness for both clients and business partners.

## 5. **BUSINESS STRATEGIES**

The Group started the iFAST Five-Year Plan in FY2021 to outline the Group's directions, outlining the strategic objectives that it has to shape its future as a global digital banking and wealth management fintech platform with a global business model.

With the launch of Hong Kong ePension division, and the subsequent strategic move into launching digital banking capabilities, for 2024 to 2026, the Group has streamlined its Three-Year Plan into the following:

- (a) Make steady progress as a global digital banking and wealth management fintech platform with a global business model.

With a global digital bank as part of the Group's ecosystem, the Group will continue to work on increasing the scale and quality of its wealth management platforms, servicing customers from all over the world from several countries.

The Group believes that the future of wealth management is one where investors from various emerging markets will be looking for the best wealth management platforms across the world that can provide them seamless access and connectivity to global products and global exchanges.

Wealth management platforms with seamless links to digital banking services that allow consumers and investors to manage payment flows seamlessly across borders while getting attractive deposit rates in various currencies, will have advantages to the Group's future business.

The private banking industries of Singapore and Hong Kong are examples of what the Group believes to be a successful 'global business model'. Operating from just Singapore or Hong Kong, private banks have been able to tap into customers from around the world. However, the private banks only cater to high net worth individuals.

The Group thus believes that an opportunity exists for a wealth management and digital banking player which targets the mass affluent or the mass market, and which uses digital capabilities as the key enabler.

- (b) Accelerate Hong Kong growth and effectively deliver on ePension Services.

The Group intends to substantially accelerate the growth of the Group's overall Hong Kong business as it effectively executes its ePension business in Hong Kong and continues to improve on its existing platform capabilities.

- (c) Effectively develop innovative fintech services that are complementary to digital banking and wealth management platforms.

The innovative fintech services that the Group intends to develop to complement its digital banking and wealth management platforms would include payment-related services and services such as Bondsupermart, a bond marketplace targeting individual investors from around the world.

Moving forward, the Group will focus on the ePension division in Hong Kong and the overall wealth management platform as important growth drivers.

The Group will also focus on iGB as an important growth driver for the Group in 2025 and beyond by taking steps to grow the net interest income as well as the deposit base.

Further, as part of iGB's strategic growth targets, iGB's development initiatives for 2024 and 2025 include building a new IT platform and BoE schemes for its DTB business, developing full personal banking services in relation to its DPB business, and tapping into additional markets for its EzRemit business. If such development initiatives proceed on track, the Group aims to have the existing infrastructure be able to support enhanced products and new opportunities by 2026.

The DTB business' goals include having a broader client base and enhanced product offerings (including New Payments Architecture (NPA), Real-Time Gross Settlement (RTGS), indirect participation, and other clearing facilities). The DPB business aims to also have a larger customer base, and for its product offerings to include multi-currency accounts, debit cards, product and margin financing. In addition to its existing agent network, the EzRemit business aims to have enhanced digital capabilities and expanded terminating corridors.

The Group also believes that iGB's business, comprising the three distinct business units and a varied product mix, is a sustainable model for iGB. A mixture of (i) diversity in sources of income between commission and fee income and net interest margin, (ii) innovative use of technology in its IT platform and products and services, (iii) viability and resilience of traditional banking, and (iv) intolerance of financial crime and governance risk, together with a distinct geographical presence and market sectors, leads to iGB's financial resilience.

## **6. BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

The Company is led by the board of directors (the "**Board**"), together with a professional senior management team.

The Board oversees the management of the business, as well as the affairs of the Company. The Board comprises of two Executive Directors and seven Non-Executive Directors. Five out of the nine directors are Independent Directors.

### **6.1 BOARD OF DIRECTORS**

#### **Lim Chung Chun**

*Chairman & Chief Executive Officer (CEO)*

Member of Board Risk Committee

Member of Nominating Committee

Mr Lim is the Chairman and CEO of the Company, a global digital bank and wealth management platform that combines fintech solutions with the capabilities of a licenced financial institution to provide multi-product offerings. Mr Lim co-founded the Company with the launch of its B2C division Fundsupermart.com in Singapore in 2000, following which the B2B division iFAST Financial was launched in 2001. He subsequently led the Company's regional expansion efforts, extending iFAST's presence beyond Singapore to Hong Kong, Malaysia, China and UK, building a well-established fintech ecosystem across the five markets. Mr Lim also led the Company to its successful listing on the SGX-ST Mainboard in December 2014. Before setting up the Company, Mr Lim was the Head of Research at ING Barings Securities Pte. Ltd. Mr Lim graduated with a Bachelor of Engineering (Electrical) from the National University of Singapore in 1991, and obtained a Diploma in Investment from the Institute of Banking and Finance in 1993. Lim Chung Chun is also part of the Senior Management team.

#### **Mark Rudolph Duncan**

*Lead Independent Director*

Chairman of Nominating Committee

Chairman of Remuneration Committee

Member of Board Risk Committee

Mr Duncan is currently the CEO of Typhoon Wealth Limited, a financial services advisory company focused on technology implementation in banking and wealth management. He is based in Singapore. He was the Global Head of Equity for the Macquarie Group from 2012 to 2017, and also the Chief Executive of Macquarie Bank's Hong Kong bank branch during this period. Prior roles included Head of Asian Equity for Macquarie Group, and Country Equity Head roles in Taiwan, South Korea, Singapore and Malaysia with Macquarie and ING Barings. He has broad experience across Asian capital markets, wealth management, regulatory compliance, technology and operations. Mr Duncan graduated from the Ecole Supérieure de Commerce Marseille and Middlesex University with a BA (Honours) degree in European Business Management in 1993.

**Chen Peng***Independent Director*

Chairman of Board Risk Committee

Member of Audit Committee

Dr Chen currently serves as director on the board of NTUC INCOME Insurance (Singapore) and Fullerton Fund Management (Singapore). Dr Chen was the founding CEO of Dimensional Fund Advisors (Asia Ex-Japan) from 2012-2020. Before joining Dimensional, Dr Chen served as President of Morningstar's global investment management division, which consists of Morningstar's investment consulting, retirement advice, and investment management operations in North America, Europe, Asia, and Australia, with approximately US\$190 billion in assets under advisement or management. In 2007, Dr Chen was selected to the Chicago Crain's Business "40 under 40s". He was also named to the Investment Advisor list of the "25 Most Influential Individuals" in 2008 and won the Financial Analysts Journal's prestigious Graham and Dodd Scroll Award three times — in 2011, 2007, and 2003. In addition, Dr Chen also won the Retirement Income Industry Association's 2012 Academic Thought Leadership Award. He is co-inventor of two U.S. Patents. Dr Chen holds a PhD and MS in consumer economics from Ohio State University.

**Chu Wing Tak Caecilia***Independent Director*

Member of Remuneration Committee

Ms Chu is the Co-Founder and CEO of YouTrip, a regional financial technology company dedicated to creating a next-generation digital banking experience in Southeast Asia. Prior to founding YouTrip, Caecilia worked at Citigroup overseeing growth investments in the technology and consumer sectors. Additionally, Caecilia worked at McKinsey & Company, advising financial institutions across Asia on product and growth strategies. She graduated with a Master Degree in Business Administration from the Harvard Business School and a Bachelor of Science in Economics from The Wharton School of the University of Pennsylvania.

**Tham Soh Mui Tammie***Independent Director*

Member of Board Risk Committee

Ms Tham is the Group CEO of Ensign Infosecurity Pte Ltd. Headquartered in Singapore, Ensign is the largest pure-play cyber security service provider in Asia. Prior to Ensign, she founded Accel Systems & Technologies, a company that specialised in cyber security systems integration. In 2017, StarHub Ltd acquired Accel and subsequently folded into Ensign. Ms Tham has been serving on the Board of the Singapore Institute of Technology and Mediacorp Pte Ltd. She is a member of the Data Protection Advisory Committee and the Charity Council. She also serves as an Advisor to the Association of Information Security Professionals, and co-chairs the Cyber Security Agency's Cyber Security Awareness Alliance which aims to enhance awareness, and promote adoption of essential cybersecurity practices.

**Toh Teng Peow David***Independent Director*

Chairman of Audit Committee

Member of Nominating Committee

Member of Remuneration Committee

Mr Toh is the Director and Chief Executive Officer of NTUitive, a wholly-owned subsidiary of the Nanyang Technological University responsible for commercialising the university's scientific research and incubating startups. Prior to his current role at NTUitive, Mr Toh spent 11 years working in investment banks such as ING Barings and Lehman Brothers where he was a top-rated Asia Pacific technology sector analyst. In that capacity, he also advised listed and private technology companies on corporate strategy and fund raising. After leaving investment banking, he worked as a fund manager at DBS Asset Management before setting up his own Asia Pacific-focused absolute return equity fund. Mr Toh is a keen advocate of technology startups and



has been an active angel investor since the late 1990s. Mr Toh also sits on the Singapore Stock Exchange Listings Advisory Committee where he provides opinions on technology companies seeking IPOs. He graduated with concurrent degrees in B.Sc. Materials Science & Engineering and a B.A. in Government and Asian Studies from Cornell University in 1991.

**Janice Wu Sung Sung**

*Non-Executive Non-Independent Director*  
Member of Audit Committee

Ms Wu is Executive Vice-President of Corporate Development at Cuscaden Peak Investments Pte. Ltd. She leads its M&A and Investments teams in mergers and acquisitions, capital re-cycling and portfolio management, and oversees its sustainability initiatives. She also sits on the boards of Cuscaden's joint ventures including MobileOne Ltd., Memphis 1 Pte. Ltd., Prime US REIT Management Pte. Ltd. (the Manager of SGX-listed Prime US REIT), Woodleigh Mall Pte. Ltd. and Woodleigh Residences Pte. Ltd. She is also a Director of Thakral Corporation Ltd., a company listed on the SGX and MSI Global Private Limited, a wholly-owned subsidiary of the Land Transport Authority. Ms Wu holds a Bachelor of Laws (Honours) degree from the National University of Singapore and was admitted as an advocate and solicitor of the Supreme Court of Singapore. She has attended the Executive Development Program at Kellogg School of Management, the Business Sustainability Management Program by University of Cambridge's Centre for Sustainability Leadership and the Advanced Management Program at Wharton Business School.

**Lim Wee Kian**

*Non-Executive Non-Independent Director*  
Member of Board Risk Committee

Mr Lim is the CEO at DBS Digital Exchange (DDEX), a subsidiary of DBS Bank. He was previously the Regional Head of Foreign Exchange, DBS Bank, and he has been with the bank since August 2004. Prior to joining DBS Bank, he was with various investment banks and was a member of the teams engaged in the trading of foreign exchange and interest rate products.

**Wong Tin Niam Jean Paul**

*Executive Director*

Mr Wong is the Executive Director of Corporate Communications department, which looks after the Investor Relations function for the Company. Mr Wong was part of the team working on the Company's IPO on the SGX-ST Mainboard in 2014. In his earlier years with the Company, he was part of the Content team producing financial education and other investment-related content. Mr Wong has been with the Company since 2004. He graduated with a degree of Bachelor of Social Sciences in Economics from the National University of Singapore in 2003. Mr Wong is also part of the Senior Management team.

**6.2 SENIOR MANAGEMENT**

**Lim Chung Chun**

*Chairman & Chief Executive Officer*

Mr Lim is the Chairman and CEO of the Company, a global digital bank and wealth management platform that combines fintech solutions with the capabilities of a licenced financial institution to provide multi-product offerings. Mr Lim co-founded the Company with the launch of its B2C division Fundsupermart.com in Singapore in 2000, following which the B2B division iFAST Financial was launched in 2001. He subsequently led the Company's regional expansion efforts, extending iFAST's presence beyond Singapore to Hong Kong, Malaysia, China and UK, building a well-established fintech ecosystem across the five markets. Mr Lim also led the Company to its successful listing on the SGX-ST Mainboard in December 2014. Before setting up the Company, Mr Lim was the Head of Research at ING Barings Securities Pte. Ltd. Mr Lim graduated with a Bachelor of Engineering (Electrical) from the National University of Singapore in 1991, and obtained a Diploma in Investment from the Institute of Banking and Finance in 1993. Lim Chung Chun is also part of the Board.

**Wong Soon Shyan***Group Chief Operating Officer*

Mr Wong is responsible for the day-to-day management of the Group as the Group Chief Operating Officer. Prior to joining the Group, Mr Wong was with a well-known fund management company as a manager responsible for the marketing, product development, as well as sales administration and sales in respect of funds from 1994 to 2000. From 1989 to 1991, he worked briefly as an external auditor before joining a foreign bank as a credit analyst, and from 1992 to 1994, he worked as an accountant. Mr Wong graduated with a degree in Bachelor of Accountancy from the National University of Singapore in 1989.

**Lim Kian Thong Jimmy***Group Chief Financial Officer*

Mr Lim joined the Group as Deputy Chief Operating Officer in 2020. He has more than 30 years of accounting, financial, treasury and investment banking experience gained from working as top management and board members in various financial institutions and a manufacturing company. Prior to joining the Group, Mr Lim was the Chief Financial Officer (CFO) and Board Executive Director of PureCircle Limited. From 2005 to 2019, he served in several senior management roles including CEO and Board Executive Director at Haitong International Securities (Singapore) and SBI E2-Capital Asia Securities, CEO (Financial Investments) at Hua Hong Foundation Investment Holding (Singapore) and General Manager at DMG & Partners Securities. In these various management roles, he was responsible for managing the investment banking and stockbroking businesses, as well as initial public offerings and secondary placements. Mr Lim has a Bachelor of Accountancy degree from National University of Singapore and a Master of Business Administration (Banking & Finance) degree from Nanyang Technological University. He is also a Fellow, Chartered Accountant of Singapore and Fellow, CPA Australia.

**Eddie Pang Jian Jong***Group Chief Risk Officer*

Mr Pang joined the Group as Chief Risk Officer of Singapore in 2019. He was responsible for the Group's risk management function in Singapore, and sat on the Board Risk Committee of iFAST Malaysia. Mr Pang brings to the Group more than 15 years of risk and control related experiences in the financial industry. Prior to joining the Group, he was Director, Global Banking and Markets, Operational Risk Oversight, at the Bank of Nova Scotia. From 2006 to 2015, he took on various regulatory and banking roles including Assistant Director of Banking Department at the Monetary Authority of Singapore, and Assistant Vice President of Strategic Process Change Management at Credit Suisse AG. He started his career in PricewaterhouseCoopers as an Auditor. Mr Pang graduated with a Bachelor of Accountancy from Nanyang Technological University in 2005.

**Wong Tin Niam Jean Paul***Executive Director*

Mr Wong is the Executive Director of Corporate Communications department, which looks after the Investor Relations function for the Company. Mr Wong was part of the team working on the Company's IPO on the SGX-ST Mainboard in 2014. In his earlier years with the Company, he was part of the Content team producing financial education and other investment-related content. Mr Wong has been with the Company since 2004. He graduated with a degree of Bachelor of Social Sciences in Economics from the National University of Singapore in 2003. Mr Wong is also part of the Board.

**Tang Soo Kia Cynthia***Managing Director, iFAST ePension Services*

Ms Tang currently leads ePension business development and oversees the running of the business operations of ePension business for the Group. Ms Tang has been with the iFAST Group since 2006, having joined iFAST Malaysia as an IT Specialist supporting the IT application development. She played an instrumental role in rolling out iFAST Hong Kong's B2B platform since 2007, as well as the post-acquisition system migration of ING Platform Services in 2009. She was previously the Executive Director for iFAST Financial (HK) Limited, heading the Operations, IT applications, Infrastructure and Fintech Solutions teams and she had developed extensive and in-depth

knowledge about system architecture, technologies and backend administration processing in regulatory environments. Before joining iFAST, Ms Tang was a software engineer with Symphony Xen Solutions Sdn Bhd and Motorola Malaysia. She holds a First Class Honours degree from University of Malaya (Malaysia) in Computer Science.

**Dennis Tan Yik Kuan**

*Managing Director, iFAST Malaysia*

Mr Tan, with over 10 years of experience in the funds industry, oversees the Group's business in Malaysia. Mr Tan joined the Group in 2002 as an IT Manager and was involved in the development of end-user portfolio and investment software tools and applications for B2B customers. In 2004, he took on the position of Business Development Manager responsible for the growth of the software division business. In 2006, Mr Tan was promoted to Managing Director of iFAST Service Centre Sdn Bhd and in 2008, he took on the role of Managing Director of iFAST Malaysia. Prior to joining the Group, he was a software engineer with a software house. Mr Tan is a Computer Science graduate from University Putra Malaysia and is a Certified Financial Planner.

**Bernard Teo Wee Howe**

*Legal Representative, iFAST China*

Mr Teo currently leads the Group's business development in the China market and oversees the running of the business operations of iFAST Financial China Limited ("iFAST China", formerly known as iFAST Financial Limited). Mr Teo was the General Manager of iFAST China from 2014 to 2016. He is currently the Legal Representative of iFAST China, a role he took on from 2016. He was also a member of the Fund Distribution Specialised Committee of Shenzhen Asset Management Association (深圳投资基金同业公会基金销售专业委员会委员) from 2017 to 2020. Mr Teo has more than 10 years of operational experience in the funds distribution space, and he was previously the Regional Head of Operations & Settlements at iFAST Financial Pte Ltd, overseeing the Group's operations and settlements teams across Singapore, Hong Kong, Malaysia and India. Mr Teo holds a degree in Bachelor of Business (Economics and Finance) with Distinction from Royal Melbourne Institution of Technology and a Diploma in Banking and Finance from Nanyang Polytechnic.

**Mujahid Malik**

*CEO, iFAST Global Bank*

Mr Malik is the CEO of iFAST Global Bank, member of the board and Chairman of Executive Committee and holds regulatory approval from the PRA and FCA for SMF1 & SMF3. He is a fellow of the Institute of Chartered Accountant in England & Wales and has worked in banking and financial services for over 25 years. He joined the Bank as Chief Financial Officer (CFO) and played a critical role in getting the banking licence in 2017. From 2020, as Acting CEO, he was responsible for ensuring completion of the sale of the Bank and after acquisition by the Company, was appointed as CEO in March 2022. He has held executive management positions at several global financial institutions including Dexia Bank, where he was responsible for the strategic alignment of the UK bank to meet the group's objectives after the financial crises of 2008. Before that, he spent over ten years in the Banking and Capital Markets team at Deloitte, London and has extensive expertise in leading business turnarounds, expansion programmes and management of banking operations.

**7. AWARDS AND ACCOLADES**

The Group has over the years attained multiple awards and accolades in Singapore as well as in various countries across the region.

The awards and accolades received in the last 10 years are set out below.

**2023**

In July, the Company's Chairman & CEO, Lim Chung Chun, was awarded Outstanding Chief Executive of the Year at the 38th Singapore Business Awards (SBA) organised by The Business Times and DHL.

In September, iFAST Financial (HK) received the “API - Financial Technology” and “WealthTech - Financial Services” awards at the Hong Kong Business Technology Excellence Awards 2023.

In November, the Company received the “Highest Returns to Shareholders Over Three (3) Years” and “Highest Weighted ROE Over Three (3) Years” awards in the Banking & Investment Services, Insurance, and Fintech & Infrastructure Sector category at The Edge Singapore Billion Dollar Club 2023. In the same month, the Company’s Chairman & CEO Lim Chung Chun received the “SIAS Investors’ Choice Outstanding CEO Award” at SIAS Investors’ Choice Awards 2023.

## **2022**

In October, the Company was awarded the Runner-Up position in the “Shareholder Communications Excellence Award 2022 – Big Cap” category at SIAS Investors’ Choice Awards 2022.

## **2021**

The Company was ranked within the “Singapore’s Fastest Growing Companies 2021” list compiled by The Straits Times and research firm Statista in January, and within the “Asia-Pacific High-Growth Companies 2021” list compiled by Financial Times in partnership with Nikkei Asia and research firm Statista in March.

In September, the Company received the “Best Performing Stock”, “Best Weighted Return on Equity”, and “Overall Sector Winner” awards in the banking and investment services sector at the Billion Dollar Club 2021, organised by The Edge Singapore.

In October, the Company was awarded Runner-Up of the “Most Transparent Company Award 2021 - Financials” and “Shareholder Communication Excellence Award 2021 - Mid Cap” at the SIAS Investors’ Choice Awards 2021.

In November, the Company won the Corporate Excellence and Resilience Award for companies with market capitalisation of S\$300 million to less than S\$1 billion (as at 31 December 2020) at the Singapore Corporate Awards 2020/2021.

## **2020**

In February, iFAST Singapore received the “Fastest Growing SGX-ST Member 2019” award for the second year in a row.

In December, the Company received the “Best Returns to Shareholders” award in the financial sector at the Centurion Club 2020, organised by The Edge Singapore.

## **2019**

In January, the Company won the Charger Award in the Financial Institution category at Charger Award 2018 organised by STORM magazine to acknowledge listed companies that have performed beyond expectations.

In February, iFAST Singapore received the “Fastest Growing SGX-ST Member 2018” award at the SGX Annual Awards Night 2019, while the Company was ranked within the “Singapore’s Fastest Growing Companies 2019” list compiled by The Straits Times and a Germany-based global research firm Statista.

In July, the Company was accorded the “Best Investor Relations - Bronze Award” under the Companies with less than S\$300 million in market capitalisation category at the Singapore Corporate Awards 2019.

## **2018**

In January, FSMOne Hong Kong received the “Corporate Financial Education Leadership Gold Award” in the “IFPHK Financial Education Leadership Awards 2018” organised by the Institute of Financial Planner of Hong Kong (IFPHK).

In July, the Company clinched the “Best Investor Relations - Silver Award” in the Companies with less than S\$300 million in market capitalisation category at the Singapore Corporate Awards 2018.

In September, iFAST Financial China Limited was awarded the “Ten Most Powerful Fintech Brands in China 2018” and “Top 100 Financial Innovation Brands in China 2018” at the China Financial and Investment Annual Awards 2018 (2018中国金融与投资年度颁奖典礼) organised by China Commercial News (中国商报社), Market Observer Magazine (《市场观察》杂志社) and China National Investment and Funding Planning Centre (CNNIF, 商业投融资规划发展中心).

In November, iFAST Financial China Limited received the “Best Mutual Fund Sales Agency” Award at the 2018 Mutual Fund Summit and Golden Tripod Awards Ceremony (2018公募基金高峰论坛暨公募基金●金鼎奖颁奖典礼) organised by National Business Daily (《每日经济新闻》).

## **2017**

In December, the Company emerged runner-up in the “Best in Sector - Information Technology” category of IR Magazine Awards South East Asia 2017 organised by IR Magazine, and iFAST Platform Services (HK) Limited was awarded Bronze prize at the Internet Finance Award 2017, in the Licenced Financial Institution category.

## **2015**

The Company received the “Best Investor Relations - Merit Award” in the Singapore Corporate Awards 2015 in July, and the “Most Transparent Company Award 2015, New Issues Category” at the SIAS Investors’ Choice Awards 2015 in October.

In November, iFAST Singapore won the “HR Vendors of The Year 2015 - Best Retirement & Pension Plan Provider - Gold Award” organised by Human Resources Magazine.

## **2014**

In January, the Company clinched the Silver award at the Mob-Ex Awards 2014, in the “Most Informative Use of Mobile” category, with the FSM Mobile Consumer App.

In February, FSMOne Hong Kong was named as winner in the “Excellent Brand of Online Fund Investment Platform” category at the Hong Kong Leaders’ Choice Brand Awards 2014, organised by Metro Finance and Metro Finance Digital.

iFAST Financial (HK) was awarded the Caring Company Logo 2013/14 by the Hong Kong Council of Social Service, in recognition for its commitment in Caring for the Community, Caring for the Employees and Caring for the Environment over the past year in March, and the ‘Friendly Family Employer 2013/14’ by the Family Council of the government of Hong Kong SAR in June.



## RISK FACTORS

*Prior to making an investment or divestment decision, prospective investors in or existing holders of the Securities should carefully consider all of the information contained in this Information Memorandum, including any documents incorporated by reference herein and the risk factors set out below and the financial statements and related Securities.*

*The Issuer believes that the following risk factors may affect its ability to fulfil its obligations under the Securities issued under the Programme. Most of these risk factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.*

*The risk factors set out below do not purport to be complete or comprehensive of all the risk factors that may be involved in the businesses, assets, results of operations, financial condition, net sales, revenues, profitability, liquidity, capital resources, performance and/or prospects of the Issuer or the Group or any of their respective properties or any decision to subscribe for, purchase, sell, hold, own or dispose of the Securities. Additional risks and uncertainties which the Issuer is currently unaware of or currently deems immaterial may also impair the businesses, assets, results of operations, financial condition, net sales, revenues, profitability, liquidity, capital resources, performance and/or prospects of the Issuer and/or the Group. If any of the following risk factors develops into actual events, the businesses, assets, results of operations, financial condition, net sales, revenues, profitability, liquidity, capital resources, performance and/or prospects of the Issuer or the Group could be materially and adversely affected. In such cases, the ability of the Issuer to comply with its obligations under the Trust Deed and the Securities may be adversely affected. Further, the market price of the Securities could decline, and investors may lose all or part of their investment in the Securities.*

*Prospective investors should not rely on the information set out herein as the sole basis for any investment decision in relation to the Securities but should seek appropriate and relevant advice concerning the appropriateness of an investment in the Securities for their particular circumstances.*

*Headings and sub-headings are for convenience only and investment considerations and risk factors that appear under a particular heading or sub-heading may also apply to one or more other headings or sub-headings.*

### **LIMITATIONS OF THIS INFORMATION MEMORANDUM**

This Information Memorandum does not purport to nor does it contain all information that a prospective investor in or existing holder of the Securities may require in investigating the Issuer and/or the Group, prior to making an investment or divestment decision in relation to the Securities issued under the Programme.

This Information Memorandum is not, and does not purport to be, investment advice. A prospective investor should make an investment in the Securities only after it has determined that such investment is suitable for its investment objectives. Determining whether an investment in the Securities is suitable is a prospective investor's responsibility, even if it has received information to assist it in making such a determination. Neither this Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the Programme or the Securities is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of this Information Memorandum or any such other document or information (or such part thereof) should subscribe for or purchase or sell any of the Securities.

Each person receiving this Information Memorandum acknowledges that such person has not relied on the Issuer, its subsidiaries and associated companies (if any), the Arranger, any of the Dealers or any person affiliated with each of them in connection with its investigation of the accuracy or completeness of the information contained herein or of any additional information considered by it to be necessary in connection with its investment or divestment decision. Any recipient of this Information Memorandum contemplating subscribing for, purchasing or selling any of the Securities should determine for itself the relevance of and the emphasis to be placed on the information contained in this Information



Memorandum and any such other document or information (or any part thereof) and its investment or divestment should be, and shall be deemed to be, based solely upon its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness of the Issuer, its subsidiaries and/or associated companies (if any), the Conditions and any other factors relevant to its decision, including the merits and risks involved. A prospective investor should consult with its legal, tax, financial and/or other advisers prior to deciding to make an investment in the Securities.

This Information Memorandum contains forward-looking statements. These forward-looking statements are based on a number of assumptions which are subject to uncertainties and contingencies, many of which are outside of the Issuer's control. The forward-looking information in this Information Memorandum may prove inaccurate. Please see the section entitled "Forward-Looking Statements" on page 9 of this Information Memorandum.

Any published unaudited interim financial statements in respect of the Issuer or the Group which are included in this Information Memorandum, or which are, from time to time, deemed to be incorporated by reference in this Information Memorandum will not have been audited and may not have been subject to review by the auditors in respect of the Issuer and/or the Group, as the case may be, and may be different had they been audited or reviewed.

## **RISKS RELATING TO THE SECURITIES GENERALLY**

### ***Limited liquidity of the Securities issued under the Programme***

There can be no assurance regarding the future development of the market for the Securities issued under the Programme, or the ability of the Securityholders, or the price at which the Securityholders may be able, to sell their Securities. The lack of liquidity may have an adverse effect on the market value of the Securities.

Although the issue of additional Securities may increase the liquidity of the Securities, there can be no assurance that the price of such Securities will not be adversely affected by the issue in the market of such additional Securities.

### ***An active trading market for the Securities issued under the Programme may not develop***

The Securities may have no established trading market when issued, and one may never develop. Even if a market for the Securities does develop, there can be no assurance as to the liquidity or sustainability of any such market or the price at which Securityholders will be able to sell their Securities. Therefore, investors may not be able to sell their Securities easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Even if there is a secondary market, there can be no assurance that any secondary market activities will be continuous or regular. Value of the Securities may fluctuate for various reasons. This may particularly be the case for Securities that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Securities may generally have a more limited secondary market and experience more price volatility than conventional debt securities. If the Securities are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. If the Securities are trading at a discount, investors may not be able to receive a favourable price for their Securities, and in some circumstances investors may not be able to sell their Securities at their fair market value or at all.

Although an application will be made for the listing and quotation of any Securities to be issued under the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST, there is no assurance that the Issuer will be able to obtain or maintain such listing or that an active trading market will develop. In addition, the market for investment grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the Securities to be issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Tranche of Securities.

### **Fluctuation of market value of Securities issued under the Programme**

Trading prices of the Securities are influenced by numerous factors, including (a) the market for similar notes and/or perpetual securities, (b) general economic, political or financial conditions and any other factors that can affect the capital markets, the industry and the Group, and (c) the Group's financial condition, results of operations and future prospects. Adverse economic developments, acts of war and health hazards in Singapore as well as countries in which the Issuer and/or its subsidiaries and/or associated companies (if any) operate or have business dealings, could have a material adverse effect on the Singapore economy and the economies in which the Issuer and/or its subsidiaries and/or associated companies (if any) operate or have business dealings and the business, financial performance, operating results and/or the financial condition of the Issuer and/or its subsidiaries and/or associated companies (if any). As a result, the market price of the Securities may be above or below the price at which the Securities were initially issued to the market.

Further, recent global financial turmoil has resulted in substantial and continuing volatility in international capital markets. Any further deterioration in global financial conditions could have a material adverse effect on worldwide financial markets, which may also adversely affect the market price of any Series or Tranche of Securities.

### **Interest rate risk**

An investment in fixed-rate Securities involves the risk that subsequent changes in market interest rates may adversely affect the value of the Securities and Securityholders may suffer unforeseen losses due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the price of the Notes and/or Perpetual Securities, resulting in a capital loss for the Securityholders. However, the Securityholders may reinvest the interest or distribution payments at higher prevailing interest rates. Conversely, when interest rates fall, the price of the Notes and/or Perpetual Securities may rise. The Securityholders may enjoy a capital gain but interest or distribution payments received may be reinvested at lower prevailing interest rates.

### **Inflation risk**

Securityholders may suffer erosion on the return of their investments due to inflation. Securityholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Securities. An unexpected increase in inflation could reduce the actual returns.

### **The Securities are not secured**

The Notes, Senior Perpetual Securities and Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.

The Subordinated Perpetual Securities and Coupons relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* and rateably, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer.

Accordingly, on a winding-up or dissolution of the Issuer at any time prior to maturity of any Securities, the Securityholders will not have recourse to any specific assets of the Issuer or, any of its subsidiaries and/or associated companies (if any) as security for outstanding payment or other obligations under the Securities and/or Coupons owed to the Securityholders and there can be no assurance that there would be sufficient value in the assets of the Issuer, after meeting all claims ranking ahead of the Securities, to discharge all outstanding payment and other obligations under the Securities and/or Coupons owed to the Securityholders.

### ***The Securities may not be a suitable investment for all investors***

Each potential investor in the Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Securities, the merits and risks of investing in the relevant Securities and the information contained or incorporated by reference in this Information Memorandum or any applicable supplement to this Information Memorandum;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Securities and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Securities, including Securities with principal, interest or distributions (as the case may be) payable in one or more currencies, or where the currency for principal, interest or distribution payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Securities and be familiar with the behaviour of any relevant indices and financial markets;
- (v) understand thoroughly the nature of all those risks before making a decision to invest in the Securities; and
- (vi) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Securities are complex financial instruments. Sophisticated and/or institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Securities which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Securities will perform under changing conditions, the resulting effects on the value of the Securities and the impact such investment will have on the potential investor's overall investment portfolio.

Where Global Securities or, as the case may be, Global Certificates are held in clearing systems, investors will need to rely on the relevant clearing system's standard procedures for transfer, payment and communication with the Issuer.

### ***Anti-money laundering and terrorism***

The Trustee and each Agent may take and instruct any delegate, agent or attorney to take any action which the Trustee or the Agent considers in its sole discretion appropriate so as to comply with any applicable law, regulation, request of a public or regulatory authority or policy which relates to the prevention of fraud, money laundering, terrorism or other criminal activities or the provision of financial and other services to sanctioned persons or entities, including but not limited to the interception and investigation of transactions.

There is a risk that such action may delay or prevent the processing of payment instructions, the settlement of transactions or the Trustee's or Agent's performance of its obligations under the Trust Deed or the Agency Agreement. In such circumstances, the Trust Deed and the Agency Agreement provide that none of the Trustee, the Agents nor any delegate, agent or attorney will be liable for any loss (whether direct or consequential and including, without limitation, loss of profit or interest) caused in whole or in part by any actions taken by the Trustee, the Agent or any delegate, agent or attorney unless the loss arises directly from the fraud, gross negligence or wilful default of the Trustee or such Agent.

### ***Performance of contractual obligations by the Issuer is dependent on other parties***

The ability of the Issuer to make payments in respect of the Securities may depend upon the due performance by the other parties to the Programme Agreement, the Trust Deed, the Agency Agreement and (if applicable) the relevant Calculation Agency Agreement of their obligations thereunder including the performance by the Trustee, the Issuing and Paying Agent, the relevant Calculation Agent, the Registrar and/or the Transfer Agent of their respective obligations.

Whilst the non-performance of any relevant party will not relieve the Issuer of its obligations to make payments in respect of the Securities, the Issuer may not, in such circumstances, be able to fulfil its obligations to the Securityholders and the Couponholders.

### ***The regulation and reform of “benchmark” rates of interest and indices may adversely affect the value of Securities linked to or referencing such “benchmarks”***

Reference rates and indices which are deemed to be, or used as, “benchmarks” are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to or referencing such a benchmark.

The EURIBOR and other interest rates or other types of rates and indices which are deemed to be benchmarks are the subject of ongoing national and international regulatory discussions and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause benchmarks to perform differently than in the past, or benchmarks could be eliminated entirely, or there could be other consequences which cannot be predicted.

Regulation (EU) 2016/1011 (the “**EU Benchmarks Regulation**”) applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities of benchmarks of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). The EU Benchmarks Regulation, as it forms part of domestic law by virtue of the EUWA (the “**UK Benchmarks Regulation**”) among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the UK Financial Conduct Authority (the “**FCA**”) or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Securities linked to or referencing a benchmark in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain “benchmarks”, trigger changes in the rules or methodologies used in certain “benchmarks” or lead to the discontinuance or unavailability of quotes of certain “benchmarks”. As an example of such benchmark reforms, on 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a “risk-free overnight rate” which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. On 13 September 2018, the working group on Euro risk-free rates recommended the new Euro short-term rate (“**€STR**”) as the new risk-free rate for the euro area. The €STR was published for the first time on 2 October 2019.

On 30 August 2019, the MAS announced that it had established an industry-led steering committee to oversee an industry-wide interest rate benchmark transition from the SOR to the Singapore Overnight Rate Average (“**SORA**”). On 5 August 2020, MAS announced several initiatives to support the adoption of SORA, including prescribing SORA as a financial benchmark under the SFA. The initiatives aim to catalyse greater activity in SORA markets, safeguard the benchmark’s integrity and enhance market confidence in SORA. Similarly, the Association of Banks in Singapore has also proposed to discontinue certain tenors for the Singapore Interbank Offered Rate (“**SIBOR**”) and to amend the methodology for determining SIBOR. The Association of Banks in Singapore, the Singapore Foreign Exchange Market Committee and the Steering Committee for SOR & SIBOR Transition to SORA (“**SC-STIS**”) (together, the “**Committees**”) laid out transition roadmaps for shifting away from the use of SOR and SIBOR to the use of SORA as the main interest rate benchmark for SGD financial markets. Following industry consultations by the Committees, SOR was discontinued by end-June 2023 and the issuance of SOR-linked loans and securities that mature after end-2021 has ceased since end-April 2021, with financial institutions and their customers to cease usage of SOR in new derivative contracts (except for specified purposes relating to the risk management and transition of legacy SOR positions to SORA) by end-September 2021. Similarly, the Committees have announced plans to discontinue SIBOR, with 6-month SIBOR having been discontinued on 31 March 2022 and 1-month and 3-month SIBOR expected to be discontinued by end-2024.

The potential elimination of any benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Securities linked to such benchmark. It is not possible to predict with certainty whether, and to what extent, any benchmark will continue to be supported going forward. This may cause such benchmark to perform differently than they have done in the past, and may have other consequences which cannot be predicted. Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark.

Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Securities linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

The Conditions of the Securities provide for certain fallback arrangements in the event that a published benchmark (including any page on which such benchmark may be published (or any successor service)) becomes unavailable, including the possibility that the rate of interest could be set by reference to a benchmark replacement, successor rate or an alternative rate and that such successor rate or alternative rate may be adjusted (if required) in accordance with the recommendation of a relevant governmental body or in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to investors arising out of the replacement of the relevant benchmark, although the application of such adjustments to the Securities may not achieve this objective. If, following the occurrence of a Benchmark Event (as defined in the Conditions of the Securities), no benchmark replacement, successor rate or alternative rate is determined, the ultimate fallback for the purposes of the calculation of the rate or interest or distribution (as applicable) may result in the rate of interest or distribution for the last preceding interest or distribution period being used. This may result in the effective application of a fixed rate for such Securities based on the previous applicable rate. Due to the uncertainty concerning the availability of benchmark replacements, successor rates and alternative rates and the involvement of an Independent Adviser acting in consultation with the Issuer and the potential for further regulatory developments, there is a risk that, the relevant fallback provisions may not operate as intended at the relevant time.

The use of a benchmark replacement, successor rate or alternative rate (including with the application of an adjustment spread) may result in any Securities linked to or referencing the relevant benchmark replacement, successor rate or alternative rate performing differently (which may include payment of a lower rate of interest than they would if the relevant reference rate were to continue to apply in its current form).



Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any international or national reforms in making any investment decision with respect to any Securities linked to or referencing a benchmark.

***The market continues to develop in relation to risk-free rates (including overnight rates) as reference rates for Floating Rate Securities***

Investors should be aware that the market continues to develop in relation to risk-free rates as reference rates in the capital markets and their adoption as alternatives to the relevant interbank offered rates. This relates not only to the substance of the calculation and the development and adoption of market infrastructure for the issuance and trading of bonds referencing such rates, but also how widely such rates and methodologies might be adopted. Please refer to the risk factor entitled “*The regulation and reform of “benchmark” rates of interest and indices may adversely affect the value of Securities linked to or referencing such “benchmarks”*” for further details of the recent interest rates and benchmarks reform.

The market or a significant part thereof may adopt an application of risk-free rates that differs significantly from that set out in the Conditions and used in relation to any Securities that reference risk-free rates issued under the Programme. The Issuer may in the future also issue Securities referencing risk-free rates that differ materially in terms of interest determination when compared with any previous Securities referencing the same risk-free rate issued by it under the Programme. The development of risk-free rates as interest reference rates for the bond markets and of the market infrastructure for adopting such rates could result in reduced liquidity or increased volatility or could otherwise affect the market price of any Securities issued under the Programme which references any such risk-free rate from time to time.

Furthermore, the basis of deriving certain risk-free rates, such as SORA, may mean that interest on the Securities which reference any such risk-free rate would only be capable of being determined after the end of the relevant observation period and immediately prior to the Interest Payment Date or, as the case may be, Distribution Payment Date. It may be difficult for investors in Securities which reference any such risk-free rate to accurately estimate the amount of interest or distribution which will be payable on such Securities, and some investors may be unable or unwilling to trade such Securities without changes to their IT systems, both of which could adversely impact the liquidity of such Securities. Further, in contrast to SIBOR-linked securities, if Securities referencing SORA become due and payable as a result of an Event of Default or Enforcement Event under the Conditions, the rate of interest payable for the final interest period or, as the case may be, distribution period in respect of such Securities may only be determined on the date which the Securities become due and payable. Investors should consider these matters when making their investment decision with respect to any such Securities.

In addition, the manner of adoption or application of risk-free rates in the bond markets may differ materially compared with the application and adoption of such risk-free rates in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of risk-free rates across these markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Securities referencing such risk-free rates.

In particular, investors should be aware that several different methodologies have been used in risk-free rate securities issued to date. No assurance can be given that any particular methodology, including the compounding formula in the Conditions of the Securities, will gain widespread market acceptance. In addition, market participants and relevant working groups are still exploring alternative reference rates based on risk-free rates, including various ways to produce term versions of certain risk-free rates (which seek to measure the market’s forward expectation of an average of these reference rates over a designated term, as they are overnight rates) or different measures of such risk-free rates. If the relevant risk-free rates do not prove to be widely used in securities like the Securities, the trading price of such Securities linked to such risk-free rates may be lower than those of securities referencing indices that are more widely used.



Risk-free rates offered as alternatives to interbank offered rates also have a limited history. For that reason, future performance of such rates may be difficult to predict based on their limited historical performance. The level of such rates during the term of the Securities may bear little or no relation to historical levels. Prior observed patterns, if any, in the behaviour of market variables and their relation to such rates such as correlations, may change in the future. Investors should not rely on historical performance data as an indicator of the future performance of such risk-free rates nor should they rely on any hypothetical data.

Since risk-free rates are relatively new market indices, Securities linked to any such risk-free rate may have no established trading market when issued, and an established trading market may never develop or may not be very liquid. Market terms for debt securities indexed to any risk-free rate, such as the spread over the index reflected in interest rate provisions, may evolve over time, and trading prices of such Securities may be lower than those of later-issued indexed debt securities as a result. Further, if any risk-free rate to which a series of Securities is linked does not prove to be widely used in securities like the Securities, the trading price of such Securities linked to a risk-free rate may be lower than those of Securities linked to indices that are more widely used. Investors in such Securities may not be able to sell such Securities at all or may not be able to sell such Securities at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. There can also be no guarantee that any risk-free rate to which a series of Securities is linked will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in the Securities referencing such risk-free rate. If the manner in which such risk-free rate is calculated is changed, that change may result in a reduction of the amount of interest or distribution payable on such Securities and the trading prices of such Securities.

#### ***Legal investment considerations may restrict certain investments***

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Securities are legal investments for it, (2) the Securities can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Securities. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of the Securities under any applicable risk-based capital or similar rules.

#### ***Securities may face greater price volatility if issued at a substantial discount or premium***

The market value of Securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the Securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

#### ***If the Securities include a feature to convert the interest basis from a fixed rate to a floating rate, or vice versa, this may affect the secondary market and the market value of the Securities concerned***

Fixed/Floating Rate Securities are Securities which bear interest or confer a right to distribution at a rate that converts from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Such a feature to convert the interest or distribution basis, and any conversion of the interest or distribution basis, may affect the secondary market in, and the market value of, such Securities as the change of interest or distribution basis may result in a lower interest return for holders of the Securities since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. Where the Securities convert from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Securities may be less favourable than the then-prevailing spreads on comparable Floating Rate Securities tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Securities. Where the Securities convert from a floating rate to a fixed rate, the fixed rate may be lower than the then-prevailing rates on those Securities and could affect the market value of an investment in the relevant Securities.

***Securityholders should be aware that Definitive Securities and Certificates which have a denomination that is not an integral multiple of the minimum Denomination Amount may be illiquid and difficult to trade***

In relation to any issue of Securities which have a denomination consisting of a minimum Denomination Amount (as defined in the Conditions) plus a higher integral multiple of another smaller amount, it is possible that the Securities may be traded in amounts in excess of the minimum Denomination Amount that are not integral multiples of such minimum Denomination Amount. In such a case, a Securityholder who, as a result of trading such amounts, holds a principal amount of less than the minimum Denomination Amount in his account with the relevant clearing system at the relevant time will not receive a Definitive Security or Certificate in respect of such holding (should Definitive Securities or Certificates be printed) and would need to purchase a principal amount of Securities such that it holds an amount equal to one or more Denomination Amounts. If Definitive Securities or Certificates are issued, holders should be aware that Definitive Securities or Certificates which have a denomination that is not an integral multiple of the minimum Denomination Amount may be illiquid and difficult to trade. Definitive Securities and Certificates will in no circumstances be issued to any person holding Securities in an amount lower than the minimum Denomination Amount and such Securities will be cancelled and holders will have no rights against the Issuer (including rights to receive principal or interest or to vote or attend meetings of Securityholders) in respect of such Securities.

***If so specified in the relevant Pricing Supplement, the Securities may be subject to optional redemption by the Issuer***

An optional redemption feature is likely to limit the market value of Securities. During any period when the Issuer may elect to redeem Securities, the market value of such Securities generally will not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period. The Issuer may be expected to redeem Securities when its cost of borrowing is lower than the interest rate on the Securities. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate that is as high as the interest rate on the Securities being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

***The Group may not freely hedge the currency risks associated with Securities denominated in foreign currencies***

The majority of the Group's revenue is generally denominated in Singapore dollars and the majority of the Group's operating expenses are generally incurred in Singapore dollars as well. As the Securities issued under the Programme may be denominated in currencies other than Singapore dollars, the Group may be affected by fluctuations between the Singapore dollar and such foreign currencies in meeting the payment obligations under such Securities and there is no assurance that the Group may be able to fully hedge the currency risks associated with such Securities denominated in foreign currencies.

***Exchange rate risks and exchange controls may result in Securityholders receiving less interest, distributions or principal than expected***

The Issuer will pay principal, distributions and/or interest on the Securities in the currency specified in the relevant Pricing Supplement. This presents certain risks relating to currency conversions if a Securityholder's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the currency in which the Securities are denominated. These include the risk that exchange rates may significantly change (including changes due to devaluation of the currency in which the Securities are denominated or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the currency in which the Securities are denominated would decrease (i) the Investor's Currency equivalent yield on the Securities, (ii) the Investor's Currency equivalent value of the principal payable on the Securities and (iii) the Investor's Currency equivalent market value of the Securities.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, Securityholders may receive less interest or principal than expected, or no interest or principal at all.

***A change in Singapore law or administrative practice which governs the Securities may adversely affect Securityholders***

The Securities are governed by Singapore law in effect as at the date of issue of the Securities. No assurance can be given as to the impact of any possible judicial decision or change to Singapore law or administrative practice after the date of issue of the Securities and any such change could materially adversely impact the value of any Securities affected by it.

***Enforcement of remedies***

Enforcement of available remedies under the Trust Deed, the Securities, the Coupons and the Talons, could result in delays in recovery of amounts owed to the Securityholders by the Issuer. There is no assurance that the Trustee would recover all amounts secured upon such enforcement, and funds received may not be sufficient to make all required payments to any Securityholders.

***Securityholders may be subject to tax in Singapore and other jurisdictions***

Prospective purchasers of the Securities are advised to consult their own tax advisers concerning the overall tax consequences of the acquisition, ownership or disposition of the Securities. See the section titled “*Singapore Taxation*” for certain Singapore tax consequences.

***Modification, waivers and substitution***

The Conditions contain provisions for calling meetings of Securityholders to consider matters affecting their interests generally, or to pass resolutions in writing or through the use of electronic consents. These provisions permit defined majorities to bind all Securityholders, including Securityholders who did not attend and vote at the relevant meeting and Securityholders who voted in a manner contrary to the majority. There is a risk that the decision of the majority of the holders of the Securities may be adverse to the interest of an individual holder of the Securities.

The Conditions also provide that the Trustee may without the consent or sanction of the Securityholders or Couponholders concur with the Issuer in making any modification (a) to the Trust Deed and/or the Securities (except as mentioned in the Trust Deed) or any of the other Transaction Documents which in the opinion of the Trustee it may be expedient to make, provided that the Trustee is of the opinion that such modification will not be materially prejudicial to the interests of the Securityholders or (b) to the Trust Deed and/or the Securities or any of the other Transaction Documents which in the opinion of the Trustee is of a formal, minor or technical nature, to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear and/or Clearstream, Luxembourg, CDP and/or any other clearing system in which the Securities may be held. Any such modification shall be binding on the Securityholders and Couponholders and, unless the Trustee otherwise agrees in writing, the Issuer, shall cause such modification to be notified to the Securityholders as soon as practicable thereafter.

***No additional amounts will be payable for any withholding or deduction by the Agents in certain circumstances***

Pursuant to Condition 8 of the Notes and Condition 7 of the Perpetual Securities respectively, all payments in respect of the Securities by the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the holders of the Securities of such amounts as would have been received by them had no such deduction or withholding been required, except in the specific circumstances stipulated in such Conditions.

Without prejudice to the foregoing paragraph, the Agency Agreement has separately provided that the Agents shall be entitled to make a deduction or withholding from any payment which it makes under the Agency Agreement for or on account of any present or future taxes, duties, assessments or government charges if and to the extent so required by applicable law on such Agents. If an amount were to be deducted or withheld from interest, principal or other payments on the Securities by the Agents as a result of such laws, none of the Issuer, the Agents or any other person would be required to pay additional amounts as a result of the deduction or withholding. As a result, the investors may receive less interest or principal than expected. Holders of the Securities should consult their own tax advisers on how payments they receive under the Securities will be affected in such circumstances.

***The Securities may be represented by Global Securities or Global Certificates and holders of a beneficial interest in a Global Security or Global Certificate must rely on the procedures of the relevant Clearing System (as defined below)***

Securities issued under the Programme may be represented by one or more Global Securities or Global Certificates. Such Global Securities or Global Certificates will be deposited with or registered in the name of, or in the name of a nominee of, a common depository for Euroclear and/or Clearstream, Luxembourg or lodged with CDP and/or such other clearing system (each of Euroclear, Clearstream, Luxembourg, CDP and such other clearing system, a "**Clearing System**"). Except in the circumstances described in the relevant Global Security or Global Certificate, investors will not be entitled to receive Definitive Securities or Certificates. The relevant Clearing System and their respective direct and indirect participants will maintain records of their accountholders in relation to the Global Securities and Global Certificates. While the Securities are represented by one or more Global Securities or Global Certificates, investors will be able to trade their beneficial interests only through the relevant Clearing System and their respective participants.

While the Securities are represented by one or more Global Securities or Global Certificates, the Issuer will discharge its payment obligations under the Securities by making payments to CDP or such other Clearing System and its participants, as the case may be, for distribution to their accountholders or, as the case may be, to the Issuing and Paying Agent for distribution to the holders as appearing in the records of the relevant Clearing System. A holder of a beneficial interest in a Global Security or Global Certificate must rely on the procedures of the relevant Clearing System to receive payments under the relevant Securities. The Issuer bears no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Securities or Global Certificates.

Holders of beneficial interests in the Global Securities and Global Certificates will not have a direct right to vote in respect of the relevant Securities. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System to appoint appropriate proxies.

Similarly, holders of beneficial interests in the Global Securities and Global Certificates will not have a direct right under the respective Global Securities and Global Certificates to take enforcement action against the Issuer following an Event of Default under the relevant Securities or an Enforcement Event under the relevant Perpetual Securities but will have to rely upon their rights under the Trust Deed.

***Application of Singapore insolvency and related laws to the Issuer may result in a material adverse effect on the Securityholders***

There can be no assurance that the Issuer will not become bankrupt, unable to pay its debts or insolvent or the subject of judicial management, schemes of arrangement, winding-up or liquidation orders or other insolvency-related proceedings or procedures. In the event of an insolvency or near insolvency of the Issuer, the application of certain provisions of Singapore insolvency and related laws could have a material adverse effect on the Securityholders. Without being exhaustive, below are some matters that could have a material adverse effect on the Securityholders.

Where the Issuer is insolvent or close to insolvent and the Issuer undergoes certain insolvency procedures, there may be a moratorium against actions and proceedings which may apply in the case of judicial management, schemes of arrangement and/or winding-up in relation to the Issuer. It may also be possible that if a company related to the Issuer proposes a creditor scheme of arrangement and obtains an order for a moratorium, the Issuer may also seek a moratorium even if the Issuer is not itself proposing a scheme of arrangement. Further, it is not clear that an application by the Issuer for a moratorium will in itself constitute an event of default under the terms and conditions of the Securities and the Trustee may not be able to declare the Securities immediately due and payable upon the occurrence of such an event. These moratoriums can be lifted with court permission and in the case of judicial management, additionally with the permission of the judicial manager. Accordingly, if for instance there is any need for the Trustee to bring an action against the Issuer, the need to obtain court permission and (in the case of judicial management) the judicial manager's consent may result in delays in being able to bring or continue legal proceedings that may be necessary in the process of recovery.

Furthermore, Securityholders may be made subject to a binding scheme of arrangement where the majority in number representing 75.0% in value of creditors and the court approve such scheme. In respect of company-initiated creditor schemes of arrangement, there are cram-down provisions that may apply to a dissenting class of creditors. The court may notwithstanding a single class of dissenting creditors approve a scheme provided an overall majority in number representing 75.0% in value of the creditors meant to be bound by the scheme have agreed to it and provided that the scheme does not unfairly discriminate and is fair and equitable to each dissenting class and the court is of the view that it is appropriate to approve the scheme. In such a scenario, Securityholders may be bound by a scheme of arrangement to which they may have dissented.

The Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the “**IRD Act**”) was passed in the Parliament of Singapore on 1 October 2018, and came into force on 30 July 2020. The IRD Act includes a prohibition against terminating, amending or claiming an accelerated payment or forfeiture of the term under, any agreement (including a security agreement) with a company that commences certain insolvency or rescue proceedings (and before the conclusion of such proceedings), by reason only that the proceedings are commenced or that the company is insolvent. This prohibition is not expected to apply to any contract or agreement that is, or that is directly connected with, a debenture. However, it may apply to related contracts that are not found to be directly connected with the Securities.

***The Trustee may request Securityholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before taking action on behalf of Securityholders***

In certain circumstances (including, without limitation, pursuant to Condition 11 of the Notes or Conditions 9 of the Perpetual Securities, as the case may be), the Trustee may request Securityholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes action on behalf of Securityholders. The Trustee shall not be bound to take any such action if not first indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take action, notwithstanding the provision of an indemnity or security or pre-funding to it, in breach of the terms of the Trust Deed and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Securityholders to take such action directly.

## **RISKS RELATING TO THE NOTES**

***Variable Rate Notes may have a multiplier or other leverage factor***

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

***Singapore taxation risk***

The Notes to be issued from time to time under the Programme during the period from the date of this Information Memorandum to 31 December 2028, are, pursuant to the ITA, intended to be “qualifying debt securities” for the purposes of the ITA, subject to the fulfilment of certain conditions more particularly described in the section entitled “*Singapore Taxation*” of this Information Memorandum.

However, there is no assurance that such Notes will continue to enjoy the tax concessions in connection therewith should the relevant tax laws be amended or revoked prior to maturity of each Series or Tranche of such Notes.

***The Issuer may be unable to pay interest or redeem the Notes***

On certain dates, including the occurrence of any early redemption event specified in the relevant Pricing Supplement or otherwise and at maturity of the Notes, the Issuer may, and at maturity, will, be required to pay interest on, or redeem, all of the Notes. If such an event were to occur, the Issuer may not have sufficient cash on hand (whether due to a serious decline in net operating cash flows or otherwise) and may not be able to arrange financing to make such payment or redeem the Notes in time, or on



acceptable terms, or at all. The ability to make interest payments or redeem the Notes in such event may also be limited by the terms of other debt instruments. Failure to pay interest on the Notes or to repay, repurchase or redeem tendered Notes by the Issuer would constitute an event of default under the relevant Notes, which may also constitute a default under the terms of other indebtedness of the Group.

## **RISKS RELATING TO THE PERPETUAL SECURITIES**

### ***Perpetual Securities may be issued for which investors have no right to require redemption***

The Perpetual Securities are perpetual and have no fixed final maturity date. Perpetual Securityholders have no right to require the Issuer to redeem Perpetual Securities at any time, and an investor who acquires Perpetual Securities may only dispose of such Perpetual Securities by sale. Perpetual Securityholders who wish to sell their Perpetual Securities may be unable to do so at a price at or above the amount they have paid for them, or at all. Therefore, Perpetual Securityholders should be aware that they may be required to bear the financial risks of an investment in Perpetual Securities for an indefinite period of time.

### ***If so specified in the relevant Pricing Supplement, Perpetual Securityholders may not receive distribution payments if the Issuer elects to not pay all or a part of a distribution under the Conditions of the Perpetual Securities***

If Optional Payment is specified in the relevant Pricing Supplement, the Issuer may, at its sole discretion, elect not to pay any scheduled distribution on the Perpetual Securities in whole or in part for any period of time. The Issuer is subject to certain restrictions in relation to the declaration or payment of distributions on its Junior Obligations and (except on a *pro rata* basis) its Parity Obligations and the redemption and repurchase of its Junior Obligations and (except on a *pro rata* basis) its Parity Obligations in the event that it does not pay a distribution in whole or in part. The Issuer is not subject to any limit as to the number of times or the amount with respect to which the Issuer can elect not to pay distributions under the Perpetual Securities. While the Issuer may, at its sole discretion, and at any time, elect to pay an Optional Distribution, being an optional amount equal to the amount of distribution which is unpaid in whole or in part, there is no assurance that the Issuer will do so, and distributions which are not paid in whole or in part may remain unpaid for an indefinite period of time. Any non-payment of a distribution in whole or in part shall not constitute a default for any purpose. Any election by the Issuer not to pay a distribution, whether in whole or in part, will likely have an adverse effect on the market price of the Perpetual Securities. In addition, as a result of the potential non-cumulative distribution feature of the Perpetual Securities and the Issuer's ability to elect not to pay a distribution in whole or in part, the market price of the Perpetual Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such election not to pay and may be more sensitive generally to adverse changes in the Issuer's and/or the Group's financial condition. Investors should be aware that the interests of the Issuer may be different from the interests of the Securityholders.

### ***If so specified in the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the Issuer's option on the date(s) specified in the relevant Pricing Supplement or on the occurrence of certain other events***

The Perpetual Securities are perpetual and have no fixed final redemption date. If specified in the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer on certain date(s) specified in the relevant Pricing Supplement at their principal amount (or such other redemption amount stated in the relevant Pricing Supplement) together with all outstanding Arrears of Distribution, Additional Distribution Amounts and distribution accrued to the date fixed for redemption. In addition, if specified in the relevant Pricing Supplement, the Issuer may, at its option, redeem the Perpetual Securities in whole, but not in part, on any Distribution Payment Date, or any time after such Distribution Payment Date, upon the occurrence of certain other events. Please refer to the section "*Terms and Conditions of the Perpetual Securities – Redemption and Purchase*".

The date on which the Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual Perpetual Securityholders. This may be disadvantageous to Perpetual Securityholders in light of market conditions or the individual circumstances of the Perpetual Securityholder. In addition, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective distribution rate at the same level as that of the Perpetual Securities.



### ***There are limited remedies for non-payment under the Perpetual Securities***

Any scheduled distribution will not be due if the Issuer elects not to pay all or a part of that distribution pursuant to the Conditions of the Perpetual Securities. Notwithstanding any of the provisions relating to non-payment defaults, the right to institute winding-up proceedings is limited to circumstances where payment under the Perpetual Securities has become due and the Issuer fails to make the payment in respect of the Perpetual Securities when due and such failure continues for a period of seven (7) business days or more after the date on which such payment is due. The only remedy against the Issuer available to the Trustee or, where the Trustee has failed to proceed against the issuer as provided in the Conditions of the Perpetual Securities, to any Perpetual Securityholder for recovery of amounts in respect of the Perpetual Securities following the occurrence of a payment default after any sum becomes due in respect of the Perpetual Securities will be instituting proceedings for the winding-up of the Issuer, proving in such winding-up and/or claiming in the liquidation of the Issuer in respect of any payment obligations of the Issuer arising from the Perpetual Securities.

### ***The Issuer may raise or redeem other capital which affects the price of the Perpetual Securities***

The Issuer may raise additional capital through the issue of other securities or other means. There is no restriction, contractual or otherwise, on the amount of securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Perpetual Securities. Similarly, subject to compliance with the Conditions of the Perpetual Securities, the Issuer may redeem securities that rank junior to, *pari passu* with, or senior to the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities or the redemption of any such securities may reduce the amount (if any) recoverable by Perpetual Securityholders on a winding-up of the Issuer, and may increase the likelihood of a deferral of distribution under the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities or the redemption of any such securities might also have an adverse impact on the trading price of the Perpetual Securities and/or the ability of Perpetual Securityholders to sell their Perpetual Securities.

### ***The obligations of the Issuer under the Subordinated Perpetual Securities are unsecured and subordinated***

The obligations of the Issuer under the Subordinated Perpetual Securities will constitute unsecured and subordinated obligations of the Issuer. Subject to the insolvency laws of Singapore and other applicable laws, in the event of the winding-up of the Issuer, the rights of the holders of Subordinated Perpetual Securities to receive payments in respect of the Subordinated Perpetual Securities will rank senior to the holders of all Junior Obligations of the Issuer and *pari passu* with the holders of all Parity Obligations of the Issuer, but junior to the claims of all other creditors, including, for the avoidance of doubt, the holders of Senior Perpetual Securities and/or Notes. In the event of a shortfall of funds or a winding-up, there is a real risk that an investor in the Subordinated Perpetual Securities will lose all or some of its investment and will not receive a full return of the principal amount or any unpaid Arrears of Distribution, Additional Distribution Amounts or accrued distributions.

In addition, subject to the limit on the aggregate principal amount of Securities that can be issued under the Programme (which can be amended from time to time by the Issuer without the consent of the Securityholders), there is no restriction on the amount of unsubordinated securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Subordinated Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by holders of Subordinated Perpetual Securities on a winding-up of the Issuer and/or may increase the likelihood of a non-payment of distribution under the Subordinated Perpetual Securities.

### ***Tax treatment of the Perpetual Securities is unclear***

It is not clear whether any particular tranche of the Perpetual Securities (the “**Relevant Tranche of the Perpetual Securities**”) will be regarded as “debt securities” by the IRAS for the purposes of the ITA, or whether distributions made under the Relevant Tranche of the Perpetual Securities will be regarded by the IRAS as interest payable on indebtedness, and whether the tax concessions available for qualifying debt securities under the Qualifying Debt Securities scheme (as set out in the section “*Singapore Taxation*”) would apply to the Relevant Tranche of the Perpetual Securities.

If the Relevant Tranche of the Perpetual Securities is not regarded as “debt securities” for the purposes of the ITA or the distributions made under the Relevant Tranche of the Perpetual Securities are not regarded as interest payable on indebtedness and holders thereof are not eligible for the tax concessions or exemptions under the Qualifying Debt Securities scheme, the tax treatment to holders may differ. In addition, in the event that the IRAS does not regard the Relevant Tranche of the Perpetual Securities issued by the Issuer as “debt securities” for Singapore income tax purposes, payments in respect of such Relevant Tranche of the Perpetual Securities (including, without limitation, the distributions, any Optional Distribution, Arrears of Distribution and any Additional Distribution Amounts) may be subject to Singapore income tax, and the Issuer may be obliged (in certain circumstances) to withhold or deduct tax on such payments. In that event, the Issuer will not pay any additional amounts in respect of any such withholding or deduction from such payments in respect of such Relevant Tranche of the Securities in connection therewith for or on account of any such taxes or duties.

Investors and holders of the Relevant Tranche of the Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of the Relevant Tranche of the Perpetual Securities.

***A change in the law governing the subordination provisions of the Perpetual Securities may adversely affect Securityholders***

The provisions of the Conditions of the Perpetual Securities that relate to subordination are governed by Singapore law. No assurance can be given as to the impact of any possible judicial decision or change to such law or administrative practice after the date of issue of the relevant Perpetual Securities.

***A change in the accounting treatment of the Perpetual Securities may entitle the Issuer to redeem such Securities***

Any changes or amendments to the International Financial Reporting Standards, issued by the International Accounting Standards Board (as amended from time to time, the “**IFRS**”) or any other accounting standards that may replace IFRS for the purposes of the consolidated financial statements of the Issuer which results in the Perpetual Securities not being regarded as “equity” of the Issuer will allow the Issuer to redeem such Perpetual Securities if so provided in the relevant Pricing Supplement.

The date on which the Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual Perpetual Securityholders. This may be disadvantageous to Perpetual Securityholders in light of market conditions or the individual circumstances of the Perpetual Securityholder. In addition, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective distribution rate at the same level as that of the Perpetual Securities.

**RISKS RELATING TO THE GROUP’S BUSINESS, FINANCIAL CONDITION AND/OR RESULTS OF OPERATIONS**

***The Group operates in a highly regulated industry and its business is subject to government regulations relating to the securities and financial services industry in the jurisdictions in which the Group operates***

The securities and financial services industry is highly regulated and the Group’s business is subject to regulation under various applicable laws, regulations, rules, guidelines and codes in Singapore, Hong Kong, Malaysia, China, the UK and in the other jurisdictions in which the Group operates or any extraterritoriality legislation that the Group might be subject to as its business is conducted via the internet (the “**Applicable Legislation**”). For example, the laws and regulations the Group is subject to in Singapore include the SFA (in respect of capital markets activities), the FAA (in respect of financial advisory services), the subsidiary regulations promulgated under the SFA and the FAA, and directions and guidelines issued by the Monetary Authority of Singapore (the “**MAS**”). In Hong Kong, Malaysia and China, the Group is regulated by the SFC, the SC and the CSRC respectively. In the UK, the Group is regulated by the FCA and the PRA. For further details, please refer to the section entitled “*Regulation and Supervision*” in this Information Memorandum.

The Group may be subject to investigations, enforcement actions or potential liabilities under the Applicable Legislation and if the Group is found to be in contravention of any of the Applicable Legislation, the penalties, administrative actions or sanctions or any other adverse actions taken against the Group could expose it to significant regulatory compliance costs and could have a material adverse effect on its business, financial condition, results of operations and prospects.

***The Group's business is subject to evolving laws and regulations relating to the securities and financial services industry, user privacy, data protection and other related matters***

The Group is subject to a variety of laws and regulations in Singapore and in the other jurisdictions in which the Group operates that involve matters related to its business, including but not limited to securities, fee structure, commissions, user privacy, data protection, intellectual property, competition, consumer protection, taxation and online payment services.

The application and interpretation of these laws and regulations may be uncertain, particularly in relation to new legislation. New or revised legislation can also be costly to comply with and can delay the Group's operations or increase its operating costs, decrease its fees and/or commissions, result in inability to charge fees and/or commissions, require significant management time and attention, and/or subject the Group to claims or other remedies, including fines or demands that the Group modifies or ceases existing business practices. Any of the above events may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

There is also no assurance that the Group's interpretation of the applicability of any existing or new laws, rules, regulations or policies will not differ from the interpretation of the regulators or the authorities in the jurisdictions in which the Group operates. If the Group is found to be non-compliant in respect of any licensing, registration or other legal or regulatory requirements, the Group may be subject to negative consequences, including monetary fines or the revocation of licences, that may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

In the UK, the prudential regulatory capital and liquidity requirements to which iGB is subject may change, including as a result of binding regulatory or implementing technical standards or guidance to be developed by the European Banking Authority, changes to the way in which the PRA interprets and applies these requirements to UK banks or more changes to the requirements that may arise at an EU or national level.

iGB may also be impacted by the implementation of further regulations which are currently under consultation or have yet to be finalised or transposed (where applicable) into domestic law. For instance, on 30 November 2022, the PRA published consultation paper CP16/22 concerning the implementation of the remaining Basel III standards with a proposed implementation date of 1 January 2025, which include a revised standardised approach for credit risk, the elimination of modelled approaches for certain credit risk exposure categories, a new standardised approach for operational risk, a new market risk approach and the implementation of an output floor requiring reported Risk Weighted Assets ("**RWAs**") calculated under standardised and modelled approaches to be a minimum of 72.5 per cent. of fully standardised calculations. Such changes in regulation, if implemented and/or when finalised may, directly or indirectly, give rise to increased regulatory capital and liquidity requirements for iGB and could materially adversely affect its business, financial condition, results of operations and prospects.

***The Group has been subject to and expects to continue to be subject to regulatory inspections and audits***

The Group periodically receives inquiries from regulators regarding its compliance with laws, regulations and other matters such as statutory notices and requirements and licence conditions. The frequency and scope of such inquiries and inspections are subject to the discretion of each regulator. For example, the MAS in Singapore and the SFC in Hong Kong have the power to conduct inspections and audits on aspects of the Group's business including, but not limited to, the Group's products, services, business activities, operations, compliance and practices. The Group expects to continue to be the subject of regulatory audits and inspections in the future by regulators in Singapore and in the other jurisdictions in which the Group operates. It is possible that a regulatory inquiry might result in changes to the Group's policies or practices. Any finding by a regulator of the Group's non-compliance or violation of regulations, legislation and orders could subject the Group to warnings, reprimands, substantial monetary fines,

revocation of licences and other penalties that could materially and adversely affect the Group's business, financial condition, results of operations and prospects. In addition, it is possible that future orders issued by, or enforcement actions initiated by, regulatory authorities could require the Group to change its business practices or cause the Group to incur substantial costs in a manner that could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

While the Group has taken steps and implemented procedures with regard to the findings and recommendations of such inspections to ensure compliance with the applicable laws, regulations, guidelines and/or notices, there is no assurance that these measures will adequately address any current and/or future breaches and/or non-compliance with the applicable laws, regulations, guidelines and/or notices to the satisfaction of the relevant authorities. In the event the Group is not able to address the concerns of the relevant authorities and its licences are suspended or revoked, there could be a material adverse impact on the Group's business, financial condition, results of operations and prospects.

***The Group is subject to legal, regulatory and compliance risks***

The Group is exposed to the risks of litigation, compliance and regulatory proceedings in the jurisdictions in which it operates. Management of these risks requires, among other things, policies and procedures to properly record and verify large numbers of transactions and events. Failure to address these risks appropriately may result in administrative sanctions in one or more jurisdictions in which the Group conducts its business. Additionally, in recent years, regulators globally have increased their scrutiny of internal controls and have correspondingly increased the penalties for any non-compliance particularly in the areas of sanctions, anti-bribery and anti-money laundering compliance. Furthermore, investigations, administrative actions or litigation could commence in relation to violations, which may involve penalties, damages, costs, and possible deterioration of the reputation of the Group. Any future adverse judgments or rulings that are delivered against the Group could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group and the fund houses that provide the Group with investment products operate in the securities and financial services industry and a change in the regulatory landscape in such industry could alter the relationship between the Group and such fund houses***

The securities and financial services industry has been subject to increasing and changing regulations in recent years. The Group derives a significant portion of its revenue from the provision of investment products and services to its customers. Changes in the regulatory conditions of the securities and financial services industry in Singapore or other jurisdictions in which the Group operates could directly affect the Group, its customers, and the fund houses as well as alter the relationship between the Group, its customers and the fund houses in a manner that could materially and adversely affect the Group's business, financial condition, results of operation and prospects. For example, changes in regulations could affect the supply or demand for the Group's investment products or services, or affect its customers' willingness to deal with the Group. The Group could also be made to limit or alter its range of investment products or services to comply with regulatory requirements. Such changes could materially and adversely affect the Group's business, financial condition, results of operation and prospects. For further details, please refer to the section entitled "*Regulation and Supervision*" in this Information Memorandum.

Further, any change to current laws and regulations, or the introduction of new laws and regulations may have a material adverse impact on the Group's business, financial condition, results of operations and prospects.

***The exercise by the MAS of resolution powers may be beyond the control of the Group***

In Singapore, the MAS has certain resolution powers over failed financial institutions, financial institutions that are at risk of failure, or financial institutions that have breached regulatory obligations. These resolution powers are granted under the MAS Act, which allows the MAS to, amongst others, impose moratoriums, order compulsory transfer business or shares, order compulsory restructurings of share capital, temporarily stay termination rights of counterparties and impose requirements and directions as to recovery and resolution planning of CMS Licence holders, financial adviser's licence holders and exempt insurance brokers.

The FSMA 2022 is an omnibus statute governing the sector-wide regulation of financial services and markets. Although the FSMA 2022 was gazetted on 11 May 2022, the MAS announced that it would be implemented in phases, with the first phase having commenced on 28 April 2023. The remaining phases are targeted to be implemented between the second half of 2023 and 2024. The resolution powers of the MAS under the MAS Act will be moved over to the FSMA 2022 once it fully comes into force.

If the MAS exercises its resolution powers in respect of the Group, this may have a material adverse impact on the Group's business, financial condition, results of operations and prospects.

***iGB is subject to BoE's oversight in respect of resolution***

The BoE is granted substantial powers as part of a special resolution regime. The BoE, as UK's resolution authority, is empowered to implement various resolution measures and stabilisation options with respect to UK banks in circumstances where the BoE is satisfied that the relevant resolution conditions are met. These conditions include the UK bank failing or is likely to fail and it is not reasonably likely that action will be taken that will result in the UK bank recovering. The BoE's powers allow it to take action before a UK bank is insolvent, if necessary, to minimise any wider consequences of its failure for financial stability and ensure confidence in the financial system.

The BoE has the power to exercise the following stabilisation options to resolve a failing UK bank:

- (a) transfer of all or part of the business or shares of the UK bank to a private sector purchaser;
- (b) transfer of all or part of the business of the UK bank to a 'bridge bank' established by the BoE;
- (c) transfer to an asset management vehicle wholly or partly owned by His Majesty's Treasury or the BoE;
- (d) bail-in powers; and
- (e) temporary public ownership.

Any exercise of the above resolution powers in respect of iGB may have have a material adverse impact on the Group's business, financial condition, results of operations and prospects.

***iFAST Singapore is subject to regulations as a CMS Licence holder***

As a CMS Licence holder, iFAST Singapore is subject to various requirements and guidelines. For instance, under the Guidelines on Licensing, Registration and Conduct of Business for Fund Management Companies (SFA 04-G05), CMS Licence holders who undertake fund management activities must have an adequate number of directors, relevant professionals and representatives with the relevant competency requirements. In addition, the MAS' approval must be obtained prior to the appointment of any person as its chief executive officer or director under Section 96 of the SFA and meet the criteria under the Guidelines on Fit and Proper Criteria (FSG-G01). For further details, please refer to the section entitled "*Regulation and Supervision*" in this Information Memorandum.

While iFAST Singapore intends to take steps to comply with all relevant requirements and guidelines, there can be no assurance that its CMS Licence will not be suspended or revoked in the event of non-compliance, which would have a material adverse effect on the Group's business, financial conditions, results of operations, prospects and profitability.

***The Group relies heavily on information technology in the administration of its business, and any significant financial crime, fraud, data theft, cyber-attacks or systems failure could adversely affect the Group's business and reputation***

The Group's business is based on a high volume of transactions and is highly dependent on information technology systems. The functioning and security of its systems and network are of vital importance to its operations. The Group provides its services via the Internet and mobile, and utilises proprietary online platforms which are Internet-based and mobile-based, including the FSMOne platform, iGB's Digital Personal Banking ("**DPB**") platform and the B2B platform, to distribute its products, manage its customers and provide trade functionalities. The operation of online platforms and provision of services over the



Internet exposes the Group to technology failures that can impact customer services and accounts. Any weaknesses or failures of its information technology systems, including any disruptions due to upgrades or new systems, may cause an interruption or delay in, or unsatisfactory delivery of, service, and loss or corruption of data or confidential information. The resulting inconvenience to users could have an adverse effect on the Group's brand and reputation.

As digital technologies grow in sophistication and become further embedded across the financial services industry, the potential impact profile with regards to technological data risk is changing. Banks and fintech service providers may become more susceptible to technology-related data security risks as well as customer privacy risks. The growing use of artificial intelligence and cloud computing solutions are examples of this. There is an increasing trend of highly organised threat actors, with tactics becoming more sophisticated and attacks becoming more targeted over time. Cyber criminals, hacktivists, insiders and nation state sponsored adversaries are among those that may target financial computer systems. New techniques and developments of weapons such as ransomware are also now available as a service, reducing the cost of complex attack methods, while cyber criminals are maturing their capabilities by adapting to new technologies to personalise attacks on organisations and initiating attacks such as ransomware and phishing.

Whilst increasing connectivity drives growth and new technologies, it also increases the Group's vulnerability to cyber-attacks and possible entry points for cyber criminals. The dependency of the Group on secure processing, storage and transmission of sensitive information in its systems and networks further increases its risk of being subject to cyber risks which include but are not limited to security and hacking threats, and distributed denial of service attacks, which could result in the failure of the associated physical infrastructure and result in the Group facing disruption, extortion and data theft (which may be for fraud or other purposes). The manifestation of such risks either alone or in aggregate, have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group also handles personal information obtained from its individual and corporate customers in relation to its fintech and banking services. Inability to maintain confidentiality of data in its possession due to security breaches, errors, malfunctions or breakdowns of its information technology systems could cause customer confidence in the Group to decline. The sensitive nature of data held by the Group further exposes the Group to a high level of public scrutiny and potential public criticism in relation to data security. Failing to maintain confidentiality of personal information will also subject the Group to liability under data protection laws or breach of confidentiality provisions, which may subject the Group to litigation, fines, penalties, or other regulatory action which individually or in the aggregate could be costly.

The Group seeks to protect its information technology systems and network infrastructure from cyber intrusion as well as fraud and systems failures. It has established additional processes in recent years to closely monitor and enhance its systems to ensure the uninterrupted availability of critical systems, and has adopted cybersecurity best practices in line with international standards and implemented various measures to enhance the security features across its platforms including multi-factor authentication technologies. Although the Group will continue to implement security technologies, conduct regular vulnerability assessments and network penetration tests and establish operational procedures to prevent break-ins, damages and failures, there can be no assurance that these security measures will be successful. Security breaches, cyber-attacks, or breakdowns of the Group's information technology systems either as a one-off event or repeatedly could result in adverse publicity and reputational damage to the Group's business, cause the Group to materially breach its contracts with the fund houses and customers, or subject the Group to disciplinary action by governmental and regulatory authorities.

***The Group's business may be affected by the inability to protect or enforce its intellectual property rights***

The Group's intellectual property portfolio comprises its proprietary platforms, trademarks, brand names and registered domain names. The success of the Group's business is highly dependent on its ability to protect its intellectual property and other proprietary rights. The Group relies on trademarks, trade secrets, copyrights and unfair competition laws as well as licence agreements and other contractual provisions to protect its intellectual property and other proprietary rights. There is no assurance that any steps the Group takes to protect its intellectual property rights and other proprietary rights including registering and/or applying for registration of its trademarks are adequate to protect the intellectual



property it currently owns or may develop in the future. It may be possible for third parties to unlawfully pass-off the Group's trademarks, platforms or services as theirs or the Group may unknowingly infringe on the intellectual property rights of third parties. Intellectual property litigation for enforcing of the Group's intellectual property rights and defending any infringement claims made against the Group could be costly and divert the attention of the management away from the day-to-day operations of the Group's business. This could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. The Group may also face the risk of losing its rights to the intellectual property in question which could result in the interruption or cessation of the Group's business.

The Group has registered and currently owns the exclusive right to use domain names relating to its business. The registration of such domain names requires periodic renewal. There is no assurance that the Group will be able to successfully renew the domain names it owns or that the Group will be able to register domain names that have or may become relevant to its business. In addition, the Group may be unable to prevent third parties from acquiring and using domain names that infringe or otherwise decrease the value of its intellectual property and other proprietary rights. Failure to renew and/or protect its domain names and an inability to register domain names that have or may become relevant to the Group's business could adversely affect its business and make its websites more difficult to locate and/or access. This could have a material adverse effect on the Group's financial position and results or business operations.

***The Group's business is subject to risks arising from the global macroeconomic environment***

The Group's business is subject to inherent risks arising from macroeconomic conditions globally. The global credit markets have experienced, and may continue to experience, volatility and liquidity disruptions, which have resulted in the consolidation, failure or near failure of a number of institutions in the banking and insurance industries. There remains a concern that the uncertainty surrounding the monetary policy of the United States ("US") Federal Reserve will impinge upon the health of the global financial system.

There are also other global or regional events which could pose greater volatility to foreign exchange and financial markets in general due to the increased uncertainty. For example, in Europe, the UK officially exited the EU on 31 January 2020 following a UK-EU Withdrawal Agreement signed in October 2019. As of 1 January 2021, the "transition period" of the UK's access to the European Union's Single Market and Customs Union ended, meaning the EU's trade law regime no longer applies to the United Kingdom. The withdrawal process continues to have an impact on the global financial markets today as importers and exporters must now grapple with a United Kingdom trade and customs administration independent from the European Union.

In China, Chinese real estate developers are facing an unprecedented liquidity squeeze due to regulatory curbs on borrowing, leading to a string of offshore debt defaults, credit-rating downgrades and sell-offs in developers' shares and bonds. A severe and prolonged downturn in China's real estate sector would have significant impact on the Chinese economy and in turn the global economy.

Heightened geopolitical risks globally, such as the recent Red Sea crisis, the Israel-Hamas armed conflict in Gaza, the ongoing conflict between Ukraine and Russia, the maritime claims in the South and East China Seas, and the ongoing trade wars between China and the United States, may result in the imposition of trade and economic sanctions and disruption in global trade. This could in turn undermine the stability of global economies and increase uncertainty in the global economic outlook.

Uncertain and volatile global economic conditions can create a challenging operating environment for the Group, its customers and the fund houses, which may adversely affect the Group's business, financial condition and results of operations.

***The Group's iGB business is subject to risks relating to liquidity***

As a regulated bank in the UK, the Group's iGB business is subject to liquidity risks. While the bank has met, and continues to meet, all required regulatory ratios which pertain to capital and liquidity, there is no assurance that this will always be the case going forward, especially since the prudential regulatory capital and liquidity requirements that iGB is subject to may change as a result of binding regulatory or implementing technical standards or guidance to be developed by the European Banking Authority, or the implementation of further regulations which are currently under consultation (for further details on such

changes, please refer to the risk factor “*The Group’s business is subject to evolving laws and regulations relating to the securities and financial services industry, user privacy, data protection and other related matters*”). iGB’s funding requirements are primarily met by deposit-taking activities. iGB’s deposit offerings include deposits with maturities of one year or less, or those payable on demand. While iGB adopts a conservative stance in terms of its asset and liabilities management strategy, with the vast majority of client deposits held as cash with the BoE and with other banks, as well as in short duration sovereign bonds and investment grade bonds, there may be factors outside of iGB’s control that may affect iGB’s liquidity such as adverse market conditions which could lead to a loss of confidence in the UK banking system, resulting in large-scale depositor flight, even though iGB’s deposits come under the Financial Services Compensation Scheme.

### ***The Group may face intense competition in its business***

The Group believes that it may face intense competition in its business, both as a provider of investment products and as an Internet-based investment platform for such investment products, as the wealth management industry is characterised by the continuous roll-out of new investment products and technological infrastructure.

In relation to the investment products offered on its FSMOne platform, the Group faces competition from other players in the securities and financial services industry such as banks, FAs and insurance companies who provide other competing investment products. If the Group’s customers or potential customers view the competitors’ investment products as superior to those offered on the FSMOne platform, they could withdraw their investment(s) with the Group and/or make new investments with the competitors or choose not to invest in the investment products offered on the FSMOne platform respectively. This will have a negative impact on the Group’s AUA.

Competition also arises from existing and new investment platform service providers. While the Group believes that there are no dominant players with an independent investment platform similar to the Group’s which serves both the B2B and B2C market segments in Singapore, Hong Kong, Malaysia, China and the UK, the Group faces competition from (i) existing investment platform providers who compete with the Group in certain aspects of its business (for example, compete with the Group’s B2B business or its B2C business); and (ii) new investment platform service providers. If the Group is unable to compete effectively and successfully against the new entrants and existing competitors, the Group’s business, financial condition, results of operations and prospects could be adversely affected.

In the UK, iGB faces competition in the financial services industry, and competition may intensify in response to consumer demand, technological changes, the impact of market consolidation and new market entrants, regulatory actions and other factors. The financial services markets in which iGB operates are mature, and growth by any bank typically requires getting market share from competitors. While iGB sees itself as a disruptor in the UK banking sector with a unique business proposition focusing on global clients and providing connectivity to an established wealth management ecosystem, iGB still faces potential competition on specific services from new banks in the UK and financial technology entrants who may offer similar digital banking services. The retail banking and payments market is also in the process of a potentially major change as a result of the introduction of the Open Banking initiative by the UK government – an initiative that seeks to open up data for regulated providers to access, use and share, and uses Application Programming Interface to share financial data and services with third parties. Such initiative has the potential to open up the market to new entrants who are not banks and who are instead authorised as account information service providers or payment initiation service providers. This could put pressure on iGB’s customer base and business.

### ***The Group’s business may be affected by any revocation, suspension or non-renewal of the licences and permits held by its licensed entities in Singapore and the other jurisdictions in which it operates***

The Group holds various licences, permits and/or registrations in various jurisdictions. The Group requires such licences, permits and/or registrations in order to operate and these licences, permits and/or registrations are subject to the fulfilment of conditions stipulated in them and/or compliance with relevant laws and regulations under which such licences, permits and/or registrations are issued. In addition, some of the Group’s licences, permits and/or registrations are subject to annual audits and/or annual or periodic renewals. If any of the Group’s licences, permits and/or registrations are revoked or suspended, or if the Group is unable to renew these licences, permits and/or registrations in a timely manner or at all, all or part of its operations may have to be suspended or ceased, which could have a material adverse

effect on the Group's business, financial condition, results of operations and prospects. For example, the Group derives a significant portion of its revenue and profits from iFAST Singapore and expects iGB to become an important growth driver for the Group in 2025 and beyond. Consequently, the suspension or revocation of iFAST Singapore's or iGB's licences could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group's recurring revenue may be affected by a reduction in its Trailer Fees, Platform Fees, Wrap Fees and/or AUA***

The Group's recurring revenue comprises, *inter alia*, Trailer Fees, Platform Fees and Wrap Fees, which are calculated based on a percentage of average AUA of its investment products supplied by the fund houses. The Group earns Trailer Fees from the fund houses that provide the Group with investment products, and such fees are negotiated separately with each of the fund houses. Each of the distribution agreements which the Group enters into with the fund houses are for an indefinite term but are subject to termination clauses which can be triggered by events which include the loss of requisite licence(s) and insolvency. Factors that affect the determination of Trailer Fees include the Group's business volume, AUA, relationship with the relevant fund house and the support and services the Group can provide to the fund houses. For example, a larger business volume and AUA value tend to lead to higher Trailer Fees.

The attractiveness of the investment products which the Group's customers invest in via wealth management platforms, including the FSMOne, iFAST Global Prestige, iFAST Central and iFAST Global Markets platforms, depends on, amongst other factors, their investment performance, which is not within the control of the Group. For example, investors may withdraw or reduce their investments when markets are volatile or economic conditions are unfavourable or when their investments objectives are reached. Significant or prolonged underperformance of the investment products available on the Group's platform(s) may negatively impact the value of the Group's AUA.

There is no assurance that the Group will be able to grow or maintain its AUA or that the Group will continue to receive Trailer Fees from the Fund Houses at the agreed rate or at all, or that the Group will continue to receive Wrap Fees from its adviser-assisted investors, or that the Group will continue to receive Platform Fees from its adviser-assisted investors and DIY investors. The reduction or cessation of Trailer Fees the Group receives from the Fund Houses, the reduction or cessation of Wrap Fees from its adviser-assisted investors, the reduction or cessation of Platform Fees from its adviser-assisted investors and DIY investors, and/or the reduction of the Group's AUA would either alone or in the aggregate negatively impact the Group's recurring revenue and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In addition, the Group's revenues are dependent on the performance and value of its AUA which may be materially and adversely affected by economic instability or a prolonged economic downturn in the jurisdictions in which the Group operates, regionally or globally. Fluctuations in financial markets for example, equity markets, may adversely affect the performance and value of the Group's AUA and investor confidence. A sudden or sustained deterioration of the financial markets or investment market conditions may prompt investors to sell investments held through the Group's wealth management platforms. Additionally, negative sentiment surrounding the financial markets may cause potential investors to be less willing to make new investments and there is no assurance that the Group will be able to attract new AUA. Inability to maintain and/or increase the value of its AUA could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group's non-recurring revenue is exposed to risks arising from volatility***

The Group's non-recurring revenue comprises (a) commission income derived mainly from investment subscription or trading of investment products via front-end load commissions or transaction processing fees; (b) service fees arising mainly from the provision of currency conversion administration services to adviser-assisted investors and the provision of administration services to FAs; (c) brokerage service fee from arranging for insurance policies, advertising fees earned mainly from advertisements placed by third parties on the Group's platforms; and (d) IT solution development fee from provision of IT Fintech solutions to business partners. The Group faces risks arising from the volatile nature of its non-recurring income. For instance, fluctuations in non-recurring net revenue may occur due to changes in transaction processing fees resulting from different levels of investment subscription from B2C and B2B customers, and service fees arising from the provision of currency conversion administration services and different clients' trading volume of securities listed on foreign exchanges depending on prevailing market sentiments.

***The Group may not have sufficient insurance coverage or the cost of insurance may increase significantly***

The Group's business entails the risk of liability related to litigation from its customers and other third parties. The Group currently has, on a Group basis, various valid insurance policies to cover various aspects of its businesses and systems. However, there is no assurance that any claims made or decided against the Group will be covered by insurance or, if covered, that such claims will not exceed the limits of the Group's coverage. There is also no certainty whether any or all of its insurers will remain solvent and meet their contracted obligations to provide the coverage which the Group has contracted for or that such coverage will continue to be made available to the Group for future renewals at a reasonable premium.

There may be conditions imposed by regulatory authorities for the Group's respective licensed entities to take up professional indemnity insurance covers.

Increased costs of maintaining the Group's insurance coverage or obtaining additional coverage not covered by its existing insurance could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group may also be subject to liabilities or losses resulting from business interruptions or other disruptions to its platforms, services or technological infrastructure, against which the Group has not insured adequately, or at all, or cannot insure. The occurrence of an adverse event and the damages from such occurrence which are not covered or fully covered or honoured by the Group's insurers, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group's business is dependent on the reputation of its brand***

The iFAST brand is key to establishing and maintaining good relationships with fund houses, customers and market participants in general. Any negative news, information, opinion, publicity and/or perception about the Group, especially in relation to integrity, including any incident of employee misconduct, inability to manage price sensitive information, confidential information and conflicts of interest, among others, may result in fund houses, customers and other market participants losing confidence in the Group and may affect their willingness to continue or consider working with the Group in the future. This could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group relies heavily on a limited number of service providers for its business operations in all regional offices***

The Group's business depends on certain key service providers including a data center and a mailing and logistics service provider. In the event that such service providers cease to provide the Group with their services, there can be no assurance that the Group can find suitable alternatives in a timely manner so as to minimise disruption to its business and operations. If the Group is unable to find suitable alternatives in a timely manner, or is required to engage alternatives at higher prices, this could have a material adverse effect on its business, financial condition, results of operations and prospects.

***The Group may be affected by claims in respect of its investment research and analysis***

As part of its business, the Group provides investment research and analysis to its customers. The Group is exposed to the risk that its customers who believe that they suffered losses due to or in connection with the Group's investment research and analysis may bring claims against the Group. Whilst the Group protects itself by ensuring that its investment research and analysis are provided subject to disclaimers of liability and by taking up professional indemnity insurance for protection against such risks, there is no assurance that these measures will adequately protect the Group from any claims brought against the Group by its customers. In addition, any negative publicity arising from such claims, whether justified or not, will have an adverse effect on the Group's reputation which may in turn have a material adverse effect on its business, financial condition, results of operations and prospects.



***The Group may be affected by claims in respect of non-execution or delay in execution of its customers' transactions***

The core of the Group's business is its platforms, being distribution and administration platforms for investment products. The Group's customers, depending on whether they are DIY investors or adviser-assisted investors, use the Group's wealth management platforms to carry out transactions of financial investment products. This means that if any such platform is unable to execute, or if there is a delay in executing a customer's transaction of financial investment products, the Group may be exposed to claims from such customers. Even though the Group protects itself from such claims through disclaimers of liability, there can be no assurance that such disclaimers will adequately protect the Group from such claims. If there are successful claims, the Group's business, financial condition, results of operations and prospects may be adversely affected. In addition, any negative publicity (whether justified or not) or any adverse findings arising from such claims will have an adverse effect on the Group's reputation and may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group may be involved in legal and other proceedings arising from its operations from time to time***

The Group may from time to time be involved in disputes with various parties in relation to its business, such as fund houses, FAs and customers. Any dispute may lead to legal and other proceedings which may potentially expose the Group to unexpected costs, losses and reputational damage, as well as take up management time and resources. Any proceeding that is brought against the Group's business may also expose the Group to increased regulatory scrutiny. Additionally, it is possible that regulators may conduct a review of products previously sold, either as part of an industry-wide review or specific to the Group. The result of this review may be to compensate customers for losses they have incurred as a result of the products that were sold.

In addition, the Group may have disagreements with regulatory bodies in the course of its operations, which may subject the Group to administrative proceedings and unfavourable decrees that could result in financial losses. In the event that such disputes are not resolved amicably or claims are successfully made against the Group and the Group is required to compensate the claimants, its business reputation and financial performance may be adversely affected.

***The Group is dependent on the continued services of its key management and operational personnel***

The Group's operations have been dependent on the experience, knowledge and skills of its key management and operational personnel. They, individually and collectively, constitute an essential part of the Group's key management team and assist the Group to establish close working relationships with its partners in the industry, including fund houses and financial institutions, which have been instrumental in the success and growth of the Group's operations. The continued success and growth of the Group is therefore dependent on the Group's ability to retain the services of its key management and operational personnel. The loss of the services of certain key personnel without timely and suitable replacement or the inability to attract and retain experienced personnel could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group may seek opportunities for growth through acquisitions, joint ventures, investments and partnerships, which may not be successful***

The Group has grown substantially in recent years. Such growth is principally derived from the growth in its AUA coupled with the expansion of its businesses and operations to jurisdictions outside of Singapore. There is no assurance that the Group will be able to sustain such growth, or otherwise be able to maintain its financial performance or to meet anticipated financial performance expectations.

The Group may continue to seek opportunities for growth through acquisitions, joint ventures, investments and partnerships. There is no assurance that such transactions and initiatives or any of these efforts will be successful. The acquisitions and investments that the Group may make, or joint ventures and partnerships that the Group may enter into, may expose the Group to additional business or operating risks or uncertainties, including but not limited to the following:

- inability to effectively integrate and manage the acquired businesses;

- inability of the Group to exert control over the actions of its joint venture partners, including any non-performance, default or bankruptcy of the joint venture partners;
- time and resources expended to coordinate internal systems, controls, procedures and policies;
- disruption to ongoing business and diversion of management's time and attention from its day-to-day operations and other business concerns;
- risk of entering new markets that the Group may have no or limited prior experience or dealing with new counterparties;
- potential loss of key employees and customers of the existing business and acquired businesses;
- risk that an investment or acquisition may reduce the Group's future earnings; and
- exposure to unknown liabilities.

If the Group is unable to successfully implement its growth strategy or is unable to address the risks associated with the Group's acquisitions, joint ventures, investments and partnerships, or if the Group encounters unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired businesses and the expansion of operations, or fails to achieve acquisition synergies, the Group's business, financial condition, results of operations and prospects may be materially and adversely affected. For instance, while the Group believes that the acquisition of the UK-based iGB will allow for integration of personal banking services into the Group's existing wealth management platforms, there can be no assurance that the Group will not encounter unforeseen expenses or difficulties in connection with the integration, or that the Group will achieve the level of intended synergies with its existing platforms.

***The Group is exposed to foreign exchange risks***

As a result of the geographic diversity of its business, the Group is affected by changes in foreign currency rates and policies. Foreign currency fluctuations affect the Group because of mismatches between its reporting currency and the currencies in which its revenues are received and operational costs are incurred. Any fluctuations in foreign exchange rates between its reporting currency and the currencies in which the Group receives revenues and incur operational costs could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group may not be able to obtain financing on terms favourable to the Group or at all***

While the Group has available funds, there can be no assurance that the Group will be able to refinance its indebtedness, as and when such indebtedness becomes due, on commercially reasonable terms or at all. Additionally, the Group's level of indebtedness may require a material portion of its expected cash flows to be set aside for the payment of interest on its indebtedness, thereby reducing the funds available to the Group for use in its general business operations. The current global economic climate may also result in accelerated demands for payment or calls by lenders on the occurrence of events of default. This may restrict the Group's ability to obtain additional financing for capital expenditure, investments, acquisitions or general working capital and may cause it to be particularly vulnerable in the current volatile economic environment or any future general economic downturn. In addition, in the event that the Group is required to restructure its borrowings or provide funding to any of its subsidiaries or associated companies to, amongst other things, optimise the capital management structure within the Group, it may have to incur additional indebtedness or raise further capital through the issuance of new securities.

There can be no assurance that the Group will be able to obtain additional financing for its needs, either on a short-term or a long-term basis, on terms favourable to the Group or at all. The factors that could affect the Group's ability to procure financing include the cyclical nature of its business and market disruption risks which could adversely affect the liquidity, interest rates and the availability of funding sources. In addition, further consolidation in the banking industry in Singapore and/or elsewhere may also reduce the availability of credit as the merged banks seek to reduce their combined exposure to any one company or sector. Failure to obtain additional financing may result in the Group forgoing expansion opportunities and this could affect the Group's business materially and adversely.



Additional debt financing may include conditions that would restrict the Group's freedom to operate its business, such as conditions that:

- (i) impose restrictions on acquisitions of new businesses;
- (ii) require the Group to set aside a portion of cash flow from business operations towards repayment of the Group's debt, thereby reducing the availability of the Group's cash flow to fund capital expenditure, investments, acquisitions or general working capital; and/or
- (iii) limit the Group's flexibility in planning for, or reacting to, changes in the Group's business and industry.

Furthermore, if prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, the interest expense relating to such refinanced indebtedness would increase, which would adversely affect the Group's cash flow. An increase in interest rates, especially for a prolonged period, could have a material and adverse effect on the Group's business and financial performance.

***The Group is exposed to interest rate risks***

The Group's exposure to changes in interest rates relates primarily to interest-bearing financial assets and liabilities. Interest rate risk is managed by the Group on an ongoing basis with the primary objective of limiting the extent to which interest income could be impacted from an adverse movement in interest rates. However, there can be no assurance that such risk management will adequately cover the exposure to interest fluctuations. As a result, the Group's financial condition, results of operations, and prospects may still be materially and adversely affected.

***The Group may be adversely affected by risks relating to contractual counterparties, such as their failure to fulfil contractual obligations***

The Group may be exposed to the risk of monetary loss if any of its counterparties, such as fund houses or FAs, encounters difficulty in meeting their obligations under the terms of their respective agreements. If large contractual partners were to become insolvent, including due to an economic crisis, or if key B2B customers were to halt or curtail their business operations, this could have a material adverse effect on the Group's cash flows, financial condition and results of operations.

***Fraud, money laundering or other misconduct by employees or third parties could expose the Group to losses and regulatory sanctions***

The Group's business operations are based on a high volume of transactions. Although the Group takes adequate measures to safeguard against fraud, there can be no assurance that the Group will be able to detect and prevent fraud in a timely manner or at all. The Group is exposed to potential losses resulting from fraud and other misconduct by employees who may bind the Group to transactions that exceed authorised limits or present unacceptable risks, hide unauthorised activities from the Group and from the Group's customers, neglect to carry out their duties properly, conduct improper sales activities, improperly use confidential information or otherwise abuse customer confidences.

Third parties may engage in fraudulent activities, including fraudulent use of bank accounts or the use of false identities to open accounts for money laundering, tax evasion or other illegal purposes. Third parties could also use stolen or forged cards or engage in credit card fraud, and the Group may be required to indemnify victims of such fraud for related losses. In the range of businesses in which the Group engages, fraud and other misconduct are difficult to prevent or detect, and the Group may not be able to recover the losses caused by these activities. The Group's reputation could be adversely affected by fraud or other unauthorised actions committed by employees, representatives, agents, customers or outsiders, or by the Group's perceived inability or failure to properly manage fraud-related risks and the Group's inability or perceived inability to manage these risks could lead to ensuing inquiries or investigations and enhanced regulatory oversight and scrutiny. The occurrence of any of the above could materially and adversely affect the Group's business, financial condition, results of operations and prospects.

***The Group may face challenges in achieving the goals of its business strategy***

The Group's various corporate strategies such as making steady progress as a global digital banking and wealth management fintech platform and developing complementary innovative fintech services may not succeed if market conditions are not stable, opportunities develop more slowly than expected or have less potential than originally envisaged, or the profitability of the Group's services is undermined by competitive pressures. Any failure to execute its strategy in the manner envisioned could have a material and adverse impact on the Group's business, financial condition and results of operations.

The Group's focus on digitalisation also exposes it to a range of cyber risks. With the digital landscape evolving quickly, there can be no assurance that the Group will be able to fully and successfully execute its digital strategy. For more information on such potential cyber risks, please refer to the risk factor "*The Group relies heavily on information technology in the administration of its business, and any significant financial crime, fraud, data theft, cyber-attacks or systems failure could adversely affect the Group's business and reputation*".

***The Group's risk management policies, procedures and framework may not adequately address unidentified or unanticipated risks***

The Group is constantly exposed to evolving credit, market and operational risks, and continuously enhances its risk management policies and procedures to mitigate and manage such risks. Nevertheless, in light of the continuing evolution of its operations, the Group's policies and procedures designed to identify, monitor and manage risks may not be fully effective in time.

The Group's risk management systems are dependent on their ability to properly identify changes. If the available information which the Group evaluates and on which its risk management procedures depend are not accurate, the Group's anticipation of risks could be adversely affected. Moreover, unanticipated credit events or unforeseen circumstances may create losses resulting from risks not appropriately taken into account.

The Group's risk management and internal controls also depend on the proficiency of and implementation by the Group's employees. There is no assurance that such implementation will not involve any human error or mistakes, which may materially and adversely affect the Group's business, financial condition and results of operations.

***Changes in taxation may materially and adversely affect the Group's business, financial condition and results of operations***

The Group's business and operations are subject to the tax laws and regulations of the countries and markets in which they are organised and in which they operate. Changes in tax laws, tax regulations or interpretations of these laws or regulations may have a material adverse effect on the Group's, financial condition and results of operations. For instance, there can be no assurance that tax authorities reviewing the Group's tax returns would agree with its allocation of taxable income. If any tax authority in Singapore, the UK or in other jurisdictions in which the Group operates finds that its allocation of taxable income is not in compliance with the relevant tax legislation of such jurisdiction, such tax authority could require the Group to reallocate the income or adjust the taxable income to accurately reflect the reallocated income. Any such reallocation or adjustment could result in a higher overall tax liability for the Group and may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

***The Group's business is subject to economic, political and social conditions, as well as governmental policies in each of the jurisdictions in which it operates***

The Group's operations in Singapore, Malaysia, Hong Kong, China and the UK are subject to local economic, legal and regulatory conditions in these jurisdictions including the amount and degree of government regulation, growth rate and degree of development, uniformity in the implementation and enforcement of laws, content of and control over capital investment, control of foreign exchange and allocation of resources. Any unfavourable factor or change in the economic, political and social conditions and/or the policies in the jurisdictions in which the Group operates could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

For instance, the UK economy slipped into technical recession in the second half of 2023, following the contraction of the UK economy by 0.1% between July 2023 to September 2023 and 0.3% between October 2023 and December 2023<sup>1</sup>. A prospective change of government, policy and regulation in the lead-up to a UK general election which must take place by January 2025 may also have an implication on iGB's business, financial condition, results of operations and prospects.

***The Group may be affected by natural calamities and infectious or widespread communicable diseases or any other serious public health concerns in Singapore, Hong Kong, Malaysia, China, the UK and elsewhere***

Natural calamity incidents are increasing in frequency throughout the world, causing loss of agricultural and industrial production and exports as well as destruction of infrastructure, which may affect investor sentiment and could adversely affect Singapore and other economies. An outbreak of infectious or widespread communicable diseases in the region or around the world could materially and adversely affect the Group's business. Such outbreaks include, but are not limited to, COVID-19, Ebola, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, Influenza A (H1N1) or the Zika virus. There can be no assurance that any precautionary measures taken by the Group against natural calamity incidents or infectious diseases would be effective.

In particular, the outbreak of COVID-19 resulted in disruptions to travel and retail segments, tourism and manufacturing supply chains, imposition of quarantines and prolonged closures of workplaces, which triggered a global economic downturn and contraction, and increased volatility in international capital markets in 2020 and 2021. In the various countries the Group is operating in, multiple lockdowns affected the Group's ability to market and sell its products in person. While there have been signs of global economy recovery further to the easing of COVID-19 restrictive measures globally, there is no assurance that global economic activity will be restored to pre-pandemic levels. Any protracted volatility in international markets and/or prolonged global economic crisis or recession resulting from the COVID-19 pandemic could materially and adversely affect the Group's business.

Although COVID-19 is no longer a global health emergency, uncertainty as to the duration and development of the COVID-19 pandemic remains due to the possible emergence of new COVID-19 variants or mutant strains of the virus and the resurgence or occurrence of subsequent waves of outbreak of COVID-19. The re-imposition of tight border control and disruptions and restrictions on movement and economic activities may occur should variants of COVID-19 evolve, which could disrupt the Group's business and operations and undermine investor confidence, thereby adversely affecting the Group's business, financial condition and results of operations. While the successful development and administration of COVID-19 vaccines worldwide has brought the pandemic under control, there is no assurance that the vaccines will remain effective against new COVID-19 variants, the development and administration of new COVID-19 vaccines will be effective in containing new or existing COVID-19 variants, or that countries will not resume their COVID-19 pandemic and restrictive measures to contain new outbreaks.

As the future development of the COVID-19 pandemic, any future natural calamity or outbreak of any other infectious disease is fluid, evolving and unpredictable, it is difficult to predict how long such conditions will exist and the extent to which the Group's business, financial condition, results of operations and prospects may be affected by such conditions.

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<sup>1</sup> Source: The Straits Times, "British economy fell into recession in second half of 2023" (15 February 2024) <<https://www.straitstimes.com/business/uk-economy-fell-into-recession-in-second-half-of-2023>> (accessed 18 May 2024)

## **PURPOSE OF THE PROGRAMME AND USE OF PROCEEDS**

The net proceeds arising from the issue of Securities under the Programme (after deducting issue expenses) will be used for general corporate purposes which may include refinancing certain of the existing borrowings, and financing capital expenditure, investments and general working capital of the Group or such other purpose(s) as may be specified in the relevant Pricing Supplement.

## REGULATION AND SUPERVISION

As a global digital banking and wealth management platform with a global presence, the Group is subject to various financial-related laws, regulations, and policies in Singapore, HK, Malaysia, China, and the UK where the Group operates.

The list of certifications, licences and registrations held by the Group in each country and the relevant issuing authority is set out below:

Country	Entity holding the Certifications / Licence / Registration	Certifications / Licence / Registration	Relevant Issuing Authority
Singapore	iFAST Financial	Capital Markets Services Licence	MAS
		Financial Adviser's Licence	MAS
		Exempt Insurance Broker	MAS
		SGX Trading Member	SGX
		CDP Depository Agent	CDP
		CDP Securities Clearing Member	CDP
		CPFIS-registered Investment Administrator	CPF
HK	iFAST Financial (HK), iFAST GM (HK), iFAST Securities (HK)	Type 1 - Dealing in Securities Licence	SFC
		Type 4 - Advising on Securities Licence	SFC
	iFAST Financial (HK), iFAST GM (HK)	Type 9 - Asset Management Licence	SFC
		iFAST Securities (HK)	SEHK Exchange Participant
		HKSCC Direct Clearing Participant	HKSCC
		China Connect Exchange Participant	SEHK
		China Connect Clearing Participant	HKSCC
	iFAST IB (HK)	Licensed Insurance Broker Company	IA
	iFAST Financial (HK), iFAST GM (HK), iFAST IB (HK)	MPFA intermediary	MPFA
	Malaysia	iFAST Capital	Capital Market Services Licence
Registered IUTA and IPRA			FIMM
Financial Advisers Licence			BNM
Participating Organisation			BM
BMSC Clearing Participant			BMSC
Authorised Depository Agent			BMD

Country	Entity holding the Certifications / Licence / Registration	Certifications / Licence / Registration	Relevant Issuing Authority
China	iFAST Financial China	Fund Distributor Qualification	CSRC
		Associate Member of AMAC	AMAC
		Member of SZAMA	SZAMA
	iFAST IM China	Registered Private Fund Manager	AMAC
		Qualified Domestic Limited Partnership Pilot Manager of SMFRB	SMFRB
UK	iFAST Global Bank	Licensed bank	PRA and FCA
		Financial Services Compensation Scheme (FSCS) member	FSCS
		HM Revenue & Customs member	HM Revenue & Customs
		Information Commissioner's Office member	Information Commissioner's Office
		Direct Member of CHAPS	CHAPS
		Direct Member of Faster Payments Scheme	Pay.UK
		Member of Open Banking Implementation Entity	Open Banking Limited
		Certified ISO27001:2013 Information Security Management System	ISO

The Group's operations are regulated and supervised by various regulatory authorities in countries in which the Group operates. To promote financial stability, economic growth, and transparency in the financial markets in such countries, the respective regulatory authorities formulate different policies and introduce various controls and requirements. These controls and requirements relate to matters such as the capital and financial resources of the company, appointment of key executive officers, disclosure, restrictions on the business operations and financial crime. As such, any development in the laws, regulations or policies in the countries in which the Group operates will impact the Group's operations in that country and may have an impact on the Group's operations globally.

This section provides a broad summary of the regulatory framework in Singapore, HK, Malaysia, China, and the UK and the certifications, licences and registrations held by the Group in each of the respective countries that the Group operates in, and in particular, the key regulations applicable to the Group, as the Issuer considers these to be relevant to an investment in the Securities. ***It does not purport to be an exhaustive or comprehensive description of those laws and regulations.***

The summary of the laws, subsidiary legislation, notices, directives, circulars and guidelines relating to the regulation and supervision of the various regulatory authorities in the different countries stated below and elsewhere in this Information Memorandum should be read subject to such adjustments and measures as may be announced by the relevant regulatory authority from time to time.



## THE SINGAPORE REGULATORY FRAMEWORK

The MAS is the main regulatory authority which regulates and supervises the Group's businesses and activities in Singapore. The Group's principal businesses and activities in Singapore fall within the ambit of the IA, the FAA, the SFA and, the respective subsidiary legislation issued thereunder. Apart from these, the Singapore Subsidiaries also have to comply with the applicable circulars, codes, guidelines, notices and practice notes issued by the MAS from time to time.

The MAS regulates the SGX in terms of its obligations as a market operator and maintains oversight of the regulatory responsibilities performed by the SGX RegCo. The SGX RegCo undertakes all frontline regulatory functions on behalf of the SGX and its regulated subsidiaries, which includes the SGX-ST and the CDP. As iFAST Singapore is a SGX Trading Member, a CDP Depository Agent and a CDP Securities Clearing Member, iFAST Singapore will also have to comply with the SGX-ST rules (the "**SGX-ST Rules**") and the circulars, directives, regulatory notices and practice notes issued by the SGX RegCo from time to time.

### Powers of the MAS

#### *Investigative, supervisory and inspection powers*

The MAS is the central bank and financial regulator of Singapore and is responsible for, amongst others, overseeing and supervising all financial institutions in Singapore, such as banks, insurers, capital market intermediaries, financial advisors, and stock exchanges.

The MAS investigative, supervisory and inspection powers under the FAA and the SFA include compelling individuals to appear for examination, recording written statements, entering premises without a warrant if two days' notice to the occupier is provided, obtaining a court warrant to seize evidence and inspecting, under conditions of secrecy, the books of, *inter alia*, CMS Licence (as defined below) holders.

On 10 January 2024, the Financial Institutions (Miscellaneous Amendments) Bill 2024 (the "**FIMA Bill**") was introduced in Parliament to enhance and rationalise the investigative, reprimand, supervisory and inspection powers of the MAS across various laws and regulations under the MAS' purview, which includes the FAA, the FSMA 2022, the IA and the SFA. The FIMA Bill introduced key amendments such as:

- (a) Extending the existing power under the SFA and the FAA to compel individuals to attend interviews and record written statements to the FSMA 2022 and the IA.
- (b) Enhancing the existing power to enter premises without a warrant under the SFA and the FAA to allow the MAS to do so without giving prior notice, where there are reasonable grounds for suspecting that the premises are or have been occupied by a person who is being investigated in relation to a contravention under the SFA and the FAA and extending this power to the FSMA 2022 and the IA.
- (c) Extending the power under the SFA and the FAA to obtain a court warrant to enter premises and seize evidence when a person has failed to comply with an order to produce information, or when evidence may be destroyed or tampered with, to the IA and the FSMA 2022.
- (d) Expanding the current provisions in the SFA and the FAA that enable evidence to be transferred between the MAS and the Commercial Affairs Department ("**CAD**") or the Attorney-General's Chambers ("**AGC**") to enable (i) the MAS to use evidence obtained by other agencies under the Criminal Procedure Code 2010 of Singapore for the MAS' investigations, regulatory actions, as well as in appeals against the latter; and (ii) the CAD and the AGC to use evidence gathered via the MAS' exercise of statutory investigative powers for criminal proceedings and extending this to the FSMA 2022 and the IA.
- (e) Aligning the provisions in the SFA and the FAA on the removal of key persons (e.g. chief executive officers, resident managers or directors) of FA Licence (as defined below) holders and CMS Licence holders to a single fit and proper test.

- (f) Refining existing approval requirements in the SFA and the FAA for controllers of CMS Licence holders and FA Licence holders so that the MAS' approval is only required prior to a person obtaining effective control.
- (g) Making it an offence under the SFA and the FAA for a person, other than an individual, to fail to exercise reasonable care in ensuring the accuracy of information submitted to the MAS, even if the information is not false or misleading in any material particular.
- (h) Allowing the MAS to issue written directions on the minimum standards and safeguards that should be in place when CMS Licence holders and their representatives conduct unregulated businesses, such as offering products that are not regulated by the MAS (e.g. bitcoin futures and other payment token derivatives traded on overseas exchanges), which may pose contagion risks to the CMS Licence holders' regulated activities.

#### *Resolution powers*

The MAS has resolution powers granted under the MAS Act, which allows the MAS to, amongst others, impose moratoriums, order compulsory transfer business or shares, order compulsory restructurings of share capital, temporarily stay termination rights of counterparties and impose requirements and directions as to recovery and resolution planning of CMS Licence holders, FA Licence holders and exempt insurance brokers.

The FSMA 2022 is an omnibus statute governing the sector-wide regulation of financial services and markets. Although the FSMA 2022 was gazetted on 11 May 2022, the MAS announced that it would be implemented in phases, with the first phase having commenced on 28 April 2023. The remaining phases are targeted to be implemented between the second half of 2023 and 2024. The resolution powers of the MAS under the MAS Act will be moved over to the FSMA 2022 once it fully comes into force.

#### **Administrative, investigative and direct enforcement powers of the SGX RegCo**

The SGX RegCo is a wholly-owned subsidiary of the SGX established to undertake all of the SGX-ST's regulatory functions and carries out regulatory supervision over issuers, intermediaries and trading activities. As such, the SGX RegCo is vested with administrative, investigative and direct enforcement powers under the Listing Manual to effectively discharge its regulatory functions. The SGX RegCo may exercise its administrative powers for the purpose of ensuring that the market is fair, orderly and transparent. The Listing Manual Enforcement Handbook sets out the powers of the SGX RegCo.

The SGX RegCo's administrative powers include issuing public queries to an issuer, objecting to the appointments or reappointments of individual directors or executive officers in any issuer for a period not exceeding 3 years and issuing notices of compliance to issuers, directors, executive officers, and issue managers (the "**Relevant Persons**"). The SGX RegCo's investigative powers include requiring Relevant Persons to produce relevant documents, written explanations or meetings to record statements from Relevant Persons. The SGX RegCo's enforcement powers include issuing a private warning to a Relevant Person, halting or suspending trading of listed securities of an issuer, and requiring the resignation of the director or executive officer from an existing position with any issuer listed on the SGX-ST if there is found to be a breach of the Mainboard Listing Rules.

#### **Capital Market Services Licence (the "CMS Licence")**

iFAST Singapore holds a CMS Licence to undertake the following activities regulated and defined under the SFA: (a) dealing in capital markets products which are securities, units in a collective investment scheme and exchange-traded derivatives contracts, (b) fund management, (c) product financing, and (d) providing custodial services.

While iFAST Singapore, as a CMS Licence holder, does not need to renew its licence, it must pay a prescribed annual fee to the MAS and is subject to supervision on a continual basis by the MAS.

### *Appointment of chief executive officers and directors, competency and employees*

Under the Guidelines on Licensing, Registration and Conduct of Business for Fund Management Companies (SFA 04-G05) ("**SFA 04-G05**"), CMS Licence holders who undertake fund management activities must have an adequate number of directors, relevant professionals and representatives with the relevant competency requirements.

In addition, the MAS' approval must be obtained prior to the appointment of any person as its chief executive officer or director under Section 96 of the SFA and meet the Fit and Proper Criteria (as defined below).

### *Code on Collective Investment Schemes*

As a licenced fund management company, iFAST Singapore is also expected to comply with the Code on Collective Investment Schemes issued by the MAS, which sets out the best practices that licenced fund management companies of collective investment schemes offered to retail public are expected to observe on management, operation and marketing of the schemes.

### *Compliance arrangements*

Under the SFA 04-G05, CMS Licence holders are required to have an independent compliance team with staff who are suitably qualified and independent from the front office.

### *Continuing financial requirements*

CMS Licence holders are required under Regulation 4 of the Securities and Futures (Financial and Margin Requirements for Holders of Capital Markets Services Licences) Regulations (the "**FMR**") to meet the base capital requirements set out in the first schedule of the FMR at all times and to notify the MAS and, if applicable, the approved exchange or approved clearing house, immediately if such CMS Licence holder is or becomes aware that it is unable to meet the base capital requirements.

CMS Licence holders are required under Regulations 6 and 7 of the FMR to ensure that their financial resources or adjusted net head office funds, does not fall below their total risk requirement and to notify the MAS immediately if their financial resources or adjusted net head office funds fall below 120% of their total risk requirement. The methodology for calculating the total risk requirement is provided in the MAS Notice SFA 04-N13 on Risk Based Capital Adequacy Requirements for Holders of Capital Markets Services Licences.

CMS Licence holders are required under Regulation 27 of the FMR to prepare a statement of assets and liabilities and a statement of financial resources, total risk requirement and aggregate indebtedness, in the prescribed forms, on a quarterly and annual basis. Under Regulations 16 and 17 of the FMR and Rule 3.4 of the SGX-ST Rules, CMS Licence holders, who are also members of an approved exchange and/or approved clearing house, shall not cause or permit their aggregate indebtedness to exceed 1,200% of their aggregate resources and must immediately notify the MAS if their aggregate indebtedness exceeds or will exceed 600% of their aggregate indebtedness.

Further, the MAS Notice SFA 04-N04 on Lending of Singapore Dollar to Non-Resident Financial Institutions for Holders of Capital Markets Services Licence governs the lending of Singapore dollar by CMS Licence holders to non-residential financial institutions. This notice requires CMS Licence holders to submit monthly returns to the MAS detailing the aggregate of such lending.

### *Control of take-over of a CMS Licence holder*

A person intending to obtain effective control of a CMS Licence holder is required to seek the MAS' approval prior to entering into any arrangement under Section 97A of the SFA. A person will be deemed to obtain effective control of the CMS Licence holder if, pursuant to the arrangement, the person:

- (a) acquires or holds, directly or indirectly, 20% or more of the issued share capital of the CMS Licence holder; or
- (b) controls, directly or indirectly, 20% or more of the voting power in the CMS Licence holder.

In addition, under Section 97B of the SFA, the MAS also has the power to serve a written notice of objection on any person required to obtain the MAS' approval or who has obtained the MAS' approval under Section 97A of the SFA in certain circumstances, such as where (i) the person does not comply with any condition of approval imposed on the person pursuant to the approval granted by the MAS under Section 97A of the SFA, (ii) the person does not or ceases to satisfy any prescribed criteria, or (iii) the person provided false or misleading information in its application for approval under Section 97A of the SFA.

#### *Conduct requirements*

CMS Licence holders are bound by stringent conduct requirements and are required to adhere to the following MAS Notices and guidelines, which include (without limitation):

- (a) The MAS Notice SFA 04-N11 on Reporting of Misconduct of Representatives by Holders of Capital Markets Services Licence and Exempt Financial Institutions, which sets out the responsibility and reporting requirements that CMS Licence holders have to comply with, in relation to any misconduct of their representatives, which includes the scope of reportable misconduct, disciplinary action to be taken and the conduct of internal investigations and record keeping;
- (b) The MAS Notice SFA 04-N12 on Sale of Investment Products, which sets out the requirements that CMS Licence holders have to comply with, which includes conducting additional customer reviews or assessments for customers who invest in specified investment products;
- (c) The MAS Notice SFA 04-N16 on Execution of Customer's Orders and the Guidelines to MAS Notice SFA 04-N16 on Execution of Customer's Orders (SFA 04-G10), which sets out the requirement to have policies and procedures in place to execute customers' orders on the best available terms to support fair outcomes for customers and provide guidance on the requirements relating to the placement and execution of customers' orders on the best available terms respectively; and
- (d) The MAS Notice SFA 04-N22 on Competency Requirements for Representatives of Holders of Capital Markets Services Licence and Exempt Financial Institutions, which sets out the minimum entry and examination requirements for representatives of CMS Licence holders. CMS Licence holders must also ensure that their appointed representatives undergo structured continuing professional development training so as to remain fit and proper.

#### *Cross-border arrangements*

CMS Licence holders, who enter into cross-border arrangements with their Foreign Related Corporations (the "**FRCs**") (as defined in the SFA) to conduct regulated activities under the SFA are required to comply with certain requirements set out in the MAS Notice SFA 04-N17 on Requirements in relation to Cross-Border Arrangements under the Securities and Futures (Exemption for Cross-Border Arrangements) (Foreign Related Corporations) Regulations 2021, to mitigate the risks from cross-border arrangements with their FRCs. These requirements include notifying the MAS of any cross-border arrangements with their FRCs, within the timeframe specified by the MAS, implementing internal controls over the cross-border arrangement and lodging an annual declaration in relation to their cross-border arrangements within the timeframe specified by the MAS.

#### *Management of customers' credit risks*

The MAS issued CMI 04/2020 Circular on Good Practices in Managing Customers' Credit Risks, which applies to CMS Licence holders who deal in capital markets products which are securities and/or units in a collective investment scheme. The circular sets out the MAS' expectations on such CMS Licence holder's credit risk management for their customers' trading activities, which includes establishing, formalising and implementing robust credit risk management policies and procedures to manage customers' credit risks and monitoring their exposures to customers continually.

### *Notification requirements*

Under the SFA, the FMR and the Securities and Futures (Licensing and Conduct of Business) Regulations, CMS Licence holders are required to notify the MAS upon the occurrence of events such as:

- (a) a change of name or change of principal place of business;
- (b) ceasing to carry on business in any or all regulated activities under the SFA;
- (c) any matter which may adversely affect the CMS Licence holder's financial position to a material extent, including situations where the CMS Licence holder (i) is or is likely to become insolvent, (ii) is or is likely to become unable to meet its obligations or (iii) has or is about to suspend payments; and
- (d) issuance of any preference shares.

### *Risk management*

The MAS published the Guidelines on Risk Management Practices – Objectives and Scope to provide CMS Licence holders with guidance on sound risk management practices, covering areas such as credit, market, liquidity, operational, technology and insurance business-related risks, internal controls and the role of board of directors and senior management of CMS Licence holders in relation to risk management practices. In addition, the MAS has also published various guidelines for specific areas such as the Guidelines on Risk Management Practices – Liquidity Risk, the Guidelines on Risk Management Practices – Credit Risk and the Guidelines on Risk Management Practices – Market Risk which provide CMS Licence holders with guidance on the key principles and sound practices for liquidity risk management, credit risk management and market risk management respectively.

### **Financial Adviser's Licence (the "FA Licence")**

iFAST Singapore holds an FA Licence to conduct the following financial advisory service regulated under the FAA: advising on collective investment schemes, securities and life policies (each term as defined in the FAA), other than advising on corporate finance (as defined in the SFA), issuing or promulgating research analyses or research reports concerning collective investment schemes, securities and life policies, and arranging of any contract of insurance in respect of life policies (as defined in the FAA).

While iFAST Singapore, as an FA Licence holder, does not need to renew its licence, it must pay a prescribed annual fee to the MAS and is subject to supervision on a continual basis by the MAS.

### *Appointment of chief executive officers and directors*

The MAS' approval must be obtained prior to the appointment of any person as its chief executive officer or director under Section 63 of the FAA and meet the Fit and Proper Criteria.

### *Conduct requirements*

FA Licence holders and their representatives are bound by stringent conduct requirements, particularly concerning the provision of financial advisory services. These requirements, overseen by the MAS, are aimed at ensuring fair, transparent, and ethical practices in the financial industry. Among these requirements is adherence to the following MAS Notices and guidelines, which include (without limitation):

- (a) The MAS Notice FAA-N02 on Appointment and Use of Introducers by Financial Advisers, which sets out the standards to be maintained by FA Licence holders with respect to the appointment and use of persons carrying out introducing activities and that adequate control systems and procedures are instituted to ensure the proper conduct of the introducer;
- (b) The MAS Notice FAA-N03 on Information to Clients and Product Information Disclosure, which sets out the information which should be disclosed to clients and the applicable standards to be maintained by FA Licence holders and their representatives in relation to the information to be disclosed to clients;



- (c) The MAS Notice FAA-N14 on Reporting of Misconduct of Representatives by Financial Advisers, which sets out the responsibilities and reporting requirements of FA Licence holders for misconduct committed by their representatives. This includes the scope of reportable misconduct, relevant information to include in the report and the conduct of internal investigations, record keeping and disciplinary action taken;
- (d) The MAS Notice FAA-N15 on Cancellation Period of Unlisted Debentures, which sets out the standards, disclosure obligations and explanations to clients in relation to the sale and cancellation period of an unlisted debenture;
- (e) The MAS Notice FAA-N16 on Recommendations on Investment Products, which provides guidelines for providing suitable and appropriate recommendations to clients. This includes conducting thorough assessments of clients' financial situations, risk profiles, and investment objectives before making any recommendations;
- (f) The MAS Notice FAA-N19 on Distribution of Direct Purchase Insurance Products, which sets out the requirements for FA Licence holders and their representatives with respect to the distribution of direct purchase insurance products. This includes the implementation of safeguards for clients, provision of product information to clients and the provision of avenues to address the general queries, complaints and claims from clients;
- (g) The MAS Notice FAA-N20 on Requirements for the Remuneration Framework for Representatives and Supervisors ("**Balanced Scorecard Framework**") and Independent Sales Audit Unit and the Guidelines on Balanced Scorecard Framework, Reference Checks and Pre-Transaction Checks (FAA-G14), which sets out the requirements relating to the design and operation of the Balanced Scorecard Framework, the responsibilities of the independent sales audit unit, which FA Licence holders must incorporate in their remuneration structures for their representatives and supervisors, including guidance on the measures to apply to representatives and supervisors with unsatisfactory gradings under the Balanced Scorecard Framework, measures for information sharing in respect of such representatives and supervisors during reference checks and expectations on FA Licence holders to conduct pre-transaction checks by supervisors;
- (h) The MAS Notice FAA-N26 on Competency Requirements for Representatives of Financial Advisers, which sets out the minimum entry and examination requirements for appointed representatives of FA Licence holders. FA Licence holders must also ensure that their appointed representatives undergo structured continuing professional development training so as to remain fit and proper;
- (i) The Guidelines on Standards of Conduct for Financial Advisers and Representatives (FAA-G04), which sets out the standards of conduct expected of FA Licence holders and their representatives, to foster professional standards and to enhance confidence in the financial services industry;
- (j) The Guidelines on Switching of Designated Investment Products (FAA-G10), which provides guidance on the controls, processes and procedures that FA Licence holders should implement to monitor switching and guard against representatives advising clients to switch from one designated investment product to another in a manner that would be detrimental to the client. This includes the written disclosure requirements, monitoring of switching of designated investment products and a remuneration structure to discourage undesirable switching;
- (k) The Guidelines on Fair Dealing - Board and Senior Management Responsibilities for Delivering Fair Dealing Outcomes to Customers (FAA-G11), which sets out the: (i) responsibilities of the board and senior management in delivering fair outcomes to clients, (ii) best practices for the selection, marketing and distribution of investment products and the provision of advice for these products, (iii) responsibilities for after-sales services and complaints handling, (iv) explanation of the fair dealing outcomes and why each outcome is important and (v) key issues, illustrations of good and poor practices, and self-assessment questions for each outcome;



- (l) The Guidelines on the Online Distribution of Life Policies With No Advice (FAA-G15), which sets out the safeguards that FA Licence holders should put in place when distributing life policies online without advice which include the offering of equivalent Direct Purchase Insurance products (as defined in the FAR), the provision of key information to assist clients to make an informed decision and the provision of appropriate avenues to handle of queries, complaints and claims from clients;
- (m) The Guidelines FAA-G18 on Design of Advisory and Sales Forms, which outlines how FA Licence holders should adopt a customer-centric approach in designing their advisory and sales forms that uses clear and concise language, presents information in a reader-friendly manner, and incorporates an efficient design, so as to make the advisory and sales process more efficient and effective;

The Financial Advisers (Remuneration) Regulations 2015 sets out the circumstances under which the payment of remuneration is permitted in relation to the provision of any financial advisory service in connection with any investment product, or the sale of any investment product.

#### *Control of take-over of a FA Licence holder*

A person intending to obtain effective control of a FA Licence holder is required to seek the MAS' approval prior to entering into any arrangement under Section 65 of the FAA. A person will be deemed to obtain effective control of the FA Licence holder if, pursuant to the arrangement, the person:

- (a) acquires or hold, directly or indirectly, 20% or more of the issued share capital of the FA Licence holder; or
- (b) controls, directly or indirectly, 20% or more of the voting power in the FA Licence holder.

In addition, under Section 66 of the FAA, the MAS also has the power to serve a written notice of objection on any person required to obtain the MAS' approval or who has obtained the MAS' approval under Section 65 of the FAA in certain circumstances, such as where (i) the person does not comply with any condition of approval imposed on the person pursuant to the approval granted by the MAS under Section 65 of the FAA, (ii) the person does not or ceases to satisfy any prescribed criteria, or (iii) the person provided false or misleading information in its application for approval under Section 65 of the FAA.

#### *Financial requirements*

FA Licence holders are required to maintain a minimum base capital of S\$500,000, or a lower base capital of S\$300,000 plus an additional professional indemnity insurance of S\$500,000.

FA Licence holders are required under Regulation 16 of the FAR to, at all times, maintain a net asset value of not less than:

- (a)  $\frac{1}{4}$  of its relevant annual expenditure of the preceding financial year; or
- (b)  $\frac{3}{4}$  of the minimum paid-up capital required under Regulation 15 of the FAR,

whichever is higher.

FA Licence holders are required have a professional indemnity insurance policy in place, depending on the type of financial advisory services provided. FA Licence holders who intend to conduct financial advisory service(s) (which excludes FA Licence holders who advise others by issuing or promulgating research analyses or research reports concerning any investment product only) are required to have a professional indemnity insurance limit of: (where the FA Licence holder's revenue is equal to or less than S\$5 million) S\$1 million or (where the FA Licence holder's revenue more than S\$5 million) the lower of (i) 20% of the gross revenue of the FA Licence holder, or (ii) S\$10 million.

### *Notification requirements*

Under the FAA and the FAR, FA Licence holders are required to notify the MAS upon the occurrence of events such as:

- (a) a change of name or change of principal place of business;
- (b) ceasing to carry on business in any or all regulated activities under the SFA; and
- (c) failure to commence business in any or all regulated activities by the end of the period of 6 months from the date of grant of the FA Licence.

### *Unlicensed insurers*

Under Section 42 of the FAA, FA Licence holders must not negotiate any contract of insurance (directly or indirectly) with an unlicensed insurer.

### **Exempt Insurance Broker**

iFAST Singapore is an exempt insurance broker as iFAST Singapore is a holder of an FA Licence, pursuant to Section 92(1)(c) of the IA. While exempt insurance brokers are not required to be registered as insurance brokers, they must comply with all the applicable business conduct requirements prescribed in the IA, the Insurance (Intermediaries) Regulations (the “IIR”) and notices and guidelines issued.

### *Conduct requirements*

Exempt insurance brokers and their broking staff are bound by stringent conduct requirements. These requirements, overseen by the MAS, aim to foster professional standards and enhance confidence in the insurance industry. Among these requirements is adherence to the following MAS Notices and guidelines, which include (without limitation):

- (a) The MAS Notice 502 Minimum Standards and Continuing Professional Development for Insurance Brokers and their Broking Staff, which sets out the mandatory requirements for broking staff. This includes the minimum standards and examination requirements, submission requirements for appointment of broking staff and the best practice standards on the continuing professional development training for broking staff;
- (b) The MAS Notice 504 Reporting of Misconduct of Broking Staff by Insurance Brokers, which sets out the responsibilities and reporting requirements of insurance brokers for misconduct committed by their broking staff. This includes the scope of the reportable misconduct, relevant information to include in the report, conduct of internal investigations and record keeping and disciplinary action taken;
- (c) Standards of Conduct (IA/II – G01), which sets out the standards of conduct expected of exempt insurance brokers and their broking staff and covers areas such as integrity, priority of client’s interest, confidentiality, competence, due care and diligence, disclosure to client, conflict of interest, complaint handling and compliance; and
- (d) Market Conduct and Service Standards for Insurance Brokers (IA/II – G02), which sets out the market conduct and service standards expected in the sales and advisory process for exempt insurance brokers and their broking staff.

### *Financial and other requirements*

Under Part II of the IIR and the IA, exempt insurance brokers are required to satisfy the following financial requirements:

- (a) maintain a minimum paid-up share capital of not less than S\$300,000 for each type of insurance brokering business;
- (b) maintain a professional indemnity insurance of not less than S\$1,000,000, under which the deductible allowed shall be not more than 20% of the exempt insurance broker’s net asset value as at the end of its preceding financial year for each type of insurance brokering business;

- (c) maintain a net asset value of not less than 50% of the minimum paid-up share capital; and
- (d) maintain a register of its broking staff.

#### *Insurance broking premium accounts*

Under Section 82 of the IA, exempt insurance brokers are required to maintain separate accounts with a bank licensed under the Banking Act 1970 of Singapore for each type of insurance brokering business. Exempt insurance brokers are also required to abide by Regulation 7 of the IIR, which sets out the obligations of exempt insurance brokers in relation to the handling of moneys in such bank accounts. These include obtaining the MAS' prior written consent for withdrawing moneys from such bank accounts, save in certain prescribed circumstances.

#### *Licensed insurers*

Exempt insurance brokers must (directly or indirectly) only negotiate contracts of insurance (save for contracts of insurance relating to reinsurance, business relating to risks outside Singapore or such other risks prescribed in the IIR) with a licensed insurer acting in the course of its business under Section 83 of the IA.

Notwithstanding Section 83 of the IA, Section 84 of the IA provides that the MAS may in certain circumstances permit exempt insurance brokers to negotiate the contract of insurance with an unlicensed insurer if, in the opinion of the MAS, it is required to effect the contract of insurance and receive the premium in Singapore on behalf of such unlicensed insurer.

#### *Notification requirements*

Under Part III of the IIR, exempt insurance brokers are required to notify the MAS, within the specific timeframe and in the manner specified in the schedule to the IIR, of events such as:

- (a) any change in the particulars of the exempt insurance broker; and
- (b) cessation of the exempt insurance broker's business as a direct insurance broker, a general reinsurance broker or a life reinsurance broker, as the case may be.

#### *Documents to be lodged with the MAS*

In addition, exempt insurance brokers are required to lodge the following documents with the MAS, within five months from the end of each financial year or such other timeframe as may be prescribed by the MAS, in the manner specified in the schedule to the IIR:

- (a) audited statement of the insurance broking premium account in respect of the exempt insurance broker's business as a direct insurance broker, a general reinsurance broker or a life reinsurance broker; and
- (b) the type and placement of all its business as an insurance broker handled during that financial year.

#### **CPFIS-registered investment administrator**

iFAST Singapore is registered with the CPF Board as an investment administrator, enabling it to liaise with the banks which are allowed by the CPF Board to handle CPF monies for the purposes of the CPFIS Ordinary Account and the CPF Board in relation to the purchase, subscription, sale and/or redemption of units or bonds (as the case may be) using CPF monies.

#### *Continuing obligations*

Apart from compliance with the relevant legislation such as the Central Provident Fund Act 1953 of Singapore, the FAA, the SFA, the notices and guidelines issued by MAS, iFAST Singapore is also required to adhere to the terms, directives, notices, regulations or guidelines which the CPF Board may issue from time to time, the deeds of indemnity and all other agreements made between the CPF Board and the investment administrator and all documents executed by the investment administrator as required by the CPF Board for the purposes of the CPFIS.

### **Trading member of the SGX-ST**

As a trading member of the SGX-ST, iFAST Singapore is able to offer specialist equities execution-only services.

#### *Compliance*

Trading members of the SGX-ST are required under Rule 2.10.1 of the SGX-ST Rules to comply with the SGX-ST Rules at all times and continue to satisfy the admission criteria, any conditions that the SGX-ST have imposed in granting its application to be a trading member and any other conditions that the SGX-ST may impose from time to time. This includes compliance with requirements such as:

- (a) maintaining a base capital of S\$5 million for trading members of the SGX-ST who are also CMS Licence holders and clearing members of CDP;
- (b) maintaining facilities and staff which are adequate for expeditious and orderly trading, operations and activities;
- (c) ensuring their systems and connections to the Trading System (as defined in the SGX-ST Rules) operate properly at all times and have adequate redundancy and scalable capacity to accommodate current and anticipated trading volume levels; and
- (d) assessing their business and operational risks and maintaining adequate business continuity arrangements and documenting such business continuity arrangements in a business continuity plan.

#### *Notification requirements*

Trading members of the SGX-ST are required under the SGX-ST Rules to notify the SGX-ST immediately upon the occurrence of events such as:

- (a) the trading member's exposure to a single customer exceeds 20% of their average aggregate resource;
- (b) issuance of any preference shares;
- (c) failure to or becoming aware of their failure to maintain the base capital requirement; and
- (d) the drawdown of a qualifying subordinated loan.

### **CDP Securities Clearing Member**

As a CDP Securities Clearing Member, iFAST Singapore has clearing rights and can provide third-party clearing services for trading members of the SGX-ST.

#### *Compliance*

CDP Securities Clearing Members are required under Rule 3.5 of the CDP Clearing Rules (the "**CDP Clearing Rules**") to comply with the CDP Clearing Rules and eligibility criteria set out in Rule 3 of the CDP Clearing Rules at all times. This includes compliance with requirements such as:

- (a) ensuring that their financial resources does not fall below their total risk requirement;
- (b) ensuring that their aggregate indebtedness does not exceed 1,200% of their aggregate resources;
- (c) computing and monitoring of a customer's margins; and
- (d) assessing their business and operational risks and maintaining adequate business continuity arrangements and documenting such business continuity arrangements in a business continuity plan.

### *Notification requirements*

CDP Securities Clearing Members are required under the CDP Clearing Rules to notify the CDP immediately upon the occurrence of events such as:

- (a) failure to or becoming aware of their failure to maintain the minimum capital and financial requirements set out in Rule 5 of the CDP Clearing Rules;
- (b) their financial resources fall below 150% of their total risk requirement; and
- (c) their exposure to a single customer exceeds 20% of their average aggregate resource.

### **CDP Depository Agent**

As a Depository Agent of CDP, iFAST Singapore is admitted pursuant to the CDP Depository rules (the “**CDP Depository Rules**”) and is required to carry out the duties set out in Rule 6 of the CDP Depository Rules, which include maintaining sub-accounts to hold securities for the benefit of investors and keeping up-to-date records of sub-account holders.

### *Compliance*

CDP Depository Agents are required to comply with the Depository Agent Terms (as defined in the CDP Depository Rules) under Rule 2.5 of the CDP Depository Rules.

### *Fees*

CDP Depository Agents must pay to CDP fees and charges for providing operations, facilities and services, based on CDP 's fee schedule and any charges as may be set out for any failure to comply with the Depository Agent Terms.

### *Information to be furnished*

Under the CDP Depository Rules, CDP Depository Agents must further to CDP upon request all such information in respect of operations, facilities and services provided to it as may be required by CDP, in the form certified by external auditors of the CDP Depository Agent, or certified by a senior officer of the CDP Depository Agent or by a person acceptable to CDP, and verified by the external auditors of the CDP Depository Agent.

### **General Obligations**

#### *AML/CFT*

The MAS issued the MAS Notice SFA 04-N02 to Capital Markets Intermediaries on Prevention of Money Laundering and Countering the Financing of Terrorism (the “**SFA 04-N02**”) and the MAS Notice FAA-N06 on Prevention of Money Laundering and Countering the Financing of Terrorism - Financial Advisers (the “**FAA-N06**”), which requires CMS Licence holders and FA Licence holders respectively to put in place appropriate policies, procedures and controls to detect and deter the flow of illicit funds and proceeds through the Singapore financial system. This includes performing customer due diligence on all customers, conducting regular account reviews, keeping and retaining records and monitoring and filing any suspicious transaction report (the “**STR**”) where there are any reasonable grounds to suspect that the assets or fund of a customer are proceeds of drug dealing or criminal conduct as defined in the Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act 1992 of Singapore, or are property related to the facilitation or carrying out of any terrorism financing offence as defined in the Terrorism (Suppression of Financing) Act 2002 of Singapore.

The MAS also issued the Guidelines for Financial Institutions to Safeguard the Integrity of Singapore's Financial System (the “**FI Guidelines**”), which applies to all financial institutions in Singapore. The FI Guidelines highlight Singapore's commitment to safeguard the financial system of Singapore from being used to harbour illegitimate funds or as a conduit to disguise the flow of such funds, and the role that financial institutions play in preserving the integrity of the financial system.

The MAS has also issued various circulars, such as the MAS Circular on Non-Face-to-Face Customer Due Diligence Measures (AMLD 01/2022) and Use of MyInfo and CDD Measures for Non Face-to-Face Business Relations (AMLD 01/2018), which outline industry good practices observed by the MAS, guidance on measures to mitigate risks associated with the use of non-face-to-face technologies for customer due diligence and the considerations of using non-face to face verification measures.

The MAS issued the MAS Notice SFA 04-N19 to Specified Persons in relation to Cross-Border Arrangements under the Securities and Futures (Exemption for Cross-Border Arrangements) (Foreign Related Corporations) Regulations 2021 on Prevention of Money Laundering and Countering the Financing of Terrorism, which applies to CMS Licence holders which have entered into cross-border arrangements with their FRCs to conduct regulated activities under the SFA. The notice sets out the requirements that CMS Licence holders have to abide by in relation to cross-border arrangements with their FRCs. These requirements include implementing adequate internal policies, procedures and controls to ensure that FRCs perform customer due diligence, in respect of customers of the FRCs, and ensuring that the FRCs keep a record of all data, documents, and information relating to any customer due diligence performed on the customers of the FRCs.

In response to Russia's invasion of Ukraine, the Singapore Government imposed financial measures targeted at designated Russian banks, entities and activities in Russia, and fund-raising activities benefiting the Russian government in the MAS Notice SNR-N01 on Financial Measures in Relation to Russia and the MAS Notice SNR-N02 on Financial Measures in Relation to Russia – Non-prohibited Payments and Transactions which took effect on 14 March 2022. These measures apply to all financial institutions in Singapore, which include banks, finance companies, insurers, capital markets intermediaries, securities exchanges, and payment service providers.

Additionally, as Singapore is a member state of the United Nations, the MAS gives effect to targeted financial sanctions under the United Nations Security Council Resolutions through regulations issued under the FSMA 2022 (the "**FSMA Regulations**") which apply to all financial institutions in Singapore which include banks, finance companies, insurers, capital markets intermediaries, securities exchanges, and payment service providers. The FSMA Regulations imposes requirements on financial institutions, which include:

- (a) immediately freeze funds, other financial assets or economic resources of designated individuals and entities;
- (b) not enter into financial transactions or provide financial assistance or services in relation to:
  - (i) designated individuals, entities or items; or
  - (ii) proliferation, nuclear or other sanctioned activities; and
- (c) inform the MAS of any fact or information relating to the funds, other financial assets or economic resources owned or controlled, directly or indirectly, by a designated individual or entity.

#### *Business continuity management*

The MAS issued the Guidelines on Business Continuity Management on 6 June 2022, which outlines the principles and practices that CMS Licence holders and FA Licence holders should adopt to strengthen their operational resilience and to ensure that their critical business services and functions can be promptly resumed following a disruption.

#### *Cybersecurity*

CMS Licence holders and FA Licence holders are required to adhere to obligations outlined by the MAS regarding cybersecurity. These obligations encompass implementing technology risk management practices and business continuity plans to ensure prompt and effective response and recovery in the event of cyber threats.



Key obligations include compliance with:

- (a) (in respect of CMS Licence holders) the MAS Notice FSM-N22 on Cyber Hygiene and (in respect of FA Licence holders) the MAS Notice FSM-N24 on Cyber Hygiene, which provide guidelines to maintain a strong cybersecurity posture through measures such as regular system updates, vulnerability assessments and strengthening user authentication;
- (b) (in respect of CMS Licence holders) the MAS Notice FSM-N21 on Technology Risk Management and (in respect of FA Licence holders) the MAS Notice FSM-N23 Technology Risk Management respectively, which detail specific requirements for managing technology risks, including risk identification and assessment, control implementation, and incident response procedures; and
- (c) (in respect of CMS Licence holders) the Guidelines on Risk Management Practices – Technology Risk, which set out risk management principles and provides guidance on the best practices CMS Licence holders should adopt to establish sound and robust technology risk governance and oversight and maintain cyber resilience.

#### *Fit and Proper Criteria*

The MAS issued the Guidelines on Fit and Proper Criteria (FSG-G01), which sets out the fit and proper criteria that applies to all relevant persons carrying out any activity regulated by the MAS. The guidelines cover the definitions of relevant persons and the scope of its application and the criteria for the MAS to determine whether a person is fit and proper. The criteria includes but is not limited to: honesty, integrity and reputation, competence and capability and financial soundness (the “**Fit and Proper Criteria**”).

#### *Health insurance products*

FA Licence holders and their representatives and exempt insurance brokers and their staff are required to comply with the following MAS notices in relation to health insurance products:

- (a) MAS Notice 117 Training and Competency Requirement: Health Insurance sets out the minimum examination requirements in relation to health insurance products and the continuing professional development requirements in respect of shield plans for FA Licence holders and their representatives, and exempt insurance brokers and their staff.
- (b) MAS Notice 120 on Disclosure and Advisory Process Requirements For Accident and Health Insurance Products sets out the mandatory requirements and best practice standards on the disclosure of information and provision of advice for accident and health policies, and life policies with accident and health benefits.

#### *Individual accountability and conduct*

The MAS issued the Guidelines on Individual Accountability and Conduct on 10 September 2020, which provides guidance on the measures that financial institutions (which includes CMS Licence holders and FA Licence holders) should put in place to promote the individual accountability of senior managers, strengthen oversight over material risk personnel, and reinforce standards of proper conduct among all employees through certain accountability and conduct outcomes that financial institutions should achieve. The guidelines also provide a framework and best practices to strengthen accountability and the standards of conduct of financial institutions.

#### *Marketing and distribution activities*

The MAS published the Guidelines on Standards of Conduct for Marketing and Distribution Activities by Financial Institutions (FSG-G02), which applies to, amongst others, CMS Licence holders, FA Licence holders and exempt insurance brokers and their representatives who conduct their marketing and distribution activities at retailers and public places. These guidelines set out the roles and responsibilities of the board and senior management, and safeguards that financial institutions should put in place to address market conduct risks when marketing financial products and services to retail customers at retailers and public places to ensure that marketing and distribution activities are carried out in a responsible and professional manner.

### *Outsourcing arrangements*

The MAS published the Guidelines on Outsourcing on 27 July 2016 (the “**2016 Outsourcing Guidelines**”), last revised on 5 October 2018, which applies to all financial institutions governed under the MAS Act, which includes retail and merchant banks, CMS Licence holders, FA Licence holders and exempt insurance brokers. These guidelines sets out the expectations of a financial institution that has entered into any outsourcing arrangement or is planning to outsource its business activities to a service provider. The guidelines cover engagement with the MAS on outsourcing, sound practices on risk management of outsourcing arrangements and cloud computing.

On 11 December 2023, the MAS published the Guidelines on Outsourcing (Financial Institutions other than Banks) (the “**2023 Outsourcing Guidelines**”). The 2023 Outsourcing Guidelines is a new set of guidelines which applies to financial institutions other than banks (the “**FIOB**”), which includes CMS Licence holders, FA Licence holders and exempt insurance brokers. The 2023 Outsourcing Guidelines will come into effect on 11 December 2024 and replace the 2016 Outsourcing Guidelines. The 2023 Outsourcing Guidelines will contain the obligations in the 2016 Outsourcing Guidelines and introduce new changes and guidance to manage risks arising from outsourcing arrangements. These include (a) conducting periodic reviews to assess the service provider’s ability to perform its internal audit function satisfactorily and (b) allowing the MAS to require FIOBs to pre-notify the MAS of new material outsourcing arrangements if the MAS is not satisfied with FIOB’s observance of the 2023 Outsourcing Guidelines.

### *Personal data protection*

The PDPA 2012 is the primary legislation in Singapore governing the care, collection, disclosure and use of personal data. Organisations which collect, use or disclose personal data (as defined in the PDPA 2012) are required to comply with the obligations under the PDPA 2012 (save for the data portability obligation, which will take effect when the regulations are issued). iFAST Singapore has to comply with the obligations in the PDPA 2012, to the extent that it collects, uses or discloses personal data.

In addition, the MAS has also issued certain clarifications in relation to the AML/CFT obligations and PDPA obligations of financial institutions (which includes CMS Licence holders and FA Licence holders) in (in respect of CMS Licence holders) the SFA04-N02 and (in respect of FA Licence holders) the FAA-N06. These clarify that (a) financial institutions may continue to collect, disclose and use personal data without customer’s consent in the course of performing customer due diligence and (b) customers have access and correction rights under the PDPA 2012 in relation to all personal data and factual identification data that they have provided to the financial institutions. Factual identification data includes a customer’s unique identification information, such as his identity card number, birth certificate number and passport number, residential address, date of birth and nationality. Where there are errors to these data, customers may request that corrections be made.

### *Suspicious activities and incidents of fraud*

CMS Licence holders and FA Licence holders are required under the MAS Notice CMG-N01 on Reporting of Suspicious Activities and Incidents of Fraud and the MAS Notice FAA-N17 Reporting of Suspicious Activities and Incidents of Fraud respectively to lodge a form with the MAS within five working days after the discovery of any suspicious activities or incidents of fraud, where such activities and incidents are material to the safety, soundness or reputation of the CMS Licence holder or FA Licence holder, as the case may be, in addition to the filing of an STR or the lodging for police reports for fraud.

## **THE HK REGULATORY FRAMEWORK**

The SFC and HKIA are the main regulatory authorities which regulate and supervise the Group’s business and activities in HK. The Group’s principal business and activities in HK fall within the ambit of the SFO and the IO, and the respective subsidiary legislation issued thereunder. Apart from these, the HK Subsidiaries also have to comply with the applicable circulars, codes and guidelines issued by the SFC and the HKIA from time to time. Additionally, as iFAST Securities (HK) is a SEHK Participant, HKSCC Participant, China Connect Exchange Participant and China Connect Clearing Participant, it is also subject to the rules of the SEHK (the “**SEHK Rules**”).

The SFC's main function is to regulate HK's securities and futures markets, which includes setting and enforcing market regulations, investigating breaches of rules and market misconduct, licensing and supervising intermediaries that conduct activities under the SFC's regulatory responsibility, supervising market operators, including exchanges, clearing houses, share registrars and alternative trading platforms, and helping to enhance the market infrastructure. While the SFC has a statutory duty to supervise and monitor the SEHK's performance of its listing-related functions and responsibilities, the SEHK is the frontline regulator in relation to listing matters and overseeing listed companies' continuing obligations.

The HKIA's main function is to regulate and supervise the insurance industry for the promotion of the general stability of the insurance industry and for the protection of existing and potential policy holders, which includes supervising an authorised insurer's and a licensed insurance intermediary's compliance with the provisions of the IO, considering and proposing reforms of the law relating to insurance business, and promoting and encouraging the adoption of proper standards of conduct by licensed insurance intermediaries.

### **Supervisory, investigative and enforcement powers of the SFC**

The SFC uses a variety of methods to supervise licenced intermediaries, covering both prudential and business conduct, under the relevant laws and regulatory requirements. These methods include on-site reviews and off-site monitoring to ascertain and supervise the intermediaries' business conduct and compliance with relevant regulatory requirements and to assess and monitor the intermediaries' financial soundness, process applications for approval, waive or modify various requirements relevant to intermediaries and maintain communication with intermediaries and the industry on relevant policy and regulatory issues. The SFC is also empowered by the SFO to investigate and enquire into any suspected misconduct and breach of relevant laws or regulatory standard. The SFC may administer disciplinary measures and prosecute offenders who are found to be in breach of any misconduct under the SFO, and its powers include issuing fines or reprimands or revoking or suspending licences or registrations.

### **Supervisory, investigative and enforcement powers of the HKIA**

The HKIA uses a variety of methods to supervise licenced insurance brokers, covering both prudential and business conduct under the relevant laws and regulatory requirements. These methods include on-site reviews and off-site monitoring to review and ascertain whether the licensed insurance broker has satisfied at all times the financial and other requirements as specified in the Insurance (Financial and Other Requirements for Licensed Insurance Broker Companies) Rules (the "**Broker Rules**") and assess the level of compliance of the licenced insurance brokers and the compliance of their responsible officers and technical representatives with the relevant laws and regulatory requirements. The HKIA is empowered under the IO to investigate and impose a range of disciplinary actions on licensed insurance intermediaries, the responsible officer and the person concerned in the management of regulated activities. The HKIA's investigative powers include requiring a person to produce a record or document, providing an explanation in respect of a record or document, answering a question relating to the investigation, and the giving of any other assistance. The HKIA's enforcement powers include issuing a private or public reprimand, a financial penalty, suspending or revoking the licence or suspending or revoking of an approval to be a responsible officer.

### **Licence issued by the SFC (the "**SFO Licence**")**

iFAST Financial (HK) and iFAST GM (HK) hold the SFO Licence to carry out the following regulated activities under the SFO: dealing in securities, advising on securities and asset management (each term as defined in the SFO). iFAST Securities (HK) holds the SFO Licence to carry out the regulated activity of dealing in securities.

SFO Licence holders are not required to renew their licences but are required to pay the annual fees within one month after each anniversary date of their licences or registrations, pursuant to Section 138(2) of the SFO.

### *Code of Conduct*

The SFC has published the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”) which sets out the requirements that SFO Licence holders have to satisfy in order to ensure that such persons are considered fit and proper to remain licensed. The SFC Code is modelled based on certain principles developed and recognised by the International Organisation of Securities Commissions. Some of the general principles under the SFC Code include honesty and fairness, diligence, compliance and responsibility of senior management.

### *Data risk management*

The SFC published a circular on data risk management, which outlines the SFC’s expectations as to the standards of risk governance, controls and monitoring of SFO Licence holders in relation to their data risk management practices. The standards that are expected of SFO Licence holders include:

- (a) implementing a sound risk governance framework for the effective management of data risks and compliance with the applicable legal and regulatory requirements;
- (b) implementing appropriate controls and monitoring to mitigate data risks arising from poor data quality, unauthorised access to data, data leakage and the loss of sensitive data;
- (c) classifying data handled, based on the sensitivity of the data, and implementing commensurate protection measures; and
- (d) ensuring that sensitive data can only be accessed, used or modified by authorised persons.

### *Fit and proper requirement*

SFO Licence holders must continue to and at all times satisfy the fit and proper requirement. The Fit and Proper Guidelines issued by the SFC outlines the matters which the SFC will take into consideration in determining whether a person is fit and proper, which include:

- (a) financial status or solvency;
- (b) educational or other qualifications or experience having regard to the nature of the functions to be performed;
- (c) ability to carry on the regulated activity concerned competently, honestly and fairly;
- (d) reputation, character, reliability and financial integrity; and
- (e) any other matter that the SFC may consider relevant.

### *Notification requirements*

Under the SFO, SFO Licence holders are required to notify the SFC, within the prescribed timeframe, upon the occurrence of events such as:

- (a) ceasing to carry on any regulated activities under the SFO;
- (b) a change in the name or business address of the SFO Licence holder;
- (c) ceasing to act as a director of the SFO Licence holder and a change in the particulars of the director;
- (d) a change in the particulars of a substantial shareholder of the SFO Licence holder; and
- (e) a change in the share capital or shareholding structure.

### *Responsible officers*

SFO Licence holders are required under the SFO to have at least one responsible officer (as defined in the SFO) available at all times to supervise the SFO Licence holder's business of carrying on a regulated activity and it shall have at least two responsible officers, one of whom must be an executive director of the SFO Licence holder, in relation to the regulated activity that it is carrying out.

### *Submission of documents*

Under the SFO, SFO Licence holders are required to submit to the SFC, within the prescribed timeframe, documents such as:

- (a) audited accounts and other required documents;
- (b) monthly financial resources returns; and
- (c) annual returns.

### **Licensed Insurance Broker**

iFAST IB (HK) holds an insurance broker company licence under the IO (the "**IB Licence**") and is allowed to carry out insurance brokerage activities in HK.

The IB Licence is valid for 3 years or such other period as may be determined by the HKIA.

### *Code of Conduct*

The HKIA has published the Code of Conduct for Licensed Insurance Brokers setting out principles of conduct and the related standards and practices with which licensed insurance brokers are expected to comply with when carrying out regulated activities. The principles, standards and practices provide the minimum standards of professionalism which must be met by licensed insurance brokers while carrying out regulated activities.

### *Financial requirements*

IB Licence holders are required to comply with the requirements set out in the Broker Rules at all times. These requirements include:

- (a) maintaining a paid-up share capital of at least HK\$500,000;
- (b) maintaining net assets of at least HK\$500,000;
- (c) maintaining a professional indemnity insurance policy with a limit of the greater of:
  - (i) HK\$3,000,000; or
  - (ii) two times the aggregate amount of the IB Licence holder's income in the 12 consecutive months prior to the commencement date of the policy period of the professional indemnity insurance policy, up to a maximum of HK\$75,000,000;
- (d) providing financial statements to the HKIA which must contain:
  - (i) insurance brokerage income for the financial year distinguishing between general business and long-term business;
  - (ii) aggregate balances of cash held in client accounts as at the end of the financial year; and
  - (iii) insurance premiums payable as at the end of the financial year.

### *Fit and proper criteria*

IB Licence holders who are applying to renew their IB Licence and responsible officers, controllers, partners and directors of IB Licence holders are required to be fit and proper persons under the IO, to ensure that the IB Licence holders are competent, reliable, financially sound and have integrity.

The IO and the Guideline on “Fit and Proper” Criteria for Licensed Insurance Intermediaries under the IO (GL23) set out the criteria that the HKIA has to take into account and provides guidance on the criteria in determining whether a person is a fit and proper person. These matters include:

- (e) the education or other qualifications or experience of the person;
- (f) the person’s ability to carry on a regulated activity competently, honestly and fairly;
- (g) the reputation, character, reliability and integrity of the person;
- (h) the person’s financial status or solvency;
- (i) whether any disciplinary action has been taken against the person by the HK Monetary Authority, the SFC, the MPFA; or any other authority or regulatory organisation, whether in HK or elsewhere, which, in the HKIA’s opinion, performs a function similar to those of the HKIA; and
- (j) any other matter that the HKIA considers relevant in making the determination.

### *Notification requirements*

IB Licence holders are required under the SFO to notify the HKIA of any change in particulars of the name, business, address, telephone number or email address of the IB Licence holder within 14 days after the date on which the change takes place.

### **Mandatory Provident Fund (the “MPF”) Intermediary (the “MPFI”)**

iFAST Financial (HK), iFAST GM (HK) and iFAST IB (HK) are registered with Mandatory Provident Fund Authority (the “MPFA”) as a MPFI which enables them to engage in MPF sales and marketing activities, which include:

- (a) inviting or inducing, or attempting to invite or induce, another person to make specific decisions on managing his/her MPF; or
- (b) giving regulated advice (i.e. advice about making specific decisions on managing his/her MPF) to another person.

MPFIs are not required to renew their licences but are required to pay the annual fees prescribed by the MPFA within one month after the chargeable period (as defined in the Mandatory Provident Fund Schemes Ordinance (Cap. 485) (the “MPFSO”)).

### *Reporting requirements*

MPFIs are required to report any relevant change in writing to the MPFA within seven working days. Relevant changes include:

- (a) ceasing to carry on any regulated activities;
- (b) changes in the address or any contact details of the MPFI; and
- (c) the acquisition, suspension or cessation of Type A regulatee qualification (as defined in the MPFSO).



### *Standards of conduct*

MPFIs are required to comply with the minimum standards of conduct set out in the MPFSO and the Guidelines on Conduct Requirements for Registered Intermediaries issued by the MPFA which provide guidance on such standards of conduct. The minimum standards of conduct that the MPFIs must adhere to include:

- (a) acting honestly, fairly, in the best interests of the client, and with integrity;
- (b) exercising a level of care, skill and diligence that may reasonably be expected of a prudent person who is carrying on the regulated activity;
- (c) advising only on matters for which the MPFI is competent to advise;
- (d) disclosing necessary information to the client for the client to be sufficiently informed for the purpose of making any material decision; and
- (e) keeping prompt and proper accounts of client's assets.

### **SEHK Exchange Participant**

iFAST Securities (HK) is a SEHK Exchange Participant and is allowed to trade on or through the SEHK.

### *Continuing obligations*

SEHK Exchange Participants must comply with the following requirements at all times, as set out in the SEHK Rules:

- (a) be a holder of a Stock Exchange Trading Right (as defined in the SEHK Rules);
- (b) be a licenced corporation licenced to carry on Type 1 regulated activity (as defined in the SFO) under the SFO;
- (c) be a company limited by shares incorporated in HK;
- (d) be of good financial standing and integrity;
- (e) the financial resources requirements specified in the Securities and Futures (Financial Resources) Rules made by the SFC under the SFO and where applicable, the financial resources requirements made under Rule 408 of the SEHK Rules; and
- (f) comply with such other requirements as the SEHK may from time to time prescribe.

### **HKSCC Direct Clearing Participant**

iFAST Securities (HK) is a HKSCC Direct Clearing Participant and is allowed to participate in CCASS as a direct clearing participant and has the rights and obligations provided in the general rules of the HKSCC (the "**HKSCC Rules**").

HKSCC Direct Clearing Participants must comply with the following requirements under the HKSCC Rules at all times:

- (i) be a SEHK Exchange Participant;
- (ii) be a licensed corporation which is licensed to carry on Type 1 regulated activity under the SFO;
- (iii) pay to HKSCC its Basic Contribution and Dynamic Contribution (each term as defined in the HKSCC Rules) in accordance with the HKSCC Rules;
- (iv) the financial and accounting requirements as set out in the Operation Procedures (as defined in the HKSCC Rules);

- (v) maintain indemnity insurance in a form acceptable or as prescribed by HKSCC; and
- (vi) any other conditions imposed by the HKSCC from time to time.

#### *Responsible officers*

The SFC expects SEHK Exchange Participants to have at least two responsible officers available locally at all times to directly supervise its brokerage business, given the broad clientele coverage, the complexity of the business activities and the need to have day-to-day dealings and communications with the SEHK.

#### **China Connect Exchange Participant and China Connect Clearing Participant**

China Connect is a mutual market access program established by the SEHK, the Shanghai Stock Exchange, the Shenzhen Stock Exchange and the China Securities Depository and Clearing Corporation Limited, which allows investors in HK and China to directly trade and settle shares listed on the other market respectively.

iFAST Securities (HK), as a China Connect Exchange Participant, is allowed to use the China Connect Service to conduct trading through the China Connect Service for the account of its clients. In order to remain registered as a China Connect Exchange Participant, iFAST Securities (HK) must:

- (a) meet the relevant China Connect Exchange Participant Registration Criteria (as defined in the SEHK Rules);
- (b) be approved as a China Connect Exchange Participant, and such approval must not have been withdrawn by the Exchange; and
- (c) be approved as a China Connect Clearing Participant, and such approval must not have been withdrawn by HKSCC.

iFAST Securities (HK), as a China Connect Clearing Participant, is allowed to use China Connect Clearing Services (as defined in the HKSCC Rules) relating to the clearing and settlement of China Connect Securities Trades. In order to remain registered as a China Connect Clearing Participant, iFAST Securities (HK) must:

- (i) be a HKSCC Direct Clearing Participant;
- (ii) undertake to pay HKSCC such amount of Mainland Settlement Deposit, Mainland Security Deposit, Marks, Collateral and Mainland Clearing Risk Fund (each term as defined in the HKSCC Rules) as may be specified by HKSCC in the Operational Procedures; and
- (iii) meet all other relevant China Connect Clearing Participant Registration Criteria (as defined in the HKSCC).

#### **General Obligations**

##### *AML/CFT*

HK's primary regulation imposing anti-money laundering requirements on financial institutions and designated non-financial businesses and professions are set out in the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (the "**AMLO**"). The AMLO sets out the AML/CFT statutory requirements to be complied with, which includes customer due diligence and record-keeping obligations, and empowers the regulatory authorities (which includes the SFC) with supervisory and enforcement powers to ensure compliance with the AMLO.

The SFC issued the Guideline on Anti-Money Laundering and Counter-Terrorist Financing (for Licensed Corporations and SFC-licensed Virtual Asset Service Providers) (the “**AML Guidelines**”), which sets out the AML/CFT statutory and regulatory requirements that the corporations and virtual asset service providers licensed under the SFC and its associated entities have to comply with in order to meet the statutory requirements under the AMLO. The AML Guidelines also set out practical guidance to assist licensed corporations and SFC-licensed Virtual Asset Service Providers and their senior management to design and implement internal policies, procedures and controls to ensure that the statutory requirements are complied with.

#### *Personal data protection*

The Personal Data Protection Ordinance (the “**PDPO**”) is the primary regulation on personal data protection in HK for both the private and public sectors. The PDPO governs the use, collection, processing of personal data and requires any person or organisation collecting, holding, processing or using data to comply with the Data Protection Principles. In summary, the Data Protection Principles sets out the following: (a) it ensures that personal data is collected on a fully-informed basis and in a fair manner, with due consideration towards minimising the amount of personal data collected, (b) after personal data is collected, it should be processed in a secure manner and the data should be kept for no longer than necessary to fulfil the purposes of which it is collected for, (c) usage of the personal data should only be limited to or related to the original purpose for collection of the data, and (d) persons who provide personal data have the right to access and correct their data.

The Office of the Privacy Commissioner for Personal Data of HK has also published the Guidance on the Proper Handling of Customers’ Personal Data for the Insurance Industry which aims to assist insurers in complying with the relevant requirements under the PDPO in handling the collection, storage, use, security of and data access requests for customer’s personal data when undertaking insurance activities by setting out good practices that insurers should adopt.

## **THE MALAYSIA REGULATORY FRAMEWORK**

The SC, the BNM, and the BM are the main regulatory authorities that regulate and supervise the Group’s business and activities in Malaysia. The Group’s principal business and activities in Malaysia fall within the ambit of the CMSA, the FSA 2013, and the respective subsidiary legislation issued thereunder. Apart from these, the Malaysia Subsidiaries also have to comply with the applicable circulars, guidelines and practice notes and technical notes issued by the SC from time to time. As iFAST Capital Sdn Bhd is a Participating Organisation, BMSC Clearing Participant and Authorised Depository Agent, it also has to comply with the policy documents and notifications issued by the BNM from time to time and the rules issued by the BM (the “**BM Rules**”). In addition, as iFAST Capital Sdn Bhd is a registered Institutional Unit Trust Adviser (the “**IUTA**”) and Institutional Private Retirement Schemes Adviser (the “**IPRA**”) it is also required to comply with the FIMM consolidated rules (the “**FIMM Rules**”) and any circulars and guidance notes issued by the FIMM from time to time.

The SC is responsible for the regulation and development of Malaysia’s capital market. Its main functions include developing the overall capital market and its market segments, facilitating innovation and digital services through the capital market, creating avenues for a sustainable financing ecosystem, and ensuring proper conduct of all market participants through its supervisory, surveillance and enforcement work.

The BNM is the central bank of Malaysia, and its main responsibilities are to promote monetary and financial stability, develop the financial system infrastructure, promote financial inclusion and being a banker and adviser to the Malaysian Government. It also plays an active role in advising on macroeconomic policies and managing the public debt.

The BM is the frontline regulator of Malaysia’s capital market and has the responsibility of ensuring that the securities and derivatives traded through its facilities are done in a fair and orderly manner. BM’s objectives, in addition to its statutory duties, are investor protection, transparency, high standards of conduct and governance, market integrity and for relevant persons to participate in Malaysia’s market with confidence.

The FIMM is a self-regulatory organisation that regulates the marketing and distribution of the Unit Trust Schemes (the “**UTS**”) and the Private Retirement Schemes (the “**PRS**”). The FIMM’s role is to regulate, educate and safeguard the investment management industry and the increasingly sophisticated needs and interests of investors through the enhancement of the professional standards of the UTS consultants and the PRS consultants and maintenance of public confidence. As a self-regulatory organisation, the FIMM is empowered under the CMSA to issue the FIMM Rules.

### **Supervisory and enforcement powers of the SC**

The SC adopts a risk-focused supervisory approach over its capital market intermediaries. Efforts are directed towards ensuring that its intermediaries engage in proper conduct and are financially sound. The SC uses an array of tools which ranges from ongoing desktop reviews that leverage analytics from regulatory submissions, information gathered from ongoing monitoring, structured supervisory assessments on selected intermediaries that are determined based on assessed risks factors, thematic reviews on emerging risks, and for-cause assessments which are investigative in nature and originate from complaints received, referrals and supervisory concerns with regards to misconduct.

The SC has the power to administer a broad range of enforcement tools, which includes administrative sanctions, civil actions or criminal charges to address identified breaches of securities law, foster good conduct and lawful behaviour among capital market participants and credible deterrence. The enforcement strategy of SC is guided by the desired outcomes of the enforcement, which specifies the key considerations to determine the regulatory actions to be pursued. The SC also uses administrative sanctions and penalties to strengthen deterrence against market misconduct and breaches in securities law and pursue restitution as an enforcement tool to hold offenders liable for financial losses suffered by victims.

### **Intervention, investigation and enforcement powers of the BNM**

The BNM is empowered with vast powers to intervene and ensure sound risk management and good governance policies. The BNM’s intervention powers under the FSA 2013 include the ability to remove directors and senior officers, reduce the share capital of institutions, order share transfers or share issues to take place and assume control of an institution in certain circumstances.

The BNM’s investigative powers include the ability to obtain a warrant to search the premises and seize any property which is necessary to the investigation and examine any person that is suspected of committing an offence under the FSA 2013. The BNM’s enforcement powers include administrative, civil and criminal actions, such as the ability to impose financial penalties and to take civil action to seek compensation.

### **Supervisory and enforcement powers of the BM**

The BM supervises the business conduct of Participating Organisations and Trading Participants (the “**Brokers**”) and their representatives closely to ensure a secure, fair and orderly trading environment through effective monitoring and supervision, adequate protection of investors who engage the services of the Brokers for trading, and effectively monitor the activities of Brokers to ensure that Brokers are providing secure and trusted services to investors.

The BM may impose penalties which include the following:

- (a) private or public reprimand;
- (b) fines;
- (c) remedial actions (e.g. mandatory training, limited review of financial statements);
- (d) suspension; or
- (e) de-listing (against listed issuers) or striking off/termination of participation.

The BM takes into account various factors in determining the appropriate actions/penalties to be imposed for a breach of the BM Rules, which include:

- (i) nature and impact of the breach;
- (ii) disciplinary history/antecedent character and background as well as conduct of the defaulting party;
- (iii) circumstances and manner under which the breach was committed;
- (iv) mitigating and aggravating factors; and
- (v) public interest/deterrent element of the proposed penalty.

Accordingly, the enforcement proceedings and the actions/penalties imposed may vary even for the same/similar breach by different parties, as this is dependent on BM's assessment of facts and circumstances of each case, taking into consideration the above factors.

In addition, BM may also consult the SC in enforcement matters to ensure effective regulation of the capital market. This is particularly relevant when there is a contravention of both the BM Rules and the relevant law under the purview of the SC. In such circumstances, BM will consult the SC as to the appropriateness of the enforcement action by BM.

#### **Powers of FIMM**

The FIMM is vested with the following powers under FIMM Rules and includes, but is not limited to:

- (a) enforcing the FIMM Rules, and amending, repealing, substituting, modifying or waiving any provision in the FIMM Rules;
- (b) issuing directives for the purposes of or in connection with any of the FIMM Rules;
- (c) approving or rejecting any application for registration with FIMM; and
- (d) suspending or revoking the registration of any distributor or consultant under the FIMM Rules.

#### **Capital Market Services Licence**

iFAST Capital holds a Capital Market Services Licence (the "**CMSL**") to carry out the following regulated activities under the CMSA: dealing in securities, fund management in relation to portfolio management, dealing in private retirement schemes, investment advice and financial planning.

#### *Approvals from the SC*

CMSL holders are required to obtain prior approval from the SC under the licensing handbook issued by the SC (the "**Licensing Handbook**") in relation to the occurrence of events such as:

- (a) establishing a new business or acquiring shares or interest in or outside Malaysia in relation to capital market-based activities;
- (b) a change in the direct or indirect shareholding of the CMSL holder which will result in the change in its controller (as defined in the CMSA);
- (c) the appointment of the licensed director, chief executive, head of regulated activity, head of operations, head of compliance and compliance officer of the CMSL holder; and
- (d) a change in the name of the CMSL holder.

### *Conduct requirements*

The SC issued the Guidelines on Conduct for Capital Market Intermediaries (the “**Guidelines on CMI Conduct**”), which applies to CMSL holders, to promote good business conduct and good corporate culture within all capital market intermediaries that is centred upon the fair treatment of clients and to foster trust in capital market intermediaries. The guidelines set out the minimum standards of conduct that CMSL holders and its representatives must comply with when carrying on capital market related services (as defined in the Guidelines on CMI Conduct). The guidelines state that CMSL holders and their representatives must carry on any capital market related service with honesty and fairness, with care, skill and diligence, by managing or mitigating any actual or potential conflicts of interest that may affect its clients’ interest, with proper safeguards in place to protect clients’ assets and information, and in a manner which promotes open and effective communication with clients and regulators at all times.

### *Financial requirements*

CMSL holders are required to maintain the minimum financial requirements thresholds set out in Table 1 of the Licensing Handbook. A CMSL holder carrying on more than one regulated activity will be subject to the highest minimum financial requirements.

In the event that the CMSL holder is unable to meet the minimum financial requirement applicable to it, it must cease to carry on the regulated activity without the written consent of the SC and must notify the SC immediately of a potential or actual breach of the minimum financial requirement applicable to it and the corrective measures intended to be taken.

### *Fit and proper*

CMSL holders must remain fit and proper at all times as set out in Sections 64 and 65 of the CMSA. In determining whether a CMSL holder is fit and proper, the following matters are considered:

- (a) organisational requirements;
- (b) shareholding composition;
- (c) adequacy of financial resources; and
- (d) competency of the CMSL holder’s representatives.

### *Notification requirements*

CMSL holders are required to notify the SC under the Licensing Handbook, within the specified timeframe, upon the occurrence of events such as:

- (a) establishment of a new business or acquiring shares or interests in or outside Malaysia in relation to non-capital market-based activities;
- (b) disposal of a business or shares / interests in or outside Malaysia;
- (c) appointment of a director of the CMSL holder;
- (d) a change in the address of the CMSL holder; and
- (e) cessation from office of the director, chief executive, key management, compliance officer, responsible person or company secretary of the CMSL holder.

### *Requirements for key management personnel*

All key management personnel of the CMSL holder must be fit and proper, possess relevant and adequate experience in carrying out their respective functions and must have the relevant qualifications and experience set out below:

- (a) a licensed director is required to have a minimum of 10 years of experience, must hold a Capital Markets Services Representative’s Licence and is expected to pass the relevant modules in Table 3 of the Licensing Handbook;



- (b) the head of regulated activity is required to have a minimum of 8 years of experience and must hold a CMSL (as defined in the Licensing Handbook); and
- (c) the head of operations, head of compliance and compliance officer must have the minimum qualification in Table 4 of the Licensing Handbook and pass the relevant modules in Table 5 of the Licensing Handbook.

#### *Submission of documents*

While CMSL holders do not have to renew their licence, they are required to submit an anniversary reporting for authorisation of activity to the SC within seven business days before or on the anniversary date of their CMSL and the annual licence fee payable.

In addition, a CMSL holder is also required to submit a fit and proper compliance report semi-annually on the fit and proper standing of its licence representatives whose anniversary date fall due within the reporting period.

#### **Approved Financial Adviser (the “Approved FA”)**

iFAST Capital is approved by the BNM to carry on the following financial advisory business (as defined in the FSA 2013) in Malaysia under the FSA 2013: analysing the financial planning needs of a person relating to an insurance product, recommending an appropriate insurance product to a person, sourcing an insurance product from a licensed insurer for a person and arranging of a contract in respect of an insurance product for a person. Accordingly, iFAST Capital is an Approved FA.

#### *Board of directors*

Approved FAs must appoint at least two directors, one of whom must be its appointed financial adviser’s representative (the “**FA Representative**”). The director must not be disqualified under Section 59(1) of the FSA 2013 or Section 68(1) of the Islamic Financial Services Act 2013. The director must also have been assessed by the Approved FA to have complied with the policy document on Fit and Proper Criteria for Approved Person.

The board of directors is responsible, under the FSA 2013 and the policy document on Prudent and Professional Conduct by Financial Advisers issued by the BNM (the “**BNM Conduct Document**”), for the following:

- (a) establishing a board charter that sets out the mandate, responsibilities and procedures of the board that is commensurate with the size and risk of the Approved FA’s business, including the matters reserved for the board’s decision;
- (b) promoting the sustainable growth and financial soundness of the Approved FA and for ensuring reasonable standards of fair dealing, without undue influence from any party; and
- (c) any other responsibilities set out in the FSA or relevant policy documents.

#### *Business conduct requirements*

Approved FAs are required under the FSA 2013 and the BNM Conduct Document to provide suitable product options to meet customers’ needs from at least three (3) different licensed insurers or licensed takaful operators for each class of insurance or takaful business. Approved FAs are prohibited from recommending the purchase of any other insurance or takaful product for the sole purpose of securing a sale.

Approved FAs are also required to obtain prior written approval from the BNM to use the words “independent financial adviser”.

#### *Financial requirements*

Under the FSA 2013 and the BNM Conduct Document, Approved FAs are required at all times to maintain a minimum capital fund of RM50,000.

#### *Notification requirements*

Under the FSA 2013, FA holders must notify the BNM within the timeframe prescribed in the BNM Conduct Document upon the occurrence of events such as:

- (a) the establishment or relocation of an office;
- (b) the appointment, re-appointment, election or re-election of the chairman, director, chief executive officer or FA Representative;
- (c) the cessation from office of the chairman, director, chief executive officer, senior officer or FA Representative, as the case may be, including the reason for such cessation;
- (d) the appointment or reappointment of an auditor; and
- (e) the cessation of appointment of the auditor, including the reason of such cessation.

#### *Professional indemnity insurance*

Under the FSA 2013 and the BNM Conduct Document, Approved FAs are required at all times to maintain a professional indemnity insurance or takaful cover with a minimum limit of indemnity of at least RM200,000 net of deductibles for any one claim at all times.

#### *Publication of financial statements*

Under the FSA 2013, Approved FAs are required to make their latest audited financial statements available at no cost for access and inspection by the public at every branch of the Approved FA in Malaysia or on the Approved FA's website.

#### **IUTA and IPRA with the FIMM**

iFAST Capital is registered with the FIMM as an IUTA and IPRA and is allowed to carry out the regulated activity of (in relation to the IUTA) dealing in securities or dealing in securities restricted to unit trust schemes and (in relation to the IPRA) dealing in private retirement schemes.

#### *Fit and proper criteria*

Under the FIMM Rules, the IUTAs and the IPRA's must fulfil the fit and proper criteria set out in the FIMM Rules at all times. The FIMM will consider the following criteria to determine whether a person is fit and proper:

- (a) honesty, integrity and reputation;
- (b) competence and capability; and
- (c) financial soundness and solvency.

#### *Licences*

The IUTAs and IPRA's are required under the FIMM Rules to maintain its CMSL to carry out the regulated activity of (a) dealing in securities or dealing in securities restricted to UTS or (b) dealing in PRS respectively.

#### *Notification requirements*

The IUTAs and IPRA's are required under the FIMM Rules to notify the FIMM, within the specified timeframe, upon the occurrence of events such as:

- (a) change of authorised representatives, corporate information and other relevant details;
- (b) mergers or acquisitions involving the IUTA or the IPRA, including the relevant particulars;
- (c) termination or variation of a distribution arrangement;

- (d) cessation of the IUTA's or the IPRA's operations.

#### *Post-registration requirements*

Under the FIMM Rules, the IUTAs and the IPRA's are required to comply with the post-registration requirements set out in the appendices to the FIMM Rules, which include requirements relating to distribution arrangements, distributions points, consultants and agency units.

In addition, IUTAs and IPRA's are required to conduct an annual compliance review, which can be carried out by an internal auditor or an external auditor, to ensure compliance with the scope relating to marketing and distribution of Schemes (as defined in the FIMM Rules). The annual compliance review must be carried out at the beginning of every calendar year, covering the period from 1 January to 31 December, and the completed review must be submitted to the FIMM on or before 31 March of the current year.

#### *Submission requirements*

Under the FIMM Rules, the IUTAs and the IPRA's are required to submit certain reports and documents in the manner specified by the FIMM and within the specified timeframe, which include:

- (a) complaints received from investors and general public;
- (b) AUM (as defined in the FIMM Rules) of Schemes as at 31 December and total gross sales of Schemes for the year ended 31 December;
- (c) list of Consultants (as defined in the FIMM Rules) and their CPD points (as defined in the FIMM Rules) obtained; and
- (d) complaints that may adversely affect interest of an investor or reputation of the Industry (as defined in the FIMM Rules).

#### **Participating Organisation of the BM**

iFAST Capital is admitted as a Participating Organisation of the BM and is allowed to carry on the business of trading in securities on the BM's stock market.

#### *Continuing obligations*

Participating Organisations are required to satisfy the following criteria at all times under the BM Rules:

- (a) be a company incorporated in Malaysia, and if the company has a constitution which states the objects of the company, having as of the objects as, the carrying on of the business of dealing in securities;
- (b) hold a valid CMSL for dealing in securities;
- (c) satisfy all the financial requirements set out in Chapter 13 of the BM Rules;
- (d) have facilities and personnel adequate for the expeditious and orderly carrying on of the business of trading in securities on BM's stock market;
- (e) register all the Participating Organisation's Registered Persons (as defined in the BM Rules);
- (f) ensure that their constitution, if any, complies with or is consistent with the BM Rules or the Directives (as defined in the BM Rules); and
- (g) comply with the provisions of the rules of the Bursa Malaysia Securities Clearing Sdn Bhd. (the "**BMSC**") and Central Depository (as defined in the BM Rules).

### *Notification requirements*

Participating Organisations are required to notify the BM under the BM Rules upon the occurrence of events, within the specified timeframe, which include:

- (a) any change to the Participating Organisation's registered address; and
- (b) any change to its name as registered by the BM.

### *Prior approval from BM*

Participating Organisations must obtain the BM's prior written approval upon the occurrence of the following events under the BM Rules, within the specified timeframe, which include:

- (a) going into voluntary liquidation;
- (b) applying for any order under Section 366 of the Companies Act 2016 of Malaysia; or
- (c) any change of the business address of a Participating Organisation's principal office.

### **BMSC Clearing Participant**

iFAST Capital is also a BMSC Clearing Participant, which allows it to clear and settle transactions through the BMSC.

### *Compliance*

BMSC Clearing Participants are required under the rules of the BMSC (the "**BMSC Rules**") to:

- (a) comply and/or ensure compliance with the BMSC Rules and directives imposed by the BMSC;
- (b) submit monthly returns, which are based on the accounting records of the BMSC Clearing Participant prepared on generally accepted accounting principles, to in such form as may be prescribed by BMSC from time to time within one calendar month of the last Market Day (as defined in the BMSC Rules) of each month of year;
- (c) submit a certified copy of its audited accounts to BMSC within three months after the close of each financial year; and
- (d) lodge with BMSC any other statement or report lodged with the SC or BM at the time of its lodgement with the SC or BM, as the case may be.

### *Continuing obligations*

BMSC Clearing Participants are required to satisfy the BMSC that they are suitable to carry out the functions and operations as BMSC Clearing Participants at all times under the BMSC Rules. To determine the suitability of the BMSC Clearing Participant, the BMSC may take into account the following considerations as in its absolute discretion it sees fit including, but not limited to:

- (a) financial integrity;
- (b) absence of convictions or civil liabilities;
- (c) competence;
- (d) good reputation and character;
- (e) efficiency and honesty;
- (f) scope of authorisation under any laws of Malaysia, or by a regulatory authority in Malaysia;

- (g) operational capability, including adequately trained personnel, data processing capacity and suitable premises; and
- (h) minimum financial requirement as may be prescribed by the BMSC.

#### *Notification requirements*

BMSC Clearing Participants are required to notify the BMSC under the BMSC Rules, upon the occurrence of events, which include:

- (a) changes in the details supplied to the BMSC at the time of their application for admission as a BMSC Clearing Participant or any time thereafter;
- (b) becoming aware of any restriction imposed upon it by any regulatory authority to which they are subject or by any government authority, department or other government body, the courts or tribunals, or any competent authority which may affect their participation in any of the services or facilities or operations of the BMSC; and
- (c) becoming aware of the presentation of any petition for their bankruptcy or winding-up or of any bankruptcy or winding-up order made against them, the convening of any meeting to consider the voluntary winding-up or the passing of such a resolution, the appointment or purported appointment of a receiver or manager in respect of any of their assets, any changes in their financial condition which may lead to their inability to meet any of their obligations to the BMSC or to their winding-up, bankruptcy, or the appointment of a receiver or manager in respect of any of their property, or any other changes in their circumstances which may affect or is material to their participation in any of the services or facilities of the BMSC.

#### **Authorised Depository Agent**

iFAST Capital is an Authorised Depository Agent with the Bursa Malaysia Depository Sdn Bhd (the “**BMD**”) which is required to carry out the duties and obligations set out in Part II of the rules of the BMD (the “**BMD Rules**”).

#### *Compliance*

An Authorised Depository Agent is required under the BMD Rules to comply with the BMD Rules and (if the Authorised Depository Agent is also a Participating Organisation and/or a BMSC Clearing Participant), comply with the BM Rules and/or the BMSC Rules respectively in such capacity.

#### *Continuing obligations*

In order to remain an Authorised Depository Agent, it must:

- (a) (in relation to an Authorised Depository Agent who is also a Participating Organisation) maintain a minimum paid-up capital and shareholders’ funds unimpaired by losses as prescribed by the BM Rules;
- (b) maintain an adequate number of personnel with the experience and skill to perform the functions of an authorised depository agent;
- (c) maintain adequate systems and facilities for the provision of the services and performance of the duties and obligations required as an Authorised Depository Agent; and
- (d) not be subject to any qualified audit opinion in a statutory audit, legal or administrative proceedings which might adversely affect its financial or business condition or its ability to comply with any requirements in the BMD Rules.

#### *Inspection*

Authorised Depository Agents must give the BMD all information, documents, books and records that the BMD requests for, allow BMD to take copies and extracts of such documents, books and records, and give BMD access to the relevant premises, including its terminals and other computer peripherals situated at the Authorised Depository Agent’s premises, for BMD to conduct an inspection.

## **General Obligations**

### *AML/CFT*

The Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (the “**AMLA**”) is the key regulation governing AML/CFT in Malaysia. The AMLA imposes reporting obligations on regulated persons under the AMLA to prevent or mitigate money laundering and terrorism financing, in alignment with international standards imposed by the Financial Action Task Force (the “**FATF**”).

Regulated persons under the AMLA include banks, financial advisers and insurers. Reporting obligations that regulated persons have to comply with include conducting customer due diligence, keeping records of transactions, adopting and implementing internal policies and controls and reporting suspicious transactions.

### *Personal data protection*

Protection of personal data in Malaysia is governed primarily by the Personal Data Protection Act 2010 (the “**PDPA 2010**”). The PDPA 2010’s objective is to protect the privacy of individuals for commercial transactions by requiring any person who processes or has control over the processing of personal data (referred to as “**data user**”) to comply with certain obligations and the conferment of certain rights to data subjects (as defined in the PDPA 2010) in relation to their personal data. The PDPA 2010 applies to any person or data user who processes or has control over an individual’s personal data and applies to the Malaysia Subsidiaries, to the extent that that such subsidiaries processes or has control over an individual’s personal data.

In order for a data user to process personal data, it has to comply with the seven data principles set out in the PDPA 2010, namely, the general principle, the notice and choice principle, the disclosure principle, the security principle, the retention principle, the data integrity principle and the access principle.

## **THE CHINA REGULATORY FRAMEWORK**

The CSRC is the main regulatory authority of the Group’s business and activities in China. The Group’s business and activities in China fall within the ambit of the Fund Law, which sets a framework for the operation of fund managers and funds, and the relevant investment activities falls within the ambit of the Securities Law and other relevant laws and regulations.

The CSRC is a ministerial-level public institution directly under the supervision of the State Council of China, which oversees and administers China’s securities and futures market, maintains the order of the securities and futures market, and ensures the lawful operation of the securities and futures market according to the relevant laws and regulations and the authorisation of the State Council of China. The AMAC was established as a self-regulation organisation of the asset management industry, which is subject to the instruction, supervision and administration of CSRC and the Ministry of Civil Affairs of China.

### **Investigative and enforcement powers of the CSRC**

The CSRC is empowered with broad investigative powers and administration powers over regulated entities and third parties under the laws and regulations under its purview. This includes investigating any misconduct and imposing financial penalties and prohibition orders, on both regulated entities and persons who are in breach of such laws and regulations. The CSRC has, in recent years, also taken a more vigorous approach to enforcement, which includes imposing more severe penalties and bars on different types of participants.

### **Funds distributor qualification and associate member of AMAC**

Only two types of institutions can engage in private fund raising in China under the AMAC’s Measures for the Administration of Private Investment Fund Raising Behaviour (the “**Fundraising Institutions**”), one of which includes being a funds distributor licensed with the CSRC and a member of the AMAC to distribute all funds in the market.

As iFAST Financial China is a funds distributor licensed with the CSRC and a member of the AMAC to distribute all funds in the market, iFAST Financial China is allowed to engage in private fund raising in China and is therefore a Fundraising Institution.



### *Conduct Requirements*

Fundraising Institutions are required to abide by the Notice of the Asset Management Association of China on Issuing the Measures for the Administration of the Fundraising of Privately Offered Investment Funds issued by the CSRC in 2016 (the “**AMAC Notice 2016**”). The AMAC Notice 2016 sets out the expected conduct of Fundraising Institutions, which includes acting with honesty and integrity, exercising due diligence and care, preventing conflicts of interest and complying with the relevant disclosure obligations. Fundraising Institutions and their representatives are also prohibited from engaging in certain behaviours when marketing private equity funds under Article 24 of the AMAC Notice 2016, such as promising that investors will not suffer losses or guaranteeing a minimum return on their investment.

### **Registered Private Fund Manager (the “PFM”) with AMAC**

iFAST IM China is registered as a PFM with the AMAC, which allows it to raise private investment funds and provide investment advisory services to asset management products as a third party.

### *Continuing obligations*

In order to continue to be registered with the AMAC as a PFM, a company must satisfy the requirements prescribed in Article 8 of the Announcement of the Asset Management Association of China on Issuing the Measures for the Registration and Recordation of Private Investment Funds (2023 Revision) (the “**AMAC Measures 2023**”) at all times, which include, but is not limited to:

- (a) a minimum paid-in capital of not less than 10 million yuan or an equivalent value in a freely convertible currency;
- (b) a clear and stable investment structure, with its shareholders, partners and actual controllers having good credit records, and its controlling shareholders, actual controllers and general partners having relevant experience; and
- (c) complete internal governance structure, and perfect risk control compliance system and interest conflict prevention mechanism.

### *Requirements for foreign-invested PFMs*

As iFAST IM China is a foreign-invested PFM, it must also comply, at all times, with the requirements under Article 14 of the AMAC Measures 2023 in order to remain registered as a PFM with AMAC. These requirements include:

- (a) compliance with the regulations of China’s foreign exchange administrative authority in the use of capital and use of the RMB funds exchanged from foreign currencies; and
- (b) foreign shareholder(s) and actual controller of foreign-invested PFMs to be financial institution(s) approved or recognised by the financial regulatory authority of the country or region of its domicile, and the securities regulatory authority of the country or region where such foreign shareholder(s) or actual controller is incorporated should have entered into a memorandum of understanding on the cooperation in securities regulation with CSRC or other organisations recognised by CSRC.

### **Qualified Domestic Limited Partnership (“QDLP”) Pilot Manager of SMFRB**

iFAST IM China is a QDLP Pilot Manager of the SMFRB, which allows it to raise money from high-net worth individuals and institutional investors in China for the purposes of investment in overseas products.

### *Continuing obligations*

The duties, obligations and requirements to be adhered to by QDLP Pilot Managers are set out in the Implementation Measures for the Shanghai’s Pilot Program for Qualified Domestic Limited Partners (2016). QDLP Pilot Managers are also required to carry out fundraising activities in accordance with relevant national regulations in China and adhere to existing laws, regulations and relevant national policies of China.

## **General Obligations**

### *AML*

The CSRC published the Measures of the Anti-Money Laundering Work in Securities and Futures Sectors (the “**AML Measures**”), which aims to prevent the risk of money laundering or financing for terrorist purposes in the securities and futures sector. The AML Measures set out certain responsibilities of institutions in the securities and futures sector which engage in sales of funds as part of their business operations. In addition, such institutions are required to establish enhanced internal control systems to prevent money laundering.

### *Network and information security management*

The CSRC issued the Administrative Measures for Network and Information Security in the Securities and Futures Industry which takes effect from 1 May 2023 (the “**IS Measures**”) and applies to all entities in the securities and futures industry. The IS Measures set forth regulatory requirements for network and information security management. The IS Measures also highlight, amongst others, network and information security operation, protection of investors’ personal information, emergency response to network and information security, security protection of key information infrastructures, promotion and development of network and information security, supervision and administration, and legal responsibilities.

### *Investor suitability management*

Providers who offer securities and futures products or services to investors are required to comply with the Measures for the Suitability Management of Securities and Futures Investors (the “**Investor Suitability Measures**”). In the course of selling products or providing services, such providers are required under the Investor Suitability Measures to perform their duties diligently and in a prudential manner. This includes:

- (a) obtaining comprehensive information on investors, such as understanding the financial status, investment experience, investment goals, risk preference and tolerable loss of each investor;
- (b) conducting a thorough investigation and analysis of the relevant product or service and evaluating and classifying the different levels of risk for the product or service;
- (c) offering its opinion on suitable products and services to the appropriate investor, based on factors such as matching the level of risk of the relevant product or service and the risk tolerance capacity of the investor; and
- (d) selling or providing suitable products or services to investors.

## **THE UK REGULATORY FRAMEWORK**

In the UK, the Group is subject to prudential regulation and supervision by the BoE through the PRA, while the Group’s conduct is also regulated by the FCA. The Group’s business and activities in the UK fall within the ambit of the Banking Act 2009 (the “**Banking Act**”), the Financial Services Act 2012 (the “**FSA 2012**”) and The Financial Services and Markets Act 2000 (the “**FSMA 2000**”), and the respective subsidiary legislation issued thereunder. In addition to these, the UK Subsidiaries also have to comply with the applicable FCA and PRA regulations and publications issued from time to time.

The FCA regulates the conduct of all businesses in the UK authorised under the FSMA 2000, and is responsible for the prudential regulation of firms which are not regulated by the PRA. The FCA’s three main objectives are to (a) protect consumers from bad conduct, (b) protect the integrity of the UK financial system, and (c) promote effective competition in the interests of consumers under the FSMA 2000. The FCA has three main areas of responsibility: (i) conduct of business supervision of banks, insurers and major investment firms, (ii) conduct of business and market supervision of all regulated firms not falling within the remit of the PRA, and (iii) enforcement. The FCA sets rules and issues guidance and standards for regulated businesses to comply with and is responsible for authorising or registering financial firms and individuals. Additionally, the FCA places significant emphasis on combatting financial crime. To achieve this, it mandates that financial institutions establish robust systems and controls to manage money laundering risk effectively.

Financial institutions, including banks, building societies, credit unions, insurers and major investment firms, in addition to being regulated by the FCA, are also subject to prudential regulation by the PRA (the “**PRA-authorised persons**”). The PRA’s general objective is to promote the safety and soundness of PRA-authorised persons, which includes methods such as seeking to ensure that the business of PRA-authorised persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system and minimising the adverse effect that the failure of a PRA-authorised person could be expected to have on the stability of the UK financial system under the FSMA 2000. The PRA, through regulation, sets out rules, develops standards and policies which it requires and expects of financial firms to comply with and monitors their compliance with such rules and requirements. The PRA is also responsible for assessing whether PRA-authorised persons meet the statutory requirements, which include maintaining appropriate capital and liquidity and having suitable management, and the risks that PRA-authorised persons may pose to financial stability.

## **Brexit**

The EU and the UK entered into an EU-UK Trade and Cooperation Agreement (the “**EU-UK Agreement**”) on 30 December 2020 which sets out the arrangements in areas such as trade in goods and in services, digital trade, intellectual property, public procurement, aviation and road transport, energy, fisheries, social security coordination, law enforcement and judicial cooperation in criminal matters, thematic cooperation and participation in EU programmes, but it did not cover financial services (save for a provision on international standards). As such, UK financial services firms doing businesses in EU can no longer use the European Single Market and offer their services cross-border based on the European Passport. However, the EU and the UK made a Joint Declaration on Financial Services Regulatory Cooperation on 24 December 2020, where both parties announced an intention to establish a structured regulatory cooperation on financial services, with the aim of establishing a durable and stable relationship between autonomous jurisdictions, and their shared commitment to preserve financial stability, market integrity and the protection of investors and consumers.

On 27 June 2023, the EU and UK signed a memorandum of understanding establishing a framework for financial services regulatory cooperation between the EU and the UK (the “**MOU**”). The memorandum of understanding established a Joint EU-UK Financial Regulatory Forum (the “**Forum**”) which will serve as a platform to facilitate structured dialogue on issues relating to financial services. The first meeting of the Forum between the EU, UK and Northern Ireland took place on 19 October 2023, discussing topics such as the organisational aspects and practical arrangements for the future of regulatory cooperation under the MOU and areas such as banking, insurance, digital finance and sustainable finance. The second meeting of the Forum is expected to take place on 22 May 2024.

## **Investigative and enforcement powers of the FCA and the PRA**

The FCA and the PRA have a wide range of investigative powers under the FSMA 2000. These include powers to (a) request for information and documents, (b) apply for a warrant to enter premises to search and seize documents which are related to an investigation, (c) if it appears to the FCA or PRA that there is a good reason to do so, appoint person(s) to conduct an investigation on the FCA’s or the PRA’s behalf.

The FCA has an extensive range of disciplinary, criminal and civil powers, under the FSMA 2000, to act against regulated and non-regulated firms and individuals who are failing or have failed to meet the requirements and standards of the FCA. These include withdrawing a firm’s authorisation, suspending a firm for up to 12 months from undertaking specific regulated activities, suspending an individual for up to two years from undertaking specific controlled functions, censuring of firms and individuals through public statements, imposing financial penalties, applications to court to freeze assets, seeking restitution orders and prosecuting firms and individuals who undertake regulated activities without authorisation.

On 30 January 2024, the BoE, together with the PRA, published Policy Statement PS1/24 (the “**PS1/24**”), which clarified and consolidated the BoE’s enforcement approach, which includes amendments to the PRA’s enforcement approach. The PS1/24 introduced the Early Account Scheme (the “**EAS**”), which compels the subject of an investigation to produce a document providing a detailed factual account of the matters under investigation which is supported by relevant evidence (the “**Account**”). Those that participate in the EAS and provide the Account may be entitled to an enhanced settlement discount of up to 50%, which is a 20% premium on the current settlement discount scheme, to incentivise the use of the

EAS and early admissions of breaches. Under the PS1/24, the PRA has also introduced a starting point matrix in relation to the calculation of fines for firms, which references the firm's impact categorisation and the seriousness of the breach. The PRA also updated the methodology for calculating penalties for individuals, such that the starting point will be determined by the individual's relevant income during the duration of the breach.

### **Resolution framework**

The BoE is granted substantial powers as part of a special resolution regime. The BoE, as the UK's resolution authority, is empowered to implement various resolution measures and stabilisation options with respect to UK banks in circumstances where the BoE is satisfied that the relevant resolution conditions are met. These conditions include the UK bank failing or being likely to fail and it is not reasonably likely that action will be taken that will result in the UK bank recovering. The BoE's powers allow it to take action before a UK bank is insolvent, if necessary, to minimise any wider consequences of its failure for financial stability and ensure confidence in the financial system.

The stabilisation options serve the purpose of addressing the situation where all or part of the business of a UK Bank has encountered, or is likely to encounter, financial difficulties, and would give rise to wider public interest concerns. Further, to ensure that public funds are not put at risk, shareholders must bear first losses, followed by creditors in accordance with the priority of their claims in insolvency when the BoE exercises any of its stabilisation powers.

The BoE has the power to exercise the following stabilisation options to resolve a failing UK bank:

- (f) transfer of all or part of the business or shares of the UK bank to a private sector purchaser;
- (g) transfer of all or part of the business of the UK bank to a 'bridge bank' established by the BoE;
- (h) transfer to an asset management vehicle wholly or partly owned by HMT or the BoE;
- (i) bail-in powers; and
- (j) temporary public ownership.

The BoE also has additional powers to ensure that its exercise of the stabilisation option will not trigger contractual early termination rights or other events of default. These powers enable the BoE to modify the contractual rights of counterparties and investors which includes a temporary stay on the rights of creditors to terminate an agreement early, suspend payment and delivery obligations temporarily, accelerate or close out contracts, or suspend the right of a secured creditor (other than an excluded person) to enforce any security interest over the assets of the UK bank. HMT may also amend the law for the purpose of enabling it to use its powers under this regime effectively, potentially with retrospective effect.

In addition, the Banking Act requires the BoE to effect a mandatory cancellation, transfer or dilution of a UK bank's Common Equity Tier 1 ("**CET1**") instruments and, to the extent necessary to achieve the special resolution objectives, the write-down or conversion of the firm's Additional Tier 1 ("**AT1**") instruments and potentially Tier 2 instruments, in circumstances where it has been determined that the UK bank has reached the point of non-viability.

### **Prudential Regulation**

#### *Capital Requirements*

The UK Capital Requirements Directive (the "**CRD**") contains the core prudential requirements for UK banks and sets out minimum capital requirements for UK banks. The UK CRD requires UK banks to hold a minimum amount of total capital of 8% of risk-weighted assets ("**RWAs**"), a minimum amount of Tier 1 capital of 6% of RWAs and a minimum amount of CET1 capital of 4.5% of RWAs (the "**Pillar 1 requirements**").

In addition, the UK CRD requires that several capital buffers are met with CET1 capital. These include (i) the capital conservation buffer, (ii) the countercyclical capital buffer (the “**CCyB**”), (iii) the global systemically important institutions buffer or other systemically important institutions buffer and (iv) the systemic risk buffer (the “**combined buffer**”). iFAST Global Bank is subject to the capital conservation buffer and CCyB.

The capital conservation buffer is set at 2.5% of RWAs and needs to be met with an additional amount of CET1 capital. The aim of the capital conservation buffer is to ensure that banks have an additional layer of usable capital that can be drawn down when losses are incurred. The CCyB is used as a key macroprudential policy tool to protect the banking sector from periods of excess aggregate credit growth that have often been associated with the buildup of system-wide risk. The Financial Policy Committee’s (the “**FPC**”) strategy in determining the UK’s CCyB includes taking into account the following:

- (a) ensuring that the UK banking system is better able to absorb shocks without an unwarranted restriction in essential services, such as the supply of credit, to the UK real economy;
- (b) the extent of financial vulnerabilities and the risk that the banking system could experience losses on its UK exposures arising from those vulnerabilities that may result in an unwarranted restriction in credit supply; and
- (c) level and growth of financial vulnerabilities, and the economic cost of building resilience.

As part of a package of measures to support the economy from the impact of COVID-19, the FPC announced a reduction in the UK CCyB to 0% in March 2020. The FPC has gradually increased the UK CCyB to 2% from July 2023 and currently remains at 2%.

The combined buffer sits on top of the Pillar 1 requirements. If a UK bank breaches the combined buffer, automatic safeguards apply to limit the amount of dividend and bonus payments it can make as well as limit payments on AT1 instruments.

In addition, the PRA requires iFAST Global Bank to hold extra prudential capital over and above the Pillar 1 requirements to cover risks which are not covered or inadequately covered by the Pillar 1 requirements (such as credit concentration risk, and interest rate risk in the banking book), as determined by the PRA (the “**Pillar 2A requirements**”). The PRA sets this additional capital requirement at least annually, derived from each UK banks’ individual capital guidance. The PRA uses data collected via stress testing and other relevant information to determine the Pillar 2A requirements. Under the current PRA rulebook (the “**PRA Rulebook**”), Pillar 2A requirements must be met with at least 56.25% CET1 capital and no more than 43.75% AT1 capital or 25% Tier 2 capital. In addition, the capital that UK banks use to meet their minimum requirements (Pillar 1 requirements and Pillar 2A requirements) cannot be counted towards meeting the combined buffer requirement.

The PRA also sets a firm-specific buffer, also known as the PRA capital buffer (the “**Pillar 2B requirements**”), which is a buffer that is over and above the combined Pillar 1 requirements and Pillar 2A requirements and the combined buffer. The Pillar 2B requirement is an amount that UK banks should maintain to absorb the losses that may arise in a severe, but plausible, stress scenario.

#### *FSCS and depositor guarantee scheme*

The FSCS is a statutory compensation fund which pays compensation, up to certain limits, to eligible customers of failed financial firms. The FSCS’ aim is to provide a trusted compensation service for customers when financial firms fail and to raise public confidence in the financial services industry by limiting the system risk that the failure of a single firm might trigger, resulting in a wider loss of confidence in the relevant financial sector. The FSCS is fully funded by the financial services industry. An annual levy is paid by firms authorised by the FCA and the PRA, which helps to support compensation payments made by the FSCS and to cover management expenses. iFAST Global Bank contributes to the FSCS through this levy. The Deposit Guarantee Schemes Regulations 2015, as amended by the Deposit Guarantee Scheme and Miscellaneous Provisions (Amendment) (EU Exit) Regulations 2018/1285, ensure that all deposits up to £85,000 are protected through the FSCS deposit guarantee scheme.



## *Leverage*

UK banks are required to meet the minimum leverage ratio (as defined in the PRA Rulebook) of 3.25% at all times. The leverage exposure measure excludes assets constituting claims on central banks. Mirroring the risk-weighted capital framework, at least three-quarters of the leverage ratio requirement must be met with CET1 capital with the remainder being met with AT1 capital. On 1 January 2022, FPC and PRA Policy Statement 21/21 came into force which simplified the leverage ratio framework and as a result, iFAST Global Bank is only subject to the UK leverage ratio.

## *Liquidity*

In the aftermath of the 2007-2008 global financial crisis, the Basel Committee on Banking Supervision (the “**BCBS**”) undertook a comprehensive review of liquidity regulation and developed new standards aimed at strengthening banking sector liquidity resilience. This culminated in the introduction of the Basel III framework, which includes specific liquidity requirements designed to enhance the stability and resilience of the banking sector.

The PRA implemented these Basel III liquidity standards within the UK regulatory framework. The PRA’s liquidity requirements for UK banks are primarily derived from the Basel III framework but also incorporate additional domestic considerations to address specific risks and characteristics of the UK banking sector. Effective as of 1 January 2022, the PRA implemented the BCBS net stable funding ratio (the “**NSFR**”) standard in the PRA Rulebook, and it transferred the BCBS liquidity coverage ratio (the “**LCR**”) standard into the PRA Rulebook. iFAST Global Bank is required to maintain an NSFR of at least 100% and an LCR of at least 100%.

The UK’s prudential liquidity framework is described as “calibrated” and has been designed to ensure that UK banks have sufficient liquidity to continue their activities through severe stresses, while still allowing banks to draw on their liquidity, as appropriate, to reduce the risk of contractionary or destabilising actions. For example, the PRA expects UK banks to maintain LCRs of 100% or more in normal times, but also recognises the need for UK banks to draw down their high-quality liquid assets, even if it may mean that LCRs decline below 100% in times of stress.

The NSFR requires UK banks to maintain a stable funding profile in relation to the composition of their assets and off-balance sheet activities. A sustainable funding structure is intended to reduce the likelihood that disruptions to a bank’s regular sources of funding will erode its liquidity position in a way that would increase the risk of its failure and potentially lead to broader systemic stress. The NSFR limits overreliance on short-term wholesale funding, encourages better assessment of funding risk across all on- and off-balance sheet items, and promotes funding stability.

## **General Obligations**

### *AML/CFT and anti-corruption*

Financial institutions must comply with the following regulations on AML/CFT in the UK:

- (a) Money Laundering, Terrorist Financing and Transfer of Funds Regulations 2017, which includes The Money Laundering and Terrorist Financing (Amendment) Regulations 2022 (the “**MLRegs 2017**”);
- (b) The Proceeds of Crime Act 2002, as amended (the “**POCA**”);
- (c) Criminal Finances Act 2017;
- (d) Sanctions and Anti-Money Laundering Act 2018;
- (e) Modern Slavery Act 2015;
- (f) Immigration Act 2017;
- (g) Terrorism Act 2006, as amended; and
- (h) FCA Handbook Senior Management Arrangements, Systems and Controls Sourcebook (the “**SYSC**”) 3.2.6.



In addition to the regulatory requirements, the industry good practice and regulatory guidance are set out in:

- (i) The Joint Money Laundering Steering Group Guidance; and
- (ii) International Standards on Combating Money Laundering and the Financing of Terrorism & Proliferation by FATF.

POCA and the MLRegs 2017 set out the legal requirements that regulated firms must adhere to in respect of AML systems and controls, including customer on-boarding and the ongoing monitoring and periodic review of customer information and transactions.

The Terrorism Act 2006 sets out prohibitions on the funding of terrorist organisations and individuals. A comprehensive list of prohibited entities and individuals can be found on HMT's website.

iFAST Global Bank must also comply with the requirements set out by both the PRA and the FCA in this regard. The FCA sets out its overarching requirements in the SYSC section of its Handbook. SYSC 3.2.6 requires a firm to take reasonable care to establish and maintain effective systems and controls for compliance with applicable requirements and standards under the regulatory system and for countering the risk that the firm might be used to further financial crime.

Additionally, iFAST Global Bank is required to make Suspicious Activity Reports to the National Crime Agency and to report fraud and cybercrime to Action Fraud UK.

The international framework informing iFAST Global Bank's AML/CFT policy includes the following:

- (1) The FATF is the global standard setting body in the area of AML/CFT. It has set out standards or recommendations, which include the preventative (compliance) measures to be put in place to combat money laundering and terrorist financing. The FATF publishes guidance on the risk-based approach to AML/CFT (including sector specific guidance).
- (2) The EU enacts AML/CFT legislation (directives and regulations), which are either transposed or directly effective in national laws of Member States (including European Economic Area countries).
- (3) The European Banking Authority plays an important role in taking steps to ensure that competent authorities and firms apply European AML/CFT legislation effectively and consistently.
- (4) The Wolfsberg Group frameworks, guidance and statements.

The UK Bribery Act 2010 (the "**UK Bribery Act**") is the primary anti-corruption law in the UK. The UK Bribery Act covers UK citizens, residents and organisations that originate from the UK or conduct business in the country, which includes iFAST Global Bank.

The UK Bribery Act modernises the law on bribery and places responsibility on firms to prevent a person from bribing or accepting a bribe while performing services for iFAST Global Bank.

iFAST Global Bank is responsible for having evidence and ensuring that adequate policies and procedures are in place and regular monitoring is undertaken to confirm the effectiveness of such policies and procedures and such policies and procedures are to be reviewed and updated where appropriate.

## CLEARING AND SETTLEMENT

### Clearance and Settlement under the Depository System

In respect of Securities which are accepted for clearance by CDP in Singapore, clearance will be effected through an electronic book-entry clearance and settlement system for the trading of debt securities (“**Depository System**”) maintained by CDP. Securities that are to be listed on the SGX-ST may be cleared through CDP.

CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

In respect of Securities which are accepted for clearance by CDP, the entire issue of the Securities is to be held by CDP in the form of a Global Security or a Global Certificate for persons holding the Securities in securities accounts with CDP (“**Depositors**”). Delivery and transfer of Securities between Depositors is by electronic book-entries in the records of CDP only, as reflected in the securities accounts of Depositors.

Settlement of over-the-counter trades in the Securities through the Depository System may be effected through securities sub-accounts held with corporate depositors (“**Depository Agents**”). Depositors holding the Securities in direct securities accounts with CDP, and who wish to trade Securities through the Depository System, must transfer the Securities to a securities sub-account with a Depository Agent for trade settlement.

CDP is not involved in money settlement between the Depository Agents (or any other persons) as CDP is not a counterparty in the settlement of trades of debt securities. However, CDP will make payments of interest and distributions and repayment of principal on behalf of issuers of debt securities.

Although CDP has established procedures to facilitate transfers of interests in the Securities in global form among Depositors, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Issuer, the Issuing and Paying Agent or any other agent will have the responsibility for the performance by CDP of its obligations under the rules and procedures governing its operations.

### Clearance and Settlement under Euroclear and/or Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in the accounts of such participants, thereby eliminating the need for physical movements of certificates and any risks from lack of simultaneous transfer. Euroclear and Clearstream, Luxembourg provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg each also deals with domestic securities markets in several countries through established depository and custodial relationships. The respective systems of Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems which enables their respective participants to settle trades with one another. Euroclear and Clearstream, Luxembourg participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear or Clearstream, Luxembourg is also available to other financial institutions, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly.

A participant's overall contractual relations with either Euroclear or Clearstream, Luxembourg, are governed by the respective rules and operating procedures of Euroclear or Clearstream, Luxembourg, and any applicable laws. Both Euroclear and Clearstream, Luxembourg act under those rules and operating procedures only on behalf of their respective participants, and have no record of, or relationship with, persons holding any interests through their respective participants. Payments of principal, interest or distributions with respect to book-entry interests in the Securities held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the relevant Paying Agent, to the cash accounts of the relevant Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures.

#### **Clearance and Settlement under Other Clearing System(s)**

For Securities to be cleared in a clearing system other than Euroclear, Clearstream, Luxembourg and CDP, the clearance and settlement of such Securities will be effected in accordance with the relevant clearing system's documentary requirements and procedures.

## SINGAPORE TAXATION

*The statements below are general in nature and are based on certain aspects of current tax laws and regulations in Singapore and administrative guidelines and circulars issued by the IRAS and MAS in force as at the date of this Information Memorandum and are subject to any changes in such laws, regulations, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis, including amendments to the Income Tax (Qualifying Debt Securities) Regulations to include the conditions for the income tax and withholding tax exemptions under the qualifying debt securities (“QDS”) scheme for early redemption fee (as defined in the ITA) and redemption premium (as such term has been amended by the ITA). It should be noted that as at the date of this Information Memorandum, the Income Tax (Qualifying Debt Securities) Regulations have not been amended to reflect the amendments made to the ITA in respect of the QDS scheme pursuant to the Income Tax (Amendment) Act 2023. These laws, regulations and guidelines and circulars are also subject to various interpretations and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below. Neither these statements nor any other statements in this Information Memorandum are intended or are to be regarded as advice on the tax position of any Securityholder or of any person acquiring, selling or otherwise dealing with the Securities or on any tax implications arising from the acquisition, sale or other dealings in respect of the Securities. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own or dispose of the Securities and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. The statements should not be regarded as advice on the tax position of any person and should be treated with appropriate caution. Prospective Securityholders are advised to consult their own professional tax advisers as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Securities, including, in particular, the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that none of the Issuer, the Arranger and any other persons involved in the Programme or the issuance of the Securities accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Securities.*

*In addition, the disclosure below is on the assumption that the IRAS regards each tranche of the Perpetual Securities as “debt securities” for the purposes of the ITA and that distribution payments made under each tranche of the Perpetual Securities (including any Optional Distribution, Arrears of Distribution and Additional Distribution Amount) will be regarded as interest payable on indebtedness and holders thereof may therefore enjoy the tax concessions and exemptions available for qualifying debt securities, **provided that** the other conditions for the qualifying debt securities scheme are satisfied. If any tranche of the Perpetual Securities is not regarded as “debt securities” for the purposes of the ITA, any distribution payment made under any tranche of the Perpetual Securities (including any Optional Distribution, Arrears of Distribution and Additional Distribution Amount) is not regarded as interest payable on indebtedness, and/or holders thereof are not eligible for the tax concessions or exemptions under the QDS scheme, the tax treatment to holders may differ. Investors and holders of any tranche of the Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of any tranche of the Perpetual Securities.*

*There is no assurance that the IRAS will agree to treat any particular tranche of Perpetual Securities as debt securities and distributions thereon as interest.*

### 1. Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or

- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15.0 per cent. final withholding tax described below) to non-resident persons (other than non-resident individuals) is the prevailing corporate tax rate, currently 17.0 per cent. The applicable rate for non-resident individuals is currently 24.0 per cent. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15.0 per cent. The rate of 15.0 per cent. may be reduced by applicable tax treaties.

Certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium from debt securities, except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession in Singapore.

References to “early redemption fee” and “redemption premium” in this Singapore tax disclosure have the same meaning as defined in the ITA.

The terms “**early redemption fee**” and “**redemption premium**” are defined in the ITA as follows:

“**early redemption fee**”, in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities; and

“**redemption premium**”, in relation to debt securities and qualifying debt securities, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity or on the early redemption of the securities.

As the Programme as a whole is arranged by Oversea-Chinese Banking Corporation, which is a Specified Licensed Entity (as defined below), any tranche of the Securities issued as debt securities under the Programme during the period from the date of this Information Memorandum to 31 December 2028 (the “**Relevant Securities**”) would be QDS for the purposes of the ITA, to which the following treatment shall apply:

- (a) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require and the inclusion by the Issuer in all offering documents relating to the Relevant Securities of a statement to the effect that where interest, discount income, early redemption fee or redemption premium from the Relevant Securities is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS shall not apply if the non-resident person acquires the Relevant Securities using the funds and profits of such person’s operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), early redemption fee and redemption premium (collectively, the “**Specified Income**”) from the Relevant Securities, paid by the Issuer and derived by a holder who is not resident in Singapore and who (aa) does not have any permanent establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Securities are not obtained from such person’s operation through a permanent establishment in Singapore, are exempt from Singapore income tax;

- (b) subject to certain conditions having been fulfilled (including the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require), Specified Income from the Relevant Securities paid by the Issuer and derived by any company or body of persons (as defined in the ITA) in Singapore, other than any non-resident who qualifies for the tax exemption as described in paragraph (a) above, is subject to income tax at a concessionary rate of 10.0 per cent. (except for holders of the relevant Financial Sector Incentive(s) who may be taxed at different rates); and
- (c) subject to:
  - (A) the Issuer including in all offering documents relating to the Relevant Securities a statement to the effect that any person whose interest, discount income, early redemption fee or redemption premium derived from the Relevant Securities is not exempt from tax shall include such income in a return of income made under the ITA; and
  - (B) the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require,
  - (C) payments of Specified Income derived from the Relevant Securities are not subject to withholding of tax by the Issuer.

For the purposes of the foregoing, the term “offering documents” means the prospectuses, offering circulars, information memoranda, pricing supplements or other documents issued to investors in connection with an issue of securities.

Pursuant to the ITA, the reference to the term “Specified Licensed Entity” means any of the following persons:

- (a) a bank or merchant bank licensed under the Banking Act 1970 of Singapore;
- (b) a finance company licensed under the Finance Companies Act 1967 of Singapore;
- (c) a person who holds a capital markets services licence under the SFA to carry on business in the regulated activities of advising on corporate finance or dealing in capital markets products; or
- (d) such other persons as may be prescribed by rules made under Section 7 of the ITA.

Notwithstanding the foregoing:

- (A) if during the primary launch of any tranche of Relevant Securities, the Relevant Securities of such tranche are issued to fewer than four persons and 50.0 per cent. or more of the issue of such Relevant Securities is beneficially held or funded, directly or indirectly, by related parties of the Issuer, such Relevant Securities would not qualify as QDS; and
- (B) even though a particular tranche of Relevant Securities are QDS, if, at any time during the tenure of such tranche of Relevant Securities, 50.0 per cent. or more of such Relevant Securities which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by any related party(ies) of the Issuer, Specified Income derived from such Relevant Securities held by:
  - (I) any related party of the Issuer; or
  - (II) any other person where the funds used by such person to acquire such Relevant Securities are obtained, directly or indirectly, from any related party of the Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax as described above.



The term “**related party**”, in relation to a person (A), means any person (a) who directly or indirectly controls A; (b) who is being controlled directly or indirectly by A; or (c) who, together with A, is directly or indirectly under the control of a common person.

Where interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium (i.e. the Specified Income) is derived from the Relevant Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS under the ITA (as mentioned above) shall not apply if such person acquires such Relevant Securities using the funds and profits of such person’s operations through a permanent establishment in Singapore. Notwithstanding that the Issuer is permitted to make payments of Specified Income in respect of the Relevant Securities without deduction or withholding of tax under Section 45 or Section 45A of the ITA, any person whose interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, early redemption fee or redemption premium (i.e. the Specified Income) derived from the Relevant Securities is not exempt from tax is required to include such income in a return of income made under the ITA.

### ***Taxation relating to payments on Perpetual Securities***

#### Singapore tax classification of hybrid instruments

The ITA currently does not contain specific provisions on how financial instruments that exhibit both debt-like and equity-like features, i.e. hybrid instruments, should be treated for income tax purposes. However, the IRAS has published the e-Tax Guide: Income Tax Treatment of Hybrid Instruments (Second Edition) on 21 October 2019 (the “**Hybrid Instruments e-Tax Guide**”) which sets out the income tax treatment of hybrid instruments, including the factors that the IRAS will generally use to determine whether such instruments are debt or equity instruments for income tax purposes.

Among others, the IRAS has stated in the Hybrid Instruments e-Tax Guide that:

- (a) whether or not a hybrid instrument will be treated as debt or equity security for income tax purposes will firstly depend on its legal form, to be determined based on an examination of the legal rights and obligations attached to the instrument;
- (b) a hybrid instrument is generally characterised as equity if the legal terms of the instrument indicate ownership interests in the issuer. If the legal form of a hybrid instrument is not indicative of or does not reflect the legal rights and obligations, the facts and circumstances surrounding the instrument and a combination of factors, not limited to the following, would have to be examined to ascertain the nature of the instrument for income tax purposes.
- (c) These factors include (but are not limited to):
  - (A) nature of interest acquired;
  - (B) investor’s right to participate in the issuer’s business;
  - (C) voting rights conferred by the instrument;
  - (D) obligation to repay the principal amount;
  - (E) payout;
  - (F) investor’s right to enforce payment;
  - (G) classification by other regulatory authority; and
  - (H) ranking for repayment in the event of liquidation or dissolution;

- (l) if a hybrid instrument is characterised as a debt instrument for income tax purposes, distributions from the issuer to the investors are regarded as interest; and
- (d) if a hybrid instrument issued by a company or a REIT (as defined in the ITA) is characterised as an equity instrument for income tax purposes, distributions from the issuer to the investors are regarded as either dividends or distributions.

## 2. Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Securities will generally not be taxable in Singapore. However, any gains derived by any person from the sale of the Securities which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

There are no specific laws or regulations which deal with the characterisation of capital gains. The characterisation of the gains arising from a sale of the Securities will depend on the individual facts and circumstances of the holder and relating to the sale of the Securities.

Holders of the Securities who apply or who are required to apply the Singapore Financial Reporting Standard (“**FRS**”) 109 or Singapore Financial Reporting Standard (International) 9 (“**SFRS(I) 9**”) (as the case may be) may for Singapore income tax purposes be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Securities, irrespective of disposal, in accordance with FRS 109 or SFRS(I) 9 (as the case may be) even though no sale or disposal of the Securities is made. Please see the section below on “*Adoption of FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes*”.

## 3. Adoption of FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes

Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 (as the case may be) for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued an e-Tax Guide entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments”.

Holders of the Securities who may be subject to the tax treatment under Section 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Securities.

## 4. Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

## SUBSCRIPTION, PURCHASE AND DISTRIBUTION

The Programme Agreement provides for Securities to be offered from time to time through one or more Dealers. The price at which a Series or Tranche will be issued will be determined prior to its issue between the Issuer and the relevant Dealer(s). The obligations of the Dealer(s) under the Programme Agreement will be subject to certain conditions set out in the Programme Agreement. Each Dealer (acting as principal) will subscribe for or procure subscribers for Securities from the Issuer pursuant to the Programme Agreement. In the Programme Agreement, the Issuer has agreed to reimburse the Arranger and the Dealer(s) for certain of their expenses in connection with the establishment and any future update of the Programme and the issue of Securities under the Programme.

The Arranger, the Dealer(s) or any of their respective affiliates may have performed certain banking and advisory services for the Issuer, and/or its respective affiliates from time to time for which they have received customary fees and expenses and may, from time to time, engage in transactions with and perform services for the Issuer, and/or its respective affiliates in the ordinary course of the Issuer's, or its affiliates' business. The Issuer may also from time to time agree with the relevant Dealer(s) that the Issuer may pay certain third-party commissions (including, without limitation, rebates to private banks as may be specified in the applicable Pricing Supplement).

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Dealer(s) or any affiliate of the Dealer(s) is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by that Dealer or its affiliate on behalf of the Issuer in such jurisdiction.

In connection with the issue of any Tranche of Securities, such Securities, when issued, may not have a market. The Dealer or Dealers (if any) may advise the Issuer that they intend to make a market in such Securities as permitted by applicable law. They are not obligated, however, to make a market in the Securities and any market-making may be discontinued at any time at their sole discretion. Accordingly, no assurance can be given as to the development or liquidity of any market for such Securities.

The Arranger, the Dealer(s) or any of their respective affiliates may purchase Securities for its own account or enter into secondary market transactions or derivative transactions relating to the Securities, including, without limitation, purchase, sale (or facilitation thereof), stock borrowing or credit or equity-linked derivatives such as asset swaps, repackaging and credit default swaps, at the same time as the offering of the Securities. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Securities to which this Information Memorandum relates (notwithstanding that such selected counterparties may also be a purchaser of the Securities). As a result of such transactions, the Arranger, the Dealers or any of their respective affiliates may hold long or short positions relating to the Securities.

The Arranger, the Dealer(s) and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealer(s) may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer and/or its subsidiaries, jointly controlled entities or associated companies from time to time and may be paid fees in connection with such services from time to time. In the ordinary course of their various business activities, the Dealer(s) and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity of investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Issuer or its subsidiaries, jointly controlled entities or associated companies, including Securities issued under the Programme, may be entered into at the same time or proximate to offers and sales of Securities or at other times in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of Securities. Securities issued under the Programme may be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

Accordingly, references herein to the Securities being “offered” should be read as including any offering of the Securities to the Arranger, the Dealer(s) and/or their respective affiliates for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so.

While the Arranger, the Dealer(s) and/or any of their respective affiliates have policies and procedures to deal with conflicts of interests, any such transactions may cause the Arranger, the Dealer(s) or any of their respective affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Securities. The Arranger, the Dealer(s) or any of their respective affiliates may receive returns on such transactions and have no obligations to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Securities.

### **United States**

The Securities have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons, except in accordance with Regulation S (as defined herein) or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act (“**Regulation S**”).

The Bearer Securities are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder.

Each Dealer has represented and agreed that, and each further Dealer appointed under the Programme will be required to represent and agree that, except as permitted by the Programme Agreement, it has not offered or sold and it will not offer or sell or deliver Securities of any Series (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the relevant issue date, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each Dealer to which it sells Securities during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Securities within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S.

The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of the Securities, an offer or sale of the Securities within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

This Information Memorandum has been prepared by the Issuer for use in connection with the offer and sale of the Securities outside the United States. The Issuer and the Dealer(s) reserve the right to reject any offer to purchase the Securities, in whole or in part, for any reason. This Information Memorandum does not constitute an offer to any person in the United States. Distribution of this Information Memorandum by any non-U.S. person outside the United States to any U.S. person or to any other person within the United States is unauthorised and any disclosure without the prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States is prohibited.

## European Economic Area

### ***Prohibition of Sales to EEA Retail Investors***

Unless the Pricing Supplement in respect of any Securities specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area.

For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or
  - (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or
  - (iii) not a qualified investor as defined in the EU Prospectus Regulation (as defined below), and
- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

### ***Public Offer Selling Restrictions under Prospectus Regulation***

If the Pricing Supplement in respect of any Securities specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented, warranted and agreed in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Securities to the public in that Relevant Member State:

- (a) if the Pricing Supplement in relation to the Securities specifies that an offer of those Securities may be made other than pursuant to Article 1(4) of the EU Prospectus Regulation in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Securities which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the EU Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the EU Prospectus Regulation;
- (c) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of Securities referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of Securities to the public**” in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities and, the expression “**EU Prospectus Regulation**” means Regulation (EU) 2017/1129 (as amended or superseded).

## **United Kingdom**

### ***Prohibition of Sales to UK Retail Investors***

Unless the Pricing Supplement in respect of any Securities specifies the “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”);
  - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
  - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation (as defined below); and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

If the applicable Pricing Supplement in respect of any Securities specifies the “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom, except that it may make an offer of such Securities to the public in the United Kingdom:

- (a) if the Pricing Supplement in relation to the Securities specify that an offer of those Securities may be made other than pursuant to section 86 of the FSMA (a “**Public Offer**”), following the date of publication of a prospectus in relation to such Securities which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed by final terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;



- (c) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Securities referred to in (b) to (d) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA, or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression “**an offer of Securities to the public**” in relation to any Securities means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

### **Other Regulatory Restrictions**

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Securities which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Securities other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Securities would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom.

### **Hong Kong**

In relation to each Tranche of Securities issued by the Issuer, each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Securities other than (a) to “**professional investors**” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “**SFO**”), and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “**prospectus**” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMP)O**”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to “**professional investors**” as defined in the SFO and any rules made under the SFO.

## Malaysia

Each Dealer has acknowledged that this Programme has not been, and will not be, registered or lodged under the Capital Markets and Services Act 2007 of Malaysia (“**CMSA**”) or with any securities regulatory authority of Malaysia, and each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available, and will not offer, sell or otherwise make available, the Securities to any investor in Malaysia, except pursuant to an exemption from, or in a transaction not subject to, the registration or lodgement requirements of the CMSA and any applicable laws in Malaysia.

## Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Information Memorandum has not been and will not be registered as a prospectus with the MAS. Accordingly, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered or sold any Securities or caused the Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Securities or cause the Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities, whether directly or indirectly, to any person in Singapore other than: (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore.

Investors should note that there may be restrictions on the secondary sale of the Securities under Section 276 of the SFA.

Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

### Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the relevant Securities. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the relevant Dealers accordingly.

CMIs are informed that, unless otherwise notified, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Information Memorandum and/or the applicable Pricing Supplement.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the relevant Securities (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMI should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMI (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMI (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the relevant Securities. CMI are informed that a private bank rebate may be payable as stated above and in the applicable Pricing Supplement, or otherwise notified to prospective investors.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the relevant Securities, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- the name of each underlying investor;
- a unique identification number for each investor;
- whether an underlying investor has any “Associations” (as used in the SFC Code);
- whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code); and
- whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to the Dealers named in the relevant Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The relevant Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

By placing an order, prospective investors (including any underlying investors in relation to omnibus orders) are deemed to represent to the Dealers that it is not a Sanctions Restricted Person. A “Sanctions Restricted Person” means an individual or entity (a “**Person**”): (a) that is, or is directly or indirectly owned or controlled by a Person that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: [https://eeas.europa.eu/headquarters/headquartershomepage\\_en/8442/Consolidated%20list%20of%20sanctions](https://eeas.europa.eu/headquarters/headquartershomepage_en/8442/Consolidated%20list%20of%20sanctions)); or (b) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of: (i) their inclusion in the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (ii) their inclusion in Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “**EU Annexes**”), (iii) their inclusion in any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes, (iv) them being the subject of restrictions imposed by the U.S. Department of Commerce’s Bureau of Industry and Security (“**BIS**”) under which BIS has restricted exports, re-exports or transfers of certain controlled goods, technology or software to such individuals or entities; (v) them being an entity listed in the Annex to the new Executive Order of 3 June 2021 entitled “Addressing the Threat from Securities Investments that Finance Certain Companies of the People’s Republic of China” (known as the Non-SDN Chinese Military-Industrial Complex Companies List), which amends the Executive Order 13959 of 12 November 2020 entitled “Addressing the threat from Securities Investments that Finance Chinese Military Companies”; or (vi) them being subject to restrictions imposed on the operation of an online service, Internet application or other information or communication services in the United States directed at preventing a foreign government from accessing the data of U.S. persons; or (c) that is located, organised or a resident in a comprehensively sanctioned country or territory, including Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine, the Donetsk’s People’s Republic or Luhansk People’s Republic. “**Sanctions Authority**” means: (a) the United States government; (b) the United Nations; (c) the European Union (or any of its member states); (d) the United Kingdom; (e) any other equivalent governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and (f) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty’s Treasury.

## **General**

The selling restrictions herein contained may be modified, varied or amended from time to time by notification from the Issuer to the Dealers and each Dealer undertakes that it will at all times comply with all such selling restrictions.

Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree that it will comply (to the best of its knowledge) with all applicable securities laws, regulations and directives in each jurisdiction in which it subscribes for, purchases, offers, sells or delivers Securities or any interest therein or rights in respect thereof or has in its possession or distributes this Information Memorandum, any Pricing Supplement or any other document (or any part thereof) in connection with the offer or sale, or invitation for subscription or purchase, of the Securities.

*Any person who may be in doubt as to the restrictions set out in the SFA or the laws, regulations and directives in each jurisdiction in which it subscribes for, purchases, offers, sells or delivers the Securities or any interest therein or rights in respect thereof and the consequences arising from a contravention thereof should consult his own professional adviser(s) and should make his own inquiries as to the laws, regulations and directives in force or applicable in any particular jurisdiction at any relevant time.*

## GENERAL AND OTHER INFORMATION

## INFORMATION ON DIRECTORS

1. (a) The interests of the Directors in the Shares as at the Latest Practicable Date are as follows:

Director	Direct Interest (Number of Shares)	%	Deemed Interest (Number of Shares)	%	Number of Shares comprised in outstanding share options*	Number of Shares comprised in outstanding share awards**
Mr Lim Chung Chun	40,000,000	13.42	19,623,782	6.59	3,026,800	0
Mr Lim Wee Kian	3,100	Less than 0.01%	19,576,000	6.57	0	14,200
Mr Wong Tin Niam Jean Paul	398,278	0.13	801,782	0.27	0	199,700 (includes 41,800 share awards that Wong Tin Niam Jean Paul is deemed interested in, as held by his spouse)
Mr Toh Teng Peow David	51,010	0.02	203,500	0.07	0	21,000
Ms Janice Wu Sung Sung	0	0	60,000	0.02	0	0
Ms Chu Wing Tak Caecilia	0	0	800	Less than 0.01%	0	5,800
Mr Mark Rudolph Duncan	0	0	310,800	0.10	0	9,100
Mr Chen Peng	0	0	0	0	0	6,100
Ms Tham Soh Mui Tammie	0	0	0	0	0	4,600

\* The option to subscribe for Shares are granted pursuant to the Issuer's 2014 employee share option scheme.

\*\* The share awards are granted pursuant to the Issuer's 2014 performance share plan.

(b) As at the date of this Information Memorandum, no Director is or was involved in any of the following events:

(i) a petition under any bankruptcy laws filed in any jurisdiction against such person or any partnership in which he was a partner or any corporation of which he was a director or an executive officer;

- (ii) a conviction of any offence, other than a traffic offence, or judgment, including findings in relation to fraud, misrepresentation or dishonesty, given against him in any civil proceedings which may lead to such a conviction or judgment, or so far as such person is aware, any criminal investigation pending against him; and
  - (iii) being the subject of any order, judgment or ruling of any court of competent jurisdiction, tribunal or government body, permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- (c) As at the Latest Practicable Date, none of the Directors is related by blood or marriage to one another.

## SHARE CAPITAL

2. As at the Latest Practicable Date, there is only one class of ordinary shares in the Issuer. The rights and privileges attached to the Shares are stated in the Constitution of the Issuer.
3. The issued share capital of the Issuer as at the Latest Practicable Date is as follows:

Share Designation	Issued Share(s)	Issued Share Capital (S\$)
Ordinary Shares	298,014,519	175,494,908

(Note: There are 90,990 shares held as treasury shares)

## BORROWINGS

4. Save as disclosed in Appendix III as announced by the Issuer on 3 April 2024, the Issuer has as at 31 December 2023 no other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trading bills) or acceptance credits, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

## WORKING CAPITAL

5. The Directors are of the opinion that, after taking into account the present banking facilities and the net proceeds of the issue of the Securities, the Issuer will have adequate working capital for its present requirements.

## CHANGES IN ACCOUNTING POLICIES

6. As at the date of this Information Memorandum, there have been no significant changes in the accounting policies of the Issuer since its audited consolidated financial statements for the financial year ended 31 December 2023.

## MATERIAL ADVERSE CHANGE

7. There has been no material adverse change in the financial condition or business of the Group since 31 December 2023.

## LITIGATION

8. There are no legal or arbitration proceedings pending or, so far as the Directors of the Issuer are aware, threatened against the Issuer or any of its subsidiaries the outcome of which in the opinion of the Directors of the Issuer may have or have had during the 12 months prior to the date of this Information Memorandum, a material adverse effect on the financial position of the Issuer or the Group.



## **AUDITORS' CONSENT**

9. KPMG LLP, the auditors to the Issuer, has given and has not withdrawn its written consent to the issue of this Information Memorandum with the references herein to its name and, where applicable, reports in the form and context in which they appear in this Information Memorandum.

## **DOCUMENTS AVAILABLE FOR INSPECTION**

10. Copies of the following documents may be inspected at the registered office of the Issuer at 10 Collyer Quay #26-01, Ocean Financial Centre, Singapore 049315 during normal business hours (by prior appointment with the Issuer) for a period of three (3) months from the date of this Information Memorandum:
  - (a) the Constitution of the Issuer;
  - (b) the Trust Deed;
  - (c) the audited consolidated financial statements of the Issuer and its subsidiaries for the financial years ended 31 December 2022 and 31 December 2023; and
  - (d) the unaudited consolidated financial statements of the Issuer and its subsidiaries for the first quarter ended 31 March 2024.

## **FUNCTIONS, RIGHTS AND OBLIGATIONS OF THE TRUSTEE**

11. The functions, rights and obligations of the Trustee are set out in the Trust Deed.

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF  
IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR  
ENDED 31 DECEMBER 2022**

*The information in this Appendix II has been reproduced from the audited consolidated financial statements of iFAST Corporation Ltd. and its subsidiaries for the financial year ended 31 December 2022 and has not been specifically prepared for inclusion in this Information Memorandum. Investors should read the consolidated financial data in connection with the related notes.*



**iFAST Corporation Ltd.  
and its Subsidiaries  
Registration Number: 200007899C**

Annual Report  
Year ended 31 December 2022

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act 2005 and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

## Directors' statement

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2022.

In our opinion:

- (a) the financial statements set out on pages FS1 to FS88 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

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

## Directors

The Directors in office at the date of this statement, including the Directors in office at the end of the financial year, are as follows:

Lim Chung Chun	
Yao Chih Matthias	(Resigned on 1 January 2023)
Kok Chee Wai	(Resigned on 1 January 2023)
Mark Rudolph Duncan	
Toh Teng Peow David	
Janice Wu Sung Sung	
Lim Wee Kian	
Wong Tin Niam Jean Paul	
Chu Wing Tak Caecilia	(Appointed on 1 May 2022)
Chen Peng	(Appointed on 1 January 2023)
Tham Soh Mui Tammie	(Appointed on 1 January 2023)

## Directors' interests

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

Name of Director and corporation in which interests are held	Holdings in the name of Director			Holdings in which Director is deemed to have an interest			Note
	At beginning of the year	At end of the year	At 21 January 2023	At beginning of the year	At end of the year	At 21 January 2023	
<b>iFAST Corporation Ltd.</b>							
Lim Chung Chun	42,500,000	40,000,000	40,000,000	18,616,044	19,481,082	19,481,082	(1)
Yao Chih Matthias	–	–	N.A.	312,200	326,300	N.A.	(2)
Kok Chee Wai	–	–	N.A.	1,489,928	1,521,328	N.A.	(2)
Mark Rudolph Duncan	–	–	–	319,400	306,800	306,800	(3)

*iFAST Corporation Ltd. and its Subsidiaries*

*Directors' statement*

*Year ended 31 December 2022*

Name of Director and corporation in which interests are held	Holdings in the name of Director			Holdings in which Director is deemed to have an interest			
	At beginning of the year	At end of the year	At 21 January 2023	At beginning of the year	At end of the year	At 21 January 2023	Note
<b>iFAST Corporation Ltd.</b>							
Toh Teng Peow David	51,010	51,010	51,010	174,700	183,900	183,900	(4)
Janice Wu Sung Sung	60,000	60,000	60,000	–	–	–	–
Lim Wee Kian	5,770,720	5,765,920	5,765,920	13,956,400	14,024,400	14,024,400	(5)
Wong Tin Niam Jean Paul	398,278	398,278	398,278	543,182	612,882	612,882	(6)

N.A. Not Applicable  
Notes

- (1) Lim Chung Chun is deemed to have an interest in the Company's shares held by his spouse, Accretion Investments Pte. Ltd., his nominees accounts opened with licensed financial institutions or depository agents.
- (2) Yao Chih Matthias and Kok Chee Wai are deemed to have interests in the Company's shares held by iFAST Financial Pte. Ltd. (Depository Agent).
- (3) Mark Rudolph Duncan is deemed to have an interest in the Company's shares held by Citibank Nominees Singapore Pte. Ltd.
- (4) Toh Teng Peow David is deemed to have an interest in the Company's shares held by DBS Nominees Pte. Ltd., iFAST Financial Pte. Ltd. (Depository Agent) and his spouse.
- (5) Lim Wee Kian is deemed to have an interest in the Company's shares held by DBS Nominees Pte. Ltd. and his spouse, and registered in the name of his personal Supplementary Retirement Scheme account opened with Development Bank of Singapore (DBS) Limited.
- (6) Wong Tin Niam Jean Paul is deemed to have an interest in the Company's shares held by iFAST Financial Pte. Ltd. (Depository Agent) and his spouse.

Name of Director and corporation in which interests are held	Date of grant	Expiration date	Exercise price per share	Options to subscribe for ordinary shares held in the name of Director		
				At beginning of the year	At end of the year	At 21 January 2023
<b>iFAST Corporation Ltd.</b>						
Lim Chung Chun	1 May 2019	30 April 2029	\$1.27	1,340,600	1,340,600	1,340,600
	1 May 2020	30 April 2030	\$1.27	1,354,800	1,354,800	1,354,800
	1 May 2021	30 April 2031	\$7.04	15,000	15,000	15,000
	1 May 2022	30 April 2032	\$5.27	–	186,700	186,700
Wong Tin Niam Jean Paul	1 April 2014	31 March 2024	\$0.60	60,000	60,000	60,000

Name of Director and corporation in which interests are held	Date of grant	Price per share	Performance shares held in the name of Director			Performance shares in which Director is deemed to have an interest		
			At beginning of the year/date of appointment	At end of year	At 21 January 2023	At beginning of the year/date of appointment	At end of year	At 21 January 2023
<b>iFAST Corporation Ltd.</b>								
Yao Chih Matthias	1 May 2019	\$1.12	14,100	–	N.A.	–	–	N.A.
	1 May 2020	\$1.03	23,300	23,300	N.A.	–	–	N.A.
	1 May 2021	\$6.71	4,500	4,500	N.A.	–	–	N.A.
	1 May 2022	\$5.01	–	6,700	N.A.	–	–	N.A.
Kok Chee Wai	1 May 2019	\$1.12	11,400	–	N.A.	–	–	N.A.
	1 May 2020	\$1.03	18,900	18,900	N.A.	–	–	N.A.
	1 May 2021	\$6.71	3,200	3,200	N.A.	–	–	N.A.
	1 May 2022	\$5.01	–	4,600	N.A.	–	–	N.A.
Mark Rudolph Duncan	1 May 2021	\$6.71	2,500	2,500	2,500	–	–	–
	1 May 2022	\$5.01	–	4,300	4,300	–	–	–

Name of Director and corporation in which interests are held	Date of grant	Price per share	Performance shares held in the name of Director			Performance shares in which Director is deemed to have an interest			Note
			At beginning of the year/date of appointment	At end of year	At 21 January 2023	At beginning of the year/date of appointment	At end of year	At 21 January 2023	
<b>iFAST Corporation Ltd.</b>									
Toh Teng Peow David	1 May 2019	\$1.12	9,200	–	–	–	–	–	
	1 May 2020	\$1.03	15,200	15,200	15,200	–	–	–	
	1 May 2021	\$6.71	3,400	3,400	3,400	–	–	–	
	1 May 2022	\$5.01	–	6,100	6,100	–	–	–	
Lim Wee Kian	1 May 2019	\$1.12	6,200	–	–	–	–	–	
	1 May 2020	\$1.03	10,200	10,200	10,200	–	–	–	
	1 May 2021	\$6.71	2,500	2,500	2,500	–	–	–	
	1 May 2022	\$5.01	–	4,300	4,300	–	–	–	
Wong Tin Niam Jean Paul	1 March 2019	\$1.09	54,800	–	–	14,900	–	–	(1)
	1 April 2020	\$0.80	121,900	121,900	121,900	32,200	32,200	32,200	(1)
	1 March 2021	\$5.65	41,500	41,500	41,500	11,200	11,200	11,200	(1)
	1 March 2022	\$6.13	–	59,000	59,000	–	14,900	14,900	(1)
Chu Wing Tak Caecilia	1 May 2022	\$5.01	2,400	2,400	2,400	–	–	–	

N.A. Not Applicable

Note

(1) Wong Tin Niam Jean Paul is deemed to have an interest in the Company's performance shares held by his spouse.

By virtue of Section 7 of the Act, Lim Chung Chun is deemed to have interests in the subsidiaries and associates of iFAST Corporation Ltd., at the beginning and at the end of the financial year.

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

Except as disclosed under the "share-based incentive plans" section of this statement, neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Share-based incentive plans

### Share-based incentive plans of the Company

#### *Performance Share Plan*

The iFAST Corporation Performance Share Plan (the "PSP") was approved by the shareholders on 21 October 2014 prior to the Company's listing on the Singapore Exchange Securities Trading Limited ("SGX-ST") on 11 December 2014.

The PSP is administered by the Remuneration Committee (the "RC") comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.

Other information regarding the PSP are set out below:

- those eligible to participate in the PSP comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, who have attained the age of twenty-one years as of the award date, and who hold such rank as may be designated by our RC from time to time, and Non-Executive Directors (including the Independent Directors) of the Company and its subsidiaries.
- awards represent the right of a participant to receive fully paid shares free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period. A participant's award under the PSP will be determined at the discretion of the RC.
- the total number of shares which may be issued or transferred pursuant to awards granted under the PSP, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.
- the total number of shares over which awards may be granted under the PSP to controlling shareholders and their associates shall not exceed 25% of the shares available under the PSP, and the number of shares over which an award may be granted under the PSP to each controlling shareholder or his associate shall not exceed 10% of the shares available under the PSP.
- the PSP shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on 21 October 2014, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.
- notwithstanding the expiry or termination of the PSP, any awards made to participants prior to such expiry or termination will continue to remain valid.

At the end of the financial year, details of the performance shares granted under the PSP on the unissued ordinary shares of the Company are as follows:

Date of grant of performance shares	Price per share	Performance shares outstanding at 1 January 2022	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at 31 December 2022	Number of performance share holders at 31 December 2022
1 March 2019	\$1.090	1,823,900	–	1,823,900	–	–	–
1 May 2019	\$1.120	55,300	–	55,300	–	–	–
1 April 2020	\$0.800	4,613,000	–	–	277,900	4,335,100	235
1 May 2020	\$1.030	501,000	–	–	–	501,000	35
1 March 2021	\$5.650	1,782,300	–	–	101,300	1,681,000	330
1 May 2021	\$6.710	20,500	–	–	–	20,500	6
1 March 2022	\$6.130	–	2,768,300	–	202,600	2,565,700	463
1 May 2022	\$5.010	–	30,400	–	–	30,400	7
		<u>8,796,000</u>	<u>2,798,700</u>	<u>1,879,200</u>	<u>581,800</u>	<u>9,133,700</u>	



Details of performance shares granted to Directors of the Company under the share-based incentive plans are as follows:

<b>Name of Director</b>	<b>Total number of shares comprised in Awards under the PSP issued during financial year ended 31 December 2022</b>	<b>Aggregate number of shares comprised in Awards issued since commencement of the PSP to 31 December 2022</b>	<b>Aggregate number of shares comprised in Awards vested since commencement of the PSP to 31 December 2022</b>	<b>Aggregate number of shares comprised in Awards which have not been vested as at 31 December 2022</b>	<b>Note</b>
Lim Chung Chun	–	104,600	104,600	–	
Yao Chih Matthias	6,700	147,800	113,300	34,500	
Kok Chee Wai	4,600	119,600	92,900	26,700	
Mark Rudolph Duncan	4,300	6,800	–	6,800	
Toh Teng Peow David	6,100	49,200	24,500	24,700	
Lim Wee Kian	4,300	67,500	50,500	17,000	
Wong Tin Niam Jean Paul	73,900	722,800	442,100	280,700	#
Chu Wing Tak Caecilia	2,400	2,400	–	2,400	

Note

# This includes 14,900 performance shares issued during financial year ended 31 December 2022, aggregate 151,000 performance shares issued since commencement of the PSP to 31 December 2022, aggregate 92,700 performance shares vested since commencement of the PSP to 31 December 2022 and aggregate 58,300 performance shares issued and unvested as at 31 December 2022 that Wong Tin Niam Jean Paul is deemed to have an interest in by virtue of being held by his spouse.

### ***Employee Share Option Scheme***

The iFAST Employee Share Option Scheme (the “ESOS”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the SGX-ST on 11 December 2014.

The ESOS is administered by the RC comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.

Other information regarding the ESOS are set out below:

- those eligible to participate in the ESOS comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, and Non-Executive Directors (including the Independent Directors).
- there are no fixed periods for the grant of options and the offers of the grant of options may be made at any time from time to time at the discretion of the RC.
- subject to the provisions of the ESOS, options granted under the ESOS will have a life span of 10 years for options granted to Group employees (other than Non-Executive Directors and/or employees of associated companies) and 5 years for options granted to Non-Executive Directors and/or employees of associated companies.
- the aggregate number of shares over which the RC may grant options on any date, when added to the number of shares issued and issuable or transferred and to be transferred in respect of all options granted under the ESOS and the number of shares issued and issuable or transferred and to be transferred in respect of all options or awards granted under any other share option schemes or share scheme of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an option is made. The exercise price of an option may, at the discretion of the RC, be set at a discount subject to the maximum discount of 20% of the average of the last dealt prices for a share for 5 consecutive market days immediately prior to the date of grant of the option.

- the total number of shares over which options may be granted under the ESOS to controlling shareholders and their associates shall not exceed 25% of the shares available under the ESOS, and the number of shares over which an option may be granted under the ESOS to each controlling shareholder or his associate shall not exceed 10% of the shares available under the ESOS.
- the ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- shares arising from the exercise of options are subject to the provisions of the Memorandum of Association and Articles of the Company. Shares allotted and issued, and existing shares procured by the Company for transfer, upon the exercise of an option shall rank *pari passu* in all respects with the then existing issued shares.

At the end of the financial year, details of the options granted under the ESOS on the unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2022	Options granted			31 December 2022	31 December 2022		
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	15,000	–	–	–	15,000	1	30 April 2031	
1 May 2022	\$5.27	–	186,700	–	–	186,700	1	30 April 2032	
		<u>2,710,400</u>	<u>186,700</u>	–	–	<u>2,897,100</u>			

### **Share Option Scheme 2013**

The iFAST 2013 Share Option Scheme (the “2013 Scheme”) of the Company was approved and adopted by the shareholders at an Annual General Meeting held on 23 May 2013. The amendments to the 2013 Scheme were passed by the shareholders at an Extraordinary General Meeting held on 20 August 2014.

Upon listing of the Company’s shares on SGX-ST on 11 December 2014, the 2013 Scheme was terminated. This will not affect all options remaining unexercised.

The 2013 Scheme is administered by the RC comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.

Other information regarding the 2013 Scheme are set out below:

- those eligible to participate in the 2013 Scheme comprise confirmed full-time executives, including Directors and a controlling shareholder and his associates, who have been employed by the Company, its subsidiaries and its associated companies in the absolute discretion of the RC.
- the 2013 Scheme will continue in operation at the discretion of the RC, subject to a maximum period of 10 years commencing on 23 May 2013, provided that the 2013 Scheme may continue beyond the above stipulated period with the approval of the Company’s shareholders by ordinary resolutions in general meeting.

At the end of the financial year, details of the options granted under the 2013 Scheme on the unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/ expired	Options outstanding at 31 December 2022	Number of option holders at 31 December 2022	Date of expiration
		1 January 2022	Options granted					
1 July 2013	\$0.42	210,326	–	189,326	–	21,000	1	30 June 2023
1 April 2014	\$0.60	514,680	–	114,602	–	400,078	19	31 March 2024
		725,006	–	303,928	–	421,078		

Details of options granted to Directors of the Company under the ESOS Scheme are as follows:

Name of Director	Options granted for financial year ended 31 December 2022	Aggregate options granted since commencement of ESOS Scheme to 31 December 2022	Aggregate options exercised since commencement of ESOS Scheme to 31 December 2022	Aggregate options outstanding as at 31 December 2022
Lim Chung Chun	186,700	2,897,100	–	2,897,100

Details of options granted to Directors of the Company under the 2013 Scheme are as follows:

Name of Director	Options granted for financial year ended 31 December 2022	Aggregate options granted since commencement of 2013 Scheme to 31 December 2022	Aggregate options exercised since commencement of 2013 Scheme to 31 December 2022	Aggregate options outstanding as at 31 December 2022	Note
Lim Chung Chun	–	900,000	900,000	–	
Yao Chih Matthias	–	120,000	120,000	–	
Kok Chee Wai	–	120,000	120,000	–	
Lim Wee Kian	–	360,000	360,000	–	
Wong Tin Niam Jean Paul	–	285,000	225,000	60,000	#

Note

# This includes aggregate 99,000 options granted and exercised since commencement of 2013 Scheme to 31 December 2022 that Wong Tin Niam Jean Paul is deemed to have an interest in by virtue of being held by his spouse

Except as disclosed above, there were no unissued shares of the Company under performance shares or options granted by the Company as at the end of the financial year.

Except as disclosed above, there were no participants who receive 5% or more of the total number of performance shares or options available under the respective share-based incentive plans.

The options granted by the Company do not entitle the holders of the options, by virtue of such holding, to any rights to participate in any share issue of any other company.

### **Share-based incentive plan of a subsidiary**

#### ***iFAST China 2017 Employee Share Option Scheme***

The iFAST China 2017 Employee Share Option Scheme (the “iFAST China 2017 ESOS”) was approved by the shareholders of iFAST China Holdings Pte. Ltd., a subsidiary of the Company, on 31 March 2017.

At the end of the financial year, details of the options granted under the iFAST China 2017 ESOS on the unissued ordinary shares of iFAST China Holdings Pte. Ltd. are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/ expired	Options outstanding at		Date of expiration
		1 January 2022	Options granted			31 December 2022	31 December 2022	
1 April 2017	\$0.31	18,502,800	-	-	-	18,502,800	25	31 March 2027
1 August 2018	\$0.31	4,129,300	-	-	-	4,129,300	28	31 July 2028
		<u>22,632,100</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>22,632,100</u>		

No options are granted to Directors of the Company under the iFAST China 2017 ESOS.

### **Audit Committee**

The members of the Audit Committee (the "AC") during the year and at the date of this statement are:

- Ng Loh Ken Peter (Chairman), Independent Director (Retired as Director and ceased as Chairman on 25 April 2022)
- Toh Teng Peow David, Independent Director (Appointed as Chairman from 26 April 2022)
- Yao Chih Matthias, Independent Director (Ceased on 1 January 2023)
- Janice Wu Sung Sung, Non-Independent Non-Executive Director
- Chen Peng, Independent Director (Appointed on 1 January 2023)

The AC performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

In performing its functions, the AC met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The AC also reviewed the followings:

- assistance provided by the Company's officers to the internal and external auditors;
- quarterly financial information and annual financial statements of the Group and the Company prior to their submission to the Board of Directors for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

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

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

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712, 715 and 716 of the SGX Listing Manual.

### **Auditors**

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

On behalf of the Board of Directors



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**Lim Chung Chun**  
*Director*



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**Lim Wee Kian**  
*Director*

30 March 2023



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## Independent auditors' report

Members of the Company  
iFAST Corporation Ltd.

### Report on the audit of the financial statements

#### *Opinion*

We have audited the financial statements of iFAST Corporation Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2022, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements including a summary of significant accounting policies as set out on pages FS1 to FS88.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

#### *Basis for opinion*

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

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act 2005 and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.





*Key Audit matters*

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

Revenue recognition (Refer to Note 21 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Group is involved in the business of software development, where the Percentage of Completion (“POC”) is a key indicator used to measure performance. POC refers to the progress status of software development projects administered by the Group and customer.</p> <p>The calculation of the Group’s IT solution revenue is dependent on the POC which is based on the completion of user acceptance test.</p> <p>In addition, revenue for the year is inclusive of accrued IT solution revenue where services have been rendered but not billed. The calculation of accrued IT solution revenue involves judgement and is an area of presumed fraud risk.</p>	<p>We obtained an understanding of the IT solution revenue cycle.</p> <p>We tested the operating effectiveness of the internal controls over user acceptance test related to IT solutions revenue.</p> <p>We evaluated the basis of management’s methodology and assumptions used by management for accrued IT solution revenue as of 31 December 2022. We found the methodology and assumptions are consistent with prior periods. We also compared the actual invoices issued subsequent to the current financial year end to the accrued amounts, where these invoices were available.</p> <p>We found the management’s assumptions on accrued revenue to be balanced and no significant variances were noted between the actual invoice amounts, where available, and the accrued revenue.</p>

Capitalisation and valuation of IT development costs as intangible assets (Refer to Note 5 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Group develops its in-house IT systems for the trading platform for customers' access to its services and capitalises the related development costs. The determination of the costs to be capitalised, in accordance with the relevant accounting standards, can be complex and prone to error.</p> <p>These development costs are capitalised as intangible assets and are subjected to impairment assessment, which involves significant judgement.</p>	<p>We assessed the Group's policy on capitalisation of development costs to be appropriate and in compliance with SFRS(I)s.</p> <p>We evaluated the basis and process adopted by the Group to determine the development costs to be capitalised. We checked and made enquiries on the validity for inclusion of certain costs to the capitalised costs schedule and performed a test of details on the relevant costs. In addition, we agreed selected samples of invoices and employee time records to the capitalised costs schedule and assessed the nature of these costs are directly attributable to the development of the IT systems for capitalisation in accordance with the relevant accounting standards.</p> <p>Our testing did not result in the identification of significant costs that do not meet the capitalisation criteria under the relevant SFRS(I)s. We also reviewed the impairment assessment on the intangible assets and did not note any indicator of impairment.</p>

Valuation of other investments (Refer to Note 10 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Group's other investments are made up of unquoted equity shares, quoted debt investments and quoted equity investments.</p> <p>The Group acquires unquoted equity shares as part of its business strategy and these investments are classified as fair value through other comprehensive income ("FVOCI") investments. The fair value measurement of such FVOCI investments involves significant judgement in determining the appropriate valuation methodology to be used and underlying assumptions to be applied.</p>	<p>We considered the valuation approach used by the Group in deriving the fair value of unquoted equity shares carried at FVOCI and concluded that the Group's valuation approach is in line with generally accepted market practices. The assumptions and estimations applied to arrive at fair value are within acceptable range.</p>

Accounting for significant business acquisition (Refer to Note 6 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Company completed its acquisition of and investment in the UK-based iFAST Global Bank Limited (formerly known as BFC Bank Limited) through subscription of 1,700,000 new ordinary shares in the capital of Eagles Peak Holdings Limited ("EPHL"), constituting 85.0% shareholding in the enlarged total share capital of EPHL, for a total investment amount of £40,000,000 (equivalent to \$72,054,902 based on the actual currency conversion exchange rate on the payment date) in cash.</p> <p>The fair value measurement of intangible assets involves significant judgement in determining the appropriate valuation methodology to be used and the underlying assumptions to be applied.</p>	<p>We have involved our valuation specialist to review the key assumptions used in determining the fair value of intangible assets. We considered the valuation approach used by the Group in deriving the fair value of intangible assets and concluded that the Group's valuation approach is in line with generally accepted market practices. The assumptions and estimations applied to arrive at fair value are within acceptable range.</p>



*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 auditors' report thereon.

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

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of management and Directors for the financial statements*

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

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

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

*Auditors' responsibilities for the audit of the financial statements*

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

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

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

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

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



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

### **Report on other legal and regulatory requirements**

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

The engagement partner on the audit resulting in this independent auditors' report is Hong Cho Hor Ian.

  
**KPMG LLP**  
*Public Accountants and*  
*Chartered Accountants*

**Singapore**  
30 March 2023



**Statements of financial position**  
**As at 31 December 2022**

	Note	Group		Company	
		2022 \$	2021 \$	2022 \$	2021 \$
<b>Assets</b>					
Plant and equipment	4	5,962,432	7,552,369	916,495	1,968,323
Right-of-use assets	18	10,391,304	14,197,639	1,120,663	4,243,856
Intangible assets and goodwill	5	73,993,153	32,623,482	28,836,565	23,332,112
Subsidiaries	6	–	–	163,527,785	57,084,226
Associates	7	3,479,272	6,552,216	767,425	6,747,442
Other investments	10	23,034,395	2,918,887	2,535,331	2,535,331
Deferred tax assets	16	2,379,483	2,448,171	–	–
Contract costs	12	10,117,330	3,240,468	–	–
Prepayments and others	11	1,055,092	675,428	11,429	11,429
<b>Total non-current assets</b>		<b>130,412,461</b>	<b>70,208,660</b>	<b>197,715,693</b>	<b>95,922,719</b>
Current tax receivable		323,358	218,559	–	–
Other investments	10	41,711,003	15,196,527	9,625,885	11,046,376
Contract costs	12	47,859	97,460	–	–
Prepayments and others	11	5,031,182	3,106,488	390,739	246,715
Trade and other receivables	8	78,600,126	55,126,232	33,557,044	30,045,212
Uncompleted contracts - buyers	9	51,281,106	36,799,522	–	–
Money market funds	13	14,165,132	5,751,446	9,539,905	–
Cash at bank and in hand	13	136,964,934	38,346,451	4,027,928	3,173,379
<b>Total current assets</b>		<b>328,124,700</b>	<b>154,642,685</b>	<b>57,141,501</b>	<b>44,511,682</b>
<b>Total assets</b>		<b>458,537,161</b>	<b>224,851,345</b>	<b>254,857,194</b>	<b>140,434,401</b>
<b>Equity</b>					
Share capital	15	171,058,813	67,577,512	171,058,813	67,577,512
Reserves	15	51,429,101	61,075,874	28,636,139	27,256,250
<b>Equity attributable to owners of the Company</b>		<b>222,487,914</b>	<b>128,653,386</b>	<b>199,694,952</b>	<b>94,833,762</b>
Non-controlling interests		8,228,800	(1,018,179)	–	–
<b>Total equity</b>		<b>230,716,714</b>	<b>127,635,207</b>	<b>199,694,952</b>	<b>94,833,762</b>
<b>Liabilities</b>					
Deferred tax liabilities	16	2,867,473	3,091,627	2,063,746	2,221,252
Lease liabilities	18	5,280,291	7,513,365	146,504	845,834
<b>Total non-current liabilities</b>		<b>8,147,764</b>	<b>10,604,992</b>	<b>2,210,250</b>	<b>3,067,086</b>
Current tax payable		2,858,646	4,190,559	–	–
Lease liabilities	18	5,918,743	7,664,924	883,118	3,302,776
Bank loans	19	12,210,272	–	12,210,272	–
Deposits and balances of customers	20	96,544,610	–	–	–
Trade and other payables	17	51,863,993	38,016,497	39,858,602	39,230,777
Uncompleted contracts - sellers	9	50,276,419	36,739,166	–	–
<b>Total current liabilities</b>		<b>219,672,683</b>	<b>86,611,146</b>	<b>52,951,992</b>	<b>42,533,553</b>
<b>Total liabilities</b>		<b>227,820,447</b>	<b>97,216,138</b>	<b>55,162,242</b>	<b>45,600,639</b>
<b>Total equity and liabilities</b>		<b>458,537,161</b>	<b>224,851,345</b>	<b>254,857,194</b>	<b>140,434,401</b>

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

**Consolidated statement of profit or loss**  
**Year ended 31 December 2022**

	Note	2022 \$	2021 \$
Revenue	21	205,307,856	216,202,416
Interest revenue	21	3,558,993	695,419
		208,866,849	216,897,835
Commission and fee expenses including securities brokerage expenses and handling and settlement expenses		(89,885,408)	(102,984,747)
Interest expenses excluding interest expense on lease liabilities		(742,018)	(902)
		118,239,423	113,912,186
Other income	22	1,721,579	491,263
Depreciation of plant and equipment	4	(3,824,708)	(2,504,173)
Depreciation of right-of-use assets	18	(7,370,094)	(7,273,507)
Amortisation of intangible assets	5	(9,617,693)	(8,632,491)
Staff costs excluding equity-settled share-based payment transactions		(46,208,345)	(37,661,966)
Equity-settled share-based payment to staff and advisers		(10,586,719)	(5,920,495)
Other operating expenses		(26,235,707)	(15,684,796)
		(103,843,266)	(77,677,428)
Impairment loss on associate	7	(5,200,000)	–
<b>Results from operating activities</b>		10,917,736	36,726,021
Interest expense on lease liabilities		(451,069)	(561,038)
Share of results of associates, net of tax	7	296,738	(345,130)
<b>Profit before tax</b>		10,763,405	35,819,853
Tax expense	24	(5,414,246)	(5,413,637)
<b>Profit for the year</b>	23	5,349,159	30,406,216
<b>Profit attributable to:</b>			
Owners of the Company		6,423,668	30,633,083
Non-controlling interests		(1,074,509)	(226,867)
<b>Profit for the year</b>		5,349,159	30,406,216
<b>Earnings per share</b>			
Basic earnings per share (cents)	26	2.20	11.10
Diluted earnings per share (cents)	26	2.13	10.67

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

**Consolidated statement of comprehensive income**  
**Year ended 31 December 2022**

	Note	2022 \$	2021 \$
<b>Profit for the year</b>		5,349,159	30,406,216
<b>Other comprehensive income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Net change in fair value of financial assets – debt investments at FVOCI		(734,532)	(5,397)
Net change in fair value of financial assets – debt investments at FVOCI reclassified to profit or loss		70,786	–
Foreign currency translation differences for foreign operations		(10,178,533)	396,986
Share of other comprehensive income of associates	7	(70,847)	(9,000)
		(10,913,126)	382,589
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net change in fair value of financial assets - equity investments at FVOCI		(2,441,180)	(2,036,587)
<b>Other comprehensive income for the year, net of tax</b>		(13,354,306)	(1,653,998)
<b>Total comprehensive income for the year</b>		(8,005,147)	28,752,218
<b>Attributable to:</b>			
Owners of the Company		(5,724,987)	29,061,677
Non-controlling interests		(2,280,160)	(309,459)
<b>Total comprehensive income for the year</b>		(8,005,147)	28,752,218

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

**Consolidated statement of changes in equity**  
**Year ended 31 December 2022**

Group	Note	Attributable to owners of the Company										
		Share capital \$	Fair value reserve \$	Foreign currency translation reserve \$	Share option reserve \$	Performance share reserve \$	Equity reserve \$	Reserve for own shares \$	Accumulated profits \$	Total \$	Non- controlling interests \$	Total equity \$
At 1 January 2022		67,577,512	(4,018,832)	(1,543,055)	3,011,975	12,315,600	(2,009,391)	(160,020)	53,479,597	128,653,386	(1,018,179)	127,635,207
<b>Total comprehensive income for the year</b>		–	–	–	–	–	–	–	6,423,668	6,423,668	(1,074,509)	5,349,159
<b>Other comprehensive income</b>		–	(3,158,962)	–	–	–	–	–	–	(3,158,962)	(16,750)	(3,175,712)
Net change in fair value of financial assets at FVOCI		–	–	–	–	–	–	–	–	–	–	–
Net change in fair value of financial assets at FVOCI reclassified to profit or loss		–	70,786	–	–	–	–	–	–	70,786	–	70,786
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves		–	3,961,212	–	–	–	–	–	(3,961,212)	–	–	–
Foreign currency translation differences for foreign operations		–	–	(8,989,632)	–	–	–	–	–	(8,989,632)	(1,188,901)	(10,178,533)
Share of other comprehensive income of associates	7	–	–	(70,847)	–	–	–	–	–	(70,847)	–	(70,847)
<b>Total other comprehensive income</b>		–	873,036	(9,060,479)	–	–	–	–	(3,961,212)	(12,148,655)	(1,205,651)	(13,354,306)
<b>Total comprehensive income for the year</b>		–	873,036	(9,060,479)	–	–	–	–	2,462,456	(5,724,987)	(2,280,160)	(8,005,147)
Balance carried forward		67,577,512	(3,145,796)	(10,603,534)	3,011,975	12,315,600	(2,009,391)	(160,020)	55,942,053	122,928,399	(3,298,339)	119,630,060

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2022**

Group	Note	Attributable to owners of the Company										
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance brought forward		67,577,512	(3,145,796)	(10,603,534)	3,011,975	12,315,600	(2,009,391)	(160,020)	55,942,053	122,928,399	(3,298,339)	119,630,060
<b>Transactions with owners, recorded directly in equity</b>												
<b>Contributions by and distributions to owners</b>												
Share options exercised	15	147,653	-	-	-	-	-	-	-	147,653	-	147,653
Purchase of treasury shares		-	-	-	-	-	-	(2,390,610)	-	(2,390,610)	-	(2,390,610)
Treasury shares re-issued		-	-	-	-	-	-	1,526,101	592,127	2,118,228	-	2,118,228
Issue of ordinary shares related to share placement	15	105,000,000	-	-	-	-	-	-	-	105,000,000	-	105,000,000
Share issuance expenses	15	(1,666,352)	-	-	-	-	-	-	-	(1,666,352)	-	(1,666,352)
One-tier tax-exempt 2021 final dividend paid of 1.40 cents per share		-	-	-	-	-	-	-	(4,101,799)	(4,101,799)	-	(4,101,799)
One-tier tax-exempt interim dividend paid of 1.00 cents per share		-	-	-	-	-	-	-	(2,930,266)	(2,930,266)	-	(2,930,266)
One-tier tax-exempt interim dividend paid of 1.10 cents per share		-	-	-	-	-	-	-	(3,222,117)	(3,222,117)	-	(3,222,117)
One-tier tax-exempt interim dividend paid of 1.30 cents per share		-	-	-	-	-	-	-	(3,807,956)	(3,807,956)	-	(3,807,956)
Equity-settled share-based payment transactions		-	-	-	153,442	9,785,384	-	-	-	9,938,826	-	9,938,826
<b>Total contributions by and distributions to owners</b>		103,481,301	-	-	153,442	9,785,384	-	(864,509)	(13,470,011)	99,085,607	-	99,085,607

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2022**

Group	Note	----- Attributable to owners of the Company -----													
		Share capital \$	Fair value reserve \$	Foreign currency translation reserve \$	Share option reserve \$	Performance share reserve \$	Equity reserve \$	Reserve for own shares \$	Accumulated profits \$	Total \$	Non-controlling interests \$	Total equity \$			
<b>Changes in ownership interests in subsidiaries</b>															
Acquisition of subsidiary with non-controlling interests	6	-	-	-	-	-	-	-	-	-	-	-	-	12,001,047	12,001,047
Effect on acquisition of additional interest in subsidiary		-	-	-	-	-	-	-	-	473,908	-	-	-	473,908	(473,908)
Total changes in ownership interest in subsidiaries		-	-	-	-	-	-	-	-	473,908	-	-	-	473,908	11,527,139
<b>Total transactions with owners</b>		103,481,301	-	-	153,442	9,785,384	473,908	(864,509)	(13,470,011)	99,559,515	11,527,139	11,086,654			
<b>At 31 December 2022</b>		171,058,813	(3,145,796)	(10,603,534)	3,165,417	22,100,984	(1,535,483)	(1,024,529)	42,472,042	222,487,914	8,228,800	230,716,714			

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



**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2022**

Group	Note	----- Attributable to owners of the Company -----										
		Share capital \$	Fair value reserve \$	Foreign currency translation reserve \$	Share option reserve \$	Performance share reserve \$	Equity reserve \$	Reserve for own shares \$	Accumulated profits \$	Total \$	Non- controlling interests \$	Total equity \$
At 1 January 2021		66,976,105	(2,873,860)	(1,927,513)	2,825,032	7,057,640	(2,009,391)	(356,773)	34,417,620	104,108,860	(708,720)	103,400,140
<b>Total comprehensive income for the year</b>									30,633,083	30,633,083	(226,867)	30,406,216
Profit/(loss) for the year												
<b>Other comprehensive income</b>												
Net change in fair value of financial assets at FVOCI			(1,955,984)							(1,955,984)	(86,000)	(2,041,984)
Net change in fair value of financial assets at FVOCI reclassified to profit or loss												
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves			810,892						(810,892)			
Foreign currency translation differences for foreign operations				393,578						393,578	3,408	396,986
Share of other comprehensive income of associates	7		120	(9,120)						(9,000)		(9,000)
<b>Total other comprehensive income</b>			(1,144,972)	384,458					(810,892)	(1,571,406)	(82,592)	(1,653,998)
<b>Total comprehensive income for the year</b>			(1,144,972)	384,458					29,822,191	29,061,677	(309,459)	28,752,218
Balance carried forward		66,976,105	(4,018,832)	(1,543,055)	2,825,032	7,057,640	(2,009,391)	(356,773)	64,239,811	133,170,537	(1,018,179)	132,152,358

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2022**

Group	Note	Attributable to owners of the Company											
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance brought forward		66,976,105	(4,018,832)	(1,543,055)	2,825,032	7,057,640	(2,009,391)	(356,773)	64,239,811	133,170,537	(1,018,179)	132,152,358	
<b>Transactions with owners, recorded directly in equity</b>													
<b>Contributions by and distributions to owners</b>													
Share options exercised	15	601,407	-	-	-	-	-	-	-	601,407	-	601,407	
Purchase of treasury shares		-	-	-	-	-	-	-	-	-	-	-	
Treasury shares re-issued		-	-	-	-	-	-	196,753	1,415,120	1,611,873	-	1,611,873	
One-tier tax-exempt 2020 final dividend paid of 1.00 cents per share		-	-	-	-	-	-	-	(2,764,675)	(2,764,675)	-	(2,764,675)	
One-tier tax-exempt interim dividend paid of 1.00 cents per share		-	-	-	-	-	-	-	(2,764,965)	(2,764,965)	-	(2,764,965)	
One-tier tax-exempt interim dividend paid of 1.10 cents per share		-	-	-	-	-	-	-	(3,045,787)	(3,045,787)	-	(3,045,787)	
One-tier tax-exempt interim dividend paid of 1.30 cents per share		-	-	-	-	-	-	-	(3,599,907)	(3,599,907)	-	(3,599,907)	
Equity-settled share-based payment transactions		-	-	-	186,943	5,257,960	-	-	-	5,444,903	-	5,444,903	
<b>Total contributions by and distributions to owners</b>		<b>601,407</b>	<b>-</b>	<b>-</b>	<b>186,943</b>	<b>5,257,960</b>	<b>-</b>	<b>196,753</b>	<b>(10,760,214)</b>	<b>(4,517,151)</b>	<b>-</b>	<b>(4,517,151)</b>	
<b>Total transactions with owners</b>		<b>601,407</b>	<b>-</b>	<b>-</b>	<b>186,943</b>	<b>5,257,960</b>	<b>-</b>	<b>196,753</b>	<b>(10,760,214)</b>	<b>(4,517,151)</b>	<b>-</b>	<b>(4,517,151)</b>	
<b>At 31 December 2021</b>		<b>67,577,512</b>	<b>(4,018,832)</b>	<b>(1,543,055)</b>	<b>3,011,975</b>	<b>12,315,600</b>	<b>(2,009,391)</b>	<b>(160,020)</b>	<b>53,479,597</b>	<b>128,653,386</b>	<b>(1,018,179)</b>	<b>127,635,207</b>	

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

**Consolidated statement of cash flows**  
**Year ended 31 December 2022**

	Note	2022 \$	2021 \$
<b>Cash flows from operating activities</b>			
Profit for the year		5,349,159	30,406,216
Adjustments for:			
Depreciation of plant and equipment	4	3,824,708	2,504,173
Depreciation of right-of-use assets	18	7,370,094	7,273,507
Amortisation of intangible assets	5	9,617,693	8,632,491
Bad debts written off		7,557	–
Equity-settled share-based payment to staff and advisers		10,586,719	5,920,495
Dividend income on investment in financial assets at FVOCI	22	(302,597)	(471,876)
Gain on redemption of investment in financial assets at FVOCI	22	(229,214)	–
Net loss on investment in financial assets at FVTPL	22	227,625	1,130,649
Gain on redemption of investment in financial assets at amortised cost	22	(28,291)	–
Share of results of associates, net of tax	7	(296,738)	345,130
Dividend income on investment in associates	22	(35,970)	(35,970)
Foreign exchange loss/(gain), net		759,816	(54,593)
Plant and equipment written off		1,336	43,127
Intangible asset written off		13,552	590
Impairment loss on associate	7	5,200,000	–
Impairment loss on investment in financial assets at FVOCI	23	300,000	–
Impairment loss on investment in financial assets at amortised costs	23	173,805	–
Impairment loss on other financial assets		4,866	–
Premium or discount amortisation on debt securities		(574,725)	–
Interest expenses on lease liabilities		451,069	561,038
Loss/(gain) on disposal of plant and equipment		84	(136)
Tax expense		5,414,246	5,413,637
		<u>47,834,794</u>	<u>61,668,478</u>
Changes in:			
Contract costs		(5,581,963)	(2,940,426)
Prepayments		444,266	(505,326)
Trade and other receivables		(6,351,100)	(9,882,416)
Uncompleted contracts - buyers		(8,530,980)	57,518,577
Uncompleted contracts - sellers		9,403,619	(57,493,075)
Deposits and balances of customers		26,564,189	–
Trade and other payables		(8,937,618)	3,912,800
		<u>54,845,207</u>	<u>52,278,612</u>
<b>Cash generated from operations</b>		<b>54,845,207</b>	<b>52,278,612</b>
Tax paid		(6,993,102)	(5,184,441)
Interest paid on lease liabilities		(452,994)	(561,038)
		<u>47,399,111</u>	<u>46,533,133</u>
<b>Net cash from operating activities</b>		<b>47,399,111</b>	<b>46,533,133</b>

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

**Consolidated statement of cash flows (cont'd)**  
**Year ended 31 December 2022**

	Note	2022 \$	2021 \$
<b>Cash flows from investing activities</b>			
Purchase of plant and equipment		(2,701,766)	(5,876,403)
Purchase of intangible assets		(12,304,082)	(13,686,207)
Payment of direct costs for leases	19	(693)	(7,117)
Proceeds from disposal of plant and equipment		172	790
Additional investment in associates	7	(90,896)	(924,371)
Dividend received from an associate	22	35,970	35,920
Net cash from acquisition of subsidiaries	6	49,533,970	–
Purchases of investment in financial assets		(257,815,730)	(172,990,788)
Proceeds from redemption of investment in financial assets		206,726,376	173,205,641
Dividends received from investment in financial assets at FVOCI		4,069	4,470
<b>Net cash used in investing activities</b>		<u>(16,612,610)</u>	<u>(20,238,065)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of ordinary shares related to share placement, net of share issuance expenses		103,333,648	–
Proceeds from exercise of share options	15	147,653	601,407
Purchase of treasury shares		(2,390,610)	–
Drawdown of bank loans	19	12,210,272	5,000,000
Repayment of bank loans	19	–	(5,000,000)
Principal element of lease payments	19	(8,323,979)	(7,301,715)
Dividends paid to owners of the Company		(14,062,138)	(12,175,334)
<b>Net cash from/(used in) financing activities</b>		<u>90,914,846</u>	<u>(18,875,642)</u>
<b>Net increase in cash and cash equivalents</b>		121,701,347	7,419,426
Cash and cash equivalents at 1 January		44,097,897	36,441,050
Effect of exchange rate fluctuations on cash held		(14,669,178)	237,421
<b>Cash and cash equivalents at 31 December</b>	13	<u>151,130,066</u>	<u>44,097,897</u>

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

## **Notes to the financial statements**

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 30 March 2023.

### **1 Domicile and activities**

iFAST Corporation Ltd. (the “Company”) is incorporated in the Republic of Singapore and has its registered office at 10 Collyer Quay, #26-01 Ocean Financial Centre, Singapore 049315.

The financial statements of the Group as at and for the year ended 31 December 2022 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in equity-accounted investees.

The principal activities of the Group are those relating to investment holding, development of software, marketing of unit trusts, exchange-traded funds, listed stocks, debt securities and government securities through websites, acting as an investment advisor, dealer and custodian in respect to the above securities, portfolio management, pension administrative services and banking services.

### **2 Basis of preparation**

#### **2.1 Statement of compliance**

The financial statements are prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I”). The changes to significant accounting policies are described in Note 2.5.

#### **2.2 Basis of measurement**

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

#### **2.3 Functional and presentation currency**

These financial statements are presented in Singapore dollars which is the Company’s functional currency.

#### **2.4 Use of estimates and judgements**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following note:

- Note 10 – Other investments

#### *Measurement of fair values*

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

The Group has an established control framework with respect to the measurement of fair values. When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- *Level 1*: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included 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 3*: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 28 – Financial risk management.

## **2.5 Changes in accounting policies**

A number of new standards, amendments to standards and interpretations are effective for the annual period beginning on 1 January 2022, and have been applied in preparing these financial statements. An explanation of the impact, if any, on adoption of these new requirements is provided in Note 31.



### **3 Significant accounting policies**

The accounting policies set out below have been applied by the Group consistently to all periods presented in these financial statements, except as disclosed in Note 2.5.

#### **3.1 Basis of consolidation**

##### **(i) Business combinations**

Business combinations are accounted for using the acquisition method in accordance with SFRS(I) 3 *Business Combinations* as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
  - the recognised amount of any non-controlling interests (“NCI”) in the acquiree; plus
  - if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,
- over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

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

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

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

NCI that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation are measured either at fair value or at the NCI’s proportionate share of the recognised amounts of the acquiree’s identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by SFRS(I)s.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

**(ii) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

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

**(iii) Loss of control**

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any NCI and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an FVOCI financial asset depending on the level of influence retained.

**(iv) Investment in associates (equity-accounted investees)**

Associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies of this entity. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity.

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

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

**(v) Transactions eliminated on consolidation**

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

**(vi) Subsidiaries and associates in the separate financial statements**

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

**3.2 Foreign currency**

**(i) Foreign currency transactions**

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognised in profit or loss. However, foreign currency differences arising from the translation of an equity investment designated as at FVOCI are recognised in OCI.

**(ii) Foreign operations**

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the reporting rate.

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

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

### **3.3 Plant and equipment**

#### **(i) Recognition and measurement**

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

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Cost may also include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

The gain or loss on disposal of an item of plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised net within other income/other expense in profit or loss.

#### **(ii) Subsequent costs**

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

#### **(iii) Depreciation**

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

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment. Depreciation is recognised from the date that the plant and equipment are installed and are available for use, or in respect of internally constructed assets, from the date that the asset is completed and available for use.

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

Computer equipment	3 to 5 years
Office equipment	5 years or based on lease term
Furniture and fittings	5 years
Office renovation	5 years or based on lease term

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

## **3.4 Intangible assets**

### ***Development costs and development costs in progress***

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and costs that are directly attributable to creating, producing and preparing the assets for its intended use. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of 3 to 5 years. Development costs are amortised from the date the development has been completed and the asset is available for use.

### ***Computer software***

Computer software that are acquired by the Group and not integral to the functionality of the equipment, which have finite useful lives, are measured at cost less accumulated amortisation and impairment losses. Computer software are amortised in profit or loss on a straight-line basis over their estimated useful lives of 3 years, from the date on which they are available for use.

### ***Intellectual properties***

Intellectual properties that are acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and impairment losses. Intellectual properties are amortised in profit or loss on a straight-line basis over their estimated useful lives of 5 years, from the date on which they are available for use.

### ***Licences, memberships and business rights***

Licences, memberships and business rights that are acquired by the Group comprise licences, memberships and business rights to carry on certain regulated activities and business. The licences, memberships and business rights have indefinite useful lives as there are no limited terms of renewal and the Group has the abilities and plans in place to retain the licences, memberships and business rights indefinitely.

Licences, memberships and business rights with indefinite useful lives are not systematically amortised and are tested for impairment annually or whenever there is an indication that they may be impaired. The licences, memberships and business rights are measured at cost less accumulated impairment losses.

### ***Customer lists***

Customer lists that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses. Customer lists are amortised in profit or loss on a straight-line basis over their estimated useful lives of 5 years, from the date the acquisition has been completed.

### **Goodwill**

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

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

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

## **3.5 Leases**

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

### **As a lessee**

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless these lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.



The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the followings:

- fixed payments, including in-substance fixed payments; and
- amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When a lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities in the statement of financial position.

#### ***Short-term leases and leases of low-value assets***

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### **3.6 Club membership**

Club membership is stated at cost less impairment losses.

### **3.7 Financial instruments**

#### **(i) Recognition and initial measurement**

##### **Non-derivative financial assets and financial liabilities**

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

**(ii) Classification and subsequent measurement**

**Non-derivative financial assets: Classification**

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

***Financial assets at amortised cost***

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***Debt investments at FVOCI***

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***Equity investments at FVOCI***

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

***Financial assets at FVTPL***

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### **Financial assets: Business model assessment**

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### **Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

#### **Non-derivative financial assets: Subsequent measurement and gains and losses**

##### ***Financial assets at amortised cost***

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

##### ***Debt investments at FVOCI***

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses on the amortised costs and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

##### ***Equity investments at FVOCI***

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

##### ***Financial assets at FVTPL***

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

#### **Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

**(iii) Derecognition**

***Financial assets***

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred;
  - or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

***Financial liabilities***

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

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

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, bank deposits and money market funds that can be readily convertible to a known amount of cash and are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term cash commitments.

For the purpose of the statement of cash flows, bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

**(vi) Share capital**

***Ordinary shares***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

***Repurchase, disposal and reissue of share capital (treasury shares)***

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in retained profits of the Company. When treasury shares are subsequently cancelled, the cost of the treasury shares is deducted against the share capital account if the shares are purchased out of the capital of the Company, or against the retained profits of the Company if the shares are purchased out of the profits of the Company.

***Distribution of non-cash assets to owners of the Company***

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

**(vii) Intra-group financial guarantees in the separate financial statements**

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value and the initial fair value is amortised over the life of the guarantees. Subsequent to initial measurement, the financial guarantees are measured at the higher of the amortised amount and the amount of loss allowance.

Expected credit losses (“ECLs”) are probability-weighted estimates of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Group expects to recover.

Liabilities arising from financial guarantees issued are presented in the Company’s statement of financial position as financial liabilities.

**3.8 Impairment**

**(i) Non-derivative financial assets**

The Group recognises loss allowances for ECLs on:

- financial assets measured at amortised costs;
- debt investments measured at FVOCI; and
- intra-group financial guarantee contracts (“FGC”).



Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

### ***Simplified approach***

The Group applies the simplified approach to provide for ECLs for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

### ***General approach***

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

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

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The Group considers a FGC to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### ***Measurement of ECLs***

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

### ***Credit-impaired financial assets***

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt investments at FVOCI are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

### ***Presentation of allowance for ECLs in the statement of financial position***

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

For debt investments at FVOCI, loss allowances are charged to profit or loss and recognised in OCI.

Loss allowances for FGC are recognised as a financial liability to the extent that they exceed the initial carrying amount of the FGC less the cumulated income recognised.

### ***Write-off***

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group’s procedures for recovery of amounts due.

## **(ii) Non-financial assets**

The carrying amounts of the Group’s non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (“CGU”) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

### **3.9 Employee benefits**

#### ***Defined contribution plans***

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

#### ***Short-term employee benefits***

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. These include salaries, annual bonuses and paid annual leave.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

#### ***Employee leave entitlements***

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

### ***Share-based incentive plans***

The share-based incentive plans allow Directors and executives to receive remuneration in the form of share options as consideration for services rendered. The fair value of options granted is recognised as an employee expense, with a corresponding increase in equity. The fair value is measured at grant date and spread over the vesting period during which the employees become unconditionally entitled to the options. At each reporting date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period. The proceeds received net of any directly attributable transactions costs are credited to share capital when the options are exercised.

Fully paid ordinary shares are awarded under the performance shares to Directors and executives, free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed vesting periods. The fair value of the performance shares granted is recognised as an employee expense, with a corresponding increase in equity over the vesting period.

### **3.10 Share-based payment transactions**

For other equity-settled share-based payment transactions not mentioned in Note 3.9, the Group recognises the goods or services when they are received. The goods or services are measured with reference to the fair value of the equity instruments granted.

### **3.11 Provisions**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs.

### **3.12 Revenue recognition**

Revenue from sale of services in the ordinary course of business is recognised when the Group satisfies a performance obligation (“PO”) by transferring control of a promised service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised services. The individual standalone selling price of a service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those performance obligations.

The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

Revenue of the Group represents advertising fees, commission and fee income, service fees, and IT solution fees.

Advertising revenue, which is earned in the form of upfront and variable payments, is deferred and recognised over the period to which the contract relates.

Commission and fee income, service fees and IT solution fees are recognised upon rendering of service and by reference to the stage of completion of the service at the reporting date.

### **3.13 Government grants**

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same periods in which the expenses are recognised.

The government grants received in cash are recognised as income upon receipt.

### **3.14 Interest revenue and interest expenses**

Interest revenue comprises interest income from investment in financial assets, money market funds, bank deposits, client trade settlement bank accounts and receivables. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Interest expenses comprise interest expenses arising from bank loans, deposits and balances of customers and other financial liabilities, and interest expenses arising from lease liabilities. Interest expenses are recognised in profit or loss using the effective interest rate method.

### **3.15 Tax**

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- temporary differences related to investments in subsidiaries and associate to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact tax expense in the period that such a determination is made.

### **3.16 Earnings per share**

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effect of all dilutive potential ordinary shares, which comprise share options and performance shares granted to Directors and executives.



### 3.17 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's CEO (the chief operating decision maker) to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure are total costs incurred during the period to acquire plant and equipment and intangible assets.

### 3.18 New standards and interpretations not adopted

A number of new standards, interpretations and amendments to standards are effective for annual period beginning after 1 January 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards and interpretations in preparing these financial statements. An explanation of these new requirements is provided in note 32.

## 4 Plant and equipment

	Note	Computer equipment \$	Office equipment \$	Furniture and fittings \$	Office renovation \$	Total \$
<b>Group</b>						
<b>Cost</b>						
At 1 January 2021		9,787,058	907,915	582,330	5,124,939	16,402,242
Additions		2,722,308	743,521	203,910	2,206,664	5,876,403
Disposals/written off		(4,108)	(2,997)	(1,659)	(40,662)	(49,426)
Translation differences on consolidation		24,489	(1,021)	1,286	33,740	58,494
At 31 December 2021		12,529,747	1,647,418	785,867	7,324,681	22,287,713
Acquisition through business combination	6	–	32,075	47,025	–	79,100
Transfers		–	–	256,032	(256,032)	–
Additions		2,024,230	134,896	83,148	459,492	2,701,766
Disposals/written off		(359,099)	(26,408)	–	–	(385,507)
Translation differences on consolidation		(244,865)	(42,849)	(40,802)	(164,756)	(493,272)
At 31 December 2022		13,950,013	1,745,132	1,131,270	7,363,385	24,189,800

Group	Note	Computer equipment \$	Office equipment \$	Furniture and fittings \$	Office renovation \$	Total \$
<b>Accumulated depreciation</b>						
At 1 January 2021		6,978,074	609,950	446,292	4,084,485	12,118,801
Depreciation for the year		1,820,520	128,337	58,314	497,002	2,504,173
Recognition in contract costs		24,474	3,469	6,848	42,940	77,731
Disposals/written off		(2,352)	(2,298)	(995)	–	(5,645)
Translation differences on consolidation		21,953	716	140	17,475	40,284
At 31 December 2021		8,842,669	740,174	510,599	4,641,902	14,735,344
Depreciation for the year		2,026,925	231,132	272,117	1,294,534	3,824,708
Recognition in contract costs		115,688	31,544	27,768	275,972	450,972
Disposals/written off		(357,970)	(25,945)	–	–	(383,915)
Translation differences on consolidation		(199,413)	(28,437)	(28,404)	(143,487)	(399,741)
At 31 December 2022		10,427,899	948,468	782,080	6,068,921	18,227,368
<b>Carrying amounts</b>						
At 1 January 2021		2,808,984	297,965	136,038	1,040,454	4,283,441
At 31 December 2021		3,687,078	907,244	275,268	2,682,779	7,552,369
At 31 December 2022		3,522,114	796,664	349,190	1,294,464	5,962,432
<b>Company</b>						
<b>Cost</b>						
At 1 January 2021		434,913	27,175	–	2,200,399	2,662,487
Additions		144,369	549,332	23,819	1,299,532	2,017,052
At 31 December 2021		579,282	576,507	23,819	3,499,931	4,679,539
Transfers		–	–	256,032	(256,032)	–
Additions		111,552	–	2,600	190,812	304,964
Disposals/written off		(22,114)	–	–	–	(22,114)
At 31 December 2022		668,720	576,507	282,451	3,434,711	4,962,389
<b>Accumulated depreciation</b>						
At 1 January 2021		325,231	14,772	–	2,200,399	2,540,402
Depreciation for the year		74,047	32,467	5,838	58,462	170,814
At 31 December 2021		399,278	47,239	5,838	2,258,861	2,711,216
Depreciation for the year		113,017	113,950	191,260	938,565	1,356,792
Disposals/written off		(22,114)	–	–	–	(22,114)
At 31 December 2022		490,181	161,189	197,098	3,197,426	4,045,894
<b>Carrying amounts</b>						
At 1 January 2021		109,682	12,403	–	–	122,085
At 31 December 2021		180,004	529,268	17,981	1,241,070	1,968,323
At 31 December 2022		178,539	415,318	85,353	237,285	916,495

## 5 Intangible assets and goodwill

Group	Note	Development costs \$	Development costs in progress \$	Computer software \$	Intellectual properties \$	Licences, memberships and business rights \$	Customer lists \$	Goodwill \$	Total \$
<b>Cost</b>									
At 1 January 2021		35,990,707	2,619,652	6,637,979	270,903	1,429,900	706,800	341,000	47,996,941
Additions		–	10,656,016	1,768,686	295,943	3,018,411	–	–	15,739,056
Transfers		10,572,485	(10,572,485)	–	–	–	–	–	–
Disposals/written off		–	–	(2,265)	–	–	–	–	(2,265)
Translation differences on consolidation		–	(11,388)	17,287	(74,070)	21,840	–	5,600	(40,731)
At 31 December 2021		46,563,192	2,691,795	8,421,687	492,776	4,470,151	706,800	346,600	63,693,001
Acquisition through business combination	6	–	–	–	–	36,027,450	–	4,048,965	40,076,415
Additions		–	12,307,172	514,985	2,341,000	–	–	–	15,163,157
Transfers		9,287,416	(9,287,416)	–	–	–	–	–	–
Disposals/written off		–	(13,552)	–	–	–	–	–	(13,552)
Translation differences on consolidation		(146,550)	(30,843)	(142,789)	(265,202)	(3,646,470)	–	(410,822)	(4,642,676)
At 31 December 2022		55,704,058	5,667,156	8,793,883	2,568,574	36,851,131	706,800	3,984,743	114,276,345

	Development costs \$	Development costs in progress \$	Computer software \$	Intellectual properties \$	Licences, memberships and business rights \$	Customer lists \$	Goodwill \$	Total \$
<b>Accumulated amortisation</b>								
At 1 January 2021	16,231,598	–	5,287,895	270,903	–	706,800	–	22,497,196
Amortisation for the year	7,522,838	–	1,050,419	59,234	–	–	–	8,632,491
Recognition in contract costs	–	–	304	–	–	–	–	304
Disposals/written off	–	–	(1,675)	–	–	–	–	(1,675)
Translation differences on consolidation	29	–	15,509	(74,335)	–	–	–	(58,797)
At 31 December 2021	23,754,465	–	6,352,452	255,802	–	706,800	–	31,069,519
Amortisation for the year	8,457,675	–	1,102,438	57,580	–	–	–	9,617,693
Recognition in contract costs	–	–	11,037	–	–	–	–	11,037
Disposals/written off	–	–	–	–	–	–	–	–
Translation differences on consolidation	(31,368)	–	(130,582)	(253,107)	–	–	–	(415,057)
At 31 December 2022	32,180,772	–	7,335,345	60,275	–	706,800	–	40,283,192
<b>Carrying amounts</b>								
At 1 January 2021	19,759,109	2,619,652	1,350,084	–	1,429,900	–	341,000	25,499,745
At 31 December 2021	22,808,727	2,691,795	2,069,235	236,974	4,470,151	–	346,600	32,623,482
At 31 December 2022	23,523,286	5,667,156	1,458,538	2,508,299	36,851,131	–	3,984,743	73,993,153

Company	Development				Total
	Development costs	costs in progress	Computer software	Intellectual properties	
	\$	\$	\$	\$	\$
<b>Cost</b>					
At 1 January 2021	35,971,532	1,736,135	974,315	35,900,000	74,581,982
Additions	–	8,940,075	57,197	–	8,997,272
Transfers	8,629,532	(8,629,532)	–	–	–
At 31 December 2021	44,601,064	2,046,678	1,031,512	35,900,000	83,579,254
Additions	–	11,188,457	8,030	2,341,000	13,537,487
Transfers	7,860,365	(7,860,365)	–	–	–
Disposals/written off	–	(13,552)	–	–	(13,552)
At 31 December 2022	52,461,429	5,361,218	1,039,542	38,241,000	97,103,189
<b>Accumulated amortisation</b>					
At 1 January 2021	16,212,422	–	808,105	35,900,000	52,920,527
Amortisation for the year	7,237,854	–	88,761	–	7,326,615
At 31 December 2021	23,450,276	–	896,866	35,900,000	60,247,142
Amortisation for the year	7,939,475	–	80,007	–	8,019,482
At 31 December 2022	31,389,751	–	976,873	35,900,000	68,266,624
<b>Carrying amounts</b>					
At 1 January 2021	19,759,110	1,736,135	166,210	–	21,661,455
At 31 December 2021	21,150,788	2,046,678	134,646	–	23,332,112
At 31 December 2022	21,071,678	5,361,218	62,669	2,341,000	28,836,565

During the year, the Group and the Company purchased intellectual property right from an associate amounting to \$2,341,000 and the purchase amount was set off against its receivables due from associate.

## 6 Subsidiaries

	Company	
	2022	2021
	\$	\$
Equity investments, at cost	163,527,785	57,084,226

Details of subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Ownership interest	
		2022 %	2021 %
iFAST Financial Pte. Ltd. <sup>1</sup> and its subsidiary:	Singapore	100	100
iFAST Nominees Pte. Ltd. <sup>1</sup>	Singapore	100	100
iFAST Capital Ltd. <sup>1</sup>	Singapore	100	100
Bondsupermart Pte. Ltd. <sup>1</sup>	Singapore	100	100
iFAST Hong Kong Holdings Limited <sup>5</sup> and its subsidiaries:	Hong Kong	100	100
IFB Limited <sup>5</sup>	Hong Kong	100	100
iFAST Financial (HK) Limited <sup>2</sup> and its subsidiaries:	Hong Kong	100	100
iFAST Nominees (HK) Limited <sup>2</sup>	Hong Kong	100	100
iFAST Investment Management China Limited <sup>4</sup> and its subsidiary:	China	100	100
iFAST Investment Management (QDLP) China Limited <sup>7</sup>	China	100	–
iFAST China Holdings Pte. Ltd. <sup>1</sup> and its subsidiary:	Singapore	95	95
iFAST Financial China Limited <sup>4</sup>	China	95	95
iFAST Global Markets (HK) Limited <sup>2</sup>	Hong Kong	100	100
iFAST Securities (HK) Limited <sup>5</sup>	Hong Kong	100	100
iFAST Insurance Brokers (HK) Limited <sup>5</sup>	Hong Kong	100	100
iFAST ePension Services Limited <sup>2</sup>	Hong Kong	100	100
iFAST Service Centre Sdn Bhd <sup>3</sup>	Malaysia	100	100



Name of subsidiary	Country of incorporation	Ownership interest	
		2022 %	2021 %
iFAST Malaysia Sdn Bhd <sup>3</sup> and its subsidiaries:	Malaysia	100	100
FA Corporate and Compliance Consultancy Sdn Bhd <sup>3</sup>	Malaysia	100	100
iFAST Capital Sdn Bhd <sup>3</sup> and its subsidiaries:	Malaysia	100	100
iFAST Nominees Sdn Bhd <sup>3</sup>	Malaysia	100	100
iFAST Nominees (Asing) Sdn Bhd <sup>3</sup>	Malaysia	100	100
iFAST Nominees (Tempatan) Sdn Bhd <sup>3</sup>	Malaysia	100	100
bondsupermart Ltd	British Virgin Islands	100	100
iFAST Securities US Corporation	United States of America	100	100
Eagles Peak Holdings Limited <sup>6</sup> and its subsidiary:	United Kingdom	89.51	–
iFAST Global Bank Limited <sup>6</sup>	United Kingdom	89.51	–

<sup>1</sup> KPMG LLP Singapore is the auditor.

<sup>2</sup> KPMG LLP Hong Kong is the auditor.

<sup>3</sup> BDO PLT Malaysia is the auditor.

<sup>4</sup> KPMG Huazhen LLP, Shenzhen Branch is the auditor.

<sup>5</sup> PKF Hong Kong Limited is the auditor.

<sup>6</sup> MHA MacIntyre Hudson is the auditor.

<sup>7</sup> ShineWing Certified Public Accountants, Shenzhen Branch is the auditor.

In May 2021, the Company incorporated a wholly-owned subsidiary in United States of America, namely iFAST Securities US Corporation.

In June 2021, the Company incorporated a wholly-owned subsidiary in Singapore, namely Bondsupermart Pte. Ltd..

In September 2021, the Company incorporated a wholly-owned subsidiary in Hong Kong, namely iFAST ePension Services Limited, through its direct wholly-owned subsidiary in Hong Kong, namely iFAST Hong Kong Holdings Limited.

In January 2022, the Group incorporated a wholly-owned subsidiary in China, namely iFAST Investment Management (QDLP) China Limited, through its indirect wholly-owned subsidiary in China, namely iFAST Investment Management China Limited.

On 28 March 2022, the Company completed its acquisition of and investment in the UK-based iFAST Global Bank Limited (formerly known as BFC Bank Limited) through subscription of 1,700,000 new ordinary shares in the capital of Eagles Peak Holdings Limited ("EPHL"), constituting 85.0% shareholding in the enlarged total share capital of EPHL, for a total investment amount of £40,000,000 (equivalent to \$72,054,902 based on the actual currency conversion exchange rate on the payment date) in cash.

The following table summarises the recognised amounts of assets and liabilities assumed at the date of acquisition.

	\$
Plant and equipment	79,100
Prepayments	1,550,601
Trade and other receivables	23,343,312
Uncompleted contracts – buyers	6,781,188
Cash at bank and in hand	121,588,872
Deposits and balances of customers	(79,747,619)
Uncompleted contracts – sellers	(4,821,773)
Trade and other payables	(24,794,147)
Intangible assets and goodwill	40,076,415
Less: Non-controlling interest of acquired subsidiaries	(12,001,047)
Total identifiable net assets	<u>72,054,902</u>
Total cash consideration	(72,054,902)
Cash and cash equivalent acquired	<u>121,588,872</u>
Net cash from acquisition of subsidiaries	<u>49,533,970</u>

On 28 November 2022, the Company has paid a consideration of £15,230,600 (equivalent to \$25,109,915) in cash for increase in the share capital of EPHL, which is the immediate holding company of iFAST Global Bank Limited ("IGB"). As a result, the Company's effective equity interest in IGB via EPHL has increased from 85.00% to 89.51%.

### ***Impairment testing***

Some of the subsidiaries are in the initial growth phase and cash flow projections with a set of assumptions that require significant judgements are prepared to determine if there is any indication of impairment of the Company's investments in subsidiaries. In making these judgements, the Company evaluates, amongst other factors, the market and economic environments in which the subsidiaries operate, economic performances of the subsidiaries and the extent of which the carrying amounts of its investment in subsidiaries exceed their net asset values.

Based on the Company's assessment, the recoverable amounts of its investments in subsidiaries are estimated to be higher than the carrying amounts of its investments in subsidiaries and no allowances for impairment losses are required.

## 7 Associates

Details of associates are as follows:

Name of associate	Country of incorporation	Ownership interest	
		2022 %	2021 %
Providend Holding Private Limited <sup>1</sup>	Singapore	30.34	30.41
iFAST India Holdings Pte. Ltd. <sup>2</sup>	Singapore	41.48	41.48
Raffles Family Office China Ltd. <sup>3</sup>	China	30.00	30.00
Harveston Capital Sdn. Bhd. <sup>4</sup>	Malaysia	20.00	20.00

<sup>1</sup> At Adler is the auditor.

<sup>2</sup> RSM Chio Lim LLP is the auditor.

<sup>3</sup> Shanghai Shenya Certified Public Accountants Co. LTD is the auditor.

<sup>4</sup> STYL Associates PLT is the auditor.

On 10 March 2021, the Company participated in a share placement of iFAST India Holdings Pte Ltd (“iFAST India Holdings”) to its shareholders, through the subscription of 2,419,355 new ordinary shares in the issued and paid-up share capital of iFAST India Holdings at an issue price of \$0.155 for each placement share at the total cash consideration of \$375,000.03. After the share placement, the Company’s equity interest in iFAST India Holdings became 41.48%.

On 20 September 2021, the Company, through its wholly-owned subsidiary, iFAST Malaysia Sdn. Bhd. (“iFAST Malaysia”) entered into an agreement with Harveston Capital Sdn Bhd (“Harveston”), a company incorporated in Malaysia, for the subscription of 25,000 new ordinary shares in Harveston of RM 1,000,000. Subject to Harveston achieving two milestones to be met in the next 2 years from the commencement date of the agreement, iFAST Malaysia shall make a further two additional investments of RM400,000 each in Harveston. The transaction was completed on 15 October 2021. iFAST Malaysia had made cash investment of RM1,000,000 for the subscription of 25,000 new ordinary shares representing 20% equity interest of the enlarged share capital in Harveston (“Shares Subscription”) and the first additional investment of RM400,000 in Harveston. Following the Shares Subscription, Harveston became an associate of the Group.

The Group has four (2021: four) associates that are individually immaterial to the Group, which are all accounted for using the equity method.

Information about the Group's investment in associates are as follows:

	Group		Company	
	2022 \$	2021 \$	2022 \$	2021 \$
At cost	7,505,490	7,414,594	767,425	6,747,442
Group's interests in associates at beginning of the year	6,552,216	5,981,975	6,747,442	6,372,441
Additional investment in associates	90,896	924,371	–	375,001
Group's share of gain/(loss) after tax of associates	296,738	(345,130)	–	–
Group's share of other comprehensive income of associates	(70,847)	(9,000)	–	–
Impairment loss on associate*	(3,389,731)	–	(5,980,017)	–
Carrying amount of Group's interests in associates at end of the year	3,479,272	6,552,216	767,425	6,747,442

\* iFAST Financial India Pvt Ltd ("iFAST India"), an associate of the Group through iFAST India Holdings Pte Ltd ("IIH", the ultimate holding company of iFAST India) where iFAST Corporation Ltd has a 41.48% shareholding, is an India-incorporated company engaged in the distribution of investment products including mutual funds in India.

The Securities and Exchange Board of India ("SEBI") released a circular to disallow the usage of pool accounts for mutual funds transactions, and the effective date of implementation of this latest rule is 1 July 2022. With this regulatory change, the Management of iFAST India and IIH has assessed that the India onshore platform service business has significantly been impaired as the ban of pool accounts has undermined the ability of iFAST India to provide an efficient online platform service to onshore clients and business partners. The Management of iFAST India and IIH has consequently made the decision to exit from the onshore platform service business given the challenging and restrictive regulatory landscape in India.

Taking into consideration the above-mentioned business restructuring in iFAST India, the Group did its assessment and provided impairment allowance of \$5,200,000, comprising \$3,389,731 for impairment of carrying amount of the Group's investment in IIH and \$1,810,269 for impairment of the Group's receivable amounts due from IIH and iFAST India as at 30 June 2022.

## 8 Trade and other receivables

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Trade receivables	39,930,161	21,090,766	148,211	29,501
Accrued revenue	23,455,154	21,865,192	11,366	180,116
Deposits and other receivables	15,189,636	10,007,595	2,246,131	1,456,722
Loans to subsidiary	–	–	23,719,700	19,339,000
Loan to related party	–	1,000,000	–	1,000,000
Trade amounts due from subsidiaries	–	–	7,413,503	7,454,587
Trade amounts due from related parties	18,133	349,243	18,133	349,243
Non-trade amounts due from related parties	7,042	813,436	–	236,043
Loans and receivables	<u>78,600,126</u>	<u>55,126,232</u>	<u>33,557,044</u>	<u>30,045,212</u>

Trade receivables and accrued revenue of the Group consist mainly of commission and fee income due from customers assisted by third party financial advisers, of which a significant portion is to be paid to those advisers. The corresponding payable amounts shall only be due and payable to the third party financial advisers upon the Group's receipt of the receivable amounts from customers assisted by those advisers.

Loans to subsidiary are unsecured and repayable on demand with interest at a fixed rate of 5.0% per annum in the year (2021: 5.0%).

Loans to related party are unsecured and repayable on demand with interest at a fixed rate of 5.0% per annum in the year (2021: 5.0%).

Other outstanding balances with subsidiaries and related parties are unsecured, interest free and repayable on demand.

The Group's exposures to credit and impairment losses and the fair value information related to trade and other receivables are disclosed in Note 28.

## 9 Uncompleted contracts

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Uncompleted contracts – buyers	<u>51,281,106</u>	<u>36,799,522</u>	–	–
Uncompleted contracts – sellers	<u>50,276,419</u>	<u>36,739,166</u>	–	–

Uncompleted contracts – buyers and uncompleted contracts – sellers represent contract amount receivables and contract amount payables respectively in respect of client trades which have been executed, by the Group acting as a dealer, on an exchange or in an over-the-counter market prior to the end of reporting period and have not been settled as at the end of the reporting period. The Group's exposure to credit and impairments losses and the fair value information related to uncompleted contracts are disclosed in Note 28.

**10 Other investments**

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Non-current</b>				
<b>Financial assets at FVOCI</b>				
- Unquoted equity shares	2,581,036	2,918,887	2,535,331	2,535,331
<b>Financial assets at amortised cost</b>				
- Quoted debt investments	20,453,359	–	–	–
	<u>23,034,395</u>	<u>2,918,887</u>	<u>2,535,331</u>	<u>2,535,331</u>
<b>Current</b>				
<b>Financial assets at FVOCI</b>				
- Quoted debt investments	6,823,995	96,685	6,823,995	96,685
- Quoted equity investments	46,383	7,992,734	46,383	7,992,734
	<u>6,870,378</u>	<u>8,089,419</u>	<u>6,870,378</u>	<u>8,089,419</u>
<b>Financial assets at FVTPL</b>				
- Quoted debt investments	7,625,470	7,107,108	2,755,507	2,956,957
<b>Financial assets at amortised cost</b>				
- Quoted debt investments	27,215,155	–	–	–
	<u>41,711,003</u>	<u>15,196,527</u>	<u>9,625,885</u>	<u>11,046,376</u>

Quoted debt and equity investments at the reporting date comprise:

- Debt investments at FVOCI of the Group and the Company have stated interest rates of 2.1% to 6.9% (2021: 6.0% to 8.8%) and mature between 1 and 6 year (2021: within 1 year).
- Debt investments at amortised cost of the Group have stated interest rates of 0.0% to 6.6% (2021: Nil) and mature between 1 and 4 years (2021: Nil).
- Debt investments at FVTPL of the Group and the Company have stated interest rates of 0.0% to 12.0% (2021: 0.0% to 12.0%) and 0.0% to 9.8% (2021: 0.0% to 10.5%) respectively and mature between 1 and 28 years (2021: between 1 and 29 years) and mature between 1 and 10 years (2021: between 1 and 10 years) respectively.
- Equity investments at FVOCI of the Group and the Company include investments in fixed income funds amounting to \$nil (2021: \$7,936,473).

The Group's exposure to credit and market risk and the fair value information related to other investments are disclosed in Note 28.



## 11 Prepayments and others

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	\$	\$	\$	\$
<b>Non-current</b>				
Prepaid incentive in the form of shares	840,787	590,064	–	–
Other prepayments	202,876	73,935	–	–
Club membership, at cost	11,429	11,429	11,429	11,429
	<u>1,055,092</u>	<u>675,428</u>	<u>11,429</u>	<u>11,429</u>
<b>Current</b>				
Prepaid incentive in the form of shares	1,277,641	764,865	–	–
Other prepayments	3,753,541	2,341,623	390,739	246,715
	<u>5,031,182</u>	<u>3,106,488</u>	<u>390,739</u>	<u>246,715</u>

The prepaid incentive in the form of shares relates to sales incentive paid by the Group to some investment advisers by way of the Company's ordinary shares which are withheld by a settlement agent for distribution at the end of vesting periods of two to three years from certain grant dates in the years from 2020 to 2022.

## 12 Contract costs

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	\$	\$	\$	\$
<b>Non-current</b>				
Contract costs	<u>10,117,330</u>	<u>3,240,468</u>	–	–
<b>Current</b>				
Contract costs	<u>47,859</u>	<u>97,460</u>	–	–

The Group finalised a prime subcontractor contract for a Hong Kong pension project in July 2021. The Group paid certain pre-contract costs to obtain the contract with customer, and the Group also pays certain setup costs for certain performance obligations ("POs"), to be satisfied, stated in the contract. Such costs are incremental costs and are capitalised as contract costs as the Group expects to recover these costs. These costs are amortised in accordance with the pattern of revenue being recognised for the related POs stated in the contract.

During the year, contract costs totalling \$1,002,510 (2021: \$668,603) were amortised to profit or loss. There was no impairment loss recognised on contract costs.

### 13 Cash and cash equivalents

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Cash at bank and in hand	136,964,934	38,346,451	4,027,928	3,173,379
Money market funds	14,165,132	5,751,446	9,539,905	–
Cash and cash equivalents in the statement of cash flows	<u>151,130,066</u>	<u>44,097,897</u>	<u>13,567,833</u>	<u>3,173,379</u>

The money market funds are included as cash and cash equivalents as they are considered fully liquid investments readily convertible into known amounts of cash and cash equivalents which are subject to an insignificant risk of changes in value.

The weighted average effective interest rates per annum relating to cash and cash equivalents and client bank accounts at the reporting date for the Group and the Company were 3.18% (2021: 0.45%) and 1.16% (2021: 0.16%) respectively.

### 14 Held under trust

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Client bank accounts	933,367,988	973,591,852	–	–
Client ledger balances	<u>(933,367,988)</u>	<u>(973,591,852)</u>	<u>–</u>	<u>–</u>
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

Certain non-banking subsidiaries in the Group receive and hold monies deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more trust bank accounts which are separately maintained from the bank accounts of the Group.

## 15 Share capital and reserves

### Share capital

Company	2022		2021	
	Number of shares	\$	Number of shares	\$
<b>Fully paid ordinary shares, with no par value:</b>				
In issue at 1 January	277,142,513	67,577,512	272,843,735	66,976,105
New shares issued from share placement	14,000,000	105,000,000	–	–
Share issuance expenses	–	(1,666,352)	–	–
New shares issued for the exercise of share options	303,928	147,653	1,050,178	601,407
New shares issued for the vesting of performance shares	1,879,200	–	3,248,600	–
In issue at 31 December	<u>293,325,641</u>	<u>171,058,813</u>	<u>277,142,513</u>	<u>67,577,512</u>

14,000,000 ordinary shares were issued on 17 January 2022 pursuant to a share placement at an issue price of \$7.50 per share with total net proceeds of \$103,333,648 after deduction of share issuance expenses.

303,928 ordinary shares were issued in 2022 as a result of exercise of vested options arising from the share option programmes granted to Directors and executives (2021: 1,050,178 shares). Options were exercised at an average price of \$0.49 (2021: \$0.57) per option. All issued shares are fully paid.

1,879,200 ordinary shares were issued in 2022 for settlement of performance shares vested in the year arising from the performance share plan granted to Directors and executives (2021: 3,248,600 shares).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets. However, all rights attached to the Company's shares held by the Group are suspended until those shares are reissued.

As at the reporting date, there were 3,318,178 (2021: 3,435,406) shares reserved for issue under the share option programmes and 9,133,700 (2021: 8,796,000) shares reserved for issue under the performance share plan.

## Reserves

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Fair value reserve	(3,145,796)	(4,018,832)	741,432	(449,854)
Foreign currency translation reserve	(10,603,534)	(1,543,055)	–	–
Share option reserve	3,165,417	3,011,975	1,973,400	1,838,768
Performance share reserve	22,100,984	12,315,600	22,100,985	12,315,600
Equity reserve	(1,535,483)	(2,009,391)	–	–
Reserve for own shares	(1,024,529)	(160,020)	(1,024,529)	(160,020)
Accumulated profits	42,472,042	53,479,597	4,844,851	13,711,756
	<u>51,429,101</u>	<u>61,075,874</u>	<u>28,636,139</u>	<u>27,256,250</u>

### Fair value reserve

The fair value reserve comprises cumulative net change in fair value of financial assets at FVOCI until the investments are derecognised or impaired.

### Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company.

### Share option reserve

The share option reserve comprises the cumulative value of services received for the issue of share options.

### Performance share reserve

The performance share reserve comprises cumulative value of services received for the issue of performance shares.

### Equity reserve

The equity reserve represents:

- (i) effects of changes in ownership interests in subsidiaries when there are no changes in control; and
- (ii) premium received from NCI on issue of shares by subsidiaries without change in ownership interests.

### Reserve for own shares

The reserve for the Company's own shares comprises the costs of the Company's shares held by the Group. At 31 December 2022, the Group held 279,700 (2021: 195,600) of the Company's shares.

## 16 Deferred tax

### Unrecognised deferred tax assets and liabilities

At 31 December 2022, deferred tax assets in respect of tax losses and deductible temporary differences amounting to \$23,462,977 (2021: \$25,253,088) were not recognised because it is uncertain whether future taxable profits will be available against which the Group can utilise the benefits.

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The deductible temporary differences do not expire under current tax legislation.

### Recognised deferred tax assets and liabilities

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority. The following amount, determined after appropriate offsetting, is included in the statement of financial position as follows:

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Deferred tax assets	2,379,483	2,448,171	–	–
Deferred tax liabilities	2,867,473	3,091,627	2,063,746	2,221,252

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Group</b>				
Plant and equipment	–	–	3,901,560	3,665,827
Trade and other payables	(210,663)	(358,836)	–	–
Trade and other receivables	(169,619)	–	–	–
Unutilised capital allowances recognised	(653,806)	(244,446)	–	–
Tax losses recognised	(2,379,482)	(2,419,089)	–	–
Deferred tax (assets)/liabilities	(3,413,570)	(3,022,371)	3,901,560	3,665,827
Set off of tax	1,034,087	574,200	(1,034,087)	(574,200)
Net deferred tax (assets)/liabilities	(2,379,483)	(2,448,171)	2,867,473	3,091,627
<b>Company</b>				
Plant and equipment	–	–	2,717,552	2,465,698
Unutilised capital allowances recognised	(653,806)	(244,446)	–	–
Deferred tax (assets)/liabilities	(653,806)	(244,446)	2,717,552	2,465,698
Set off of tax	653,806	244,446	(653,806)	(244,446)
Net deferred tax liabilities	–	–	2,063,746	2,221,252

Movements in deferred tax assets and liabilities of the Group and the Company (prior to offsetting of balances) during the year were as follows:

	At 1 January 2021 \$	Recognised in profit or loss (Note 24) \$	Translation differences on consolidation \$	At 31 December 2021 \$	Recognised in profit or loss (Note 24) \$	Translation differences on consolidation \$	At 31 December 2022 \$
<b>Group</b>							
<b>Deferred tax assets</b>							
Trade and other receivables	–	–	–	–	(169,619)	–	(169,619)
Trade and other payables	(265,572)	(93,264)	–	(358,836)	148,173	–	(210,663)
Unutilised capital allowances recognised	(236,344)	(8,102)	–	(244,446)	(409,360)	–	(653,806)
Tax losses recognised	(1,036,342)	(1,367,375)	(15,372)	(2,419,089)	27,503	12,104	(2,379,482)
	<u>(1,538,258)</u>	<u>(1,468,741)</u>	<u>(15,372)</u>	<u>(3,022,371)</u>	<u>(403,303)</u>	<u>12,104</u>	<u>(3,413,570)</u>
<b>Deferred tax liabilities</b>							
Plant and equipment	3,055,338	614,005	(3,516)	3,665,827	255,066	(19,333)	3,901,560
<b>Company</b>							
<b>Deferred tax assets</b>							
Unutilised capital allowances recognised	(236,344)	(8,102)	–	(244,446)	(409,360)	–	(653,806)
<b>Deferred tax liabilities</b>							
Plant and equipment	2,138,396	327,302	–	2,465,698	251,854	–	2,717,552
	<u>1,902,052</u>	<u>319,200</u>	<u>–</u>	<u>2,221,252</u>	<u>(157,506)</u>	<u>–</u>	<u>2,063,746</u>

## 17 Trade and other payables

	Group		Company	
	2022 \$	2021 \$	2022 \$	2021 \$
<b>Current</b>				
Trade payables	11,757,970	3,483,488	61,343	143,531
Accrued operating expenses	39,020,842	33,913,340	6,396,628	6,100,663
Trade amounts due to subsidiaries	–	–	3,784,644	2,714,443
Non-trade amounts due to subsidiaries	–	–	29,444,313	30,264,908
Trade amounts due to related parties	13,013	12,271	74,996	–
Deposits received	1,072,168	607,398	96,678	7,232
	<u>51,863,993</u>	<u>38,016,497</u>	<u>39,858,602</u>	<u>39,230,777</u>

Trade payables and accrued operating expenses consist mainly of commission and fee income that shall only be due and payable to third party financial advisers upon the Group's receipt of the corresponding amounts from customers assisted by those advisers.



Outstanding balances with subsidiaries and related parties are unsecured, interest free and repayable on demand.

The Group's exposure to liquidity risk related to trade and other payables is disclosed in Note 28.

## 18 Leases

The Group leases its office premises and some of its office equipment. The leases typically run for a period of one to six years.

For some short-term leases and leases of low-value items, the Group has elected not to recognise right-of-use assets and lease liabilities for these leases, and recognises the lease payments associated with these leases as an expense on a straight-line basis over lease terms.

Information about leases which the Group is a lessee is presented below.

### *Right-of-use assets*

<b>Group</b>	<b>Office premises \$</b>	<b>Office equipment \$</b>	<b>Total \$</b>
<b>Cost</b>			
At 1 January 2021	27,873,098	344,787	28,217,885
Additions	4,227,416	23,285	4,250,701
Derecognition of right-of-use assets	(1,751,637)	–	(1,751,637)
Translation differences on consolidation	356,670	2,285	358,955
At 31 December 2021	30,705,547	370,357	31,075,904
Additions	5,639,214	394,996	6,034,210
Derecognition of right-of-use assets	(1,770,575)	(289,229)	(2,059,804)
Translation differences on consolidation	(845,105)	(7,064)	(852,169)
At 31 December 2022	33,729,081	469,060	34,198,141
<b>Accumulated depreciation</b>			
At 1 January 2021	9,488,157	191,419	9,679,576
Depreciation for the year	7,188,186	85,321	7,273,507
Recognition in contract costs	318,305	1,162	319,467
Derecognition of right-of-use assets	(537,226)	–	(537,226)
Translation differences on consolidation	140,739	2,202	142,941
At 31 December 2021	16,598,161	280,104	16,878,265
Depreciation for the year	7,282,015	88,079	7,370,094
Recognition in contract costs	782,518	771	783,289
Derecognition of right-of-use assets	(511,111)	(277,764)	(788,875)
Translation differences on consolidation	(435,523)	(413)	(435,936)
At 31 December 2022	23,716,060	90,777	23,806,837
<b>Carrying amounts</b>			
At 1 January 2021	18,384,941	153,368	18,538,309
At 31 December 2021	14,107,386	90,253	14,197,639
At 31 December 2022	10,013,021	378,283	10,391,304

<b>Company</b>	<b>Office premises \$</b>	<b>Office equipment \$</b>	<b>Total \$</b>
<b>Cost</b>			
At 1 January 2021, and 31 December 2021	9,846,929	157,084	10,004,013
Additions	–	201,730	201,730
Derecognition of right-of-use assets	–	(157,084)	(157,084)
At 31 December 2022	<u>9,846,929</u>	<u>201,730</u>	<u>10,048,659</u>
<b>Accumulated depreciation</b>			
At 1 January 2021	2,343,205	89,762	2,432,967
Depreciation for the year	3,282,309	44,881	3,327,190
At 31 December 2021	5,625,514	134,643	5,760,157
Depreciation for the year	3,282,309	42,614	3,324,923
Derecognition of right-of-use assets	–	(157,084)	(157,084)
At 31 December 2022	<u>8,907,823</u>	<u>20,173</u>	<u>8,927,996</u>
<b>Carrying amounts</b>			
At 1 January 2021	7,503,724	67,322	7,571,046
At 31 December 2021	<u>4,221,415</u>	<u>22,441</u>	<u>4,243,856</u>
At 31 December 2022	<u>939,106</u>	<u>181,557</u>	<u>1,120,663</u>

**Amounts recognised in profit or loss**

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Depreciation of right-of-use assets	7,370,094	7,273,507
Interest expense on lease liabilities	451,069	561,038
Expenses relating to short-term leases and leases of low-value assets	<u>761,990</u>	<u>54,015</u>

**Amounts recognised in statement of cash flows**

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Total cash outflow for leases (including expenses relating to short-term leases)	<u>9,538,963</u>	<u>7,916,768</u>

***Lease liabilities***

The lease liabilities are payable as follows:

	----- 2022 -----			----- 2021 -----		
	Future minimum lease payments \$	Interest \$	Present value of minimum lease payments \$	Future minimum lease payments \$	Interest \$	Present value of minimum lease payments \$
<b>Group</b>						
Within one year	6,262,076	343,333	5,918,743	8,111,681	446,757	7,664,924
Between one and five years	5,580,097	299,806	5,280,291	7,732,813	219,448	7,513,365
	<u>11,842,173</u>	<u>643,139</u>	<u>11,199,034</u>	<u>15,844,494</u>	<u>666,205</u>	<u>15,178,289</u>
<b>Company</b>						
Within one year	892,829	9,711	883,118	3,345,012	42,236	3,302,776
Between one and five years	159,600	13,096	146,504	847,229	1,395	845,834
	<u>1,052,429</u>	<u>22,807</u>	<u>1,029,622</u>	<u>4,192,241</u>	<u>43,631</u>	<u>4,148,610</u>

**19 Bank loans**

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Current</b>				
Bank loans	12,210,272	–	12,210,272	–

Terms and conditions of outstanding loans and borrowings are as follows:

			<b>2022</b>		<b>2021</b>	
	<b>Currency</b>	<b>Nominal interest rate</b>	<b>Face value</b>	<b>Carrying value</b>	<b>Face value</b>	<b>Carrying value</b>
			<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Group and Company</b>						
Unsecured bank loan	SGD	3.90% - 4.04%	3,210,272	3,210,272	–	–
Unsecured bank loan	SGD	4.56%	8,000,000	8,000,000	–	–
Unsecured bank loan	SGD	4.69%	1,000,000	1,000,000	–	–
			12,210,272	12,210,272	–	–

**Reconciliation of liabilities arising from financing activities**

	Bank loans \$	Lease liabilities (Note 18) \$	Total \$
<b>At 1 January 2021</b>	–	19,217,671	19,217,671
<b>Changes from financing cash flows</b>			
Drawdown of bank loans	5,000,000	–	5,000,000
Repayment of bank loans	(5,000,000)	–	(5,000,000)
Repayment of lease liabilities	–	(7,301,715)	(7,301,715)
	–	(7,301,715)	(7,301,715)
<b>Others</b>			
New leases	–	4,250,701	4,250,701
Initial direct costs included in costs of new leases	–	(7,117)	(7,117)
Derecognition of leases	–	(1,214,411)	(1,214,411)
Interest expense	902	561,038	561,940
Interest paid	(902)	(561,038)	(561,940)
The effect of changes in foreign exchange rates	–	233,160	233,160
	–	3,262,333	3,262,333
<b>At 31 December 2021</b>	–	15,178,289	15,178,289
<b>At 1 January 2022</b>	–	15,178,289	15,178,289
<b>Changes from financing cash flows</b>			
Drawdown of bank loans	12,210,272	–	12,210,272
Repayment of lease liabilities	–	(8,323,979)	(8,323,979)
	12,210,272	(8,323,979)	3,886,293
<b>Others</b>			
New leases	–	6,034,210	6,034,210
Initial direct costs included in costs of new leases	–	(693)	(693)
Derecognition of leases	–	(1,276,919)	(1,276,919)
Interest expense	10,272	451,069	461,341
Interest paid	(10,272)	(452,994)	(463,266)
The effect of changes in foreign exchange rates	–	(409,949)	(409,949)
	–	4,344,724	4,344,724
<b>At 31 December 2022</b>	12,210,272	11,199,034	23,409,306

## 20 Deposits and balances of customers

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	\$	\$	\$	\$
Fixed term deposits	96,544,610	–	–	–

## 21 Revenue & interest revenue

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	\$	\$
<b>Revenue</b>		
Commission and fee income	190,168,590	200,245,900
Service fees	10,930,816	12,352,161
IT solution revenue and related fees	4,006,966	3,228,607
Advertising fees	156,825	286,568
Others	44,659	89,180
	<b>205,307,856</b>	<b>216,202,416</b>
<b>Interest revenue</b>		
on cash and cash equivalents	1,257,175	170,685
on clients trade settlement bank accounts	832,580	481,701
on investment in financial assets	1,325,081	9,751
on loan to related party	116,781	22,192
on receivables	27,376	11,090
	<b>3,558,993</b>	<b>695,419</b>

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

<b>Nature of services</b>	The Group provides services mainly relating to development of software, marketing of unit trusts, exchange-traded funds, listed stocks, debt securities and government securities through websites, acting as an investment advisor, dealer and custodian in respect to the above securities, portfolio management, pension administrative services and banking services.
<b>When revenue is recognised</b>	Revenue is recognised upon rendering of services and by reference to the stage of completion of the service at the reporting date.
<b>Significant payment terms and obligations for refunds</b>	Payment is due when services are delivered to the customers.



### Primary geographical market of revenue from contracts with customers

In the following table, revenue from contracts with customers is shown by primary geographical market.

	2022	2021
	\$	\$
<b>Revenue</b>		
<b>Primary geographical market</b>		
Singapore	128,140,259	139,334,558
Hong Kong	42,436,068	48,771,148
Malaysia	22,784,071	24,578,635
China	2,545,900	3,518,075
United Kingdom	9,401,558	–
	<u>205,307,856</u>	<u>216,202,416</u>
<b>Interest revenue</b>		
<b>Primary geographical market</b>		
Singapore	2,108,606	262,101
Hong Kong	202,672	27,126
Malaysia	243,296	269,276
China	74,887	136,916
United Kingdom	929,532	–
	<u>3,558,993</u>	<u>695,419</u>

## 22 Other income

	Group	
	2022	2021
	\$	\$
Investment income		
- dividend income on investment in financial assets at FVOCI, net	302,597	471,876
- gain on redemption of investment in financial assets at FVOCI	229,214	–
- gain on redemption of investment in financial assets at amortised cost	28,291	–
- net loss on investment in financial assets at FVTPL	(227,625)	(1,130,649)
- dividend income on investment in associate	35,970	35,970
Government grants <sup>(1)</sup>	1,300,309	1,060,870
Others	52,823	53,196
	<u>1,721,579</u>	<u>491,263</u>

<sup>(1)</sup> The government grants mainly refer to Job Support Scheme or equivalents in Singapore, Hong Kong and China.

## 23 Profit for the year

The following items have been included in arriving at profit for the year:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Interest expenses excluding interest expense on lease liabilities		
- interest expense on deposits and balances of customers	682,436	–
- interest expense on bank loan	58,391	902
- interest expense on payable	1,191	–
	742,018	902
 Audit fees paid to:		
- auditors of the Company	250,350	226,725
- other auditors*	561,965	339,219
 Non-audit fees paid to:		
- auditors of the Company	40,800	38,800
- other auditors	31,893	55,633
Foreign exchange loss/(gain), net	759,816	(54,593)
Equity-settled share-based payment to staff	9,278,236	5,275,028
Equity-settled share-based payment to advisers	1,308,483	645,467
Contributions to defined contribution plans, included in staff costs	3,640,144	3,260,660
Expenses relating to short-term leases and leases of low-value assets	761,990	54,015
Impairment loss on investment in financial assets at FVOCI, included in other operating expenses	300,000	–
Impairment loss on investment in financial assets at amortised cost, included in other operating expenses	173,805	–

\* Including fees paid for independent review related to the Malaysia digital bank license application submitted by the subsidiary of the Company in Malaysia to Malaysia's regulators in 2021.

## 24 Tax expense

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Current tax expense</b>		
Current year	5,582,836	6,361,470
Adjustment for prior years	(20,353)	(93,097)
	5,562,483	6,268,373
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	(201,429)	(739,772)
Adjustment for prior years	53,192	(114,964)
	(148,237)	(854,736)
 Total tax expense	 5,414,246	 5,413,637
 <i>Reconciliation of effective tax rate</i>		
Profit for the year	5,349,159	30,406,216
Total tax expense	5,414,246	5,413,637
Profit before tax	10,763,405	35,819,853
 Tax using Singapore tax rate at 17% (2021: 17%)	1,829,779	6,089,375
Effect of tax rates in foreign jurisdictions	(388,667)	(94,239)
Effect of results of equity-accounted investee presented net of tax	(50,445)	58,672
Income not subject to tax	(260,948)	(101,829)
Tax incentives	(1,293,038)	(1,120,719)
Non-deductible expenses	3,377,492	1,212,682
Current year tax losses and temporary differences for which no deferred tax asset was recognised	2,485,653	1,427,728
Recognition of tax effect of previously unrecognised tax losses and temporary differences	(190,519)	(1,717,940)
Under/(over) provided in prior years	32,839	(208,061)
Effect of tax arising from inter-company sale of assets	(120,797)	(124,547)
Others	(7,103)	(7,485)
	5,414,246	5,413,637

One of the Group's subsidiaries in Singapore has been awarded the standard-tier FSI (Financial Sector Incentive Scheme) award for a five-year period with effect from 25 June 2020 whereby qualifying transactions are taxed at a concessionary rate instead of the local statutory rate in Singapore.

## **25 Share-based incentive plans**

At 31 December 2022, the Group has the following share-based incentive plans.

### **Share-based incentive plans of the Company**

#### *Performance Share Plan*

- (i) The iFAST Corporation Performance Share Plan (the “PSP”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 11 December 2014.
- (ii) The PSP is administered by the Remuneration Committee (the “RC”) comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.
- (iii) Other information regarding the PSP are set out below:
  - those eligible to participate in the PSP comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, who have attained the age of twenty-one years as of the award date, and who hold such rank as may be designated by our RC from time to time, and Non-Executive Directors (including the Independent Directors) of the Company and its subsidiaries.
  - awards represent the right of a participant to receive fully paid shares free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period. A participant’s award under the PSP will be determined at the discretion of the RC.
  - the total number of shares which may be issued or transferred pursuant to awards granted under the PSP, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.
  - the total number of shares over which awards may be granted under the PSP to controlling shareholders and their associates shall not exceed 25% of the shares available under the PSP, and the number of shares over which an award may be granted under the PSP to each controlling shareholder or his associate shall not exceed 10% of the shares available under the PSP.
  - the PSP shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on 21 October 2014, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.
  - notwithstanding the expiry or termination of the PSP, any awards made to participants prior to such expiry or termination will continue to remain valid.

At the end of the financial year, details of the performance shares granted under the PSP are as follows:

Date of grant of performance shares	Price per share	Performance shares outstanding at	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at	Number of performance share holders at
		1 January 2021				31 December 2021	31 December 2021
1 March 2018	\$0.910	2,218,500	–	2,217,800	700	–	–
1 May 2018	\$0.915	60,900	–	60,900	–	–	–
1 March 2019	\$1.090	2,811,100	–	942,000	45,200	1,823,900	201
1 May 2019	\$1.120	83,200	–	27,900	–	55,300	5
1 April 2020	\$0.800	4,797,600	–	–	184,600	4,613,000	261
1 May 2020	\$1.030	535,300	–	–	34,300	501,000	35
1 March 2021	\$5.650	–	1,894,000	–	111,700	1,782,300	376
1 May 2021	\$6.710	–	20,500	–	–	20,500	6
		<b>10,506,600</b>	<b>1,914,500</b>	<b>3,248,600</b>	<b>376,500</b>	<b>8,796,000</b>	

Date of grant of performance shares	Price per share	Performance shares outstanding at	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at	Number of performance share holders at
		1 January 2022				31 December 2022	31 December 2022
1 March 2019	\$1.090	1,823,900	–	1,823,900	–	–	–
1 May 2019	\$1.120	55,300	–	55,300	–	–	–
1 April 2020	\$0.800	4,613,000	–	–	277,900	4,335,100	235
1 May 2020	\$1.030	501,000	–	–	–	501,000	35
1 March 2021	\$5.650	1,782,300	–	–	101,300	1,681,000	330
1 May 2021	\$6.710	20,500	–	–	–	20,500	6
1 March 2022	\$6.130	–	2,768,300	–	202,600	2,565,700	463
1 May 2022	\$5.010	–	30,400	–	–	30,400	7
		<b>8,796,000</b>	<b>2,798,700</b>	<b>1,879,200</b>	<b>581,800</b>	<b>9,133,700</b>	

#### *Measurement of fair values*

The fair value of services received in return for performance shares are measured by reference to the market price of the ordinary share of the Company on the grant date.

#### *Employee Share Option Scheme*

- (i) The iFAST Employee Share Option Scheme (the “ESOS”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the SGX-ST on 11 December 2014.
- (ii) The ESOS is administered by the RC comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.
- (iii) Other information regarding the ESOS are set out below:
  - those eligible to participate in the ESOS comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, and Non-Executive Directors (including the Independent Directors).

- there are no fixed periods for the grant of options and the offers of the grant of options may be made at any time from time to time at the discretion of the RC.
- subject to the provisions of the ESOS, options granted under the ESOS will have a life span of 10 years for options granted to Group employees (other than Non-Executive Directors and/or employees of associated companies) and 5 years for options granted to Non-Executive Directors and/or employees of associated companies.
- the aggregate number of shares over which the RC may grant options on any date, when added to the number of shares issued and issuable or transferred and to be transferred in respect of all options granted under the ESOS and the number of shares issued and issuable or transferred and to be transferred in respect of all options or awards granted under any other share option schemes or share scheme of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an option is made. The exercise price of an option may, at the discretion of the RC, be set at a discount subject to the maximum discount of 20% of the average of the last dealt prices for a share for 5 consecutive market days immediately prior to the date of grant of the option.
- the total number of shares over which options may be granted under the ESOS to controlling shareholders and their associates shall not exceed 25% of the shares available under the ESOS, and the number of shares over which an option may be granted under the ESOS to each controlling shareholder or his associate shall not exceed 10% of the shares available under the ESOS.
- the ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- shares arising from the exercise of options are subject to the provisions of the Memorandum of Association and Articles of the Company. Shares allotted and issued, and existing shares procured by the Company for transfer, upon the exercise of an option shall rank *pari passu* in all respects with the then existing issued shares.

#### *Share Option Scheme 2013*

- (i) The iFAST 2013 Share Option Scheme (the “2013 Scheme”) of the Company was approved and adopted by the shareholders at an Annual General Meeting held on 23 May 2013. The amendments to the 2013 Scheme were passed by the shareholders at an Extraordinary General Meeting held on 20 August 2014.
- (ii) Upon the listing of the Company’s shares on SGX-ST on 11 December 2014, the 2013 Scheme was terminated. This will not affect all options remaining unexercised.
- (iii) The 2013 Scheme is administered by the RC comprising Yao Chih Matthias, Kok Chee Wai and Toh Teng Peow David.



(iv) Other information regarding the 2013 Scheme is set out below:

- those eligible to participate in the 2013 Scheme comprise confirmed full-time executives, including Directors and a controlling shareholder and his associates, who have been employed by the Company, its subsidiaries and its associated companies in the absolute discretion of the RC.
- the 2013 Scheme will continue in operation at the discretion of the RC, subject to a maximum period of 10 years commencing on 23 May 2013, provided that the 2013 Scheme may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting.

At the end of the financial year, details of the options granted, after the subdivision of every 1 share option into 6 share options in conjunction with subdivision of every 1 ordinary share into 6 ordinary shares on 20 November 2014, under the share-based incentive plans in respect of unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2021	Options granted			31 December 2021	31 December 2021		
1 July 2013	\$0.42	421,456	–	211,130	–	210,326	5	30 June 2023	
1 April 2014	\$0.60	1,053,728	–	539,048	–	514,680	23	31 March 2024	
21 August 2014	\$0.63	300,000	–	300,000	–	–	–	20 August 2024	
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	–	15,000	–	–	15,000	1	30 April 2031	
		<u>4,470,584</u>	<u>15,000</u>	<u>1,050,178</u>	<u>–</u>	<u>3,435,406</u>			

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2022	Options granted			31 December 2022	31 December 2022		
1 July 2013	\$0.42	210,326	–	189,326	–	21,000	1	30 June 2023	
1 April 2014	\$0.60	514,680	–	114,602	–	400,078	19	31 March 2024	
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	15,000	–	–	–	15,000	1	30 April 2031	
1 May 2022	\$5.27	–	186,700	–	–	186,700	1	30 April 2032	
		<u>3,435,406</u>	<u>186,700</u>	<u>303,928</u>	<u>–</u>	<u>3,318,178</u>			

	<u>ESOS scheme</u>		<u>Share option scheme 2013</u>	
	Weighted average exercise price 2021	No. of options 2021	Weighted average exercise price 2021	No. of options 2021
At 1 January	1.27	2,695,400	0.56	1,775,184
Granted	7.04	15,000	–	–
Exercised	–	–	0.57	(1,050,178)
At 31 December	1.30	<u>2,710,400</u>	0.55	<u>725,006</u>
Number of options exercisable at 31 December 2021	1.27	<u>446,900</u>	0.55	<u>725,006</u>

	<u>ESOS scheme</u>		<u>Share option scheme 2013</u>	
	Weighted average exercise price 2022	No. of options 2022	Weighted average exercise price 2022	No. of options 2022
At 1 January	1.30	2,710,400	0.55	725,006
Granted	5.27	186,700	–	–
Exercised	–	–	0.49	(303,928)
At 31 December	1.56	<u>2,897,100</u>	0.59	<u>421,078</u>
Number of options exercisable at 31 December 2022	1.27	<u>1,340,600</u>	0.59	<u>421,078</u>

The options outstanding at 31 December 2022 have an exercise price in the range of \$0.42 to \$7.04 (2021: \$0.42 to \$7.04) and a weighted-average contractual life of 6.3 years (2021: 6.6 years).

Options were exercised on a regular basis throughout the year. The weighted average share price during the year was \$5.51 (2021: \$7.27) per share.

#### *Measurement of fair values*

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Binomial Model. The share prices applied to the model are based on last-transacted prices of the Company's ordinary shares. The expected life used in the model has been adjusted based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

#### *Fair value of share options and assumptions*

Date of grant of options	1 May 2022	1 May 2021	1 May 2020	1 May 2019	21 August 2014	1 April 2014	1 July 2013
Fair value at measurement date	1.66	6.65	0.12	0.15	0.85 ^	0.80 ^	0.49 ^
Share price	\$5.02	\$6.71	\$1.03	\$1.14	\$3.80 ^	\$3.60 ^	\$2.50 ^
Exercise price	\$5.27	\$7.04	\$1.27	\$1.27	\$3.80 ^	\$3.60 ^	\$2.50 ^
Expected volatility	20.59%	183.09%	8.47%	6.00%	31.30%	25.80%	21.40%
Expected option life (days)	3,650	3,650	3,650	3,650	1,095	1,460	1,460
Expected dividends	\$0,048	\$0.03	\$0.03	\$0.03	\$0.12	\$0.12	\$0.03
Risk-free interest rate	2.57%	2.21%	2.63%	2.63%	2.75%	2.75%	2.25%

^ Before subdivision of every 1 share option into 6 share options in conjunction with subdivision of every 1 ordinary share into 6 ordinary shares on 20 November 2014.

The expected volatility is based on the one year historic volatility of the Company's share price, adjusted for any expected changes to future volatility.

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

## Share-based incentive plan of a subsidiary

### *iFAST China 2017 Employee Share Option Scheme*

The iFAST China 2017 Employee Share Option Scheme (the “iFAST China 2017 ESOS”) was approved by the shareholders of iFAST China Holdings Pte. Ltd., a subsidiary of the Company, on 31 March 2017.

At the end of the financial year, details of the options granted under the iFAST China 2017 ESOS on the unissued ordinary shares of iFAST China Holdings Pte. Ltd. are as follows:

Date of grant of options	Exercise price per share	Options outstanding at			Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2021	Options granted	Options exercised		31 December 2021	31 December 2021		
1 April 2017	\$0.31	19,161,900	–	–	659,100	18,502,800	25	31 March 2027	
1 August 2018	\$0.31	4,694,200	–	–	564,900	4,129,300	28	31 July 2028	
		<u>23,856,100</u>	<u>–</u>	<u>–</u>	<u>1,224,000</u>	<u>22,632,100</u>			

Date of grant of options	Exercise price per share	Options outstanding at			Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2022	Options granted	Options exercised		31 December 2022	31 December 2022		
1 April 2017	\$0.31	18,502,800	–	–	–	18,502,800	25	31 March 2027	
1 August 2018	\$0.31	4,129,300	–	–	–	4,129,300	28	31 July 2028	
		<u>22,632,100</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>22,632,100</u>			

### **iFAST China 2017 ESOS**

	<b>Weighted average exercise price 2021</b>	<b>No. of options 2021</b>
At 1 January	0.31	23,856,100
Granted	–	–
Exercised	–	–
Forfeited/Expired	0.31	(1,224,000)
At 31 December	0.31	<u>22,632,100</u>
Number of options exercisable at 31 December 2021	0.31	<u>16,362,100</u>

	<b>Weighted average exercise price 2022</b>	<b>No. of options 2022</b>
At 1 January	0.31	22,632,100
Granted	–	–
Exercised	–	–
Forfeited/Expired	–	–
At 31 December	0.31	<u>22,632,100</u>
Number of options exercisable at 31 December 2022	0.31	<u>22,632,100</u>

*Measurement of fair values*

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Binomial Model. The share prices applied to the model are based on last-transacted prices of the subsidiary's ordinary shares. The expected life used in the model has been adjusted based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

*Fair value of share options and assumptions*

<b>Date of grant of options</b>	<b>1 August 2018</b>	<b>1 April 2017</b>	<b>1 April 2017</b>
Fair value at measured date	0.061	0.060	0.046
Share price	\$0.31	\$0.31	\$0.31
Exercise price	\$0.31	\$0.31	\$0.31
Expected volatility	6.43%	11.22%	11.22%
Expected option life (days)	2,920	2,555	1,825
Expected dividends	–	–	–
Risk-free interest rate	2.63%	2.13%	2.13%

The expected volatility is based on the one year historic volatility of the share price of the subsidiary or the Company, adjusted for any expected changes to future volatility.

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

## 26 Earnings per share

*Basic earnings per share*

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Basic earnings per share is based on:</b>		
Net profit attributable to ordinary shareholders	6,423,668	30,633,083
	<hr/>	
	<b>Group</b>	
	<b>Number of</b>	<b>Number of</b>
	<b>shares</b>	<b>shares</b>
	<b>2022</b>	<b>2021</b>
Issued ordinary shares at 1 January	276,946,913	272,407,635
Effect of new shares issued for a share placement	14,000,000	–
Effect of new shares issued for the share-based incentive plans	1,715,219	3,401,597
Effect of treasury shares purchased	(353,450)	–
Effect of treasury shares re-issued	317,100	179,900
Weighted average number of ordinary shares during the year	292,625,782	275,989,132
	<hr/>	
Basic earnings per share (cents)	2.20	11.10
	<hr/>	

*Diluted earnings per share*

For the purpose of calculating the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from the dilutive share options under the Share Option Schemes and the dilutive share awards under the Performance Share Plan, with the potential ordinary shares weighted for the period outstanding.

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Diluted earnings per share is based on:</b>		
Net profit attributable to ordinary shareholders	6,423,668	30,633,083

The effect of the exercise of share options and the vesting of share awards on the weighted average number of ordinary shares in issue is as follows:

	<b>Group</b>	
	<b>Number of</b>	<b>Number of</b>
	<b>shares</b>	<b>shares</b>
	<b>2022</b>	<b>2021</b>
Weighted average number of:		
Ordinary shares used in the calculation of basic earnings per share	292,625,782	275,989,132
Potential ordinary shares issuable under:		
- Share-based incentive plans	9,230,087	11,213,836
Weighted average number of ordinary issued and potential shares issuable assuming full conversion during the year	301,855,869	287,202,968
Diluted earnings per share (cents)	2.13	10.67

At 31 December 2022, 201,700 shares (2021: 15,000 shares) were excluded from the diluted weighted-average number of ordinary shares calculation as their effect would have been anti-dilutive.

## 27 Operating segments

The Group has five reportable segments, namely its operations in Singapore, Hong Kong, Malaysia, China and United Kingdom, which are the Group's strategic business locations.

The strategic business locations are managed separately. For each of the strategic business units, the Chairman and CEO reviews internal management reports on a monthly basis.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Chairman and CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

In presenting information on the basis of geographical segments, segment revenue is based on a geographical location of customers. Segment non-current assets are based on a geographical location of the assets.

Geographical segments are analysed by principal geographical areas as follows:

**Information about reportable segments**

2022

	Singapore \$	Hong Kong \$	Malaysia \$	China \$	United Kingdom	Others \$	Total \$
<b>Revenue and expenses</b>							
Revenue from external customers	128,140,259	42,436,068	22,784,071	2,545,900	9,401,558	–	205,307,856
Interest revenue from external customers	2,108,606	202,672	243,296	74,887	929,532	–	3,558,993
Inter-segment revenue	4,704,896	203,826	3,713,445	111,953	–	–	8,734,120
Total revenue	134,953,761	42,842,566	26,740,812	2,732,740	10,331,090	–	217,600,969
Depreciation of plant and equipment	(2,770,314)	(298,834)	(440,216)	(262,063)	(53,281)	–	(3,824,708)
Depreciation of right-of-use assets	(3,353,890)	(2,301,204)	(470,018)	(1,026,652)	(218,330)	–	(7,370,094)
Amortisation of intangible assets	(8,839,738)	(70,570)	(669,013)	(37,966)	(406)	–	(9,617,693)
Impairment loss on associate	–	–	–	–	–	(5,200,000)	(5,200,000)
Reportable segment profit/(loss) before tax	16,568,914	8,076,419	4,250,125	(7,383,627)	(5,845,164)	–	15,666,667
Share of results of associates	–	–	–	–	–	296,738	296,738
<b>Assets and liabilities</b>							
Reportable segment assets	174,292,215	39,170,335	27,512,217	5,387,798	208,695,324	–	455,057,889
Equity-accounted associates	–	–	–	–	–	3,479,272	3,479,272
Capital expenditure	15,314,993	425,284	1,979,930	47,049	97,667	–	17,864,923
Reportable segment liabilities	81,671,981	15,559,319	12,577,663	3,719,053	114,292,431	–	227,820,447



*iFAST Corporation Ltd. and its Subsidiaries*  
*Financial statements*  
*Year ended 31 December 2022*

	Singapore \$	Hong Kong \$	Malaysia \$	China \$	United Kingdom	Others \$	Total \$
<b>2021</b>							
<b>Revenue and expenses</b>							
Revenue from external customers	139,334,558	48,771,148	24,578,635	3,518,075	–	–	216,202,416
Interest revenue from external customers	262,101	27,126	269,276	136,916	–	–	695,419
Inter-segment revenue	4,781,861	256,938	3,104,701	66,893	–	–	8,210,393
Total revenue	144,378,520	49,055,212	27,952,612	3,721,884	–	–	225,108,228
Depreciation of plant and equipment	(1,432,412)	(334,184)	(531,214)	(206,363)	–	–	(2,504,173)
Depreciation of right-of-use assets	(3,553,824)	(2,262,486)	(638,895)	(1,018,302)	–	–	(7,273,507)
Amortisation of intangible assets	(8,081,937)	(79,791)	(439,730)	(31,033)	–	–	(8,632,491)
Reportable segment profit/(loss) before tax	28,435,252	8,387,349	5,386,066	(6,043,684)	–	–	36,164,983
Share of results of associates	–	–	–	–	–	(345,130)	(345,130)
<b>Assets and liabilities</b>							
Reportable segment assets	144,770,193	43,018,578	23,170,608	7,339,750	–	–	218,299,129
Equity-accounted associates	–	–	–	–	–	6,552,216	6,552,216
Capital expenditure	17,012,352	1,491,729	2,611,261	500,117	–	–	21,615,459
Reportable segment liabilities	63,415,158	19,313,762	9,182,687	5,304,531	–	–	97,216,138

Reconciliations of reportable segment revenues, profit and loss, assets and liabilities and other material items:

	<b>2022</b>	<b>2021</b>
	\$	\$
<b>Revenue</b>		
Total revenue for reportable segments	217,600,969	225,108,228
Elimination of inter-segment revenue	<u>(8,734,120)</u>	<u>(8,210,393)</u>
Consolidated revenue	<u>208,866,849</u>	<u>216,897,835</u>
<b>Profit or loss</b>		
Total profit before tax for reportable segments	15,666,667	36,164,983
Impairment loss on associate	(5,200,000)	–
Share of results of associates	296,738	(345,130)
Consolidated profit before tax	<u>10,763,405</u>	<u>35,819,853</u>
<b>Assets</b>		
Total assets for reportable segments	455,057,889	218,299,129
Investment in associates	3,479,272	6,552,216
Consolidated total assets	<u>458,537,161</u>	<u>224,851,345</u>
<b>Liabilities</b>		
Total liabilities for reportable segments	<u>227,820,447</u>	<u>97,216,138</u>

	<b>Reportable segment total</b>	<b>Adjustment</b>	<b>Consolidated total</b>
	\$	\$	\$
<b>2022</b>			
<b>Other material items</b>			
Capital expenditure	17,864,923	–	17,864,923
Depreciation of plant and equipment and amortisation of intangible assets	<u>(13,442,401)</u>	–	<u>(13,442,401)</u>
<b>2021</b>			
<b>Other material items</b>			
Capital expenditure	21,615,459	–	21,615,459
Depreciation of plant and equipment and amortisation of intangible assets	<u>(11,136,664)</u>	–	<u>(11,136,664)</u>

## **28 Financial risk management**

### **Overview**

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note present information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

### **Risk management framework**

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

### **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

The Group has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. The credit quality of customers is assessed after taking into account its financial position and past experience with the customers.

At the reporting date, other than bank balances which are placed with regulated financial institutions and investments in debt instruments, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The maximum exposure to credit risk for uncompleted contracts receivables and trade and other receivables (excluding accrued revenue) at the reporting date by type of counterparty was:

	<b>2022</b>	<b>2021</b>
	\$	\$
<b>Group</b>		
Distributors	45,678,271	19,937,798
Retail customers	45,532,996	37,952,490
Others (including amounts due from related parties)	15,214,811	12,170,274
	106,426,078	70,060,562
<b>Company</b>		
Distributors	148,211	–
Retail customers	–	29,501
Others (including amounts due from subsidiaries and related parties)	33,397,467	29,835,595
	33,545,678	29,865,096

### **Expected credit loss**

#### *Uncompleted contracts receivables and trade and other receivables*

The Group's concentration of credit risk relating to uncompleted contracts receivables and trade and other receivables is limited due to the Group's many varied customers and the credit quality of its uncompleted contracts receivables and trade and other receivables is within acceptable risk. The Group's historical experience in the collection of uncompleted contracts receivables and trade and other receivables falls within the recorded allowances, and the uncompleted contracts receivables from clients are substantially secured by clients' deposits with the Group. Due to these factors, Management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's uncompleted contracts receivables and trade and other receivables.

#### *Debt investments*

The Group limits its exposure to credit risk on debt investments held by investing only in liquid marketable debt securities and dealing with counterparties with good credit rating. Management actively monitors credit ratings and given that the Group invests in securities with good credit rating, management does not expect any counterparty to fail to meet its obligations.

12-month and lifetime probabilities of default are based on historical data for each credit rating and are recalibrated based on current bond yields and CDS prices. Loss given default ("LGD") parameters generally reflect an assumed recovery rate of 40% except when a security is credit-impaired, in which case the estimate of loss is based on the instrument's current market price and original effective interest rate.

An impairment loss of \$300,000 (2021: \$Nil) in respect of debt investments at FVOCI and an impairment loss of \$173,805 (2021: \$Nil) in respect of debt investments at amortised cost were recognised in the year.

*Cash and cash equivalents*

The Group and the Company held cash and cash equivalents of \$151,130,066 and \$13,567,833 respectively at the reporting date (2021: \$44,097,897 and \$3,173,379 respectively). These figures represent their maximum credit exposures on these assets. The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents was negligible.

*Non-trade amounts due from subsidiaries and related parties*

These balances are amounts advanced to subsidiaries and related parties to satisfy short term funding requirements. The Group and the Company use a similar approach for assessment of ECLs for these receivables to those used for debt investments. Impairment on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposures. The Group and the Company recognised impairment loss of \$1,810,269 and \$1,238,182 respectively on its receivables from associate company, namely iFAST India Holdings Pte Ltd and its subsidiary in the year (Note 7).

**Impairment losses**

The ageing of uncompleted contracts receivables and trade and other receivables (excluding accrued revenue) at the reporting date was:

	<b>Gross 2022 \$</b>	<b>Impairment losses 2022 \$</b>	<b>Gross 2021 \$</b>	<b>Impairment losses 2021 \$</b>
<b>Group</b>				
Not past due	84,382,164	–	68,781,035	–
Past due 0 – 30 days	20,942,231	–	109,852	–
Past due 31 – 90 days	135,922	–	226,798	–
Past due more than 90 days	2,776,030	(1,810,269)	942,877	–
	<u>108,236,347</u>	<u>(1,810,269)</u>	<u>70,060,562</u>	<u>–</u>
<b>Company</b>				
Not past due	33,545,678	–	29,865,096	–
Past due more than 90 days	1,238,182	(1,238,182)	–	–
	<u>34,783,860</u>	<u>(1,238,182)</u>	<u>29,865,096</u>	<u>–</u>

The movement in the allowance for impairment losses in respect of trade and other receivables during the year was as follows:

	<b>Note</b>	<b>Group</b>	
		<b>2022</b>	<b>2021</b>
		\$	\$
At 1 January		–	–
Allowances provided in the year	7	1,810,269	–
At 31 December		1,810,269	–

	<b>Note</b>	<b>Company</b>	
		<b>2022</b>	<b>2021</b>
		\$	\$
At 1 January		–	–
Allowances provided in the year	7	\$1,238,182	–
At 31 December		\$1,238,182	–

No uncompleted contracts receivables as at the reporting date are past due. Excluding the Group's receivable amounts due from associate company, the trade and other receivables that are past due more than 90 days consist mainly of commission and fee income significantly payable to third party financial advisers. The Group's maximum exposure will be the outstanding balance after the payable amount to third party financial advisers. The past due receivables are also substantially secured by clients' assets under administration with the Group.

The Group believes that, apart from the above, no additional impairment allowance is required in respect of the remaining receivables as these amounts mainly relate to customers with good credit and payment records with the Group.

### **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.



The following are contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Group	Note	Carrying amounts \$	Contractual cash flows \$	Within 1 year \$	Within 1 to 5 years \$
<b>31 December 2022</b>					
<b>Non-derivative financial liabilities</b>					
Uncompleted contracts - sellers	9	50,276,419	(50,276,419)	(50,276,419)	–
Trade and other payables	17	51,863,993	(51,863,993)	(51,863,993)	–
Deposits and balances of customers	20	96,544,610	(97,582,255)	(97,582,255)	–
Bank loans	19	12,210,272	(12,426,412)	(12,426,412)	–
Lease liabilities	18	11,199,034	(11,842,173)	(6,262,076)	(5,580,097)
		<u>222,094,328</u>	<u>(223,991,252)</u>	<u>(218,411,155)</u>	<u>(5,580,097)</u>
<b>31 December 2021</b>					
<b>Non-derivative financial liabilities</b>					
Uncompleted contracts - sellers	9	36,739,166	(36,739,166)	(36,739,166)	–
Trade and other payables	17	38,016,497	(38,016,497)	(38,016,497)	–
Lease liabilities	18	15,178,289	(15,844,494)	(8,111,681)	(7,732,813)
		<u>89,933,952</u>	<u>(90,600,157)</u>	<u>(82,867,344)</u>	<u>(7,732,813)</u>
<b>Company</b>					
<b>31 December 2022</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	17	39,858,602	(39,858,602)	(39,858,602)	–
Bank loans	19	12,210,272	(12,426,412)	(12,426,412)	–
Lease liabilities	18	1,029,622	(1,052,429)	(892,829)	(159,600)
Recognised financial liabilities		53,098,496	(53,337,443)	(53,177,843)	(159,600)
Intra-group financial guarantee		–	(61,521,017)	(61,521,017)	–
		<u>53,098,496</u>	<u>(114,858,460)</u>	<u>(114,698,860)</u>	<u>(159,600)</u>
<b>31 December 2021</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	17	39,230,777	(39,230,777)	(39,230,777)	–
Lease liabilities	18	4,148,610	(4,192,241)	(3,345,012)	(847,229)
Recognised financial liabilities		43,379,387	(43,423,018)	(42,575,789)	(847,229)
Intra-group financial guarantee		–	(61,868,445)	(61,868,445)	–
		<u>43,379,387</u>	<u>(105,291,463)</u>	<u>(104,444,234)</u>	<u>(847,229)</u>

The maturity analyses show the contractual undiscounted cash flows of the Group and the Company's financial liabilities on the basis of their earliest possible contractual maturity. Except for the cash flow arising from the intra-group financial guarantee, it is not expected that the cash flows included in the maturity analyses above could occur significantly earlier, or at significantly different amounts.

### **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

### **Foreign currency risk**

The currency exposure arising from operating activities of the Group's non-banking operations is naturally hedged as those entities incomes and expenses, trade and other receivables and trade and other payables are substantially denominated in the respective functional currencies of the entities. The Group is exposed to transactional foreign currency risk mainly to the extent that there is a mismatch between the currencies in financial assets and borrowings, including intercompany balances, that are denominated in a currency other than the respective functional currencies of Group entities. Interest on borrowings is denominated in the currency of the borrowings. Generally, borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group. This provides an economic hedge without derivatives being entered into. In addition, the Group also has investments in foreign subsidiaries whose net assets are exposed to currency translation risk.

The new UK-based banking operation has business interests in a few different geographic regions. The banking operation identifies foreign currency risk as the risk to future cash-flows from adverse foreign exchange movements. The banking operation has set limits on its positions by currency including foreign currency positions and hedges. The Group monitors the positions on an ongoing basis and uses hedging strategies to ensure the net positions are maintained within established limits.

The Group's exposures to foreign currency risk are as follows based on nominal amounts:

Group	US dollar \$	Euro \$	Pound sterling \$	Chinese yuan \$	Hong Kong dollar \$	Malaysia ringgit \$	Others \$
<b>31 December 2022</b>							
Financial assets at FVOCI	3,256,145	-	-	-	-	-	-
Financial assets at FVTPL	1,376,176	-	263,663	965,535	-	-	-
Financial assets at amortised cost	22,138,303	-	-	-	-	-	-
Trade and other receivables	20,991,121	7,148	553,083	346,947	1,009,205	9,592	1,255,349
Cash and cash equivalents	2,847,100	121,779	1,072,859	10,135,399	253,120	75,573	6,212,289
	50,608,845	128,927	1,889,605	11,447,881	1,262,325	85,165	7,467,638
<b>31 December 2021</b>							
Financial assets at FVOCI	113,508	-	-	-	-	-	-
Financial assets at FVTPL	2,628,994	-	-	596,957	-	-	-
Trade and other receivables	567,779	2,075	9,367	457,464	1,355,349	10,261	3,631
Cash and cash equivalents	4,549,719	81,811	81,895	118,942	814,037	8,234	144,103
	7,860,000	83,886	91,262	1,173,363	2,169,386	18,495	147,734

The Company's exposures to foreign currency risk are as follows based on nominal amounts:

<b>Company</b>	<b>US dollar</b>	<b>Euro</b>	<b>Pound sterling</b>	<b>Chinese yuan</b>	<b>Hong Kong dollar</b>	<b>Others</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>31 December 2022</b>						
Financial assets at FVOCI	3,256,145	–	–	–	–	–
Financial assets at FVTPL	60,859	–	263,663	–	–	–
Trade and other receivables	89,655	–	545,072	–	–	–
Cash and cash equivalents	1,084,034	–	1,004,236	9,590,738	35	–
Non-trade amounts due to subsidiaries	–	–	–	–	(5,523,548)	–
	<b>4,490,693</b>	<b>–</b>	<b>1,812,971</b>	<b>9,590,738</b>	<b>(5,523,513)</b>	<b>–</b>
<b>31 December 2021</b>						
Financial assets at FVOCI	113,508	–	–	–	–	–
Financial assets at FVTPL	601,124	–	–	–	–	–
Trade and other receivables	9,716	–	–	–	–	–
Cash and cash equivalents	710,718	7,644	–	929	35	9,852
Non-trade amounts due to subsidiaries	–	–	–	–	(4,416,370)	–
	<b>1,435,066</b>	<b>7,644</b>	<b>–</b>	<b>929</b>	<b>(4,416,335)</b>	<b>9,852</b>

*Sensitivity analysis*

A 5% strengthening of Singapore dollar, as indicated below, against the following currencies at 31 December would decrease profit or loss and equity by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2021.

	<b>Group</b>		<b>Company</b>	
	<b>Profit or loss</b>		<b>Profit or loss</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
US dollar	2,367,635	387,325	61,727	66,078
Euro	6,446	4,194	–	382
Pound sterling	94,480	4,563	90,649	–
Chinese yuan	572,394	58,668	479,537	46
Hong Kong dollar	63,116	108,469	(276,176)	(220,817)
Malaysia ringgit	4,258	925	–	–
Others	373,382	7,387	–	493
	<u>3,481,711</u>	<u>571,531</u>	<u>355,737</u>	<u>(153,818)</u>

	<b>Group</b>		<b>Company</b>	
	<b>Equity</b>		<b>Equity</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
US dollar	<u>162,807</u>	<u>5,675</u>	<u>162,807</u>	<u>5,675</u>

A 5% weakening of Singapore dollar against the above currencies at 31 December would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

**Interest rate risk**

The Group's exposure to changes in interest rates relates primarily to interest-bearing financial assets and liabilities. Interest rate risk is managed by the Group on an ongoing basis with the primary objective of limiting the extent to which interest income could be impacted from an adverse movement in interest rates.

*Sensitivity analysis for fixed rate instruments measured at fair value*

At the reporting date, the Group's and the Company's exposures to fixed rate financial assets were as follows based on nominal amounts:

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Financial assets debt investments at FVOCI	6,823,995	96,685	6,823,995	96,685
Financial assets debt investments at FVTPL	7,625,470	7,107,108	2,755,507	2,956,957
	<u>14,449,465</u>	<u>7,203,793</u>	<u>9,579,502</u>	<u>3,053,642</u>

A change of 15 basis points in interest rates at the reporting date would have increased or decreased equity and profit or loss by approximately \$21,000 (2021: \$160) and \$48,600 (2021: \$23,000) for the Group respectively and approximately \$21,000 (2021: \$160) and \$13,600 (2021: \$10,000) for the Company respectively. This analysis assumes that all other variables remain constant.

*Sensitivity analysis for variable rate instruments measured at amortised cost*

For interest-bearing financial instruments, a change of 15 basis points (bp) in interest rate at the reporting date would increase/(decrease) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2021.

	2022		2021	
	Profit or loss		Profit or loss	
	15 bp increase	15 bp decrease	15 bp increase	15 bp decrease
	\$	\$	\$	\$
<b>Group</b>				
Cash and cash equivalents	226,695	(226,695)	66,147	(66,147)
<b>Company</b>				
Cash and cash equivalents	20,352	(20,352)	4,760	(4,760)

**Price risk**

The Group's exposure to price risk relates to changes in the dealing price of unit trust, exchange-traded funds, debt securities and Singapore government securities for unexecuted orders placed. The Group has established procedures to detect such orders and to report such incidences to Management. The Management has also taken up a professional indemnity insurance and the amount insured is reviewed annually. The Group's exposure to price risk also includes the risk that changes in market prices will affect the Group's income or the value of its holdings in investments in equity and debt securities.



*Sensitivity analysis – securities price risk*

A 5% increase in the underlying security prices of the Group's and the Company's investments in financial assets at FVOCI at the reporting date would increase equity by \$472,571 (2021: \$550,415) and \$470,285 (2021: \$531,238) respectively. A 5% increase in the underlying security prices of the Group's and the Company's investment in financial assets at FVTPL at the reporting date would increase profit or loss by \$381,274 (2021: \$355,355) and \$137,775 (2021: \$147,848) and respectively. This analysis assumes that all other variables remain constant.

A 5% decrease in the underlying security prices would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

**Offsetting financial assets and financial liabilities**

The Group enters into service agreements with third party financial advisers. In general, under such agreements the commission and fee shall only be due and payable to third party financial advisers upon the Group's receipt of the corresponding amounts from customers.

For trading account agreements between the Group and the respective counterparties, these agreements provide the Group with an unconditional right to set-off of all outstanding transactions with each counterparty that is enforceable at all times. Notwithstanding that the Group has an unconditional set-off right, the Group presents the balances arising from transactions with counterparties on a gross basis as the Group does not intend to settle the balances with the customers on a net basis in the normal course of business.

The following table sets out the carrying amounts of recognised financial instruments that are not offset.

	Note	Gross amounts of recognised financial instruments \$	Gross amounts of recognised financial instruments offset in the statement of financial position \$	Net amounts of financial instruments included in the statement of financial position \$	Related financial instruments that are not offset \$	Net amount \$
<b>Group</b>						
<b>31 December 2022</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	63,385,315	–	63,385,315	(18,050,373)	45,334,942
Uncompleted contracts-buyers	9	51,281,106	–	51,281,106	(30,710,945)	20,570,161
		<u>114,666,421</u>	<u>–</u>	<u>114,666,421</u>	<u>(48,761,318)</u>	<u>65,905,103</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	50,778,812	–	50,778,812	(18,050,373)	32,728,439
Uncompleted contracts-sellers	9	50,276,419	–	50,276,419	(30,710,945)	19,565,474
		<u>101,055,231</u>	<u>–</u>	<u>101,055,231</u>	<u>(48,761,318)</u>	<u>52,293,913</u>

Group	Note	Gross amounts of recognised financial instruments \$	Gross amounts of recognised financial instruments offset in the statement of financial position \$	Net amounts of financial instruments included in the statement of financial position \$	Related financial instruments that are not offset \$	Net amount \$
<b>31 December 2021</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	42,955,958	–	42,955,958	(19,287,228)	23,668,730
Uncompleted contracts-buyers	9	36,799,522	–	36,799,522	(21,781,846)	15,017,676
		<u>79,755,480</u>	<u>–</u>	<u>79,755,480</u>	<u>(41,069,074)</u>	<u>38,686,406</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	37,396,828	–	37,396,828	(19,287,228)	18,109,600
Uncompleted contracts-sellers	9	36,739,166	–	36,739,166	(21,781,846)	14,957,320
		<u>74,135,994</u>	<u>–</u>	<u>74,135,994</u>	<u>(41,069,074)</u>	<u>33,066,920</u>
<b>Company</b>						
<b>31 December 2022</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	<u>159,577</u>	<u>–</u>	<u>159,577</u>	<u>–</u>	<u>159,577</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	<u>6,457,971</u>	<u>–</u>	<u>6,457,971</u>	<u>–</u>	<u>6,457,971</u>
<b>31 December 2021</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	<u>209,617</u>	<u>–</u>	<u>209,617</u>	<u>–</u>	<u>209,617</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	<u>6,244,194</u>	<u>–</u>	<u>6,244,194</u>	<u>–</u>	<u>6,244,194</u>

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statements of financial position that are disclosed in the above tables are measured in the statements of financial position at amortised cost.

### Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders value. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Group manages its capital structure and makes alignment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may align the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a net debt to equity ratio. For this purpose, net debt/cash is calculated as total liabilities (excluding lease liabilities secured over the right-of-use assets and amounts of trade and other payables that can be offset against trade and other receivables) less cash and cash equivalents, uncompleted contract receivables and investment in financial assets under current assets. The Group records a net cash position of \$45,551,135 as at 31 December 2022 (2021: \$33,343,326).

There were no changes in the Group's approach to capital management during the year.

Some of the subsidiaries are required to maintain sufficient financial resources by the local regulators in the respective jurisdictions in which they operate to ensure that the relevant regulatory limits are complied with.

### **Determination of fair values**

A number of the Group's accounting policies and disclosures require the determination of fair value for financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

#### *Investment in financial instruments*

The fair value of investments in equity securities and debt securities is determined by reference to its bid price, recent transaction price or cost at the reporting date.

#### *Intra-group financial guarantees*

The value of financial guarantees provided by the Company to its subsidiaries is determined by reference to the difference in the interest rates, by comparing the actual rates charged by the bank with these guarantees made available, with the estimated rates that the banks would have charged had these guarantees not been available.

*Accounting classifications and fair values*

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Group	Note	Total carrying amount						Fair value			
		Amortised cost \$	FVOCI – debt instruments \$	FVOCI – equity instruments \$	FVTPL – debt instruments \$	FVTPL – other financial assets \$	Other financial liabilities \$	Total \$	Level 1 \$	Level 3 \$	
<b>31 December 2022</b>											
<b>Financial assets measured at fair value</b>											
	10	–	–	2,581,036	–	–	–	–	2,581,036	–	2,581,036
	10	–	6,823,995	46,383	–	–	–	–	6,870,378	6,870,378	–
	10	–	–	–	7,625,470	–	–	–	7,625,470	7,625,470	–
	13	–	–	–	–	14,165,132	–	–	14,165,132	14,165,132	–
		–	6,823,995	2,627,419	7,625,470	14,165,132	–	–	31,242,016		
<b>Financial assets not measured at fair value</b>											
	13	136,964,934	–	–	–	–	–	–	136,964,934		
	9	51,281,106	–	–	–	–	–	–	51,281,106		
	8	78,600,126	–	–	–	–	–	–	78,600,126		
	10	47,668,514	–	–	–	–	–	–	47,668,514	47,485,090	–
		314,514,680	–	–	–	–	–	–	314,514,680		
<b>Financial liabilities not measured at fair value</b>											
	9	–	–	–	–	–	–	–	(50,276,419)	(50,276,419)	
	17	–	–	–	–	–	–	–	(51,863,993)	(51,863,993)	
	20	–	–	–	–	–	–	–	(96,544,610)	(96,544,610)	
	19	–	–	–	–	–	–	–	(12,210,272)	(12,210,272)	
		–	–	–	–	–	–	–	(210,895,294)	(210,895,294)	



Note	Total carrying amount						Fair value			
	Amortised cost	FVOCI – debt instruments	FVOCI – equity instruments	FVTPL – debt instruments	FVTPL – Other financial assets	Other financial liabilities	Total	Level 1	Level 3	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Company</b>										
<b>31 December 2022</b>										
<b>Financial assets measured at fair value</b>										
10	–	–	2,535,331	–	–	–	2,535,331	–	2,535,331	
10	–	6,823,995	46,383	–	–	–	6,870,378	6,870,378	–	
10	–	–	–	2,755,507	–	–	2,755,507	2,755,507	–	
13	–	–	–	–	9,539,905	–	9,539,905	9,539,905	–	
	–	6,823,995	2,581,714	2,755,507	9,539,905	–	21,701,121	19,165,790	2,535,331	
<b>Financial assets not measured at fair value</b>										
13	4,027,928	–	–	–	–	–	4,027,928	–	–	
8	33,557,044	–	–	–	–	–	33,557,044	–	–	
	37,584,972	–	–	–	–	–	37,584,972	–	–	
<b>Financial liabilities not measured at fair value</b>										
17	–	–	–	–	–	(39,858,602)	(39,858,602)	–	–	
19	–	–	–	–	–	(12,210,272)	(12,210,272)	–	–	
	–	–	–	–	–	(52,068,874)	(52,068,874)	–	–	
<b>31 December 2021</b>										
<b>Financial assets measured at fair value</b>										
10	–	–	2,535,331	–	–	–	2,535,331	–	2,535,331	
10	–	96,685	7,992,734	–	–	–	8,089,419	8,089,419	–	
10	–	–	–	2,956,957	–	–	2,956,957	2,956,957	–	
	–	96,685	10,528,065	2,956,957	–	–	13,581,707	11,046,376	2,535,331	
<b>Financial assets not measured at fair value</b>										
13	3,173,379	–	–	–	–	–	3,173,379	–	–	
8	30,045,212	–	–	–	–	–	30,045,212	–	–	
	33,218,591	–	–	–	–	–	33,218,591	–	–	
<b>Financial liabilities not measured at fair value</b>										
17	–	–	–	–	–	(39,230,777)	(39,230,777)	–	–	

During the financial year, there have been no transfers between Level 1, 2, and 3.



*Level 3 recurring fair values*

The following table shows the valuation techniques used in measuring level 3 fair values, as well as the significant unobservable inputs used:

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs
Equity investments	Discounted cash flow	<ul style="list-style-type: none"> <li>• Net revenue growth rate: (11%) to 9% (2021: 5% to 20%)</li> <li>• Discount rate: 10.84% (2021: 9.22% to 9.50%)</li> <li>• Terminal growth rate: 1.9% (2021: 1.40%)</li> </ul>	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> <li>• net revenue growth rate was higher (lower);</li> <li>• discount rate was lower (higher); or</li> <li>• terminal growth rate was higher (lower).</li> </ul>
Equity investment	The investment was fully impaired in 2022 (2021: Venture capital method)	<ul style="list-style-type: none"> <li>• Projected revenue: 2021: \$2.97 million in 2026</li> <li>• Discount rate: 2021: 40%</li> <li>• Price to revenue multiple: 2021: 1.9 – 2.8</li> </ul>	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> <li>• projected revenue in the estimated exit year was higher (lower);</li> <li>• discount rate was lower (higher); or</li> <li>• price to revenue multiple was higher (lower).</li> </ul>
Equity investment	Recent transaction price	Not applicable	Not applicable
Equity investment	Cost approximates fair value	Not applicable	Not applicable

The following table shows a reconciliation from the opening balances to the ending balances for Level 3 fair values:

	Group		Company	
	2022	2021	2022	2021
	\$	\$	\$	\$
Balance at 1 January	2,918,887	3,944,741	2,535,331	1,840,331
Additions	–	1	–	–
Disposal	–	(105,000)	–	(105,000)
Unrealised (loss)/gain for the year included in other comprehensive income – net change in fair value of FVOCI financial assets	(335,000)	(920,000)	–	800,000
Effect of movement in exchange rate	(2,851)	(855)	–	–
Balance at 31 December	<u>2,581,036</u>	<u>2,918,887</u>	<u>2,535,331</u>	<u>2,535,331</u>

## 29 Commitments

As at 31 December 2022, the Group and the Company have the following commitments:

- (a) Capital expenditure in respect of plant and equipment and intangible assets are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	\$	\$	\$	\$
Contracted but not provided for	2,329,841	1,066,676	–	160,201

- (b) Under regulatory requirements, some of the subsidiaries are required to maintain sufficient capital to ensure that the relevant regulatory limits as set out by the authorities are complied with. The Company has commitment to contribute additional capital as and when the subsidiaries' capital fall below the relevant regulatory limits.

## 30 Related parties

### *Key management personnel compensation*

Compensation paid or payable to key management personnel comprise:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	\$	\$
Fees to Non-Executive and Independent Directors	1,077,764	513,604
Remuneration paid or payable to key management personnel		
- short-term employment benefits	8,232,021	7,689,560
- employers' contribution to defined contribution plans	493,481	391,500
- share-based payment	4,072,234	2,299,059

Directors and other key management personnel also participate in the Company's Share Option Schemes and Performance Share Plan. In 2022, the number of share options granted to a Director was 186,700 (2021: 15,000) and no share options were granted to other key management personnel (2021: no share options were granted to other key management personnel). The number of performance shares granted to Directors and other key management personnel was 1,017,000 (2021: 635,200) performance shares in 2022. The number of those share options outstanding and performance shares to be vested as at 31 December 2022 was 2,957,100 (2021: 2,962,400) share options and 3,687,200 (2021: 3,771,600) performance shares respectively.

Directors and other key management personnel also participate in the Share Option Scheme of a subsidiary. In 2022, no share option was granted to Directors and other key management personnel (2021: no share option was granted to Directors and other key management personnel). The number of those share options outstanding as at 31 December 2022 was 14,890,300 (2021: 14,890,300).

***Other related party transactions***

Other than disclosed elsewhere in the financial statements, the transactions with related parties are as follows:

	<b>Group</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Service fee charged to:		
- Associates	409,969	318,881
Service fee charged by:		
- Associates	7,451,758	5,647,107

**31 Adoption of new standards**

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2022:

- Amendment to SFRS(I) 16: *COVID-19-Related Rent Concessions beyond 30 June 2021*
- Amendment to SFRS(I) 3: *Reference to the Conceptual Framework*
- Amendment to SFRS(I) 1-16: *Property, Plant and Equipment – Proceeds before Internal Use*
- Amendments to SFRS(I) 1-37: *Onerous Contracts – Cost of Fulfilling a Contract*
- Annual Improvements to SFRS(I)s 2018-2020

The application of these amendments to standards and interpretations does not have a material effect on the financial statements.

**32 New standards and interpretations not adopted**

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these financial statements.

**(i) Amendments to SFRS(I) 1-12: *Deferred Tax related to Assets and Liabilities arising from a Single Transaction***

The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences - e.g. leases and decommissioning liabilities. The amendments apply for annual reporting periods beginning on or after 1 January 2023. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

The Company accounts for deferred tax on leases and decommissioning liabilities applying the ‘integrally linked’ approach, resulting in a similar outcome to the amendments, except that the deferred tax asset or liability is recognised on a net basis. Under the amendments, the Group will recognise a separate deferred tax asset and a deferred tax liability. There will be no significant impact on retained earnings on adoption of the amendments.

**(ii) Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-Current***

The amendments, as issued in 2020, aim to clarify the requirements on determining whether a liability is current or non-current, and apply for annual reporting periods beginning on or after 1 January 2023. However, the IASB has subsequently proposed further amendments to IAS 1 and the deferral of the effective date of the 2020 amendments to no earlier than 1 January 2024. Due to these ongoing developments, the Group is unable to determine the impact of these amendments on the consolidated financial statements in the period of initial application. The Group is closely monitoring the developments.

**(iii) Others**

The following amendments to SFRS(I)s are not expected to have a significant impact on the Company’s financial statements.

- SFRS(I) 17 *Insurance Contracts and Amendments to SFRS(I) 17 Insurance Contracts*
- Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies*
- Amendments to SFRS(I) 1-8: *Definition of Accounting Estimates*

### **33 Subsequent events**

In February 2023, the Company incorporated a wholly-owned subsidiary in Singapore, namely iFAST Pay Pte Ltd.

**AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF  
IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR  
ENDED 31 DECEMBER 2023**

*The information in this Appendix III has been reproduced from the audited consolidated financial statements of iFAST Corporation Ltd. and its subsidiaries for the financial year ended 31 December 2023 and has not been specifically prepared for inclusion in this Information Memorandum. Investors should read the consolidated financial data in connection with the related notes.*

**iFAST Corporation Ltd.  
and its Subsidiaries  
Registration Number: 200007899C**

Annual Report  
Year ended 31 December 2023

## Directors' statement

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2023.

In our opinion:

- (a) the financial statements set out on pages FS1 to FS92 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

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

## Directors

The Directors in office at the date of this statement, including the Directors in office at the end of the financial year, are as follows:

Lim Chung Chun  
 Mark Rudolph Duncan  
 Chen Peng (Appointed on 1 January 2023)  
 Chu Wing Tak Caecilia  
 Tham Soh Mui Tammie (Appointed on 1 January 2023)  
 Toh Teng Peow David  
 Janice Wu Sung Sung  
 Lim Wee Kian  
 Wong Tin Niam Jean Paul

## Directors' interests

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

Name of Director and corporation in which interests are held	Holdings in the name of Director			Holdings in which Director is deemed to have an interest			Note
	At beginning of the year	At end of the year	At 21 January 2024	At beginning of the year	At end of the year	At 21 January 2024	
<b>iFAST Corporation Ltd.</b>							
Lim Chung Chun	40,000,000	40,000,000	40,000,000	19,481,082	19,523,782	19,523,782	(1)
Mark Rudolph Duncan	–	–	–	306,800	307,700	307,700	(2)



*iFAST Corporation Ltd. and its Subsidiaries*

*Directors' statement*

*Year ended 31 December 2023*

Name of Director and corporation in which interests are held	Holdings in the name of Director			Holdings in which Director is deemed to have an interest			Note
	At beginning of the year	At end of the year	At 21 January 2024	At beginning of the year	At end of the year	At 21 January 2024	
<b>iFAST Corporation Ltd.</b>							
Toh Teng Peow David	51,010	51,010	51,010	183,900	199,200	199,200	(3)
Janice Wu Sung Sung	60,000	60,000	60,000	–	–	–	–
Lim Wee Kian	5,765,920	–	–	14,024,400	19,694,620	19,694,620	(4)
Wong Tin Niam Jean Paul	398,278	–	398,278	612,882	682,082	682,082	(5)

Notes

- (1) Lim Chung Chun is deemed to have an interest in the Company's shares held by his spouse, Accretion Investments Pte. Ltd., his nominees accounts opened with licensed financial institutions or depository agents.
- (2) Mark Rudolph Duncan is deemed to have an interest in the Company's shares held by Citibank Nominees Singapore Pte. Ltd. and iFAST Financial Pte. Ltd. (Depository Agent).
- (3) Toh Teng Peow David is deemed to have an interest in the Company's shares held by DBS Nominees Pte. Ltd., iFAST Financial Pte. Ltd. (Depository Agent) and his spouse.
- (4) Lim Wee Kian is deemed to have an interest in the Company's shares held by DBS Nominees Pte. Ltd. Citibank Nominees Singapore Pte Ltd and his spouse, and registered in the name of his personal Supplementary Retirement Scheme account opened with Development Bank of Singapore (DBS) Limited.
- (5) Wong Tin Niam Jean Paul is deemed to have an interest in the Company's shares held by iFAST Financial Pte. Ltd. (Depository Agent) and his spouse.

Name of Director and corporation in which interests are held	Date of grant	Expiration date	Exercise price per share	Options to subscribe for ordinary shares held in the name of Director		
				At beginning of the year	At end of the year	At 21 January 2024
<b>iFAST Corporation Ltd.</b>						
Lim Chung Chun	1 May 2019	30 April 2029	\$1.27	1,340,600	1,340,600	1,340,600
	1 May 2020	30 April 2030	\$1.27	1,354,800	1,354,800	1,354,800
	1 May 2021	30 April 2031	\$7.04	15,000	15,000	15,000
	1 May 2022	30 April 2032	\$5.27	186,700	186,700	186,700
	1 May 2023	30 April 2033	\$4.91	–	229,700	229,700
Wong Tin Niam Jean Paul	1 April 2014	31 March 2024	\$0.60	60,000	60,000	60,000

Name of Director and corporation in which interests are held	Date of grant	Price per share	Performance shares held in the name of Director		Performance shares in which Director is deemed to have an interest		
			At beginning of the year	At end of year	At beginning of the year	At end of year	At 21 January 2024
<b>iFAST Corporation Ltd.</b>							
Mark Rudolph Duncan	1 May 2021	\$6.71	2,500	1,600	1,600	–	–
	1 May 2022	\$5.01	4,300	4,300	4,300	–	–
	1 May 2023	\$4.62	–	6,300	6,300	–	–
Chen Peng	1 May 2023	\$4.62	–	6,100	6,100	–	–
Chua Wing Tak Caecilia	1 May 2022	\$5.01	2,400	2,400	2,400	–	–
	1 May 2023	\$4.62	–	4,200	4,200	–	–
Tham Soh Mui Tammie	1 May 2023	\$4.62	–	4,600	4,600	–	–

Name of Director and corporation in which interests are held	Date of grant	Price per share	Performance shares held in the name of Director		Performance shares in which Director is deemed to have an interest				Note
			At beginning of the year	At end of year	At 21 January 2024	At beginning of the year	At end of year	At 21 January 2024	
<b>iFAST Corporation Ltd.</b>									
Toh Teng Peow David	1 May 2020	\$1.03	15,200	10,100	10,100	–	–	–	
	1 May 2021	\$6.71	3,400	2,200	2,200	–	–	–	
	1 May 2022	\$5.01	6,100	6,100	6,100	–	–	–	
	1 May 2023	\$4.62	–	6,900	6,900	–	–	–	
Lim Wee Kian	1 May 2020	\$1.03	10,200	6,800	6,800	–	–	–	
	1 May 2021	\$6.71	2,500	1,600	1,600	–	–	–	
	1 May 2022	\$5.01	4,300	4,300	4,300	–	–	–	
	1 May 2023	\$4.62	–	4,600	4,600	–	–	–	
Wong Tin Niam Jean Paul	1 April 2020	\$0.80	121,900	81,200	81,200	32,200	21,400	21,400	(1)
	1 March 2021	\$5.65	41,500	27,600	27,600	11,200	7,400	7,400	(1)
	1 March 2022	\$6.13	59,000	59,000	59,000	14,900	14,900	14,900	(1)
	4 July 2023	\$4.53	–	37,400	37,400	–	10,500	10,500	(1)

Note

(1) Wong Tin Niam Jean Paul is deemed to have an interest in the Company's performance shares held by his spouse.

By virtue of Section 7 of the Act, Lim Chung Chun is deemed to have interests in the subsidiaries and associates of iFAST Corporation Ltd., at the beginning and at the end of the financial year.

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

Except as disclosed under the “share-based incentive plans” section of this statement, neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Share-based incentive plans

### Share-based incentive plans of the Company

#### *Performance Share Plan*

The iFAST Corporation Performance Share Plan (the “PSP”) was approved by the shareholders on 21 October 2014 prior to the Company's listing on the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 11 December 2014.

The PSP is administered by the Remuneration Committee (the “RC”) comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.

Other information regarding the PSP are set out below:

- those eligible to participate in the PSP comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, who have attained the age of twenty-one years as of the award date, and who hold such rank as may be designated by our RC from time to time, and Non-Executive Directors (including the Independent Directors) of the Company and its subsidiaries.
- awards represent the right of a participant to receive fully paid shares free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period. A participant's award under the PSP will be determined at the discretion of the RC.
- the total number of shares which may be issued or transferred pursuant to awards granted under the PSP, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.
- the total number of shares over which awards may be granted under the PSP to controlling shareholders and their associates shall not exceed 25% of the shares available under the PSP, and the number of shares over which an award may be granted under the PSP to each controlling shareholder or his associate shall not exceed 10% of the shares available under the PSP.
- the PSP shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on 21 October 2014, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.
- notwithstanding the expiry or termination of the PSP, any awards made to participants prior to such expiry or termination will continue to remain valid.

At the end of the financial year, details of the performance shares granted under the PSP on the unissued ordinary shares of the Company are as follows:

Date of grant of performance shares	Price per share	Performance shares outstanding at 1 January 2023	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at 31 December 2023	Number of performance share holders at 31 December 2023
1 April 2020	\$0.80	4,335,100	–	1,458,700	42,100	2,834,300	220
1 May 2020	\$1.03	501,000	–	168,300	–	332,700	35
1 March 2021	\$5.65	1,681,000	–	571,800	20,000	1,089,200	305
1 May 2021	\$6.71	20,500	–	7,100	–	13,400	6
1 March 2022	\$6.13	2,565,700	–	–	66,500	2,499,200	421
1 May 2022	\$5.01	30,400	–	–	–	30,400	7
1 May 2023	\$4.62	–	32,700	–	–	32,700	6
4 July 2023	\$4.53	–	2,238,100	–	33,700	2,204,400	578
		<u>9,133,700</u>	<u>2,270,800</u>	<u>2,205,900</u>	<u>162,300</u>	<u>9,036,300</u>	

Details of performance shares granted to Directors of the Company under the share-based incentive plans are as follows:

Name of Director	Total number of shares comprised in Awards under the PSP issued during financial year ended 31 December 2023	Aggregate number of shares comprised in Awards issued since commencement of the PSP to 31 December 2023	Aggregate number of shares comprised in Awards vested since commencement of the PSP to 31 December 2023	Aggregate number of shares comprised in Awards which have not been vested as at 31 December 2023	Note
Lim Chung Chun	–	104,600	104,600	–	
Mark Rudolph Duncan	6,300	13,100	900	12,200	
Chen Peng	6,100	6,100	–	6,100	
Chu Wing Tak Caecilia	4,200	6,600	–	6,600	
Tham Soh Mui Tammie	4,600	4,600	–	4,600	
Toh Teng Peow David	6,900	56,100	30,800	25,300	
Lim Wee Kian	4,600	72,100	54,800	17,300	
Wong Tin Niam Jean Paul	47,900	770,700	511,300	259,400	#

Note

# This includes 10,500 performance shares issued during financial year ended 31 December 2023, aggregate 161,500 performance shares issued since commencement of the PSP to 31 December 2023, aggregate 107,300 performance shares vested since commencement of the PSP to 31 December 2023 and aggregate 54,200 performance shares issued and unvested as at 31 December 2023 that Wong Tin Niam Jean Paul is deemed to have an interest in by virtue of being held by his spouse.

### ***Employee Share Option Scheme***

The iFAST Employee Share Option Scheme (the “ESOS”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the SGX-ST on 11 December 2014.

The ESOS is administered by the RC comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.

Other information regarding the ESOS are set out below:

- those eligible to participate in the ESOS comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, and Non-Executive Directors (including the Independent Directors).
- there are no fixed periods for the grant of options and the offers of the grant of options may be made at any time from time to time at the discretion of the RC.
- subject to the provisions of the ESOS, options granted under the ESOS will have a life span of 10 years for options granted to Group employees (other than Non-Executive Directors and/or employees of associated companies) and 5 years for options granted to Non-Executive Directors and/or employees of associated companies.
- the aggregate number of shares over which the RC may grant options on any date, when added to the number of shares issued and issuable or transferred and to be transferred in respect of all options granted under the ESOS and the number of shares issued and issuable or transferred and to be transferred in respect of all options or awards granted under any other share option schemes or share scheme of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an option is made. The exercise price of an option may, at the discretion of the RC, be set at a discount subject to the maximum discount of 20% of the average of the last dealt prices for a share for 5 consecutive market days immediately prior to the date of grant of the option.

- the total number of shares over which options may be granted under the ESOS to controlling shareholders and their associates shall not exceed 25% of the shares available under the ESOS, and the number of shares over which an option may be granted under the ESOS to each controlling shareholder or his associate shall not exceed 10% of the shares available under the ESOS.
- the ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- shares arising from the exercise of options are subject to the provisions of the Memorandum of Association and Articles of the Company. Shares allotted and issued, and existing shares procured by the Company for transfer, upon the exercise of an option shall rank *pari passu* in all respects with the then existing issued shares.

At the end of the financial year, details of the options granted under the ESOS on the unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2023	Options granted			31 December 2023	31 December 2023		
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	15,000	–	–	–	15,000	1	30 April 2031	
1 May 2022	\$5.27	186,700	–	–	–	186,700	1	30 April 2032	
1 May 2023	\$4.91	–	229,700	–	–	229,700	1	30 April 2033	
		<u>2,897,100</u>	<u>229,700</u>	–	–	<u>3,126,800</u>			

### Share Option Scheme 2013

The iFAST 2013 Share Option Scheme (the “2013 Scheme”) of the Company was approved and adopted by the shareholders at an Annual General Meeting held on 23 May 2013. The amendments to the 2013 Scheme were passed by the shareholders at an Extraordinary General Meeting held on 20 August 2014.

Upon listing of the Company’s shares on SGX-ST on 11 December 2014, the 2013 Scheme was terminated. This will not affect all options remaining unexercised.

The 2013 Scheme is administered by the RC comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.

Other information regarding the 2013 Scheme are set out below:

- those eligible to participate in the 2013 Scheme comprise confirmed full-time executives, including Directors and a controlling shareholder and his associates, who have been employed by the Company, its subsidiaries and its associated companies in the absolute discretion of the RC.
- the 2013 Scheme will continue in operation at the discretion of the RC, subject to a maximum period of 10 years commencing on 23 May 2013, provided that the 2013 Scheme may continue beyond the above stipulated period with the approval of the Company’s shareholders by ordinary resolutions in general meeting.

At the end of the financial year, details of the options granted under the 2013 Scheme on the unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at 1 January 2023	Options granted	Options exercised	Options forfeited/ expired	Options outstanding at 31 December 2023	Number of option holders at 31 December 2023	Date of expiration
1 July 2013	\$0.42	21,000	–	21,000	–	–	–	30 June 2023
1 April 2014	\$0.60	400,078	–	163,200	–	236,878	12	31 March 2024
		421,078	–	184,200	–	236,878		

Details of options granted to Directors of the Company under the ESOS Scheme are as follows:

Name of Director	Options granted for financial year ended 31 December 2023	Aggregate options granted since commencement of ESOS Scheme to 31 December 2023	Aggregate options exercised since commencement of ESOS Scheme to 31 December 2023	Aggregate options outstanding as at 31 December 2023
Lim Chung Chun	229,700	3,126,800	–	3,126,800

Details of options granted to Directors of the Company under the 2013 Scheme are as follows:

Name of Director	Options granted for financial year ended 31 December 2023	Aggregate options granted since commencement of 2013 Scheme to 31 December 2023	Aggregate options exercised since commencement of 2013 Scheme to 31 December 2023	Aggregate options outstanding as at 31 December 2023	Note
Lim Chung Chun	–	900,000	900,000	–	
Lim Wee Kian	–	360,000	360,000	–	
Wong Tin Niam Jean Paul	–	285,000	225,000	60,000	#

Note

# This includes aggregate 99,000 options granted and exercised since commencement of 2013 Scheme to 31 December 2023 that Wong Tin Niam Jean Paul is deemed to have an interest in by virtue of being held by his spouse

Except as disclosed above, there were no unissued shares of the Company under performance shares or options granted by the Company as at the end of the financial year.

Except as disclosed above, there were no participants who receive 5% or more of the total number of performance shares or options available under the respective share-based incentive plans.

The options granted by the Company do not entitle the holders of the options, by virtue of such holding, to any rights to participate in any share issue of any other company.

### **Share-based incentive plan of a subsidiary**

#### ***iFAST China 2017 Employee Share Option Scheme***

The iFAST China 2017 Employee Share Option Scheme (the “iFAST China 2017 ESOS”) was approved by the shareholders of iFAST China Holdings Pte. Ltd., a subsidiary of the Company, on 31 March 2017.



At the end of the financial year, details of the options granted under the iFAST China 2017 ESOS on the unissued ordinary shares of iFAST China Holdings Pte. Ltd. are as follows:

Date of grant of options	Exercise price per share	Options outstanding at		Options exercised	Options forfeited/ expired	Options outstanding at		Number of option holders at 31 December 2023	Date of expiration
		1 January 2023	Options granted			31 December 2023	31 December 2023		
1 April 2017	\$0.31	18,502,800	-	-	-	18,502,800	25	31 March 2027	
1 August 2018	\$0.31	4,129,300	-	-	-	4,129,300	28	31 July 2028	
		<u>22,632,100</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>22,632,100</u>			

No options are granted to Directors of the Company under the iFAST China 2017 ESOS.

### **Audit Committee**

The members of the Audit Committee (the "AC") during the year and at the date of this statement are:

- Toh Teng Peow David (Chairman), Independent Director
- Chen Peng, Independent Director (Appointed on 1 January 2023)
- Janice Wu Sung Sung, Non-Independent Non-Executive Director

The AC performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

In performing its functions, the AC met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The AC also reviewed the followings:

- assistance provided by the Company's officers to the internal and external auditors;
- quarterly financial information and annual financial statements of the Group and the Company prior to their submission to the Board of Directors for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

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

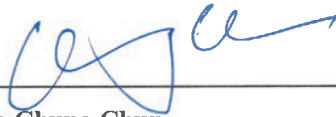
The AC is satisfied with the independence and the objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries and significant associated companies, we have complied with Rules 712, 715 and 716 of the SGX Listing Manual.

**Auditors**

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

On behalf of the Board of Directors



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**Lim Chung Chun**  
*Director*



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**Wong Tin Niam Jean Paul**  
*Director*

27 March 2024



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## Independent auditors' report

Members of the Company  
iFAST Corporation Ltd.

### Report on the audit of the financial statements

#### *Opinion*

We have audited the financial statements of iFAST Corporation Ltd. (the “Company”) and its subsidiaries (the “Group”), which comprise the statements of financial position of the Group and the Company as at 31 December 2023, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements including material accounting policy information, as set out on pages FS1 to FS92.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)s”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

#### *Basis for opinion*

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

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act 2005 and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

*Key Audit matters*

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

Goodwill impairment assessment (Refer to Note 5 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>Arising from the acquisition of the UK-based iFAST Global Bank Limited, the Group had recognised goodwill amounting to SGD4.85 million as of 31 December 2023, representing 0.6% of the Group's total asset.</p> <p>The goodwill is subject to annual impairment testing. The assessment of impairment of goodwill involves significant management judgement in determining the appropriate valuation methodology to be used and the underlying assumptions to be applied.</p>	<p>We had obtained and reviewed management's impairment assessment which includes the computation of the recoverable amount of iFAST Global Bank Limited. We had assessed the appropriateness of the valuation model, assumptions, data and accuracy of management's calculations. We had also performed a retrospective review of management's prior year assessment to determine if the differences are material. In addition, we had also performed an independent calculation of iFAST Global Bank Limited's recoverable amount to compare against management's carrying amount.</p> <p>We assessed management's assessment of CGU to be appropriate in line with SFRS(I) 1-36. We also assessed the valuation approach used by management in deriving the recoverable amount to be in line with generally accepted market practices. The assumptions and estimations applied are appropriate.</p> <p>As the carrying amount of the Bank falls within range of our independently calculated recoverable amount, we concur with management that no impairment on goodwill is necessary.</p>

Valuation of other investments (Refer to Note 10 to the financial statements)	
<i>The Key Audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Group's other investments are made up of quoted bonds, fixed income funds and exchange traded funds as well as unquoted equity securities.</p> <p>The Group acquires unquoted equity securities as part of its business strategy and these investments are classified as fair value through other comprehensive income ("FVOCI") investments. The fair value measurement of such FVOCI investments involves significant judgement in determining the appropriate valuation methodology to be used and underlying assumptions to be applied.</p>	<p>We considered the valuation approach used by the Group in deriving the fair value of unquoted equity securities carried at FVOCI and concluded that the Group's valuation approach is in line with generally accepted market practices. The assumptions and estimations applied to arrive at fair value are within acceptable range.</p>

*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 auditors' report thereon.

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

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of management and Directors for the financial statements*

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

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

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

*Auditors' responsibilities for the audit of the financial statements*

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

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

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



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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


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

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

### **Report on other legal and regulatory requirements**

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

The engagement partner on the audit resulting in this independent auditors' report is Hong Cho Hor Ian.

  
**KPMG LLP**  
*Public Accountants and*  
*Chartered Accountants*

**Singapore**  
27 March 2024

**Statements of financial position**  
**As at 31 December 2023**

	Note	Group		Company	
		2023 \$	2022 \$	2023 \$	2022 \$
<b>Assets</b>					
Plant and equipment	4	8,533,872	5,962,432	424,423	916,495
Right-of-use assets	18	23,881,078	10,391,304	8,460,654	1,120,663
Intangible assets and goodwill	5	80,136,322	73,993,153	31,976,956	28,836,565
Subsidiaries	6	–	–	170,431,047	163,527,785
Associates	7	412,928	3,479,272	–	767,425
Other investments	10	32,965,344	23,034,395	4,480,331	2,535,331
Deferred tax assets	16	2,758,651	2,379,483	–	–
Contract costs	12	15,729,394	10,117,330	–	–
Prepayments and others	11	1,263,002	1,055,092	11,429	11,429
<b>Total non-current assets</b>		<b>165,680,591</b>	<b>130,412,461</b>	<b>215,784,840</b>	<b>197,715,693</b>
Current tax receivable		362,416	323,358	–	–
Other investments	10	82,801,791	41,711,003	9,946,871	9,625,885
Contract costs	12	–	47,859	–	–
Prepayments and others	11	6,738,808	5,031,182	234,711	390,739
Trade and other receivables	8	136,037,318	78,600,126	62,501,168	33,557,044
Uncompleted contracts - buyers	9	81,474,838	51,281,106	–	–
Money market funds	13	51,956,065	14,165,132	9,380,755	9,539,905
Cash at bank and in hand	13	307,850,029	136,964,934	3,472,932	4,027,928
<b>Total current assets</b>		<b>667,221,265</b>	<b>328,124,700</b>	<b>85,536,437</b>	<b>57,141,501</b>
<b>Total assets</b>		<b>832,901,856</b>	<b>458,537,161</b>	<b>301,321,277</b>	<b>254,857,194</b>
<b>Equity</b>					
Share capital	15	171,165,484	171,058,813	171,165,484	171,058,813
Reserves	15	79,031,101	51,429,101	50,378,823	28,636,139
<b>Equity attributable to owners of the Company</b>		<b>250,196,585</b>	<b>222,487,914</b>	<b>221,544,307</b>	<b>199,694,952</b>
Non-controlling interests		7,180,389	8,228,800	–	–
<b>Total equity</b>		<b>257,376,974</b>	<b>230,716,714</b>	<b>221,544,307</b>	<b>199,694,952</b>
<b>Liabilities</b>					
Deferred tax liabilities	16	3,341,800	2,867,473	2,525,042	2,063,746
Lease liabilities	18	15,625,542	5,280,291	4,904,064	146,504
<b>Total non-current liabilities</b>		<b>18,967,342</b>	<b>8,147,764</b>	<b>7,429,106</b>	<b>2,210,250</b>
Current tax payable		6,628,821	2,858,646	–	–
Lease liabilities	18	9,315,786	5,918,743	3,615,879	883,118
Bank loans	19	34,468,204	12,210,272	34,468,204	12,210,272
Deposits and balances of customers	20	358,622,044	96,544,610	–	–
Trade and other payables	17	66,118,325	51,863,993	34,263,781	39,858,602
Uncompleted contracts - sellers	9	81,404,360	50,276,419	–	–
<b>Total current liabilities</b>		<b>556,557,540</b>	<b>219,672,683</b>	<b>72,347,864</b>	<b>52,951,992</b>
<b>Total liabilities</b>		<b>575,524,882</b>	<b>227,820,447</b>	<b>79,776,970</b>	<b>55,162,242</b>
<b>Total equity and liabilities</b>		<b>832,901,856</b>	<b>458,537,161</b>	<b>301,321,277</b>	<b>254,857,194</b>

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

**Consolidated statement of profit or loss**  
**Year ended 31 December 2023**

	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>\$</b>	<b>\$</b>
Revenue	21	242,512,568	205,307,856
Interest revenue	21	14,027,701	3,558,993
Total revenue		<u>256,540,269</u>	<u>208,866,849</u>
Commission and fee expenses including securities brokerage expenses and handling and settlement expenses		(88,057,354)	(89,885,408)
Interest expenses excluding interest expense on lease liabilities	20	(6,827,661)	(742,018)
		<u>161,655,254</u>	<u>118,239,423</u>
Other income	22	1,714,302	1,721,579
Depreciation of plant and equipment	4	(3,352,171)	(3,824,708)
Depreciation of right-of-use assets	18	(9,076,526)	(7,370,094)
Amortisation of intangible assets	5	(11,036,862)	(9,617,693)
Staff costs excluding equity-settled share-based payment transactions		(57,628,061)	(46,208,345)
Equity-settled share-based payment to staff and advisers		(12,062,887)	(10,586,719)
Other operating expenses		(33,069,617)	(26,235,707)
		<u>(126,226,124)</u>	<u>(103,843,266)</u>
Impairment loss on associate	7	–	(5,200,000)
<b>Results from operating activities</b>		<u>37,143,432</u>	<u>10,917,736</u>
Interest expense on lease liabilities		(792,598)	(451,069)
Share of results of associates, net of tax	7	224,124	296,738
<b>Profit before tax</b>		36,574,958	10,763,405
Tax expense	24	(9,566,690)	(5,414,246)
<b>Profit for the year</b>	23	<u>27,008,268</u>	<u>5,349,159</u>
<b>Profit attributable to:</b>			
Owners of the Company		28,268,767	6,423,668
Non-controlling interests		(1,260,499)	(1,074,509)
<b>Profit for the year</b>		<u>27,008,268</u>	<u>5,349,159</u>
<b>Earnings per share</b>			
Basic earnings per share (cents)	26	9.59	2.20
Diluted earnings per share (cents)	26	<u>9.28</u>	<u>2.13</u>

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

**Consolidated statement of comprehensive income**  
**Year ended 31 December 2023**

	Note	2023	2022
		\$	\$
<b>Profit for the year</b>		27,008,268	5,349,159
<b>Other comprehensive income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Net change in fair value of financial assets – debt investments at FVOCI		(623,875)	(734,532)
Net change in fair value of financial assets – debt investments at FVOCI reclassified to profit or loss		1,050,655	70,786
Foreign currency translation differences for foreign operations		1,108,174	(10,178,533)
Share of other comprehensive income of associates	7	(24,655)	(70,847)
		1,510,299	(10,913,126)
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net change in fair value of financial assets - equity investments at FVOCI		79,573	(2,441,180)
<b>Other comprehensive income for the year, net of tax</b>		1,589,872	(13,354,306)
<b>Total comprehensive income for the year</b>		28,598,140	(8,005,147)
<b>Attributable to:</b>			
Owners of the Company		29,498,113	(5,724,987)
Non-controlling interests		(899,973)	(2,280,160)
<b>Total comprehensive income for the year</b>		28,598,140	(8,005,147)

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

**Consolidated statement of changes in equity  
Year ended 31 December 2023**

Group	Attributable to owners of the Company										
	Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
At 1 January 2023	171,058,813	(3,145,796)	(10,603,534)	3,165,417	22,100,984	(1,535,483)	(1,024,529)	42,472,042	222,487,914	8,228,800	230,716,714
<b>Total comprehensive income for the year</b>	–	–	–	–	–	–	–	28,268,767	28,268,767	(1,260,499)	27,008,268
<b>Other comprehensive income</b>	–	(544,302)	–	–	–	–	–	–	(544,302)	–	(544,302)
Net change in fair value of financial assets at FVOCI	–	(544,302)	–	–	–	–	–	–	–	–	–
Net change in fair value of financial assets at FVOCI reclassified to profit or loss	–	1,050,655	–	–	–	–	–	–	1,050,655	–	1,050,655
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves	–	(81,542)	–	–	–	–	–	81,542	–	–	–
Foreign currency translation differences for foreign operations	–	–	747,648	–	–	–	–	–	747,648	360,526	1,108,174
Share of other comprehensive income of associates	–	–	(24,655)	–	–	–	–	–	(24,655)	–	(24,655)
<b>Total other comprehensive income</b>	–	424,811	722,993	–	–	–	–	81,542	1,229,346	360,526	1,589,872
<b>Total comprehensive income for the year</b>	–	424,811	722,993	–	–	–	–	28,350,309	29,498,113	(899,973)	28,598,140
Balance carried forward	171,058,813	(2,720,985)	(9,880,541)	3,165,417	22,100,984	(1,535,483)	(1,024,529)	70,822,351	251,986,027	7,328,827	259,314,854

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2023**

Group	Note	Attributable to owners of the Company										Total equity
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance brought forward		171,058,813	(2,720,985)	(9,880,541)	3,165,417	22,100,984	(1,535,483)	(1,024,529)	70,822,351	251,986,027	7,328,827	259,314,854
<b>Transactions with owners, recorded directly in equity</b>												
<b>Contributions by and distributions to owners</b>												
Share options exercised	15	106,671	-	-	-	-	-	-	-	106,671	-	106,671
Purchase of treasury shares		-	-	-	-	-	(844,809)	-	-	(844,809)	-	(844,809)
Treasury shares re-issued		-	-	-	-	-	1,808,204	-	320,398	2,128,602	-	2,128,602
One-tier tax-exempt 2022 final dividend paid of 1.40 cents per share		-	-	-	-	-	-	-	(4,133,988)	(4,133,988)	-	(4,133,988)
One-tier tax-exempt interim dividend paid of 1.00 cents per share		-	-	-	-	-	-	-	(2,952,537)	(2,952,537)	-	(2,952,537)
One-tier tax-exempt interim dividend paid of 1.10 cents per share		-	-	-	-	-	-	-	(3,251,120)	(3,251,120)	-	(3,251,120)
One-tier tax-exempt interim dividend paid of 1.30 cents per share		-	-	-	-	-	-	-	(3,843,118)	(3,843,118)	-	(3,843,118)
Equity-settled share-based payment transactions		-	-	-	223,565	10,833,130	-	-	-	11,056,695	-	11,056,695
<b>Total contributions by and distributions to owners</b>		106,671	-	-	223,565	10,833,130	-	963,395	(13,860,365)	(1,733,604)	-	(1,733,604)

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



**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2023**

Group	----- Attributable to owners of the Company -----											
	Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Changes in ownership interests in subsidiaries</b>												
Measurement period adjustment to acquisition of subsidiary with non-controlling interests	6	—	—	—	—	(55,838)	—	—	(55,838)	(148,438)	(204,276)	
Total changes in ownership interest in subsidiaries		—	—	—	—	(55,838)	—	—	(55,838)	(148,438)	(204,276)	
<b>Total transactions with owners</b>		106,671	—	223,565	10,833,130	(55,838)	963,395	(13,860,365)	(1,789,442)	(148,438)	(1,937,880)	
<b>At 31 December 2023</b>		171,165,484	(2,720,985)	(9,880,541)	3,388,982	32,934,114	(1,591,321)	(61,134)	56,961,986	250,196,585	7,180,389	257,376,974

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

**Consolidated statement of changes in equity**  
**Year ended 31 December 2023**

Group	Note	Attributable to owners of the Company											
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
At 1 January 2022		67,577,512	(4,018,832)	(1,543,055)	3,011,975	12,315,600	(2,009,391)	(160,020)	53,479,597	128,653,386	(1,018,179)	127,635,207	
<b>Total comprehensive income for the year</b>		–	–	–	–	–	–	–	6,423,668	6,423,668	(1,074,509)	5,349,159	
<b>Profit/(loss) for the year</b>		–	–	–	–	–	–	–	–	–	–	–	
<b>Other comprehensive income</b>		–	(3,158,962)	–	–	–	–	–	–	(3,158,962)	(16,750)	(3,175,712)	
Net change in fair value of financial assets at FVOCI		–	(3,158,962)	–	–	–	–	–	–	–	–	–	
Net change in fair value of financial assets at FVOCI reclassified to profit or loss		–	70,786	–	–	–	–	–	–	70,786	–	70,786	
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves		–	3,961,212	–	–	–	–	–	(3,961,212)	–	–	–	
Foreign currency translation differences for foreign operations		–	–	(8,989,632)	–	–	–	–	–	(8,989,632)	(1,188,901)	(10,178,533)	
Share of other comprehensive income of associates	7	–	–	(70,847)	–	–	–	–	–	(70,847)	–	(70,847)	
<b>Total other comprehensive income</b>		–	873,036	(9,060,479)	–	–	–	–	(3,961,212)	(12,148,655)	(1,205,651)	(13,354,306)	
<b>Total comprehensive income for the year</b>		–	873,036	(9,060,479)	–	–	–	–	2,462,456	(5,724,987)	(2,280,160)	(8,005,147)	
Balance carried forward		67,577,512	(3,145,796)	(10,603,534)	3,011,975	12,315,600	(2,009,391)	(160,020)	55,942,053	122,928,399	(3,298,339)	119,630,060	

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2023**

Group	Note	Attributable to owners of the Company										
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance brought forward		67,577,512	(3,145,796)	(10,603,534)	3,011,975	12,315,600	(2,009,391)	(160,020)	55,942,053	122,928,399	(3,298,339)	119,630,060
<b>Transactions with owners, recorded directly in equity</b>												
<b>Contributions by and distributions to owners</b>												
Share options exercised	15	147,653	-	-	-	-	-	-	-	147,653	-	147,653
Purchase of treasury shares		-	-	-	-	-	-	(2,390,610)	-	(2,390,610)	-	(2,390,610)
Treasury shares re-issued		-	-	-	-	-	-	1,526,101	592,127	2,118,228	-	2,118,228
Issue of ordinary shares related to share placement	15	105,000,000	-	-	-	-	-	-	-	105,000,000	-	105,000,000
Share issuance expenses	15	(1,666,352)	-	-	-	-	-	-	-	(1,666,352)	-	(1,666,352)
One-tier tax-exempt 2021 final dividend paid of 1.40 cents per share		-	-	-	-	-	-	-	(4,101,799)	(4,101,799)	-	(4,101,799)
One-tier tax-exempt interim dividend paid of 1.00 cents per share		-	-	-	-	-	-	-	(2,930,266)	(2,930,266)	-	(2,930,266)
One-tier tax-exempt interim dividend paid of 1.10 cents per share		-	-	-	-	-	-	-	(3,222,117)	(3,222,117)	-	(3,222,117)
One-tier tax-exempt interim dividend paid of 1.30 cents per share		-	-	-	-	-	-	-	(3,807,956)	(3,807,956)	-	(3,807,956)
Equity-settled share-based payment transactions		-	-	-	153,442	9,785,384	-	-	-	9,938,826	-	9,938,826
<b>Total contributions by and distributions to owners</b>		103,481,301	-	-	153,442	9,785,384	-	(864,509)	(13,470,011)	99,085,607	-	99,085,607

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

**Consolidated statement of changes in equity (cont'd)**  
**Year ended 31 December 2023**

Group	Note	----- Attributable to owners of the Company -----											
		Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Changes in ownership interests in subsidiaries</b>													
Acquisition of subsidiary with non-controlling interests	6	-	-	-	-	-	-	-	-	-	-	12,001,047	12,001,047
Effect on acquisition of additional interest in subsidiary		-	-	-	-	-	473,908	-	-	473,908	-	(473,908)	-
Total changes in ownership interest in subsidiaries		-	-	-	-	-	473,908	-	-	473,908	-	11,527,139	12,001,047
<b>Total transactions with owners</b>		103,481,301	-	-	153,442	9,785,384	473,908	(864,509)	(13,470,011)	99,559,515	11,527,139	111,086,654	
<b>At 31 December 2022</b>		171,058,813	(3,145,796)	(10,603,534)	3,165,417	22,100,984	(1,535,483)	(1,024,529)	42,472,042	222,487,914	8,228,800	230,716,714	

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

**Consolidated statement of cash flows**  
**Year ended 31 December 2023**

	Note	2023 \$	2022 \$
<b>Cash flows from operating activities</b>			
Profit for the year		27,008,268	5,349,159
Adjustments for:			
Depreciation of plant and equipment	4	3,352,171	3,824,708
Depreciation of right-of-use assets	18	9,076,526	7,370,094
Amortisation of intangible assets	5	11,036,862	9,617,693
Equity-settled share-based payment to staff and advisers		12,062,887	10,586,719
Dividend income on investment in financial assets at FVOCI	22	–	(302,597)
Loss / (gain) on redemption of investment in financial assets at FVOCI	22	34,045	(229,214)
Net (gain) / loss on investment in financial assets at FVTPL	22	(868,510)	227,625
Gain on redemption of investment in financial assets at amortised cost	22	–	(28,291)
Share of results of associates, net of tax	7	(224,124)	(296,738)
Dividend income on investment in associates	22	(26,740)	(35,970)
Foreign exchange loss, net		669,246	759,816
Plant and equipment written off		1,022	1,336
Intangible asset written off		74,697	13,552
Impairment loss on an associate	7	–	5,200,000
Impairment loss on investment in financial assets at FVOCI	23	1,016,610	300,000
Impairment loss on investment in financial assets at amortised costs	23	162,905	173,805
Impairment loss on other financial assets		174,486	4,866
Bad debts written off		–	7,557
Premium or discount amortisation on debt securities		(2,112,861)	(574,725)
Interest expenses on lease liabilities		792,598	451,069
(Gain) / loss on disposal of plant and equipment		(8,056)	84
Gain on derecognition of associate	7	(634,187)	–
Tax expense		9,566,690	5,414,246
		<u>71,154,535</u>	<u>47,834,794</u>
Changes in:			
Contract costs		(4,776,526)	(5,581,963)
Prepayments		(858,189)	444,266
Trade and other receivables		(57,847,386)	(6,351,100)
Uncompleted contracts - buyers		(30,580,317)	(8,530,980)
Uncompleted contracts - sellers		31,542,303	9,403,619
Deposits and balances of customers		256,691,091	26,564,189
Trade and other payables		14,620,144	(8,937,618)
<b>Cash generated from operations</b>		<u>279,945,655</u>	<u>54,845,207</u>
Tax paid		(5,702,790)	(6,993,102)
Interest paid on lease liabilities		(792,598)	(452,994)
<b>Net cash from operating activities</b>		<u>273,450,267</u>	<u>47,399,111</u>

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

**Consolidated statement of cash flows (cont'd)**  
**Year ended 31 December 2023**

	Note	2023 \$	2022 \$
<b>Cash flows from investing activities</b>			
Purchase of plant and equipment	4	(6,564,705)	(2,701,766)
Purchase of intangible assets		(15,297,730)	(12,304,082)
Payment of direct costs for leases	19	(198,481)	(693)
Proceeds from disposal of plant and equipment		41,930	172
Additional investment in associates	7	–	(90,896)
Dividend received from an associate		35,920	35,970
Net cash from acquisition of subsidiaries	6	–	49,533,970
Purchases of investment in financial assets		(406,548,009)	(257,815,730)
Proceeds from redemption of investment in financial assets		360,048,745	206,726,376
Dividends received from investment in financial assets at FVOCI		–	4,069
Proceed from disposal of interest in associate		1,950,000	–
<b>Net cash used in investing activities</b>		<b>(66,532,330)</b>	<b>(16,612,610)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of ordinary shares related to share placement, net of share issuance expenses		–	103,333,648
Proceeds from exercise of share options	15	106,671	147,653
Purchase of treasury shares		(844,809)	(2,390,610)
Drawdown of bank loans	19	39,416,355	12,210,272
Repayment of bank loans	19	(17,142,654)	–
Principal element of lease payments	19	(9,205,371)	(8,323,979)
Dividends paid to owners of the Company		(14,180,763)	(14,062,138)
<b>Net cash (used in) / from financing activities</b>		<b>(1,850,571)</b>	<b>90,914,846</b>
<b>Net increase in cash and cash equivalents</b>		205,067,366	121,701,347
Cash and cash equivalents at 1 January		151,130,066	44,097,897
Effect of exchange rate fluctuations on cash held		3,608,662	(14,669,178)
<b>Cash and cash equivalents at 31 December</b>	13	<b>359,806,094</b>	<b>151,130,066</b>

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



## **Notes to the financial statements**

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 27 March 2024.

### **1 Domicile and activities**

iFAST Corporation Ltd. (the “Company”) is incorporated in the Republic of Singapore and has its registered office at 10 Collyer Quay, #26-01 Ocean Financial Centre, Singapore 049315.

The financial statements of the Group as at and for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in equity-accounted investees.

The principal activities of the Group are those relating to investment holding, development of software, marketing of unit trusts, exchange-traded funds, listed stocks, debt securities and government securities through websites, acting as an investment advisor, dealer and custodian in respect to the above securities, portfolio management, pension administrative services and banking services.

### **2 Basis of preparation**

#### **2.1 Statement of compliance**

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

#### **2.2 Basis of measurement**

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

#### **2.3 Functional and presentation currency**

These financial statements are presented in Singapore dollars which is the Company’s functional currency.

#### **2.4 Use of estimates and judgements**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following note:

- Note 10 – Other investments

#### *Measurement of fair values*

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

The Group has an established control framework with respect to the measurement of fair values. When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included 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 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 28 – Financial risk management.

## **2.5 Changes in material accounting policies**

A number of new standards, amendments to standards and interpretations are effective for the annual period beginning on 1 January 2023, and have been applied in preparing these financial statements. An explanation of the impact, if any, on adoption of these new requirements is provided in Note 31.

### **3 Material accounting policies**

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

#### **3.1 Basis of consolidation**

##### **(i) Business combinations**

Business combinations are accounted for using the acquisition method in accordance with SFRS(I) 3 *Business Combinations* as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
  - the recognised amount of any non-controlling interests (“NCI”) in the acquiree; plus
  - if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,
- over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

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

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

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

NCI that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation are measured either at fair value or at the NCI’s proportionate share of the recognised amounts of the acquiree’s identifiable net assets, at the acquisition date. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by SFRS(I)s.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

**(ii) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

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

**(iii) Loss of control**

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any NCI and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an FVOCI financial asset depending on the level of influence retained.

**(iv) Investment in associates (equity-accounted investees)**

Associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies of this entity. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity.

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

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

**(v) Transactions eliminated on consolidation**

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

**(vi) Subsidiaries and associates in the separate financial statements**

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

**3.2 Foreign currency**

**(i) Foreign currency transactions**

Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognised in profit or loss. However, foreign currency differences arising from the translation of an equity investment designated as at FVOCI are recognised in OCI.

**(ii) Foreign operations**

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the reporting rate.

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

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

### **3.3 Plant and equipment**

#### **(i) Recognition and measurement**

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

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Cost may also include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

The gain or loss on disposal of an item of plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised net within other income/other expense in profit or loss.

#### **(ii) Subsequent costs**

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

#### **(iii) Depreciation**

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

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment. Depreciation is recognised from the date that the plant and equipment are installed and are available for use, or in respect of internally constructed assets, from the date that the asset is completed and available for use.

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

Computer equipment	3 to 5 years
Office equipment	5 years or based on lease term
Furniture and fittings	5 years
Office renovation	5 years or based on lease term

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

### **3.4 Intangible assets**

#### ***Development costs and development costs in progress***

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and costs that are directly attributable to creating, producing and preparing the assets for its intended use. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of 3 to 5 years. Development costs are amortised from the date the development has been completed and the asset is available for use.

#### ***Computer software***

Computer software that are acquired by the Group and not integral to the functionality of the equipment, which have finite useful lives, are measured at cost less accumulated amortisation and impairment losses. Computer software are amortised in profit or loss on a straight-line basis over their estimated useful lives of 3 years, from the date on which they are available for use.

#### ***Intellectual properties***

Intellectual properties that are acquired by the Group, which have finite useful lives, are measured at cost less accumulated amortisation and impairment losses. Intellectual properties are amortised in profit or loss on a straight-line basis over their estimated useful lives of 5 years, from the date on which they are available for use.

#### ***Licences, memberships and business rights***

Licences, memberships and business rights that are acquired by the Group comprise licences, memberships and business rights to carry on certain regulated activities and business. The licences, memberships and business rights have indefinite useful lives as there are no limited terms of renewal and the Group has the abilities and plans in place to retain the licences, memberships and business rights indefinitely.



Licences, memberships and business rights with indefinite useful lives are not systematically amortised and are tested for impairment annually or whenever there is an indication that they may be impaired. The licences, memberships and business rights are measured at cost less accumulated impairment losses.

### ***Customer lists***

Customer lists that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses. Customer lists are amortised in profit or loss on a straight-line basis over their estimated useful lives of 5 years, from the date the acquisition has been completed.

### ***Goodwill***

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

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

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

## **3.5 Leases**

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

### **As a lessee**

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless these lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the followings:

- fixed payments, including in-substance fixed payments; and
- amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When a lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities in the statement of financial position.

#### ***Short-term leases and leases of low-value assets***

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### **3.6 Club membership**

Club membership is stated at cost less impairment losses.

## 3.7 Financial instruments

### (i) Recognition and initial measurement

#### **Non-derivative financial assets and financial liabilities**

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### (ii) Classification and subsequent measurement

#### **Non-derivative financial assets: Classification**

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

#### ***Financial assets at amortised cost***

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### ***Debt investments at FVOCI***

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### ***Equity investments at FVOCI***

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

### ***Financial assets at FVTPL***

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### **Financial assets: Business model assessment**

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### **Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

#### **Non-derivative financial assets: Subsequent measurement and gains and losses**

##### ***Financial assets at amortised cost***

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

##### ***Debt investments at FVOCI***

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses on the amortised costs and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

##### ***Equity investments at FVOCI***

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

##### ***Financial assets at FVTPL***

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

### **Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

#### **(iii) Derecognition**

##### ***Financial assets***

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred;
  - or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

##### ***Financial liabilities***

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

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

#### **(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, bank deposits and money market funds that can be readily convertible to a known amount of cash and are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term cash commitments.

For the purpose of the statement of cash flows, bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

**(vi) Share capital**

***Ordinary shares***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

***Repurchase, disposal and reissue of share capital (treasury shares)***

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in retained profits of the Company. When treasury shares are subsequently cancelled, the cost of the treasury shares is deducted against the share capital account if the shares are purchased out of the capital of the Company, or against the retained profits of the Company if the shares are purchased out of the profits of the Company.

***Distribution of non-cash assets to owners of the Company***

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

**(vii) Intra-group financial guarantees in the separate financial statements**

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value and the initial fair value is amortised over the life of the guarantees. Subsequent to initial measurement, the financial guarantees are measured at the higher of the amortised amount and the amount of loss allowance.



Expected credit losses (“ECLs”) are probability-weighted estimates of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Group expects to recover.

Liabilities arising from financial guarantees issued are presented in the Company’s statement of financial position as financial liabilities.

### **3.8 Impairment**

#### **(i) Non-derivative financial assets**

The Group recognises loss allowances for ECLs on:

- financial assets measured at amortised costs;
- debt investments measured at FVOCI; and
- intra-group financial guarantee contracts (“FGC”).

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

#### ***Simplified approach***

The Group applies the simplified approach to provide for ECLs for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

#### ***General approach***

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

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

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The Group considers a FGC to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### ***Measurement of ECLs***

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

### ***Credit-impaired financial assets***

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt investments at FVOCI are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

### ***Presentation of allowance for ECLs in the statement of financial position***

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

For debt investments at FVOCI, loss allowances are charged to profit or loss and recognised in OCI.

Loss allowances for FGC are recognised as a financial liability to the extent that they exceed the initial carrying amount of the FGC less the cumulated income recognised.

### ***Write-off***

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## **(ii) Non-financial assets**

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

### **3.9 Employee benefits**

#### ***Defined contribution plans***

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

#### ***Short-term employee benefits***

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. These include salaries, annual bonuses and paid annual leave.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

#### ***Employee leave entitlements***

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

#### ***Share-based incentive plans***

The share-based incentive plans allow Directors and executives to receive remuneration in the form of share options as consideration for services rendered. The fair value of options granted is recognised as an employee expense, with a corresponding increase in equity. The fair value is measured at grant date and spread over the vesting period during which the employees become unconditionally entitled to the options. At each reporting date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period. The proceeds received net of any directly attributable transactions costs are credited to share capital when the options are exercised.

Fully paid ordinary shares are awarded under the performance shares to Directors and executives, free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed vesting periods. The fair value of the performance shares granted is recognised as an employee expense, with a corresponding increase in equity over the vesting period.

### **3.10 Share-based payment transactions**

For other equity-settled share-based payment transactions not mentioned in Note 3.9, the Group recognises the goods or services when they are received. The goods or services are measured with reference to the fair value of the equity instruments granted.

### **3.11 Provisions**

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs.

### **3.12 Revenue recognition**

Revenue from sale of services in the ordinary course of business is recognised when the Group satisfies a performance obligation (“PO”) by transferring control of a promised service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised services. The individual standalone selling price of a service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those performance obligations.

The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

Revenue of the Group represents advertising fees, commission and fee income, service fees, and IT solution fees.

Advertising revenue, which is earned in the form of upfront and variable payments, is deferred and recognised over the period to which the contract relates.

Commission and fee income, service fees and IT solution fees are recognised upon rendering of service and by reference to the stage of completion of the service at the reporting date.

### **3.13 Government grants**

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same periods in which the expenses are recognised.

The government grants received in cash are recognised as income upon receipt.

### **3.14 Interest revenue and interest expenses**

Interest revenue comprises interest income from investment in financial assets, money market funds, bank deposits, client trade settlement bank accounts and receivables. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Interest expenses comprise interest expenses arising from bank loans, deposits and balances of customers and other financial liabilities, and interest expenses arising from lease liabilities. Interest expenses are recognised in profit or loss using the effective interest rate method.

### **3.15 Tax**

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- temporary differences related to investments in subsidiaries and associate to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact tax expense in the period that such a determination is made.

### **3.16 Earnings per share**

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effect of all dilutive potential ordinary shares, which comprise share options and performance shares granted to Directors and executives.

### **3.17 Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's CEO (the chief operating decision maker) to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure are total costs incurred during the period to acquire plant and equipment and intangible assets.

### **3.18 New standards and interpretations not adopted**

A number of new standards, interpretations and amendments to standards are effective for annual period beginning after 1 January 2023 and earlier application is permitted; however, the Group has not early adopted the new or amended standards and interpretations in preparing these financial statements. An explanation of these new requirements is provided in Note 32.



## 4 Plant and equipment

Group	Note	Computer equipment \$	Office equipment \$	Furniture and fittings \$	Office renovation \$	Total \$
<b>Cost</b>						
At 1 January 2022		12,529,747	1,647,418	785,867	7,324,681	22,287,713
Acquisition through business combination	6	–	32,075	47,025	–	79,100
Additions		2,024,230	134,896	339,180	203,460	2,701,766
Disposals/written off		(359,099)	(26,408)	–	–	(385,507)
Translation differences on consolidation		(244,865)	(42,849)	(40,802)	(164,756)	(493,272)
At 31 December 2022		13,950,013	1,745,132	1,131,270	7,363,385	24,189,800
Additions		2,722,607	568,135	433,397	2,840,566	6,564,705
Disposals/written off		(231,548)	(2,985)	(141,131)	–	(375,664)
Translation differences on consolidation		(262,198)	(40,259)	(21,746)	(198,767)	(522,970)
At 31 December 2023		16,178,874	2,270,023	1,401,790	10,005,184	29,855,871
<b>Accumulated depreciation</b>						
At 1 January 2022		8,842,669	740,174	510,599	4,641,902	14,735,344
Depreciation for the year		2,026,925	231,132	272,117	1,294,534	3,824,708
Recognition in contract costs		115,688	31,544	27,768	275,972	450,972
Disposals/written off		(357,970)	(25,945)	–	–	(383,915)
Translation differences on consolidation		(199,413)	(28,437)	(28,404)	(143,487)	(399,741)
At 31 December 2022		10,427,899	948,468	782,080	6,068,921	18,227,368
Depreciation for the year		2,200,689	264,067	142,448	744,967	3,352,171
Recognition in contract costs		148,590	24,921	18,195	227,929	419,635
Disposals/written off		(230,526)	(2,985)	(107,257)	–	(340,768)
Translation differences on consolidation		(171,588)	(25,139)	(15,372)	(124,308)	(336,407)
At 31 December 2023		12,375,064	1,209,332	820,094	6,917,509	21,321,999
<b>Carrying amounts</b>						
At 1 January 2022		3,687,078	907,244	275,268	2,682,779	7,552,369
At 31 December 2022		3,522,114	796,664	349,190	1,294,464	5,962,432
At 31 December 2023		3,803,810	1,060,691	581,696	3,087,675	8,533,872

<b>Company</b>	<b>Computer equipment \$</b>	<b>Office equipment \$</b>	<b>Furniture and fittings \$</b>	<b>Office renovation \$</b>	<b>Total \$</b>
<b>Cost</b>					
At 1 January 2022	579,282	576,507	23,819	3,499,931	4,679,539
Transfers	–	–	256,032	(256,032)	–
Additions	111,552	–	2,600	190,812	304,964
Disposals/written off	(22,114)	–	–	–	(22,114)
At 31 December 2022	668,720	576,507	282,451	3,434,711	4,962,389
Additions	19,752	1,300	4,177	–	25,229
Disposals/written off	(35,722)	(2,985)	–	–	(38,707)
At 31 December 2023	652,750	574,822	286,628	3,434,711	4,948,911
<b>Accumulated depreciation</b>					
At 1 January 2022	399,278	47,239	5,838	2,258,861	2,711,216
Depreciation for the year	113,017	113,950	191,260	938,565	1,356,792
Disposals/written off	(22,114)	–	–	–	(22,114)
At 31 December 2022	490,181	161,189	197,098	3,197,426	4,045,894
Depreciation for the year	108,782	112,891	57,854	237,285	516,812
Disposals/written off	(35,233)	(2,985)	–	–	(38,218)
At 31 December 2023	563,730	271,095	254,952	3,434,711	4,524,488
<b>Carrying amounts</b>					
At 1 January 2022	180,004	529,268	17,981	1,241,070	1,968,323
At 31 December 2022	178,539	415,318	85,353	237,285	916,495
At 31 December 2023	89,020	303,727	31,676	–	424,423

## 5 Intangible assets and goodwill

Group	Note	Development costs \$	Development costs in progress \$	Computer software \$	Intellectual properties \$	Licences, memberships and business rights \$	Customer lists \$	Goodwill \$	Total \$
<b>Cost</b>									
At 1 January 2022		46,563,192	2,691,795	8,421,687	492,776	4,470,151	706,800	346,600	63,693,001
Acquisition through business combination	6	–	–	–	–	36,027,450	–	4,048,965	40,076,415
Additions		–	12,307,172	514,985	2,341,000	–	–	–	15,163,157
Transfers		9,287,416	(9,287,416)	–	–	–	–	–	–
Disposals/written off		–	(13,552)	–	–	–	–	–	(13,552)
Translation differences on consolidation		(146,550)	(30,843)	(142,789)	(265,202)	(3,646,470)	–	(410,822)	(4,642,676)
At 31 December 2022		55,704,058	5,667,156	8,793,883	2,568,574	36,851,131	706,800	3,984,743	114,276,345
Measurement period adjustment to business acquisition	6	–	–	–	–	–	–	1,157,562	1,157,562
Additions		–	13,791,137	1,275,747	–	–	–	–	15,066,884
Transfers		12,121,345	(12,121,345)	–	–	–	–	–	–
Disposals/written off		–	(46,761)	(32,809)	–	–	–	–	(79,570)
Translation differences on consolidation		(203,138)	(21,422)	(119,918)	(244,265)	1,173,920	–	49,572	634,749
At 31 December 2023		67,622,265	7,268,765	9,916,903	2,324,309	38,025,051	706,800	5,191,877	131,055,970

	Development costs \$	Development costs in progress \$	Computer software \$	Intellectual properties \$	Licences, memberships and business rights \$	Customer lists \$	Goodwill \$	Total \$
<b>Accumulated amortisation</b>								
At 1 January 2022	23,754,465	-	6,352,452	255,802	-	706,800	-	31,069,519
Amortisation for the year	8,457,675	-	1,102,438	57,580	-	-	-	9,617,693
Recognition in contract costs	-	-	11,037	-	-	-	-	11,037
Disposals/written off	-	-	-	-	-	-	-	-
Translation differences on consolidation	(31,368)	-	(130,582)	(253,107)	-	-	-	(415,057)
At 31 December 2022	32,180,772	-	7,335,345	60,275	-	706,800	-	40,283,192
Amortisation for the year	9,380,974	-	1,133,603	522,285	-	-	-	11,036,862
Recognition in contract costs	-	-	8,138	-	-	-	-	8,138
Disposals/written off	-	-	(4,873)	-	-	-	-	(4,873)
Translation differences on consolidation	(63,484)	-	(104,008)	(236,179)	-	-	-	(403,671)
At 31 December 2023	41,498,262	-	8,368,205	346,381	-	706,800	-	50,919,648
<b>Carrying amounts</b>								
At 1 January 2022	22,808,727	2,691,795	2,069,235	236,974	4,470,151	-	346,600	32,623,482
At 31 December 2022	23,523,286	5,667,156	1,458,538	2,508,299	36,851,131	-	3,984,743	73,993,153
At 31 December 2023	26,124,003	7,268,765	1,548,698	1,977,928	38,025,051	-	5,191,877	80,136,322

Company	Development	Development	Computer	Intellectual	Total
	costs	costs in	software	properties	
	\$	\$	\$	\$	\$
<b>Cost</b>					
At 1 January 2022	44,601,064	2,046,678	1,031,512	35,900,000	83,579,254
Additions	–	11,188,457	8,030	2,341,000	13,537,487
Transfers	7,860,365	(7,860,365)	–	–	–
Disposals/written off	–	(13,552)	–	–	(13,552)
At 31 December 2022	52,461,429	5,361,218	1,039,542	38,241,000	97,103,189
Additions	–	12,349,464	–	–	12,349,464
Transfers	10,933,710	(10,933,710)	–	–	–
Disposals/written off	–	(46,761)	–	–	(46,761)
At 31 December 2023	63,395,139	6,730,211	1,039,542	38,241,000	109,405,892
<b>Accumulated amortisation</b>					
At 1 January 2022	23,450,276	–	896,866	35,900,000	60,247,142
Amortisation for the year	7,939,475	–	80,007	–	8,019,482
At 31 December 2022	31,389,751	–	976,873	35,900,000	68,266,624
Amortisation for the year	8,637,204	–	56,908	468,200	9,162,312
At 31 December 2023	40,026,955	–	1,033,781	36,368,200	77,428,936
<b>Carrying amounts</b>					
At 1 January 2022	21,150,788	2,046,678	134,646	–	23,332,112
At 31 December 2022	21,071,678	5,361,218	62,669	2,341,000	28,836,565
At 31 December 2023	23,368,184	6,730,211	5,761	1,872,800	31,976,956

In the year 2022, the Group and the Company purchased intellectual property right from an associate amounting to \$2,341,000 and the purchase amount was set off against its receivables due from the associate.

## 6 Subsidiaries

	Company	
	2023	2022
	\$	\$
Equity investments, at cost	170,431,047	163,527,785

Details of subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Ownership interest	
		2023	2022
		%	%
iFAST Financial Pte. Ltd. <sup>1</sup> and its subsidiary:	Singapore	100	100
iFAST Nominees Pte. Ltd. <sup>1</sup>	Singapore	100	100

Name of subsidiary	Country of incorporation	Ownership interest	
		2023 %	2022 %
iFAST Capital Ltd. <sup>1</sup>	Singapore	100	100
Bondsupermart Pte. Ltd. <sup>1</sup>	Singapore	100	100
iFAST Pay Pte. Ltd. <sup>1</sup>	Singapore	100	–
iFAST Global Trust Pte. Ltd. <sup>1</sup>	Singapore	100	–
iFAST Hong Kong Holdings Limited <sup>5</sup> and its subsidiaries:	Hong Kong	100	100
IFB Limited <sup>5</sup>	Hong Kong	100	100
iFAST Financial (HK) Limited <sup>2</sup> and its subsidiaries:	Hong Kong	100	100
iFAST Nominees (HK) Limited <sup>2</sup>	Hong Kong	100	100
iFAST Investment Management China Limited <sup>4</sup> and its subsidiary:	China	100	100
iFAST Investment Management (QDLP) China Limited <sup>4</sup>	China	100	100
iFAST China Holdings Pte. Ltd. <sup>1</sup> and its subsidiary:	Singapore	95	95
iFAST Financial China Limited <sup>4</sup>	China	95	95
iFAST Global Markets (HK) Limited <sup>2</sup>	Hong Kong	100	100
iFAST Securities (HK) Limited <sup>5</sup>	Hong Kong	100	100
iFAST Insurance Brokers (HK) Limited <sup>5</sup>	Hong Kong	100	100
iFAST ePension Services Ltd <sup>2</sup>	Hong Kong	100	100
iFAST Service Centre Sdn Bhd <sup>3,7</sup>	Malaysia	100	100
iFAST Malaysia Sdn Bhd <sup>3</sup> and its subsidiaries:	Malaysia	100	100
FA Corporate and Compliance Consultancy Sdn Bhd <sup>3</sup>	Malaysia	100	100

Name of subsidiary	Country of incorporation	Ownership interest	
		2023 %	2022 %
iFAST Capital Sdn Bhd <sup>3</sup> and its subsidiaries:	Malaysia	100	100
iFAST Nominees Sdn Bhd <sup>3</sup>	Malaysia	100	100
iFAST Nominees (Asing) Sdn Bhd <sup>3</sup>	Malaysia	100	100
iFAST Nominees (Tempatan) Sdn Bhd <sup>3</sup>	Malaysia	100	100
BondsUPERMART Sdn Bhd <sup>3</sup>	Malaysia	100	-
bondsUPERMART Ltd	British Virgin Islands	100	100
iFAST Securities US Corporation	United States of America	100	100
Eagles Peak Holdings Limited <sup>6</sup> and its subsidiary:	United Kingdom	89.51	89.51
iFAST Global Bank Limited <sup>6</sup>	United Kingdom	89.51	89.51

<sup>1</sup> KPMG LLP Singapore is the auditor.

<sup>2</sup> KPMG LLP Hong Kong is the auditor.

<sup>3</sup> BDO PLT Malaysia is the auditor.

<sup>4</sup> Baker Tilly China Certified Public Accountants Shenzhen Branch is the auditor appointed in 2023 (2022: KPMG Huazhen LLP, Shenzhen Branch was the auditor for iFAST Financial China Limited and iFAST Investment Management China Limited. ShineWing Certified Public Accountants, Shenzhen Branch was the auditor for iFAST Investment Management (QDLP) China Limited)

<sup>5</sup> PKF Hong Kong Limited is the auditor.

<sup>6</sup> MHA MacIntyre Hudson is the auditor.

<sup>7</sup> In February 2024, iFAST Service Centre Sdn Bhd is renamed as iFAST Global Hub AI Sdn Bhd.

In January 2022, the Group incorporated a wholly-owned subsidiary in China, namely iFAST Investment Management (“QDLP”) China Limited, through its indirect wholly-owner subsidiary in China, namely iFAST Investment Management China Limited.

On 28 March 2022, the Company completed its acquisition of and investment in the UK-based iFAST Global Bank Limited (formerly known as BFC Bank Limited) through subscription of 1,700,000 new ordinary shares in the capital of Eagles Peak Holdings Limited (“EPHL”), constituting 85.0% shareholding in the enlarged total share capital of EPHL, for a total investment amount of £40,000,000 (equivalent to \$72,054,902 based on the actual currency conversion exchange rate on the payment date) in cash.



During the measurement period till 28 March 2023 after the acquisition date, the Company obtained additional information about circumstances that existed as of the acquisition date, and recognised certain adjustment in March 2023 to revise some information presented in the financial statements for the year ended 31 December 2022.

The following table summarises the recognised amounts of assets and liabilities assumed at the date of acquisition, incorporating the above-mentioned adjustment during the measurement period.

	<b>Reported previously</b>	<b>Measurement period adjustment</b>	<b>Revised amount</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Plant and equipment	79,100	–	79,100
Prepayments	1,550,601	–	1,550,601
Trade and other receivables	23,343,312	–	23,343,312
Uncompleted contracts – buyers	6,781,188	–	6,781,188
Cash at bank and in hand	121,588,872	–	121,588,872
Deposits and balances of customers	(79,747,619)	–	(79,747,619)
Uncompleted contracts – sellers	(4,821,773)	–	(4,821,773)
Trade and other payables	(24,794,147)	(1,306,000)	(26,100,147)
Intangible assets and goodwill	40,076,415	1,157,562	41,233,977
Less: Non-controlling interest of acquired subsidiaries	(12,001,047)	148,438	(11,852,609)
Total identifiable net assets	<u>72,054,902</u>	<u>–</u>	<u>72,054,902</u>
	<b>\$</b>		
Total cash consideration	(72,054,902)		
Cash and cash equivalent acquired	<u>121,588,872</u>		
Net cash from acquisition of subsidiaries	<u>49,533,970</u>		

On 28 November 2022, the Company has paid a consideration of £15,230,600 (equivalent to \$25,109,915) in cash for increase in the share capital of EPHL, which is the immediate holding company of iFAST Global Bank Limited (“IGB”). As a result, the Company’s effective equity interest in IGB via EPHL has increased from 85.00% to 89.51%.

In February 2023, the Company incorporated a wholly-owned subsidiary in Singapore, namely iFAST Pay Pte Ltd.

In May 2023, the Company incorporated a wholly-owned subsidiary in Singapore, namely iFAST Global Trust Pte Ltd.

In July 2023, the Group incorporated a wholly-owned subsidiary in Malaysia, namely Bondsupermart Sdn Bhd, through its wholly-owned subsidiary in Malaysia, namely iFAST Malaysia Sdn Bhd.

### ***Impairment testing***

Some of the subsidiaries are in the initial growth phase and cash flow projections with a set of assumptions that require significant judgements are prepared to determine if there is any indication of impairment of the Company's investments in subsidiaries. In making these judgements, the Company evaluates, amongst other factors, the market and economic environments in which the subsidiaries operate, economic performances of the subsidiaries and the extent of which the carrying amounts of its investment in subsidiaries exceed their net asset values.

Based on the Company's assessment, the recoverable amounts of its investments in subsidiaries are estimated to be higher than the carrying amounts of its investments in subsidiaries and no allowances for impairment losses are required.

## **7 Associates**

Details of associates are as follows:

Name of associate	Country of incorporation	Ownership interest	
		2023 %	2022 %
Providend Holding Private Limited <sup>1</sup>	Singapore	*	30.34
iFAST India Holdings Pte. Ltd. <sup>2</sup>	Singapore	41.48	41.48
Raffles Family Office China Ltd. <sup>3</sup>	China	30.00	30.00
Harveston Capital Sdn. Bhd. <sup>4</sup>	Malaysia	20.00	20.00

<sup>1</sup> At Adler is the auditor.

<sup>2</sup> RSM Chio Lim LLP is the auditor.

<sup>3</sup> Shanghai Shenya Certified Public Accountants Co, LTD is the auditor.

<sup>4</sup> STYL Associates PLT is the auditor.

\* no longer an associate upon dilution of interest.

The Group has three (2022: four) associates that are individually immaterial to the Group, which are all accounted for using the equity method.

Information about the Group's investment in associates are as follows:

	Group		Company	
	2023 \$	2022 \$	2023 \$	2022 \$
At cost	4,239,677	7,505,490	—	767,425

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Group's interests in associates at beginning of the year	3,479,272	6,552,216	767,425	6,747,442
Acquisition of additional interests in associates	–	90,896	–	–
Group's share of results after tax of associates	224,124	296,738	–	–
Group's share of other comprehensive income of associates	(24,655)	(70,847)	–	–
Impairment loss to associate* <sup>1</sup>	–	(3,389,731)	–	(5,980,017)
Disposal of interests in an associate* <sup>2</sup>	(3,265,813)	–	(767,425)	–
Carrying amount of Group's interests in associates at end of the year	412,928	3,479,272	–	767,425

\*<sup>1</sup> iFAST Financial India Pvt Ltd ("iFAST India"), an associate of the Group through iFAST India Holdings Pte Ltd ("IIH", the ultimate holding company of iFAST India) where iFAST Corporation Ltd has a 41.48% shareholding, is an India-incorporated company which engaged in the distribution of investment products including mutual funds in India.

Due to certain challenging and restrictive regulatory landscape in India, the Management of iFAST India and IIH had consequently made the decision in June 2022 to exit from the onshore platform service business. Consequently, the Group had done its assessment and provided impairment allowance of \$5,200,000, comprising \$3,389,731 for impairment of carrying amount of the Group's investment in IIH and \$1,810,269 for impairment of the Group's receivable amounts due from IIH and iFAST India as at 30 June 2022.

\*<sup>2</sup> In June 2023, the Company has entered into a Sale and Purchase Agreement with Providend Holding Private Limited ("Providend") for the disposal of the Company's entire interest of 30.34% in Providend at total cash consideration of \$3,900,000 in cash with an amount of \$1,950,000 paid on 30 June 2023 and the remaining amounts of \$1,950,000 to be paid during the next three years before 30 June 2026.

Consequently, the Company lost significant influence over Providend and Providend was derecognised as associate of the Company on 30 June 2023. The net asset value represented by the disposal of shares in Providend was \$3,265,813 and a gain of \$634,187 was recognised in profit or loss of the Group in the year.

## 8 Trade and other receivables

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Trade receivables	92,353,905	39,930,161	166,679	148,211
Accrued revenue	25,749,028	23,455,154	11,366	11,366
Deposits and other receivables	17,869,715	15,189,636	3,162,396	2,246,131
Loans to subsidiary	–	–	46,824,000	23,719,700
Trade amounts due from subsidiaries	–	–	12,280,766	7,413,503
Trade amounts due from related parties	47,833	18,133	47,833	18,133
Non-trade amounts due from related parties	16,837	7,042	8,128	–
	<u>136,037,318</u>	<u>78,600,126</u>	<u>62,501,168</u>	<u>33,557,044</u>

Trade receivables and accrued revenue of the Group consist mainly of commission and fee income due from customers assisted by third party financial advisers, of which a significant portion is to be paid to those advisers. The corresponding payable amounts shall only be due and payable to the third party financial advisers upon the Group's receipt of the receivable amounts from customers assisted by those advisers.

Loans to subsidiaries are unsecured and repayable on demand with interest of 5.00% to 6.73% per annum in the year (2022: 5.00%).

Other outstanding balances with subsidiaries and related parties are unsecured, interest free and repayable on demand.

The Group's exposures to credit and impairment losses and the fair value information related to trade and other receivables are disclosed in Note 28.

## 9 Uncompleted contracts

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Uncompleted contracts – buyers	81,474,838	51,281,106	–	–
Uncompleted contracts – sellers	81,404,360	50,276,419	–	–

Uncompleted contracts – buyers and uncompleted contracts – sellers represent contract amount receivables and contract amount payables respectively in respect of client trades which have been executed, by the Group acting as a dealer, on an exchange or in an over-the-counter market prior to the end of reporting period and have not been settled as at the end of the reporting period. The Group's exposure to credit and impairments losses and the fair value information related to uncompleted contracts are disclosed in Note 28.

## 10 Other investments

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
<b>Non-current</b>				
<b>Financial assets at FVOCI</b>				
- Unquoted equity shares	4,523,411	2,581,036	4,480,331	2,535,331
<b>Financial assets at amortised cost</b>				
- Quoted debt investments	28,441,933	20,453,359	-	-
	<u>32,965,344</u>	<u>23,034,395</u>	<u>4,480,331</u>	<u>2,535,331</u>
<b>Current</b>				
<b>Financial assets at FVOCI</b>				
- Quoted debt investments	5,007,462	6,823,995	5,007,462	6,823,995
- Quoted equity investments	33,604	46,383	33,604	46,383
	<u>5,041,066</u>	<u>6,870,378</u>	<u>5,041,066</u>	<u>6,870,378</u>
<b>Financial assets at FVTPL</b>				
- Quoted debt investments	8,503,478	7,625,470	4,905,805	2,755,507
<b>Financial assets at amortised cost</b>				
- Quoted debt investments	69,257,247	27,215,155	-	-
	<u>82,801,791</u>	<u>41,711,003</u>	<u>9,946,871</u>	<u>9,625,885</u>

Quoted debt and equity investments at the reporting date comprise:

- Debt investments at FVOCI of the Group and the Company have stated interest rates of 0.0% to 6.9% (2022: 2.1% to 6.9%) and mature between 1 and 2 years (2022: within 1 and 6 years).
- Debt investments at amortised cost of the Group have stated interest rates of 0.0% to 7.1% (2022: 0.0% to 6.6%) and mature between 1 and 4 years (2022: 1 and 4 years).
- Debt investments at FVTPL of the Group and the Company have stated interest rates of 0.0% to 10.5% (2022: 0.0% to 12.0%) and 0.0% to 8.3% (2022: 0.0% to 9.8%) respectively and mature between 1 and 27 years (2022: between 1 and 28 years) and mature between 1 and 20 years (2022: between 1 and 10 years) respectively.

The Group's exposure to credit and market risk and the fair value information related to other investments are disclosed in Note 28.

## 11 Prepayments and others

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
<b>Non-current</b>				
Prepaid incentive in the form of shares	1,176,091	840,787	–	–
Other prepayments	75,482	202,876	–	–
Club membership, at cost	11,429	11,429	11,429	11,429
	<u>1,263,002</u>	<u>1,055,092</u>	<u>11,429</u>	<u>11,429</u>
<b>Current</b>				
Prepaid incentive in the form of shares	1,521,430	1,277,641	–	–
Other prepayments	5,217,378	3,753,541	234,711	390,739
	<u>6,738,808</u>	<u>5,031,182</u>	<u>234,711</u>	<u>390,739</u>

The prepaid incentive in the form of shares relates to sales incentive paid by the Group to some investment advisers by way of the Company's ordinary shares which are withheld by a settlement agent for distribution at the end of vesting periods of two to three years from certain grant dates in the years from 2021 to 2023 (2022: 2020 to 2022).

## 12 Contract costs

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
<b>Non-current</b>				
Contract costs	<u>15,729,394</u>	<u>10,117,330</u>	–	–
<b>Current</b>				
Contract costs	–	47,859	–	–

The Group finalised a prime subcontractor contract for a Hong Kong pension project in July 2021. The Group incurred certain pre-contract costs and also paid certain setup costs for performance obligations (“POs”), to be satisfied, stated in the contract. Such costs are incremental costs and are capitalised as contract costs as the Group expects to recover these costs. These costs are amortised in accordance with the pattern of revenue being recognised for the related POs stated in the contract.

During the year, contract costs totalling \$1,279,224 (2022: \$1,002,510) were amortised to profit or loss. There was no impairment loss recognised on contract costs.

### 13 Cash and cash equivalents

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Cash at bank and in hand	307,850,029	136,964,934	3,472,932	4,027,928
Money market funds	51,956,065	14,165,132	9,380,755	9,539,905
Cash and cash equivalents in the statement of cash flows	<u>359,806,094</u>	<u>151,130,066</u>	<u>12,853,687</u>	<u>13,567,833</u>

The money market funds are included as cash and cash equivalents as they are considered fully liquid investments readily convertible into known amounts of cash and cash equivalents which are subject to an insignificant risk of changes in value.

The weighted average effective interest rates per annum relating to cash and cash equivalents and client bank accounts at the reporting date for the Group and the Company were 3.46% (2022: 3.18%) and 2.11% (2022: 1.16%) respectively.

### 14 Held under trust

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Client monies maintained in bank deposit accounts	905,843,730	933,367,988	—	—
Client monies maintained in government debt securities treasury accounts	1,828,424	—	—	—
Client ledger balances	<u>(907,672,154)</u>	<u>(933,367,988)</u>	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

Certain non-banking subsidiaries in the Group receive and hold monies deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more trust bank deposit accounts or treasury accounts holding government debt securities allowed by regulators in the markets these subsidiaries operate in, which are separately maintained from the bank or treasury accounts of these subsidiaries in the Group.



## 15 Share capital and reserves

### Share capital

Company	2023		2022	
	Number of shares	\$	Number of shares	\$
<b>Fully paid ordinary shares, with no par value:</b>				
In issue at 1 January	293,325,641	171,058,813	277,142,513	67,577,512
New shares issued from share placement	–	–	14,000,000	105,000,000
Share issuance expenses	–	–	–	(1,666,352)
New shares issued for the exercise of share options	184,200	106,671	303,928	147,653
New shares issued for the vesting of performance shares	2,205,900	–	1,879,200	–
In issue at 31 December	<u>295,715,741</u>	<u>171,165,484</u>	<u>293,325,641</u>	<u>171,058,813</u>

14,000,000 ordinary shares were issued on 17 January 2022 pursuant to a share placement at an issue price of \$7.50 per share with total net proceeds of \$103,333,648 after deduction of share issuance expenses.

184,200 ordinary shares were issued in 2023 as a result of exercise of vested options arising from the share option programmes granted to Directors and executives (2022: 303,928 shares). Options were exercised at an average price of \$0.58 (2022: \$0.49) per option. All issued shares are fully paid.

2,205,900 ordinary shares were issued in 2023 for settlement of performance shares vested in the year arising from the performance share plan granted to Directors and executives (2022: 1,879,200 shares).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets. However, all rights attached to the Company's shares held by the Group are suspended until those shares are reissued.

As at the reporting date, there were 3,363,678 (2022: 3,318,178) shares reserved for issue under the share option programmes and 9,036,300 (2022: 9,133,700) shares reserved for issue under the performance share plan.

## Reserves

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
Fair value reserve	(2,720,985)	(3,145,796)	1,166,243	741,432
Foreign currency translation reserve	(9,880,541)	(10,603,534)	–	–
Share option reserve	3,388,982	3,165,417	2,196,964	1,973,400
Performance share reserve	32,934,114	22,100,984	32,934,114	22,100,985
Equity reserve	(1,591,321)	(1,535,483)	–	–
Reserve for own shares	(61,134)	(1,024,529)	(61,134)	(1,024,529)
Accumulated profits	56,961,986	42,472,042	14,142,636	4,844,851
	<u>79,031,101</u>	<u>51,429,101</u>	<u>50,378,823</u>	<u>28,636,139</u>

### Fair value reserve

The fair value reserve comprises cumulative net change in fair value of financial assets at FVOCI until the investments are derecognised or impaired.

### Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company.

### Share option reserve

The share option reserve comprises the cumulative value of services received for the issue of share options.

### Performance share reserve

The performance share reserve comprises cumulative value of services received for the issue of performance shares.

### Equity reserve

The equity reserve represents:

- (i) effects of changes in ownership interests in subsidiaries when there are no changes in control; and
- (ii) premium received from NCI on issue of shares by subsidiaries without change in ownership interests.

### Reserve for own shares

The reserve for the Company's own shares comprises the costs of the Company's shares held by the Group. At 31 December 2023, the Group held 12,890 (2022: 279,700) of the Company's shares.

## 16 Deferred tax

### Unrecognised deferred tax assets and liabilities

At 31 December 2023, deferred tax assets in respect of tax losses and deductible temporary differences amounting to \$23,068,314 (2022: \$23,462,977) were not recognised because it is uncertain whether future taxable profits will be available against which the Group can utilise the benefits.

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The deductible temporary differences do not expire under current tax legislation.

### Recognised deferred tax assets and liabilities

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority. The following amount, determined after appropriate offsetting, is included in the statement of financial position as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
Deferred tax assets	2,758,651	2,379,483	–	–
Deferred tax liabilities	3,341,800	2,867,473	2,525,042	2,063,746

Deferred tax assets and liabilities are attributable to the following:

	<b>Assets</b>		<b>Liabilities</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
<b>Group</b>				
Plant and equipment	–	–	4,461,569	3,901,560
Right-of-use assets	–	–	3,736,308	–
Trade and other receivables	(99,132)	(210,663)	–	–
Trade and other payables	(309,520)	(169,619)	–	–
Lease liabilities	(3,778,740)	–	–	–
Unutilised capital allowances recognised	(584,446)	(653,806)	–	–
Tax losses recognised	(2,842,890)	(2,379,482)	–	–
Deferred tax (assets)/liabilities	(7,614,728)	(3,413,570)	8,197,877	3,901,560
Set off of tax	4,856,077	1,034,087	(4,856,077)	(1,034,087)
Net deferred tax (assets)/liabilities	(2,758,651)	(2,379,483)	3,341,800	2,867,473

	Assets		Liabilities	
	2023	2022	2023	2022
	\$	\$	\$	\$
<b>Company</b>				
Plant and equipment	–	–	3,119,567	2,717,552
Right-of-use assets	–	–	1,438,311	–
Lease liabilities	(1,448,390)	–	–	–
Unutilised capital allowances recognised	(584,446)	(653,806)	–	–
Deferred tax (assets)/liabilities	(2,032,836)	(653,806)	4,557,878	2,717,552
Set off of tax	2,032,836	653,806	(2,032,836)	(653,806)
Net deferred tax liabilities	–	–	2,525,042	2,063,746

Movements in deferred tax assets and liabilities of the Group and the Company (prior to offsetting of balances) during the year were as follows:

	At 1 January 2022	Recognised in profit or loss (Note 24)	Translation differences on consolidation	At 31 December 2022	Recognised in profit or loss (Note 24)	Translation differences on consolidation	At 31 December 2023
	\$	\$	\$	\$	\$	\$	\$
<b>Group</b>							
<b>Deferred tax assets</b>							
Trade and other receivables	–	(169,619)	–	(169,619)	70,487	–	(99,132)
Trade and other payables	(358,836)	148,173	–	(210,663)	(98,857)	–	(309,520)
Lease liabilities	–	–	–	–	(3,778,740)	–	(3,778,740)
Unutilised capital allowances recognised	(244,446)	(409,360)	–	(653,806)	69,360	–	(584,446)
Tax losses recognised	(2,419,089)	27,503	12,104	(2,379,482)	(515,160)	51,752	(2,842,890)
	<u>(3,022,371)</u>	<u>(403,303)</u>	<u>12,104</u>	<u>(3,413,570)</u>	<u>(4,252,910)</u>	<u>51,752</u>	<u>(7,614,728)</u>
<b>Deferred tax liabilities</b>							
Plant and equipment	3,665,827	255,066	(19,333)	3,901,560	581,170	(21,161)	4,461,569
Right-of-use assets	–	–	–	–	3,736,308	–	3,736,308
	<u>3,665,827</u>	<u>255,066</u>	<u>(19,333)</u>	<u>3,901,560</u>	<u>4,317,478</u>	<u>(21,161)</u>	<u>8,197,877</u>
	<u>643,456</u>	<u>(148,237)</u>	<u>(7,229)</u>	<u>487,990</u>	<u>64,568</u>	<u>30,591</u>	<u>583,149</u>
<b>Company</b>							
<b>Deferred tax assets</b>							
Lease liabilities	–	–	–	–	(1,448,390)	–	(1,448,390)
Unutilised capital allowances recognised	(244,446)	(409,360)	–	(653,806)	69,360	–	(584,446)
	<u>(244,446)</u>	<u>(409,360)</u>	<u>–</u>	<u>(653,806)</u>	<u>(1,379,030)</u>	<u>–</u>	<u>(2,032,836)</u>
<b>Deferred tax liabilities</b>							
Plant and equipment	2,465,698	251,854	–	2,717,552	402,015	–	3,119,567
Right-of-use assets	–	–	–	–	1,438,311	–	1,438,311
	<u>2,465,698</u>	<u>251,854</u>	<u>–</u>	<u>2,717,552</u>	<u>1,840,326</u>	<u>–</u>	<u>4,557,878</u>
	<u>2,221,252</u>	<u>(157,506)</u>	<u>–</u>	<u>2,063,746</u>	<u>461,296</u>	<u>–</u>	<u>2,525,042</u>

## 17 Trade and other payables

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
<b>Current</b>				
Trade payables	15,309,370	11,757,970	534,485	61,343
Accrued operating expenses	50,110,134	39,020,842	6,792,980	6,396,628
Trade amounts due to subsidiaries	–	–	7,931,362	3,784,644
Non-trade amounts due to subsidiaries	–	–	18,828,396	29,444,313
Trade amounts due to related parties	149,751	13,013	138,253	74,996
Deposits received	549,070	1,072,168	38,305	96,678
	66,118,325	51,863,993	34,263,781	39,858,602

Trade payables and accrued operating expenses consist mainly of commission and fee income that shall only be due and payable to third party financial advisers upon the Group's receipt of the corresponding amounts from customers assisted by those advisers.

Outstanding balances with subsidiaries and related parties are unsecured, interest free and repayable on demand.

The Group's exposure to liquidity risk related to trade and other payables is disclosed in Note 28.

## 18 Leases

The Group leases its office premises and some of its office equipment. The leases typically run for a period of one to six years.

For some short-term leases and leases of low-value items, the Group has elected not to recognise right-of-use assets and lease liabilities for these leases, and recognises the lease payments associated with these leases as an expense on a straight-line basis over lease terms.

Information about leases which the Group is a lessee is presented below.

**Right-of-use assets**

<b>Group</b>	<b>Office premises \$</b>	<b>Office equipment \$</b>	<b>Total \$</b>
<b>Cost</b>			
At 1 January 2022	30,705,547	370,357	31,075,904
Additions	5,639,214	394,996	6,034,210
Derecognition of right-of-use assets	(1,770,575)	(289,229)	(2,059,804)
Translation differences on consolidation	(845,105)	(7,064)	(852,169)
At 31 December 2022	33,729,081	469,060	34,198,141
Additions	23,560,331	–	23,560,331
Derecognition of right-of-use assets	(9,904,863)	–	(9,904,863)
Translation differences on consolidation	(887,152)	(8,522)	(895,674)
At 31 December 2023	46,497,397	460,538	46,957,935
<b>Accumulated depreciation</b>			
At 1 January 2022	16,598,161	280,104	16,878,265
Depreciation for the year	7,282,015	88,079	7,370,094
Recognition in contract costs	782,518	771	783,289
Derecognition of right-of-use assets	(511,111)	(277,764)	(788,875)
Translation differences on consolidation	(435,523)	(413)	(435,936)
At 31 December 2022	23,716,060	90,777	23,806,837
Depreciation for the year	8,985,224	91,302	9,076,526
Recognition in contract costs	614,439	4,825	619,264
Derecognition of right-of-use assets	(9,904,863)	–	(9,904,863)
Translation differences on consolidation	(516,760)	(4,147)	(520,907)
At 31 December 2023	22,894,100	182,757	23,076,857
<b>Carrying amounts</b>			
At 1 January 2022	14,107,386	90,253	14,197,639
At 31 December 2022	10,013,021	378,283	10,391,304
At 31 December 2023	23,603,297	277,781	23,881,078

<b>Company</b>	<b>Office premises \$</b>	<b>Office equipment \$</b>	<b>Total \$</b>
<b>Cost</b>			
At 1 January 2022	9,846,929	157,084	10,004,013
Additions	–	201,730	201,730
Derecognition of right-of-use assets	–	(157,084)	(157,084)
At 31 December 2022	9,846,929	201,730	10,048,659
Additions	10,917,373	–	10,917,373
Derecognition of right-of-use assets	(9,846,929)	–	(9,846,929)
At 31 December 2023	10,917,373	201,730	11,119,103
<b>Accumulated depreciation</b>			
At 1 January 2022	5,625,514	134,643	5,760,157
Depreciation for the year	3,282,309	42,614	3,324,923
Derecognition of right-of-use assets	–	(157,084)	(157,084)
At 31 December 2022	8,907,823	20,173	8,927,996
Depreciation for the year	3,537,036	40,346	3,577,382
Derecognition of right-of-use assets	(9,846,929)	–	(9,846,929)
At 31 December 2023	2,597,930	60,519	2,658,449
<b>Carrying amounts</b>			
At 1 January 2022	4,221,415	22,441	4,243,856
At 31 December 2022	939,106	181,557	1,120,663
At 31 December 2023	8,319,443	141,211	8,460,654

**Amounts recognised in profit or loss**

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Depreciation of right-of-use assets	9,076,526	7,370,094
Interest expense on lease liabilities	792,598	451,069
Expenses relating to short-term leases and leases of low-value assets	639,004	761,990

**Amounts recognised in statement of cash flows**

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Total cash outflow for leases (including expenses relating to short-term leases)	10,636,973	9,538,963



***Lease liabilities***

The lease liabilities are payable as follows:

	----- 2023 -----		----- 2022 -----			
	Future minimum lease payments \$	Interest \$	Present value of minimum lease payments \$	Future minimum lease payments \$	Interest \$	Present value of minimum lease payments \$
<b>Group</b>						
Within one year	10,352,278	1,036,492	9,315,786	6,262,076	343,333	5,918,743
Between one and five years	16,923,872	1,298,330	15,625,542	5,580,097	299,806	5,280,291
	<u>27,276,150</u>	<u>2,334,822</u>	<u>24,941,328</u>	<u>11,842,173</u>	<u>643,139</u>	<u>11,199,034</u>
<b>Company</b>						
Within one year	3,858,129	242,250	3,615,879	892,829	9,711	883,118
Between one and five years	5,017,337	113,273	4,904,064	159,600	13,096	146,504
	<u>8,875,466</u>	<u>355,523</u>	<u>8,519,943</u>	<u>1,052,429</u>	<u>22,807</u>	<u>1,029,622</u>

**19 Bank loans**

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Current</b>				
Bank loans	34,468,204	12,210,272	34,468,204	12,210,272

Terms and conditions of outstanding loans and borrowings are as follows:

				<b>2023</b>		<b>2022</b>	
	<b>Currency</b>	<b>Nominal interest rate</b>	<b>Year of maturity</b>	<b>Face value</b>	<b>Carrying value</b>	<b>Face value</b>	<b>Carrying value</b>
				<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Group and Company</b>							
Unsecured bank loan	SGD	3.90% - 4.69%	2023	–	–	12,210,272	12,210,272
Unsecured bank loan	SGD	4.01% - 4.19%	2024	32,661,271	32,661,271	–	–
Unsecured bank loan	HKD	5.21% - 5.71%	2024	1,502,855	1,502,855	–	–
Unsecured bank loan	YEN	0.32%	2024	205,183	205,183	–	–
Unsecured bank loan	USD	5.64%	2024	98,895	98,895	–	–
				<b>34,468,204</b>	<b>34,468,204</b>	<b>12,210,272</b>	<b>12,210,272</b>

**Reconciliation of liabilities arising from financing activities**

	Bank loans \$	Lease liabilities (Note 18) \$	Total \$
<b>At 1 January 2022</b>	–	15,178,289	15,178,289
<b>Changes from financing cash flows</b>			
Drawdown of bank loans	12,210,272	–	12,210,272
Repayment of lease liabilities	–	(8,323,979)	(8,323,979)
	<u>12,210,272</u>	<u>(8,323,979)</u>	<u>3,886,293</u>
<b>Others</b>			
New leases	–	6,034,210	6,034,210
Initial direct costs included in costs of new leases	–	(693)	(693)
Derecognition of leases	–	(1,276,919)	(1,276,919)
Interest expense	58,391	451,069	509,460
Interest paid	(10,272)	(452,994)	(463,266)
Interest payable	(48,119)	–	(48,119)
The effect of changes in foreign exchange rates	–	(409,949)	(409,949)
	<u>–</u>	<u>4,344,724</u>	<u>4,344,724</u>
<b>At 31 December 2022</b>	<u>12,210,272</u>	<u>11,199,034</u>	<u>23,409,306</u>
<b>At 1 January 2023</b>	12,210,272	11,199,034	23,409,306
<b>Changes from financing cash flows</b>			
Drawdown of bank loans	39,416,355	–	39,416,355
Repayment of bank loans	(17,142,654)	–	(17,142,654)
Repayment of lease liabilities	–	(9,205,371)	(9,205,371)
	<u>22,273,701</u>	<u>(9,205,371)</u>	<u>13,068,330</u>
<b>Others</b>			
New leases	–	23,560,331	23,560,331
Initial direct costs included in costs of new leases	–	(198,481)	(198,481)
Interest expense	631,005	792,598	1,423,603
Interest paid	(522,487)	(792,598)	(1,315,085)
Interest payable	(108,518)	–	(108,518)
The effect of changes in foreign exchange rates	(15,769)	(414,185)	(429,954)
	<u>(15,769)</u>	<u>22,947,665</u>	<u>22,931,896</u>
<b>At 31 December 2023</b>	<u>34,468,204</u>	<u>24,941,328</u>	<u>59,409,532</u>

## 20 Deposit and balances of customers

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Term deposits	159,841,741	96,544,610	–	–
Current deposits	196,923,013	–	–	–
Other	1,857,290	–	–	–
	358,622,044	96,544,610	–	–

## 21 Revenue & interest revenue

	Group	
	2023	2022
	\$	\$
<b>Revenue</b>		
Commission and fee income	197,204,358	190,168,590
Service fees	41,896,004	10,930,816
IT solution revenue and related fees	3,116,036	4,006,966
Advertising fees	192,994	156,825
Others	103,176	44,659
	242,512,568	205,307,856
<b>Interest revenue</b>		
on cash and cash equivalents	6,135,668	1,257,175
on clients trade settlement bank accounts	2,857,984	832,580
on investment in financial assets	4,935,323	1,325,081
on product financing	47,155	–
on loan to related party	–	116,781
on other receivables	51,571	27,376
	14,027,701	3,558,993

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

<b>Nature of services</b>	The Group provides services mainly relating to development of software, marketing of unit trusts, exchange-traded funds, listed stocks, debt securities and government securities through websites, acting as an investment advisor, dealer and custodian in respect to the above securities, portfolio management, pension administrative services and banking services.
<b>When revenue is recognised</b>	Revenue is recognised upon rendering of services and by reference to the stage of completion of the service at the reporting date.
<b>Significant payment terms and obligations for refunds</b>	Payment is due when services are delivered to customers.

### Primary geographical market of revenue from contracts with customers

In the following table, revenue from contracts with customers is shown by primary geographical market.

	2023	2022
	\$	\$
<b>Revenue</b>		
<b>Primary geographical market</b>		
Singapore	136,357,595	128,140,259
Hong Kong	69,172,090	42,436,068
Malaysia	23,193,592	22,784,071
China	2,151,698	2,545,900
United Kingdom	11,637,593	9,401,558
	<u>242,512,568</u>	<u>205,307,856</u>
<b>Interest revenue</b>		
<b>Primary geographical market</b>		
Singapore	4,257,255	2,108,606
Hong Kong	424,558	202,672
Malaysia	312,952	243,296
China	87,501	74,887
United Kingdom	8,945,435	929,532
	<u>14,027,701</u>	<u>3,558,993</u>

## 22 Other income

	Group	
	2023	2022
	\$	\$
Investment income		
- dividend income on investment in financial assets at FVOCI, net	–	302,597
- (loss)/gain on redemption of investment in financial assets at FVOCI	(34,045)	229,214
- gain on redemption of investment in financial assets at amortised cost	–	28,291
- net gain/ (loss) on investment in financial assets at FVTPL	868,510	(227,625)
- dividend income on investment in associate	26,740	35,970
	<u>861,205</u>	<u>368,447</u>
Government grants <sup>(1)</sup>	131,262	1,300,309
Gain on derecognition of an associate	634,187	–
Others	87,648	52,823
	<u>1,714,302</u>	<u>1,721,579</u>

(1) The government grants mainly refer to Job Support Scheme or equivalents in Singapore, Hong Kong and China.

## 23 Profit for the year

The following items have been included in arriving at profit for the year:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
Interest expenses excluding interest expense on lease liabilities		
- interest expense on deposits and balances of customers	6,196,694	682,436
- interest expense on bank loan	631,005	58,391
- interest expense on payable	(38)	1,191
	6,827,661	742,018
 Audit fees paid to:		
- auditors of the Company and other firms affiliated with KPMG International Limited@	449,440	386,359
- other auditors	492,022	425,956
Non-audit fees paid to:		
- auditors of the Company and other firms affiliated with KPMG International Limited@	123,938	62,160
- other auditors	38,944	10,533
Foreign exchange loss, net	669,246	759,816
Equity-settled share-based payment to staff	10,546,150	9,278,236
Equity-settled share-based payment to advisers	1,516,737	1,308,483
Contributions to defined contribution plans, included in staff costs	3,898,495	3,640,144
Expenses relating to short-term leases and leases of low-value assets	639,004	761,990
Impairment loss on investment in financial assets at FVOCI, included in other operating expenses	1,016,610	300,000
Impairment loss on investment in financial assets at amortised cost, included in other operating expenses	162,905	173,805

@ The comparative information for audit and non-audit fees has been re-presented to include fees paid to affiliated firms of KPMG International Limited under “auditors of the Company and other firms affiliated with KPMG International Limited” instead of “other auditors”.

## 24 Tax expense

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
<b>Current tax expense</b>		
Current year	9,545,766	5,582,836
Adjustment for prior years	(43,644)	(20,353)
	9,502,122	5,562,483
<b>Deferred tax expense /(credit)</b>		
Origination and reversal of temporary differences	(25,805)	(201,429)
Adjustment for prior years	90,373	53,192
	64,568	(148,237)
Total tax expense	9,566,690	5,414,246
<b><i>Reconciliation of effective tax rate</i></b>		
Profit for the year	27,008,268	5,349,159
Total tax expense	9,566,690	5,414,246
Profit before tax	36,574,958	10,763,405
Tax using Singapore tax rate at 17% (2022: 17%)	6,217,743	1,829,779
Effect of tax rates in foreign jurisdictions	(826,348)	(388,667)
Effect of results of equity-accounted investee presented net of tax	(38,101)	(50,445)
Income not subject to tax	(337,715)	(260,948)
Tax incentives	(1,141,727)	(1,293,038)
Non-deductible expenses	2,497,695	3,377,492
Current year tax losses and temporary differences for which no deferred tax asset was recognised	3,255,911	2,485,653
Recognition of tax effect of previously unrecognised tax losses and temporary differences	9,758	(190,519)
Under provided in prior years	46,729	32,839
Effect of tax arising from inter-company sale of assets	(113,467)	(120,797)
Others	(3,788)	(7,103)
	9,566,690	5,414,246

One of the Group's subsidiaries in Singapore has been awarded the standard-tier FSI (Financial Sector Incentive Scheme) award for a five-year period with effect from 25 June 2020 whereby qualifying transactions are taxed at a concessionary rate instead of the local statutory rate in Singapore.



## 25 Share-based incentive plans

At 31 December 2023, the Group has the following share-based incentive plans.

### Share-based incentive plans of the Company

#### *Performance Share Plan*

- (i) The iFAST Corporation Performance Share Plan (the “PSP”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 11 December 2014.
- (ii) The PSP is administered by the Remuneration Committee (the “RC”) comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.
- (iii) Other information regarding the PSP are set out below:
  - those eligible to participate in the PSP comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, who have attained the age of twenty-one years as of the award date, and who hold such rank as may be designated by our RC from time to time, and Non-Executive Directors (including the Independent Directors) of the Company and its subsidiaries.
  - awards represent the right of a participant to receive fully paid shares free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period. A participant’s award under the PSP will be determined at the discretion of the RC.
  - the total number of shares which may be issued or transferred pursuant to awards granted under the PSP, when aggregated with the aggregate number of shares over which options are granted under any other share option schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) from time to time.
  - the total number of shares over which awards may be granted under the PSP to controlling shareholders and their associates shall not exceed 25% of the shares available under the PSP, and the number of shares over which an award may be granted under the PSP to each controlling shareholder or his associate shall not exceed 10% of the shares available under the PSP.
  - the PSP shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on 21 October 2014, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.
  - notwithstanding the expiry or termination of the PSP, any awards made to participants prior to such expiry or termination will continue to remain valid.

At the end of the financial year, details of the performance shares granted under the PSP are as follows:

Date of grant of performance shares	Price per share	Performance shares outstanding at	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at	Number of performance share holders at
		1 January 2022				31 December 2022	31 December 2022
1 March 2019	\$1.09	1,823,900	–	1,823,900	–	–	–
1 May 2019	\$1.12	55,300	–	55,300	–	–	–
1 April 2020	\$0.80	4,613,000	–	–	277,900	4,335,100	235
1 May 2020	\$1.03	501,000	–	–	–	501,000	35
1 March 2021	\$5.65	1,782,300	–	–	101,300	1,681,000	330
1 May 2021	\$6.71	20,500	–	–	–	20,500	6
1 March 2022	\$6.13	–	2,768,300	–	202,600	2,565,700	463
1 May 2022	\$5.01	–	30,400	–	–	30,400	7
		<b>8,796,000</b>	<b>2,798,700</b>	<b>1,879,200</b>	<b>581,800</b>	<b>9,133,700</b>	

Date of grant of performance shares	Price per share	Performance shares outstanding at	Performance shares granted	Performance shares vested	Performance shares forfeited	Performance shares outstanding at	Number of performance share holders at
		1 January 2023				31 December 2023	31 December 2023
1 April 2020	\$0.80	4,335,100	–	1,458,700	42,100	2,834,300	220
1 May 2020	\$1.03	501,000	–	168,300	–	332,700	35
1 March 2021	\$5.65	1,681,000	–	571,800	20,000	1,089,200	305
1 May 2021	\$6.71	20,500	–	7,100	–	13,400	6
1 March 2022	\$6.13	2,565,700	–	–	66,500	2,499,200	421
1 May 2022	\$5.01	30,400	–	–	–	30,400	7
1 May 2023	\$4.62	–	32,700	–	–	32,700	6
4 July 2023	\$4.53	–	2,238,100	–	33,700	2,204,400	578
		<b>9,133,700</b>	<b>2,270,800</b>	<b>2,205,900</b>	<b>162,300</b>	<b>9,036,300</b>	

#### *Measurement of fair values*

The fair value of services received in return for performance shares are measured by reference to the market price of the ordinary share of the Company on the grant date.

#### *Employee Share Option Scheme*

- (i) The iFAST Employee Share Option Scheme (the “ESOS”) was approved by the shareholders on 21 October 2014 prior to the Company’s listing on the SGX-ST on 11 December 2014.
- (ii) The ESOS is administered by the RC comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.

(iii) Other information regarding the ESOS are set out below:

- those eligible to participate in the ESOS comprise Executive Directors and confirmed employees of the Company, its subsidiaries and its associated companies, and Non-Executive Directors (including the Independent Directors).
- there are no fixed periods for the grant of options and the offers of the grant of options may be made at any time from time to time at the discretion of the RC.
- subject to the provisions of the ESOS, options granted under the ESOS will have a life span of 10 years for options granted to Group employees (other than Non-Executive Directors and/or employees of associated companies) and 5 years for options granted to Non-Executive Directors and/or employees of associated companies.
- the aggregate number of shares over which the RC may grant options on any date, when added to the number of shares issued and issuable or transferred and to be transferred in respect of all options granted under the ESOS and the number of shares issued and issuable or transferred and to be transferred in respect of all options or awards granted under any other share option schemes or share scheme of the Company, shall not exceed 15% of the total number of issued shares (excluding shares held by the Company as treasury shares) on the day immediately preceding the date on which an offer to grant an option is made. The exercise price of an option may, at the discretion of the RC, be set at a discount subject to the maximum discount of 20% of the average of the last dealt prices for a share for 5 consecutive market days immediately prior to the date of grant of the option.
- the total number of shares over which options may be granted under the ESOS to controlling shareholders and their associates shall not exceed 25% of the shares available under the ESOS, and the number of shares over which an option may be granted under the ESOS to each controlling shareholder or his associate shall not exceed 10% of the shares available under the ESOS.
- the ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- shares arising from the exercise of options are subject to the provisions of the Memorandum of Association and Articles of the Company. Shares allotted and issued, and existing shares procured by the Company for transfer, upon the exercise of an option shall rank *pari passu* in all respects with the then existing issued shares.

*Share Option Scheme 2013*

- (i) The iFAST 2013 Share Option Scheme (the “2013 Scheme”) of the Company was approved and adopted by the shareholders at an Annual General Meeting held on 23 May 2013. The amendments to the 2013 Scheme were passed by the shareholders at an Extraordinary General Meeting held on 20 August 2014.
- (ii) Upon the listing of the Company’s shares on SGX-ST on 11 December 2014, the 2013 Scheme was terminated. This will not affect all options remaining unexercised.
- (iii) The 2013 Scheme is administered by the RC comprising Mark Rudolph Duncan, Chu Wing Tak Caecilia and Toh Teng Peow David.
- (iv) Other information regarding the 2013 Scheme is set out below:
- those eligible to participate in the 2013 Scheme comprise confirmed full-time executives, including Directors and a controlling shareholder and his associates, who have been employed by the Company, its subsidiaries and its associated companies in the absolute discretion of the RC.
  - the 2013 Scheme will continue in operation at the discretion of the RC, subject to a maximum period of 10 years commencing on 23 May 2013, provided that the 2013 Scheme may continue beyond the above stipulated period with the approval of the Company’s shareholders by ordinary resolution in general meeting.

At the end of the financial year, details of the options granted, after the subdivision of every 1 share option into 6 share options in conjunction with subdivision of every 1 ordinary share into 6 ordinary shares on 20 November 2014, under the share-based incentive plans in respect of unissued ordinary shares of the Company are as follows:

Date of grant of options	Exercise price per share	Options outstanding at			Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2022	Options granted	Options exercised		31 December 2022	31 December 2022		
1 July 2013	\$0.42	210,326	–	189,326	–	21,000	1	30 June 2023	
1 April 2014	\$0.60	514,680	–	114,602	–	400,078	19	31 March 2024	
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	15,000	–	–	–	15,000	1	30 April 2031	
1 May 2022	\$5.27	–	186,700	–	–	186,700	1	30 April 2032	
		<u>3,435,406</u>	<u>186,700</u>	<u>303,928</u>	<u>–</u>	<u>3,318,178</u>			

Date of grant of options	Exercise price per share	Options outstanding at			Options forfeited/ expired	Options outstanding at		Number of option holders at	Date of expiration
		1 January 2023	Options granted	Options exercised		31 December 2023	31 December 2023		
1 July 2013	\$0.42	21,000	–	21,000	–	–	–	30 June 2023	
1 April 2014	\$0.60	400,078	–	163,200	–	236,878	12	31 March 2024	
1 May 2019	\$1.27	1,340,600	–	–	–	1,340,600	1	30 April 2029	
1 May 2020	\$1.27	1,354,800	–	–	–	1,354,800	1	30 April 2030	
1 May 2021	\$7.04	15,000	–	–	–	15,000	1	30 April 2031	
1 May 2022	\$5.27	186,700	–	–	–	186,700	1	30 April 2032	
1 May 2023	\$4.91	–	229,700	–	–	229,700	1	30 April 2033	
		<u>3,318,178</u>	<u>229,700</u>	<u>184,200</u>	<u>–</u>	<u>3,363,678</u>			

	<u>ESOS scheme</u>		<u>Share option scheme 2013</u>	
	Weighted average exercise price 2022	No. of options 2022	Weighted average exercise price 2022	No. of options 2022
At 1 January	1.30	2,710,400	0.55	725,006
Granted	5.27	186,700	–	–
Exercised	–	–	0.49	(303,928)
At 31 December	1.56	<u>2,897,100</u>	0.59	<u>421,078</u>
Number of options exercisable at 31 December 2022	1.27	<u>1,340,600</u>	0.59	<u>421,078</u>

	<u>ESOS scheme</u>		<u>Share option scheme 2013</u>	
	Weighted average exercise price 2023	No. of options 2023	Weighted average exercise price 2023	No. of options 2023
At 1 January	1.56	2,897,100	0.59	421,078
Granted	4.91	229,700	–	–
Exercised	–	–	0.58	(184,200)
At 31 December	1.80	<u>3,126,800</u>	0.60	<u>236,878</u>
Number of options exercisable at 31 December 2023	1.29	<u>1,797,200</u>	0.60	<u>236,878</u>

The options outstanding at 31 December 2023 have an exercise price in the range of \$0.60 to \$7.04 (2022: \$0.42 to \$7.04) and a weighted-average contractual life of 5.8 years (2022: 6.3 years).

Options were exercised on a regular basis throughout the year. The weighted average share price during the year was \$6.25 (2022: \$5.51) per share.

*Measurement of fair values*

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Binomial Model. The share prices applied to the model are based on last-transacted prices of the Company's ordinary shares. The expected life used in the model has been adjusted based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

*Fair value of share options and assumptions*

<b>Date of grant of options</b>	<b>1 May 2023</b>	<b>1 May 2022</b>	<b>1 May 2021</b>	<b>1 May 2020</b>	<b>1 May 2019</b>	<b>1 April 2014</b>	<b>1 July 2013</b>
Fair value at measurement date	1.09	1.66	6.65	0.12	0.15	0.80 ^	0.49 ^
Share price	\$4.68	\$5.02	\$6.71	\$1.03	\$1.14	\$3.60 ^	\$2.50 ^
Exercise price	\$4.91	\$5.27	\$7.04	\$1.27	\$1.27	\$3.60 ^	\$2.50 ^
Expected volatility	9.85%	20.59%	183.09%	8.47%	6.00%	25.80%	21.40%
Expected option life (days)	3,650	3,650	3,650	3,650	3,650	1,460	1,460
Expected dividends	\$0.048	\$0.048	\$0.03	\$0.03	\$0.03	\$0.12	\$0.03
Risk-free interest rate	2.76%	2.57%	2.21%	2.63%	2.63%	2.75%	2.25%

^ Before subdivision of every 1 share option into 6 share options in conjunction with subdivision of every 1 ordinary share into 6 ordinary shares on 20 November 2014.

The expected volatility is based on the one year historic volatility of the Company's share price, adjusted for any expected changes to future volatility.

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

**Share-based incentive plan of a subsidiary**

*iFAST China 2017 Employee Share Option Scheme*

The iFAST China 2017 Employee Share Option Scheme (the "iFAST China 2017 ESOS") was approved by the shareholders of iFAST China Holdings Pte. Ltd., a subsidiary of the Company, on 31 March 2017.

At the end of the financial year, details of the options granted under the iFAST China 2017 ESOS on the unissued ordinary shares of iFAST China Holdings Pte. Ltd. are as follows:

<b>Date of grant of options</b>	<b>Exercise price per share</b>	<b>Options outstanding at</b>			<b>Options forfeited/ expired</b>	<b>Options outstanding at</b>		<b>Number of option holders at</b>	<b>Date of expiration</b>
		<b>1 January 2022</b>	<b>Options granted</b>	<b>Options exercised</b>		<b>31 December 2022</b>	<b>31 December 2022</b>		
1 April 2017	\$0.31	18,502,800	–	–	–	18,502,800	25	31 March 2027	
1 August 2018	\$0.31	4,129,300	–	–	–	4,129,300	28	31 July 2028	
		<u>22,632,100</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>22,632,100</u>			

<b>Date of grant of options</b>	<b>Exercise price per share</b>	<b>Options outstanding at</b>			<b>Options forfeited/ expired</b>	<b>Options outstanding at</b>		<b>Number of option holders at</b>	<b>Date of expiration</b>
		<b>1 January 2023</b>	<b>Options granted</b>	<b>Options exercised</b>		<b>31 December 2023</b>	<b>31 December 2023</b>		
1 April 2017	\$0.31	18,502,800	–	–	–	18,502,800	25	31 March 2027	
1 August 2018	\$0.31	4,129,300	–	–	–	4,129,300	28	31 July 2028	
		<u>22,632,100</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>22,632,100</u>			

**iFAST China 2017 ESOS**

	<b>Weighted average exercise price 2022</b>	<b>No. of options 2022</b>
At 1 January	0.31	22,632,100
Granted	—	—
Exercised	—	—
Forfeited/Expired	—	—
At 31 December	0.31	<u>22,632,100</u>
Number of options exercisable at 31 December 2022	0.31	<u>22,632,100</u>
	<b>Weighted average exercise price 2023</b>	<b>No. of options 2023</b>
At 1 January	0.31	22,632,100
Granted	—	—
Exercised	—	—
Forfeited/Expired	—	—
At 31 December	0.31	<u>22,632,100</u>
Number of options exercisable at 31 December 2023	0.31	<u>22,632,100</u>

*Measurement of fair values*

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on the Binomial Model. The share prices applied to the model are based on last-transacted prices of the subsidiary's ordinary shares. The expected life used in the model has been adjusted based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

*Fair value of share options and assumptions*

<b>Date of grant of options</b>	<b>1 August 2018</b>	<b>1 April 2017</b>	<b>1 April 2017</b>
Fair value at measured date	<u>0.061</u>	<u>0.060</u>	<u>0.046</u>
Share price	\$0.31	\$0.31	\$0.31
Exercise price	\$0.31	\$0.31	\$0.31
Expected volatility	6.43%	11.22%	11.22%
Expected option life (days)	2,920	2,555	1,825
Expected dividends	—	—	—
Risk-free interest rate	2.63%	2.13%	2.13%

The expected volatility is based on the one year historic volatility of the share price of the subsidiary or the Company, adjusted for any expected changes to future volatility.



There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

## 26 Earnings per share

### *Basic earnings per share*

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Basic earnings per share is based on:</b>		
Net profit attributable to ordinary shareholders	28,268,767	6,423,668
	<hr/>	<hr/>
	<b>Group</b>	
	<b>Number of</b>	<b>Number of</b>
	<b>shares</b>	<b>shares</b>
	<b>2023</b>	<b>2022</b>
Issued ordinary shares at 1 January	293,045,941	276,946,913
Effect of new shares issued for a share placement	–	14,000,000
Effect of new shares issued for the share-based incentive plans	1,766,266	1,715,219
Effect of treasury shares purchased	(94,092)	(353,450)
Effect of treasury shares re-issued	195,706	317,100
Weighted average number of ordinary shares during the year	294,913,821	292,625,782
	<hr/>	<hr/>
Basic earnings per share (cents)	9.59	2.20
	<hr/>	<hr/>

### *Diluted earnings per share*

For the purpose of calculating the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from the dilutive share options under the Share Option Schemes and the dilutive share awards under the Performance Share Plan, with the potential ordinary shares weighted for the period outstanding.

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Diluted earnings per share is based on:</b>		
Net profit attributable to ordinary shareholders	28,268,767	6,423,668
	<hr/>	<hr/>

The effect of the exercise of share options and the vesting of share awards on the weighted average number of ordinary shares in issue is as follows:

	<b>Group</b>	
	<b>Number of shares 2023</b>	<b>Number of shares 2022</b>
Weighted average number of:		
Ordinary shares used in the calculation of basic earnings per share	294,913,821	292,625,782
Potential ordinary shares issuable under:		
- Share-based incentive plans	9,736,690	9,230,087
Weighted average number of ordinary issued and potential shares issuable assuming full conversion during the year	<u>304,650,511</u>	<u>301,855,869</u>
Diluted earnings per share (cents)	<u>9.28</u>	<u>2.13</u>

At 31 December 2023, 15,000 shares (2022: 201,700 shares) were excluded from the diluted weighted-average number of ordinary shares calculation as their effect would have been anti-dilutive.

## 27 Operating segments

The Group has five reportable segments, namely its operations in Singapore, Hong Kong, Malaysia, China and United Kingdom, which are the Group's strategic business locations.

The strategic business locations are managed separately. For each of the strategic business units, the Chairman and CEO reviews internal management reports on a monthly basis.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Chairman and CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

In presenting information on the basis of geographical segments, segment revenue is based on a geographical location of customers. Segment non-current assets are based on a geographical location of the assets.

Geographical segments are analysed by five principal geographical areas as follows:

**Information about reportable segments**

	Singapore \$	Hong Kong \$	Malaysia \$	China \$	United Kingdom \$	Others \$	Total \$
<b>2023</b>							
<b>Revenue and expenses</b>							
Revenue from external customers	136,357,595	69,172,090	23,193,592	2,151,698	11,637,593	–	242,512,568
Interest revenue from external customers	4,257,255	424,558	312,952	87,501	8,945,435	–	14,027,701
Inter-segment revenue	9,337,737	106,671	3,975,304	122,181	–	–	13,541,893
Total revenue	149,952,587	69,703,319	27,481,848	2,361,380	20,583,028	–	270,082,162
Depreciation of plant and equipment	(1,876,797)	(777,487)	(389,337)	(257,816)	(50,734)	–	(3,352,171)
Depreciation of right-of-use assets	(3,603,935)	(3,683,704)	(387,744)	(934,525)	(466,618)	–	(9,076,526)
Amortisation of intangible assets	(10,038,418)	(102,997)	(840,907)	(33,350)	(21,190)	–	(11,036,862)
Reportable segment profit/(loss) before tax	25,194,169	23,820,457	4,393,049	(7,465,909)	(9,590,932)	–	36,350,834
Share of results of associates	–	–	–	–	–	224,124	224,124
<b>Assets and liabilities</b>							
Reportable segment assets	213,171,100	100,553,678	30,025,134	3,681,177	485,057,839	–	832,488,928
Equity-accounted associates	–	–	–	–	–	412,928	412,928
Capital expenditure	13,506,638	4,204,366	3,110,815	171,863	637,907	–	21,631,589
Reportable segment liabilities	148,146,999	30,078,339	14,525,284	2,707,037	380,067,223	–	575,524,882

*iFAST Corporation Ltd. and its Subsidiaries*  
*Financial statements*  
*Year ended 31 December 2023*

	Singapore \$	Hong Kong \$	Malaysia \$	China \$	United Kingdom \$	Others \$	Total \$
<b>2022</b>							
<b>Revenue and expenses</b>							
Revenue from external customers	128,140,259	42,436,068	22,784,071	2,545,900	9,401,558	–	205,307,856
Interest revenue from external customers	2,108,606	202,672	243,296	74,887	929,532	–	3,558,993
Inter-segment revenue	4,704,896	203,826	3,713,445	111,953	–	–	8,734,120
Total revenue	134,953,761	42,842,566	26,740,812	2,732,740	10,331,090	–	217,600,969
Depreciation of plant and equipment	(2,770,314)	(298,834)	(440,216)	(262,063)	(53,281)	–	(3,824,708)
Depreciation of right-of-use assets	(3,353,890)	(2,301,204)	(470,018)	(1,026,652)	(218,330)	–	(7,370,094)
Amortisation of intangible assets	(8,839,738)	(70,570)	(669,013)	(37,966)	(406)	–	(9,617,693)
Impairment loss related to an associate	–	–	–	–	–	(5,200,000)	(5,200,000)
Reportable segment profit/(loss) before tax	16,568,914	8,076,419	4,250,125	(7,383,627)	(5,845,164)	–	15,666,667
Share of results of associates	–	–	–	–	–	296,738	296,738
<b>Assets and liabilities</b>							
Reportable segment assets	174,292,215	39,170,335	27,512,217	5,387,798	208,695,324	–	455,057,889
Equity-accounted associates	–	–	–	–	–	3,479,272	3,479,272
Capital expenditure	15,314,993	425,284	1,979,930	47,049	97,667	–	17,864,923
Reportable segment liabilities	81,671,981	15,559,319	12,577,663	3,719,053	114,292,431	–	227,820,447

Reconciliations of reportable segment revenues, profit and loss, assets and liabilities and other material items:

	<b>2023</b>	<b>2022</b>
	\$	\$
<b>Revenue</b>		
Total revenue for reportable segments	270,082,162	217,600,969
Elimination of inter-segment revenue	<u>(13,541,893)</u>	<u>(8,734,120)</u>
Consolidated revenue	<u>256,540,269</u>	<u>208,866,849</u>
<b>Profit or loss</b>		
Total profit before tax for reportable segments	36,350,834	15,666,667
Impairment loss related to an associate	–	(5,200,000)
Share of results of associates	<u>224,124</u>	<u>296,738</u>
Consolidated profit before tax	<u>36,574,958</u>	<u>10,763,405</u>
<b>Assets</b>		
Total assets for reportable segments	832,488,928	455,057,889
Investment in associates	<u>412,928</u>	<u>3,479,272</u>
Consolidated total assets	<u>832,901,856</u>	<u>458,537,161</u>
<b>Liabilities</b>		
Total liabilities for reportable segments	<u>575,524,882</u>	<u>227,820,447</u>

	<b>Reportable segment total</b>	<b>Adjustment</b>	<b>Consolidated total</b>
	\$	\$	\$
<b>2023</b>			
<b>Other material items</b>			
Capital expenditure*	21,631,589	–	21,631,589
Depreciation and amortisation*	<u>(14,389,033)</u>	<u>–</u>	<u>(14,389,033)</u>
<b>2022</b>			
<b>Other material items</b>			
Capital expenditure*	17,864,923	–	17,864,923
Depreciation and amortisation*	<u>(13,442,401)</u>	<u>–</u>	<u>(13,442,401)</u>

\* Excluding amounts related to right-of-use assets.

## **28 Financial risk management**

### **Overview**

The Group has exposure to the following risks from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk
- Foreign Currency Risk
- Interest Rate Risk
- Price Risk

This note present information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

### **Risk management framework**

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

### **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

The Group has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. The credit quality of customers is assessed after taking into account its financial position and past experience with the customers.

At the reporting date, other than bank balances which are placed with regulated financial institutions and investments in debt instruments, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The maximum exposure to credit risk for uncompleted contracts receivables and trade and other receivables (excluding accrued revenue) at the reporting date by type of counterparty was:

	2023	2022
	\$	\$
<b>Group</b>		
Distributors	119,988,136	45,678,271
Retail customers	53,834,725	45,532,996
Others (including amounts due from related parties)	17,940,267	15,214,811
	<u>191,763,128</u>	<u>106,426,078</u>
<b>Company</b>		
Distributors	160,796	148,211
Retail customers	—	—
Others (including amounts due from subsidiaries and related parties)	62,329,006	33,397,467
	<u>62,489,802</u>	<u>33,545,678</u>

### Expected credit loss

#### *Uncompleted contracts receivables and trade and other receivables*

The Group's concentration of credit risk relating to uncompleted contracts receivables and trade and other receivables is limited due to the Group's many varied customers and the credit quality of its uncompleted contracts receivables and trade and other receivables is within acceptable risk. The Group's historical experience in the collection of uncompleted contracts receivables and trade and other receivables falls within the recorded allowances, and the uncompleted contracts receivables from clients are substantially secured by clients' deposits with the Group. Due to these factors, Management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's uncompleted contracts receivables and trade and other receivables.

An impairment loss of \$139,972 (2022: Nil) in respect of receivables was recognised by the Group in the year.

#### *Debt investments*

The Group limits its exposure to credit risk on debt investments held by investing only in liquid marketable debt securities and dealing with counterparties with good credit rating. Management actively monitors credit ratings and given that the Group invests in securities with good credit rating, management does not expect any counterparty to fail to meet its obligations.

12-month and lifetime probabilities of default are based on historical data for each credit rating and are recalibrated based on current bond yields and CDS prices. Loss given default ("LGD") parameters generally reflect an assumed recovery rate of 40% except when a security is credit-impaired, in which case the estimate of loss is based on the instrument's current market price and original effective interest rate.



An impairment loss of \$1,016,610 (2022: \$300,000) in respect of debt investments at FVOCI and an impairment loss of \$162,905 (2022: \$173,805) in respect of debt investments at amortised cost were recognised by the Group in the year.

#### *Cash and cash equivalents*

The Group and the Company held cash and cash equivalents of \$359,806,094 and \$12,853,687 respectively at the reporting date (2022: \$151,130,066 and \$13,567,833 respectively). These figures represent their maximum credit exposures on these assets. The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents was negligible.

#### *Non-trade amounts due from subsidiaries and related parties*

These balances are amounts advanced to subsidiaries to satisfy short term funding requirements. The Company uses a similar approach for assessment of ECLs for these receivables to those used for debt investments. Impairment on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposures. An impairment loss of \$1,810,269 provided for impairment of the Group's receivables from associate company, namely iFAST India Holdings Pte Ltd and its subsidiary in 2022 (Note 7). There was no impairment loss on these balances recognised in the year.

#### **Impairment losses**

The ageing of uncompleted contracts receivables and trade and other receivables (excluding accrued revenue) at the reporting date was:

	<b>Gross 2023</b>	<b>Impairment losses 2023</b>	<b>Gross 2022</b>	<b>Impairment losses 2022</b>
	\$	\$	\$	\$
<b>Group</b>				
Not past due	159,904,461	–	84,382,164	–
Past due 0 – 30 days	31,007,244	–	20,942,231	–
Past due 31 – 90 days	428,308	–	135,922	–
Past due more than 90 days	2,373,356	(1,950,241)	2,776,030	(1,810,269)
	<u>193,713,369</u>	<u>(1,950,241)</u>	<u>108,236,347</u>	<u>(1,810,269)</u>
<b>Company</b>				
Not past due	62,470,802	–	33,545,678	–
Past due more than 90 days	1,332,780	(1,313,780)	1,238,182	(1,238,182)
	<u>63,803,582</u>	<u>(1,313,780)</u>	<u>34,783,860</u>	<u>(1,238,182)</u>

The movement in the allowance for impairment losses in respect of trade and other receivables during the year was as follows:

		<b>Group</b>	
	<b>Note</b>	<b>2023</b>	<b>2022</b>
		\$	\$
At 1 January		1,810,269	–
Allowances provided on non-trade amounts due from related parties in the year	7	–	1,810,269
Allowances provided on other receivables in the year		139,972	–
At 31 December		1,950,241	1,810,269

		<b>Company</b>	
	<b>Note</b>	<b>2023</b>	<b>2022</b>
		\$	\$
At 1 January		1,238,182	–
Allowances provided on non-trade amounts due from related parties in the year	7	–	1,238,182
Allowances provided on other receivables in the year		75,598	–
At 31 December		1,313,780	1,238,182

No uncompleted contracts receivables as at the reporting date are past due. Excluding the Group's receivable amounts due from associate company, the trade and other receivables that are past due more than 90 days consist mainly of commission and fee income significantly payable to third party financial advisers. The Group's maximum exposure will be the outstanding balance after the payable amount to third party financial advisers. The past due receivables are also substantially secured by clients' assets under administration with the Group.

The Group believes that, apart from the above, no additional impairment allowance is required in respect of the remaining receivables as these amounts mainly relate to customers with good credit and payment records with the Group.

### **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following are contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Group	Note	Carrying amounts \$	Contractual cash flows \$	Within 1 year \$	Within 1 to 5 years \$
<b>31 December 2023</b>					
<b>Non-derivative financial liabilities</b>					
Uncompleted contracts - sellers	9	81,404,360	(81,404,360)	(81,404,360)	–
Trade and other payables	17	66,118,325	(66,118,325)	(66,118,325)	–
Deposit and balances of customers	20	358,622,044	(361,409,189)	(361,409,189)	–
Bank loans	19	34,468,204	(35,070,212)	(35,070,212)	–
Lease liabilities	18	24,941,328	(27,276,150)	(10,352,278)	(16,923,872)
		<u>565,554,261</u>	<u>(571,278,236)</u>	<u>(554,354,364)</u>	<u>(16,923,872)</u>
<b>31 December 2022</b>					
<b>Non-derivative financial liabilities</b>					
Uncompleted contracts - sellers	9	50,276,419	(50,276,419)	(50,276,419)	–
Trade and other payables	17	51,863,993	(51,863,993)	(51,863,993)	–
Deposit and balances of customers	20	96,544,610	(97,582,255)	(97,582,255)	–
Bank loans	19	12,210,272	(12,426,412)	(12,426,412)	–
Lease liabilities	18	11,199,034	(11,842,173)	(6,262,076)	(5,580,097)
		<u>222,094,328</u>	<u>(223,991,252)</u>	<u>(218,411,155)</u>	<u>(5,580,097)</u>
<b>Company</b>					
<b>31 December 2023</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	17	34,263,781	(34,263,781)	(34,263,781)	–
Bank loans	19	34,468,204	(35,070,212)	(35,070,212)	–
Lease liabilities	18	8,519,943	(8,875,466)	(3,858,129)	(5,017,337)
Recognised financial liabilities		<u>77,251,928</u>	<u>(78,209,459)</u>	<u>(73,192,122)</u>	<u>(5,017,337)</u>
Intra-group financial guarantee		–	(60,316,342)	(60,316,342)	–
		<u>77,251,928</u>	<u>(138,525,801)</u>	<u>(133,508,464)</u>	<u>(5,017,337)</u>
<b>Company</b>					
<b>31 December 2022</b>					
<b>Non-derivative financial liabilities</b>					
Trade and other payables	17	39,858,602	(39,858,602)	(39,858,602)	–
Bank loans	19	12,210,272	(12,426,412)	(12,426,412)	–
Lease liabilities	18	1,029,622	(1,052,429)	(892,829)	(159,600)
Recognised financial liabilities		<u>53,098,496</u>	<u>(53,337,443)</u>	<u>(53,177,843)</u>	<u>(159,600)</u>
Intra-group financial guarantee		–	(61,521,017)	(61,521,017)	–
		<u>53,098,496</u>	<u>(114,858,460)</u>	<u>(114,698,860)</u>	<u>(159,600)</u>

The maturity analyses show the contractual undiscounted cash flows of the Group and the Company's financial liabilities on the basis of their earliest possible contractual maturity. Except for the cash flow arising from the intra-group financial guarantee, it is not expected that the cash flows included in the maturity analyses above could occur significantly earlier, or at significantly different amounts.

### **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

### **Foreign currency risk**

The currency exposure arising from operating activities of the Group's non-banking operations is naturally hedged as those entities incomes and expenses, trade and other receivables and trade and other payables are substantially denominated in the respective functional currencies of the entities. The Group is exposed to transactional foreign currency risk mainly to the extent that there is a mismatch between the currencies in financial assets and borrowings, including intercompany balances, that are denominated in a currency other than the respective functional currencies of Group entities. Interest on borrowings is denominated in the currency of the borrowings. Generally, borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group. This provides an economic hedge without derivatives being entered into. In addition, the Group also has investments in foreign subsidiaries whose net assets are exposed to currency translation risk.

The new UK-based banking operation has business interests in a few different geographic regions. The banking operation identifies foreign currency risk as the risk to future cash-flows from adverse foreign exchange movements. The banking operation has set limits on its positions by currency including foreign currency positions and hedges. The Group monitors the positions on an ongoing basis and uses hedging strategies to ensure the net positions are maintained within established limits.

The Group's exposures to foreign currency risk are as follows based on nominal amounts:

<b>Group</b>	<b>US dollar</b>	<b>Euro</b>	<b>Pound sterling</b>	<b>Chinese yuan</b>	<b>Hong Kong dollar</b>	<b>Malaysia ringgit</b>	<b>Others</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>31 December 2023</b>							
Financial assets at FVOCI	2,080,999	–	–	–	–	–	–
Financial assets at FVTPL	3,470,937	–	394,443	689,328	–	–	117,473
Financial assets at amortised cost	41,471,270	–	–	–	–	–	–
Trade and other receivables	30,542,944	17,207	632,504	91,498	783,624	9,041	1,985,406
Cash and cash equivalents	28,008,882	11,267,028	1,024,759	10,336,276	1,092,808	28,618	14,267,252
Bank loans	(98,895)	–	–	–	(1,502,855)	–	(205,183)
Deposit and balances of customers	(41,824,235)	(11,160,096)	–	(51,150)	(4,852,157)	–	(781,874)
	<b>63,651,902</b>	<b>124,139</b>	<b>2,051,706</b>	<b>11,065,952</b>	<b>(4,478,580)</b>	<b>37,659</b>	<b>15,383,074</b>
<b>31 December 2022</b>							
Financial assets at FVOCI	3,256,145	–	–	–	–	–	–
Financial assets at FVTPL	1,376,176	–	263,663	965,535	–	–	–
Financial assets at amortised cost	22,138,303	–	–	–	–	–	–
Trade and other receivables	20,991,121	7,148	553,083	346,947	1,009,205	9,592	1,255,349
Cash and cash equivalents	2,847,100	121,779	1,072,859	10,135,399	253,120	75,573	6,212,289
	<b>50,608,845</b>	<b>128,927</b>	<b>1,889,605</b>	<b>11,447,881</b>	<b>1,262,325</b>	<b>85,165</b>	<b>7,467,638</b>

The Company's exposures to foreign currency risk are as follows based on nominal amounts:

<b>Company</b>	<b>US dollar</b>	<b>Pound</b>	<b>Chinese</b>	<b>Hong Kong</b>	<b>Others</b>
	<b>\$</b>	<b>sterling</b>	<b>yuan</b>	<b>dollar</b>	<b>\$</b>
		<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>31 December 2023</b>					
Financial assets at FVOCI	2,080,999	–	–	–	–
Financial assets at FVTPL	1,154,883	394,443	30,108	–	70,023
Deposits and other receivables	134,961	545,072	–	–	–
Loan to subsidiaries	–	16,795,000	–	2,700,800	–
Trade amounts due from subsidiaries	–	52,644	–	13,833	–
Cash and cash equivalents	538,114	407,387	9,405,586	3,679	189,103
Bank loans	(98,895)	–	–	(1,502,855)	(205,183)
Accrued operating expenses	(260)	–	–	(2,706)	(15)
Non-trade amounts due to subsidiaries	–	–	–	(1,631,597)	–
	<b>3,809,802</b>	<b>18,194,546</b>	<b>9,435,694</b>	<b>(418,846)</b>	<b>53,925</b>
<b>31 December 2022</b>					
Financial assets at FVOCI	3,256,145	–	–	–	–
Financial assets at FVTPL	60,859	263,663	–	–	–
Trade and other receivables	89,655	545,072	–	–	–
Cash and cash equivalents	1,084,034	1,004,236	9,590,738	35	–
Non-trade amounts due to subsidiaries	–	–	–	(5,523,548)	–
	<b>4,490,693</b>	<b>1,812,971</b>	<b>9,590,738</b>	<b>(5,523,513)</b>	<b>–</b>

*Sensitivity analysis*

A 5% strengthening of Singapore dollar, as indicated below, against the following currencies at 31 December would decrease profit or loss and equity by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2022.

	<b>Group</b>		<b>Company</b>	
	<b>Profit or loss</b>		<b>Profit or loss</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
US dollar	3,078,545	2,367,635	86,440	61,727
Euro	6,207	6,446	–	–
Pound sterling	102,585	94,480	909,727	90,649
Chinese yuan	553,298	572,394	471,785	479,537
Hong Kong dollar	(223,929)	63,116	(20,942)	(276,176)
Malaysia ringgit	1,883	4,258	–	–
Others	769,154	373,382	2,696	–
	<u>4,287,743</u>	<u>3,481,711</u>	<u>1,449,706</u>	<u>355,737</u>

	<b>Group</b>		<b>Company</b>	
	<b>Equity</b>		<b>Equity</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
US dollar	<u>104,050</u>	<u>162,807</u>	<u>104,050</u>	<u>162,807</u>

A 5% weakening of Singapore dollar against the above currencies at 31 December would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

**Interest rate risk**

The Group's exposure to changes in interest rates relates primarily to interest-bearing financial assets and liabilities. Interest rate risk is managed by the Group on an ongoing basis with the primary objective of limiting the extent to which interest income could be impacted from an adverse movement in interest rates.



*Sensitivity analysis for fixed rate instruments*

At the reporting date, the Group's and the Company's exposures to fixed rate financial assets were as follows based on nominal amounts:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Financial assets debt investments at FVOCI	5,007,462	6,823,995	5,007,462	6,823,995
Financial assets debt investments at FVTPL	8,503,478	7,625,470	4,905,805	2,755,507
	<u>13,510,940</u>	<u>14,449,465</u>	<u>9,913,267</u>	<u>9,579,502</u>

A change of 15 basis points in interest rates at the reporting date would have increased or decreased equity and profit or loss by approximately \$10,000 (2022: \$21,000) and \$42,000 (2022: \$48,600) for the Group respectively and approximately \$10,000 (2022: \$21,000) and \$25,000 (2022: \$13,600) for the Company respectively. This analysis assumes that all other variables remain constant.

*Sensitivity analysis for variable rate instruments*

For interest-bearing financial instruments, a change of 15 basis points (bp) in interest rate at the reporting date would increase/(decrease) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2022.

	2023		2022	
	Profit or loss		Profit or loss	
	15 bp increase	15 bp decrease	15 bp increase	15 bp decrease
	\$	\$	\$	\$
<b>Group</b>				
Cash and cash equivalents	539,709	(539,709)	226,695	(226,695)
<b>Company</b>				
Cash and cash equivalents	19,281	(19,281)	20,352	(20,352)

**Price risk**

The Group's exposure to price risk relates to changes in the dealing price of unit trust, exchange-traded funds, debt securities and Singapore government securities for unexecuted orders placed. The Group has established procedures to detect such orders and to report such incidences to Management. The Management has also taken up a professional indemnity insurance and the amount insured is reviewed annually. The Group's exposure to price risk also includes the risk that changes in market prices will affect the Group's income or the value of its holdings in investments in equity and debt securities.

*Sensitivity analysis – securities price risk*

A 5% increase in the underlying security prices of the Group's and the Company's investments in financial assets at FVOCI at the reporting date would increase equity by \$478,224 (2022: \$472,571) and \$476,070 (2022: \$470,285) respectively. A 5% increase in the underlying security prices of the Group's and the Company's investment in financial assets at FVTPL at the reporting date would increase profit or loss by \$425,174 (2022: \$381,274) and \$245,290 (2022: \$137,775) and respectively. This analysis assumes that all other variables remain constant.

A 5% decrease in the underlying security prices would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

**Offsetting financial assets and financial liabilities**

The Group enters into service agreements with third party financial advisers. In general, under such agreements the commission and fee shall only be due and payable to third party financial advisers upon the Group's receipt of the corresponding amounts from customers.

For trading account agreements between the Group and the respective counterparties, these agreements provide the Group with an unconditional right to set-off of all outstanding transactions with each counterparty that is enforceable at all times. Notwithstanding that the Group has an unconditional set-off right, the Group presents the balances arising from transactions with counterparties on a gross basis as the Group does not intend to settle the balances with the customers on a net basis in the normal course of business.

The following table sets out the carrying amounts of recognised financial instruments that are not offset.

	Note	Gross amounts of recognised financial instruments \$	Gross amounts of recognised financial instruments offset in the statement of financial position \$	Net amounts of financial instruments included in the statement of financial position \$	Related financial instruments that are not offset \$	Net amount \$
<b>Group</b>						
<b>31 December 2023</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	118,102,933	–	118,102,933	(20,061,434)	98,041,499
Uncompleted contracts-buyers	9	81,474,838	–	81,474,838	(59,937,316)	21,537,522
		<u>199,577,771</u>	<u>–</u>	<u>199,577,771</u>	<u>(79,998,750)</u>	<u>119,579,021</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	65,419,504	–	65,419,504	(20,061,434)	45,358,070
Uncompleted contracts-sellers	9	81,404,360	–	81,404,360	(59,937,316)	21,467,044
		<u>146,823,864</u>	<u>–</u>	<u>146,823,864</u>	<u>(79,998,750)</u>	<u>66,825,114</u>

Group	Note	Gross amounts of recognised financial instruments \$	Gross amounts of recognised financial instruments offset in the statement of financial position \$	Net amounts of financial instruments included in the statement of financial position \$	Related financial instruments that are not offset \$	Net amount \$
<b>31 December 2022</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	63,385,315	–	63,385,315	(18,050,373)	45,334,942
Uncompleted contracts-buyers	9	51,281,106	–	51,281,106	(30,710,945)	20,570,161
		<u>114,666,421</u>	<u>–</u>	<u>114,666,421</u>	<u>(48,761,318)</u>	<u>65,905,103</u>
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	50,778,812	–	50,778,812	(18,050,373)	32,728,439
Uncompleted contracts-sellers	9	50,276,419	–	50,276,419	(30,710,945)	19,565,474
		<u>101,055,231</u>	<u>–</u>	<u>101,055,231</u>	<u>(48,761,318)</u>	<u>52,293,913</u>
<b>Company</b>						
<b>31 December 2023</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	178,045	–	178,045	–	178,045
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	7,327,465	–	7,327,465	–	7,327,465
<b>31 December 2022</b>						
<b>Financial assets</b>						
Trade receivables and accrued revenue	8	159,577	–	159,577	–	159,577
<b>Financial liabilities</b>						
Trade payables and accrued operating expenses	17	6,457,971	–	6,457,971	–	6,457,971

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statements of financial position that are disclosed in the above tables are measured in the statements of financial position at amortised cost.

## **Capital management**

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders value. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Group manages its capital structure and makes alignment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may align the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a net debt to equity ratio. For this purpose, net debt is defined as total liabilities (excluding deferred tax liabilities, lease liabilities secured over the right-of-use assets and amounts of trade and other payables that can be offset against trade and other receivables) less cash and cash equivalents, uncompleted contract receivables and investment in financial assets under current assets. The Group records a net debt position of \$3,197,597 over total shareholders' equity of \$250,196,585 as at 31 December 2023 (2022: net cash position of \$45,551,135 and total shareholders' equity of \$222,487,914).

There were no changes in the Group's approach to capital management during the year.

Some of the subsidiaries are required to maintain sufficient financial resources by the local regulators in the respective jurisdictions in which they operate to ensure that the relevant regulatory limits are complied with.

## **Determination of fair values**

A number of the Group's accounting policies and disclosures require the determination of fair value for financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

### *Investment in financial instruments*

The fair value of investments in equity securities and debt securities is determined by reference to its bid price, recent transaction price or cost at the reporting date.

### *Intra-group financial guarantees*

The value of financial guarantees provided by the Company to its subsidiaries is determined by reference to the difference in the interest rates, by comparing the actual rates charged by the bank with these guarantees made available, with the estimated rates that the banks would have charged had these guarantees not been available.

*Accounting classifications and fair values*

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. For the current year, the fair value disclosure of lease liabilities is not required.

Group	Note	Amortised cost \$	Total carrying amount					Fair value			
			FVOCI – debt instruments \$	FVOCI – equity instruments \$	FVTPL – debt instruments \$	FVTPL – other financial assets \$	Other financial liabilities \$	Total \$	Level 1 \$	Level 3 \$	
<b>31 December 2023</b>											
<b>Financial assets measured at fair value</b>											
	10	–	–	4,523,411	–	–	–	–	4,523,411	–	4,523,411
	10	–	5,007,462	33,604	–	–	–	–	5,041,066	5,041,066	–
	10	–	–	–	8,503,478	–	–	–	8,503,478	8,503,478	–
	13	–	–	–	–	51,956,065	–	–	51,956,065	51,956,065	–
		–	5,007,462	4,557,015	8,503,478	51,956,065	–	–	70,024,020	65,500,609	4,523,411
<b>Financial assets not measured at fair value</b>											
	13	307,850,029	–	–	–	–	–	–	307,850,029	–	–
	9	81,474,838	–	–	–	–	–	–	81,474,838	–	–
	8	136,037,318	–	–	–	–	–	–	136,037,318	–	–
	10	97,699,180	–	–	–	–	–	–	97,699,180	98,138,152	–
		623,061,365	–	–	–	–	–	–	623,061,365	–	–
<b>Financial liabilities not measured at fair value</b>											
	9	–	–	–	–	–	–	–	–	(81,404,360)	(81,404,360)
	17	–	–	–	–	–	–	–	–	(66,118,325)	(66,118,325)
	20	–	–	–	–	–	–	–	–	(358,622,044)	(358,622,044)
	19	–	–	–	–	–	–	–	–	(34,468,204)	(34,468,204)
		–	–	–	–	–	–	–	–	(540,612,933)	(540,612,933)

Group	Note	Total carrying amount						Fair value		
		Amortised cost \$	FVOCI – debt instruments \$	FVOCI – equity instruments \$	FVTPL – debt instruments \$	FVTPL – other financial assets \$	Other financial liabilities \$	Total \$	Level 1 \$	Level 3 \$
<b>31 December 2022</b>										
<b>Financial assets measured at fair value</b>										
Unquoted equity shares	10	–	–	2,581,036	–	–	–	2,581,036	–	2,581,036
Quoted financial assets at FVOCI	10	–	6,823,995	46,383	–	–	–	6,870,378	6,870,378	–
Quoted financial assets at FVTPL	10	–	–	–	7,625,470	–	–	7,625,470	7,625,470	–
Money market funds	13	–	–	–	–	14,165,132	–	14,165,132	14,165,132	–
		–	6,823,995	2,627,419	7,625,470	14,165,132	–	31,242,016	28,660,980	2,581,036
<b>Financial assets not measured at fair value</b>										
Cash at bank and in hand	13	136,964,934	–	–	–	–	–	136,964,934	–	–
Uncompleted contracts - buyers	9	51,281,106	–	–	–	–	–	51,281,106	–	–
Trade and other receivables	8	78,600,126	–	–	–	–	–	78,600,126	–	–
Quoted financial assets at amortised cost	10	47,668,514	–	–	–	–	–	47,668,514	47,485,090	–
		314,514,680	–	–	–	–	–	314,514,680	–	–
<b>Financial liabilities not measured at fair value</b>										
Uncompleted contracts - sellers	9	–	–	–	–	–	–	–	(50,276,419)	(50,276,419)
Trade and other payables	17	–	–	–	–	–	–	–	(51,863,993)	(51,863,993)
Deposit and balances of customers	20	–	–	–	–	–	–	–	(96,544,610)	(96,544,610)
Bank loans	19	–	–	–	–	–	–	–	(12,210,272)	(12,210,272)
		–	–	–	–	–	–	–	(210,895,294)	(210,895,294)

*iFAST Corporation Ltd. and its Subsidiaries*  
*Financial statements*  
*Year ended 31 December 2023*

Company	Note	Total carrying amount					Fair value			
		Amortised cost	FVOCI – debt instruments	FVOCI – equity instruments	FVTPL – debt instruments	FVTPL – Other financial assets	Other financial liabilities	Total	Level 1	Level 3
		\$	\$	\$	\$	\$	\$	\$	\$	
<b>31 December 2023</b>										
<b>Financial assets measured at fair value</b>										
Unquoted equity shares	10	–	–	4,480,331	–	–	–	–	–	4,480,331
Quoted financial assets at FVOCI	10	–	5,007,462	33,604	–	–	–	–	5,041,066	–
Quoted financial assets at FVTPL	10	–	–	–	4,905,805	–	–	–	4,905,805	–
Money market funds	13	–	–	–	–	9,380,755	–	–	9,380,755	–
		–	5,007,462	4,513,935	4,905,805	9,380,755	–	–	19,327,626	4,480,331
<b>Financial assets not measured at fair value</b>										
Cash at bank and in hand	13	3,472,932	–	–	–	–	–	–	3,472,932	–
Trade and other receivables	8	62,501,168	–	–	–	–	–	–	62,501,168	–
		65,974,100	–	–	–	–	–	–	65,974,100	–
<b>Financial liabilities not measured at fair value</b>										
Trade and other payables	17	–	–	–	–	–	–	(34,263,781)	(34,263,781)	–
Bank loans	19	–	–	–	–	–	–	(34,468,204)	(34,468,204)	–
		–	–	–	–	–	–	(68,731,985)	(68,731,985)	–
<b>31 December 2022</b>										
<b>Financial assets measured at fair value</b>										
Unquoted equity shares	10	–	–	2,535,331	–	–	–	–	2,535,331	–
Quoted financial assets at FVOCI	10	–	6,823,995	46,383	–	–	–	–	6,870,378	–
Quoted financial assets at FVTPL	10	–	–	–	2,755,507	–	–	–	2,755,507	–
Money market funds	13	–	–	–	–	9,539,905	–	–	9,539,905	–
		–	6,823,995	2,581,714	2,755,507	9,539,905	–	–	19,165,790	2,535,331
<b>Financial assets not measured at fair value</b>										
Cash at bank and in hand	13	4,027,928	–	–	–	–	–	–	4,027,928	–
Trade and other receivables	8	33,557,044	–	–	–	–	–	–	33,557,044	–
		37,584,972	–	–	–	–	–	–	37,584,972	–
<b>Financial liabilities not measured at fair value</b>										
Trade and other payables	17	–	–	–	–	–	–	–	(39,858,602)	(39,858,602)
Bank loans	19	–	–	–	–	–	–	–	(12,210,272)	(12,210,272)
		–	–	–	–	–	–	–	(52,068,874)	(52,068,874)

During the financial year, there have been no transfers between Level 1, 2, and 3.



## Level 3 recurring fair values

The following table shows the valuation techniques used in measuring level 3 fair values, as well as the significant unobservable inputs used:

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs
Equity investments	Discounted cash flow	<ul style="list-style-type: none"> <li>Net revenue growth rate: (30%) to 29% (2022: (11%) to 9%)</li> <li>Discount rate: 8.80% (2022: 10.84%)</li> <li>Terminal growth rate: 1.5% (2022: 1.9%)</li> </ul>	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> <li>net revenue growth rate was higher (lower);</li> <li>discount rate was lower (higher); or</li> <li>terminal growth rate was higher (lower).</li> </ul>
Equity investment	The investment has been fully impaired since 31 December 2022	Not applicable	Not applicable
Equity investment	Recent transaction price	Not applicable	Not applicable
Equity investment	Cost approximates fair value	Not applicable	Not applicable

The following table shows a reconciliation from the opening balances to the ending balances for Level 3 fair values:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Balance at 1 January	2,581,036	2,918,887	2,535,331	2,535,331
Additions	1,950,000	–	1,950,000	–
Disposal	(5,000)	–	(5,000)	–
Unrealised loss for the year included in other comprehensive income – net change in fair value of FVOCI financial assets	–	(335,000)	–	–
Effect of movement in exchange rate	(2,625)	(2,851)	–	–
Balance at 31 December	4,523,411	2,581,036	4,480,331	2,535,331

## 29 Commitments

As at 31 December 2023, the Group and the Company have the following commitments:

- (a) Capital expenditure in respect of plant and equipment and intangible assets are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
Contracted but not provided for	2,900,669	2,329,841	–	–

- (b) Under regulatory requirements, some of the subsidiaries are required to maintain sufficient capital to ensure that the relevant regulatory limits as set out by the authorities are complied with. The Company has commitment to contribute additional capital as and when the subsidiaries' capital fall below the relevant regulatory limits.

## 30 Related parties

### *Key management personnel compensation*

Compensation paid or payable to key management personnel comprise:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
Fees to Non-Executive and Independent Directors	1,329,509	1,077,764
Remuneration paid or payable to key management personnel		
- short-term employment benefits	10,114,417	8,232,021
- employers' contribution to defined contribution plans	529,314	493,481
- share-based payment	4,480,423	4,072,234

Directors and other key management personnel also participate in the Company's Share Option Schemes and Performance Share Plan. In 2023, the number of share options granted to a Director was 229,700 (2022: 186,700) and no share options were granted to other key management personnel (2022: no share options were granted to other key management personnel). The number of performance shares granted to Directors and other key management personnel was 719,700 (2022: 1,017,000) performance shares in 2023. The number of those share options outstanding and performance shares to be vested as at 31 December 2023 was 3,246,800 (2022: 2,957,100) share options and 3,496,500 (2022: 3,687,200) performance shares respectively.

Directors and other key management personnel also participate in the Share Option Scheme of a subsidiary. In 2023, no share option was granted to Directors and other key management personnel (2022: no share option was granted to Directors and other key management personnel). The number of those share options outstanding as at 31 December 2023 was 14,890,300 (2022: 14,890,300).

***Other related party transactions***

Other than disclosed elsewhere in the financial statements, the transactions with related parties are as follows:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Service fee charged to:		
- Associates	51,750	409,969
Service fee charged by:		
- Associates	3,261,983	7,451,758

## **31 Adoption of new standards**

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2023:

- SFRS(I) 17: *Insurance Contracts*
- Amendments to SFRS(I) 1-12: *Deferred tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to SFRS(I) 1-12: *International Tax Reform – Pillar Two Model Rules*
- Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies*
- Amendments to SFRS(I) 1-8: *Definition of Accounting Estimates*

The application of these amendments to standards and interpretations does not have a material effect on the financial statements.

*Material accounting policy information*

The Group adopted Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies* for the first time in 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of ‘material’, rather than ‘significant’, accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Management reviewed the accounting policies and assessed that the revised amendments do not have a material effect on the Financial Statements.

## **32 New standards and interpretations not adopted**

A number of new accounting standards and amendments to standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted; however, the Group has not early adopted the new or amended accounting standards in preparing these financial statements.

The following amendments to SFRS(I)s are not expected to have a significant impact on the Group's consolidated financial statements.

- Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants*
- Amendments to SFRS(I) 16: *Lease Liability in a Sale and Leaseback*
- Amendments to SFRS(I) 1-21: *Lack of Exchangeability*

## **33 Subsequent event**

On 11 March 2024, Eagles Peak Holdings Limited ("EPHL"), which is an 89.51% owned subsidiary of the Company and the immediate holding company of iFAST Global Bank Limited, launched a rights issue to offer up to 583,440 new ordinary shares at GBP17.19 per share to its existing shareholders. The Company is entitled to subscribe for its pro rata proportion of the new shares to be issued by EPHL. The rights issue will be completed at the end of March 2024.

**UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF  
IFAST CORPORATION LTD. AND ITS SUBSIDIARIES FOR THE THREE MONTHS  
ENDED 31 MARCH 2024**

*The information in this Appendix IV has been reproduced from the announcement of the unaudited financial statements of iFAST Corporation Ltd. and its subsidiaries for the three months ended 31 March 2024 and has not been specifically prepared for inclusion in this Information Memorandum. Investors should read the consolidated financial data in connection with the related notes.*

The logo for iFAST, featuring the word "iFAST" in a bold, white, sans-serif font centered within a dark teal square background.

**iFAST**

**iFAST Corporation Ltd.  
and its Subsidiaries**

Company Registration No: 200007899C  
(Incorporated in the Republic of Singapore)

**Unaudited First Quarter 2024  
Financial Statements Announcement**

## First Quarter 2024 Financial Statements and Dividend Announcement

- 1(a)(i) An income statement and a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

### Consolidated income statement for the first quarter ended 31 March 2024

	Group		
	1Q24 \$'000	1Q23 \$'000	Change %
Revenue	78,754	51,453	53.1
Interest revenue	7,207	2,477	191.0
Total revenue	85,961	53,930	59.4
Commission and fee expenses including securities brokerage expenses and handling and settlement expenses	(22,696)	(22,127)	2.6
Interest expenses excluding interest expense on lease liabilities	(5,159)	(794)	549.7
	<b>58,106</b>	<b>31,009</b>	<b>87.4</b>
Other income	516	400	29.0
Depreciation of plant and equipment	(1,004)	(924)	8.7
Depreciation of right-of-use assets	(2,764)	(1,856)	48.9
Amortisation of intangible assets	(2,899)	(2,577)	12.5
Staff costs excluding equity-settled share-based payment transactions	(18,382)	(11,752)	56.4
Equity-settled share-based payment to staff and advisers	(3,275)	(2,828)	15.8
Other operating expenses	(11,848)	(7,437)	59.3
	(40,172)	(27,374)	46.8
<b>Results from operating activities</b>	<b>18,450</b>	<b>4,035</b>	<b>357.2</b>
Interest expense on lease liabilities	(305)	(95)	221.1
Share of results of associates, net of tax	(30)	226	NM
<b>Profit before tax</b>	<b>18,115</b>	<b>4,166</b>	<b>334.8</b>
Tax expense	(3,930)	(1,454)	170.3
<b>Profit for the period</b>	<b>14,185</b>	<b>2,712</b>	<b>423.0</b>
<b>Profit attributable to:</b>			
<b>Owners of the Company</b>	<b>14,510</b>	<b>2,977</b>	<b>387.4</b>
Non-controlling interests	(325)	(265)	22.6
<b>Profit for the period</b>	<b>14,185</b>	<b>2,712</b>	<b>423.0</b>

NM denotes not meaningful.

FVOCI denotes fair value through other comprehensive income.

FVTPL denotes fair value through profit or loss.



1(a)(i) **An income statement and a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)**

**Consolidated statement of comprehensive income for the first quarter ended 31 March 2024**

	1Q24 \$'000	Group 1Q23 \$'000	Change %
<b>Profit for the period</b>	<b>14,185</b>	<b>2,712</b>	<b>423.0</b>
<b>Other comprehensive income</b>			
<b>Items that are or may be reclassified subsequently to profit or loss:</b>			
Net change in fair value of financial assets-debt investments at FVOCI	60	(28)	NM
Net change in fair value of financial assets-debt investments at FVOCI reclassified to profit or loss	(24)	9	NM
Foreign currency translation differences for foreign operations	2,202	513	329.2
Share of other comprehensive income of associates	(3)	(5)	(40.0)
	<u>2,235</u>	<u>489</u>	<u>357.1</u>
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Net change in fair value of financial assets-equity investments at FVOCI	(5)	(2)	150.0
	<u>(5)</u>	<u>(2)</u>	<u>150.0</u>
Other comprehensive income for the period, net of tax	<u>2,230</u>	<u>487</u>	<u>357.9</u>
<b>Total comprehensive income for the period</b>	<b><u>16,415</u></b>	<b><u>3,199</u></b>	<b><u>413.1</u></b>
<b>Attributable to:</b>			
<b>Owners of the Company</b>	<b>16,626</b>	<b>3,298</b>	<b>404.1</b>
Non-controlling interests	(211)	(99)	113.1
<b>Total comprehensive income for the period</b>	<b><u>16,415</u></b>	<b><u>3,199</u></b>	<b><u>413.1</u></b>

**1(a)(ii) Breakdown and explanatory notes to income statement.**

	1Q24 \$'000	Group 1Q23 \$'000	Change %
<u>Profit for the period is arrived at after charging / (crediting) the following:</u>			
Interest revenue			
- Interest income from banking operation			
on cash and cash equivalents	(4,166)	(598)	596.7
on investment in financial assets	(1,699)	(712)	138.6
- Interest income from non-banking operations			
on cash and cash equivalents	(330)	(316)	4.4
on clients trade settlement bank accounts	(875)	(582)	50.3
on investment in financial assets	(68)	(251)	(72.9)
on product financing	(58)	-	NM
on receivables	(11)	(18)	(38.9)
	(7,207)	(2,477)	191.0
Interest expenses excluding interest expense on lease liabilities			
- Interest expense from banking operation			
on deposits and balances of customers	4,743	660	618.6
- Interest expense from non-banking operation			
on bank loans	416	134	210.4
	5,159	794	549.7
Other income			
- Net investment income	(417)	(292)	42.8
- Government grant	(78)	(93)	(16.1)
- Miscellaneous income	(21)	(15)	40
	(516)	(400)	29.0
Tax expense			
- Current tax expense	4,116	1,528	169.4
- Deferred tax credit	(186)	(74)	151.4
	3,930	1,454	170.3
Lease expense	154	169	(8.9)
Impairment loss on investment in financial assets at amortised cost (net), included in other operating expenses	53	157	(66.2)
Impairment loss on other financial assets, net	<sup>(1)</sup>	-	NM
Foreign exchange gain, net	(1,042)	(179)	482.1
Plant and equipment written off	29	-	NM
Equity-settled share-based payment transactions, included in staff costs	2,780	2,448	13.6
Equity-settled share-based payment transactions, included in other operating expenses	495	380	30.3
(Gain) / loss on redemption of investment in financial assets at FVOCI, included in investment income	(24)	9	NM
Net gain on investment in financial assets at FVTPL, included in investment income	(389)	(292)	33.2
Dividend income from associate or other investment	(4)	(9)	(55.6)

<sup>(1)</sup> Amount less than \$1,000

**1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.**

	Group		Company	
	As at		As at	
	31-Mar-24	31-Dec-23	31-Mar-24	31-Dec-23
	\$'000	\$'000	\$'000	\$'000
<b>Assets</b>				
Plant and equipment	9,645	8,534	381	424
Right-of-use assets	21,266	23,881	7,541	8,461
Intangible assets and goodwill	78,648	80,136	30,123	31,977
Subsidiaries	-	-	189,318	170,431
Associates	380	413	-	-
Other investments	56,982	32,965	4,480	4,480
Deferred tax assets	2,956	2,759	-	-
Contract costs	15,473	15,729	-	-
Prepayments and others	918	1,263	11	11
<b>Total non-current assets</b>	<b>186,268</b>	<b>165,680</b>	<b>231,854</b>	<b>215,784</b>
Current tax receivable	292	362	-	-
Other investments	122,362	82,802	11,139	9,947
Prepayments and others	7,281	6,739	299	235
Trade and other receivables	175,107	136,037	54,789	62,501
Uncompleted contracts - buyers	238,022	81,475	-	-
Money market funds	85,407	51,956	9,465	9,381
Cash at bank and in hand	367,055	307,850	2,352	3,473
<b>Total current assets</b>	<b>995,526</b>	<b>667,221</b>	<b>78,044</b>	<b>85,537</b>
<b>Total assets</b>	<b>1,181,794</b>	<b>832,901</b>	<b>309,898</b>	<b>301,321</b>
<b>Equity</b>				
Share capital	171,435	171,165	171,435	171,165
Reserves	98,423	79,031	50,169	50,379
<b>Equity attributable to owners of the Company</b>	<b>269,858</b>	<b>250,196</b>	<b>221,604</b>	<b>221,544</b>
Non-controlling interests	6,993	7,180	-	-
<b>Total equity</b>	<b>276,851</b>	<b>257,376</b>	<b>221,604</b>	<b>221,544</b>
<b>Liabilities</b>				
Deferred tax liabilities	3,299	3,342	2,445	2,525
Lease liabilities	13,837	15,625	3,979	4,904
<b>Total non-current liabilities</b>	<b>17,136</b>	<b>18,967</b>	<b>6,424</b>	<b>7,429</b>
Current tax payables	10,509	6,629	-	-
Lease liabilities	8,384	9,316	3,649	3,616
Bank loans	44,705	34,468	44,705	34,468
Deposits and balances of customers	515,426	358,622	-	-
Trade and other payables	70,853	66,119	33,516	34,264
Uncompleted contracts - sellers	237,930	81,404	-	-
<b>Total current liabilities</b>	<b>887,807</b>	<b>556,558</b>	<b>81,870</b>	<b>72,348</b>
<b>Total liabilities</b>	<b>904,943</b>	<b>575,525</b>	<b>88,294</b>	<b>79,777</b>
<b>Total equity and liabilities</b>	<b>1,181,794</b>	<b>832,901</b>	<b>309,898</b>	<b>301,321</b>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities.**

**Amount repayable in one year or less, or on demand**

	Group			
	As at 31-Mar-24		As at 31-Dec-23	
	\$'000		\$'000	
	Secured	Unsecured	Secured	Unsecured
Bank loans	-	44,705	-	34,468
	-	44,705	-	34,468

The Group uses its revolving multi-currency bank loan facilities to facilitate its working capital management from time to time. The revolving multi-currency bank loans bore interest at rates ranging from 0.30% to 5.81% (2023: 0.32% to 5.71%) per annum in the period and are repayable within the next 12 months from the reporting date.

**Amount repayable after one year**

No amount of the Group's borrowings and debt securities is repayable after one year from the reporting date.

**1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.**

	Group	
	1Q24 \$'000	1Q23 \$'000
<b>Cash flows from operating activities</b>		
Profit for the period	14,185	2,712
Adjustments for:		
Depreciation of plant and equipment	1,004	924
Depreciation of right-of-use assets	2,764	1,856
Amortisation of intangible assets	2,899	2,577
Equity-settled share-based payment to staff and advisers	3,275	2,828
(Gain) / loss on redemption of investment in financial assets at FVOCI	(24)	9
Net gain on investment in financial assets at FVTPL	(389)	(292)
Share of results of associates, net of tax	30	(226)
Dividend income on investment in associates	(4)	(9)
Foreign exchange gain, net	(1,042)	(179)
Plant and equipment written off	29	-
Impairment loss on investment in financial assets at amortised cost	53	157
Impairment loss on other financial assets, net	<sup>(1)</sup>	(17)
Premium or discount amortisation on debt securities	(694)	(425)
Interest expense on lease liabilities	305	95
Tax expense	3,930	1,454
	<u>26,321</u>	<u>11,464</u>
Changes in:		
Contract costs	573	(2,139)
Prepayments	(650)	(553)
Trade and other receivables	(34,676)	(5,941)
Uncompleted contracts - buyers	(156,346)	(51,290)
Uncompleted contracts - sellers	156,231	52,270
Deposits and balances of customers in banking operation	151,414	(11,427)
Trade and other payables	6,884	(321)
<b>Cash generated from operations</b>	<b>149,751</b>	<b>(7,937)</b>
Tax paid	(265)	(534)
Interest paid on lease liabilities	(305)	(95)
<b>Net cash from / (used in) operating activities</b>	<b>149,181</b>	<b>(8,566)</b>
<b>Cash flows from investing activities</b>		
Purchase of plant and equipment	(2,056)	(298)
Purchase of intangible assets	(6,413)	(6,721)
Dividend from associate or other investment	9	18
Purchase of investment in financial assets	(243,992)	(95,113)
Proceeds from redemption of investment in financial assets	183,434	77,225
<b>Net cash used in investing activities</b>	<b>(69,018)</b>	<b>(24,889)</b>
<b>Cash flows from financing activities</b>		
Proceeds from exercise of share options	270	16
Drawdown of bank loans	12,071	32
Repayment of bank loans	(1,932)	-
Principal element of lease payments	(2,897)	(1,976)
Dividends paid to owners of the Company	-	-
<b>Net cash from / (used in) financing activities</b>	<b>7,512</b>	<b>(1,928)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>87,675</b>	<b>(35,383)</b>
Cash and cash equivalents at beginning of the period	359,806	151,130
Effect of exchange rate fluctuations on cash held	4,981	944
<b>Cash and cash equivalents at end of the period</b>	<b>452,462</b>	<b>116,691</b>

<sup>(1)</sup> Amount less than \$1,000

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

	Group										
	Attributable to owners of the Company										
	Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>At 1 January 2024</b>	171,165	(2,721)	(9,880)	3,389	32,934	(1,591)	(61)	56,961	250,196	7,180	257,376
<b>Total comprehensive income for the period</b>	-	-	-	-	-	-	-	14,510	14,510	(325)	14,185
Profit / (Loss) for the period	-	-	-	-	-	-	-	-	-	-	-
<b>Other comprehensive income</b>	-	55	-	-	-	-	-	-	55	-	55
Net change in fair value of financial assets at FVOCI	-	(24)	-	-	-	-	-	-	(24)	-	(24)
Net change in fair value of financial assets at FVOCI reclassified to profit or loss	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation differences for foreign operations	-	-	2,088	-	-	-	-	-	2,088	114	2,202
Share of other comprehensive income of associates	-	-	(3)	-	-	-	-	-	(3)	-	(3)
Total other comprehensive income	-	31	2,085	-	-	-	-	-	2,116	114	2,230
<b>Total comprehensive income for the period</b>	-	31	2,085	-	-	-	-	14,510	16,626	(211)	16,415
<b>Transactions with owners, recorded directly in equity</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Contributions by and distributions to owners</b>	270	-	-	-	-	-	-	-	270	-	270
Share options exercised	-	-	-	62	2,728	-	-	-	2,790	-	2,790
Equity-settled share-based payment transactions	-	-	-	62	2,728	-	-	-	3,060	-	3,060
Total contributions by and distribution to owners	270	-	-	124	5,456	-	-	-	6,250	-	6,250
<b>Changes in ownership interests in subsidiaries</b>	-	-	-	-	-	(24)	-	-	(24)	24	-
Effect on acquisition of additional interest in subsidiary	-	-	-	-	-	(24)	-	-	(24)	24	-
Total changes in ownership interests in subsidiaries	-	-	-	-	-	(24)	-	-	(24)	24	-
<b>Total transactions with owners</b>	270	-	-	62	2,728	(24)	-	-	3,036	24	3,060
<b>At 31 March 2024</b>	171,435	(2,690)	(7,795)	3,451	35,662	(1,615)	(61)	71,471	269,856	6,993	276,851

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)**

	Group										
	Share capital	Fair value reserve	Foreign currency translation reserve	Share option reserve	Performance share reserve	Equity reserve	Reserve for own shares	Accumulated profits	Total	Non-controlling interests	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>At 1 January 2023</b>	171,059	(3,146)	(10,603)	3,165	22,101	(1,535)	(1,025)	42,472	222,488	8,229	230,717
<b>Total comprehensive income for the period</b>	-	-	-	-	-	-	-	2,977	2,977	(265)	2,712
Profit / (Loss) for the period	-	-	-	-	-	-	-	-	-	-	-
<b>Other comprehensive income</b>	-	(30)	-	-	-	-	-	-	(30)	-	(30)
Net change in fair value of financial assets at FVOCI	-	9	-	-	-	-	-	-	9	-	9
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves	-	(1)	-	-	-	(1)	-	-	-	-	-
Foreign currency translation differences for foreign operations	-	-	347	-	-	-	-	-	347	166	513
Share of other comprehensive income of associates	-	-	(5)	-	-	-	-	-	(5)	-	(5)
Total other comprehensive income	-	(21)	342	-	-	-	-	-	321	166	487
<b>Total comprehensive income for the period</b>	-	(21)	342	-	-	-	-	2,977	3,298	(99)	3,199
<b>Transactions with owners, recorded directly in equity</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Contributions by and distributions to owners</b>	16	-	-	-	-	-	-	-	16	-	16
Share options exercised	-	-	-	44	2,579	-	-	-	2,623	-	2,623
Equity-settled share-based payment transactions	-	-	-	44	2,579	-	-	-	2,639	-	2,639
Total contributions by and distribution to owners	16	-	-	44	2,579	-	-	-	2,639	-	2,639
<b>Changes in ownership interests in subsidiaries</b>	-	-	-	-	-	(56)	-	-	(56)	(148)	(204)
Measurement period adjustments to acquisition of subsidiary with non-controlling interests	-	-	-	-	-	(56)	-	-	(56)	(148)	(204)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	(56)	-	-	(56)	(148)	(204)
<b>Total transactions with owners</b>	16	-	-	44	2,579	(56)	-	-	2,583	(148)	2,435
<b>At 31 March 2023</b>	171,075	(3,167)	(10,261)	3,209	24,680	(1,591)	(1,025)	45,449	228,369	7,982	236,351

(1) Amount less than \$1,000



**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)**

	Company							Total equity \$'000
	Share capital \$'000	Fair value reserve \$'000	Share option reserve \$'000	Performance share reserve \$'000	Reserve for own shares \$'000	Accumulated profits \$'000		
<b>At 1 January 2024</b>	171,165	1,166	2,198	32,934	(61)	14,142	221,544	
<b>Total comprehensive income for the period</b>	-	-	-	-	-	(3,031)	(3,031)	
Loss for the period								
<b>Other comprehensive income</b>								
Net change in fair value of financial assets at FVOCI	-	55	-	-	-	-	55	
Net change in fair value of financial assets at FVOCI reclassified to profit or loss	-	(24)	-	-	-	-	(24)	
Total other comprehensive income	-	31	-	-	-	-	31	
<b>Total comprehensive income for the period</b>	-	31	-	-	-	(3,031)	(3,000)	
<b>Transactions with owners, recorded directly in equity</b>								
<b>Contributions by and distributions to owners</b>								
Share options exercised	270	-	-	-	-	-	270	
Equity-settled share-based payment transactions	-	-	62	2,728	-	-	2,790	
Total contributions by and distribution to owners	270	-	62	2,728	-	-	3,060	
<b>Total transactions with owners</b>	270	-	62	2,728	-	-	3,060	
<b>At 31 March 2024</b>	171,435	1,197	2,260	35,662	(61)	11,111	221,604	

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)

	Company						
	<u>Attributable to owners of the Company</u>						
	Share capital	Fair value reserve	Share option reserve	Performance share reserve	Reserve for own shares	Accumulated profits	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>At 1 January 2023</b>	171,059	742	1,974	22,101	(1,025)	4,844	199,695
<b>Total comprehensive income for the period</b>	-	-	-	-	-	7,756	7,756
Profit for the period	-	-	-	-	-	7,756	7,756
<b>Other comprehensive income</b>	-	(30)	-	-	-	-	(30)
Net change in fair value of financial assets at FVOCI	-	9	-	-	-	-	9
Net change in fair value of financial assets at FVOCI reclassified to profit or loss	-	(1)	-	-	-	(1)	(1)
Net change in fair value on disposal of financial assets at FVOCI transferred between reserves	-	-	-	-	-	-	-
Total other comprehensive income	-	(21)	-	-	-	-	(21)
<b>Total comprehensive income for the period</b>	-	(21)	-	-	-	7,756	7,735
<b>Transactions with owners, recorded directly in equity</b>							
<b>Contributions by and distributions to owners</b>							
Share options exercised	16	-	-	-	-	-	16
Equity-settled share-based payment transactions	-	-	43	2,579	-	-	2,622
Total contributions by and distribution to owners	16	-	43	2,579	-	-	2,638
<b>Total transactions with owners</b>	16	-	43	2,579	-	-	2,638
<b>At 31 March 2023</b>	171,075	721	2,017	24,680	(1,025)	12,600	210,068

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

The number of shares in issue in the Company as at 31 March 2024 excluding treasury shares and subsidiary holdings was 297,977,729 ordinary shares (31 December 2023: 295,702,851 ordinary shares). The movements in the Company's share capital during the first quarter ended 31 March 2024 were as follows:

	<b>Number of ordinary shares</b>
As at 31 December 2023	295,702,851
Exercise of share options	336,878
Vesting of performance shares	1,938,000
Purchase of treasury shares	-
Re-issue of treasury shares	-
As at 31 March 2024	<u><u>297,977,729</u></u>

iFAST Employee Share Option Scheme and iFAST Share Option Scheme 2013 ("iFAST ESOS")

The number of outstanding share options under the iFAST ESOS was as follows:

	<b>Number of share options</b>
As at 31 December 2023	3,363,678
Share options granted	-
Exercised	(336,878)
Forfeited	-
As at 31 March 2024	<u><u>3,026,800</u></u>

As at 31 March 2024, the number of outstanding share options under the iFAST ESOS was 3,026,800 (31 March 2023: 3,285,178).

iFAST Corporation Performance Share Plan ("iFAST PSP")

The number of outstanding performance shares granted but not vested under iFAST PSP was as follows:

	Number of performance shares
As at 31 December 2023	9,036,300
Performance shares granted but not vested	-
Vested	(1,938,000)
Forfeited	(22,560)
As at 31 March 2024	<u>7,075,740</u>

As at 31 March 2024, the number of outstanding performance shares granted but not vested under the iFAST PSP was 7,075,740 (31 March 2023: 8,543,500).

#### Treasury shares and subsidiary holdings

The number of shares held as treasury shares was as follows:

	Number of treasury shares
As at 31 December 2023	12,890
Purchased by way of on-market acquisition	-
Purchased by way of off-market acquisition	-
Re-issued	-
As at 31 March 2024	<u>12,890</u>

As at 31 March 2024, 12,890 (31 March 2023: 279,700) treasury shares were held by the Company that may be re-issued upon the exercise of share options under the iFAST ESOS and upon the vesting of performance shares under the iFAST PSP or for other uses pursuant to the Share Buy Back Mandate of the Company renewed at the Annual General Meeting held on 26 April 2023.

The Company has no subsidiary holdings as at 31 March 2024 and 31 March 2023.

As at 31 March 2024, the treasury shares held by the Company was less than 0.1% (31 March 2023: 0.1%) of the total number of issued shares excluding treasury shares and subsidiary holdings.

#### **1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	As at 31-Mar-24	As at 31-Dec-23
Total number of issued shares excluding treasury shares and subsidiary holdings	<u>297,977,729</u>	<u>295,702,851</u>

#### **1(d)(iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

There were no sales, transfer, cancellation and/or use of treasury shares during the first quarter ended 31 March 2024.

**1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.**

There were no sales, transfer, cancellation and/or use of subsidiary holdings as at 31 March 2024.

**2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed by the Group's external auditors.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

**3A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:—**

- (a) Updates on the efforts taken to resolve each outstanding audit issue.
- (b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable.

**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The financial information have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") including *SFRS(I) 1-34 Interim Financial Reporting*, and the same accounting policies and methods of computation adopted in the audited financial statements of the last financial year, except for those disclosed under paragraph 5 below.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

The Group and the Company have adopted the new and revised SFRS(I)s, and Interpretations of SFRS(I) ("SFRS(I) INTs") that are effective for the annual period beginning on 1 January 2024. The adoption of these SFRS(I)s and SFRS(I) INTs did not have any significant effect on the financial statements of the Group and the Company.

**6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	1Q24	1Q23
(i) Based on weighted average number of ordinary shares on issue		
- Weighted average number of ordinary shares	296,502,710	293,247,541
Basic earnings per share (cents)	4.89	1.02
(ii) On a fully diluted basis of ordinary shares		
- Adjusted weighted average number of ordinary shares	305,897,054	301,921,995
Diluted earnings per share (cents)	4.74	0.99

**7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuers at the end of the (a) current financial period reported on and (b) immediately preceding financial year.**

	Group		Company	
	31-Mar-24	31-Dec-23	31-Mar-24	31-Dec-23
Net asset value per ordinary share (cents)	90.56	84.61	74.37	74.92

**8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following: -**

**(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**

**(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

**Consolidated Income Statement**

**Total revenue**

The first quarter of 2024 ("1Q24") generally saw healthier global financial market conditions and improved investor sentiment, driven primarily by the strong performance of global technology companies. With lacklustre China financial markets weighing on Asian equities, the MSCI AC Asia ex Japan index rose just 2.4% in 1Q24 and was approximately 4.3% higher year-on-year ("YoY").

Against the more positive backdrop for financial markets, the Group recorded net inflows of \$0.69 billion in 1Q24, representing a 106.1% increase quarter-on-quarter ("QoQ") and a 119.4% increase YoY, benefitting from the Group's continuous efforts in improving the range and depth of products and services brought to clients and business partners over the years.

Aided by healthy net inflows and positive financial market performance, the Group's assets under administration ("AUA") rose 6.2% QoQ and 16.0% YoY to \$21.05 billion as at 31 March 2024.

The Group's total revenue rose 59.4% YoY and 4.6% QoQ to \$85.96 million in 1Q24. In addition to the continued progress for the Group's core wealth management platform business, the Group's Hong Kong-based ePension division made a significant contribution to Group revenue in 1Q24. Revenue for the Group's banking operations also increased significantly by 136.3% YoY and 46.1% QoQ, driven primarily by interest revenue, as the bank made good progress on the rollout of deposit services. The following tables show the breakdown of the Group's total revenue, total revenue excluding interest revenue and interest revenue by the United Kingdom ("UK")-based banking operation and the existing non-banking operations of the Group respectively.

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Non-banking operations	76,423	49,893	53.2
Banking operation	9,538	4,037	136.3
Total revenue	85,961	53,930	59.4

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Non-banking operations	75,081	48,726	54.1
Banking operation	3,673	2,727	34.7
Total revenue excluding interest revenue	78,754	51,453	53.1

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Non-banking operations	1,342	1,167	15.0
Banking operation	5,865	1,310	347.7
Interest revenue	7,207	2,477	191.0

### **Costs of revenue**

#### **Commission and fee expenses including securities brokerage expenses and handling and settlement expenses**

The following table shows the breakdown of the Group's costs of revenue excluding interest expenses by the new banking operation and existing non-banking operations of the Group.

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Non-banking operations	22,127	21,687	2.0
Banking operation	569	440	29.3
Costs of revenue excluding interest expenses	22,696	22,127	2.6

The non-banking operations of the Group consists of two main business divisions, namely the Business-to-Customer ("B2C") and Business-to-Business ("B2B") divisions. For the B2B division of the Group, a substantial portion of front-end commission income and advisory fees from B2B customers is payable to financial advisers who serve these B2B customers. The Group also incurs securities brokerage expenses which relate to brokerage fees paid to third party brokers for the execution of client trades in securities listed on overseas exchanges of which the Group is not a member.

The costs of revenue excluding interest expenses incurred by non-banking operations of the Group rose 2.0% YoY to \$22.13 million in 1Q24. This was mainly related to changes in client transaction volumes in stocks for the B2B and B2C businesses as well as commission income and advisory fees from the B2B division compared to the year-ago period.

The costs of revenue excluding interest expenses incurred by the Group's banking operation increased 29.3% YoY as banking activities ramped up and are primarily related to commission and fee expenses including handling and settlement expenses charged by counterparts in the course of providing transactional banking services to customers.



### **Interest expenses excluding interest expense on lease liabilities**

The following table shows the breakdown of the Group's interest expenses excluding interest expense on lease liabilities by the new banking operation and existing non-banking operations of the Group.

	1Q24 \$'000	Group 1Q23 \$'000	Change %
Non-banking operations	416	134	210.4
Banking operation	4,743	660	618.6
Interest expenses	5,159	794	549.7

The interest expenses excluding interest expense on lease liabilities incurred by non-banking operations are interest expenses on amounts of revolving bank loan facilities drawn down to facilitate the Group's working capital management in the quarter.

The interest expenses excluding interest expense on lease liabilities incurred by the banking operation are interest expenses on deposits and balances of customers placed with the Group's banking operation. The increase in banking operation's interest expenses was mainly due to the continued ramp up of customer deposits in 1Q24, which have increased substantially compared to the year-ago period.

### **Net revenue**

Net revenue of the Group comprises net interest revenue and net non-interest revenue which represents corresponding revenue earned by the Group after commission and fee expenses including securities brokerage expenses and handling and settlement expenses.

The Group's net revenue grew 87.4% YoY to \$58.11 million in 1Q24, with the respective breakdown of net interest revenue and net non-interest revenue as follows.

	1Q24 \$'000	Group 1Q23 \$'000	Change %
<u>Net interest revenue</u>			
Non-banking operations	926	1,033	(10.4)
Banking operation	1,122	650	72.6
Net interest revenue	2,048	1,683	21.7
<u>Net non-interest revenue</u>			
Non-banking operations			
- Business-to-Customer business	8,418	8,125	3.6
- Business-to-Business business	44,536	18,913	135.5
	52,954	27,038	95.9
Banking operation	3,104	2,288	35.7
Net non-interest revenue	56,058	29,326	91.2
Total net revenue	58,106	31,009	87.4

For the B2C division of the Group's non-banking operations, net revenue increased 3.6% YoY in 1Q24. Increases in transactional processing fees related to investments by customers in exchange-listed stock securities added to net revenue, alongside higher service fees arising from the provision of currency conversion administration services resulting from increased trading volume of securities listed on foreign exchanges. This was marginally offset by lower bond processing fee income as well as an overall decline in interest commission income arising from clients' AUA as well as cash management solution services, as clients deployed more idle cash.

For the B2B division of the Group's non-banking operations, net revenue increased 135.5% YoY in 1Q24. Compared to the year-ago period, recurring fee income related to AUA of investment

products was generally higher as overall AUA increased on strong net inflows and positive market effects. Higher recurring fee income from portfolio management services was a key positive contributor as fund management assets rose substantially from the year-ago period. With the high prevailing interest rate environment, interest commission income arising from clients' AUA and cash management solution services also increased compared to the year-ago period. Transactional processing fees were mixed, as processing fee income from bonds increased on stronger bond transaction activities, while weaker transaction activity in exchange-listed stock securities detracted. The Group's ePension division also made a significant contribution to the B2B division's net revenue in 1Q24 compared to the year-ago period.

The following table shows the breakdown of the Group's net revenue by recurring and non-recurring basis.

	Group		
	1Q24 \$'000	1Q23 \$'000	Change %
Non-banking operations			
- Recurring net revenue	49,308	22,608	118.1
- Non-recurring net revenue	4,572	5,463	(16.3)
	<u>53,880</u>	<u>28,071</u>	<u>91.9</u>
Banking operation			
- Recurring net revenue	1,122	650	72.6
- Non-recurring net revenue	3,104	2,288	35.7
	<u>4,226</u>	<u>2,938</u>	<u>43.8</u>
Total net revenue	<u>58,106</u>	<u>31,009</u>	<u>87.4</u>

The business model of the Group's non-banking operations gives a stream of reliable recurring revenue which is significantly based on AUA. In 1Q24, 91.5% of net revenue of non-banking operations was derived from recurring net revenue.

Recurring net revenue of the Group's non-banking operations is usually calculated based on a percentage of average AUA of investment products distributed on the Group's platforms, and mainly comprises trailer fees, platform fees, wrap fees, portfolio service management fees and net interest commission income arising from clients' AUA. The YoY increase in recurring net revenue in 1Q24 was boosted by higher recurring fee income related to the increase in AUA, including fee income arising from portfolio service management services and higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the high interest rate environment over the period. In addition, the Group's ePension division contributed significantly to the Group's recurring net revenue in 1Q24.

Non-recurring revenue of the Group's non-banking operations mainly comprises commission income derived from investment subscription via front-end load commission or transaction processing fee; service fee arising from the provision of currency conversion administration services to customers and the provision of administration services to financial advisory firms; brokerage service fee from arranging for insurance policies, advertising fee earned from advertisements placed by third parties on iFAST websites and mobile applications; and IT solution development fee from provision of IT Fintech solutions to business partners. In 1Q24, the decrease in non-recurring net revenue was due mainly to the recognition of non-recurring project development revenues in the year-ago period. Transaction processing fees were broadly higher YoY, resulting from higher bond processing fee income, as well as an increase in service fees arising from the provision of currency conversion administration services owing to higher clients' trading volume of securities listed on foreign exchanges.

The following table shows the breakdown of the Group's net revenue by geographical segments.

	1Q24 \$'000	Group 1Q23 \$'000	Change %
Non-banking operations			
Singapore	22,341	18,259	22.4
Hong Kong	27,694	6,128	351.9
Malaysia	3,576	3,242	10.3
China	269	442	(39.1)
	<u>53,880</u>	<u>28,071</u>	<u>91.9</u>
Banking operation - United Kingdom	4,226	2,938	43.8
Total net revenue	<u>58,106</u>	<u>31,009</u>	<u>87.4</u>

In Singapore, net revenue increased 22.4% YoY in 1Q24. This came on the back of a 15.6% YoY increase in the overall AUA of the Singapore operation, a new record high. The increase in net revenue was mainly due to higher recurring fee income related to the AUA of investment products, including portfolio management services and higher interest commission income arising from clients' AUA and cash management solution services provided to clients due to the high interest rate environment over the period. Auto-Sweep solutions continued to attract strong inflows from clients looking for decent yields on their idle cash, contributing to new net customer inflows and adding to recurring fee income. Upfront and processing fee revenue was generally higher as stronger bond transactional volumes lifted bond processing fee income, alongside higher service fees arising from the provision of currency conversion administration services resulting from increased trading volume of securities listed on foreign exchanges.

In Hong Kong, net revenue increased 351.9% YoY in 1Q24. The Group's ePension division was a significant positive contributor, while muted Greater China investor sentiment weighed on transaction volumes across various investment products, contributing to lower transaction processing fees compared to the year-ago period. Despite the general weakness in Greater China financial markets, the Hong Kong operations still achieved a 1.1% YoY increase in AUA as of 31 March 2024. On a QoQ basis, the AUA of the Hong Kong operations was 4.6% higher.

The Malaysia operation's net revenue increased 10.3% YoY in 1Q24. Coupled with a general recovery in financial market conditions and continued net inflows in 1Q24, the Malaysia operations saw a 19.3% YoY growth in AUA to a record high as at 31 March 2024. Higher interest commission income arising from cash was a positive contributor to net revenue in 1Q24 compared to the year-ago period, while higher service fees arising from the provision of currency conversion administration services resulting from increased trading volume of securities listed on foreign exchanges also contributed positively.

In China, weak investor sentiment continued to weigh on financial market performance, with the AUA of the China operation falling 0.4% YoY as at 31 March 2024, albeit rising by 5.9% on a QoQ basis. With investor sentiment still largely negative, 1Q24 net revenue declined by 39.1% YoY. Net revenue was negatively impacted by weaker upfront and processing fee revenue, while the lower AUA also weighed on recurring fee income.

The UK operation refers to the UK-based bank acquired by the Group at end of March 2022. The UK bank is a member of SWIFT and a direct member of Faster Payment and Clearing House Automated Payment System. The primary banking activities of UK operation are currently transactional banking service provision to customers, including UK Faster payments, international remittance, multi-currency bank deposit accounts and foreign exchange conversion services. In April 2023, the UK operation launched a digital banking platform, namely the Digital Personal Banking ("DPB") division, which offers savings and deposit services to retail customers. With the ramp up in customer acquisition and deposit-taking activity, the UK bank's customer deposit amounts grew 475.7% YoY to GBP302.91 million (\$515.43 million equivalent) as at 31 March 2024, contributing to higher net interest revenue.

## **Other income**

The Group recorded other income of \$0.52 million in 1Q24 which was 29.0% higher on a YoY basis. This was primarily due to higher investment income on debt securities investments measured at FVTPL, which more-than-offset the smaller government grant received in 1Q24 compared to the year-ago period.

## **Operating expenses**

Overall, the Group's total operating expenses increased by 46.8% YoY from \$27.37 million in 1Q23 to \$40.17 million in 1Q24 but decreased by 1.3% QoQ from \$40.71 million in 4Q23.

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Non-banking operations			
Depreciation of plant and equipment	990	912	8.6
Depreciation of right-of-use assets	2,645	1,743	51.7
Amortisation of intangible assets	2,834	2,577	10.0
Staff costs excluding equity-settled share-based payment transactions	15,714	9,633	63.1
Equity-settled share-based payment to staff and advisers	3,194	2,828	12.9
Other operating expenses	8,032	4,841	65.9
	<u>33,409</u>	<u>22,534</u>	<u>48.3</u>
Banking operation	6,763	4,840	39.7
Total operating expenses	<u>40,172</u>	<u>27,374</u>	<u>46.8</u>

### ***Operating expenses – non-banking operations***

Excluding the banking operations, the Group's total operating expenses increased by 48.3% from \$22.53 million in 1Q23 to \$33.41 million in 1Q24. This was in line with the Group's increased efforts in enhancing its wealth management platform capabilities including improving the range and depths of investment products and services being provided to customers in all its existing markets so as to strengthen the Fintech Ecosystem of the Group and further scale up the businesses of the Group continuously.

Depreciation of plant and equipment increased by 8.6% from \$0.91 million in 1Q23 to \$0.99 million in 1Q24 due mainly to additions of plant and equipment over the year. Depreciation of right-of-use assets increased 51.7% from \$1.74 million in 1Q23 to \$2.65 million in 1Q24, primarily related to the leasing of additional offices in Hong Kong to support the operations of the Group's ePension division.

Amortisation of intangible assets increased by 10.0% from \$2.58 million in 1Q23 to \$2.83 million in 1Q24, due mainly to additions of intangible assets (including internally-developed IT software assets) over the year, to support business expansion in the markets that the Group operates in and to continuously strengthen the Fintech capabilities of investment platforms as well as the Fintech Ecosystem of the Group.

Staff costs (excluding equity-settled share-based payment transactions) increased by 63.1% from \$9.63 million in 1Q23 to \$15.71 million in 1Q24, primarily due to an increased number of staff to support the Group's ePension division business over the period.

Equity-settled share-based payment to staff and advisers increased by 12.9% from \$2.83 million in 1Q23 to \$3.19 million in 1Q24, resulting from additional batches of performance shares granted to staff and advisers in the second half of 2023. The annual share awards to staff and advisers are to motivate staff and advisers to achieve long-term growth together with the Group.

Other operating expenses increased by 65.9% from \$4.84 million in 1Q23 to \$8.03 million in 1Q24. The increases were due mainly to increased spending on business advertising, IT and related technology security services, and operation of the ePension division in the quarter.

### **Operating expenses – banking operation**

The UK-based banking operation acquired by the Group at the end of March 2022 is a member of SWIFT and a direct member of Faster Payment and Clearing House Automated Payment System. The primary banking activities of UK operation are currently transactional banking service provision to customers, including UK Faster payments, international remittance, multi-currency bank deposit accounts and foreign exchange conversion services. The UK banking operation has been working with the Group to develop new digital transaction banking (“DTB”) and digital personal banking (“DPB”) businesses and incorporate banking functions into the existing Ecosystem of the Group. The UK banking operation launched its DTB platform in late 2022 and launched its DPB platform in April 2023. The total operating expenses of the UK banking operation increased 39.7% YoY to \$6.76 million in 1Q24, reflecting the launch and ramp up of new business segments over the period.

### **Interest expense on lease liabilities**

Interest expense on lease liabilities increased 221.1% YoY to \$0.31 million in 1Q24 compared to 1Q23, due mainly to the extension of the Malaysia operation’s office leasing period and additional offices leased in Hong Kong to support the ePension division operation.

### **Share of results of associates, net of tax**

The Group’s share of results after tax of associates comprised the share of results of associates, mainly including Raffles Family Office China Ltd and Harveston Capital Sdn Bhd in 1Q24. For the year-ago period, the Group’s share of results of associates also includes Providend Holding Pte Ltd (“Providend”).

The Group’s share of profit after tax of associates was a \$0.03 million loss in 1Q24 compared to a \$0.23 million profit in 1Q23. This was due to the Group’s share of a positive performance of Providend in 1Q23 which is absent in 1Q24, following the de-recognition of Providend as an associate in June 2023.

### **Profit for the period, attributable to owners of the Company**

The following table shows the breakdown of the Group’s profit for the period by geographical segments.

	Group		
	1Q24	1Q23	Change
	\$'000	\$'000	%
Singapore	8,270	4,535	82.4
Hong Kong	13,227	2,287	478.4
Malaysia	962	843	14.1
China <sup>(2)</sup>	(1,708)	(1,754)	(2.6)
Other <sup>(1)</sup>	(30)	226	NM
Non-banking operations	20,721	6,137	237.6
United Kingdom - banking operation <sup>(2)</sup>	(2,281)	(1,706)	33.7
Profit before tax <sup>(2)</sup>	18,440	4,431	316.1
Tax expense	(3,930)	(1,454)	170.3
<b>Net profit after tax<sup>(2)</sup></b>	<b>14,510</b>	<b>2,977</b>	<b>387.4</b>

Notes:

(1) Referring to share of results of associates.

(2) Attributable to owners of the Company.

NM denotes not meaningful

The Group’s profit before tax from non-banking operations increased significantly by 237.6% YoY from \$6.14 million in 1Q23 to \$20.72 million in 1Q24. This increase in profit comes on the back of a 91.9% YoY increase in non-banking net revenue for 1Q24, driven by strong contributions from

the Group's newer ePension division business as well as the continued progress of the Group's core wealth management platform business.

For the Group's banking operations, higher operating expenses linked to the rollout of the new Digital Personal Banking ("DPB") services, which were launched in 2Q23, alongside continued progress of the bank's Digital Transaction Banking ("DTB") services weighed on profitability, even as net interest revenue for the banking operations continues to post healthy growth in 1Q24, rising 72.6% YoY compared to the year-ago period as deposits increased.

Tax expense increased 170.3% YoY to \$3.93 million in 1Q24 due to higher taxable profit generated by the Group's operations in Singapore, Hong Kong and Malaysia in the quarter.

Overall, the Group's net profit increased 387.4% YoY from \$2.98 million in 1Q23 to \$14.51 million in 1Q24.

### **Statement of Financial Position**

The shareholders' equity of the Group increased to \$269.9 million as at 31 March 2024 from \$250.20 million as at 31 December 2023. The increase in shareholders' equity was primarily due to the contribution of net profit over the course of 1Q24. Translation effects of foreign operations were positive for 1Q24, with positive translation effects from the appreciation of the Pound Sterling, Hong Kong Dollar and Chinese Renminbi, while the depreciation of the Malaysian Ringgit detracted.

The Group's cash at bank and in hand rose from \$307.85 million in 4Q23 to \$367.06 million in 1Q24, as the group's UK bank gathered more customer deposits, resulting in additional cash deposits placed with the Bank of England. The following table shows the nature of the Group's cash at bank and in hand categorised under cash with central banks, and cash with other banks.

	Group	
	31-Mar-24 \$'000	31-Dec-23 \$'000
Cash with central banks	313,527	259,848
Cash on hand and with other banks	53,528	48,002
	367,055	307,850

The Group's cash and cash equivalents and investments in financial assets (categorised as 'other investments' under current assets), net of bank loans and deposits and balances of customers decreased to \$14.69 million as at 31 March 2024 from \$49.52 million as at 31 December 2023. This was due mainly to an increase in non-current investments in financial assets (categorised as 'other investments' under non-current assets which are primarily quoted debt investments carried at amortised cost), as well as the addition of plant and equipment.

Current assets increased to \$995.53 million as at 31 March 2024 from \$667.22 million as at 31 December 2023. This was mainly due to increases in cash and cash equivalents, investments in financial assets, receivables from uncompleted contracts on securities dealing at the end of the quarter, as well as an increase in trade and other receivables.

Non-current assets increased to \$186.27 million as at 31 March 2024 from \$165.68 million as at 31 December 2023. This was mainly attributed to increases in non-current investments in financial assets, as well as an increase in plant and equipment.

The following table shows the nature of the Group's other investment categorised under non-current assets and current assets.

	Group	
	31-Mar-24	31-Dec-23
	\$'000	\$'000
<b><u>Non-current</u></b>		
Sovereign Bonds	3,238	3,181
Investment-grade Corporate Bonds	43,387	25,261
Other investments	10,357	4,523
	<u>56,982</u>	<u>32,965</u>
<b><u>Current</u></b>		
Sovereign Bonds	35,369	26,614
Investment-grade Corporate Bonds	68,635	46,195
Other investments	18,358	9,993
	<u>122,362</u>	<u>82,802</u>

Total liabilities increased to \$904.94 million as at 31 March 2024 from \$575.53 million as at 31 December 2023. This was mainly due to an increase in deposits and balances of customers as well as an increase in payables from uncompleted contracts on securities dealing at the end of the quarter.

### **Consolidated Statement of Cash Flows**

Net cash from operating activities was \$149.18 million in 1Q24 compared to net cash used in operating activities of \$8.57 million in 1Q23. The difference was mainly due to higher cash generated from operations in the period and the significant increases in customer deposits related to the UK bank operation compared to the respective year-ago period.

Net cash used in investing activities was \$69.02 million in 1Q24 compared to \$24.89 million in 1Q23. The increase in net cash used in investing activities in 1Q24 was primarily due to the higher net investment activity in financial assets for the UK bank operation, compared to the year-ago period.

Net cash from financing activities was \$7.51 million in 1Q24 compared to a net cash used in financing activities of \$1.93 million in 1Q23. The difference was mainly due to the additional drawdown of bank loans in 1Q24.

**9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

No forecast or prospect statement was previously provided.

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

In 1Q2024, the Group's net profit increased by 387.4% YoY to \$14.51 million, on the back of a 59.4% increase in Group gross revenue to \$85.96 million, and an 87.4% increase in net revenue to \$58.11 million.

The increase in profitability was driven by contributions from the ePension division, as well as improvements in the Group's core wealth management platform business.

At the end of 1Q2024, Group AUA increased to a record high of \$21.05 billion, driven by net inflows of \$0.69 billion during the quarter.



iFAST Global Bank's customer deposit amounts grew 43.7% QoQ to \$515.43 million as at 31 March 2024. iFAST Global Bank adopts a conservative stance in terms of its balance sheet strategy, with the vast majority of the client deposits being held as cash with the Bank of England and with other banks, as well as in short duration sovereign bonds and investment grade bonds, and money market funds.

iFAST Group is steadily increasing our capability and presence as a global digital banking and wealth management group, with iFAST Global Bank as part of our global Fintech ecosystem. We expect iFAST Global Bank to become an important growth driver in 2025 and beyond.

The ePension division in Hong Kong will be an important growth driver in 2024 and 2025, while the overall wealth management platform is expected to continue to show healthy progress.

On an overall basis and barring unforeseen circumstances, the Group expects 2024 to see robust growth rates in revenues and profitability compared to 2023.

## 11. Dividend

### (a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Name of dividend	Interim
Dividend type	Cash
Dividend rate	1.30 cents per ordinary share
Tax rate	One-tier tax exempt

### (b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Name of dividend	Interim
Dividend type	Cash
Dividend rate	1.00 cents per ordinary share
Tax rate	One-tier tax exempt

### (c) Date payable

The interim dividend will be paid on 7 June 2024.

### (d) Record date

The Register of Members and Share Transfer Books of the Company will be closed on 28 May 2024 for the preparation of dividend warrants to the first interim dividend. Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 27 May 2024 ("Record Date") by the Company's Singapore Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 will be registered to determine Members' entitlements to the first interim dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on the Record Date will be entitled to the first interim dividend.

## 12. If no dividend has been declared/recommended, a statement to that effect.

Not applicable.

**13. If the group has obtained a general mandate from shareholders for Interested Person Transactions (“IPT”), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT Mandate has been obtained, a statement to that effect.**

The Company does not have a general mandate from shareholders for interested person transactions.

**14. Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual.**

The directors of the Company confirm that to the best of their knowledge, nothing has come to the attention of the board of directors which may render the financial results for the quarter ended 31 March 2024 to be false or misleading in any material aspect.

**15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).**

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

**16. Segmented revenue and results for business segments or geographical segments (of the group), with comparative information for the corresponding period of the immediately preceding financial year.**

Geographical segments	Singapore \$'000	Hong Kong \$'000	Malaysia \$'000	China \$'000	United Kingdom \$'000	Others \$'000	Total \$'000
<b>1Q24</b>							
<b>Revenue and expenses</b>							
Revenue from external customers	37,393	31,244	6,115	329	3,673	-	78,754
Interest revenue from external customers	1,135	95	85	27	5,865	-	7,207
Inter-segment revenue	1,943	19	1,007	49	-	-	3,018
Total revenue	<u>40,471</u>	<u>31,358</u>	<u>7,207</u>	<u>405</u>	<u>9,538</u>	<u>-</u>	<u>88,979</u>
Depreciation of plant and equipment	(317)	(512)	(97)	(64)	(14)	-	(1,004)
Depreciation of right-of-use assets	(920)	(1,404)	(92)	(229)	(119)	-	(2,764)
Amortisation of intangible assets	(2,526)	(52)	(249)	(7)	(65)	-	(2,899)
Reportable segment profit / (loss) before tax	8,270	13,227	962	(1,775)	(2,539)	-	18,145
Share of results of associates	-	-	-	-	-	(30)	(30)
<b>Assets and liabilities</b>							
Reportable segment assets	347,734	152,698	34,968	3,461	642,553	-	1,181,414
Equity-accounted associates	-	-	-	-	-	380	380
Capital expenditure	556	1,552	628	1	207	-	2,944
Reportable segment liabilities	<u>271,769</u>	<u>72,446</u>	<u>18,855</u>	<u>2,518</u>	<u>539,355</u>	<u>-</u>	<u>904,943</u>
<b>1Q23</b>							
<b>Revenue and expenses</b>							
Revenue from external customers	31,770	10,694	5,589	673	2,727	-	51,453
Interest revenue from external customers	945	122	74	26	1,310	-	2,477
Inter-segment revenue	1,110	51	983	70	-	-	2,214
Total revenue	<u>33,825</u>	<u>10,867</u>	<u>6,646</u>	<u>769</u>	<u>4,037</u>	<u>-</u>	<u>56,144</u>
Depreciation of plant and equipment	(683)	(70)	(99)	(61)	(11)	-	(924)
Depreciation of right-of-use assets	(838)	(558)	(108)	(239)	(113)	-	(1,856)
Amortisation of intangible assets	(2,357)	(15)	(196)	(9)	-	-	(2,577)
Reportable segment profit / (loss) before tax	4,535	2,287	843	(1,819)	(1,906)	-	3,940
Share of results of associates	-	-	-	-	-	226	226
<b>Assets and liabilities</b>							
Reportable segment assets	218,274	41,086	33,649	6,453	198,084	-	497,546
Equity-accounted associates	-	-	-	-	-	3,701	3,701
Capital expenditure	748	86	288	139	-	-	1,261
Reportable segment liabilities	<u>117,437</u>	<u>19,202</u>	<u>19,875</u>	<u>3,621</u>	<u>104,761</u>	<u>-</u>	<u>264,896</u>

## 17. Other notes to consolidated financial statements

### 17.1 Other investments - investments in financial instruments

	Group	
	31-Mar-24 \$'000	31-Dec-23 \$'000
<b><u>Non-current</u></b>		
<b>Financial assets at FVOCI</b>		
- Unquoted equity shares	4,523	4,523
	4,523	4,523
<b>Quoted financial assets at amortised cost</b>		
- Debt investments	52,459	28,442
	52,459	28,442
	56,982	32,965
<b><u>Current</u></b>		
<b>Quoted financial assets at FVOCI</b>		
- Debt investments	5,137	5,007
- Equity investments	28	34
	5,165	5,041
<b>Quoted financial assets at FVTPL</b>		
- Debt investments	10,919	8,504
	10,919	8,504
<b>Quoted financial assets at amortised cost</b>		
- Debt investments	106,278	69,257
	106,278	69,257
	122,362	82,802

### 17.2 Contract costs

	Group	
	31-Mar-24 \$'000	31-Dec-23 \$'000
<b><u>Non-current</u></b>		
Contract costs	15,473	15,729
	15,473	15,729

The Group finalised a prime subcontractor contract for a Hong Kong pension project in July 2021. The Group incurred certain pre-contract costs and also paid certain setup costs for performance obligations ("POs"), to be satisfied, stated in the contract. Such costs are incremental costs and are capitalised as contract costs as the Group expects to recover these costs. These costs are amortised in accordance with the pattern of revenue being recognised for the related POs stated in the contract. There was no impairment loss recognised on contract costs.

### 17.3 Fair value measurement

The Group has an established control framework with respect to the measurement of fair values. When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included 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 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments of the Group:

#### *Investments in financial instruments*

The fair value of investments in financial instruments is determined by reference to its bid price, recent transaction price or cost at the reporting date.

#### *Intra-group financial guarantees*

The value of financial guarantees provided by the Company to its subsidiaries is determined by reference to the difference in the interest rates, by comparing the actual rates charged by the bank with these guarantees made available, with the estimated rates that the banks would have charged had these guarantees not been available.

#### *Accounting classifications and fair values*

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	31-Mar-24			31-Dec-23		
	Carrying amount \$'000	Fair value - Level 1 \$'000	Fair value - Level 3 \$'000	Carrying amount \$'000	Fair value - Level 1 \$'000	Fair value - Level 3 \$'000
<b>Group</b>						
<b>Financial assets measured at fair value</b>						
Unquoted equity shares	4,523	-	-	4,523	-	4,523
Quoted financial assets at FVOCI	5,165	5,165	-	5,041	5,041	-
Quoted financial assets at FVTPL	10,919	10,919	-	8,504	8,504	-
Money market funds	85,407	85,407	-	51,956	51,956	-
<b>Financial assets not measured at fair value</b>						
Uncompleted contracts - buyers	238,022			81,475		
Trade and other receivables	175,107			136,037		
Quoted financial assets at amortised cost	158,737	159,304	-	97,699	98,138	-
Cash at bank and in hand	367,055			307,850		
<b>Financial liabilities not measured at fair value</b>						
Uncompleted contracts - sellers	(237,930)			(81,404)		
Trade and other payables	(70,853)			(66,119)		
Deposits and balances of customers	(515,426)			(358,622)		
Bank loans	(44,705)			(34,468)		

#### 17.4 Held under trust

Certain non-banking subsidiaries in the Group receive and hold monies deposited by clients and other institutions in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more trust bank deposit accounts or treasury accounts holding government debt securities allowed by regulators in the markets these subsidiaries operate in, which are separately maintained from the bank or treasury accounts of these subsidiaries in the Group.

	Group	
	31-Mar-24	31-Dec-23
	\$'000	\$'000
Client monies maintained in bank deposit accounts	922,816	905,844
Client monies maintained in government debt securities treasury accounts	4,066	1,828
Client ledger balances	(926,882)	(907,672)
	<u>-</u>	<u>-</u>

**BY ORDER OF THE BOARD**

**Lim Kian Thong**  
**Chief Financial Officer**  
**25 April 2024**

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